



## TATA CAPITAL FINANCIAL SERVICES LIMITED

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

Corporate Identity Number of TCFSL is U67100MH2010PLC210201

Registered Office: 11<sup>th</sup> Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013, Maharashtra, India

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

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

**PUBLIC ISSUE BY TATA CAPITAL FINANCIAL SERVICES LIMITED ("COMPANY" OR THE "ISSUER") OF SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH AND UNSECURED, SUBORDINATED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH ("NCDs"), FOR AN AMOUNT AGGREGATING UPTO ₹ 7,50,000 LAKH ("SHELF LIMIT") (HEREINAFTER REFERRED TO AS THE "ISSUE"). THE UNSECURED, SUBORDINATED REDEEMABLE, NON-CONVERTIBLE DEBENTURES WILL BE IN THE NATURE OF SUBORDINATED DEBT AND WILL BE ELIGIBLE FOR INCLUSION AS TIER II CAPITAL. THE NCDs WILL BE ISSUED IN ONE OR MORE TRANCHEs, ON TERMS AND CONDITIONS AS SET OUT IN THE RELEVANT TRANCHE PROSPECTUS FOR ANY TRANCHE ISSUE (EACH "TRANCHE ISSUE") WHICH SHOULD BE READ TOGETHER WITH THE DRAFT SHELF PROSPECTUS AND THIS SHELF PROSPECTUS (COLLECTIVELY THE "OFFER DOCUMENT"). THE ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008 AS AMENDED (THE "SEBI DEBT REGULATIONS"), THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED TO THE EXTENT NOTIFIED.**

### PROMOTER

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

### GENERAL RISK

Investors are advised to read the Risk Factors carefully before taking an investment decision in the Issue. For taking an investment decision, the investors must rely on their own examination of the Issuer and the Issue including the risks involved. Specific attention of the investors is invited to the sections titled "Risk Factors" on page 11 of this Shelf Prospectus and "Material Developments" on page 105 of this Shelf Prospectus and the relevant Tranche Prospectus of any Tranche Issue before making an investment in such Tranche Issue. This Shelf Prospectus has not been and will not be approved by any regulatory authority in India, including the Securities and Exchange Board of India ("SEBI"), RBI, the Registrar of Companies, Maharashtra, located at Mumbai or any stock exchange in India.

### ISSUER'S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for, and confirms that this Shelf Prospectus read together with the relevant Tranche Prospectus for a Tranche Issue contains and will contain all information with regard to the Issuer and the relevant Tranche Issue, which is material in the context of the Issue and the relevant Tranche Issue. The information contained in this Shelf Prospectus read together with the relevant Tranche Prospectus for a Tranche Issue is true and correct in all material respects and is not misleading in any material respect and that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Shelf Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

### COUPON RATE, COUPON PAYMENT FREQUENCY, REDEMPTION DATE, REDEMPTION AMOUNT & ELIGIBLE INVESTORS

For details relating to Coupon Rate, Coupon Payment Frequency, Redemption Date, Redemption Amount and Eligible Investors of the NCDs, please see the section "Issue Related Information" on page 106 of this Shelf Prospectus.

### CREDIT RATING

The NCDs proposed to be issued under this Issue have been rated "CRISIL AAA / Stable" for an amount of up to ₹ 7,50,000 lakh by CRISIL Limited vide its letter dated August 15, 2018 and further reevaluated by letter dated August 27, 2018 and have been rated "CARE AAA; Stable" for an amount up to ₹ 7,50,000 lakh by CARE Ratings Limited vide its letter dated August 14, 2018 and further reevaluated by letter dated August 27, 2018. The ratings of the NCDs issued by CRISIL Limited indicate highest degree of safety regarding timely servicing of financial obligations. The rating provided by CRISIL Limited and CARE Ratings Limited may be suspended, withdrawn or revised at any time by the assigning rating agencies and should be evaluated independently of any other rating. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decisions. Please refer to Annexures A and B of this Shelf Prospectus for rating letters and rationale for the above ratings.

### PUBLIC COMMENTS

The Draft Shelf Prospectus dated August 16, 2018 was filed with BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE"), pursuant to the provisions of the SEBI Debt Regulations and was open for public comments for a period of 7 (seven) Working Days until 5:00 pm (IST) on August 27, 2018.

### LISTING

The NCDs offered through this Shelf Prospectus along with the relevant Tranche Prospectus are proposed to be listed on the BSE and NSE. For the purposes of the Issue, BSE shall be the Designated Stock Exchange. TCFSL has received an 'in-principle' approval from BSE vide their letter no. DCS/BM/PI-BOND/8/18-19 dated August 27, 2018 and from NSE vide their letter no. NSE/LIST/58508 dated August 27, 2018.

### LEAD MANAGERS TO THE ISSUE

### REGISTRAR TO THE ISSUE

### DEBENTURE TRUSTEE\*\*



**Edelweiss Financial Services Limited**  
Edelweiss House, Off CST Road,  
Kalina, Mumbai – 400 098  
Tel: (+91 22) 4086 3535  
Fax: (+91 22) 4086 3610  
Email: Tcfs1.Ncd@edelweissfin.com  
**Investor Grievance Email:**  
customerservice.mb@edelweissfin.com  
Website: www.edelweissfin.com  
**Contact Person:** Mr. Mandep Singh/  
Mr. Lokesh Singhi  
**SEBI Registration No.:**  
INM0000010650

**A. K. Capital Services Limited**  
30-39, Free Press House  
3<sup>rd</sup> Floor, Free Press Journal Marg  
215 Nariman Point, Mumbai 400 021  
Tel: (+91 22) 6754 6500  
Fax: (+91 22) 6610 0594  
Email:  
Tcfs1.Ncd2018@akgroup.co.in  
**Investor Grievance Email:**  
investor.grievance@akgroup.co.in  
Website: www.akgroup.co.in  
**Contact Person:** Ms. Shilpa Pandey/  
Mr. Malay Shah  
**SEBI Registration No.:**  
INM000010411

**Axis Bank Limited**  
'Axis House', C-2  
Wadia International Centre  
Pandurang Budhkar Marg  
Worli, Mumbai - 400 025  
Tel: (+91 22) 6604 3293  
Fax: (+91 22) 2425 3800  
Email: tcfs1.2018@axisbank.com  
**Investor Grievance Email:**  
investor.grievance@axisbank.com  
Website: www.axisbank.com  
**Contact Person:** Mr. Vikas Shinde  
**SEBI Registration No.:**  
INM000006104

**Karvy Computershare Private Limited**  
Karvy Selenium Tower B, Plot 31-32,  
Gachibowli Financial District,  
Nanakramguda, Hyderabad 500 032  
Tel: (+91 40) 6716 2222  
Fax: (+91 40) 2343 1551  
Email: einward.ris@karvy.com  
**Investor Grievance Email:**  
tcfs1.ncd@karvy.com  
Website:  
https://karisma.karvy.com/  
**Contact Person:** Mr. M Murali  
Krishna  
**SEBI Registration No.:**  
INR000000221

**Vistra ITCL (India) Limited**  
The IL&FS Finance Centre  
Plot C-22, G Block  
Bandra Kurla Complex (Bandra East)  
Mumbai 400 051  
Tel: (+91 22) 2659 3333  
Fax: (+91 22) 2653 3297  
Email:  
itclcomplianceofficer@vistra.com  
**Investor Grievance Email:**  
investorgrievanceitcl@vistra.com  
Website: vistraitcl.com  
**Contact Person:** Mr. Jatin Chonani  
**SEBI Registration No.:**  
IND000000578

### ISSUE PROGRAMME\*

**ISSUE OPENS ON** As specified in the relevant Tranche Prospectus

**ISSUE CLOSES ON** As specified in the relevant Tranche Prospectus

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

\*\*Vistra ITCL (India) Limited under Regulation 4(4) of the SEBI Debt Regulations has by its letter dated July 12, 2018 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in this Shelf Prospectus and the relevant Tranche Prospectus and in all the subsequent periodical communications sent to the holders of the NCDs issued pursuant to this Issue.

A copy of this Shelf Prospectus and relevant Tranche Prospectus shall be filed with the Registrar of Companies, Maharashtra, located at Mumbai in terms of Sections 26 and 31 of the Companies Act, 2013, along with the endorsed/certified copies of all requisite documents. For further details, please see the section "Material Contracts and Documents for Inspection" on page 195 of this Shelf Prospectus.

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**SECTION I: GENERAL  
DEFINITIONS / ABBREVIATIONS**

**Company related terms**

Term	Description
“We”, “us”, “our”, “the Company”, “our Company”, “TCFSL” and “Issuer”	Tata Capital Financial Services Limited, a public limited company incorporated under the Companies Act, 1956 and having its registered office at 11 <sup>th</sup> Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013, Maharashtra, India.
AOA / Articles / Articles of Association	Articles of Association of TCFSL.
AGM	Annual General Meeting of TCFSL.
ALCO / Finance and Asset Liability Supervisory Committee	Committee of Directors constituted by the Board of Directors on March 15, 2012 and re-constituted by the Board of Directors, from time to time.
Audit Committee	Committee of Directors constituted by the Board of Directors on March 15, 2012 and re-constituted by the Board of Directors, from time to time.
Board / Board of Directors / our Board / our Board of Directors	The Board of Directors of TCFSL and includes any committee constituted by the Board of Directors, from time to time.
CCCPS / Preference Shares	Compulsorily Convertible Cumulative Preference Shares of face value ₹ 10 each of TCFSL.
Chief Financial Officer	Chief Financial Officer of TCFSL, Mr. Puneet Sharma.
Committee	A committee constituted by the Board, from time to time.
Company Secretary	Company Secretary of TCFSL, Ms. Avan Doomasia.
CSR Committee	Corporate Social Responsibility Committee of Directors constituted by the Board of Directors on March 7, 2014 and re-constituted by the Board of Directors, from time to time.
Committee for Review of Policies	Committee of Directors constituted by the Board of Directors on March 15, 2012 and re-constituted by the Board of Directors, from time to time.
EGM	Extraordinary General Meeting of TCFSL.
Equity Shares	Equity shares of face value ₹ 10 each of TCFSL.
General Meeting	AGM or EGM.
“Holding Company” or “our Holding Company”	Tata Capital Limited / TCL.
Independent Directors	Independent Director(s) of TCFSL, who, unless otherwise specified, include Mr. Mukund S. Dharmadhikari and Ms. Anuradha E. Thakur.
Investment Credit Committee	Committee of Directors constituted by the Board of Directors on March 15, 2012 and re-constituted by the Board of Directors, from time to time.
Information Technology Strategy Committee	Committee of Directors constituted by the Board of Directors on April 30, 2018 and re-constituted by the Board of Directors, from time to time.
KMP / Key Managerial Personnel	Key Managerial Personnel, as defined under Section 2(51) of the Companies Act, 2013, as under:  <i>“key managerial personnel”, in relation to a company, means –</i> <i>i. the chief executive officer or the managing director or the manager;</i> <i>ii. the company secretary;</i> <i>iii. the whole-time director;</i> <i>iv. the chief financial officer; and</i> <i>v. such other officer not more than one level below the directors who is in whole-time employment designated as key managerial personnel by the Board; and such other officer as may be prescribed;”</i>

<b>Term</b>	<b>Description</b>
	and which means Mr. Kusal Roy (Managing Director), Mr. Puneet Sharma (Chief Financial Officer) and Ms. Avan Doomasia (Company Secretary)
Managing Director	Managing Director of TCSFL, Mr. Kusal Roy.
Memorandum of Association / Memorandum / MOA	Memorandum of Association of TCFSL.
Non-Executive Director(s)	Non-Executive Director(s) of TCFSL, who, unless otherwise specified include Mr. Rajiv Sabharwal, Mr. F. N. Subedar and Mr. M. D. Mallya.
Nomination and Remuneration Committee	Committee of Directors constituted by the Board of Directors on April 9, 2014 and re-constituted by the Board of Directors, from time to time.
Woman Director(s)	Woman Director(s) of TCFSL, who, unless otherwise specified, includes Ms. Anuradha E. Thakur.
“Promoter” or “our Promoter”	Tata Capital Limited / TCL.
Reformatted Consolidated Financial Information	The Statement of Assets and Liabilities of TCFSL as at March 31, 2018 and the related Statement of Profit and Loss and the Statement of Cash Flows for the said year as examined by TCFSL’s Statutory Auditor, B S R & Co. LLP, Mumbai. The Statement of Assets and Liabilities of TCFSL as at March 31, 2017 and the related Statement of Profit and Loss and the Statement of Cash Flows for the said year as examined by TCFSL’s predecessor Statutory Auditor, Deloitte Haskins & Sells LLP, Mumbai.
Reformatted Standalone Financial Information	The Statement of Assets and Liabilities of TCFSL as at March 31, 2018 and the related Statement of Profit and Loss and the Statement of Cash Flows for the said year as examined by TCFSL’s Statutory Auditor, B S R & Co. LLP, Mumbai and The Statement of Assets and Liabilities of TCFSL as at March 31, 2017, 2016, 2015 and 2014 and the related Statement of Profit and Loss and the Statement of Cash Flows for each of the said four years ending March 31, 2017 as examined by TCFSL’s predecessor Statutory Auditor, Deloitte Haskins & Sells LLP, Mumbai.
Reformatted Financial Information	Reformatted Consolidated Financial Information and Reformatted Standalone Financial Information.
Risk Management Committee	Committee of Directors constituted by the Board of Directors on March 15, 2012 and re-constituted by the Board of Directors, from time to time.
RoC	The Registrar of Companies, Maharashtra, located at Mumbai.
₹ / Rs. / INR/ Rupees	The lawful currency of the Republic of India.
Statutory Auditors	The auditors of the Company, B S R & Co. LLP, Chartered Accountants, located at 5 <sup>th</sup> Floor, Lodha Excelus, N. M. Joshi Marg, Mahalaxmi, Mumbai 400 011.
Stakeholders’ Relationship Committee	Committee of Directors constituted by the Board of Directors on April 9, 2014 and re-constituted by the Board of Directors, from time to time.
TCL	Tata Capital Limited.
Tata Capital Group / TCL Group	Tata Capital Limited and its subsidiaries, being Tata Capital Financial Services Limited, Tata Capital Housing Finance Limited, Tata Cleantech Capital Limited, Tata Securities Limited and Tata Capital Pte. Limited.
Working Committee	Committee of Directors constituted by the Board of Directors on April 30, 2018 and re-constituted by the Board of Directors, from time to time.

## Issue related terms

<b>Term</b>	<b>Description</b>
Allotment / Allotted	Unless the context otherwise requires, the allotment of the NCDs pursuant to the Issue to the Allottees.
Allottee(s)	The successful Applicant to whom the NCDs are being/have been allotted.
Allotment Advice	The communication sent to the Allottees conveying details of NCDs allotted to the Allottees in accordance with the Basis of Allotment.
Applicant / Investor	The person who applies for issuance and allotment of NCDs pursuant to the terms of this Shelf Prospectus, relevant Tranche Prospectus and Abridged Prospectus and the Application Form for any Tranche Issue.
Application	An application for allotment of NCDs offered pursuant to the Issue by submission of a valid Application Form and payment of the Application Amount by any of the modes as prescribed under the respective Tranche Prospectus.
Application Amount	The aggregate value of the NCDs applied for, as indicated in the Application Form for the respective Tranche Prospectus.

<b>Term</b>	<b>Description</b>
Application Form	The form in terms of which the Applicant shall make an offer to subscribe to the NCDs through the ASBA or non-ASBA process, in terms of this Shelf Prospectus and respective Tranche Prospectus.
ASBA or “Application Supported by Blocked Amount”	The Application in terms of which the Applicant shall make an Application by authorizing Self Certified Syndicate Banks (“SCSB”) to block the Application Amount in the specified bank account maintained with such SCSB.
ASBA Account	An account maintained with an SCSB which will be blocked by such SCSB to the extent of the Application Amount of an ASBA Applicant.
ASBA Applicant	Any Applicant who applies for NCDs through the ASBA process.
Bankers to the Issue/Escrow Collection Banks	The banks with whom Escrow Accounts will be opened as specified in the relevant Tranche Prospectus for each Tranche Issue.
Base Issue	As specified in the relevant Tranche Prospectus for each Tranche Issue.
Basis of Allotment	As specified in the relevant Tranche Prospectus for each Tranche Issue.
Category I Investor	<ul style="list-style-type: none"> <li>• Public financial institutions, scheduled commercial banks, and Indian multilateral and bilateral development financial institutions which are authorised to invest in the NCDs;</li> <li>• Provident funds and pension funds with a minimum corpus of ₹ 2,500 lakh, superannuation funds and gratuity funds, which are authorised to invest in the NCDs;</li> <li>• Mutual funds registered with SEBI;</li> <li>• Resident Venture Capital Funds / Alternative Investment Funds registered with SEBI;</li> <li>• Insurance companies registered with the IRDAI;</li> <li>• State industrial development corporations;</li> <li>• Insurance funds set up and managed by the army, navy, or air force of the Union of India;</li> <li>• Insurance funds set up and managed by the Department of Posts, the Union of India;</li> <li>• Systemically Important Non-Banking Financial Company registered with the RBI and having a net-worth of more than ₹ 50,000 lakh as per the last audited financial statements; and</li> <li>• National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India</li> </ul>
Category II Investor	<ul style="list-style-type: none"> <li>• Companies within the meaning of Section 2(20) of the Companies Act, 2013;</li> <li>• Statutory bodies/ corporations and societies registered under the applicable laws in India and authorised to invest in the NCDs;</li> <li>• Co-operative banks and regional rural banks;</li> <li>• Trusts including public/private charitable/religious trusts which are authorised to invest in the NCDs;</li> <li>• Scientific and/or industrial research organisations, which are authorised to invest in the NCDs;</li> <li>• Partnership firms in the name of the partners;</li> <li>• Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009);</li> <li>• Association of Persons; and</li> <li>• Any other incorporated and/ or unincorporated body of persons.</li> </ul>
Category III Investor / High Net-worth Individual Investors (“HNIs”)	Resident Indian Individuals and Hindu Undivided Families through the Karta applying for an amount aggregating to above ₹ 10,00,000 across all options of NCDs in the Issue.
Category IV Investor / Retail Individual Investors	Resident Indian Individuals and Hindu Undivided Families through the Karta applying for an amount aggregating up to and including ₹10,00,000 across all options of NCDs in the Issue.
Consortium / Syndicate (each individually, a Member of the Consortium)	The Lead Managers and Consortium Members.
Consortium Agreement	Consortium Agreement dated August 29, 2018 among TCFSL and the Consortium.
Consortium Member(s)	Affiliates of the Lead Managers appointed as brokers to the Issue in accordance with the SEBI (Stock Brokers and Sub-brokers) Regulations, 1992 and more particularly set out in the relevant Tranche Prospectus.
Credit Rating Agencies	For the present Issue, the credit rating agencies being, CRISIL Limited and CARE Ratings Limited.
Coupon Rate	The rate of interest as specified in the relevant Tranche Prospectus(es)
Debt Application Circular	Circular in relation to system for making application to public issue of debt securities bearing no. CIR/IMD/DF-1/20/2012 issued by SEBI on July 27, 2012.
Debentures / NCDs	Secured, Redeemable, Non-Convertible Debentures of face value of ₹ 1,000 and Unsecured, Subordinated Redeemable, Non-Convertible Debentures eligible as Tier II capital of face value ₹ 1,000 each proposed to be

Term	Description
	issued under this Issue
Debenture Holder(s) / NCD Holder(s)	The holders of the Secured NCDs and Unsecured NCDs whose name appears in the database of the relevant Depository(ies).
Debt Listing Agreement	The listing agreement entered into between TCFSL and the relevant stock exchange(s) in connection with the listing of debt securities of TCFSL.
Debenture Trust Deed	The trust deed to be executed by TCFSL and the Debenture Trustee for creating the security over the Secured NCDs issued under the Issue.
Demographic Details	Details of the investor such as address, bank account details for printing on refund orders and occupation, which are based on the details provided by the Applicant in the Application Form.
Deemed Date of Allotment	The date on which the Board or the Working Committee approves the Allotment of the NCDs for each Tranche Issue. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs, including interest on NCDs (as specified for each Tranche Issue by way of the relevant Tranche Prospectus), shall be available to the Debenture holders from the Deemed Date of Allotment.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Depository(ies)	National Securities Depository Limited (NSDL) and /or Central Depository Services (India) Limited (CDSL).
DP / Depository Participant	A depository participant as defined under the Depositories Act.
Designated Branches	Such branches of SCSBs which shall collect the ASBA Applications and a list of which is available on <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> or at such other website as may be prescribed by SEBI, from time to time.
Designated Date	The date on which the Escrow Collection Banks transfer the funds from the Escrow Accounts and the Registrar to the Issue issues instruction to SCSBs for transfer of funds from the ASBA Accounts to the Public Issue Account(s) in terms of this Shelf Prospectus and relevant Tranche Prospectus(es) and the Escrow Agreement.
Designated Stock Exchange	BSE
Draft Shelf Prospectus	The Draft Shelf Prospectus dated August 16, 2018 filed with the Designated Stock Exchange for receiving public comments and with SEBI in accordance with the provisions of the Act/relevant provisions of the Companies Act, 2013, as applicable and the SEBI Debt Regulations.
Escrow Agreement	Agreement to be entered into amongst TCFSL, the Registrar, the Escrow Collection Bank(s) and the Lead Managers, for collection of the Application Amounts and for remitting refunds, if any, of the amounts collected, to the Applicants on the terms and conditions contained therein.
Escrow Account(s)	Accounts opened in connection with the Issue with the Escrow Collection Banks and in whose favour the Applicant will issue cheques or bank drafts in respect of the Application Amount while submitting the Application, in terms of this Shelf Prospectus, relevant Tranche Prospectus and the Escrow Agreement.
Issue	Public issue by TCFSL of Secured, Redeemable, Non-Convertible Debentures of face value of ₹ 1,000 and Unsecured, Subordinated Redeemable, Non-Convertible Debentures eligible as Tier II capital of face value ₹ 1,000 each aggregating upto ₹ 7,50,000 lakh (" <b>Shelf Limit</b> ") through one or more tranches.
Issue Agreement	Agreement dated August 14, 2018 entered into by TCFSL and the Lead Managers.
Issue Opening Date	Issue Opening Date as specified in the relevant Tranche Prospectus for the relevant Tranche Issue.
Issue Closing Date	Issue Closing Date as specified in the relevant Tranche Prospectus for the relevant Tranche Issue.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days, as provided in the respective Tranche Prospectus.
Lead Managers	Edelweiss Financial Services Limited, A. K. Capital Services Limited and Axis Bank Limited.
Market Lot	One NCD.
Options	An option of NCDs which are identical in all respects including, but not limited to terms and conditions, listing and ISIN and as further stated to be an individual Option in the Draft Shelf Prospectus, Shelf Prospectus and relevant Tranche Prospectus (es).
Offer Document(s)	The Draft Shelf Prospectus, this Shelf Prospectus, the relevant Tranche Prospectus, the Abridged Prospectus and/or the Application Form along with supplemental information, if any.
Public Issue Account	Bank account(s) opened with any of the Bankers to the Issue by TCFSL under Section 40 of the Companies Act, 2013 to receive money from the Escrow Accounts on the Designated Date and where the funds shall be transferred by the SCSBs from the ASBA Accounts.
Record Date	15 days prior to the date of payment of interest and/or the date of redemption for NCDs issued under the relevant Tranche Prospectus. In case the Record Date falls on a Sunday or holiday of Depositories, the succeeding working day or a date notified by the Company to the Stock Exchanges shall be considered as Record Date.
Redemption Date	The date on which TCFSL is liable to redeem the NCDs in full as specified in the relevant Tranche Prospectus
Refund Account(s)	The account(s) opened by TCFSL with the Refund Bank(s), from which refunds of the whole or part of the Application Amounts (excluding for the ASBA Applicants), if any, shall be made.

<b>Term</b>	<b>Description</b>
Refund Bank	As stated in the relevant Tranche Prospectus
Register of Debenture holder	Register of Debenture holders maintained by the Issuer in accordance with the provisions of the Companies Act, 2013 and as more particularly detailed in the section “ <i>General Terms of the Issue</i> ” on page 106 of this Shelf Prospectus
Registrar to the Issue	Karvy Computershare Private Limited
Scheme of Arrangement	Scheme of arrangement between TCL and TCFSL sanctioned by the Hon’ble High Court of Judicature at Bombay vide its orders dated October 14, 2011, February 24, 2012 and March 12, 2012, and which became effective from March 27, 2012.
SEBI Debt Regulations	SEBI (Issue and Listing of Debt Securities) Regulations, 2008, issued by SEBI, effective from June 06, 2008 and as amended from time to time.
SEBI ICDR Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended.
Secured NCDs	NCDs offered under this Issue which are rated, listed, redeemable, non-convertible and will be secured as per the terms and conditions specified under this Shelf Prospectus.
Senior Citizen	A person who on the Deemed Date of Allotment of the relevant Tranche Issue has attained the age of 60 years or more.
Self Certified Syndicate Banks or SCSBs	The banks which are registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and offer services in relation to ASBA, including blocking of an ASBA Account, a list of which is available on <a href="https://www.sebi.gov.in">https://www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time.
Shelf Limit	The aggregate limit of the Issue, being ₹ 7,50,000 lakh to be issued under this Shelf Prospectus through one or more Tranche Issues.
Shelf Prospectus	This Shelf Prospectus filed on August 29, 2018 by TCFSL with the SEBI, BSE, NSE and the RoC in accordance with the provisions of the Companies Act, 2013 and the SEBI Debt Regulations.
Stock Exchange(s)	BSE / NSE
Subordinated Debt	Subordinated Debt means a fully paid up instrument, which is unsecured and is subordinated to the claims of other creditors and is free from restrictive clauses and is not redeemable at the instance of the holder or without the consent of the supervisory authority of a non-banking financial company. The book value of such instrument shall be subjected to discounting as provided hereunder:  Remaining maturity of the instruments and rate of discount: <ul style="list-style-type: none"> <li>• up to one year 100%;</li> <li>• more than one year but up to two years 80%;</li> <li>• more than two years but up to three years 60%;</li> <li>• more than three years but up to four years 40%; and</li> <li>• more than four years but up to five years 20%</li> </ul> to the extent such discounted value does not exceed fifty per cent of Tier I capital.
Syndicate ASBA Application	ASBA Applications through the Lead Managers, Consortium Members or the Trading Members of the Stock Exchanges only in the Specified Cities.
Syndicate ASBA Application Locations	Application centres at Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bengaluru, Hyderabad, Pune, Vadodara and Surat where the members of the Syndicate shall accept ASBA Applications.
Syndicate SCSB Branches	In relation to ASBA Applications submitted to a Consortium Member, such branches of the SCSBs at the Syndicate ASBA Application Locations named by the SCSBs to receive deposits of the Application Forms from the members of the Syndicate, and a list of which is available on <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time.
Tier I capital	Tier I capital means, owned fund as reduced by investment in shares of other NBFCs and in shares, debentures, bonds, outstanding loans and advances including hire purchase and lease finance made to and deposits with subsidiaries and companies in the same group exceeding, in aggregate, 10% of the owned fund and perpetual debt instruments issued by a non-deposit taking NBFC in each year to the extent it does not exceed 15% of the aggregate Tier I Capital of such company as on March 31 of the previous accounting year.
Tier II capital	Tier-II capital includes the following: (a) Preference shares other than those which are compulsorily convertible into equity; (b) revaluation reserves at discounted rate of 55%; (c) general provisions and loss reserves to the extent these are not attributable to actual diminution in value or identifiable potential loss in any specific asset and are available to meet unexpected losses, to the extent of one and one fourth percent of risk weighted assets; (d) hybrid debt capital instruments; (e) subordinated debt to the extent the aggregate does not exceed Tier-I capital; and (f) perpetual debt instruments issued by a non-deposit taking non-banking financial company which is in excess of what qualifies for Tier I Capital, to the extent it does not exceed Tier-I Capital.
Transaction Documents	Transaction Documents shall mean, the Issue Agreement dated August 14, 2018 between TCFSL and the Lead Managers, the Registrar Agreement dated August 14, 2018 between TCFSL and the Registrar to the Issue, the Escrow Agreement to be executed between TCFSL, Lead Managers, Registrar to the Issue, Escrow Collection Banks and the Refund Banks for the respective Tranche Issue(s), the Consortium Agreement dated August 29, 2018 executed between TCFSL, the Lead Managers and Consortium Members, the Debenture

<b>Term</b>	<b>Description</b>
	Trustee Agreement dated August 14, 2018 executed between TCFSL and the Debenture Trustee and the agreed form of the Debenture Trust Deed to be executed between TCFSL and the Debenture Trustee.
Transaction Registration Slip or TRS	The acknowledgment slip or document issued by any of the Members of the Syndicate, the SCSBs, or the Trading Members as the case may be, to an Applicant upon demand as proof of registration of his Application for the NCDs.
Tenor	Tenor shall mean the tenor of the NCDs as specified in the relevant Tranche Prospectus.
Trading Members	Intermediaries registered with a Lead Broker or a sub-broker under the SEBI (Stock Brokers and Sub-Brokers) Regulations, 1992 and/or with the Stock Exchanges under the applicable byelaws, rules, regulations, guidelines, circulars issued by Stock Exchanges from time to time and duly registered with the Stock Exchanges for collection and electronic upload of Application Forms on the electronic application platform provided by Stock Exchanges.
Tranche Issue	Issue of the NCDs pursuant to the respective Tranche Prospectus.
Tranche Prospectus(es)	The Tranche Prospectus(es) containing the details of NCDs including interest, other terms and conditions, recent developments, general information, objects, procedure for application, statement of tax benefits, regulatory and statutory disclosures and material contracts, documents for inspection and other terms and conditions in respect of the relevant Tranche Issue.
Trustees / Debenture Trustee	Trustees for the Debenture Holders in this case being Vistra ITCL (India) Limited (formerly known as IL&FS Trust Company Limited) appointed by the Board of Directors or the Working Committee.
Unsecured NCDs	NCDs offered under this Issue which are subordinated, redeemable, non-convertible debentures and are not secured by any charge on the assets of TCFSL, which will be in the nature of Subordinated Debt and will be eligible for Tier II capital and subordinate to the claims of all other creditors.
Working Day	Working Day(s) shall mean all days excluding Sundays or a holiday of commercial banks in Mumbai, except with reference to Issue Period, where Working Days shall mean all days, excluding Saturdays, Sundays and public holiday in India. Furthermore, for the purpose of post issue period, i.e. period beginning from Issue Closing Date to listing of the NCDs, Working Days shall mean all days excluding Sundays or a holiday of commercial banks in Mumbai or a public holiday in India.

### Industry related terms

<b>Term</b>	<b>Description</b>
ALCO	Asset Liability Committee or, in the case of the Company, the Finance and Asset Liability Supervisory Committee
ALM	Asset Liability Management
AUM	Loans and advances
CRAR	Capital to Risk Adjusted Ratio
CIN	Corporate Identification Number
CIC	Core Investment Company
ECGC	Export Credit Guarantee Corporation of India Limited
GST	Goods and Services Tax
IBPC	Inter Bank Participation Certificate
ICAI	Institute of Chartered Accountants of India
KYC	Know Your Customer
LTV	Loan to Value ratio
NBFC	Non-Banking Financial Company as defined under Section 45-IA of the RBI Act, 1934
NBFC-ND	Non-Banking Financial Company- Non Deposit Taking
NBFC-ND-SI	Non-Banking Financial Company- Non Deposit Taking-Systemically Important
NPA	Non-Performing Asset
NRI/Non-Resident	A person resident outside India, as defined under the FEMA
NSSO	National Sample Survey Organisation
PPP	Purchasing Power Parity
RRB	Regional Rural Bank
SCB	Scheduled Commercial Bank(s)
SEBI	Securities and Exchange Board of India

### Conventional and general terms

<b>Term</b>	<b>Description</b>
AS	Accounting Standard
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
Companies Act, 1956	The Companies Act, 1956, as may be applicable
Companies Act, 2013	The Companies Act, 2013, amendments thereto and the rules thereunder, to the extent notified by Ministry of Corporate Affairs and in force
DRR	Debenture Redemption Reserve



<b>Term</b>	<b>Description</b>
FDI Policy	The Government policy and the regulations (including the applicable provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000) issued by the Government of India prevailing on that date in relation to foreign investments in the Company's sector of business as amended from time to time
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time
Fiscal / Financial Year / FY	Financial Year ending March 31 each year
GDP	Gross Domestic Product
GoI	Government of India
HUF	Hindu Undivided Family
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
Indian GAAP	Generally Accepted Accounting Principles in India
IRDAI	Insurance Regulatory and Development Authority of India
IST	Indian Standard Time
IT Act	The Income Tax Act, 1961, as amended from time to time
MCA	Ministry of Corporate Affairs, Government of India
MICR	Magnetic Ink Character Recognition
NACH	National Automated Clearing House
NEFT	National Electronic Funds Transfer
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
PAN	Permanent Account Number
RBI	The Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	The Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI Debt Regulations	Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended
SEBI Act	The Securities and Exchange Board of India Act, 1992 as amended from time to time
SEBI LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
TDS	Tax Deducted at Source
WDM	Wholesale Debt Market

Notwithstanding anything contained herein, capitalised terms that have been defined in the sections “*Risk Factors*”, “*Capital Structure*”, “*Regulations and Policies*”, “*History and Main Objects*”, “*Statement of Tax Benefits*”, “*Our Management*”, “*Disclosures on Existing Financial Indebtedness*”, “*Pending Proceedings and Statutory Defaults*” and “*Issue Procedure*” on pages 11, 39, 170, 75, 46, 79, 92, 150 and 126, respectively, of this Shelf Prospectus, will have the meanings ascribed to them in such sections.

## FORWARD-LOOKING STATEMENTS

Certain statements contained in this Shelf Prospectus that are not statements of historical fact constitute “forward-looking statements”. Investors can generally identify forward-looking statements by terminology such as “aim”, “anticipate”, “believe”, “continue”, “could”, “estimate”, “expect”, “intend”, “may”, “objective”, “plan”, “potential”, “project”, “pursue”, “shall”, “seek”, “should”, “will”, “would”, or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, revenue and profitability, new business and other matters discussed in this Shelf Prospectus that are not historical facts. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results, including our financial conditions and results of operations to differ from our expectations include, but are not limited to, the following:

- fluctuation in interest rate;
- our inability to sustain growth or manage it effectively;
- our inability to successfully diversify our portfolio;
- any disruption in our sources of funding;
- our inability to recover on a timely basis the full value of collateral amount which are sufficient to cover the outstanding amounts due under defaulted loans;
- highly competitive nature of the industry we operate in;
- changing laws and regulations governing the banking and financial services industry in India;
- our inability to obtain or maintain statutory or regulatory approvals and licenses for conducting our business; and
- our inability to continue to benefit from our relationship with our Promoter and the “Tata” brand.

For further discussion of factors that could cause our actual results to differ, please see the section “*Risk Factors*” on page 11 of this Shelf Prospectus.

All forward-looking statements are subject to risks, uncertainties and assumptions about TCFSL that could cause actual results and valuations to differ materially from those contemplated by the relevant statement. Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under the sections “*Industry Overview*”, “*Our Business*” and “*Legal and Other Information*” on pages 55, 64 and 150, respectively, of this Shelf Prospectus. The forward-looking statements contained in this Shelf Prospectus are based on the beliefs of management, as well as the assumptions made by and information currently available to management. Although TCFSL believes that the expectations reflected in such forward-looking statements are reasonable at this time, it cannot assure investors that such expectations will prove to be correct or will hold good at all times. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materialise, or if any of TCFSL’s underlying assumptions prove to be incorrect, TCFSL’s actual results of operations or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to TCFSL are expressly qualified in their entirety by reference to these cautionary statements.

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

## PRESENTATION OF FINANCIAL AND OTHER INFORMATION

### *General*

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

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

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

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

Unless otherwise stated all figures pertaining to the financial information in connection with TCFSL are on an unconsolidated basis.

### *Presentation of Financial Information*

TCFSL publishes its financial statements in Rupees, in lakh. TCFSL's financial statements are prepared in accordance with Indian GAAP and the Companies Act, 1956 and Companies Act, 2013, to the extent applicable. TCFSL's financial statements for the financial years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 have been prepared in accordance with Indian GAAP, including the Accounting Standards notified under the Companies Act, 2013 read with General Circular 8/2014 dated April 4, 2014.

The Reformatted Financial Information is included in this Shelf Prospectus. The examination reports on the Reformatted Financial Information, as issued by TCFSL's Statutory Auditors, B S R & Co. LLP, are included in this Shelf Prospectus in the section "*Financial Information*" on page 197 of this Shelf Prospectus.

### *Industry and Market Data*

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

Unless stated otherwise, all industry and market data used throughout this Shelf Prospectus have been obtained from industry publications and certain public sources. 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 and market data used in this Shelf Prospectus is reliable, it has not been verified by us or any independent sources. Further, the extent to which the market and industry data presented in this Shelf Prospectus is meaningful depends on the readers' familiarity with and understanding of methodologies used in compiling such data.

### *Exchange Rates*

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

Currency	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
USD	65.0441	64.8386	66.3329	62.5908	60.0998

*Source: www.rbi.org.in In case March 31 of any of the respective years is a public holiday, the previous calendar day not being a public holiday has been considered.*

## SECTION II: RISK FACTORS

*The risk factors set forth below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose off the NCDs. Prospective investors should carefully consider the risks and uncertainties described below, in addition to the other information contained in this Shelf Prospectus including the section “Our Business” and “Financial Information” at pages 64 and 197 of this Shelf Prospectus, respectively, before making any investment decision relating to the NCDs. If any of the following risks or other risks that are not currently known or are now deemed immaterial, actually occur, our business, financial condition and result of operation could suffer, the trading price of the NCDs could decline and you may lose all or part of your interest and/or redemption amounts. The risks and uncertainties described in this section are not the only risks that we currently face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations and financial condition.*

*Unless otherwise stated in the relevant risk factors set forth below, TCFSL is not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. The ordering of the risk factors is intended to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.*

*This Shelf Prospectus contains forward looking statements that involve risk and uncertainties. TCFSL’s actual results could differ materially from those anticipated in these forward looking statements as a result of several factors, including the considerations described below and elsewhere in this Shelf Prospectus.*

*Unless otherwise indicated, the financial information included herein is based on our Reformatted Standalone Financial Information for Fiscal 2014, 2015, 2016, 2017 and 2018, included in this Shelf Prospectus.*

### **RISKS RELATING TO OUR BUSINESS**

**1. *TCFSL’s operations are susceptible to fluctuations in interest rates which could cause our net interest income to vary and consequently affect our profitability.***

TCFSL's revenue from operations is substantially dependent upon the level of its net interest margins. TCFSL's total revenue from operations constituted 93.72%, 91.03%, 91.55%, 91.76% and 92.35%, of TCFSL's total income in fiscal years 2014, 2015, 2016, 2017 and 2018, respectively. As at March 31, 2018, TCFSL's total loans and advances outstanding amount to ₹ 3,691,324 lakh.

Our interest income is affected by any volatility in interest rates in our lending operations. Fluctuations in interest rates may also adversely affect our treasury operations. Moreover, if there is an increase in the interest rates we pay on our borrowings that we are unable to pass to our customers and, it may affect our profitability. Competition pressures may also require TCFSL 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 TCFSL may prepay their loans to take advantage of a declining interest rate environment.

Interest rates are highly sensitive to many factors beyond our control, including the monetary policies of the 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. There can be no assurance that TCFSL will be able to adequately manage its interest rate risk in the future, which could have an adverse effect on income and margins, which could in turn have a material adverse effect on TCFSL’s business, financial condition and results of operations.

**2. *Inability to sustain our growth or manage it effectively may affect our business, operations and profitability to a large extent.***

TCFSL has experienced significant growth in recent years. For instance, our total revenue has grown to ₹ 455,537 lakh for Fiscal 2018 from ₹ 278,313 lakh for Fiscal 2014 at a CAGR of 13.11%. Sustained growth puts pressure on our ability to effectively manage and control historical and emerging risks. Our inability to effectively manage any of these issues may adversely affect our business growth and, as a result, impact our businesses, prospects, financial condition and results of operations. TCFSL’s growth strategy includes growing TCFSL’s secured lending and expanding TCFSL’s customer base. There can be no assurance that TCFSL will be able to sustain its growth plan successfully or that TCFSL will be able to expand further or diversify its portfolio of products. A principal component of TCFSL’s strategy is to continue diversifying the development of its portfolio of products to suit customers' needs. TCFSL may

face a number of operational risks in executing its growth strategy, including fraud. Such further expansion will increase the size of our business and the scope and complexity of our operations. We 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.

TCFSL's ability to sustain its rate of growth also depends, to a large extent, upon its ability to recruit trained and efficient personnel, retain KMPs, maintain effective risk management policies, develop managerial experience to address emerging challenges and ensure a high standard of client service. There is no assurance that we will be successful in achieving our target benchmark level of efficiency and productivity and our success will depend on various internal and external factors, some of which are not under our control.

**3. *We may not be able to successfully diversify our product portfolio, enter new lines of business or expand business in new regions and markets in India which may materially and adversely affect our business prospects and impact our future financial performance.***

We may expand our product portfolio and commence certain new lines of businesses as part of our growth strategy and may encounter additional risks by entering into such new lines of business including management and market-related risks. We cannot assure that such diversification or expansion of operations will in future yield and/or continue to yield favourable or expected results, as our overall profitability and success will be subject to various factors, including, among others, our ability to obtain necessary statutory and/or regulatory approvals and licenses in connection with such proposed business in a timely manner, our ability to effectively recruit, retain and motivate appropriate managerial talent, and 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 our senior management.

TCFSL 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 TCFSL's current markets and TCFSL's experience in its current markets may not be applicable to these new markets. In addition, as TCFSL enters new markets and geographical regions, TCFSL 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 our management will be able to develop the skills necessary to successfully manage these new business areas. Our inability to effectively manage any of these issues could materially and adversely affect our business and impact our future financial performance and/or cash flows.

**4. *Any disruption in our sources of funding and inability to secure the requisite amount of financing at competitive rates for our growth plans could adversely affect our liquidity and financial condition.***

The liquidity and profitability of our business depends, in large part, on our timely access to, and the costs associated with raising funds. Our funding requirements historically have been met from various sources, including bank loans and working capital facilities, non-convertible debentures, commercial paper and equity. Our business thus depends and will continue to depend on our ability to access a variety of funding sources. Our ability to raise funds at competitive rates depends on various factors including our current and future results of operations and financial condition, our risk management policies, our credit ratings, our brand equity, the regulatory environment and policy initiatives in India and developments in the international markets affecting the Indian economy.

Presently, financing from the banks forms an integral part of our sources. TCFSL has raised funding mainly through banks and bond markets. Various regulatory changes may affect the fund raising plans of TCFSL since it could impact the quantum of funds that can be raised, ease of raising of funds as well ability of investors/ lenders to provide funds. Further, there are restrictions imposed by the RBI, which may restrict our ability to obtain bank financing for specific activities. Pursuant to the Master Circular, the RBI has imposed certain restrictions on banks providing financing to NBFCs. Under this Master Circular, certain activities by NBFCs are ineligible for financing by banks, including certain types of discounting and rediscounting of bills; current and long term investments in shares, debentures, loans and advances by NBFCs to their subsidiaries and group companies; lending by NBFCs to individuals for subscribing to initial public offerings and purchasing shares from the secondary market; unsecured loans and inter-corporate deposits provided by NBFCs.

We may require additional capital for our business operations. The actual amount and timing of our future capital requirements may differ from estimates as a result of, among other things, unforeseen delays or cost overruns in developing / delivering our products, changes in business plans due to prevailing economic conditions, unanticipated expenses and regulatory changes, including any changes to RBI's monetary policies. To the extent our planned expenditure requirements exceed our available resources, we will be required to seek additional debt or equity financing. Additional debt financing could increase our interest costs and require us to comply with additional restrictive covenants in our financing agreements.

Our ability to obtain additional financing on favourable terms, if at all, will depend on a number of factors, including our future financial condition, results of operations and cash flows, the amount and terms of our existing indebtedness, security, our track record of compliance of the covenants contained in our financial agreements, general market conditions and market conditions for financing activities and the economic, political and other conditions.

TCFSL'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 TCFSL borrows, the amount of eligible collateral and accounting changes that may impact calculations of covenants in TCFSL'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 TCFSL's cost of funds and make it difficult for TCFSL to access financing in a cost-effective manner. A 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 TCFSL's liquidity and financial condition.

**5. *In respect of secured loans given by TCFSL, 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 our business.***

Our customers provide security for the financing facilities provided by us. For instance, the vehicles or construction equipment purchased by our customers are hypothecated in our favour and property is mortgaged for Loan Against Property ("LAP"). For each financing arrangement, we sanction an amount of credit that is less than the value of the vehicle or property which we take as collateral. We regulate this amount through our restrictions on the Loan To Value ("LTV") ratio of each financing. 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 our 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. Consequently, the realizable value of the collateral for the credit facility provided by us, when liquidated, may be lower than the outstanding loan from such customers. Any default in repayment of the outstanding credit obligations by our customers may expose us to losses. Furthermore, in the case of a default, we typically repossess 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 our customers.

There can also be no assurance that we 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 our borrowers take recourse of arbitration or litigation against our repayment claims, it may cause a further delay in our 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 us to a potential loss. Any such losses could adversely affect our financial condition, results of operations and/or cash flows. Furthermore, enforcing our legal rights by litigating against defaulting customers is generally a slow and potentially expensive process in India. Accordingly, it may be difficult for us to recover amounts owed by defaulting customers in a timely manner or at all. Further, if we are unable to sell any repossessed vehicles provided as security for such loans, at commercially favourable prices, in a timely manner or at all, we may not recover the costs of maintaining such repossessed vehicles and our operations, cash flows and profitability could be adversely affected.

**6. *We operate in a highly competitive industry and our inability to compete effectively may adversely affect our business.***

We operate in a highly competitive industry. Given the diversity of our businesses and the products and services which each of those offer, we face competition from the full spectrum of public sector banks, private sector banks (including

foreign banks), financial institutions and other NBFCs who are active in corporate lending and retail finance. Many of our competitors have greater resources than we do, may be larger in terms of business volume and may have significantly lower cost of funds compared to us. Many of them may also have greater geographical reach, long-standing partnerships and may offer their customers other forms of financing that we may not be able to provide. In addition to NBFCs, we believe that the competition we face from banks is increasing as more banks are targeting products and services similar to ours. Competition in our 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.

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 TCFSL operates in as a whole, and TCFSL'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 TCFSL 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.

**7. *We are subject to laws and regulations governing the banking and financial services industry in India and changes in laws and regulations governing us could adversely affect our business, results of operations and prospects.***

As an NBFC, we are subject to regulation by Government authorities, including the RBI. For example, we are subject to the RBI's directions on financial regulation of NBFCs, including capital adequacy, exposure limits, provisioning and other aspects. The 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, we are required to make various filings with the RBI, the Registrar of Companies and other relevant authorities pursuant to the provisions of RBI regulations, the Companies Act, 2013 and other regulations.

The 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, investments, ethical issues, money laundering and privacy. We are 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, we are subject to certain IT laws, data privacy laws, rules and regulations that regulate the use of customer data and our 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. Moreover, it is unclear whether NBFCs are required to comply with the provisions of state money lending laws that establish ceilings on interest rates.

In the future, we will be required to maintain such permits and approvals and obtain new permits and approvals for any proposed expansion strategy or diversification into additional business lines or new financial products. There can be no assurance that the relevant authorities will issue any of such permits or approvals in a timely manner, or at all, and/or on favorable terms and conditions. Our failure to comply with the terms and conditions to which such permits or approvals are subject, and/or to maintain or obtain the required permits or approvals may result in an interruption of our business operations and may have a material adverse effect on our business operations and future financial performance. In the event that we are unable to comply with the requirements within the specified time limit, or at all, we may be subject to regulatory actions including the levy of fines or penalties and/or the cancellation of our license to operate as an NBFC by the RBI.

These laws and regulations can be amended, supplemented or changed at any time such that we may be required to restructure our activities and incur additional expenses to comply with such laws and regulations, which could adversely affect our business and our financial performance.

**8. *We derive certain benefits as part of the Tata group. If we are unable to continue to benefit from our relationship with our Promoter and the "Tata" brand, this may result in loss of goodwill and increased costs.***

We benefit from our relationship with our Promoter and the Tata group in many ways, such as reputation and experience. We believe that our 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. Our growth and future success is

influenced, in part, by our continued relationship with our Promoter and the Tata group. If the Tata group fails to maintain certain minimum shareholding in TCFSL as a result of dilution or otherwise, we may not be able to benefit from its parentage, which would adversely affect our 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 our business, prospects, results of operations and financial condition. If we cease to benefit from these relationships for any reason, our business and growth prospects may decline and our business and results of operations may be adversely affected.

We cannot assure you that the established “Tata” brand name will not be adversely affected in the future by events such as actions that are beyond our 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, can have an adverse effect on our business and results of operations.

**9. *Our significant indebtedness and the conditions and restrictions imposed by our financing arrangements could restrict our ability to conduct our business and operations in the manner we desire.***

As of March 31, 2018, we had total borrowings of ₹3,133,865 lakh and in the future, we may continue to incur additional indebtedness. Our level of indebtedness has consequences which may affect our credit ratings and capital adequacy requirements, limit our flexibility in planning for, or reacting to, changes in our business and the industry, increase our business expenditure and limit our ability to obtain additional funding in the future.

Most of our financing arrangements entered into by us include conditions that require TCFSL 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 our 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, altering our capital structure, changing our current ownership / control, formulating a scheme of amalgamation, compromise or reconstruction, material change in management, implementing a scheme of expansion, undertaking guarantee obligations, declaration of dividend, and amending constitutional documents. For further details, please see the section “*Disclosures on Financial Indebtedness*” on page 92 of this Shelf Prospectus. Such covenants may restrict or delay certain actions or initiatives that we may propose to take from time to time.

In the event we breach any financial or other covenants contained in any of our financing arrangements or in the event we had breached any terms in the past which is noticed in the future, we may be required to immediately repay our borrowings either in whole or in part, together with any related costs. We may be forced to sell some or all of the assets in our portfolio if we do not have sufficient cash or credit facilities to make repayments. Furthermore, our financing arrangements contain cross-default provisions which could automatically trigger defaults under other financing arrangements.

We cannot assure you that our business will generate sufficient cash to enable us to service our debt or to fund our other liquidity needs. In addition, we may need to refinance all or a portion of our debt on or before maturity. We cannot assure you that we will be able to refinance any of our debt on commercially reasonable terms or at all.

**10. *Some of the loans we provide are unsecured and are susceptible to certain operational and credit risks and substantial increase in the levels of non-performing assets in our loan portfolio, for any reason whatsoever, would adversely affect our business, results of operations and financial condition.***

As of March 31, 2018, our gross NPAs and net NPAs constituted 3.32% and 0.90% of our gross loans and net loans, respectively. With the growth in our business, we may see an increase in the levels of non-performing assets in our loan portfolio. Should the overall credit quality of our loan portfolio deteriorate, the current level of our provisions may not be adequate to cover further increases in the amount of our NPAs. If the quality of our loan portfolio deteriorates or we are unable to implement effective monitoring and collection methods, our financial condition and results of operations may be affected. Further, there can be no assurance that there will be no further deterioration in our provisioning coverage as a percentage of gross NPAs or otherwise, or that the percentage of NPAs that we will be able to recover will be similar to our past experience of recoveries of NPAs.

Some of the loans we provide are unsecured loans. We may not be able to recover these loans through our 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 our monitoring and risk management procedures will succeed in effectively predicting the right income levels of these customers or that our



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 we are unable to recover our principal and interest through such legal proceedings, we may experience increased levels of NPAs and we may be required to make related provisions and write-offs that may have an adverse effect on our business prospects, financial condition and results of operations.

If our provisioning requirements are insufficient to cover our 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 us to increase our provisions, our results of operation and financials may get adversely affected including our ability to raise additional capital and debt funds at favourable terms. Further, if our customers are unable to meet their financial obligation in a timely manner, then it could adversely affect our results of operations. Any negative trends or financial difficulties particularly among our borrowers could increase the level of non-performing assets in our portfolio and adversely affect our business and financial performance. If a significant number of our customers are unable to meet their financial obligations in a timely manner, it may lead to an increase in our level of NPAs. If we are not able to prevent increases in our level of NPAs, our business and our future financial performance could be adversely affected.

**11. *We depend on the accuracy and completeness of information about customers and counterparties for our credit assessment and risk management. Any misrepresentation, errors in or incompleteness of such information could adversely affect our business and financial performance.***

In deciding whether to extend credit or enter into other transactions with customers, we rely on information furnished to us by or on behalf of customers (including in relation to their financial transactions and past credit history). We may also rely on certain representations from our customers as to the accuracy and completeness of that information. For ascertaining the creditworthiness and encumbrances on collateral, we may depend on the credit information companies or credit bureaus such as CIBIL, on independent valuers in relation to the value of the collateral, and our reliance on any misleading information given that it may affect our judgement of credit worthiness of potential borrowers, and the value of and title to the collateral, which may affect our business, prospects, results of operations and financial condition. We may receive inaccurate or incomplete information as a result of negligence or fraudulent misrepresentation. Our risk management measures may not be adequate to prevent or deter such activities in all cases, which may adversely affect our 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 our ability to accurately assess the credit risk associated with such lending. Although as part of our credit policy, we are required to conduct credit checks of all our 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 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. Difficulties in assessing credit risks associated with our day-to-day lending operations may lead to an increase in the level of our non-performing and restructured assets, which could materially and adversely affect our business prospects, financial condition and results of operations.

**12. *Our ability to borrow from various banks may be restricted on account of guidelines issued by the RBI imposing restrictions on banks in relation to their exposure to NBFCs which could have an impact on our business and could affect our growth, margins and business operations.***

The RBI vide its Notification (No. RBI/2006-07/205/DBOD. No. FSD.BC.46 / 24.01.028 /2006-07) dated December 12, 2006 has amended the regulatory framework governing banks to address concerns arising from divergent regulatory requirements for banks and NBFCs. This Notification reduces the exposure (both lending and investment, including off balance sheet exposures) of a bank to NBFCs like us. Accordingly, banks exposure limits on any NBFC are reduced from the 25% of the banks' capital funds to 10% of its capital funds. Furthermore, RBI has suggested that banks may consider fixing internal limits for their aggregate exposure to all NBFCs combined. This Notification limits a bank's exposure to NBFCs which consequently restricts our ability to borrow from banks.

This Notification could affect our business and any similar notifications released by the RBI in the future, which has a similar impact on our business could affect our growth, margins and business operations.

**13. *We are party to certain legal proceedings and any adverse outcome in these or other proceedings may adversely affect our business.***

We are involved, from time to time, in legal proceedings that are incidental to our operations and include suits filed by TCFSL against its borrowers and by other parties against TCFSL. These include criminal proceedings, civil proceedings, arbitration cases, consumer cases, tax proceedings, proceedings under SARFAESI Act and cases filed under the Negotiable Instruments Act and Payment and Settlement Systems Act, 2007. These proceedings are pending at different levels of adjudication before various courts, forums, authorities, tribunals and appellate tribunals. A significant degree of judgment is required to assess our exposure in these proceedings and determine the appropriate level of provisions, if any. There can be no assurance on the outcome of the legal proceedings or that the provisions we make will be adequate to cover all losses we may incur in such proceedings, or that our actual liability will be as reflected in any provision that we have made in connection with any such legal proceedings. For further details, please see the section '*Pending Proceedings and Statutory Defaults*' on page 150 of this Shelf Prospectus.

**14. *If we do not generate sufficient amount of cash from operations, our liquidity and our ability to service our indebtedness and fund our operations would be adversely affected.***

While we believe that our cash flow from operations, available cash and borrowings will be adequate to meet our future liquidity needs, we have substantial debt service obligations and working capital requirements. We cannot assure you that our business will generate sufficient cash flow from operations such that our anticipated revenue growth will be realized or that future borrowings will be available to us under credit facilities in amounts sufficient to enable us to repay our existing indebtedness, fund our expansion efforts or fund our other liquidity needs. If we are unable to service our existing debt, our ability to raise debt in the future will be adversely affected which will have a significant adverse effect on our business prospects, financial condition and results of operations.

Further, we face potential asset liability mismatches creating liquidity shortage or surplus and depending upon the interest rate movement, such situations may adversely affect our interest income from financing activities. As is typical for NBFCs, a portion of our funding requirements is met through short-term funding sources such as cash credit and short-term loans from banks. If we do not generate sufficient cash flow from operations to service our debt obligations and working capital requirements, it may have an adverse effect on our business prospects, financial condition and results of operations.

**15. *The regulatory requirement to maintain a stipulated capital adequacy ratio could restrict our future business growth.***

As a Systemically Important Non-Deposit taking NBFC, TCFSL is required to maintain a CRAR of at least 15% of our aggregate risk-weighted assets of our balance sheet (on-balance sheet and of risk adjusted value of off balance sheet items) on an ongoing basis, under the Master Direction – NBFC – Systemically Important Non – Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, as amended from time to time, with a minimum Tier -I capital of 10% (as per notification dated November 10, 2014 issued by RBI). As at March 31, 2018, TCFSL's CRAR was 16.68%, of which Tier I capital was 12.68%. As we continue to grow our loan portfolio and asset base, we will be required to raise additional Tier I and Tier II capital in order to continue to meet applicable capital adequacy ratios with respect to our business. There can be no assurance that we will be able to raise adequate additional capital in the future on terms favorable to us, and this may adversely affect the growth of our business. This could result in non-compliance with applicable capital adequacy ratios, which could have a material adverse effect on our business, prospects, results of operations and cash flows.

**16. *We may face asset-liability mismatches which could affect our liquidity and consequently may adversely affect TCFSL's operations and profitability.***

A significant portion of TCFSL'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 TCFSL's assets (such as loans to its customers) have maturities with longer terms than its borrowings. TCFSL may face potential liquidity risks due to varying periods over which TCFSL's assets and liabilities mature. Moreover, raising long-term borrowings in India has historically been challenging. TCFSL'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 TCFSL's liquidity position, and in turn, its operations and financial performance.

**17. *Our risk management measures may not be fully effective in mitigating our risks in all market environments or against all types of risks, which may adversely affect our business and financial performance.***

We are exposed to a variety of risks, including liquidity risk, interest rate risk, credit risk, operational risk and legal and compliance risk. The effectiveness of our risk management is limited by the quality and timeliness of available data. Our risk management techniques may not be fully effective in mitigating our 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 behavior. 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 our 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 we have established policies and procedures, they may not be fully effective. Our future success will depend, in part, on our ability to respond to new technological advances and evolving NBFC, vehicle finance and mortgage loan sector standards and practices on 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 we will successfully implement new technologies or adapt our transaction-processing systems to customer requirements or evolving market standards.

To the extent our assessments, assumptions or estimates prove inaccurate or not predictive of actual results, we could suffer higher than anticipated losses. If we fail to effectively implement our risk management policies, it could materially and adversely affect our business, financial condition, results of operations and cash flows.

**18. *If we are unable to establish and maintain an effective system of internal controls and compliances, our business and reputation could be adversely affected.***

We manage our internal compliance by monitoring and evaluating internal controls, and ensuring all relevant statutory and regulatory compliances. Further, weak internal controls could lead to certain errors / frauds. However, there can be no assurance that deficiencies in our internal controls will not arise, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls, in a timely manner or at all. If we are unable to establish and maintain an effective system of internal controls and compliances, our business and reputation could be adversely affected.

**19. *We have 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 our business, prospects, financial conditions, and results of operation.***

We have entered into certain transactions with related parties, including our holding company and fellow subsidiaries, and may continue to do so in future. While we believe that all such transactions are in compliance with applicable laws and are on arms-length basis, there can be no assurance that we could not have achieved more favorable terms in case such transactions would not have been entered into with related parties. For further information, please see the section “*Financial Information*” on page 197 of this Shelf Prospectus.

It is likely that we 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 our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise.

**20. *As an NBFC, non-compliance with the RBI’s observations made during its periodic inspections could expose us to penalties and restrictions.***

As an NBFC, we are subject to periodic inspection by the RBI under Section 45N of the RBI Act, pursuant to which the RBI inspects our books of accounts and other records for the purpose of verifying the correctness or completeness of any statement, information or particulars furnished to the RBI. While there have been deficiencies found by the RBI in past inspections with respect to, *inter alia*, deterioration in asset quality of project finance and commercial finance, charging high rates of interest to certain auto loan customers, gross NPAs on higher side, breach of ratio of short term and long term liability, negative networth of certain borrowers, difference in NOF reported, etc. and we have responded to such observations and addressed them and no penalties have been levied by RBI, we cannot assure you that the RBI will not find any deficiencies in future inspections or the RBI will not make similar or other observations in the future. In the event we are unable to resolve such deficiencies to the RBI’s satisfaction, we may be restricted in our ability to conduct our business as we currently do. While we seek to comply with all regulatory provisions applicable to us, in the

event we are unable to comply with the observations made by the RBI, we could be subject to penalties and restrictions which may be imposed by the RBI. Imposition of any penalty or adverse findings by the RBI during the ongoing or any future inspections may have an adverse effect on our business, results of operations, financial condition and reputation.

**21. *Any non-compliance with mandatory Anti-Money Laundering and Know Your Customer policies could expose us to additional liability and harm our business and reputation.***

In accordance with the requirements applicable to us, we are mandated to comply with Anti-Money Laundering (“AML”) and Know Your Client (“KYC”) regulations in India. These laws and regulations require us, among other things, to adopt and enforce AML and KYC policies and procedures. For further details, please see the section “Regulations and Policies” on page 170 of this Shelf Prospectus. While we have adopted policies and procedures aimed at collecting and maintaining all AML and KYC related information from our customers in order to detect and prevent the use of our networks for money-laundering activities, there may be instances where we may be used by other parties in attempts to engage in money-laundering and other illegal or improper activities.

There can be no assurance that we 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. Our business and reputation could suffer if any such parties use or attempt to use us for money-laundering or illegal or improper purposes and such attempts are not detected or reported to the appropriate authorities in compliance with applicable regulatory requirements.

**22. *System failures or inadequacy and security breaches in computer systems may adversely affect our business.***

Our business is increasingly dependent on our ability to process, on a daily basis, a large number of transactions. Our 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 our control, including a disruption of electrical or communications services.

Our ability to operate and remain competitive will depend in part on our ability to maintain and upgrade our information technology systems on a timely and cost-effective basis. The information available to and received by our management through our 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 our operations. We may experience difficulties in upgrading, developing and expanding our systems quickly enough to accommodate our growing customer base and range of products. Our information technology support systems connect our branches and aid us in performing the processes involved in a loan transaction. This ensures centralization of the operations and customer database. We have developed proprietary software, which we use to efficiently link and manage our operations. Our operations rely on the secure processing, storage and transmission of this confidential and other information in our computer systems and networks. Our computer systems, software and networks may be vulnerable to unauthorized 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 our management information systems in a timely manner could materially and adversely affect our competitiveness, financial position and results of operations. Moreover, if any of these systems do not operate properly or are disabled or if there are other shortcomings or failures in our internal processes or systems. Any of the foregoing could affect our operations or result in financial losses, disruption of our businesses, regulatory intervention or damage to our reputation. In addition, our ability to conduct business may be adversely impacted by a disruption in the infrastructure that supports our businesses and the localities in which we are located.

**23. *Our business is dependent on relationships with our customers established through, amongst others, our branches. Closure of branches or loss of our key relationship personnel may lead to damage to these relationships and a decline in our revenue and profits.***

Our business, to a certain extent, is dependent on branches and the key relationship personnel who directly manage customer relationships. We encourage dedicated personnel to service specific customers since we believe 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 contributes a meaningful percentage of our business, our 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 our key relationship personnel may lead to damage to customer relationships and a decline in our revenue and profits.

**24. *The success of our business operations is dependent on our senior management team and KMPs as well as our ability to attract, train and retain employees.***

The continued success of our business operations is attributable to our senior management team and KMP. We believe that the experience of our senior management team has enabled us to experience consistent growth and profitability as well as maintain a robust liquidity and capital position. Our ability to sustain our growth depends upon our 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, in the vehicle finance sector, may be difficult. We may also face attrition of our existing workforce as a result of increased competition or other factors relating to our businesses. If we cannot hire additional qualified personnel or retain them, our ability to expand our business will be impaired and our revenue could decline.

We will need to recruit new employees, who will have to be trained and integrated into our operations. We will also have to train existing employees to adhere properly to internal controls and risk management procedures. Failure to train and motivate our employees properly may result in an increase in employee attrition rates, require additional hiring, erode the quality of customer service, divert management resources, increase our exposure to high-risk credit and impose significant costs on us. Any inability to attract and retain talented employees, or the resignation or loss of KMPs, or retain our temporary personnel at commercially viable terms, may have an adverse impact on our business and future financial performance.

**25. *Any downgrade of our credit ratings would increase borrowing costs and constrain our access to capital and lending markets and, as a result, would negatively affect our net interest margin and our business.***

The cost and availability of capital is dependent on our short-term and long-term credit ratings. Ratings reflect a rating agency's opinion of our financial strength, operating performance, strategic position, and ability to meet our obligations. Our current ratings indicate high degree of safety as regards timely servicing of financial obligations and carrying low credit risk. For further information about credit ratings, please see the section "Our Business – Credit Ratings" on page 71 of this Shelf Prospectus.

Further, the NCDs for an amount of up to ₹ 7,50,000 lakh proposed to be issued under the Issue have been rated "CRISIL AAA / Stable" by CRISIL vide its letter dated August 15, 2018 and further revalidated by letter dated August 27, 2018 and "CARE AAA; Stable" by CARE vide its letter dated August 14, 2018 and further revalidated by letter dated August 27, 2018. The rating of the NCDs indicates high degree of safety regarding timely servicing of financial obligations and any downgrading in the rating will lead to the reduction in the value of NCDs issued to the prospective investors. The rationale for such ratings mentions a number of factors based on which the ratings have been assigned, including but not limited to the strong support provided by, and the strategic importance and business of, TCFSL's controlling entity. Our NCDs carry very low credit risk. The rating provided by CRISIL and CARE may be suspended, withdrawn or revised at any time by the assigning rating agencies and should be evaluated independently of any other rating. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decisions. Please refer to Annexures A and B of this Shelf Prospectus for rating letters and rationale for the above rating.

Any downgrade of our credit ratings would increase borrowing costs and constrain our access to capital and debt markets and, as a result, negatively affect our net interest margin and our business. In addition, downgrades of our credit ratings could increase the possibility of additional terms and conditions being added to any additional financing or refinancing arrangements in the future. 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.

**26. *We have experienced negative cash flows in relation to our operating activities in recent years. Any negative cash flows in the future would adversely affect our results of operations and financial condition.***

We had a negative cash flow from operating activities, mainly due to increase in our loan book, of ₹ 382,922 lakh, ₹ 275,686 lakh and ₹ 414,100 lakh for Fiscal 2016, 2017 and 2018, respectively. We may experience negative cash flows in future, which could adversely affect our business prospects, financial condition and results of operations. For further details, please see the section "Financial Information" on page 197 of this Shelf Prospectus.

**27. We have in this Shelf Prospectus included certain non-GAAP financial measures and certain other selected statistical information related to our operations and financial performance. These non-GAAP measures and statistical information may vary from any standard methodology that is applicable across the financial services industry, and therefore may not be comparable with financial or statistical information of similar nomenclature computed and presented by other financial services companies.**

Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance have been included in this section and elsewhere in this Shelf Prospectus. We compute and disclose such non-GAAP financial measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. These non-GAAP financial measures and other statistical and other information relating to our 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.

**28. We do not own the trademark and the logo associated with “Tata” brand name. Consequently, our ability to use the trademark, name and logo may be impaired.**

We do not own the trademark and logo associated with “Tata” brand name which we use in the course of our business operations. Our Promoter, on behalf of TCFSL, has entered into an agreement dated October 04, 2013 with Tata Sons



Limited for use of the “Tata” trademark and the logo “TATA”. Therefore, we enjoy limited legal protection and ability to use the trademark and any claims by third parties relating to such trademark may affect our ability to use such trademark. In addition, we have not obtained trademark registration of our name and corporate logo. We may not be able to prevent infringement of our 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. Our inability to use of this trademark and any unauthorized usage could result in adverse effects to our business and results of operations.

Further, we may become subject to claims by third parties if we use 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 attention and require us to pay financial compensation to such third parties, as well as compel us to change our marketing strategies or brand names of our products and services, which could adversely affect our business, prospects, results of operation and financial condition.

**29. TCFSL’s insurance coverage may not adequately protect TCFSL against losses which could adversely affect TCFSL’s business, financial condition and results of operations.**

TCFSL maintains insurance coverage that TCFSL believes is adequate for its operations. TCFSL’s insurance policies, however, may not provide adequate coverage in certain circumstances and are subject to certain deductibles, exclusions and limits on coverage. TCFSL maintains general insurance for electronic equipment, leasehold improvements, buildings, IT equipments, directors and officers’ liability policy, bodily injury, property damage and claims for wrongful acts. However, TCFSL cannot assure you that the terms of its insurance policies will be adequate to cover any damage or loss suffered by TCFSL 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 TCFSL that exceeds TCFSL’s available insurance coverage or changes in TCFSL’s insurance policies, including any increase in premium or any imposition of larger deductibles or co-insurance requirements could adversely affect TCFSL’s business, financial condition and results of operations.

**30. Our branches are located on leased premises and non-renewal of lease or license agreements or their renewal on terms unfavorable to us could adversely affect our operations.**

Our Registered Office is located on premises taken on lease from TCL for a period of 5 years commencing from October 1, 2017 and as on June 30, 2018, almost all our branches are located on leased premises. Further, as we expand our branch network, we expect the number of leased branches to increase significantly. If any of the owners of these premises do not renew the agreements under which we occupy the premises, or if they seek to renew such agreements on terms and conditions unfavourable to us, we may suffer a disruption in our operations or increased costs, or both, which may adversely affect our business and results of operations. All or any of the leases or licenses may not be

renewed on similar terms or at all, or we may be evicted from all or a number of these premises and be required to pay damages to the landlord. This may adversely impact our business and financial condition.

**31. *Some of the information disclosed in this Shelf Prospectus is based on information 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” section of this Shelf Prospectus is based on report of CRISIL titled “NBFC Overview” and ICRA titled “Indian Retail Non-Banking Finance Market”, which have not been verified by us independently and we do not make any representation as to the accuracy of the information. The data may have been re-classified by us 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.

**32. *The new Bankruptcy Code in India may affect our rights to recover loans from borrowers.***

The Insolvency and Bankruptcy Code, 2016 (“**Bankruptcy Code**”) was notified on August 05, 2016 which was amended by the Insolvency and Bankruptcy Code (Amendment) Ordinance, 2018. 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, to facilitate a formal and time-bound insolvency resolution and liquidation process.

In case insolvency proceedings are initiated against a debtor to TCFSL, we may not have complete control over the recovery of amounts due to us. Under the Bankruptcy Code, upon invocation 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.

Accordingly, if the provisions of the Bankruptcy Code are invoked against any of the borrowers of our Company, it may affect our Company’s ability to recover our loans from the borrowers and enforcement of our Company’s rights will be subject to the Bankruptcy Code.

**33. *TCFSL is subject to a number of new accounting standards as part of its transition to IND (AS) that may significantly impact its financial statements in future reporting periods***

The Audited Financial Statements have been prepared in accordance with Indian GAAP. The Companies (Indian Accounting Standards) Rules, 2015 (“**IAS Rules**”), as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016, enacted changes to Indian GAAP that are intended to align Indian GAAP further with IFRS. The IAS Rules provide all NBFCs having a net worth of more than ₹ 50,000 lakh are required to mandatorily adopt IND (AS) for the accounting period beginning from April 01, 2018 with comparatives for the period ending on March 31, 2018. TCFSL qualifies to be a NBFC as the above IAS Rules.

As there is not yet a significant body of established practice, such as interpretations of the new accounting standards, on which to draw in forming judgments regarding the new system's implementation and application, TCFSL has not determined with any degree of certainty the impact such adoption will have on its financial reporting. However, the IND (AS) accounting standards will change its methodology for estimating allowances for probable loan losses, amongst others. They may require TCFSL to value its NPAs by reference to their market value (if a ready market for such loans exists) or to calculate the present value of the expected future cash flows realisable from its loans, including the possible liquidation of collateral (discounted at the loan's effective interest rate) in estimating allowances for probable loan losses. This may result in TCFSL recognising higher allowances for probable loan losses in the future.

As a result, there can be no assurance that TCFSL’s financial condition, results of operations, cash flows or changes in shareholders' equity will not appear materially worse under IND (AS) than under Indian GAAP. TCFSL’s management may also have to divert significant time and additional resources in order to implement IND (AS) on a timely and successful basis. Moreover, there is increasing competition for the small number of IND (AS) experienced accounting

personnel available as more Indian companies (including NBFCs) begin to prepare IND (AS) financial statements. There can be no assurance that TCFSL's adoption of IND (AS) will not adversely affect its reported results of operations or financial condition in the future and any failure to successfully adopt IND (AS) may impact TCFSL's business, financial condition and results of operations in the future.

## **RISKS RELATING TO THE ISSUE AND THE NCDs**

### **34. *There are other lenders and debenture trustees who have pari passu charge over the Security provided.***

There are other lenders and debenture trustees of the Company who have *pari passu* charge over the Security provided for the Issue. While the Company is required to maintain an asset cover of one time the outstanding amount of the Secured NCDs issued by this Shelf Prospectus and interest accrued due and if unpaid thereon, upon the Company's bankruptcy, winding-up or liquidation, the other lenders and debenture trustees will rank *pari passu* with the NCD holders and to that extent, may reduce the amounts recoverable by the NCD holders.

### **35. *Changes in interest rate may affect the price of our NCDs. Any increase in rate of interest, which frequently accompany inflation and/or a growing economy, are likely to have a negative effect on the price of our NCDs.***

All securities where a fixed rate of interest is offered, such as our NCDs, are subject to price risk. The price of such securities will vary inversely with changes in prevailing interest rates, i.e. when interest rates rise, prices of fixed income securities fall and when interest rates drop, the prices increase. The extent of fall or rise in the prices is a function of the existing coupon, days to maturity and the increase or decrease in the level of prevailing interest rates. Increased rates of interest, which frequently accompany inflation and/or a growing economy, are likely to have a negative effect on the price of our NCDs.

### **36. *The NCD Holders may not be able to recover, on a timely basis or at all, the full value of the outstanding amounts and/or the interest accrued thereon in connection with the NCDs. Failure or delay to recover the expected value from a sale or disposition of the assets charged as security in connection with the NCDs could expose the holders to a potential loss.***

Our ability to pay interest accrued on the NCDs and/or the principal amount outstanding from time to time in connection therewith would be subject to various factors, *inter alia*, including our financial condition, profitability and the general economic conditions in India and in the global financial markets. We cannot assure you that we would be able to repay the principal amount outstanding from time to time on the NCDs and/or the interest accrued thereon in a timely manner or at all. Although TCFSL will create appropriate security in favour of the Debenture Trustee for the Secured NCD Holders on the assets adequate to ensure 100% asset cover for the Secured NCDs, the realisable value of the assets charged as security, when liquidated, may be lower than the outstanding principal and/or interest accrued thereon in connection with the Secured NCDs. A failure or delay to recover the expected value from a sale or disposition of the assets charged as security in connection with the Secured NCDs could expose you to a potential loss.

### **37. *You may be subject to taxes arising on the sale of the NCDs.***

Sale of NCDs by any holder may give rise to tax liability, as discussed in section entitled "Statement of Tax Benefits" on page 46 of this Shelf Prospectus.

### **38. *If we do not generate adequate profits, we may not be able to maintain an adequate DRR for the NCDs issued pursuant to this Shelf Prospectus, which may have a bearing on the timely redemption of the NCDs by TCFSL.***

Section 71 of the Companies Act, 2013, read with Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, requires that any company that intends to issue debentures must create a DRR for the purpose of redemption of debentures, in accordance with the following conditions: (a) the DRR shall be created out of the profits of the company available for payment of dividend, (b) the DRR shall be equivalent to at least 25% of the value of the outstanding debentures, raised through public issue of debentures in accordance with the SEBI Debt Regulations in case of NBFCs registered with the RBI. Accordingly, TCFSL is required to create a DRR of 25% of the value of the outstanding NCDs issued through the Issue. In addition, as per Rule 18 (7) (e) of Companies (Share Capital and Debentures) Rules, 2014, the amounts credited to DRR shall not be utilised by TCFSL except for the redemption of the NCDs. Every company required to create or maintain a DRR shall on or before the 30th day of April in each year, deposit or invest, as the case may be, a sum which shall not be less than 15% of the amount of its debentures maturing during the year ending on the 31st day of March of the next year, following any one or more of the following methods: (a) in deposits with any scheduled bank, free from charge or lien (b) in unencumbered securities of the Central Government or of any State



Government; (c) in unencumbered securities mentioned in clauses (a) to (d) and (e) of Section 20 of the Indian Trusts Act, 1882; (d) in unencumbered bonds issued by any other company which is notified under clause (f) of Section 20 of the Indian Trusts Act, 1882. The amount deposited or invested, as the case may be, shall not be utilized for any purpose other than for the repayment of debentures maturing during the year referred to above, provided that the amount remaining deposited or invested, as the case may be, shall not at any time fall below 15% of the amount of debentures maturing during the year ending on the 31st day of March of that year. This may have a bearing on the timely redemption of the NCDs by TCFSL.

**39. *There may be no active market for the NCDs on the platform of the Stock Exchanges. As a result, the liquidity and market prices of the NCDs may fail to develop and may accordingly be adversely affected.***

There can be no assurance that an active market for the NCDs will develop. If an active market for the NCDs fails to develop or be sustained, the liquidity and market prices of the NCDs may be adversely affected. The market price of the NCDs would depend on various factors, *inter alia*, including (i) the interest rate on similar securities available in the market and the general interest rate scenario in the country, (ii) the market price of our Equity Shares, (iii) the market for listed debt securities, (iv) general economic conditions, and, (v) our financial performance, growth prospects and results of operations. The aforementioned factors may adversely affect the liquidity and market price of the NCDs, which may trade at a discount to the price at which you purchase the NCDs and/or be relatively illiquid.

**40. *There may be a delay in making refund to Applicants.***

We cannot assure you that the monies refundable to you, on account of (i) withdrawal of your Applications, (ii) our failure to receive minimum subscription in connection with the Base Issue, (iii) withdrawal of the Issue, or (iv) failure to obtain the final approval from the Stock Exchange for listing of the NCDs, will be refunded to you in a timely manner. We however, shall refund such monies, with the interest due and payable thereon as prescribed under applicable statutory and/or regulatory provisions.

**41. *Payments to be made on the NCDs will be subordinated to certain tax and other liabilities preferred by law. In the event of bankruptcy, liquidation or winding-up, there may not be sufficient assets remaining to pay amounts due on the NCDs.***

The NCDs will be subordinated to certain liabilities preferred by law such as the claims of the GoI on account of taxes, and certain liabilities incurred in the ordinary course of our business. In particular, in the event of bankruptcy, liquidation or winding-up, TCFSL's assets will be available to pay obligations on the NCDs only after all of those liabilities that rank senior to these NCDs have been paid as per Section 327 of the Companies Act, 2013. In the event of bankruptcy, liquidation or winding-up, there may not be sufficient assets remaining to pay amounts due on the Secured NCDs.

**42. *The fund requirement and deployment mentioned in the Objects of the Issue have not been appraised by any bank or financial institution***

We intend to use the proceeds of the Issue, after meeting the expenditures of and related to the Issue, for the purpose of onward lending, our various financing activities including lending, for repayment of interest and principal of existing borrowing of the company and our capital expenditure and working capital requirements, subject to applicable statutory and/or regulatory requirements (in particular, not more than 25% of our net proceeds being utilised for general corporate purposes). For further details, see the section "*Objects of the Issue*" on page 44 of this Shelf Prospectus. The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution. The management will have significant flexibility in applying the proceeds received by us from the Issue. The utilization details of the proceeds of the Issue shall be adequately disclosed as per applicable law. Further, as per the provisions of the SEBI Debt Regulations, we are not required to appoint a monitoring agency and therefore no monitoring agency has been appointed for the Issue.

**43. *There is no assurance that the NCDs issued pursuant to this Issue will be listed on Stock Exchanges in a timely manner, or at all.***

In accordance with Indian law and practice, permissions for listing and trading of the NCDs issued pursuant to this Issue will not be granted until after the NCDs have been issued and allotted. Approval for listing and trading will require all relevant documents to be submitted and carrying out of necessary procedures with the stock exchanges. There could be a failure or delay in listing the NCDs on the Stock Exchanges for reasons unforeseen. If permission to deal in and for an official quotation of the NCDs is not granted by the stock exchanges, TCFSL will forthwith repay,

with interest, all monies received from the Applicants in accordance with prevailing law in this context, and pursuant to this Shelf Prospectus. There is no assurance that the NCDs issued pursuant to this Issue will be listed on stock exchanges in a timely manner, or at all.

## **EXTERNAL RISK FACTORS**

### ***44. Instability or difficult conditions in the financial markets could adversely affect our business, results of operations and financial condition.***

Our business is materially affected by conditions in the domestic and global financial markets, as well as economic and political conditions in India. Factors such as macroeconomic and monetary policies, volatility in security prices, industry specific trends, upward and downward trends in the market, legislation and regulations relating to the financial industries, inflation, foreign direct investment, availability of short-term and long-term market funding sources and cost of funding, could affect our business. Unstable or volatile economic conditions could lead to a decrease in real estate and infrastructure projects, thereby reducing the demand for our real estate financing business as well.

The Indian financial market and the Indian economy are influenced by global economic and market conditions, particularly Asian emerging market countries. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Such periods and economic climate may deteriorate due to factors beyond our control, including rising interest rates or inflation, terrorism or political uncertainty, any adverse global or domestic events, including the events that may negatively impact liquidity and investment inflows from foreign and domestic investors.

### ***45. A slowdown in economic growth in India could cause our business to suffer.***

Our performance and the growth of our business are necessarily dependent on the health of the overall Indian economy. Any slowdown or perceived slowdown in the Indian economy could adversely affect our business. Additionally, an increase in trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our business. Any downturn in the macroeconomic environment in India could also adversely affect our business, results of operations, financial condition and the payment of interest and redemption of the NCDs.

India's economy could be adversely affected by a general rise in interest rates or inflation, adverse weather conditions affecting agriculture, commodity and energy prices as well as various other factors. A slowdown in the Indian economy could adversely affect the policy of the GoI towards our industry, which may in turn adversely affect our financial performance and our ability to implement our business strategy.

The Indian economy is also influenced by economic and market conditions in other countries, particularly emerging market conditions in Asia. A decline in India's foreign exchange reserves and exchange rate fluctuations may also affect liquidity and interest rates in the Indian economy, which could adversely impact our financial condition. A loss of investor confidence in other emerging market economies or any worldwide financial instability may adversely affect the Indian economy, which could materially and adversely affect our business and results of operations and the payment of interest and redemption of the repayment of liabilities.

Further, other factors which may adversely affect the Indian economy are scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing of our 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 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.

**46. Political instability or changes in the Government could adversely affect economic conditions in India and consequently our business.**

Our performance and the interest payable on the NCDs may be affected by changes in controls, interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India. The GoI has traditionally exercised and continues to exercise a significant influence over many aspects of the economy. The business of TCFSL may be affected by changes in GoI policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India.

Since 1991, successive Indian governments have pursued policies of economic liberalisation, financial sector reforms including significantly relaxing restrictions on the private sector. The governments have usually been multi-party coalitions with differing agendas. Any political instability could affect the rate of economic liberalisation and the specific laws and policies affecting foreign investment. A significant change in India's economic liberalisation and deregulation policies could adversely affect business and economic conditions in India generally, and our business in particular, if any new restrictions on the private sector are introduced or if existing restrictions are increased.

**47. Financial instability, economic developments and volatility in securities markets in other countries may also affect the business of the Company and receivables on the NCDs.**

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging market countries in Asia. Financial turmoil in Europe and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. Recently, the currencies of a few Asian countries suffered depreciation against the US dollar owing to amongst other, the announcement by the United States government that it may consider reducing its quantitative easing measures. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business, future financial performance and the interest payable and redemption of the NCDs.

The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections in recent years. Since September 2008, liquidity and credit concerns and volatility in the global credit and financial markets increased significantly with the bankruptcy or acquisition of, and government assistance extended to, several major us and European financial institutions. These and other related events, such as the European sovereign debt crisis, have had a significant impact on the global credit and financial markets as a whole, including reduced liquidity, greater volatility, widening of credit spreads and a lack of price transparency in global credit and financial markets. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets.

However, the overall impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. In the event that the current difficult conditions in the global credit markets continue or if there is any significant financial disruption, such conditions could have an adverse effect on our business, future financial performance and the interest payable and redemption of the NCDs.

**48. The Indian tax regime has undergone substantial changes which could adversely affect the Company's business and profits and the net receivables in relation to the NCDs**

The GST that has been implemented with effect from July 1, 2017 combines taxes and levies by the GoI and state governments into a unified rate structure, and replaces indirect taxes on goods and services such as central excise duty, service tax, customs duty, central sales tax, state vat, cess and surcharge and excise that were being collected by the GoI and state governments.

As regards the General Anti-Avoidance Rules ("GAAR"), the provisions of chapter X-A (Sections 95 to 102) of the Income Tax Act, 1961, are applicable from assessment year 2019 (fiscal 2018) onwards. The GAAR provisions intend to declare an arrangement as an "impermissible avoidance arrangement", if the main purpose or one of the main purposes of such arrangement is to obtain a tax benefit, and 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, that is not ordinarily engaged for bona fide purposes. If GAAR provisions are invoked, the tax authorities will have wider powers, including denial of tax benefit or a benefit under a tax treaty. In the absence of any precedents on the subject, the application of these provisions is uncertain.

Further, the GoI has issued a set of Income Computation and Disclosure Standards (“ICDS”) that will be applied in computing taxable income and payment of income taxes thereon, effective from April 1, 2016. ICDS apply to all taxpayers following an accrual system of accounting for the purpose of computation of income under the heads of “profits and gains of business/profession” and “income from other sources” as the taxation regime in India is undergoing a significant overhaul, its consequent effects on economy cannot be determined at present and there can be no assurance that such effects would not adversely affect our business, future financial performance, profits and the interest earned on the NCDs.

**49. *Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, prospects, results of operations and financial condition.***

Our 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 us and our business. There can be no assurance that the central or the state governments may not implement new regulations and policies which will require us to obtain approvals and licenses from the governments and other regulatory bodies or impose onerous requirements and conditions on our operations.

Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

The application of various Indian tax laws, rules and regulations to our 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 our interests, the results could increase our tax payments (prospectively or retrospectively) and/or subject us to penalties. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance.

**50. *Differences exist between Indian GAAP and other accounting principles, which may be material to investors’ assessments of our financial condition.***

Our financial statements, including the financial statements included in this Shelf Prospectus, are prepared in accordance with Indian GAAP. We have not attempted to quantify the impact of other accounting principles, such as U.S. GAAP or IFRS, on the financial data included in this Shelf Prospectus, nor do we provide a reconciliation of its financial statements to those prepared pursuant to U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in several respects from Indian GAAP. Accordingly, the degree to which the Indian GAAP financial statements included in this Shelf Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices. Persons not familiar with Indian accounting practices should, accordingly, consult their own professional advisors before relying on the financial disclosures presented in this Shelf Prospectus.

Prospective investors should review the financial results and financial statements summarized in the section “*Financial Information*” on page 197 of this Shelf Prospectus, along with the respective GAAP accounting policies 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. Accordingly, the degree to which our consolidated financial results and consolidated financial statements included in this Shelf Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with the present and the earlier GAAP applicable in India. Any reliance by persons not familiar with these accounting practices on our financial disclosures presented in this Shelf Prospectus should accordingly, be limited.

**51. *Any downgrading of India’s debt rating by a domestic or international rating agency could adversely affect our ability to raise financing and our 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 our control. Any adverse revisions to India’s credit

ratings for domestic and international debt by domestic or international rating agencies may adversely impact our 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 our business, financial performance, profits and ability to obtain financing for capital expenditures and the interest and redemption of the NCDs.

**52. *Our ability to raise foreign debt capital may be constrained by Indian law.***

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions could constrain our ability to obtain financings on competitive terms and refinance existing indebtedness. In addition, there can be no assurance that any required regulatory approvals for borrowing in foreign currencies will be granted to us without onerous conditions, or at all. Limitations on foreign debt may have an adverse effect on our business growth, financial condition and results of operations.

**53. *Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.***

The annual rate of inflation was at 2.47% (provisional) for the month of March 2018 (over March 2017) as compared to 2.48% (provisional) for the previous month and 5.11% during the corresponding month of 2017. (*Source: Index Numbers of Wholesale Price in India, Review for the month of March 2018, published on April 16, 2018 by Government of India, Ministry of Commerce and Industry*). Continued high rates of inflation may increase our expenses related to salaries or wages payable to our employees or any other expenses. There can be no assurance that we will be able to pass on any additional expenses to our payers or that our revenue will increase proportionately corresponding to such inflation. Accordingly, high rates of inflation in India could have an adverse effect on our profitability and, if significant, on our financial condition.

**54. *Acts of terrorism, civil disturbance, communal conflicts, regional conflicts and other similar threats to security could adversely affect TCFSL's business, cash flows, results of operations and financial condition***

Increased political instability and regional conflicts, evidenced by the threat or occurrence of terrorist attacks, enhanced national security measures, conflicts in several countries and regions in which TCFSL operates, strained relations arising from these conflicts and the related decline in consumer confidence may hinder our ability to do business. Any escalation in these events or similar future events may disrupt TCFSL's operations or those of our customers and suppliers. Further, certain events that are beyond the control of TCFSL, such as violence or war, including those involving India, the United Kingdom, the United States or other countries, may adversely affect worldwide financial markets and could potentially lead to a severe economic recession, which could adversely affect our business, results of operations, financial condition and cash flows, and more generally, any of these events could lower confidence in India's economy. Southern Asia has, from time to time, experienced instances of civil unrest and political tensions and hostilities among neighbouring countries. Political tensions could create a perception that there is a risk of disruption of services provided by India-based companies, which could have an adverse effect on our business, future financial performance and price, interest payable and redemption amount of the NCDs.

Furthermore, if India were to become engaged in armed hostilities, particularly hostilities that are protracted or involve the threat or use of nuclear weapons, the Indian economy and consequently company's operations might be significantly affected. India has from time to time experienced social and civil unrest and hostilities, including riots, regional conflicts and other acts of violence. Events of this nature in the future could have an adverse effect on our ability to develop our business. As a result, our business, results of operations and financial condition may be adversely affected. These events have had and may continue to have an adverse impact on the global economy and customer confidence, which could in turn adversely affect TCFSL's revenue, operating results and cash flows.

Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price, interest payable and redemption amount of the NCDs. The impact of these events on the volatility of global financial markets could increase the volatility of the market price of securities and may limit the capital resources available to TCFSL and to our customers and suppliers.

**55. *Natural disasters and other disruptions could adversely affect the Indian economy and could adversely affect our business, results of operations and financial condition.***

Our operations may be damaged or disrupted as a result of natural disasters such as earthquakes, floods, heavy rainfall, epidemics, tsunamis and cyclones and other events such as protests, riots and labour unrest. Such events may lead to the disruption of information systems and telecommunication services for sustained periods. They also may make it difficult or impossible for employees to reach our business locations. Damage or destruction that interrupts our

provision of services could adversely affect our reputation, our relationships with our customers, our senior management team's ability to administer and supervise our business or it may cause us to incur substantial additional expenditure to repair or replace damaged equipment or rebuild parts of our business. Any of the above factors may adversely affect our business, results of operations and financial condition.

## SECTION III: INTRODUCTION

### GENERAL INFORMATION

TCFSL was incorporated at Mumbai, Maharashtra on November 19, 2010, as a public limited company, under the provisions of the Companies Act, 1956, bearing CIN U67100MH2010PLC210201, under the name "Tata Capital Financial Services Limited". TCFSL also received a Certificate for Commencement of Business on December 16, 2010. TCFSL has obtained a certificate of registration dated November 4, 2011 bearing registration no. N-13.02005 issued by the RBI to commence the business of non-banking financial institution without accepting public deposits under Section 45 IA of the RBI Act, 1934. TCFSL is a Systemically Important Non-Deposit taking NBFC. For further details regarding the Promoter, please see the section "Our Promoter" on page 89 of this Shelf Prospectus.

#### Registered Office

##### ***Tata Capital Financial Services Limited***

11<sup>th</sup> Floor, Tower A  
Peninsula Business Park  
Ganpatrao Kadam Marg, Lower Parel  
Mumbai 400 013  
Maharashtra, India  
Tel: (+91 22) 6606 9000  
Fax: (+91 22) 6656 2699  
Website: www.tatacapital.com  
Email: compliance.ncd@tatacapital.com

For details of change in Registered Office, please see the section "History and Main Objects" on page 75 of this Shelf Prospectus.

#### Corporate Office

TCFSL does not have a separate corporate office.

#### Registration

CIN: U67100MH2010PLC210201 issued by the Registrar of Companies, Maharashtra, located at Mumbai.

Certificate of Registration bearing number N-13.02005 dated November 4, 2011 received under Section 45IA of the RBI Act, 1934 from the RBI to carry on the business of a non-banking financial institution without accepting public deposits.

Legal Entity Identifier number: 335800PP4SPQTLW2ZA24

#### Chief Financial Officer

Mr. Puneet Sharma  
11<sup>th</sup> Floor, Tower A  
Peninsula Business Park  
Ganpatrao Kadam Marg, Lower Parel  
Mumbai 400 013  
Maharashtra, India  
Tel: (+91 22) 6606 9000  
Fax: (+91 22) 6656 2699  
Website: www.tatacapital.com  
Email: puneet.sharma@tatacapital.com

#### Company Secretary and Compliance Officer

Ms. Avan Doomasia  
11<sup>th</sup> Floor, Tower A  
Peninsula Business Park  
Ganpatrao Kadam Marg, Lower Parel

Mumbai 400 013  
Maharashtra, India  
Tel: (+91 22) 6606 9000  
Fax: (+91 22) 6656 2699  
Website: www.tatacapital.com  
Email: avan.doomasia@tatacapital.com

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

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

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

All grievances arising out of Applications for the NCDs made through the online mechanism of the Stock Exchanges or through Trading Members may be addressed directly to the respective Stock Exchanges.

#### **Lead Managers**

##### **Edelweiss Financial Services Limited**

Edelweiss House, Off CST Road,  
Kalina, Mumbai – 400 098  
Tel: (+91 22) 4086 3535  
Fax: (+91 22) 4086 3610  
Email: tcfsln.cd@edelweissfin.com  
Investor Grievance Email: customerservice.mb@edelweissfin.com  
Website: www.edelweissfin.com  
Contact Person: Mr. Mandeep Singh/ Mr. Lokesh Singhi  
Compliance Officer: Mr. B. Renganathan  
SEBI Registration No.: INM0000010650

##### **A. K. Capital Services Limited**

30-39, Free Press House  
3rd Floor, Free Press Journal Marg 215  
Nariman Point, Mumbai 400 021  
Maharashtra, India  
Tel: (+91 22) 6754 6500  
Fax: (+91 22) 6610 0594  
Email: Tcfsln.cd2018@akgroup.co.in  
Investor Grievance Email: investor.grievance@akgroup.co.in  
Website: www.akgroup.co.in  
Contact Person: Ms. Shilpa Pandey/ Mr. Malay Shah  
Compliance Officer: Mr. Tejas Davda  
SEBI Registration No.: INM000010411

##### **Axis Bank Limited**

Axis House, 8th Floor, C-2  
Wadia International Centre  
Pandurang Budhkar Marg  
Worli, Mumbai 400 025  
Maharashtra, India  
Tel: (+91 22) 6604 3293  
Fax: (+91 22) 2425 3800



Email: tcfsl.2018@axisbank.com  
Investor Grievance Email: investor.grievance@axisbank.com  
Website: www.axisbank.com  
Contact Person: Mr. Vikas Shinde  
Compliance Officer: Mr. Sharad Sawant  
SEBI Registration No.: INM000006104

#### **Debenture Trustee**

Vistra ITCL (India) Limited  
The IL&FS Financial Centre, Plot C-22  
G Block, Bandra Kurla Complex, Bandra (East)  
Mumbai 400 051  
Tel: (+91 22) 26593333  
Fax: (+91 22) 26533297  
Email: itclcomplianceofficer@vistra.com  
Investor Grievance Email: investorgrievancesitcl@vistra.com  
Website: www.vistraitcl.com  
Contact Person: Mr. Jatin Chonani  
Compliance Officer: Mr. Jatin Chonani  
SEBI Registration No.: IND000000578

Vistra ITCL (India) Limited has, pursuant to Regulation 4(4) of SEBI Debt Regulations, vide its letter dated July 12, 2018, given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Draft Shelf Prospectus, this Shelf Prospectus and the relevant Tranche Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Issue.

All the rights and remedies of the Debenture Holders under this Issue shall vest in and shall be exercised by the appointed Debenture Trustee for this Issue without having it referred to the Debenture Holders. All investors under this Issue are deemed to have irrevocably given their authority and consent to the Debenture Trustee so appointed by TCFSL for this Issue to act as their trustee and for doing such acts and signing such documents to carry out their duty in such capacity. Any payment by TCFSL to the Debenture Holders/Debenture Trustee, as the case may be, shall, from the time of making such payment, completely and irrevocably discharge TCFSL *pro tanto* from any liability to the Debenture Holders. For details on the terms of the Debenture Trust Deed, please see the section “*Issue Related Information*” on page 106 of this Shelf Prospectus.

#### **Registrar to the Issue**

##### **Karvy Computershare Private Limited**

Karvy Selenium Tower B, Plot 31-32  
Gachibowli Financial District  
Nanakramguda, Hyderabad 500 032  
Tel: (+91 40) 6716 2222  
Fax: (+91 40) 2343 1551  
Email: einward.ris@karvy.com  
Investor Grievance Email: tcfsl.ncd@karvy.com  
Website: <https://karisma.karvy.com/>  
Contact Person: Mr. M. Murali Krishna  
Compliance Officer: Mr. Rakesh Santhalia  
SEBI Registration No.: INR000000221

Karvy Computershare Private Limited has by its letter dated July 19, 2018 given its consent for its appointment as Registrar to the Issue and for its name to be included in this Shelf Prospectus or the relevant Tranche Prospectus and in all the subsequent periodical communications sent to the holders of the NCDs issued pursuant to this Issue.

#### **Statutory Auditors**

B S R & Co. LLP  
5<sup>th</sup> Floor, Lodha Excelus  
Apollo Mills Compound

N.M. Joshi Marg, Mahalaxmi  
Mumbai 400 011  
Maharashtra, India  
Tel: (+91 22) 4345 5300  
Fax: (+91 22) 4345 5399

### **Credit Rating Agencies**

#### **CRISIL Limited**

Address: CRISIL House, Central Avenue  
Hiranandani Business Park  
Powai, Mumbai 400 076  
Tel: (+91 22) 3342 3000  
Fax: (+91 22) 4040 5800  
Email: kirshnan.sitaraman@crisil.com  
Website: www.crisil.com  
Contact Person: Krishnan Sitaraman  
SEBI Registration No.: IN/CRA/001/1999

#### **CARE Ratings Limited**

Address: 4<sup>th</sup> Floor  
Godrej Colesium, Somaiya Hospital Road  
Off Eastern Express Highway  
Sion (East) Mumbai 400 022  
Tel: (+91 22) 6754 3421  
Fax: (+91 22) 6754 3457  
Email: ravi.kumar@careratings.com  
Website: www.careratings.com  
Contact Person: Ravi Kumar Dasari  
SEBI Registration No.: IN/CRA/004/1999

### **Credit Rating and Rationale**

The NCDs proposed to be issued under this Issue have been rated "CRISIL AAA / Stable" for an amount of upto ₹ 7,50,000 lakh by CRISIL Limited vide its letter dated August 15, 2018 and have been rated "CARE AAA and further revalidated by letter dated August 27, 2018; Stable" for an amount upto ₹ 7,50,000 lakh by CARE Ratings Limited vide its letter dated August 14, 2018 and further revalidated by letter dated August 27, 2018. The ratings of the NCDs issued by CRISIL Limited indicate highest degree of safety regarding timely servicing of financial obligations. The rating provided by CRISIL Limited and CARE Ratings Limited may be suspended, withdrawn or revised at any time by the assigning rating agencies and should be evaluated independently of any other rating. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decisions. Please refer to Annexures A and B of this Shelf Prospectus for rating letters and rationale for the above ratings.

### **Disclaimer clause of the Credit Rating Agencies**

#### **Disclaimer clause of CRISIL Limited**

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

## Disclaimer clause of CARE Ratings Limited

"CARE's ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. CARE has based its ratings/outlooks on information obtained from sources believed by it to be accurate and reliable. CARE does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by CARE have paid a credit rating fee, based on the amount and type of bank facilities/instruments.

In case of partnerships/proprietary concerns, the rating/outlook assigned by CARE is based on the capital deployed by the partners/proprietor and the financial strength of the firm at present. The rating/outlook may undergo change in case of withdrawal of capital or the unsecured loans brought in by the partners/proprietor in addition to the financial performance and other relevant factors."

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### Legal Advisors to the Issue

#### AZB & Partners

AZB House, Peninsula Corporate Park  
Ganpatrao Kadam Marg  
Lower Parel  
Mumbai 400 013  
Tel: (+91 22) 6639 6880  
Fax: (+91 22) 6639 6888

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### Banker(s) to the Company

#### Allahabad Bank Limited

Industrial Finance Branch, Mumbai, 2<sup>nd</sup> floor  
Allahabad Bank Building, 37, Mumbai Samachar Marg  
Fort, Mumbai 400 023  
Maharashtra, India  
Contact Person: Mr. A.K. Tiwari  
Tel: (+91 22) 22702745 / 46 / 47  
Fax: (+91 22) 22702733 / 35  
E-mail: br.mumifb@allahabadbank.in  
Website: www.allahabadbank.in

#### Bank of America, N.A.

18<sup>th</sup> Floor, A wing, One BKC, G Block  
Bandra Kurla Complex, Mumbai 400 051  
Maharashtra, India  
Contact Person: Mr. Abhishek Aggarwal  
Tel: (+91 22) 66323367  
Fax: (+91 22) 66466075  
E-mail: aaggarwal3@baml.com  
Website: www.bankofamerica.com

#### Bank of Maharashtra Limited

Apeejay House, Dy. V.B. Gandhi Marg  
Fort, Mumbai 400 001  
Maharashtra, India  
Contact Person: Mr. Amit Pandey  
Tel: (+91 22) 22844882 / 22048197  
Fax: (+91 22) 22850750  
E-mail: bom972@mahabank.co.in  
Website: www.bankofmaharashtra.in

#### Central Bank of India Limited

Corporate Finance Branch, 1<sup>st</sup> Floor, MMO Building  
Fort, Mumbai 400 023  
Maharashtra, India

#### Axis Bank Limited

Axis house, Wadia International Centre  
P.B.Marg, Worli, Mumbai 400 025  
Maharashtra, India  
Contact Person: Mr. Chetan Kapoor  
Tel: (+91 22) 24252745  
Fax: (+91 22) 37004700  
E-mail id: chetan1.kapoor@axisbank.com  
Website: www.axisbank.com

#### Bank of Baroda Limited

Corporate Financial Services Branch  
3<sup>rd</sup> Floor, 10/12 Mumbai Samachar Marg  
Fort, Mumbai 400 001  
Maharashtra, India  
Contact person: Mr. Anjan Gupta  
Tel: (+91 22) 43407305  
Fax: (+91 22) 2221445  
E-mail: rm4.cfsbal@bankofbaroda.co.in  
Website: www.bankofbaroda.com

#### Canara Bank Limited

Specialized Prime Corporate Branch – Fort  
Maker Chambers III, 7<sup>th</sup> Floor  
Nariman Point, Mumbai 400 021  
Maharashtra, India  
Tel: (+91 22) 22871106  
Fax: (+91 22) 22875094  
Email: cb1903@canarabank.com  
Website: www.canarabank.com

#### Deutsche Bank AG

Deutsche Bank House, Hazarimal Somani Marg,  
Fort, Mumbai 400 001  
Maharashtra, India

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Website: [www.centralbankofindia.co.in](http://www.centralbankofindia.co.in)

**DBS Bank Limited**

19<sup>th</sup> Floor, Express Tower  
Nariman Point, Mumbai 400 021  
Maharashtra, India  
Contact Person: Mr. Sameer Masand  
Tel: (+91 22) 66388888  
Fax: (+91 22) 67528430 / 70  
E-mail: [sameermasand@dbs.com](mailto:sameermasand@dbs.com)  
Website: [www.dbsbank.in](http://www.dbsbank.in)

**The Federal Bank Limited**

Corporate & Institutional Banking Business Department  
C Wing, 2<sup>nd</sup> Floor, Laxmi Tower  
Bandra Kurla Complex, Bandra (East)  
Mumbai 400 051  
Maharashtra, India  
Contact Person: Mr. Anand S. Kamble  
Tel: (+91 22) 61748626  
E-mail id: [anandsk@federalbank.co.in](mailto:anandsk@federalbank.co.in)  
Website: [www.federalbank.co.in/](http://www.federalbank.co.in/)

**HDFC Bank Limited**

4<sup>th</sup> Floor, Tower B, Peninsula Business Park  
Lower Parel, Mumbai 400 013  
Maharashtra, India  
Contact Person: Mr. Mousom Mitra  
Tel: (+91 22) 33958126  
Fax: (+91 22) 30788579  
E-mail: [mousom.mitra@hdfcbank.com](mailto:mousom.mitra@hdfcbank.com)  
Website: [www.hdfcbank.com](http://www.hdfcbank.com)

**ICICI Bank Limited**

ICICI Bank Towers, Bandra Kurla Complex  
Mumbai 400 051  
Maharashtra, India  
Contact person: Mr. ANil Agarwal  
Tel: (+91 22) 40086409  
Fax: (+91 22) 26531206  
E-mail: [ANil.ag@icicibank.com](mailto:ANil.ag@icicibank.com)  
Website: [www.icicibank.com](http://www.icicibank.com)

**Kotak Mahindra Bank Limited**

27 BKC, 3<sup>rd</sup> Floor, Plot No. C-27  
G-Block, Bandra Kurla Complex (BKC)  
Bandra (East), Mumbai 400 051  
Maharashtra, India  
Contact Person: Mr. Vikas Chandak  
Tel: (+91 22) 61660363  
Fax: (+91 22) 67132416  
E-mail: [vikash.chandak@kotak.com](mailto:vikash.chandak@kotak.com)  
Website: [www.kotak.com](http://www.kotak.com)

**Oriental Bank of Commerce Limited**

Large Corporate Branch, 14<sup>th</sup> Floor  
Maker Tower – F, Cuffe Parade  
Mumbai 400 037  
Maharashtra, India

Contact Person: Mr. Bimaldeep Singh  
Tel: (+91 22) 71804786  
Fax: (+91 22) 71804192  
E-mail: [bimaldeepsingh@db.com](mailto:bimaldeepsingh@db.com)  
Website: [www.db.com](http://www.db.com)

**Dena Bank Limited**

Corporate Business Branch – I, C-10  
G-Block, Bandra – Kurla Complex  
Bandra – East, Mumbai 400 051  
Maharashtra, India  
Contact Person: Mr. Lalit Bardia  
Tel: (+91 22) 26545027  
Fax: (+91 22) 26545017  
E-mail: [bankur@denabank.co.in](mailto:bankur@denabank.co.in)  
Website: [www.denabank.com](http://www.denabank.com)

**FirstRand Bank Limited**

5<sup>th</sup> Floor, TCG Financial Centre, C-53, G-Block  
Bandra – Kurla Complex, Bandra (E)  
Mumbai 400 051  
Maharashtra, India  
Contact Person: Ritesh Sharma  
Tel: (+91 22) 66258624  
Fax: (+91 22) 66258676  
E-mail: [ritesh.sharma@firstrand.co.in](mailto:ritesh.sharma@firstrand.co.in)  
Website: [www.firstrand.co.in](http://www.firstrand.co.in)

**The Hongkong and Shanghai Banking Corporation Limited**

52/60 Mahatma Gandhi Road  
Fort, Mumbai 400 001  
Maharashtra, India  
Contact person: Ameet Sheth  
Tel: (+91 22) 22681110  
Fax: (+91 22) 49146200  
E-mail: [info@hsbc.co.in](mailto:info@hsbc.co.in)  
Website: [www.hsbc.co.in](http://www.hsbc.co.in)

**The Jammu and Kashmir Bank Limited**

79-A, Mehta House, Bombay Samachar Marg  
Fort, Mumbai 400 001  
Maharashtra, India  
Contact Person: Anup Bhat  
Tel: (+91 22) 66595971-74  
Fax: (+91 22) 66595975  
E-mail: [bombay@jkbmail.com](mailto:bombay@jkbmail.com)  
Website: [www.jkbank.net](http://www.jkbank.net)

**Karnataka Bank Limited**

Corporate Finance, Mumbai, 294 A Haroon House  
Perin Nariman Street, Fort  
Mumbai 400 001  
Maharashtra, India  
Contact Person: Sandra Maria Lorena  
Tel: (+91 22) 22662283 / 22663256  
Fax: (+91 22) 22661685  
E-mail: [mum.cfb@ktkbank.com](mailto:mum.cfb@ktkbank.com)  
Website: [www.karnatakabank.com](http://www.karnatakabank.com)

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**Punjab & Sind Bank Limited**

27-29, Ambalal Doshi Marg  
Fort, Mumbai  
Maharashtra, India  
Contact Person: Mr. Mukesh Kumar  
Tel: (+91 22) 22693438 / 22658721  
Fax: (+91 22) 22651752  
E-mail: b0385@psb.co.in  
Website: www.psbindia.com

**Union Bank of India Limited**

84, Rajmahal Building, Veer Nariman Road  
Churchgate, Mumbai 400 020  
Maharashtra, India  
Contact Person: Ms. Rukmani Arvind Kumar  
Tel: (+91 22) 022045200 / 22048268  
Fax: (+91 22) 22843908 / 22049727  
E-mail: cbsvnroad@unionbankofindia.com  
Website: www.unionbankofindia.com

**United Overseas Bank Limited, Mumbai Branch**

Unit 31, 3<sup>rd</sup> Floor, 3<sup>rd</sup> North Avenue, Maker Maxity,  
Bandra Kurla Complex, Mumbai 400 051  
Maharashtra, India  
Contact Person: Mr. Navratan Vohra  
Tel: (+91 22) 4247 2828  
Fax: (+91 22) 26591022  
E-mail: navratan.vohra@uobgroup.com  
Website: www.uobgroup.com

**Corporation Bank Limited**

Corporate Banking Branch  
Ground Floor, 104  
Bharat House, MS Marg  
Fort, Mumbai 400 023  
Maharashtra, India  
Contact Person: Mr. Mahesh Agrawal  
Tel: (+91 22) 22693453  
Fax: (+91 22) 22657580  
E-mail: cb0443@corpbank.co.in  
Website: www.corpbank.com

**IndusInd Bank Limited**

4<sup>th</sup> Floor, Tower A  
Peninsula Corporate Park  
Ganpatrao Kadam Marg  
Lower Parel, Mumbai 400 013  
Maharashtra, India  
Contact Person: Siddharth Munshi  
Tel: (+91 22) 43680349  
Fax: (+91 22) 43680321  
E-mail: siddharth.munshi@indusind.com  
Website: www.indusind.com

**Punjab National Bank Limited**

Ground Floor, Maker Tower, E – Wing  
Cuffe Parade, Mumbai 400 005  
Maharashtra, India  
Contact Person: KVD Prasad  
Tel: (+91 22) 22185977  
Fax: (+91 22) 22180402  
E-mail: bo2175@pnb.co.in  
Website: www.pnbindia.in

**State Bank of India, CAG Branch**

Neville House, 3<sup>rd</sup> Floor, J.N. Heredia Marg  
Ballard Estate, Mumbai 400 001  
Maharashtra, India  
Contact Person: Mr. Adarsh Samaiya  
Tel: (+91 22) 51542971  
Fax: (+91 22) 61542802  
E-mail: amt7.09995@sbi.co.in  
Website: www.sbi.co.in

**UCO Bank Limited**

1<sup>st</sup> Floor, Mafatlal Centre  
Nariman Point, Mumbai 400 021  
Maharashtra, India  
Contact person: Mr. Gautam Banerjee  
Tel: (+91 22) 40549101  
Fax: (+91 22) 22025338  
E-mail: mumfcc@ucobank.co.in  
Website: www.ucobank.com

**Vijaya Bank Limited**

Maker Chamber 4  
Nariman Point, Mumbai 400 020  
Maharashtra, India  
Contact Person: Mr. Sandeep A E  
Tel: (+91 22) 22814898  
E-mail: vb5101@vijayabank.co.in  
Website: www.vijayabank.com

**IDBI Bank Limited**

Mittal Court, 224 A Wing  
II Floor, Nariman Point  
Mumbai 400 021  
Contact Person: Mr. Arun Kumar Sharma  
Tel: (+91 22) 66588114  
Fax: (+91 22) 66588111  
Email: arun.sharma@idbi.co.in  
Website: www.idbi.com

**Bank of India Limited**

Bank of India Building  
4<sup>th</sup> Floor, 70-80, M.G. Road  
Fort, Mumbai 400 001  
Maharashtra, India  
Contact Person: Mrs. Sandhya Garg  
Tel: (+91 22) 61870411  
Fax: (+91 22) 22884475  
Email: Mumbai.lcbb@bankofindia.co.in  
Website: www.bankofindia.co.in/english/home.aspx

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**Banker(s) to the Issue**

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As specified in the relevant Tranche Prospectus for each Tranche.

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**Refund Bank(s)**

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As specified in the relevant Tranche Prospectus for each Tranche.

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**Consortium Members to the Issue**

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As specified in the relevant Tranche Prospectus for each Tranche.

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**Impersonation**

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

*"Any person who—*

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

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

*(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

*shall be liable for action under Section 447."*

**Underwriting**

The Issue will not be underwritten.

**Minimum Subscription**

In terms of the SEBI Debt Regulations, for an issuer undertaking a public issue of debt securities, the minimum subscription for public issue of debt securities shall be 75% of the Base Issue. If TCFSL does not receive the minimum subscription of 75% of the Base Issue, within the prescribed timelines under the Companies Act, 2013 and any rules thereto, the entire subscription amount shall be refunded to the Applicants within 12 days from the date of closure of the Issue. In the event there is a delay by TCFSL in making the aforesaid refund within the prescribed time limit, TCFSL will pay interest at the rate of 15% per annum for the delayed period.

Under Section 39(3) of the Companies Act, 2013 read with Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the stated minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with TCFSL and/or Registrar, refunds will be made to the account prescribed. However, where TCFSL and/or Registrar does not have the necessary information for making such refunds, TCFSL and/or Registrar will follow the guidelines prescribed by SEBI in this regard including its circular (bearing CIR/IMD/DF-1/20/2012) dated July 27, 2012.

**Self-Certified Syndicate Banks**

The banks which are registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and offer services in relation to ASBA, including blocking of an ASBA Account, a list of which is available on <http://www.sebi.gov.in> or at such other website as may be prescribed by SEBI from time to time.

**Syndicate SCSB Branches**

In relation to ASBA Applications submitted to the Lead Managers, Members of the Syndicate or the Trading Members of the Stock Exchanges only in the Specified Cities (Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur,

Bengaluru, Hyderabad, Pune, Vadodara and Surat), the list of branches of the SCSBs at the Specified Cities named by the respective SCSBs to receive deposits of ASBA Applications from such Lead Managers, Members of the Syndicate or the Trading Members of the Stock Exchanges is provided on <http://www.sebi.gov.in> or at such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting ASBA Applications from Members of the Syndicate or the Trading Members of the Stock Exchanges only in the Specified Cities, see the above mentioned web-link.

### Utilisation of Issue proceeds

For details on utilisation of Issue proceeds, please see the section "*Objects of the Issue*" on page 44 of this Shelf Prospectus.

### Issue Programme

<b>ISSUE OPENS ON</b>	As specified in the relevant Tranche Prospectus
<b>ISSUE CLOSES ON</b>	As specified in the relevant Tranche Prospectus

The Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m. (IST), during the period indicated in the relevant Tranche Prospectus, except that the Issue may close on such earlier date or extended date as may be decided by the Board of Directors of TCFSL ("**Board**") or the Working Committee. In the event of such an early closure or extension of the Issue, TCFSL shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a national daily newspaper with wide circulation on or before such earlier date or initial date of Issue closure.

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

Due to limitation of time available for uploading the Applications on the electronic platform of the Stock Exchanges on the Issue Closing Date, Applicants are advised to submit their Application Forms one day prior to the Issue Closing Date and, no later than 3:00 p.m. (IST) on the Issue Closing Date. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, there may be some Applications which are not uploaded due to lack of sufficient time to upload. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Application Forms will only be accepted on Working Days during the Issue Period. Neither TCFSL, nor the Lead Managers or the Members of the Consortium are liable for any failure in uploading the Applications due to failure in any software/ hardware systems or otherwise. Please note that the Basis of Allotment will be as per the relevant Tranche Prospectus. In this regard, as per the SEBI circular CIR/IMD/DF/18/2013 dated October 29, 2013, the allotment in the Issue would be made on the basis of date of upload of each Application into the electronic book of the Stock Exchanges. However, in the event of oversubscription, on such date, the allotments would be made to the Applicants on proportionate basis.

## CAPITAL STRUCTURE

### I. Details of share capital and securities premium account of TCFSL as of June 30, 2018

		Amount in ₹
<b>A</b>	<b>Authorised share capital</b>	
	2,500,000,000 Equity Shares of ₹ 10 each	25,000,000,000
	3,000,000,000 Preference Shares of ₹10 each	30,000,000,000
	<b>TOTAL</b>	<b>55,000,000,000</b>
<b>B</b>	<b>Issued, subscribed and paid-up share capital</b>	
	1,297,550,000 Equity Shares of ₹10 each	12,975,500,000*
	2,070,000,000 Preference Shares of ₹10 each	20,700,000,000*
	<b>TOTAL</b>	<b>33,675,500,000</b>
<b>C</b>	<b>Securities Premium Account</b>	8,875,000,000

\*held in physical form.

### II. Changes in capital structure of TCFSL as of June 30, 2018

Details of increase in authorised share capital since incorporation are, as follows:

S. No.	Particulars of increase	Date of Shareholders' meeting	AGM/EGM
1.	The authorised share capital of the Company at the time of incorporation was ₹ 50,000,000 divided into 5,000,000 Equity shares of ₹10 each	November 19, 2010	-
2.	Increase in authorised share capital from ₹ 50,000,000 to ₹ 25,000,000,000 divided into 2,500,000,000 Equity Shares of ₹ 10 each.	March 15, 2012	EGM
3.	Increase in authorised share capital from ₹ 25,000,000,000 to ₹ 30,000,000,000 divided into 2,500,000,000 Equity Shares of ₹ 10 each and 500,000,000 of Preference Shares of ₹ 10 each	June 30, 2015	AGM
4.	Increase in authorised share capital from ₹ 30,000,000,000 to ₹ 35,000,000,000 divided into 2,500,000,000 Equity Shares of ₹ 10 each and 1,000,000,000 of Preference Shares of ₹ 10 each	March 26, 2016	EGM
5.	Increase in authorised share capital from ₹ 35,000,000,000 to ₹ 40,000,000,000 divided into 2,500,000,000 Equity Shares of ₹ 10 each and 1,500,000,000 of Preference Shares of ₹ 10 each	June 24, 2016	EGM
6.	Increase in authorised share capital from ₹ 40,000,000,000 to ₹ 55,000,000,000 divided into 2,500,000,000 Equity Shares of ₹ 10 each and 3,000,000,000 of Preference Shares of ₹ 10 each	March 27, 2017	EGM

For details of changes in the issued, subscribed and paid-up share capital since incorporation, please refer to point III below of this section.

### III. Notes to capital structure

#### 1. Share capital history of TCFSL

##### (a) Equity Share capital history of TCFSL as of June 30, 2018

Date of allotment	No. of Equity Shares	Face value (₹)	Issue price (₹)	Nature of consideration	Nature of allotment	No of Equity Shares	Cumulative Equity Share Capital (in ₹)	Equity Share Premium (in ₹)
November 19, 2010	50,000	10	10	Cash	Subscription to the Memorandum of Association <sup>1</sup>	50,000	500,000	-
February 07, 11	2,500,000	10	10	Cash	Rights Issue at par <sup>2</sup>	2,550,000	25,500,000	-
March 28, 2012	1,295,000,000	10	20 (inclusive of premium)	Cash	Rights Issue at premium <sup>3</sup>	1,297,550,000	12,975,500,000	12,950,000,000



- 1) Allotment of Equity Shares to TCL and Mr. Shailesh H. Rajadhyaksha, Mr. Praveen P. Kadle, Mr. Govind Sankaranarayanan, Mr. Kiran Joshi, Ms. Avan Doomasia and Mr. Rakesh Bhatia, as nominees of TCL.
- 2) Allotment of Equity Shares on rights basis to TCL.
- 3) Allotment of Equity Shares on rights basis to TCL.

(b) **Preference Share capital history of the Company as of June 30, 2018**

Date of allotment	No. of Preference Shares	Face value (₹)	Issue price (₹)	Nature of consideration	Nature of allotment*	No of Preference Shares	Cumulative Preference Share Capital (in ₹)	Preference Share Premium (in ₹)
September 29, 2015	35,000,000	10	10	Cash	Rights Issue	35,000,000	350,000,000	-
March 23, 2016	125,000,000	10	10	Cash	Rights Issue	160,000,000	1,600,000,000	-
June 28, 2016	285,000,000	10	10	Cash	Rights Issue	445,000,000	4,450,000,000	-
September 28, 2016	100,000,000	10	10	Cash	Rights Issue	545,000,000	5,450,000,000	-
December 29, 2016	100,000,000	10	10	Cash	Rights Issue	645,000,000	6,450,000,000	-
February 28, 2017	200,000,000	10	10	Cash	Rights Issue	845,000,000	8,450,000,000	-
March 31, 2017	100,000,000	10	10	Cash	Rights Issue	945,000,000	9,450,000,000	-
December 29, 2017	75,000,000	10	10	Cash	Rights Issue	1,020,000,000	10,200,000,000	-
March 08, 2018	100,000,000	10	10	Cash	Rights Issue	1,120,000,000	11,200,000,000	-
March 21, 2018	250,000,000	10	10	Cash	Rights Issue	1,370,000,000	13,700,000,000	-
March 31, 2018	150,000,000	10	10	Cash	Rights Issue	1,520,000,000	15,200,000,000	-
June 29, 2018	550,000,000	10	10	Cash	Rights Issue	2,070,000,000	20,700,000,000	-

\*All the above allotments of Preference Shares were on a rights basis to TCL.

**IV. Details of Promoter's shareholding in our Company as of June 30, 2018**

For details of Promoter's Shareholding in our Company, please see the section "Our Promoter" on page 89 of this Shelf Prospectus.

**V. Shareholding of Directors in our Company as of the date of this Shelf Prospectus**

For details of Shareholding of our Directors in our Company, please see the section "Our Management - Shareholding of Directors" on page 83 of this Shelf Prospectus.

**VI. Shareholding of Directors in subsidiaries, associates and joint ventures as of the date of this Shelf Prospectus**

TCFSL does not have any subsidiaries, associates and joint ventures as of the date of this Shelf Prospectus.

**VII. Share holding pattern of TCFSL as of June 30, 2018**

Sr. No.	Particulars	Total Number of Equity Shares	Number of Equity Shares in	Total Shareholding as	Number of Shares pledged	Percentage of Shares pledged with respect to
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			Dematerialised Form	% of Total Number of Equity Shares	or encumbered by the Promoters	shares owned
1	Promoter – Body Corporate	1,297,550,000	Nil	100%	Nil	Nil

#### Summary Statement Holding of Preference Shareholders

Sr. No.	Particulars	Total Number of Preference Shares	Number of Preference Shares in Dematerialised Form	Total Shareholding as % of Total Number of Preference Shares	Number of Preference Shares pledged or encumbered by the Promoters	Percentage of Preference Shares pledged with respect to shares owned
1	Promoter – Body Corporate	2,070,000,000	Nil	100%	Nil	Nil

#### VIII. Our top ten shareholders and the number of Equity Shares held by them as of June 30, 2018

S. No.	Name	Total Number of Equity Shares (face value of ₹10 each)	No. of Equity Shares in dematerialised form	Total Shareholding as % of Total Number of Equity Shares	Address of the shareholder
1.	TCL	1,297,549,994	Nil	100	11 <sup>th</sup> Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai, 400 013, Maharashtra
2.	TCL jointly with Mr. Rajiv Sabharwal	1	-		
3.	TCL jointly with Mr. Puneet Sharma	1	-		
4.	TCL jointly with Mr. Govind Sankaranarayanan	1	-		
5.	TCL jointly with Mr. Kiran Joshi	1	-		
6.	TCL jointly with Ms. Avan Doomasia	1	-		
7.	TCL jointly with Mr. Kusal Roy	1	-		
	<b>TOTAL</b>	<b>1,297,550,000</b>	<b>Nil</b>	<b>100</b>	

#### IX. Our top ten shareholders and the number of Preference Shares held by them as of June 30, 2018

S. No.	Name	No. of Preference Shares (face value of ₹ 10 each)	No. of Preference Shares in dematerialised form	As % of total number of shares	Address of the shareholder
1.	Tata Capital Limited	2,070,000,000	Nil	100	11 <sup>th</sup> Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai, 400 013, Maharashtra
	<b>TOTAL</b>	<b>2,070,000,000</b>	<b>Nil</b>	<b>100</b>	

#### X. The list of top ten debenture holders as of June 30, 2018

S. No.	Name of holder	Aggregate amount* (in ₹ lakh)	Address of the debenture holders
1.	Aditya Birla Sun Life Mutual Fund (Under Various Schemes)	122,815	Citibank N.A. Custody Services FIFC- 11 <sup>th</sup> Floor, 'G' Block Plot C-54 and C-55, BKC, Bandra (East), Mumbai 400 098
2.	HDFC Mutual Fund (Under Various Schemes)	117,500	HDFC Bank Limited, Custody Services, Lodha - I Think Techno Campus, Off Floor 8, Next to Kanjurmarg Station, Kanjurmarg (East), Mumbai 400 042
3.	State Bank of India	97,000	SBI, SG Global Securities Services Pvt. Ltd., Jeevan Seva Extension Building, Ground Floor, S.V. Road, Santacruz (West), Mumbai 400 054

S. No.	Name of holder	Aggregate amount* (in ₹ lakh)	Address of the debenture holders
4.	HDFC Bank Ltd.	74,780	HDFC Bank Limited, Custody Services, Lodha - I Think Techno Campus, Off Floor 8, Next to Kanjurmarg Station, Kanjurmarg (East), Mumbai 400 042
5.	Wipro Limited	58,000	Doddakannell, I Sarjapur Road, Null, Bangalore 560035
6.	Postal Life Insurance Fund (Under Various Schemes)	53,000	HDFC Bank Limited, Custody Services, Lodha - I Think Techno Campus, Off Floor 8, Next To Kanjurmarg Station, Kanjurmarg (East) Mumbai 400042
7.	DSP Blackrock Mutual Fund (Under Various Schemes)	37,500	Citibank, N.A. Custody Services FIFC - 11 <sup>th</sup> Floor, 'G' Block Plot C-54 and C-55, BKC, Bandra (East), Mumbai 400 098
8.	International Finance Corporation	35,200	HSBC Securities Services, 11 <sup>th</sup> Floor, Building 3, Nesco IT Park, Nesco Complex, W E Highway Goregaon (East), Mumbai 400 063
9.	Cognizant Technology Solutions India Private Limited	33,500	Citibank, N.A. Custody Services, FIFC- 11 <sup>th</sup> Floor, 'G' Block, Plot C-54 and C-55, BKC, Bandra (East), Mumbai 400 098
10	Tata Mutual Fund (Under Various Schemes)	32,500	HDFC Bank Limited, Custody Services, Lodha - I Think Techno Campus, Off Floor 8, Next to Kanjurmarg Station, Kanjurmarg (East), Mumbai 400 042

\*The Aggregate amount represents the holdings of the NCD Holders across all outstanding NCDs issued by the Company as of June 30, 2018.

## XI. Debt to equity ratio

The debt to equity ratio prior to this Issue is based on a total outstanding debt of ₹ 3,211,088 lakh and shareholder funds amounting to ₹ 477,368 lakh as on March 31, 2018. The debt equity ratio post the Issue (assuming subscription of NCDs aggregating to ₹ 750,000 lakh) would be 8.30 times, based on a total outstanding debt of ₹ 39,61,088 lakh and shareholders funds of ₹ 4,77,368 lakh as on March 31, 2018.

(in ₹ lakh)

Particulars	Prior to the issue (as of March 31, 2018)	Post the Issue#
Share Capital	281,755	281,755
Add: Reserves and Surplus	214,383	214,383
Less : Unamortised expenditure - Share issue expenses Prepaid Expenses and Loan processing charges	-	-
Non-current	7,517	7,517
Current	11,253	11,253
<b>Total Shareholder Funds (A)</b>	<b>477,368</b>	<b>477,368</b>
Secured Borrowings	1,691,009	2,441,009
Unsecured Borrowings	1,442,856	1,442,856
Interest accrued but not due on borrowings	77,223	77,223
<b>Total Debt Funds (B)</b>	<b>3,211,088</b>	<b>3,961,088</b>
<b>Debt: Equity Ratio (B / A)</b>	<b>6.73</b>	<b>8.30</b>

# Based on the amounts as on March 31, 2018

For details on the total outstanding debt of TCFSL, please see the section “Disclosures on Existing Financial Indebtedness” on page 92 of this Shelf Prospectus.

It is clarified that other than issue of 105,000,000 Preference Shares by TCFSL to TCL on March 8, 2018, March 21, 2018, March 31, 2018 and June 29, 2018 on a rights basis aggregating ₹ 105,000 lakh and 1,250 Perpetual Non-

Convertible Debentures on March 26, 2018 aggregating ₹ 12,500 lakh (Rupees Twelve thousand and five hundred lakh only) by TCFSL to TCL, no other securities including shares of the Company were either purchased or sold by the Promoter Group, Directors of the Company and their relatives within six months immediately preceding the date of this Shelf Prospectus.

## **XII. Employee Stock Purchase/Option (“ESOP”) Scheme**

The Company does not have an ESOP Scheme.

The Members of TCL, at their EGM held on March 2, 2010, had approved the Tata Capital Limited Employee Stock Purchase/Option Scheme (“**TCL ESOP Scheme**”) to facilitate employee participation in the ownership of TCL by offering Equity Shares of TCL, *inter alia*, to Eligible Employees\* (including Directors) of TCL and its subsidiaries, including TCFSL.

The Board of Directors of TCFSL had adopted the TCL ESOP Scheme, since it extends the benefit of the TCL ESOP Scheme to the Eligible Employees\* of TCFSL, as set out in the TCL ESOP Scheme. The Eligible Employees\* of TCFSL are eligible to purchase Equity Shares of TCL at fair market value, on such terms and conditions as mentioned in the TCL ESOP Scheme.

*\*In this context, ‘Eligible Employees’ would mean such employees as defined under TCL ESOP Scheme.*

## OBJECTS OF THE ISSUE

TCFSL proposes to utilise the funds which are being raised through the Issue, after deducting the Issue related expenses to the extent payable by TCFSL (“**Net Proceeds**”), towards funding the following objects (collectively, referred to herein as the “**Objects**”):

The details of the proceeds of the Issue are summarized below:

Particulars	Estimated amount (in ₹ lakh)
Gross proceeds to be raised through each Tranche Issue	As mentioned in the relevant Tranche Prospectus
Less: - Tranche Issue related expenses	As mentioned in the relevant Tranche Prospectus
Net proceeds of the Tranche Issue after deducting the Tranche Issue related expenses	As mentioned in the relevant Tranche Prospectus

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

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

*#TCFSL shall not utilize the proceeds of the Issue towards payment of prepayment penalty, if any.*

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

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

The Unsecured NCDs will be in the nature of Subordinated Debt and will be eligible for Tier II capital and accordingly, will be utilised in accordance with statutory and regulatory requirements including requirements of RBI.

### Purpose for which there is a requirement of funds

As stated in this section.

### Funding plan

NA

### Summary of the project appraisal report

NA

### Schedule of implementation of the project

NA

### Monitoring of utilisation of funds

There is no requirement for appointment of a monitoring agency in terms of the SEBI Debt Regulations. The Audit Committee shall monitor the utilisation of the proceeds of the Issue. TCFSL will disclose in its financial statements for the relevant financial year commencing from FY 2018-19, the utilisation of the proceeds of the Issue under a separate head along with details, if any, in relation to all such proceeds of the Issue that have not been utilised thereby also indicating investments, if any, of such unutilised proceeds of the Issue.

### Interim use of proceeds

The senior management of TCFSL will have flexibility in deploying the proceeds received from the Issue. Pending

utilisation of the proceeds out of the Issue for the purposes described above, TCFSL intends to temporarily invest funds in high quality interest bearing liquid instruments including money market mutual funds, deposits with banks or temporarily deploy the funds in investment grade interest bearing securities as may be approved by the Board / Committee of Directors of TCFSL, as the case may be. Such investment would be in accordance with the investment policy of TCFSL approved by the Board.

#### **Other confirmations**

In accordance with the SEBI Debt Regulations, TCFSL will not utilise the proceeds of the Issue for providing loans to or acquisition of shares of any person who is a part of the same group as TCFSL or who is under the same management as TCFSL.

The Issue proceeds shall not be utilised towards full or part consideration for the purchase or any other acquisition, *inter alia*, by way of a lease, of any immovable property.

No part of the proceeds from this Issue will be paid by us as consideration to our Promoter, our Directors, Key Managerial Personnel, or companies promoted by our Promoter except in ordinary course of business.

No part of the proceeds from this Issue will be utilized for buying, trading or otherwise dealing in equity shares of any other listed company.

Further, TCFSL undertakes that Issue proceeds from NCDs allotted to banks shall not be used for any purpose, which may be in contravention of the RBI guidelines on bank financing to NBFCs including those relating to classification as capital market exposure or any other sectors that are prohibited under the RBI regulations.

TCFSL confirms that it will not use the proceeds of the Issue for the purchase of any business or in the purchase of any interest in any business whereby TCFSL shall become entitled to the capital or profit or losses or both in such business exceeding 50% thereof, the acquisition of any immovable property or acquisition of securities of any other body corporate.

#### **Variation in terms of contract or objects in Shelf Prospectus**

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

#### **Benefit / interest accruing to Promoter / Directors out of the objects of the Issue**

Neither the Promoter nor the Directors of TCFSL are interested in the Objects of this Issue.

#### **Utilisation of Issue Proceeds**

- a) All monies received pursuant to the issue of NCDs to public shall be transferred to a separate bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;
- b) Details of all monies utilised out of a Tranche Issue shall be disclosed under an appropriate separate head in our Balance Sheet indicating the purpose for which such monies had been utilised;
- c) Details of all unutilised monies out of issue of NCDs, if any, shall be disclosed under an appropriate separate head in our Balance Sheet indicating the form in which such unutilised monies have been invested; and
- d) We shall utilize the Issue proceeds only upon execution of the Debenture Trust Deed, on receipt of the minimum subscription and receipt of listing and trading approvals from the Stock Exchanges.

Details of all utilized and unutilized monies out of the monies collected in the previous issue made by way of public offer shall be disclosed and continued to be disclosed in the Balance Sheet till the time any part of the proceeds of such previous issue remains unutilized indicating the purpose for which such monies have been utilized and the securities or other forms of financial assets in which such unutilized monies have been invested.

## STATEMENT OF TAX BENEFITS AVAILABLE TO THE DEBENTURE HOLDERS

**To**  
**The Board of Directors**  
Tata Capital Financial Services Limited

Mumbai-400 013.

Dear Sirs,

### **Statement of Possible Tax Benefits available to the debenture holders of Tata Capital Financial Services Limited**

We, B S R & Co. LLP, Chartered Accountants, hereby report that the enclosed statement states the possible tax benefits available to the debenture holders of Tata Capital Financial Services Limited (the “**Company**”) under the Income-tax Act, 1961 (amended by The Finance Act, 2018), presently in force in India. Several of these benefits are dependent on the debenture holders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the debenture holders to derive the tax benefits is dependent upon their fulfilling such conditions which based on business imperatives it faces in the future, it may not choose to fulfil.

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

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

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

**Yours faithfully,**

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

**Venkataramanan Vishwanath**  
**Partner**  
**Membership Number: 113156**

Place: Mumbai  
Date: August 16, 2018

## STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE DEBENTURE HOLDERS

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### ANNEXURE: STATEMENT OF TAX BENEFITS

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

Under the existing provisions of law, the following tax benefits, *inter alia*, will be available to the Debenture Holder(s). The tax benefits are given as per the prevailing tax laws and may vary from time to time in accordance with amendments to the law or enactments thereto. The information given below lists out the possible benefits available to the Debenture Holder(s) of an Indian company in which public are substantially interested<sup>1</sup>, in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the subscription, ownership and disposal of the debenture.

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

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

##### **I. To the Resident Debenture Holder**

###### *Interest on NCD*

1. Interest received by Debenture Holder(s) would be subject to tax at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act and such tax would need to be withheld at the rate of 10% at the time of credit/payment as per the provisions of Section 193 of the I.T. Act. However, no income tax is deductible at source in respect of the following:
  - (a) On any security issued by a company in a dematerialized form and is listed on recognized stock exchange in India in accordance with the Securities Contracts (Regulation) Act, 1956 and the rules made there under (w.e.f. 01.06.2008).
  - (b) In case the payment of interest on debentures to a resident individual or a Hindu Undivided Family ('HUF'), Debenture Holder does not or is not likely to exceed Rs 5,000 in the aggregate during the Financial Year and the interest is paid by an account payee cheque.
  - (c) When the Assessing Officer issues a certificate on an application by a Debenture Holder on satisfaction that the total income of the Debenture Holder justifies no/lower deduction of tax at source as per the provisions of Section 197(1) of the I.T. Act; and that certificate is filed with the Company before the prescribed date of closure of books for payment of debenture interest.
  - (d) (i) When the resident Debenture Holder with Permanent Account Number ('PAN') (not being a company or a firm) submits a declaration as per the provisions of Section 197A(1A) of the I.T. Act in the prescribed Form 15G verified in the prescribed manner to the effect that the tax on his estimated total income of the financial year in which such income is to be included in computing his total income will be NIL. However under Section 197A(1B) of the I.T. Act, "Form 15G cannot be submitted nor considered for exemption from tax deduction at source if the dividend income referred to in Section 194, interest on securities, interest, withdrawal from NSS and income from units of mutual fund or of Unit Trust of India as the case may be or the aggregate of the amounts of such incomes credited or paid or likely to be credited or paid during the previous year in which such income is to be included exceeds the maximum amount which is not chargeable to income tax".

To illustrate, as on 01.04.2018 -

- the maximum amount of income not chargeable to tax in case of individuals (other than senior citizens and super senior citizens) and HUFs is ₹ 2,50,000;

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<sup>1</sup> Refer Section 2(18)(b)(B) of the I.T. Act.



- in the case of every individual being a resident in India, who is of the age of 60 years or more but less than 80 years at any time during the Financial year (Senior Citizen) is ₹ 3,00,000; and
- in the case of every individual being a resident in India, who is of the age of 80 years or more at any time during the Financial year (Super Senior Citizen) is ₹ 5,00,000 for Financial Year 2018-19.

Further, Section 87A provides a rebate of 100 percent of income-tax or an amount of ₹ 2,500 whichever is less to a resident individual whose total income does not exceed ₹ 3,50,000.

(ii) Senior citizens, who are 60 or more years of age at any time during the financial year, enjoy the special privilege to submit a self-declaration in the prescribed Form 15H for non deduction of tax at source in accordance with the provisions of Section 197A(1C) of the I.T. Act even if the aggregate income credited or paid or likely to be credited or paid exceeds the maximum amount not chargeable to tax, provided that the tax due on total income of the person is NIL.

(iii) In all other situations, tax would be deducted at source as per prevailing provisions of the I.T. Act. Form No.15G with PAN / Form No.15H with PAN / Certificate issued u/s 197(1) has to be filed with the Company before the prescribed date of closure of books for payment of debenture interest without any tax withholding.

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

#### *Classification of gains on transfer*

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

#### *Capital gains and other general provisions*

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

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

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

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

## **II To Mutual Funds**

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

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

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

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

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

### *Interest on NCD and capital gains on transfer*

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

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

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

of acquisition. Short-term capital gains will be taxable at the normal rates of tax in accordance with and subject to the provisions contained therein.

*Exemption from long-term capital gains*

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

*Others relaxations*

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

- 2. In accordance with and subject to the provisions of Section 115I of the I.T. Act, a Non-Resident Indian ***may opt not to be governed*** by the provisions of Chapter XII-A of the I.T. Act. In that case, the general provisions applicable to non-residents would apply.

**V. To Non-resident Debenture Holder –General**

- 1. Under the general provisions applicable to non-resident investors, the applicable tax rates are as under:
  - (a) Long term capital gains on transfer of listed debentures would be subject to tax at the rate of 10% computed without indexation.
  - (b) Investment income and Short-term capital gains on the transfer of listed debentures, where debentures are held for a period of not more than 12 months preceding the date of transfer, would be taxed at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act
- 2. Under Section 195 of the I.T. Act, the applicable rate of tax deduction at source is 20% on investment income and 10% on any long-term capital gains as per Section 115E, and 30% for Short Term Capital Gains if the payee Debenture Holder is a Non Resident Indian.
- 3. As per Section 74 of the I.T. Act, short-term capital loss suffered during the year is allowed to be set-off against short-term as well as long-term capital gains of the said year. Balance loss, if any could be carried forward for eight years for claiming set-off against subsequent years' short-term as well as long-term capital gains. Long-term capital loss suffered (other than the long-term capital assets whose gains are exempt under Section 10(38) of the I.T. Act) during the year is allowed to be set-off only against long-term capital gains. Balance loss, if any, could be carried forward for eight years for claiming set-off against subsequent year's long-term capital gains.
- 4. As per Section 90(2) of the I.T. Act read with the Circular no. 728 dated October 30, 1995 issued by the Central Board of Direct Taxes ('CBDT'), in the case of a remittance to a country with which a Double Taxation Avoidance Agreement (DTAA) is in force, the tax should be deducted at the rate provided in the

I.T. Act or at the rate provided in the DTAA, whichever is more beneficial to the assessee. However, submission of Tax Residency Certificate ('TRC') is a mandatory condition for availing benefits under any DTAA. Further, such non-resident investor would also be required to furnish Form 10F along with TRC, if such TRC does not contain information prescribed by the CBDT vide its Notification No. 57/2013 dated 1 August 2013.

5. Alternatively, to ensure non deduction or lower deduction of tax at source, as the case may be, the Debenture Holder should furnish a certificate under Section 195(2) & 195(3) of the I.T. Act, from the Assessing Officer before the prescribed date of closure of books for payment of debenture interest. However, an application for the issuance of such certificate would not be entertained in the absence of PAN as per the provisions of Section 206AA.
6. Where, debentures are held as stock in trade, the income on transfer of debentures would be taxed as business income or loss in accordance with and subject to the provisions of the I.T. Act. Further, where the debentures are sold by the Debenture Holder(s) before maturity, the gains arising therefrom are generally treated as capital gains or business income as the case may be. However, there is an exposure that the Indian Revenue Authorities (especially at lower level) may seek to challenge the said characterisation (especially considering the provisions explained in Para V below) and hold the such gains/income as interest income in the hands of such Debenture Holder(s). Further, cumulative or regular returns on debentures held till maturity would generally be taxable as interest income taxable under the head Income from other sources where debentures are held as investments or business income where debentures are held as trading asset / stock in trade.

#### **VI. General Anti-Avoidance Rule ('GAAR')**

In terms of Chapter XA of the I.T. Act, General Anti-Avoidance Rule may be invoked notwithstanding anything contained in the I.T. Act. By this Rule, any arrangement entered into by an assessee may be declared to be impermissible avoidance arrangement as defined in that Chapter and the consequence would be, *inter alia*, denial of tax benefit, applicable w.e.f 1-04-2017. The GAAR provisions can be said to be not applicable in certain circumstances viz. the main purpose of arrangement is not to obtain a tax benefit etc. including circumstances enumerated in CBDT Notification No. 75/2013 dated 23 September 2013.

#### **VII. Exemption under Sections 54EE and 54F of the I.T. Act**

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

- (a) Section 54EE of the Act exempts long-term capital gains on transfer of shares if the gains upto ₹50 lakh are invested in "long term specified assets" (i.e. units of notified fund) within six months from the date of transfer. The investment in long term specified assets should be held for 3 years.
- (b) Section 54F of the Act exempts long-term capital gains on transfer of shares, held by an individual or HUF, if the net consideration is utilized to purchase/ construct a residential house within specified timelines.

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

##### **1. *Sec.139A(5A)***

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

##### **2. *Sec.206AA***

- (a) Section 206AA of the I.T. Act requires every person entitled to receive any sum, on which tax is deductible under Chapter XVIIIB ('deductee') to furnish his PAN to the deductor, failing which tax shall be deducted at the highest of the following rates:

- (i) at the rate in force specified in the relevant provision of the I.T. Act; or
- (ii) at the rate of **twenty per cent**

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

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

#### **IX. Taxability of Gifts received for Nil or inadequate consideration**

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

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

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

#### **X. General Tax Rates (relevant for computing tax on short term capital gains)**

Rates applicable to different categories of assesses:

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

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

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

An individual resident, whose total income does not exceed ₹ 500,000 (₹ 3,50,000 w.e.f. 1 April 2018), shall be eligible for a rebate of amount of income-tax payable on the total income for any assessment year or Rs 2500 , whichever is less.

- b) Rates applicable to other categories of assesses:

Assessee	% of Income Tax
Partnership Firms	30%
Indian Corporates	30% *

Foreign Company	40%
-----------------	-----

\*The Finance Act, 2018, provides that where the total turnover or the gross receipt of the domestic company does not exceed ₹ 25,000 lakh in the previous year 2016-17, the rate of income tax is 25%.

### ***Surcharge and cess***

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

<b>Particulars</b>	<b>If total income does not exceed ₹ 50 lakh</b>	<b>If total income exceeds ₹ 50 lakh but doesn't exceed ₹ 100 lakh</b>	<b>If total income exceeds ₹ 100 lakh</b>
Individuals/HUF/ AOP/ BOI/ Artificial Juridical Person	Nil	10%	15%

<b>Particulars</b>	<b>If total income does not exceed ₹ 100 lakh</b>	<b>If total income exceeds ₹ 100 lakh but doesn't exceed ₹ 1,000 lakh</b>	<b>If total income exceeds ₹ 1,000 lakh</b>
Domestic Company	Nil	7%	12%
Other than Domestic Companies	Nil	2%	5%

In case of Firms including Limited Liability Partnership ('LLP') and Local Authority, surcharge will be applicable at the rate of 12% if income exceeds ₹ 100 lakh.

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

### **B. IMPLICATIONS UNDER THE WEALTH TAX ACT, 1957**

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

#### **Notes**

1. The above statement covers only certain relevant benefits under the Income-tax Act, 1961 and Wealth Tax Act, 1957(collectively referred to as 'direct tax laws') and does not cover benefits under any other law.
2. The above statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of debentures/bonds. Further, several of these benefits are dependent on the Debenture Holder fulfilling the conditions prescribed under the relevant provisions.
3. The above statement of possible tax benefits is as per the current direct tax laws relevant for the Assessment Year 2019-20 (considering the amendments made by Finance Act, 2018).
4. This statement is intended only to provide general information to the Debenture Holder(s) and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each Debenture Holder is advised to consult his/her/its own tax advisor with respect to specific tax consequences of his/her/its holding in the debentures of the Company.
5. The stated benefits will be available only to the sole/ first named holder in case the debenture is held by joint holders.

6. In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant tax treaty, if any, between India and the country in which the non-resident has fiscal domicile. For taxes paid in India, the same could be claimed as a credit in accordance with the provisions of the relevant tax treaty and applicable domestic tax law.
7. Interest on application money would be subject to tax at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act and such tax would need to be withheld at the time of credit/payment as per the provisions of Section 194A of the I.T. Act.
8. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

## SECTION IV: ABOUT THE ISSUER AND INDUSTRY OVERVIEW

### INDUSTRY OVERVIEW

*Unless noted otherwise, the information in this section has been obtained or derived from the report on “NBFC Overview” dated November, 2017 by CRISIL (the “CRISIL Report”), report on “Indian Retail Non – Banking Finance Market” by ICRA (the “ICRA Report”) as well as other industry sources and government publications. All information contained in the CRISIL Report and ICRA Report has been obtained by CRISIL and ICRA respectively from sources believed by them to be accurate and reliable. Although reasonable care has been taken by CRISIL and ICRA to ensure that the information in the CRISIL Report and ICRA Report is true, such information is provided ‘as is’ without any warranty of any kind, and CRISIL and ICRA in particular, make no representation or warranty, express or implied, as to the accuracy, timeliness or completeness of any such information. All information contained herein must be construed solely as statements of opinion. None of the Company, the Lead Managers and any other person connected with the Issue has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources believed to be reliable, but 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 must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. The information in this section must be read in conjunction with “Risk Factors” and “Our Business” on pages 11 and 64, respectively of this Shelf Prospectus.*

*The CRISIL Report contains the following disclaimer:*

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#### **Overview of the Indian Economy**

The Indian economy is one of the largest economies in the world, with a GDP at current price of an estimated ₹167.2 trillion for the fiscal year 2016 - 2017 (Source: *The International Monetary Fund’s World Economic Outlook as of October 2017*). Growth in India was revised down to 6.7 percent in 2017, given the lingering disruptions from demonetisation i.e. currency exchange initiative introduced in November 2016, as well as transition costs related to national Goods and Services Tax (GST). The introduction of GST, which promises the unification of India’s vast domestic market, is among several key structural reforms under implementation by the Government that are expected to help push growth above 8 percent in the medium term. (Source: *The International Monetary Fund’s World Economic Outlook as of October 2015*).



GDP growth slowed down in the year 2016 – 2017, rising 7.1% as compared to a growth of 8.0% in the year 2015 - 2016. The growth moderated due to slowdown in gross capital formation as waning business confidence and flagging entrepreneurial energies took their toll on the appetite for new investment, even as government and private consumption accelerated and held up aggregate demand (*Source: RBI's Annual Report 2016 – 2017*)

In the midst of global slowdown accentuated by the vicissitudes of financial markets and the transient impact of demonetisation, the Indian economy turned out resilient, marked by both internal and external stability. While economic growth moderated in 2016-17, there were visible signs of improvement in macroeconomic fundamentals – low inflation, and modest current account deficit and fiscal deficit. Against the backdrop of activity and trade slowing across advanced and emerging economies, firming commodity prices and bouts of volatility interrupting generally rallying financial markets, the Indian economy posted a resilient performance in 2016-17, underpinned by macroeconomic stability. The provisional estimates of national accounts released by the Central Statistics Office (CSO) in May 2017 reveal that real Gross Value Added (GVA) growth moderated in 2016-17 from a year ago, mainly located in the services sector (*Source: RBI Annual Report 2016 – 2017*)

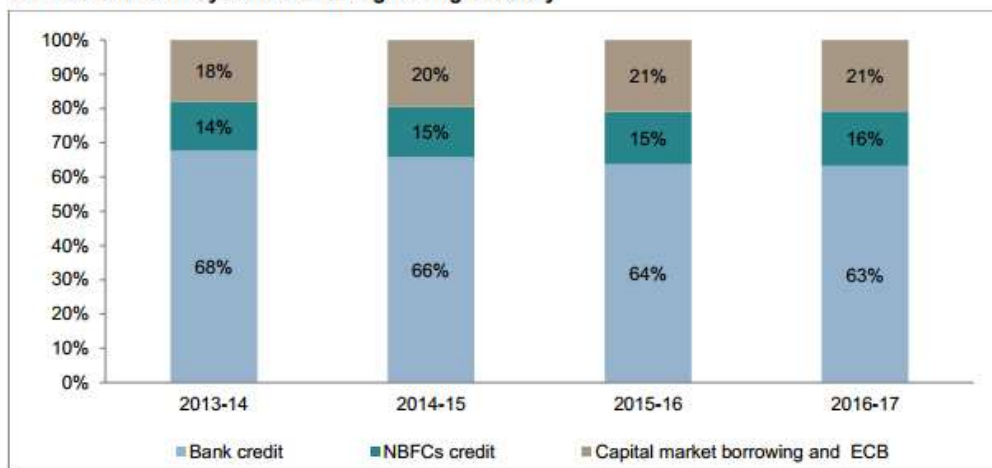
### **Overview of the NBFC Sector**

India's financing requirements have risen in sync with the economy's notable growth over the past decade. Nonbanking financial companies (NBFCs) have played a major role in meeting this need, complementing banks and other financial institutions. NBFCs provide financial services with respect to products as well as customer and geographic segments at the grassroots level, making them a critical cog in the financial machine. They cater to the unbanked masses in rural and semi-urban areas, and lend to the informal sector and people without credit histories. This key service has enabled the government and regulators to realise the mission of financial inclusion. As of March 2017, they accounted for 16% of the overall systemic credit.

NBFC-retail credit grew by 22% during FY 2018, fastest in the last 4 years, to ₹ 7.5 trillion in March 2018. Revival was witnessed from Q3 FY 2018 as impact of GST implementation and spill-over effects of demonetisation, on some key asset segments, waned. Key segments contributing to the overall growth were LAP + SME finance (LAP+SME), commercial vehicle (CV), personal credit (unsecured, including consumer durable) and microfinance, which in total account for 63% of the total NBFC retail credit in March 2018. NBFCs turned to be the key funding source to SMEs and small businesses on the back of the large credit demand-supply gap and as working capital demand from these enterprises increased post GST implementation. Bank credit to segment grew by a relatively moderate pace during the period, which also pushed these entities towards NBFC financing. Further, healthy growth in the vehicle sales (CV, tractor, construction equipment, two-wheeler, car etc.) during the last fiscal supplemented credit growth. (*Source: ICRA Report*)

Going forward, NBFCs will have to focus on their core strengths, diversify their portfolio, and create a niche with new offerings to help them grow in the competitive financial market. There is significant scope for NBFCs to not only gain market share but also enter newer areas, as public sector banks (PSBs) have been struggling on asset quality front over the past few years.

### NBFCs share in systemic credit growing steadily



Note: 1. Banks' credit includes outstanding of Regional Rural Banks (RRBs) and Cooperative banks;

2. Capital market borrowing and External Commercial Borrowing (ECB) includes corporate bond, commercial papers outstanding; but excludes amount raised by banks & NBFC

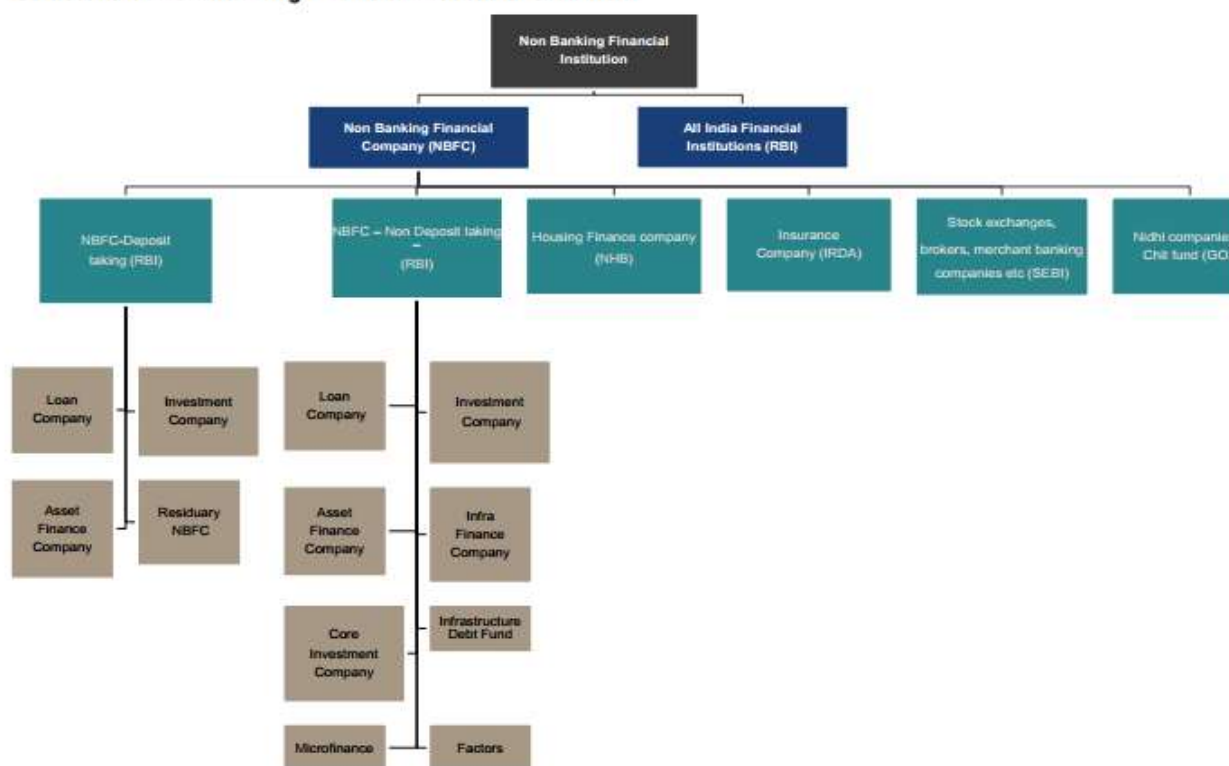
Source: RBI, SEBI, Company Reports, CRISIL Research

(Source: CRISIL Report)

### Non – banking financial institution structure in India

Indian financial system includes banks and non-bank financial institutions. Though banking system dominates financial services, non-banking financial institutions have grown in importance by carving a niche for themselves in under-penetrated regions and unbanked segments.

### Structure of non-banking financial institutions in India



Note: The regulatory authority for the respective institution is indicated within the brackets.

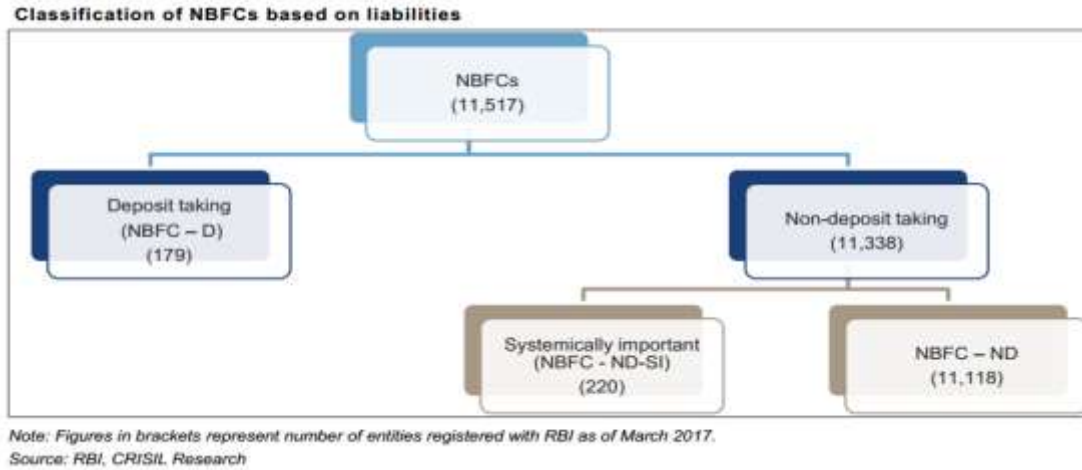
All-India financial institutions including NABARD, SIDBI and EXIM Bank

Source: RBI, CRISIL Research

(Source: CRISIL Report)

### Classification of NBFCs

NBFCs are classified on the basis of liabilities into two broad categories: a) deposit-taking, and b) non-deposit taking. Deposit-taking NBFCs (NBFC-D) are subject to requirements of capital adequacy, liquid assets maintenance, exposure norms, etc. Further, in 2015, non-deposit-taking NBFCs with asset size of ₹ 5 billion and above were labelled as ‘systemically important non-deposit-taking NBFCs’ (NBFC – ND – SI) and separate prudential regulations were made applicable to them.

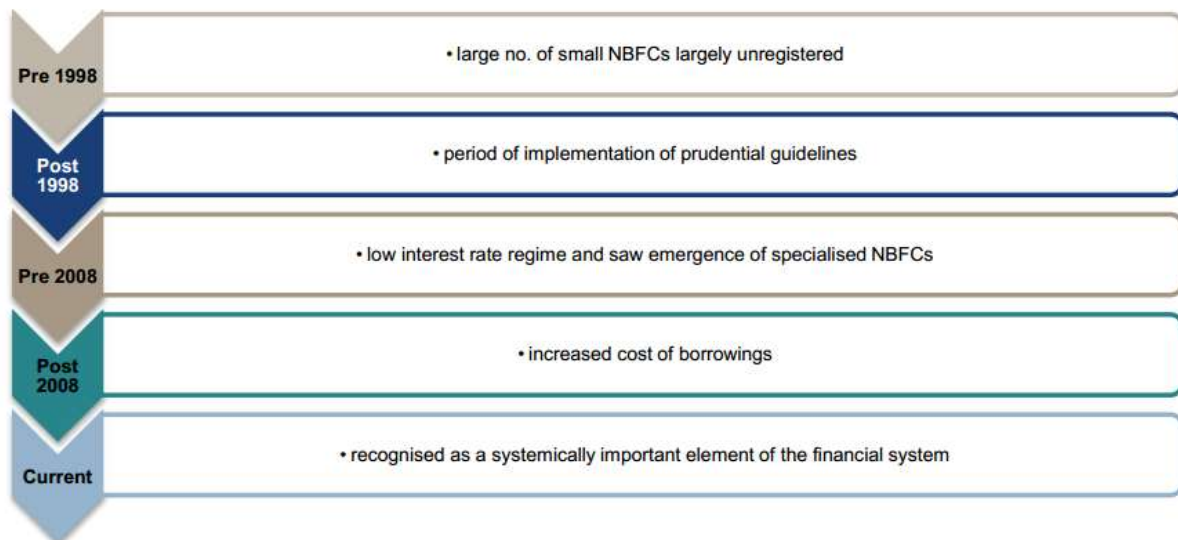


(Source: CRISIL Report)

### Evolution of NBFCs

NBFCs are characterized by their ability to provide niche financial services in the Indian economy. They are often able to provide tailor-made services faster than banks and financial institutions, because of their relative organisational flexibility and consequent better response mechanism. They can build up a clientele ranging from small borrowers to established corporates, and fund sectors with credit gaps. Comprehensive regulation of the banking system on the one hand and relatively lower degree of regulation over NBFCs has significantly contributed to NBFCs’ rapid growth.

### Evolution of NBFCs

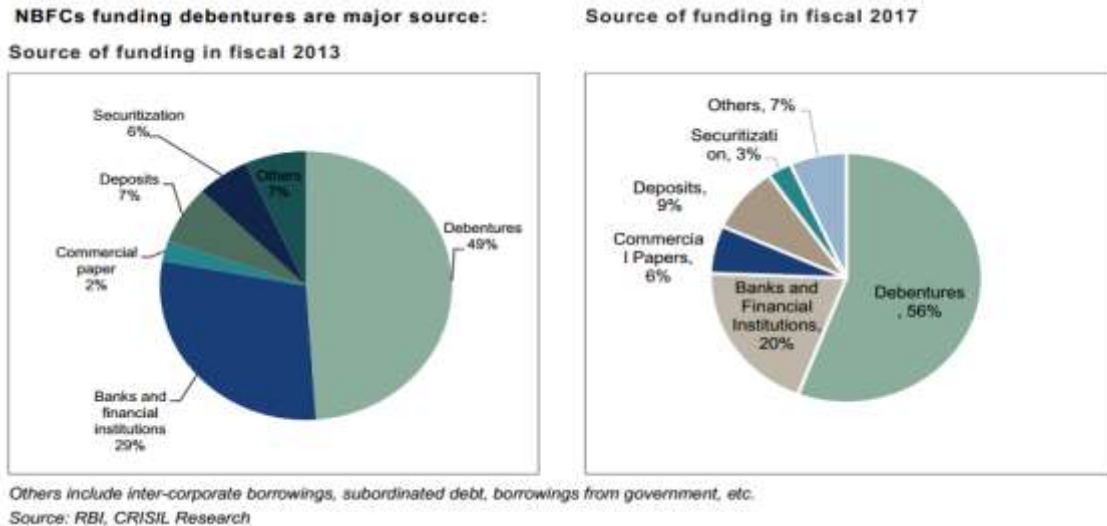


Source: CRISIL Research

(Source: CRISIL Report)

*NBFCs have reduced dependence on banks for funding*

The banking system is one of the major sources of funding for NBFCs, both directly and indirectly (securitization), accounting for almost a third of the borrowings (see figure below). But over the years, NBFCs have increased their borrowing from the bond market. As a result, their cost of borrowing has reduced since yields are more than 100 basis points lower than bank lending rates.



*(Source: CRISIL Report)*

*Competitive advantage of NBFCs*

By virtue of access to low-cost funds and an extensive branch network, banks compete with NBFCs, especially on the cost front. However, with their strategic presence in lending segments as well as geographies, NBFCs have carved out a niche for themselves to effectively compete with banks. The niche product focus of NBFCs enables them to make customised offerings. Currently, NBFCs dominate construction equipment finance, with steady gain in market share in housing, LAP, and microfinance segments. In emerging segments such as small and medium enterprise (SME) finance and wholesale finance, NBFCs have doubled their market share in the past five years even though it is still at a lower level.

The table below gives the competitive position of NBFCs vis-à-vis banks in each sub-segment.

**Competitive positioning of NBFCs in different segments**

NBFC segment	Market share (2016-17 E)	Competitive positioning
Infra finance	39%	<ul style="list-style-type: none"> <li>Specialized institutions; competitive cost of funds</li> </ul>
Housing Finance	40%	<ul style="list-style-type: none"> <li>Competitive interest rates, better customer service; focusing on higher yielding segments like Loan against property and developer loans</li> </ul>
Auto finance	50%	<ul style="list-style-type: none"> <li>Catering to relatively less credit worthy customers, strong presence in used vehicles, faster processing, lower documentation, customized offering</li> </ul>
Gold loans	26%	<ul style="list-style-type: none"> <li>Higher LTV, lower turn-around-time, lower documentation, niche focus enables them offer better customer experience</li> </ul>
Loan against property	51%	<ul style="list-style-type: none"> <li>Strong origination skills, superior customer knowledge, better collection mechanisms, faster loan processing, cash flow based credit appraisal</li> </ul>
Construction equipment finance*	64%	<ul style="list-style-type: none"> <li>Focus on hire/retail segment, higher LTV offering, wide reach, flexibility in repayment, simple documentation, doorstep collection, lower turnaround time</li> </ul>
Microfinance	53%	<ul style="list-style-type: none"> <li>Extensive reach, lower interest rates as compared to local money-lenders</li> </ul>
MSME finance	7%	<ul style="list-style-type: none"> <li>Lower turn-around-time, wider reach, cash flow based credit appraisal, better servicing, simpler documentation</li> </ul>
Low cost housing#	na	<ul style="list-style-type: none"> <li>Strong local knowledge, geographical focus, differentiated credit appraisal methodology</li> </ul>
Wholesale finance	5%	<ul style="list-style-type: none"> <li>Strong origination skills, customized product offering, focus on real estate funding and structured products</li> </ul>
Consumer durable loans*	59%	<ul style="list-style-type: none"> <li>NBFCs have an upper hand in CD financing owing to better understanding of the customer's psyche and a robust network</li> </ul>
Educational loans	6%	<ul style="list-style-type: none"> <li>The NBFCs' focus on high value accounts, with international loans remaining the focus area</li> <li>Value-added services provided by NBFCs such as pre-admission sanction of loan, visa counselling, online platform, etc have seen customers gravitate towards them</li> </ul>

\*Based on disbursements

#Low cost housing is a subset of Housing finance

Source: RBI, CRISIL Research

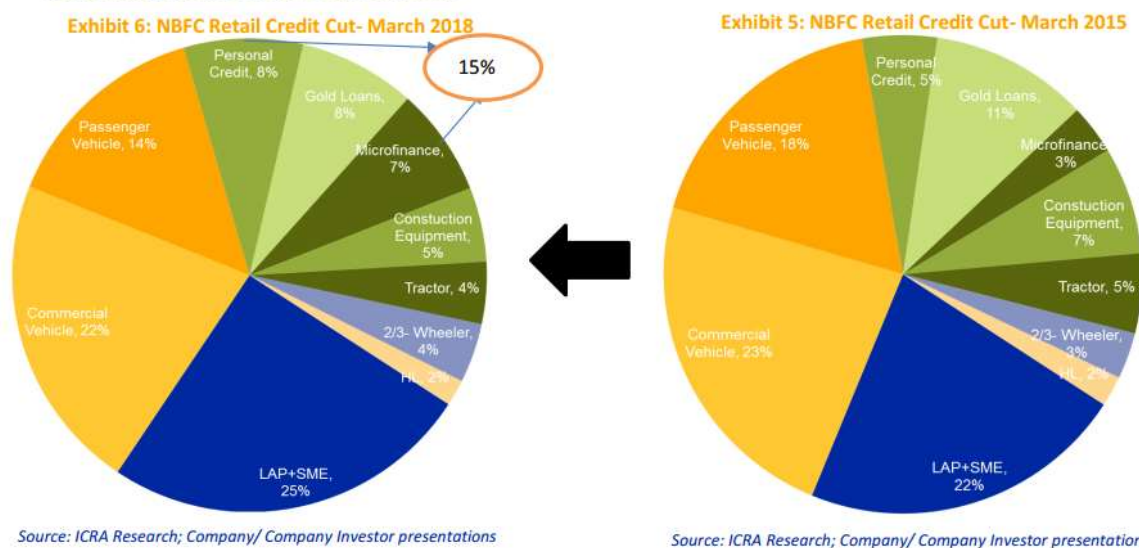
(Source: CRISIL Report)

### **NBFC Retail Credit Trends and Outlook**

Growth in LAP+SME segment (25% of NBFC retail credit) improved with increased demand post GST implementation, limited credit availability from banks and as concerns around property valuation etc., reduced. Demand also increased post GST implementation, as working capital requirement for SMEs went-up and, bank credit to the segment continued to grow at moderate pace (10% in FY2018 and 8% in FY2017). Therefore, NBFCs were able to stepped-up credit to this segment; and credit grew at a robust 26% during FY2018 vis a vis 16% in FY2017. While the growth was still lower than the 33-34% rate witnessed in FY2015 and FY2016, the revival indicates change in the lender's stance, as uncertainties around property valuation etc., which prevailed post demonetisation, subsided.

NBFC CV credit, which accounted for 22% of the total NBFC-retail credit in March 2018, had seen a steady reduction in its share in overall credit pie, as other asset segments grew at a faster pace. Strong growth in CV sales (about 20%) during FY2018 with volumes crossing the previous peak of FY2012 supported the credit growth. As per ICRA estimates, CV sales growth in the current year is also expected to be at about 9-10%, which along with used CV demand would support overall NBFC credit growth in the current year. Banks currently account for about 33% of the total credit outstanding to the segment. NBFCs face competitive pressures from banks, especially private sector banks, in new CV financing, however NBFCs are the principal funders in the used CV category.

## Increasing share of unsecured credit



### Growth and outlook across asset classes

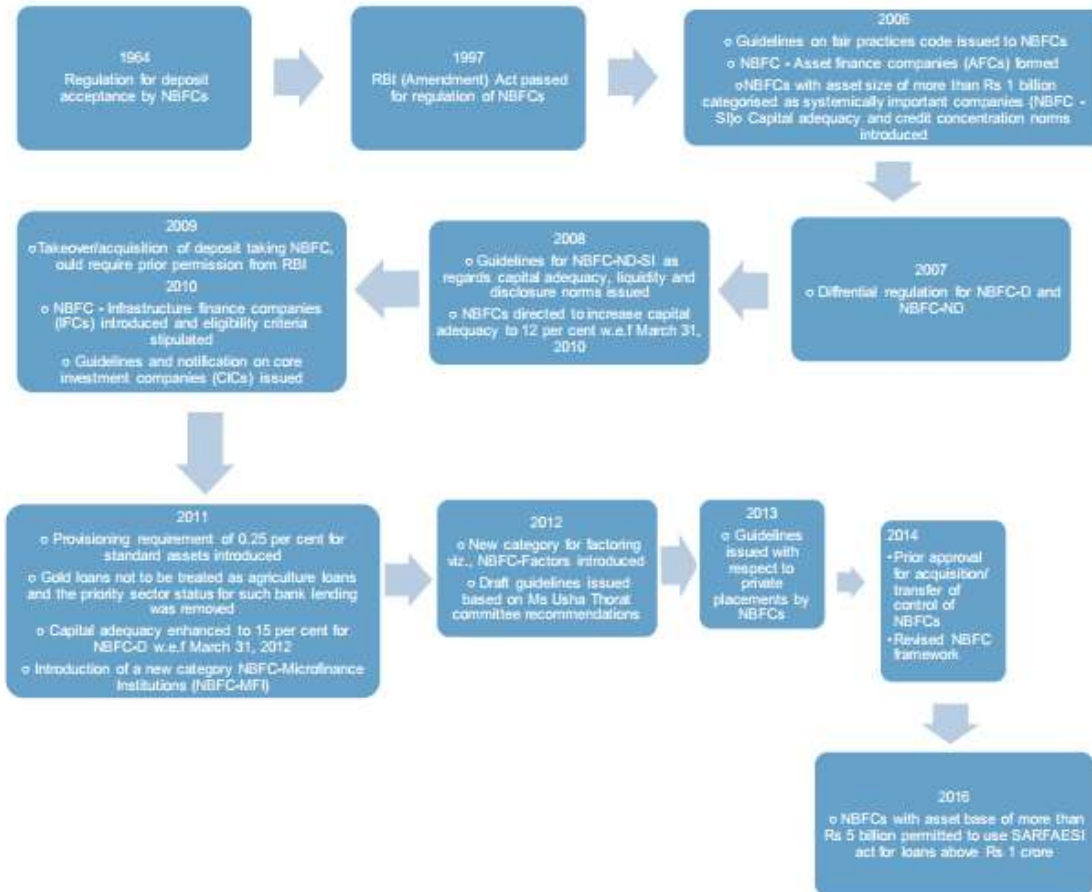
- Loan against Property** – NBFCs are increasing focus on SME credit, for productive purposes vis a vis conventional LAP, where the end use could be productive or consumption. Larger NBFCs, in view of the asset quality concerns and increased competitive pressure, have moderated their ticket sizes (focus largely on < ₹ 100 lakh). Niche positioning of NBFCs along with a differentiated product offering, good market knowledge, and large unmet demand in the SME space, is likely to support their credit growth. Also, the emergence of the new-age NBFCs (average ticket size ~ ₹ 10 lakh), with a focus on the small business loans segment, would provide growth impetus.
- Commercial Vehicles** – Post demonetisation and GST implementation, domestic CV sales recovered sharply from Q2 FY2018, driven by healthy growth in LCV (Truck) and M&HCV (Trucks) sales. Replacement demand, improved financing environment and rural uptick is driving LCV sales, while pent-up demand post GST, demand up-tick in auto, petroleum and express cargo segments, pick-up in construction activity and stricter implementation of overloading norms supported M&HCV sales. In 11M FY2018, M&HCV truck sales grew by 19% YoY in volume terms and 33% in tonnage terms. Weak orders from SRTUs, however, impacted bus segment growth. Healthy sales outlook for FY2019, 8-10% in volume terms, would drive CV finance growth by about 13-15%.
- Passenger Vehicles** – NBFC PV credit grew at a slower pace of 13% CAGR (April 2013 – March 2018) as compared with bank credit growth of 18%. The relatively muted growth for NBFCs vis a vis banks was because of the bank's ability to offer finer rates in the new vehicle financing category and, as banks increased their retail focus. NBFC credit growth is expected to be supported by the growth in the captive financiers, especially foreign OEM captives (FOCs) and in used car segment as rural demand improves. FOCs account for about 30% of the total NBFC credit and are growing at a faster pace as they increased finance penetration of their respective OEMs.
- Gold Loans** – During FY2017 and FY2018, gold loan NBFCs undertook certain process and product level changes to mitigate the credit risk associated with adverse gold price movements while meeting borrower requirements. Initiatives including online gold loans and quick turnaround time for emergency loans augur well for future growth. Further, an expected steady transition from the large unorganised gold loan market provides some visibility for future growth for NBFC credit to this segment. Nevertheless, ICRA expects the gold portfolio of NBFCs to grow at a lower rate in the medium-term vis-a-vis the overall retail NBFC credit expansion.
- Construction Equipment** – Total NBFC credit to the construction equipment (CE) segment stood at about ₹ 375 billion as on March 31, 2018, registering a growth of about 15% vis a vis the 7-8% growth witnessed in FY2017, spurred by infrastructure investments in sectors like roads, irrigation and railways & metro. Increasing scale of projects has pushed up demand for larger equipment like excavators, which have posed strong volume growth in the recent past.

- **Tractors** – Credit growth remained subdued even as sales volumes grew at a healthy pace of 18% during FY2017 and by a similar pace in April – January 2018, as NBFCs remained cautious on account of the high delinquencies observed in the segment.
- **2 and 3 wheelers** – Portfolio growth is expected to remain healthy with a sales volume growth expectation of about 8-10% in FY2019 and an increase in finance penetration, which currently is about 40%.

(Source: ICRA Report)

## Regulatory environment for NBFCs

### Regulatory evolution for NBFCs



Source: RBI, CRISIL Research

NBFCs have been part of the informal loan disbursement setup since several decades in India. However, there were various complaints from investors relating to NBFCs' dubious functioning and loss to depositors. This threw up challenges for policymakers and regulators to integrate NBFCs within the overall prudential regulatory framework of the financial system. Amendments to the RBI Act in 1997 bestowed comprehensive powers on the RBI to regulate and supervise NBFCs.

Prominent features of the amendments include:

- Making it mandatory for NBFCs to obtain certificate of registration from the RBI and maintain a minimum level of net owned funds (NoF);
- Requiring deposit-taking NBFCs to maintain a certain percentage of assets in unencumbered approved securities;
- Empowering the RBI to determine policy and issue directions with respect to income recognition, accounting standards, etc.; and
- Empowering the RBI to order special audit of NBFCs.

Further, asset liability management guidelines were introduced in 2001 to address credit risk and market risk faced by NBFCs. Fair practices code for lending was prescribed in 2006, directed towards ensuring transparency in pricing of loans and ethical behaviour towards borrowers. Corporate governance framework was introduced in 2007 to ensure professionalism in NBFCs and know your customer norms were also made applicable to them. On November 10, 2014, the RBI released a revised regulatory framework, centred on the following objectives:

- Harmonising and simplifying regulations to make compliance easier;
- Focusing on activity-based regulations without impeding those segments within the sector that do not pose any significant risk to the wider financial system;
- Addressing risks and regulatory gaps wherever these exist, and strengthening governance and disclosure standards.

*(Source: CRISIL Report)*



## OUR BUSINESS

*Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read “Forward-Looking Statements” on page 9 of this Shelf Prospectus for a discussion of the risks and uncertainties related to such statements and also “Risk Factors” on page 11 of this Shelf Prospectus for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.*

*Our fiscal year ends on March 31 of each year, and references to a particular fiscal are to the twelve months ended March 31 of that year. Unless otherwise indicated, the financial information included herein is based on our Reformatted Standalone Financial Information for Fiscal 2014, 2015, 2016, 2017 and 2018, included in this Shelf Prospectus. For further information, see “Financial Information” on page 197 of this Shelf Prospectus.*

### Overview

We are a Systemically Important Non – Deposit taking Non – Banking Financial Company (“**ND – SI – NBFC**”) focused on providing a broad suite of financing products customized to cater the needs of various segments. Our financing products include:

- *Corporate finance:* The Corporate Finance Division (“**CFD**”) offers commercial finance which offers vanilla term loans, working capital term loans, channel finance, bill discounting, construction equipment finance, leasing solutions, lease rental discounting, promoter finance and structured products. In addition, the Special Assets Management Group (“**SAMG**”) was formed to manage the project finance portfolio of the *erstwhile* infrastructure finance division;
- *Consumer finance:* The Consumer Finance and Advisory Business Division (“**CFABD**”) offers a wide range of consumer loans such as car and two wheeler loans, commercial vehicle loans, tractor loans, business loans, loans against property, personal loans, consumer durable loans and loans against securities;

Additionally, we have launched Tata cards, which are white label credit cards that enable customers to earn and redeem points across Tata group partners and offer convenient payment options in the form of EMIs.

We are promoted by and are a wholly owned subsidiary of TCL, which is a diversified financial services company providing services through its subsidiaries to retail, corporate and institutional clients. TCL is the financial services arm of the Tata group, which is a diversified global business group serving a wide range of customers across varied sectors such as steel, motors, power, chemicals, telecommunications and hospitality.

TCFSL was incorporated in 2010 and was registered with the RBI to commence the business of an NBFC without accepting public deposits with effect from November 4, 2011. Pursuant to the notifications issued by the RBI regarding a CIC, TCL got itself reorganized as a CIC by transferring, at book value, the business of its CFD and CFABD, along with its investments in non-group companies to TCFSL, with effect from April 1, 2011. This transfer was effected through the Scheme of Arrangement and accordingly, the aforementioned businesses, employees, non-group investments, assets, liabilities, etc., stood transferred from TCL to TCFSL, with effect from April 1, 2011.

We have a robust marketing and distribution network which provides customers a diversified financial services platform with presence in 23 states through 134 offices as on June 30, 2018.

Our total income and profit after tax of the Company as of March 31, 2018 stood at ₹ 455,537 lakh and ₹ 48,258 lakh, respectively. Our income from operations witnessed a CAGR of 13.11% from ₹ 278,313 lakh in Fiscal 2014 to ₹ 455,537 lakh in Fiscal 2018 and profit after tax witnessed a CAGR of 29.40% from ₹ 17,213 lakh in Fiscal 2014 to ₹ 48,258 lakh in Fiscal 2018. The loan and advances outstanding of the Company has witnessed a CAGR of 14.01% from ₹ 2,185,108 lakh in Fiscal 2014 to ₹ 3,691,324 lakh in Fiscal 2018.

Our total loan and advances outstanding was ₹ 3,691,324 lakh as of March 31, 2018, out of which, secured loans constituted 59.30% of the Company's total loan and advances outstanding as at March 31, 2018. Our CRAR, as of March 31, 2018 computed on the basis of applicable RBI requirements was 16.68% compared to the RBI stipulated minimum requirement of 15% as per the Prudential Norms of RBI. Our gross NPAs and net NPAs as a percentage of total loan and advances outstanding was 3.32% and 0.90%, respectively as of March 31, 2018.

## **Key Strengths**

### ***Integrated financial services platform***

Our customers benefit from our integrated financial services platform, offering a cross section of financial services and products, including retail, small and medium enterprises, finance, construction equipment finance, leasing finance, rural finance and marketing of Tata cards. We believe our management structure enables us to leverage relationships across lines of our business. Our product knowledge and multi – channel delivery model enhances our ability to cross – sell our services. Our focus on coverage and ability to provide innovative solutions enables us to establish long – term relationships with corporate and retail clients. Our business model is based on providing services where we employ dedicated relationship and product managers for each key business line. This enables us to create capabilities and expertise for each product and which we believe benefits customers in achieving their desired final objective.

### ***Diversified and balanced mix of businesses***

Our present mix of business includes corporate finance and consumer finance. We, therefore, provide integrated financial services while maintaining a diversified and balanced mix of businesses. We continue to explore further opportunities to set up new business and widen our product portfolio to include products and services that would complement our current offerings and would help us leverage our existing expertise. We believe that our presence in diverse lines of businesses across asset classes enables us to mitigate risks arising from product and client concentration.

### ***Robust internal processes and risk management framework***

We believe that we have strong internal control and risk management systems to assess and monitor risks across our various business lines. Our processes have been standardised with the objective of providing high quality of service and ensuring efficiency. This is achieved by facilitating the integration of our workforce, processes and technology. Our key business processes are regularly monitored by the respective heads of our business and/or operations. We believe that we have the necessary internal controls and risk management systems in TCFSL to assess and monitor risks across various business lines. TCFSL's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliances with laws and regulations. Our Board has constituted various Committees including Finance and Asset Liability Supervisory Committee, Risk Management Committee and Audit Committee to monitor and manage risk. 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. We believe that we have effective procedures for evaluating and managing the market, credit and other relevant risks.

### ***Synergy and parentage of Tata group***

Tata group is a global enterprise, headquartered in India, and has its presence in varied sectors. The group's long standing operations in various sectors such as steel, motors, chemicals, hospitality, financial services etc. have resulted in establishing 'Tata' as a recognized brand. We believe that the relationship that Tata group has developed provides us instant brand recognition. Furthermore, we derive certain business synergies from our Promoter which helps us in sourcing customers, expanding our operational network and increasing market penetration.

We leverage our Promoter's experience in the various facets of the financial services sector which allows us to understand market trends and mechanics and helps us in designing our products to suit the requirements of our target customer base as well as to address opportunities that arise out of changes in market trends. We believe that by leveraging on the existing relationships and synergies with our Promoter and the Tata group we will be able to further expand the size of our loans and advances outstanding, launch new products and build scale.

### ***Widespread operational network***

We believe that the scale of our operational network provides us with a competitive advantage. We operate an extensive network of our 134 offices spanning across 23 states, as of June 30, 2018. The reach of our offices allows us to service our existing customers and attract new customers as a result of personal relationships cultivated through proximity and frequent interaction by our employees. Our widespread office network reduces our reliance on any one region in India and allows us to apply best practices developed in one region to other regions. Our geographic diversification also mitigates some of the regional, climatic and cyclical risks. In addition, our extensive office network benefits from a de-centralized approval system, which allows each office to grow its business organically as well as leverage its customer

relationships. We service multiple products through each of our offices which reduce operating costs and improve total sales. We believe that the challenges inherent in developing an effective office network in rural and semi-urban areas provide us with a significant first mover advantage over our competitors in these areas.

### ***Strong and experienced management team***

We believe that the expertise and industry knowledge of our Board of Directors and senior management team has enabled us to accelerate the growth in our business. Our senior management team has experience in various lines of businesses operated by TCFSL with a track record of successfully growing businesses. In addition, our product and operational leaders also have experience in the finance industry. We believe that the industry knowledge of our management team and professionals, who are supported by a qualified pool of employees, provides us with a distinct competitive advantage and also benefits us with respect to the development of products which enables us to focus on geographical expansion, reduce cost and execute our business plans. For further details, please see the section “*Our Management*” on page 79 of this Shelf Prospectus.

## **Our Business Strategies**

### ***Consolidate our existing lines of business***

We intend to maintain high growth and profitability by increasing the scope and intensity of the activities in our existing lines of business with added focus on our nascent business lines. We plan to increase our credit portfolio in the corporate finance and consumer finance segment by strengthening and expanding our relationship with the corporate and retail clients, leveraging the vast network of vendors, dealers and customers, launching new products and services and developing distribution channels.

### ***Explore new business opportunities***

We intend to continue building diversified business by identifying suitable business opportunities with strong long term prospects for growth and profitability and offer products and services across a broad spectrum of financial services. We believe that this will enable us to maintain growth and profitability by further limiting our exposure to market fluctuation or dependence on any particular line of business.

### ***Leverage our technology advantage***

We plan to continue investing in technology to significantly enhance our technical capabilities across our products and service offerings. We believe that we have the technological platform and information technology systems in place to support significant growth in customer base and lines of business. We believe that technology will enable us to respond effectively to the needs of our customers and meet competitive challenges.

### ***Expand client base and geographical presence***

We intend to expand the scale of our operations, explore new distribution channels and increase our reach and customer base both domestically and internationally. The focus is on expanding the scale of our operations to other cities in India, which we believe present opportunities in terms of clients and revenues and establish our presence in the overseas market. In the future, we may endeavor to use our international offices as supplementary distribution channels for our offerings in the Indian market. Our long term strategy includes participation in overseas financial markets by setting up regulated financial services companies in such jurisdictions.

### ***Attain and retain talented professionals***

In financial services, people are the most important asset and their reputation, talent, integrity and dedication contribute significantly to the success of business. We believe that the strong team based approach will enable us to attract and retain employees. We have been successful in attracting key professionals from Indian and foreign financial services organization and intend to continue to seek talent to further enhance and grow our business.

## **Corporate Structure**

*The chart below sets out the corporate structure of Tata Capital Group as on the date of this Shelf Prospectus:*



## Our Business Operations

We operate two principal lines of business, namely corporate finance and consumer finance. The table below sets forth details in relation to our total loans and advances outstanding:

(In ₹ lakh)

Total loans and advances outstanding	As of March 31, 2018	As of March 31, 2017	As of March 31, 2016	As of March 31, 2015	As of March 31, 2014
Corporate finance	2,083,025	1,839,586	1,737,115	1,539,370	1,488,629
Consumer finance	1,608,299	1,381,230	1,142,573	867,080	696,481

### • Corporate finance

The CFD of TCFSL has been divided into two categories i.e. commercial finance and SAMG. The loans and advances outstanding of CFD stood at ₹ 2,083,025 lakh as of March 31, 2018, comprising of 97.98% and 2.02% of commercial finance and SAMG, respectively.

#### Commercial finance:

Commercial finance includes asset based loans as well as business loans to improve cash flow, debt consolidation, working capital finance, debt restructuring etc. Such loans are targeted towards large, medium and small corporates which are tailored to suit the business requirement, market conditions and entity size. As of March 31, 2018, commercial finance constituted ₹ 2,041,033 lakh i.e. 55.29% of our total loans and advances outstanding. Our commercial finance products include:

- i) **Term loans.** We offer term loans for funding brownfield and greenfield construction projects, capital improvements, capital investments such as machinery and working capital and the purchase of existing business. The loan tenure varies from 3 months to 5 years. As of March 31, 2018, loans and advances outstanding for vanilla term loans stood at ₹ 401,038 lakh.
- ii) **Working capital loans.** We offer working capital finance by way of working capital term loan and working capital demand loan for daily business expenses such as rent, utilities, marketing expenses, inventory, salaries or mortgage payments. As of March 31, 2018, loans and advances outstanding for working capital loans stood at ₹ 60,354 lakh.
- iii) **Leasing Solutions:** This covers diverse assets such as construction equipment, computers and telecommunication equipment, ATMs etc. As of March 31, 2018, loans and advances outstanding for leasing solutions stood at ₹ 43,437 lakh.
- iv) **Equipment finance:** We finance the purchase of a wide range of equipment from heavy machinery to office equipment. The loan tenure varies from 3 years to 5 years. As of March 31, 2018, loans and advances outstanding for equipment finance stood at ₹ 41,801 lakh.

- v) *Lease rental discounting:* We provide lease rental discounting to secure financing against future rentals on commercial properties which are leased out. The loan tenure varies from 1 year to 7 years. As of March 31, 2018, loans and advances outstanding for lease rental discounting stood at ₹ 21,572 lakh.
- vi) *Structured finance:* This includes structured debt in the form of convertible bonds or non-convertible debentures based on the requirement of the capital, funding for promoters whose companies are not listed yet or who are looking at listing in near future, debt syndication in both rupee and foreign currency through our strong network of associate banks, NBFCs and financial institutions. Our offering includes syndication of all fund-based and non fund-based products for funding green field as well as expansion projects in India and overseas. Structured finance also helps in maintaining a balanced debt equity ratio. As of March 31, 2018, loans and advances outstanding for structured investments stood at ₹ 267,371 lakh.
- vii) *Letter of credit:* We offer this facility through an arrangement with selected banks to earn revenue from the credit receivables. We offer two types of letters of credit viz. (i) usance letter of credit which is the deferred payment for 1 – 3 years payable on maturity date; and (ii) sight letter of credit which is converted into buyer's credit on maturity of the letter of credit with an option to rollover. As of March 31, 2018, loans and advances outstanding for letter of credit (off balance sheet exposure) stood at ₹ 43,419 lakh.
- viii) *Supply chain finance:* We offer such financing services through the dealer for the purpose of running the business. As of March 31, 2018, loans and advances outstanding for supply chain finance stood at ₹ 836,266 lakh.
- ix) *Bill discounting:* This includes providing short term finances for supplying to large corporates giving access to funds at competitive rates. As of March 31, 2018, loans and advances outstanding for bill discounting stood at ₹ 52,202 lakh.
- x) *Construction equipment finance:* This includes providing finances for purchasing construction equipment. As of March 31, 2018, loans and advances outstanding for construction equipment finance stood at ₹ 316,992 lakh.

#### **SAMG:**

SAMG was formed on April 1, 2015 to manage and recover the dues arising out of project finance portfolio of the *erstwhile* infrastructure finance division of TCFSL. As of March 31, 2018, SAMG managed a portfolio of ₹ 41,992 lakh.

- ***Consumer finance***

The consumer finance and advisory business of TCFSL offers a wide range of loans to several types of retail customers. We provide loans for purposes such as expansion of businesses, working capital and purchase of automobiles and equipment. As of March 31, 2018, consumer finance business constituted ₹ 16,08,299 lakh i.e. 43.57% of our total loans and advances outstanding. Our consumer finance products include:

- i) *Car and two wheeler loans*  
We finance the purchase of cars and two wheelers which are used for personal or commercial purposes. Our customers in this segment primarily include salaried and self-employed individuals. As of March 31, 2018, loans and advances outstanding for cars and two wheelers stood at ₹ 216,121 lakh and ₹ 57,407 lakh, respectively.
- ii) *Commercial vehicle loans*  
We have financed the purchase of used or new commercial vehicles which are used for carrying goods and passengers. Our customers in this segment typically comprise of medium and small fleet operators, transport operators and small businesses. As of March 31, 2018, loans and advances outstanding for commercial vehicles stood at ₹ 37,901 lakh.
- iii) *Business loans*  
Business loans are offered to meet working capital requirements, for specific project funding, expansion of the business including purchase of new machinery for the business or for starting a new business or ancillary units. Such loan is provided for tenor upto 36 months. As of March 31, 2018, loans and advances outstanding for business loans stood at ₹ 241,622 lakh.

- iv) *Loan against property*  
LAP is the term loan secured by way of mortgage of property. Primarily the loan is used for meeting the business needs such as working capital loans, expansion of business, educational needs, etc. We provide such loan for tenor of up to 15 years. As of March 31, 2018, loans and advances outstanding for LAP stood at ₹ 582,755 lakh.
- v) *Personal loans*  
We offer loans to meet the personal needs of an individual such as marriage, education, travel, medical or general purposes. These loans are offered primarily to salaried or self employed professional for a period of 1 year to 6 years. As of March 31, 2018, loans and advances outstanding for personal loans stood at ₹ 208,883 lakh.
- vi) *Consumer durable loans*  
We offer such loans for purchase of household items like washing machine, refrigerator, air conditioner, television, and such other products. As of March 31, 2018, loans and advances outstanding for consumer durable loans stood at ₹ 21,198 lakh.
- vii) *Loan against securities (“LAS”)*  
This facility is offered to meet the financial needs of the individuals without liquidating the investments by pledging securities or mutual funds as collateral. Such loan is offered for a period of 12 months. As of March 31, 2018, loans and advances outstanding for LAS stood at ₹ 52,419 lakh.
- viii) *Rural finance*  
Our rural finance portfolio comprises providing finances to the farmers for purchasing equipment and machinery for carrying on the agricultural and other allied activities which includes loans for purchasing new and used tractors, loans to set up mini dairies, working capital loans and top up loans. Such loans are for a tenor up to 3 years. As of March 31, 2018, rural finance constituted ₹ 189,993 lakh.
- ix) *Tata Cards*  
Tata card is a white label credit card marketed and distributed by TCFSL. These cards provide various benefits to the card holders including earning and redeeming points through a loyalty program. As on March 31, 2018, 1.9 lakh cards were distributed in the market.

## **Funding Process**

### *Initial evaluation*

We adhere to stringent credit policies while extending loans to customers. We undertake due diligence and, *inter – alia*, analyse the audited financial statements, verify bank account statements for previous six months, check the CIBIL database and examine credit history of the borrower. For companies and institutions, we also analyse their systems, operations, portfolio at risk and NPA details credit processes and policies. We also conduct an overdue analysis, site verification, market reference checks and interviews. After having completed our 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*

Our loan approval process is documented and centralized to ensure operational efficiency. The concerned official evaluates a loan proposal based on recommendations from the sourcing credit officer and supporting documentation. In addition, our 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 our satisfaction, the applications are approved at the appropriate credit approval level. 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 tenure of the loan. After sanctioning a loan, we execute the 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*

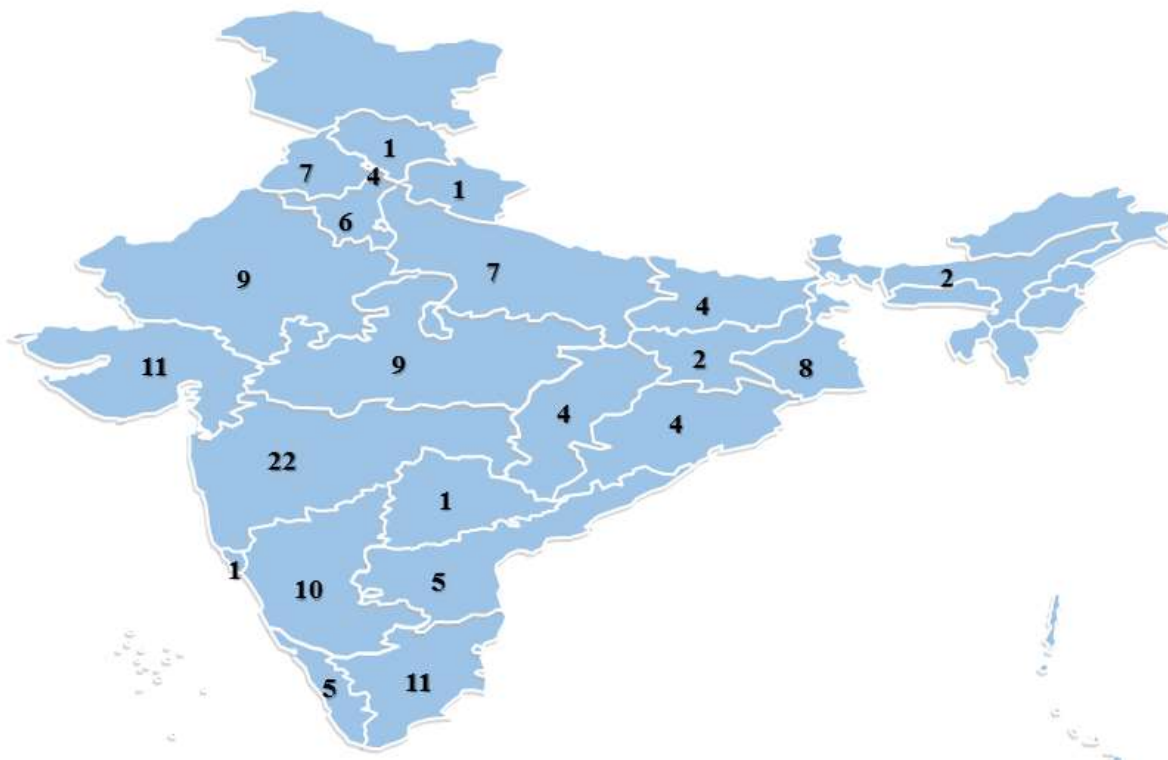
The customer (and guarantor, if any) execute(s) the documents for the creation of security and the loan agreement which sets out the terms of the loan. A loan repayment schedule is attached as a schedule to the loan agreement, which sets out the periodic repayment terms. We track loan repayment of our customers, on a monthly basis, based on outstanding tenure of loans, number of instalments due and defaults, if any. We ensure that all customer accounts are reviewed by an office manager at regular intervals, with customers who have larger exposures or missed payments reviewed more frequently.

*Collection and recovery*

Our 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 our customers are unable to make payments and are re-designated to a higher delinquency level, a specified team of collection officers are deployed to manage delinquent accounts. In addition to making visits to our customers, our team utilizes legal tools for the seizure of collateral, re – payment of dues and other recovery related proceedings.

**Branch and Distribution Network**

We have presence in 23\* states through 134 branches as on June 30, 2018. The map below indicates the number of branches of TCFSL in each state as on June 30, 2018:



*Note: Map not to scale*

*\*Seven branches in Punjab i. e. five branches in Punjab and two branches in Chandigarh*

**Key Operational and Financial Parameters**

The following tables set forth certain information relating to the financial performance and key performance indicators of our lending business as carried out by us on a consolidated basis:

Parameters	Fiscal 2016	Fiscal 2017	Fiscal 2018
	(₹ lakh, except number of accounts / groups)		
Net worth*	346,328	389,454	477,368
Total debt	2,538,571	2,728,409	3,133,865
i) Non current maturities of long term borrowings	1,185,472	945,684	1,286,761
ii) Short term borrowings	973,269	1,006,630	1,293,081
iii) Current maturities of long term borrowings	379,830	776,095	554,023
Net fixed assets	71,312	79,334	71,454
Non current assets**	144,175	98,181	106,830
Cash and cash equivalents***	4,498	7,340	12,534
Current investments	2,924	794	170
Current assets****	24,537	43,616	45,800
Current liabilities	182,979	271,694	271,473
AUM	2,879,680	3,220,747	3,691,324
Off balance sheet liabilities	233,019	306,428	345,430
Revenue from operations	317,810	384,660	420,701
Finance cost	194,116	221,162	223,074
Provisioning and write – offs	33,094	60,173	31,688
PAT	26,579	21,598	48,258
Gross NPA (%)	5.34	4.94	3.32
Net NPA (%)	3.13	1.22	0.90
Tier I Capital Adequacy Ratio (%)	11.79	11.78	12.68
Tier II Capital Adequacy Ratio (%)	4.55	4.29	4.00

\*Networth means share capital plus reserves less miscellaneous expenditure to the extent not written off.

\*\* Non current assets includes non-current investments, deferred tax assets (net), long term loans and advances- others and other non-current assets.

\*\*\* Cash and bank equivalents comprise cash and bank equivalents.

\*\*\*\* Current assets includes trade receivables, other short term loans and advances and other current assets.

### Gross Debt Equity Ratio of the Company

Our debt equity ratio is as follows:

Before the issue of debt securities	6.73
After the issue of debt securities	8.30

### Credit Ratings

Our credit ratings as of the date of this Shelf Prospectus are set forth below:

Instrument	Agency	Rating	
Long term rating	CRISIL	CRISIL AAA / Stable	
Non – convertible debentures		CRISIL AAA / Stable	
Subordinated debt		CRISIL AAA / Stable	
Perpetual bonds		CRISIL AA+ / Stable	
Commercial paper programme		CRISIL A1+	
Long-term Bank Facilities	CARE	CARE AAA; Stable	
Non-Convertible Debentures		CARE AAA; Stable	
Sub Ordinated debt		CARE AAA; Stable	
Perpetual debt		CARE AA+; Stable	
Long Term Fund Based Limits	ICRA	ICRA AA+ (stable)	
Long term loans		ICRA AA+ (stable)	
Long Term Non Fund Based Limits		ICRA AA+ (stable)	
Short Term Loans		ICRA A1+	
Commercial Paper Programme		ICRA A1+	
Non – convertible debentures programme		ICRA AA+ (stable)	
Subordinated Debt Programme		ICRA AA+ (stable)	
Perpetual bonds		ICRA AA (stable)	
Long term bank loans		India Ratings	IND AAA / Stable

### CRAR

The following table sets out the CRAR, as of the dates indicated:

	As of March 31,		
	2016	2017	2018



	(₹ lakh, except ratios and percentages)		
Tier I Capital	359,015	398,059	497,156
Tier II Capital	138,444	144,937	156,785
<b>Total Capital</b>	<b>497,459</b>	<b>542,997</b>	<b>653,941</b>
<b>Total Risk Weighted Assets</b>	<b>3,046,101</b>	<b>3,378,638</b>	<b>3,920,009</b>
<b>Capital Adequacy Ratio (as a Percentage of Total Risk Weighted Assets (%))</b>			
Tier I Capital	11.79	11.78	12.68
Tier II Capital	4.55	4.29	4.00
<b>Total Capital</b>	<b>16.34</b>	<b>16.07</b>	<b>16.68</b>

## NPA

The following table sets forth the details of our NPAs as at March 31, 2014, 2015, 2016, 2017 and 2018:

Particulars	Fiscal 2014	Fiscal 2015	Fiscal 2016	Fiscal 2017	Fiscal 2018
	(₹ lakh, except number of accounts / groups)				
Gross NPAs (A)	98,354	137,476	153,655	159,147	122,431
Provisions (B)	18,970	48,256	65,525	121,221	89,848
Net NPAs	79,384	89,220	88,130	37,926	32,583
AUM	2,185,108	2,406,023	2,879,680	3,220,747	3,691,324
Gross NPA to AUM	4.52%	5.71%	5.34%	4.94%	3.32%
Net NPA to AUM (Net off provisions)	3.68%	3.78%	3.13%	1.22%	0.90%
NPA Coverage Ratio (B/A)	19.29%	35.10%	42.64%	76.17%	73.39%

## Risk Management

Risk management is an integral part of TCFSL's business strategy. The risk management process is governed by the comprehensive enterprise risk management framework which lays down guidelines for risk identification, assessment and monitoring as an ongoing process that is supported by a robust risk reporting framework. The risk management at TCFSL covers credit risk, market risk, operational risk, fraud risk and other risks.

The risk management oversight structure includes Committees and senior management committees. The Risk Management Committee reviews compliance with risk policies, monitors risk tolerance limits, reviews and analyses risk exposures related to specific issues and provides oversight of risk across the organisation.

The credit risk management structure includes separate credit policies and procedures for various businesses. The risk policies define prudential limits, portfolio criteria, exceptional approval metrics, etc. and cover risk assessment for new product offerings. Our concentration risk is managed by analyzing counter-party, industry sector, geographical region, single borrower and borrower group. While the credit committee and officers of TCFSL approve counter-party credit exposure in line with the delegation of power and authority approved by the Board of Directors, the credit monitoring committee primarily focuses on post sanction monitoring. The retail finance credit approval is based on product / programs and monitoring is primarily done at the portfolio level across products and programs. Periodic scenario analysis of the credit portfolio is conducted and necessary corrective measures are implemented.

Management of liquidity (asset liability and interest rate) and market risk is carried out using quantitative techniques such as sensitivity and stress testing. The Finance and Asset Liability Supervisory Committee reviews liquidity risk and the interest rate risk profile of the organisation on a regular basis. TCFSL has an operational risk management framework approved by our Board. The key risk indicators ("KRI") are monitored and corrective actions are implemented on KRI exceptions. An oversight Committee of senior management representatives, viz. the operational Risk Management Committee meets periodically to review the operational risk profile of the organisation.

Risks associated with frauds are mitigated through a fraud risk management framework. A fraud risk management committee comprising senior management representatives reviews the matters relating to fraud risk, including corrective and remedial actions as regards people and processes.

## Internal Audit and Control System

TCFSL'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. Internal audit function is required to provide an independent assessment to the Board on the effectiveness of implementation of 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 our Audit Committee.

## Information Technology

Our information technology support systems aid us in performing the processes involved in a loan transaction. TCFSL has built the capabilities for integration across systems, entities and agencies for achieving a seamless customer experience. We have taken certain initiatives to enable the sales teams and enhance productivity and information security framework, transformation of the core lending system, the upgradation of data centre assets and the ongoing consolidation and building of TCFSL's digital platform for both the retail and the corporate businesses.

We have deployed the latest technology covering the internet, cloud, analytics, social media and mobility areas. Some of the initiatives that TCFSL has launched viz. mobile application, the online car store which is a one stop shop for searching the right car and right car loan, the online home store which houses certain projects and the artificial intelligence-backed chat-bot help cater to growing customer queries.

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, TCFSL has formulated a disaster recovery plan. This plan documents recovery time objective / recovery point objective of IT applications supporting critical business functions. The plans are reviewed and tested through disaster recovery drills on an annual basis.


## Competition

We face competition in all the segments of our business. Our primary competitors are other NBFCs, public sector banks, private sector banks, co – operative banks and foreign banks. In corporate finance, the large public and private sector banks having an extensive branch network, greater currency funding capabilities and wider range of products and services which enable them to be more competitive. In retail banking, both public sector banks and private sector banks with their large deposit base, technology and extensive branch network have greater reach to the retail clients. Additionally, the customer relationship, capability of people, service quality, market focus, pricing and recruitment and retention of skilled professional human resources influence the competitive intensity in our business segment.

## Human Resources

TCFSL recognises people as its most valuable asset. As on June 30, 2018, we had 2,771 permanent employees on the rolls of TCFSL. We consider talent management as the key tool that provides an integrated means of identifying, selecting, developing and retaining top talent within the organisation. Focus on behavioural and leadership traits through learning and development interventions and job rotations are planned for the employees who constitute our talent pool. Our learning and development initiatives include executive development programs, e-learning and various classroom based training programs.

## Intellectual Property

The logo  and the trademark associated with the logo "Tata" are not registered in our name. The right to use the name "Tata" has been granted to TCFSL by Tata Sons Limited *vide* an agreement dated October 04, 2013 entered amongst Tata Sons Limited and our Promoter. For further details, please see the section "*Risk Factors – We do not own the trademark and the logo associated with "Tata" brand name. Consequently, our ability to use the trademark, name and logo may be impaired*" on page 21 of this Shelf Prospectus.

## Insurance

We believe that we maintain all material insurance policies that are customary for companies operating in similar businesses. These include leasehold improvements, buildings, IT equipment, directors and officers liability policy, bodily injury, property damage and claims for wrongful acts.

## Property

Our Registered Office is located at 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai, Maharashtra which is taken on license by us for a period of 5 years commencing from October 1, 2017.

Further, as on June 30, 2018, we have 134 branches located in 23 states throughout India which have been mostly leased by us.

### **Corporate Social Responsibility**

The Corporate Social Responsibility Committee of TCFSL is responsible to formulate and recommend to the Board the CSR policy indicating the activities falling within the purview of Schedule VII to the Companies Act, 2013. We have adopted Tata group's Affirmative Action ("AA") Programme since 2008 which addresses the essentials, education, employability, employment and entrepreneurship for the Scheduled Caste ("SC") and Scheduled Tribe ("ST") communities.

## HISTORY AND MAIN OBJECTS

### Brief background of TCFSL

TCFSL was incorporated in Mumbai, Maharashtra on November 19, 2010, as a public limited company, under the provisions of the Companies Act, 1956, bearing CIN U67100MH2010PLC210201, under the name “Tata Capital Financial Services Limited”. TCFSL also received a Certificate for Commencement of Business on December 16, 2010. TCFSL has obtained a certificate of registration dated November 4, 2011 bearing registration no. N-13.02005 issued by the RBI to commence the business of non-banking financial institution without accepting public deposits under Section 45 IA of the RBI Act, 1934. TCFSL is a Systemically Important Non-Deposit taking NBFC. For further details regarding the Promoter, please see the section “*Our Promoter*” on page 89 of this Shelf Prospectus.

Pursuant to the notifications issued by the RBI for a CIC, TCL got itself reorganised as a CIC by transferring, at book value, the business of its CFD and CFABD, along with its investments in non-group companies to TCFSL, with effect from April 1, 2011. This transfer was effected through a Scheme of Arrangement between TCL and TCFSL under a court process under Sections 391-394 of the Companies Act, 1956. The said Scheme was sanctioned by the Hon’ble High Court of Judicature at Bombay vide its orders dated October 14, 2011, February 24, 2012 and March 12, 2012. The Scheme of Arrangement became effective on March 27, 2012 and accordingly, the aforementioned businesses, employees, non-group investments, assets, liabilities, etc. (more particularly referred to as ‘Transferred Undertaking’ in the Scheme of Arrangement), stood transferred from TCL to the Company, with effect from April 1, 2011.

### Registered Office and change in Registered Office of TCFSL

The Registered Office of TCFSL is situated at 11<sup>th</sup> Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai, 400 013, Maharashtra, India. The Board of Directors of the Company at its meeting held on November 2, 2017, *inter alia*, approved the shifting of the Registered Office from One Forbes, Dr. V. B. Gandhi Marg, Fort, Mumbai 400 001, Maharashtra, India, to the present address, with effect from April 1, 2018.

### Amalgamation, acquisition, reorganisation or reconstruction undertaken by the Company in the last one year

No amalgamations, acquisitions, reorganisations or reconstructions have been undertaken by the Company in the last one year, preceding the date of this Shelf Prospectus, other than International Asset Reconstruction Company Private Limited (“IARCL”) ceasing to be an associate of the Company with effect from March 8, 2018, owing to the reduction in percentage of shares held by the Company in IARCL.

### Key events, milestones and achievements

Fiscal Year	Particulars
2012	In 2012, the terms and conditions of NCD 2009 were amended with the approval of the holders of NCD 2009 and the necessary regulatory and statutory authorities.
2012	Consequent upon the Scheme of Arrangement becoming effective on March 27, 2012, the entire outstanding NCD 2009 as on that date were transferred from TCL to TCFSL.
2013	TCL received the Appraisal Certificate (Maturity Level 3) People Capability Maturity Model by KPMG.
2014	TCFSL sought the approval of the holders of NCD 2009 by way of postal ballot for continuation of the tenure of NCD 2009 for a further period of five years with effect from March 6, 2014 to March 5, 2019.
2016	TCL received the Leapvault CLO Award from Tata Institute of Social Sciences.
2017	TCL received the Employee Engagement Achievers Award from Kamikaze.
2017	TCFSL received the Leapvault CLO Award from Tata Institute of Social Sciences.

### Key terms of material agreements

#### 1. Leave and Licence Agreement entered into between TCL and TCFSL

TCL (“Licensor”) and TCFSL (“Licensee”) entered into a leave and licence agreement on December 27, 2017 (“Leave and Licence Agreement”) for licensing of the office premises being unit numbers 1101, 1102, 1201 and 1202

admeasuring about 49,500 square feet on the 11<sup>th</sup> and 12<sup>th</sup> floor of the Peninsula Business Park, Lower Parel, Mumbai (“**Premises**”). The key provisions of the Leave and Licence Agreement are summarised below:

- (a) *License period*: The license period shall commence from October 1, 2017 and end on September 30, 2022.
- (b) *Usage*: The Licensor represents that the Premises is permitted only for commercial usage for office purposes as per the applicable laws, rules and regulations. The Licensee shall not use the Premises for any other purpose, other than as specified in the Leave and Licence Agreement.
- (c) *Sub-let*: The Licensee shall not have the right to sub-let or sub-license the premises or give the same on leave and licence/ tenancy or lease basis to any third parties. The Licensee may allow its group companies to occupy and use the premises without prior intimation to the Licensor.
- (d) *Termination*: Both the parties shall have the option to terminate the Leave and License Agreement at any time during the term, by serving a prior written termination notice of three months to the other.

## **2. Amenities Agreement entered into between TCL and TCFSL**

TCL (“**Facility Provider**”) and TCFSL (“**Customer**”) entered into an amenities agreement on December 27, 2017 (“**Amenities Agreement**”) for the beneficial and convenient use of the office premises being unit numbers 1101, 1102, 1201 and 1202 admeasuring about 49,500 square feet on the 11<sup>th</sup> and 12<sup>th</sup> floor of the Peninsula Business Park, Lower Parel, Mumbai (“**Premises**”). The Amenities Agreement shall be co-terminus and co-extensive with the Leave and Licence Agreement.

## **3. Servicing and Management Agreement entered into between TCL and TCFSL**

TCL and TCFSL (together, the “**Parties**”) entered into a Servicing and Management Agreement on March 15, 2013 (“**Servicing and Management Agreement**”) setting out the terms and conditions in relation to certain services provided to TCFSL by TCL. The key provisions of the Servicing and Management Agreement are summarised below:

- (a) *Purpose*: TCL has agreed to provide certain services to TCFSL for a fee as provided in the Servicing and Management Agreement. The services include, amongst other things, various operational systems and processes inclusive of those in relation to marketing of financial products and services, manpower recruitment, customer relationship management, financial risk management.
- (b) *Term*: The applicability of the Servicing and Management Agreement has been with effect from April 1, 2012 till March 31, 2016, which was extended till March 31, 2019 by a letter dated February 28, 2016.
- (c) *Indemnity*: TCL shall indemnify and keep indemnified TCFSL in the event of a breach of any of the terms and conditions of the Servicing and Management Agreement and any loss arising to TCFSL by reasons of any neglect, wilful default or omission in performing any of its functions / responsibilities under the Servicing and Management Agreement.
- (d) *Confidentiality*: The Parties shall keep the information and data that is collected during the course of discharging the services pursuant to the Servicing and Management Agreement, as confidential.
- (e) *Termination*: Both the Parties shall have the right to terminate the Servicing and Management Agreement in the event of a breach being committed by the other Party by giving a prior notice of 30 days. Further, both the Parties shall have the right to terminate the Servicing and Management Agreement at their discretion and convenience by 60 days’ prior notice in writing without assigning any reason.

## **4. Tata Brand equity and Business Promotion Agreement entered into between Tata Sons Limited and TCL**

Tata Sons Limited and TCL (herein defined to include its existing subsidiaries, including TCFSL) entered into a Brand Equity and Business Promotion Agreement on October 4, 2013 (“**BEBP Agreement**”), setting out the terms and conditions in relation to the subscription of the ‘Tata Brand Equity and Business Promotion Scheme’ and usage and association with the mark “TATA”. The BEBP Agreement also contains certain key provisions which, *inter alia*, provides for the grant and use of marks, business name subscription, term, termination and confidentiality.

## **Main objects of TCFSL**

The main objects of TCFSL as contained in our Memorandum of Association are:

- (i) To carry on the business of a leasing company, hire purchase company and finance company and to undertake and / or arrange or syndicate all types of business relating to financing of consumers, individuals, industry or corporates, for all kinds of vehicles, aircrafts, ships, machinery, plants, two-wheelers, tractors and other farm equipments, consumer durables, equipment, renewable energy equipment/ infrastructure, construction equipment, housing equipment, capital equipment, office equipment, their spares and components, real estate, infrastructure work or activity, including used / refurbished products, as also services of every kind and description, computers, storage tanks, toll roads, communication satellites, communication lines, factories, rolling stock, moveable and immoveable property, to engage in all forms of securitisation, instalment sale and/ or deferred sale relating to goods or materials, to purchase the book debts and receivables of companies and to lend or give credit against the same, to undertake real estate business, to borrow, to transact business as promoters, financiers, monetary agents, to carry out the business of a company established with the object of financing industrial enterprises and to arrange or provide financial and other facilities independently or in association with any person, government, financial institutions, banks, industrial companies or any other agency, in the form of lending or advancing money by way of loan, working capital finance, refinance, project finance or in any other form, whether with or without security, to institutions, bodies corporate, firms, associations, societies, trusts, authorities, industrial enterprises and to arrange or provide facilities for the purposes of infrastructure development work or for providing infrastructure facilities or engaging in infrastructure activities and to raise and provide venture capital and promote or finance the promotion of joint stock companies, to invest in, to underwrite, to manage the issue of, and to trade in their shares or other securities.
- (ii) To promote the formation and mobilization of capital, to manage capital, savings and investment, to act as a discount and acceptance house and purchase, finance, re-finance, co-accept, discount and re-discount bills of exchange(s) or any other kind of trade or financial bills or credit instruments, to act as or carry on the business of consultants, advisers, managers, experts and technical collaborators in matters pertaining to, without prejudice to the generality of the foregoing, portfolio management services, syndication of loans, counselling and tie-up for project and working capital, finance, syndication of financial arrangements whether in domestic or international markets, mergers and amalgamations, asset reconstruction or recovery, wealth management, infrastructure finance, corporate re-structuring, corporate planning and strategic planning, foreign currency lending or borrowing, project planning and feasibility, investment counselling, setting up of joint ventures, finances, management, marketing of financial and money market instruments and products, prospecting and projecting of businesses and valuation of undertakings, business concerns, assets, concessions, properties or rights or any other business area and to employ experts for any of these purposes and to promote or act as investment bankers, merchant bankers, portfolio investment managers, lead managers or co-managers, market makers, book runners and further perform any other kind of role as an intermediary or advisor in the securities market.
- (iii) To render services as brokers, commission agents, importers and exporters, and to act as trustees, executors, administrators, managers, agents or attorney, to carry on the business of retail and institutional distribution of the schemes of the mutual funds or any other financial products issued by banks, mutual funds or any financial intermediary, to contract for, and negotiate and issue and participate in funding any public and private loans and advances, underwriting contracts, mortgages, equity participation, cash credits, overdrafts and other financial facilities.
- (iv) To act as money changers, brokers, dealers, agents, buyers and sellers of all foreign exchange in the form of currencies, travellers' cheques, cards (pre-paid, credit or debit), bonds, notes, instruments, papers, documents, subject to the approval of the Reserve Bank of India and other competent authorities, wherever necessary; to take positions, hold and trade on the movements of foreign currencies on behalf of customers or otherwise, to hold, operate and transact in foreign currencies and/or exchange by maintaining foreign currency bank accounts or otherwise, and to issue or act as agents for travellers' cheques, cards (pre-paid, credit or debit), phone cards and all instruments in any currency, subject to all rules, regulations and approvals as may be necessary and to deal in documents related to import or export trade, payables or receivables or securities either within or outside India; to engage in the foreign exchange money changing business, money transfer services in foreign exchange, either in the form of foreign currency notes / coins or travellers' cheques, cards (pre-paid, credit or debit) or any other negotiable instruments to or from India or abroad; to deal in currency or exchange options, swaps, futures, in foreign or Indian currencies in direct or derivative forms in India or abroad on the Company's own behalf or on behalf of its clients; to manage, acquire, hold, exchange, dispose of monies, foreign exchange, investments, funds, pools relating to and/or emanating from India or elsewhere on its own behalf or on behalf of its clients, customers,

dealers, brokers, agents, trusts, funds, government or other bodies; to do the business of broking in exchange, currencies.

**Holding company**

As on the date of this Shelf Prospectus, TCFSL is a wholly owned subsidiary of TCL.

**Subsidiaries, joint ventures or associate companies**

As on the date of this Shelf Prospectus, TCFSL does not have any subsidiary, joint venture or associate company.

## OUR MANAGEMENT

### *Board of Directors*

The general superintendence, direction and management of our affairs and business are vested in our Board of Directors.

The Articles of Association set out that the number of Directors in TCFSL shall be not less than three and not more than twelve. As of the date of this Shelf Prospectus, we have six Directors on the Board, out of which two Directors are Independent Directors.

### **Details relating to Directors**

<b>Name, Designation, Age, DIN and Term</b>	<b>Nationality</b>	<b>Date of Appointment</b>	<b>Address</b>	<b>Other Directorships</b>
<b>Mr. Rajiv Sabharwal</b> Age: 52 years Non-Executive Director DIN: 00057333 Term: Liable to retire by rotation	Indian	April 1, 2018	C-183, Kalpataru Sparkle, N. Dharmadhikari Road, Gandhinagar, Bandra (East), Mumbai 400 051, Maharashtra, India	<ul style="list-style-type: none"> <li>i) Tata Capital Limited</li> <li>ii) Tata Capital Housing Finance Limited</li> <li>iii) Tata Cleantech Capital Limited</li> <li>iv) Tata Realty and Infrastructure Limited</li> <li>v) Tata Securities Limited</li> <li>vi) Tata Capital Pte. Ltd.</li> <li>vii) Tata Capital Advisors Pte. Ltd.</li> <li>viii) Tata Asset Management Limited</li> </ul>
<b>Mr. F. N. Subedar</b> Age: 62 years Non-Executive Director DIN: 00028428 Term: Liable to retire by rotation	Indian	March 26, 2011	1, Wadia Building, 6 Babulnath Road, Mumbai 400 007, Maharashtra, India	<ul style="list-style-type: none"> <li>i) Tata AIG General Insurance Company Limited</li> <li>ii) Tata Asset Management Limited</li> <li>iii) Tata Capital Limited</li> <li>iv) Tata Industries Limited</li> <li>v) Tata Investment Corporation Limited</li> <li>vi) Tata Petrodyne Limited</li> <li>vii) Tata Realty and Infrastructure Limited</li> <li>viii) Tata Services Limited</li> <li>ix) Zoroastrian Investment Corporation Private Limited</li> <li>x) Tata Asset Management (Mauritius) Private Limited</li> <li>xi) Tata Indian Infrastructure Fund</li> <li>xii) Tata Indian Opportunities Fund</li> <li>xiii) Tata Indian Sharia Equity Fund</li> <li>xiv) Tata Limited, London</li> </ul>
<b>Mr. Mukund S. Dharmadhikari</b> Age: 71 years Independent Director DIN: 05003224 Term: 5 years commencing from January 28, 2015	Indian	January 28, 2015	3201/B Wing, Bellissimo, N. M. Joshi Marg, Apollo Mills Compound, Mumbai 400 011, Maharashtra, India	Nil



Name, Designation, Age, DIN and Term	Nationality	Date of Appointment	Address	Other Directorships
<b>Ms. Anuradha E. Thakur</b> Age: 70 years Independent Director DIN: 06702919 Term: 5 years commencing from January 28, 2015	Indian	January 28, 2015	B-7, 3 <sup>rd</sup> Floor, Bageshree Co-operative Housing Society, Shankar Ghanekar Marg, Prabhadevi, Mumbai 400 025, Maharashtra, India	i) Tata Capital Housing Finance Limited ii) Patnaik Steels and Alloys Limited iii) Privi Organics Limited iv) Privi Organics India Limited v) Tata Asset Management Limited
<b>Mr. M. D. Mallya</b> Age: 65 years Non-Executive Director DIN: 01804955 Term: Liable to retire by rotation	Indian	July 17, 2017	11/A Woodland Apartment, 67 A, Pedder Road, Mumbai 400 026, Maharashtra, India	i) Coffee Day Enterprises Limited ii) CFM Asset Reconstruction Private Limited iii) Emami Limited iv) ICAI Registered Valuers Organisation v) Indian Institute of Insolvency Professionals of ICAI vi) Interglobe Aviation Limited vii) Milestone Capital Advisors Limited viii) Seven Islands Shipping Limited ix) ICICI Bank Limited Nil
<b>Mr. Kusal Roy</b> Age: 47 years Managing Director DIN: 02268654 Term: Five years with effect from April 1, 2018	Indian	April 1, 2018	Flat No. 12, Shikha Aptt., Union Park, No. 14 Golf Link Estate, Near Shatranj Restaurant, Khar (West), Mumbai 400 052, Maharashtra, India	Nil

### Profile of Directors

**Mr. Rajiv Sabharwal** is a Non-Executive Director on the Board of TCFSL since April 1, 2018. Mr. Sabharwal holds a bachelor's degree in mechanical engineering from the Indian Institute of Technology, Delhi and a post graduation diploma in management from the Indian Institute of Management, Lucknow. Mr. Sabharwal has over 26 years of experience in the banking and financial services industry. Presently, he is the managing director & chief executive officer of TCL. Prior to joining TCL, he was the partner in True North Managers LLP which was mainly involved in investing and managing businesses with a focus on certain sectors including the financial service sector. He has also served as an executive director on the board of directors of ICICI Bank Limited, where he was responsible for several businesses including retail banking, business banking, rural banking, financial inclusion, digital banking and technology.

**Mr. F. N. Subedar** is a Non-Executive Director on the Board of TCFSL since March 26, 2011. Mr. Subedar is a member of the Institute of Chartered Accountants of India and also of the Institute of Company Secretaries of India. Mr. Subedar superannuated from Tata Sons Limited as the chief operating officer, chief financial officer and company secretary in September 2017 after a long and distinguished tenure of over 32 years and has vast experience in the areas of company administration, finance and taxation, and accounts. He continues to be associated with the Tata group as senior advisor – Tata Sons Limited, after his superannuation. Mr. Subedar has been the immediate past president of the Bombay Chamber of Commerce and Industry.

**Mr. Mukund S. Dharmadhikari** is an Independent Director on the Board of TCFSL since January 28, 2015. He is a member of the Institute of Chartered Accountants in England and Wales and also of the Institute of Chartered Accountants of India. He has an overall experience of about 35 years primarily in the areas of audit and accountancy. He was a partner/senior partner of A. F. Ferguson & Co., Chartered Accountants, Mumbai for an aggregate period of 25 years and a joint managing partner/partner of Deloitte, Haskins & Sells, Mumbai for an aggregate period of six years.

**Ms. Anuradha E. Thakur** is an Independent Director on the Board of TCFSL since January 28, 2015. Ms. Thakur holds a bachelor's degree in arts in English literature from the Pune University and is a certified associate from the Indian Institute of Bankers. Ms. Thakur started her career as a probationary officer with the State Bank of India in 1973 and retired in 2007, as the chief general manager, corporate accounts of the State Bank of India group.

**Mr. M. D. Mallya** is a Non-Executive Director on the Board of TCFSL since July 17, 2017. Mr. Mallya holds a bachelor's degree in engineering from the University of Mysore and a post graduation diploma in management from the Indian Institute of Science, Bangalore. Mr. Mallya has been a former chairman and managing director of Bank of Baroda and also of the Bank of Maharashtra.

**Mr. Kusal Roy** is the Managing Director of TCFSL since April 1, 2018. Mr. Roy holds a bachelor's degree in technology from the Indian Institute of Technology, Kharagpur and a post graduation diploma in management from the Indian Institute of Management, Ahmedabad. Mr. Roy is a management professional with over 23 years of experience in the banking sector, particularly with Citibank NA, Barclays Bank Plc. and ICICI Bank Ltd. Apart from the above, Mr. Roy was also a founding partner with IncValue Advisors, an advisory firm engaged in management consulting, financial intermediation and incubation.

### Relationship between the Directors

None of the Directors are related to each other.

### Remuneration of the Non-Executive Directors and Independent Directors

Pursuant to a resolution passed by the Board at its meeting held on March 30, 2015, sitting fees payable to Non-Executive Directors and Independent Directors for attending the meetings of the Board and Committees are, as under:

- (a) Sitting fees payable to Independent Directors, Woman Directors and Non-Executive Directors who are not employees of Tata Companies\* : ₹ 30,000/-;
- (b) Sitting Fees payable to Non-Executive Directors who are employees of other Tata Companies\* : ₹ 20,000;
- (c) Sitting Fees payable to Independent Directors for their Independent Director meetings : ₹ 30,000.

\*Tata companies, in this context, includes employees of Tata Sons Limited, TCL and other subsidiaries of TCL.

The Members, at the AGM held on August 21, 2017, have approved payment of Commission of upto 1% of the Net Profits calculated under Sections 197 and 198 of the Companies Act, 2013 ("Act") to the Non-Executive Directors and Independent Directors of the Company, as may be approved by the Board of Directors each year. The distribution of Commission is to be decided by taking into account, the Company's performance, profits, returns to investors, as also the criteria combining attendance at Meetings, contribution thereat and contribution other than at Meetings.

Our Non-Executive and Independent Directors have been paid remuneration by way of sitting fees and commission in respect of FY 2017-18, as under:

Name of the Director	Commission (in ₹)	Sitting fees (in ₹)
Mr. Rajiv Sabharwal <sup>#</sup>	Nil	Nil
Mr. Janki Ballabh**	1,500,000	690,000
Mr. F. N. Subedar	Nil	400,000
Mr. Mukund S. Dharmadhikari	2,500,000	930,000
Ms. Anuradha E. Thakur	2,500,000	1,260,000
Mr. M. D. Mallya	1,900,000	690,000

<sup>#</sup>Mr. Rajiv Sabharwal was appointed as a Non- Executive Director of the Company w.e.f April 1, 2018. He is also the managing director & chief executive officer of TCL, the holding company. No sitting fees are being paid to him.

\*\*Mr. Janki Ballabh retired as an Independent Director with effect from end of day on October 23, 2017.

The Commission in respect of FY 2017-18 was paid in FY 2018-19.

### Remuneration of the Executive Director

Set out hereunder are the details of the remuneration paid to Mr. Kusal Roy, the Managing Director:

Terms and Conditions of Appointment	Details
Period	With effect from April 1, 2018 for a period of five years i.e., up to March 31, 2023.
Basic salary	₹839,236 per month upto a maximum of ₹2,000,000 per month.  The annual increments will be effected on April 1 of each year, to be decided by the Board of Directors or a Committee thereof and will be merit based and will take into account the Company's performance as well.

In addition to the above, Mr. Roy is entitled to perquisites, allowances, commission/incentive remuneration, long term incentive pay and other benefits as per the terms of the agreement entered into by the Company with Mr. Roy and as may be decided by the Board of Directors/Committee of the Directors, from time to time.

#### **Other understandings and confirmations**

No Director of TCFSL is a director 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 the 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 at their EGM held on March 20, 2018 and in accordance with Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, our 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 and its free reserves. The aggregate of the moneys that may be thus borrowed by the Company together with the moneys already borrowed and remaining outstanding shall not at any time exceed ₹4,500,000 lakh (Rupees Forty Five Thousand Crore only).

#### **Interest of our Directors**

Our 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 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.

Our Directors may also be deemed to be interested to the extent of Equity Shares, if any, held jointly by them with TCL, in the Company.

Some of our Directors may be deemed to be interested to the extent of any loans or advances provided to 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 Shelf Prospectus, TCFSL 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 Shelf Prospectus 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 see the section "*Financial Information*" on page 197 of this Shelf Prospectus.

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 hereinabove, our 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 above and to the extent of remuneration and their shareholding in the Company, our Directors do not have any other interest in the business of TCFSL.

Our Directors have no interest in any immovable property acquired or proposed to be acquired by the Company in the preceding two years of filing this Shelf Prospectus with the Designated Stock Exchange 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. No benefit/interest will accrue to our Promoters/Directors out of the objects of the issue.

### Debentures holding of Directors as on the date of this Shelf Prospectus

Our Directors do not hold any Debentures/Subordinated Debt in the Company.

### Changes in the Directors of TCFSL during the last three years

The changes in the Board of Directors of TCFSL in the three years preceding the date of this Shelf Prospectus are, as follows:

Name	Designation	DIN	Date of appointment	Date of resignation/cessation	Remarks
Mr. Rajiv Sabharwal	Non-Executive Director	00057333	April 1, 2018	NA	Appointment
Mr. Kusal Roy	Managing Director	02268654	April 1, 2018	NA	Appointment
Mr. M. D. Mallya	Non-Executive Director	01804955	July 17, 2017	NA	Appointment
Mr. Madhusudan Kannan	Non-Executive Director	02647756	June 30, 2015	October 28, 2016	Resignation
Mr. Pranab Kumar Choudhury	Independent Director	00015470	January 28, 2015	November 22, 2016	Ceased to be a Director upon death
Mr. Janki Ballabh	Independent Director	00011206	March 26, 2011	October 23, 2017	Retirement
Mr. Praveen P. Kadle	Managing Director & CEO	00016814	November 19, 2010	March 31, 2018	Retirement

### Holding of Securities by our Directors

As on the date of this Shelf Prospectus, our Directors hold securities in the Company and its Holding company, as follows:

### Shareholding of Directors in the Company

Name of the Director	Designation	Securities held pre issue	Securities held post issue	Remarks
Mr. Rajiv Sabharwal	Non-Executive Director	1 Equity Share of face value ₹ 10 each	1 Equity Share of face value ₹ 10 each	Held jointly with TCL, the Holding Company
Mr. Kusal Roy	Managing Director	1 Equity Share of face value ₹ 10 each	1 Equity Share of face value ₹ 10 each	Held jointly with TCL, the Holding Company

## Shareholding of Directors in the Holding Company

Name of the Director	Designation		Securities held pre issue		Securities held post issue	Remarks
Mr. F. N. Subedar	Non – Executive Director		2,43,716 Shares of face value ₹ 10 each	Equity	2,43,716 Shares of face value ₹ 10 each	-
Mr. Rajiv Sabharwal	Non – Executive Director		6,400 Redeemable Preference Shares of face value ₹ 1,000 each	Cumulative	6,400 Cumulative Redeemable Preference Shares of face value ₹ 1,000 each	-

## Key Managerial Personnel of TCFSL

**Mr. Kusal Roy** was appointed as the Managing Director of TCFSL for a period of five years, with effect from April 1, 2018. For further information, please refer to the para titled “*Profile of Directors*” beginning on page 80 of this Shelf Prospectus.

**Mr. Puneet Sharma** is the Chief Financial Officer of TCFSL since May 9, 2014, having joined Tata Capital Limited in May 2008. He is a member of the Institute of Chartered Accountants of India and a master’s in business administration from the Indian School of Business, Hyderabad. He is also the chief financial officer of TCL. Prior to joining TCL, he had worked with Citibank N.A, The Boston Consulting Group and KPMG.

**Ms. Avan Doomasia** is the Company Secretary of TCFSL since March 27, 2012. She holds a bachelor’s degree in commerce and in general law from the University of Mumbai and is also a fellow member of the Institute of Company Secretaries of India. She is also the company secretary of TCL. Ms. Doomasia has been with the Tata group since 2004 and with TCL since 2007 and has over 25 years of experience in the secretarial function, having worked with reputed companies, spanning the manufacturing, banking and non-banking financial services industries, including CEAT Tyres, Kotak Mahindra Bank Limited and Tata Motors Limited.

## Corporate Governance

We are in compliance with the requirements in relation to the composition of the Board of Directors and constitution of Committees such as Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders’ Relationship Committee as mandated under the Companies Act, 2013. Pursuant to a RBI Circular dated May 08, 2007 (including modifications made from time to time) and the Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, all NBFC-ND-SIs are required to adhere to certain corporate governance norms including constitution of audit committee, nomination committee, asset liability management committee, risk management committee and certain other norms in connection with disclosure and transparency and connected lending. We are in compliance with these corporate governance requirements.

Currently, our Board has constituted the following Committees:

- (a) Audit Committee;
- (b) Stakeholders’ Relationship Committee;
- (c) Nomination and Remuneration Committee;
- (d) Corporate Social Responsibility Committee;
- (e) Committee for Review of Policies;
- (f) Risk Management Committee;
- (g) Investment Credit Committee;
- (h) Financial and Asset Liability Supervisory Committee;

- (i) Working Committee; and
- (j) Information Technology Strategy Committee

#### ***Audit Committee***

The Audit Committee was constituted vide a resolution passed by the Board on March 15, 2012. The Audit Committee has been reconstituted from time to time and was last reconstituted vide a resolution passed by the Board on March 20, 2018 and as on the date of this Shelf Prospectus, comprises:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Mr. Mukund S. Dharmadhikari	Chairman	Independent Director
Mr. F. N. Subedar	Member	Non-Executive Director
Ms. Anuradha E. Thakur	Member	Independent Director

Terms of reference of the Audit Committee, *inter alia*, include, to:

- i) recommend the appointment and removal of the auditors and their remuneration, nature and scope of audit;
- ii) ensure adequacy of internal controls and compliances and recommend remedial measures;
- iii) review adequacy of the internal audit function;
- iv) review and monitor the auditors' independence and performance and effectiveness of the audit process;
- v) oversee financial reporting process and disclosure of financial information;
- vi) examine the financial statements and the auditors' Report thereon;
- vii) evaluate internal financial controls and the risk management systems;
- viii) act as a link between the Statutory Auditors, internal auditors and the Board of Directors;
- ix) review accounting policies;
- x) monitor compliance with Tata Code of Conduct;
- xi) approve any transactions of the Company with related parties or any subsequent modifications thereof;
- xii) scrutinise inter-corporate loans and investments;
- xiii) evaluate the valuation of undertakings or assets of the Company, if necessary;
- xiv) monitor the end use of funds raised through public offers and related matters;
- xv) review findings of internal investigations, frauds, irregularities, etc.;
- xvi) carry out additional functions as contained in the SEBI LODR Regulations or other regulatory requirements applicable to the Company or in the terms of reference of the Audit Committee; and carry out the responsibilities under the Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices.

#### ***Stakeholders' Relationship Committee***

The Stakeholders' Relationship Committee was constituted vide a resolution passed by the Board on April 9, 2014. The Stakeholders' Relationship Committee has been reconstituted from time to time and was last reconstituted vide a resolution passed by the Board on March 20, 2018 and as on the date of this Shelf Prospectus, comprises:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Mr. F. N. Subedar	Chairman	Non-Executive Director
Mr. Mukund S. Dharmadhikari	Member	Independent Director
Mr. Kusal Roy	Member	Managing Director

Terms of reference of the Stakeholders' Relationship Committee, *inter alia*, include, to:

Consider and resolve the grievances/complaints of security holders of the Company.

#### ***Nomination and Remuneration Committee***

The Nomination and Remuneration Committee was constituted vide a resolution passed by the Board on April 9, 2014. The Nomination and Remuneration Committee has been reconstituted from time to time and was last reconstituted vide a resolution passed by the Board on March 20, 2018 and as on the date of this Shelf Prospectus, comprises:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Mr. M. D. Mallya	Chairman	Non-Executive Director
Mr. Mukund S. Dharmadhikari	Member	Independent Director
Ms. Anuradha E. Thakur	Member	Independent Director

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Rajiv Sabharwal	Member	Non-Executive Director

Terms of reference of the Nomination and Remuneration Committee, *inter alia*, include, to:

- i) formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board, a policy relating to the remuneration for the directors, key managerial personnel and other employees;
- ii) review the performance of the Managing/whole-time/ Executive Directors on predetermined parameters;
- iii) review and approve the remuneration/compensation packages for the Managing/whole-time/ Executive Directors, within prescribed limits;
- iv) 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 and to carry out evaluation of every director's performance;
- v) take steps to refresh the composition of the Board;
- vi) decide Commission payable to the directors, subject to prescribed limits and approval of shareholders; and
- vii) review employee compensation vis-à-vis industry practices and trends.

#### **CSR Committee**

The CSR Committee was constituted vide a resolution passed by the Board on March 7, 2014. The CSR Committee has been reconstituted from time to time and was last reconstituted vide a resolution passed by the Board on March 20, 2018 and as on the date of this Shelf Prospectus, comprises:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. F. N. Subedar	Chairman	Non-Executive Director
Mr. Mukund S. Dharmadhikari	Member	Independent Director
Mr. Kusal Roy	Member	Managing Director

Terms of reference of the CSR Committee, *inter alia*, include, to:

- i) formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act ("CSR Activities");
- ii) recommend the amount of expenditure to be incurred on CSR activities; and
- iii) monitor the CSR Policy of the Company from time to time and instituting a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company.

#### **Committee for Review of Policies**

The Committee for Review of Policies was constituted vide a resolution passed by the Board on March 15, 2012. The Committee for Review of Policies has been reconstituted from time to time and was last reconstituted vide a resolution passed by the Board on March 20, 2018 and as on the date of this Shelf Prospectus, comprises:

Name of the Director	Designation in the Committee	Nature of Directorship
Ms. Anuradha E. Thakur	Chairperson	Independent Director
Mr. M. D. Mallya	Member	Non-Executive Director
Mr. Kusal Roy	Member	Managing Director

The brief terms of reference of the Committee for Review of Policies, *inter alia*, include, to:

- i) review various Codes / Policies adopted by the Company; and
- ii) review the functioning of the grievances redressal mechanism under the Fair Practices Code.

#### **Risk Management Committee**

The Risk Management Committee was constituted vide board resolution dated March 15, 2012. The Risk Management Committee has been reconstituted from time to time and was last reconstituted vide board resolution dated March 20, 2018 and as on the date of this Shelf Prospectus, comprises:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. M. D. Mallya	Chairman	Non-Executive Director
Mr. Rajiv Sabharwal	Member	Non-Executive Director

Name of the Director	Designation in the Committee	Nature of Directorship
Ms. Anuradha E. Thakur	Member	Independent Director
Mr. Kusal Roy	Member	Managing Director

The Risk Management Committee shall have overall responsibility for overseeing the risk management activities of the Company, approving appropriate risk management procedures and measurement methodologies across the organization as well as identification and management of strategic business risks.

Terms of reference of Risk Management Committee, *inter alia*, include, to:

- i) approve and review compliance with risk policies, monitors breaches / triggers trips of risk tolerance limits and directs action;
- ii) review and analyse risk exposure related to specific issues and provides oversight of risk across organization;
- iii) review reports of significant issues prepared by internal risk oversight functional groups, including risk exposure related to specific issues, concentrations and limits excesses;
- iv) nurture a healthy and independent risk management function in the Company;
- v) inculcate risk culture within the organization; and
- vi) approve the enterprise wide risk management framework.

#### ***Investment Credit Committee***

The Investment Credit Committee was constituted vide a resolution passed by the Board on March 15, 2012. The Investment Credit Committee has been reconstituted from time to time and was last reconstituted vide a resolution passed by the Board on March 20, 2018 and as on the date of this Shelf Prospectus, comprises:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. M. D. Mallya	Chairman	Non-Executive Director
Mr. Rajiv Sabharwal	Member	Non-Executive Director
Ms. Anuradha E. Thakur	Member	Independent Director
Mr. Kusal Roy	Member	Managing Director

Terms of reference of the Investment Credit Committee, *inter alia*, include, to:

- i) approve commercial finance and retail business credit proposals, as per the authority granted by the Board to the Investment Credit Committee from time to time, in terms of the Board approved 'Delegation of Authority matrix';
- ii) approve of investments by way of debentures / commercial Paper, equity shares and preference shares, in terms of the Board approved CFD investment policy;
- iii) approve the opening and operating of letters of credit, buyers credit, forex facility, etc. for customers of the CFD;
- iv) approve sale / purchase of Non-Performing Assets as per the policy for sale / purchase of Non-Performing Assets, as may be approved by the Board of Directors from time to time.
- v) periodically review proposals approved by management credit committee; and
- vi) carry out such other functions as may be delegated by the Board from time to time.

#### ***Finance and Asset Liability Supervisory Committee***

The Finance and Asset Liability Supervisory Committee was constituted vide a resolution passed by the Board on March 15, 2012. The Finance and Asset Liability Management Committee has been reconstituted from time to time and was last reconstituted vide a resolution passed by the Board on March 20, 2018 and as on the date of this Shelf Prospectus, comprises:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. M. D. Mallya	Chairman	Non-Executive Director
Mr. Rajiv Sabharwal	Member	Non-Executive Director
Mr. Mukund S. Dharmadhikari	Member	Independent Director
Mr. Kusal Roy	Member	Managing Director

Terms of reference of the Finance and Asset Liability Supervisory Committee, *inter alia*, include:

- i) compliance with RBI Prudential Norms/directions/guidelines for asset liability management.
- ii) debt composition and plan of the Company for fund raising; and



- iii) resource raising policy of the Company.

### **Working Committee**

The Working Committee was constituted vide a resolution passed by the Board on April 30, 2018. The Working Committee was last reconstituted vide a resolution passed by the Board on June 15, 2018 and as on the date of this Shelf Prospectus, comprises:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Mr. Rajiv Sabharwal	Chairman	Non-Executive Director
Mr. F. N. Subedar	Member	Non-Executive Director
Mr. M. D. Mallya	Member	Non-Executive Director
Ms. Kusal Roy	Member	Managing Director

Terms of reference of the Working Committee, *inter alia*, include, to:

- i) explore and evaluate market appetite, potential pricing, structure of the proposed issuance and timing, negotiation of various other terms in connection with the issuance of masala bonds, external commercial borrowings and non-convertible debentures to Public;
- ii) interact with potential investors / facilitators;
- iii) incur any expenditure for carrying out the above activities;
- iv) delegate the above powers, as may be felt necessary; and
- v) recommend to the Board of Directors, the findings of the Working Committee.

### **Information Technology Strategy Committee**

The Information Technology Strategy Committee was constituted vide a resolution passed by the Board on April 30, 2018. As on the date of this Shelf Prospectus, the Information Technology Strategy Committee comprises the following Directors, among other employees of the Company:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Mr. Mukund S. Dharmadhikari	Chairman	Independent Director
Mr. F. N. Subedar	Member	Non-Executive Director
Mr. Kusal Roy	Member	Managing Director

Terms of reference of the Information Technology Strategy Committee, *inter alia*, include, to:

- i) approve IT strategy and policy documents and ensure that the Management puts an effective strategic planning process in place;
- ii) ascertain that the Management had implemented processes and practices that ensure that the IT delivers value to the business;
- iii) ensure IT investments represent a balance of risks and benefits and that budgets are acceptable;
- iv) monitor the method that the Management used to determine the IT resources needed to achieve strategic goals and provide high-level direction for sourcing and use of IT resources;
- v) ensure proper balance of IT investments for sustaining the Company's growth and being aware about exposure towards IT risks and controls;
- vi) constitute the Steering Committee and review the discussions of the said Committee periodically;
- vii) institute an effective governance mechanism and risk management process for all outsourced IT operations and to do all such acts as may be required under the Directions in respect of the outsourced IT operations;
- viii) do any or all things that may be done by the Board of Directors in accordance with the RBI IT Directions, as amended from time to time; and
- ix) do such other things related to IT as may be recommended by the Board of Directors to the Committee.

### **Relatives of Directors**

No persons, who are relatives of Directors, hold office or place of profit in TCFSL.

## OUR PROMOTER

### Profile of our Promoter

- (a) Our Promoter, TCL, was incorporated as a public limited company under the name of 'Primal Investments and Finance Limited' under the Companies Act, 1956 on March 8, 1991 in Mumbai, Maharashtra under the CIN U65990MH1991PLC060670. TCL received its Certificate for Commencement of Business on April 1, 1991. On May 8, 2007, the name of the Company was changed to Tata Capital Limited.
- (b) TCL has its registered office at Mumbai.
- (c) The board of directors of TCL as on the date of filing of this Shelf Prospectus are:

Name	Designation
Mr. Saurabh Agrawal	Non-Executive Director and Chairman
Mr. F. N. Subedar	Non-Executive Director
Mr. Nalin Mansukhlal Shah	Independent Director
Mr. Mehernosh Behram Kapadia	Independent Director
Ms. Aarathi Subramanian	Non-Executive Director
Mr. Rajiv Sabharwal	Managing Director & CEO

### Other understanding and confirmations

TCL has confirmed that it has not been identified as wilful defaulter by the RBI or any other governmental authority.

No violation of securities laws has been committed by TCL in the past or is currently pending against it. TCL or its directors are not debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

TCL is not in default of payment of interest or repayment of principal amount in respect of debt securities issued by it to the public, if any, at any time.

### Common Pursuits of TCL and TCL Group

TCL has interests in the following entities that are engaged in businesses similar to TCFSL and this may result in potential conflicts of interest with TCFSL.

- i) Tata Capital Housing Finance Limited; and
- ii) Tata Cleantech Capital Limited

For further details, please see the section "*Risk Factors*" at page 11 of this Shelf Prospectus. For further details on the related party transactions, to the extent up to which TCFSL is involved, please see the section "*Financial Information*" at page 197 of this Shelf Prospectus.

### Interest of Promoter in TCFSL

Except as disclosed below, and as stated under the section "*Financial Information*" on page 197 of this Shelf Prospectus, other than as our shareholder, TCL does not have any other interest in TCFSL. Further, TCL has not given any personal guarantees in relation to loan facilities availed by TCFSL. For further details, please see the section "*Disclosures on Existing Financial Indebtedness*" at page 92 of this Shelf Prospectus.

TCL may be deemed to be interested in the Issue.

### Details of Shares allotted to TCL during the last three Financial Years

During the last three Financial Years, TCFSL has allotted Preference Shares to TCL, as under:

Name of the Shareholder*	Type of Shares	Total Number of shares	Total Shareholding as a % of total number of shares
Tata Capital Limited	Preference	2,070,000,000	100%

\*all the above shares are held in physical form

There was no allotment of Equity Shares to TCL during the last three financial years.

### Shareholding Pattern of TCL as on June 30, 2018

#### Summary Statement Holding of Equity Shareholders

Particulars	Total Number of Equity Shares	Number of Equity Shares in dematerialised form	Total Shareholding as % of Total Number of Equity Shares	Number of Equity Shares pledged or encumbered by the Promoters	Percentage of Equity Shares pledged with respect to shares owned
<b>Promoters</b>					
Bodies Corporate	2,782,655,289	2,782,655,289	93.56	Nil	Nil
<b>Non Promoters</b>					
Bodies Corporate	116,721,517	116,721,517	3.93	Nil	Nil
TCL Employee Welfare Trust (ESOP Trust)	51,635,187	51,635,187	1.73	Nil	Nil
Individuals	23,227,520	23,227,520	0.78	Nil	Nil
<b>Total</b>	<b>2,974,239,513</b>	<b>2,974,239,513</b>	<b>100</b>	<b>Nil</b>	<b>Nil</b>

#### Summary Statement Holding of Preference Shareholders

Particulars	Total Number of Preference Shares	Number of Preference Shares in Dematerialised Form	Total Shareholding as % of Total Number of Preference Shares	Number of Preference Shares pledged or encumbered by the Promoters	Percentage of Preference Shares pledged with respect to shares owned
<b>Promoters</b>					
Bodies Corporate	Nil	Nil	Nil	Nil	Nil
<b>Non Promoters</b>					
Bodies Corporate	9,898,854	9,898,854	50.11	Nil	Nil
Individuals	9,076,678	9,076,678	45.95	Nil	Nil
Trust	378,333	378,333	1.92	Nil	Nil
Others	399,092	399,092	2.02	Nil	Nil
<b>Total</b>	<b>19,752,957</b>	<b>19,752,957</b>	<b>100</b>	<b>Nil</b>	<b>Nil</b>

#### Details of shares pledged or encumbered by TCL as of June 30, 2018

No shares have been pledged or encumbered by TCL as of the date of this Shelf Prospectus.

#### Payment of benefits to TCL during the last two years

Other than as disclosed under the "Related Party Transactions" segment of the Financial Statements of the Company, available at page 197 of this Shelf Prospectus, the Company has not made payments of any benefits to TCL during the last two years preceding the date of this Shelf Prospectus.

**Interest of TCL in property, land and construction**

Except as stated in the section “*Financial Information*” at page 197 of this Shelf Prospectus, TCL does not have any interest in any property acquired by TCFSL within two years preceding the date of filing of this Shelf Prospectus or in any transaction with respect to the acquisition of land, construction of building or supply of machinery.

## DISCLOSURES ON EXISTING FINANCIAL INDEBTEDNESS

The outstanding borrowings of the TCFSL as on June 30, 2018, are as follows:

(In ₹ lakh)

S.No.	Nature of borrowings	Amount*
1.	Secured borrowings	1,794,198
2.	Unsecured borrowings	1,512,245

\*Gross of unamortised discounts / premium

Set forth below, is a summary of the borrowings by TCFSL as at June 30, 2018 together with a brief description of certain significant terms of such financing arrangements.

### A. Details of secured borrowings:

TCFSL's secured borrowings as on June 30, 2018 amount to ₹ 1,794,198 lakh. The details of the individual borrowings are set out below:

#### 1. Cash Credit / Working Capital Demand Loan ("WCDL") facilities availed by TCFSL

(In ₹ lakh)

S. No.	Bank	Amount sanctioned*	Principal amount outstanding as on June 30, 2018	Repayment date / schedule
<b>Cash Credit</b>				
1.	Bank of Maharashtra	20,000	19,500	Repayable/ callable on demand.
2.	Dena Bank	50,000	49,501	Repayable/ callable on demand.
3.	ICICI Bank Limited	10,000	5,695	Repayable/ callable on demand.
4.	Punjab and Sind Bank	20,000	19,500	Repayable/ callable on demand.
5.	Punjab National Bank	30,000	29,500	Repayable/ callable on demand.
6.	Union Bank Of India	50,000	48,999	Repayable/ callable on demand.
7.	UCO Bank	30,000	22,000	Repayable/ callable on demand.
8.	Karnataka Bank Ltd	5,000	4,500	Repayable/ callable on demand.
9.	Axis Bank Ltd.	40,000	39,000	Repayable/ callable on demand.
10.	Bank of Baroda	25,000	24,548	Repayable/ callable on demand.
11.	Bank Of America N.A.	40,000	9,500	Repayable/ callable on demand.
12.	Bank of India	50,000	7	Repayable/ callable on demand.
13.	Canara Bank	20,000	2	Repayable/ callable on demand.
14.	Book Overdraft*	--	31,318	Repayable/ callable on demand
<b>Working Capital Demand Loan</b>				
1.	State Bank of India	90,000	50,000	July 20, 2018
2.	The Federal Bank Ltd	40,000	20,000	August 1, 2018
3.	Jammu & Kashmir Bank Ltd.	20,000	19,500	January 30, 2019
4.	Jammu & Kashmir Bank Ltd.	20,000	20,000	February 11, 2019
5.	Bank Of America N.A.	20,000	20,000	September 7, 2018
6.	Canara Bank	20,000	19,500	August 10, 2018
7.	ICICI Bank Ltd	10,000	10,000	May 23, 2019
8.	IDBI Bank Ltd	15,000	7,500	August 14, 2018
9.	Indusind Bank	110,000	100,000	50,000 Lakh each payable on June 5, 2019 and June 14, 2019
<b>TOTAL</b>		<b>775,000</b>	<b>570,070</b>	

*Security:* The above facilities are secured by a first pari-passu charge on present and future receivables/ moveable property of TCFSL, administered through Vistra ITCL (India) Limited, as a security trustee for the lenders pursuant to security trustee agreement executed between the TCFSL, Vistra ITCL (India) Limited and the lenders.

\*Book Overdraft represents Cheque Issued but not presented/cleared in TCFSL's various disbursement accounts.

## 2. Term Loans availed by TCFSL

(In ₹ lakh)

S.No.	Bank/ Financial institution	Amount sanctioned *	Principal Amount outstanding as on June 30, 2018	Repayment date / schedule	Security*	Prepayment provisions
1.	Allahabad Bank	60,000	60,000	To be repaid in 4 equal yearly installments starting at the end of the 12 <sup>th</sup> month from the date of disbursement for each tranche. Each yearly installment shall be of ₹ 15,000 lakh.  The agreed dates of repayment are March 26, 2019, March 26, 2020, March 26, 2021 and March 26, 2022	First <i>pari passu</i> charge on the current assets/receivables/ immovable property of TCFSL at 1.05 times.	NIL
2.	Canara Bank	30,000	30,000	Shall be repaid by way of a bullet payment at the end of the tenor on August 16, 2019.	Hypothecation of all Loan Receivables/ Hire Purchase receivables/ lease rentals of TCFSL net of finance charges etc. excluding specific pools of such assets provided as exclusive security for term loans/ debentures etc.	Borrower agrees to pay commitment changes, as per policy of the Bank, in case of prepayment of credit facilities.
3.	Canara Bank	30,000	30,000	Shall be repaid by way of a bullet payment at the end of the tenor on June 29, 2021.	Hypothecation of all Loan Receivables/ Hire Purchase receivables/ lease rentals of TCFSL net of finance charges etc. excluding specific pools of such assets provided as exclusive security for term loans/ debentures etc.	NIL
4.	Karnataka Bank	10,000	5,000	Repayable in equal installments of ₹ 50,00,00,000 on June 28 of every financial year.	Secured by a first <i>pari passu</i> charge on present and future receivables/ moveable property of TCFSL	NIL
5.	Deutsche Bank	20,000	20,000	Shall be repaid by way of a bullet payment at the end of the tenor on June 18, 2021.	Secured by a first <i>pari passu</i> charge on present and future receivables/ moveable property of TCFSL	No Prepayment allowed
<b>TOTAL</b>		<b>150,000</b>	<b>145,000</b>			

\*Security created on the above facilities is administered by the TCFSL through Vistra ITCL (India) Limited, as a security trustee for the lenders pursuant to security trustee agreement executed between the TCFSL, Vistra ITCL (India) Limited and the lenders.

**Penalty:** The loan documentation executed with respect to the term loans mentioned above set out penalty provisions for compliance with the provisions of the loan documents. Such provisions include, but are not limited to:

- (a) Penal interest shall be 2% in addition to the interest rates mentioned for all overdue/ delays of any monies payable (principal as well as interest).
- (b) TCFSL will submit monthly stock statement with a period of 21 days from the date of which it falls due for submission, failing which penal interest of 2% will be charged.
- (c) TCFSL should submit the periodical information like, security statements cum book debt statement etc from time to time failing which the lender will charge additional interest not exceeding 2% on the outstanding facility.
- (d) Penal interest of 2% on the outstanding liability shall be collected if the audited financial statements are not submitted before 31<sup>st</sup> October of every year or within a fortnight from the date of audit of the financial statements of TCFSL, whichever is earlier.
- (e) The right of the lender to capitalize the interest is in addition to the right of the bank to charge additional interest/penal interest at 2% or such other rate as may be stipulated by the bank from the date of default to the date of actual payment and will be treated as an advance secured by these presents.
- (f) In default of payment of any one/two installments of quarterly interest the lender is entitled to charge interest thereon, in addition to the charging penal interest at the rate of 2% p.a. from the date of default to the date of payment of such defaulted interest.

**Rescheduling:** None of the Loan Documents provide for the rescheduling provision.

**Events of default:** The facility documents executed by TCFSL stipulate certain events as "Events of Default", pursuant to which TCFSL may be required to immediately repay the entire loan facility availed by it and be subject to additional penalties by the relevant lenders. Such events include, but are not limited to:

- (a) Any of the installment amount referred to herein above being unpaid on the due date for payment thereof.
- (b) Any representation and/or the statements made by TCFSL in the application being found to be incorrect and/or TCFSL committing any breach or default in the performance or observance of any terms, conditions or provisions contained in the said application and/or the letter of sanction.
- (c) TCFSL entering into any arrangement or composition with TCFSL's creditors or committing any act the consequence of which may lead to TCFSL being ordered to be wound up.
- (d) Any process being issued against TCFSL for execution of a decree and/or for attachment before judgment resulting in any of the property belonging to and/or under the control of TCFSL being attached.
- (e) Any order being made or a resolution being passed for the winding up of TCFSL.
- (f) A receiver being appointed of the entire properties or any part thereof belonging to or under the control of TCFSL.
- (g) TCFSL ceasing or threatening to cease to carry on business or giving or threatening to give notice of TCFSL's intention to do so.
- (h) A firm of accountants appointed by the lender certifying that the liabilities of TCFSL exceed the assets owned and/or under the control of TCFSL and/or that TCFSL is carrying on business in loss.
- (i) The occurrence of any event or circumstances which would or is likely to prejudicially or adversely affect in any manner the capacity of TCFSL to either repay the said advance or to carry out the said proposal.
- (j) Failure of the Borrower to pay on the due date upon which any amount is due and payable whether by way of interest, principal or any other sum stated as payable under this facility.
- (k) If the borrower commits any breach of or omit to observe any of its covenants, obligations or undertakings under the term loan and in case of any such breach or omission capable of being remedied, such breach or omission is not remedied within 30 days.

- (l) If any representation or warranty made by TCFSL is incorrect.
- (m) If any other borrowings of TCFSL are not paid when due or is likely to become prematurely payable or capable of being prematurely declared payable or if steps are taken to enforce any security for such indebtedness.
- (n) TCFSL becomes insolvent.
- (o) Any material change takes place which in the opinion of the lender in the projected and actual cash flows, financial condition, results of operation or business of TCFSL.
- (p) Control of TCFSL's voting share capital or Board of Directors significantly changes as a result of a takeover, or merger of, or transfer of shares in or issue or sale of shares by the Borrower without prior intimation to the Bank.
- (q) It becomes impossible or unlawful for the lender to make, maintain or fund the facility as contemplated or any of the conditions stated by TCFSL ceases to be valid, legal and binding and enforceable.

### 3. Secured Non-Convertible Debentures

3.1 TCFSL has issued on private placement basis, secured, redeemable, non-convertible debentures of face value ₹ 10,00,000/- each under various series of which face value ₹ 10,50,310 lakh is cumulatively outstanding as on June 30, 2018, the details of which are set forth below:\*

S.No.	Debenture Series	Tenor/ period (days)	Coupon (p.a.) in %	Principal Outstanding Amount (in ₹lakh)	Date of Allotment	Redemption Date	Latest Credit Rating
1.	TCFSL NCD M FY 2011-12	2557	10.10%	400	17-Aug- 11	17-Aug-18	CARE AA+
2.	TCFSL NCD R FY 2011-12	2557	10.15%	1,000	23-Sep-11	23-Sep-18	CARE AA+
3.	TCFSL NCD AA FY 2011-12	2557	10.15%	1,500	21-Oct-11	21-Oct-18	CARE AA+
4.	TCFSL NCD 'AH' FY 2012-13	3652	9.85%	5,000	5-Sep-12	5-Sep-22	ICRA AA+
5.	TCFSL NCD O FY 2013-14	1826	10.40%	4,300	20-Aug- 13	20-Aug-18	CRISIL AA+
6.	TCFSL NCD C FY 2014-15 - Option-II	1826	9.61%	3,500	9-Jul-14	9-Jul-19	ICRA AA+
7.	TCFSL NCD AA FY 2014-15	3653	9.36%	9,500	20-Nov- 14	20-Nov-24	CRISIL AA+ CARE AA+
8.	TCFSL NCD AF FY 2014-15-Option-I	3651	9.22%	7,500	8-Dec-14	6-Dec-24	CRISIL AA+
9.	TCFSL NCD "E" FY 2015-16	1827	8.88%	33,000	5-May-15	5-May-20	CRISIL AA+
10.	TCFSL NCD "Q" FY 2015-16 - Option I	1096	8.95%	500	13-Jul-15	13-Jul-18	CRISIL AA+
11.	TCFSL NCD "S" FY 2015-16	1094	8.85%	2,500	26-Aug- 15	24-Aug-18	ICRA AA+
12.	TCFSL NCD "X" FY 2015-16	1827	8.65%	1,000	16-Dec-15	16-Dec-20	ICRA AA+ CARE AA+
13.	TCFSL NCD "Y" FY 2015-16	1096	8.65%	2,500	8-Jan-16	8-Jan-19	ICRA AA+ CARE AA+
14.	TCFSL NCD "Z" FY 2015-16	1183	8.85%	10,000	5-Feb-16	3-May-19	ICRA AA+
15.	TCFSL NCD "AA" FY 2015-16	1826	8.75%	700	16-Mar- 16	16-Mar-21	ICRA AA+ CARE AA+
16.	TCFSL NCD "AB" FY 2015-16	1824	8.80%	1,000	21-Mar- 16	19-Mar-21	ICRA AA+ CARE AA+
17.	TCFSL NCD "AC" FY 2015-16	1113	8.79%	2,130	31-Mar- 16	18-Apr-19	ICRA AA+
18.	TCFSL NCD "B" FY 2016-17	1096	8.70%	2,000	7-Apr-16	8-Apr-19	ICRA AA+



S.No.	Debtenture Series	Tenor/ period (days)	Coupon (p.a.) in %	Principal Outstanding Amount (in ₹ lakh)	Date of Allotment	Redemption Date	Latest Credit Rating
19.	TCFSL NCD "D" FY 2016-17	1094	8.70%	1,000	20-Apr-16	19-Apr-19	ICRA AA+
20.	TCFSL NCD "F" FY 2016-17	1095	8.67%	2,500	24-May- 16	24-May-19	CRISIL AA+
21.	TCFSL NCD "G" FY 2016-17	1824	8.70%	5,000	30-May- 16	28-May-21	CRISIL AA+
22.	TCFSL NCD TCFSL NCD "I" FY 2016- 17- Option I	1109	8.75%	2,500	10-Jun-16	24-Jun-19	CRISIL AA+
23.	TCFSL NCD "I" FY 2016-17 Option - II	1291	8.7233%	1,300	10-Jun-16	23-Dec-19	CRISIL AA+
24.	TCFSL NCD "N" FY 2016-17	1095	8.8150%	20,000	12-Jul-16	12-Jul-19	CRISIL AA+
25.	TCFSL NCD "O" FY 2016-17	1095	8.66%	2,500	19-Jul-16	19-Jul-19	CRISIL AA+
26.	TCFSL NCD "P" FY 2016-17	1095	8.6150%	1,000	29-Jul-16	29-Jul-19	CRISIL AA+
27.	TCFSL NCD "Q" FY 2016-17	730	8.6150%	15,000	2-Aug-16	2-Aug-18	CRISIL AA+
28.	TCFSL NCD "R" FY 2016-17	731	8.15%	2,500	12-Aug- 16	13-Aug-18	CRISIL AA+
29.	TCFSL NCD "S" FY 2016-17	730	8.30%	7,500	16-Aug- 16	16-Aug-18	CRISIL AA+
30.	TCFSL NCD "T" FY 2016-17	1093	8.20%	2,500	25-Aug- 16	23-Aug-19	CRISIL AA+
31.	TCFSL NCD "U" FY 2016-17	1405	8.25%	1,500	26-Aug- 16	1-Jul-20	CRISIL AA+
32.	TCFSL NCD "V" FY 2016-17 - Option I	730	8.16%	3,000	31-Aug- 16	31-Aug-18	CRISIL AA+
33.	TCFSL NCD "V" FY 2016-17 - Option II	1094	8.16%	2,500	31-Aug- 16	30-Aug-19	CRISIL AA+
34.	TCFSL NCD "W" FY 2016-17	730	8.20%	25,000	6-Sep-16	6-Sep-18	CRISIL AA+
35.	TCFSL NCD "X" FY 2016-17	911	8.20%	25,000	8-Sep-16	8-Mar-19	CRISIL AA+
36.	TCFSL NCD "AA" FY 2016-17	893	7.8363%	5,000	6-Oct-16	18-Mar-19	ICRA AA+
37.	TCFSL NCD "AB" FY 2016-17	728	7.77%	54,500	14-Oct-16	12-Oct-18	ICRA AA+
38.	TCFSL NCD "AC" FY 2016-17	1093	7.85%	3,500	27-Oct-16	25-Oct-19	ICRA AA+
39.	TCFSL NCD "AD" FY 2016-17	1125	8.10%	2,300	10-Nov- 16	10-Dec-19	ICRA AA+
40.	TCFSL NCD "AE" FY 2016-17	1125	8.10%	7,500	16-Nov- 16	16-Dec-19	ICRA AA+
41.	TCFSL NCD "AF" FY 2016-17	730	7.65%	30,000	29-Nov- 16	29-Nov-18	ICRA AA+
42.	TCFSL NCD "AG" FY 2016-17	1826	7.58%	27,200	28-Dec-16	28-Dec-21	CRISIL AA+
43.	TCFSL NCD "AH" FY 2016-17	730	7.85%	15,000	6-Feb-17	6-Feb-19	ICRA AA+
44.	TCFSL NCD "AI" FY 2016-17	754	7.84%	10,000	8-Feb-17	4-Mar-19	ICRA AA+
45.	TCFSL NCD "AJ" FY 2016-17	1094	7.85%	2,500	1-Mar-17	28-Feb-20	ICRA AA+
46.	TCFSL NCD "AK" FY 2016-17	730	7.85%	1,900	27-Mar- 17	27-Mar-19	ICRA AA+
47.	TCFSL NCD "AL" FY 2016-17	1826	7.91%	4,000	31-Mar- 17	31-Mar-22	ICRA AA+ CARE AA+
48.	TCFSL NCD "A" FY 2017-18	730	7.95%	102,500	10-Apr-17	10-Apr-19	ICRA AA+
49.	TCFSL NCD "B" FY	730	7.85%		30-May-	30-May-19	ICRA AA+

S.No.	Debenture Series	Tenor/ period (days)	Coupon (p.a.) in %	Principal Outstanding Amount (in ₹ lakh)	Date of Allotment	Redemption Date	Latest Credit Rating
	2017-18			22,500	17		
50.	TCFSL NCD "C" FY 2017-18	546	7.6894%	10,000	2-Jun-17	30-Nov-18	ICRA AA+
51.	TCFSL NCD "D" FY 2017-18	1096	7.87%	101,500	9-Jun-17	9-Jun-20	ICRA AA+
52.	TCFSL NCD "E" FY 2017-18	1127	7.75%	5,000	6-Jul-17	6-Aug-20	ICRA AA+
53.	TCFSL NCD "F" FY 2017-18	730	7.70%	10,000	10-Jul-17	10-Jul-19	ICRA AA+
54.	TCFSL NCD "G" FY 2017-18	1094	7.70%	2,500	12-Jul-17	10-Jul-20	ICRA AA+
55.	TCFSL NCD "H" FY 2017-18	730	7.67%	50,000	18-Jul-17	18-Jul-19	ICRA AA+
56.	TCFSL NCD "I" FY 2017-18	1684	7.70%	7,500	20-Jul-17	28-Feb-22	ICRA AA+
57.	TCFSL NCD "J" FY 2017-18	730	7.60%	55,000	7-Aug-17	7-Aug-19	ICRA AA+
58.	TCFSL NCD "J" FY 2017-18	705	7.60%	24,780	1-Sep-17	7-Aug-19	ICRA AA+
59.	TCFSL NCD "K" FY 2017-18	1612	7.69%	7,500	16-Aug- 17	14-Jan-22	ICRA AA+
60.	TCFSL NCD "L" FY 2017-18	728	7.50%	20,000	29-Sep-17	27-Sep-19	ICRA AA+
61.	TCFSL NCD "M" FY 2017-18	497	7.6293%	75,000	16-Nov- 17	28-Mar-19	ICRA AA+
62.	TCFSL NCD "N" FY 2017-18	546	ZCB	5,000	29-Nov- 17	29-May-19	ICRA AA+
63.	TCFSL NCD "O" FY 2017-18	1106	ZCB	7,500	12-Jan-17	12-Jan-18	ICRA AA+
64.	TCFSL NCD "P" FY 2017-18	1824	8.25%	4,800	22-Jan-18	20-Jan-23	ICRA AA+ CARE AA+
65.	TCFSL NCD "Q" FY 2017-18	730	8.20%	70,000	24-Jan-18	24-Jan-20	ICRA AA+
66.	TCFSL NCD "R" FY 2017-18	1096	8.28%	25,000	23-Mar- 18	23-Mar-21	ICRA AA+
67.	TCFSL NCD "A" FY 2018-19	457	9.0661%	54,000	19-Jun-18	19-Sep-19	ICRA AA+
68.	TCFSL NCD "B" FY 2018-19	546	8.98%	18,500	29-Jun-18	27-Dec-19	ICRA AA+
	<b>Total</b>			<b>1,050,310</b>			

\*Above debentures are fully secured by pari passu charge over the book receivables / book debts and a pari passu charge over identified immovable property.

3.2 TCL had made public issue of listed secured redeemable non-convertible debentures of face value ₹ 1,000 and ₹ 1,00,000 each under various series. Pursuant to the Scheme of Arrangement, any obligations as regards the outstanding listed secured redeemable non-convertible debentures issued by TCL were transferred to TCFSL. The details of the outstanding series as on June 30, 2018 are set forth below:

Debenture Series	Tenor/ period (years / days)	Coupon (p.a.) in %	Principal Outstanding Amount (in ₹ lakh)	Date of Allotment	Redemption Date/ Schedule	Latest Credit Rating
Option I*	5 years	9.75	310	06-Mar-2014	06-Mar-2019	ICRA AA+
Option II	5 years	9.75	1,779	06-Mar-2014	06-Mar-2019	ICRA AA+
Option III	5 years	10.50	14,970	06-Mar-2014	06-Mar-2019	ICRA AA+
Option IV	5 years	10.50	11,759	06-Mar-2014	06-Mar-2019	ICRA AA+
	<b>Total</b>		<b>28,818</b>			

\*The face value of the non-convertible debentures issued under Option I is ₹ 1,00,000.

## B. Details of unsecured borrowings

TCFSL has ₹ 1,512,245 lakh unsecured borrowings as on June 30, 2018. The details of the individual borrowings are set out below:

### 1. Subordinated Debts

TCFSL has issued on private placement basis, unsecured, redeemable, non-convertible debentures of face value ₹ 5,00,000 and ₹ 10,00,000 each under various series of which face value ₹ 1,82,045 lakh is cumulatively outstanding as on June 30, 2018, the details of which are set forth below:

S. No.	Debenture Series	Tenor/period (days)	Coupon (p.a.) in %	Principal Outstanding Amount (in ₹ lakh)	Date of Allotment	Redemption Date	Latest Credit Rating
1.	TCFSL Tier II Bond A FY 2009-10	3652	10.50%	3,910	4-Aug-09	4-Aug-19	ICRA AA+ CARE AA+
2.	TCFSL Tier II Bond B FY 2009-10	3652	10.25%	17,040	9-Sep-09	9-Sep-19	ICRA AA+ CARE AA+
3.	TCFSL Tier II Bond C FY 2009-10*	3652	10.25%	7,395	28-Oct-09	28-Oct-19	ICRA AA+ CARE AA+
4.	TCFSL Tier II Bond D FY 2009-10*	3652	9.80%	7,900	28-Oct-09	28-Oct-19	ICRA AA+ CARE AA+
5.	TCFSL Tier II Bond 'F' FY 2009-10*	3652	10.25%	5,675	30-Nov-09	30-Nov-19	ICRA AA+ CARE AA+
6.	TCFSL Tier II Bond E FY 2009-10*	3652	10.25%	28,625	15-Dec-09	15-Dec-19	ICRA AA+ CARE AA+
7.	TCFSL Tier II Bond G FY 2009-10*	3652	9.80%	15,000	18-Dec-09	18-Dec-19	ICRA AA+ CARE AA+
8.	TCFSL Tier II Bond H FY 2009-10*	3652	9.95%	5,000	24-Dec-09	24-Dec-19	ICRA AA+ CARE AA+
9.	TCFSL Tier-II Bond A FY 2014-15	3653	10.15%	10,000	26-Sep-14	26-Sep-24	CARE AA+ CRISIL AA+
10.	TCFSL Tier-II Bond B FY 2014-15	3653	9.35%	3,500	7-Jan-15	7-Jan-25	CARE AA+ CRISIL AA+
11.	TCFSL Tier-II Bond C FY 2014-15	3653	9.32%	7,500	30-Jan-15	30-Jan-25	CARE AA+ CRISIL AA+
12.	TCFSL Tier-II Bond "D" FY 2014-15	3653	9.37%	20,000	31-Mar-15	31-Mar-25	CARE AA+ CRISIL AA+

13.	TCFSL Tier-II Bond "A" FY 2015- 16	3653	9.25%	9,000	22-Jul-15	22-Jul-25	CARE AA+ CRISIL AA+
14.	TCFSL Tier-II Bond "B" FY 2015- 16	3652	9.17%	20,000	30-Mar-16	30-Mar-26	CRISIL AA+ CARE AA+
15.	TCFSL Tier-II Bond "A" FY 2016- 17	3652	8.92%	20,000	11-Aug-16	11-Aug-26	CRISIL AA+ CARE AA+
16.	TCFSL Tier-II Bond "B" FY 2016- 17	3652	8.45%	1,500	26-Oct-16	26-Oct-26	CRISIL AA+ CARE AA+
<b>Total</b>				<b>182,045</b>			

\*The face value of the non-convertible debentures issued under S.Nos. 3 to 8 is ₹5,00,000.

## 2. Loan from Directors and Relatives of Directors

TCFSL does not have any borrowings from directors and relatives of directors as on June 30, 2018 which are in the nature of demand loans and are unsecured.

## 3. Commercial Paper

TCFSL has issued Commercial Paper aggregating to a total face value ₹ 7,34,500 lakh as on June 30, 2018. The details of the Commercial Paper are set forth below:

S. No.	ISIN	Total amount outstanding as on June 30, 2018 (₹ in lakh)	Maturity Date
1.	INE306N14MK3	12,500.00	July 03, 2018
2.	INE306N14NO3	50,000.00	July 06, 2018
3.	INE306N14NI5	50,000.00	July 11, 2018
4.	INE306N14NU0	55,000.00	July 17, 2018
5.	INE306N14NX4	45,000.00	July 24, 2018
6.	INE306N14NM7	1,000.00	July 25, 2018
7.	INE306N14NN5	26,000.00	July 27, 2018
8.	INE306N14NQ8	25,000.00	August 03, 2018
9.	INE306N14NP0	45,000.00	August 06, 2018
10.	INE306N14NZ9	20,000.00	August 07, 2018
11.	INE306N14NW6	40,000.00	August 08, 2018
12.	INE306N14OA0	50,000.00	August 13, 2018
13.	INE306N14NV8	32,500.00	August 16, 2018
14.	INE306N14OC6	25,000.00	August 20, 2018
15.	INE306N14NY2	15,000.00	August 23, 2018
16.	INE306N14OE2	40,000.00	August 27, 2018
17.	INE306N14NK1	10,000.00	September 14, 2018
18.	INE306N14NJ3	5,000.00	September 25, 2018
19.	INE306N14NR6	20,000.00	September 26, 2018
20.	INE306N14OD4	20,000.00	September 27, 2018
21.	INE306N14NL9	10,000.00	September 28, 2018
22.	INE306N14MP2	10,000.00	November 20, 2018
23.	INE306N14OB8	21,500.00	December 11, 2018
24.	INE306N14NT2	2,000.00	December 13, 2018
25.	INE306N14NF1	20,000.00	January 29, 2019

S. No.	ISIN	Total amount outstanding as on June 30, 2018 (₹ in lakh)	Maturity Date
26.	INE306N14MU2	6,500.00	February 12, 2019
27.	INE306N14NE4	30,000.00	February 19, 2019
28.	INE306N14NB0	25,000.00	February 27, 2019
29.	INE306N14NA2	15,000.00	March 08, 2019
30.	INE306N14NS4	7,500.00	May 15, 2019
<b>TOTAL</b>		<b>7,34,500</b>	

#### 4. WCDL Facilities

S. No.	Bank	Amount sanctioned (₹ in lakh)	Principal amount outstanding as on June 30, 2018 (₹ in lakh)	Repayment date / schedule
1.	United Overseas Bank	2,200	2,200	Bullet on July 5, 2018
<b>TOTAL</b>		<b>2,200</b>	<b>2,200</b>	

#### 5. Unsecured Short Term Loans

S.No.	Bank/Financial Institution	Amount sanctioned (₹ in lakh)	Principal amount outstanding as on June 30, 2018 (₹ in lakh)	Repayment date / schedule	Prepayment Provision
1.	HDFC Bank	12,500	12,500	July 3, 2018	NIL
2.	HDFC Bank	70,000	70,000	August 27, 2018	NIL.
3.	ICICI Bank	20,000	20,000	May 28, 2019	Prepayment penalty as stipulated from time to time
4.	HDFC Bank	60,000	60,000	July 27, 2018	2% in case facility is repaid within 15 days, else NIL.
5.	HDFC Bank	20,000	10,000	November 28, 2018	2% of the overall amount.
6.	HDFC Bank	25,000	25,000	August 29, 2019	2% in case facility is repaid within 15 days, else NIL.
7.	HDFC Bank	40,000	40,000	September 6, 2019	2% in case facility is repaid within 15 days, else NIL.
8.	Jammu & Kashmir Bank	20,000	20,000	June 28, 2019	NIL
9.	Dena Bank	40,000	40,000	July 26, 2019	NIL
<b>Total</b>		<b>307,500</b>	<b>297,500</b>		

**Penalty:** The loan documentation executed with respect to the term loans mentioned above set out penalty provisions for compliance with the provisions of the loan documents. Such provisions include, but are not limited to:

- Penal interest shall be 2% in addition to the interest rates mentioned for all overdue/ delays of any monies payable (principal as well as interest).
- TCFSL will submit monthly stock statement with a period of 21 days from the date of which it falls due for submission, failing which penal interest of 2% will be charged.
- TCFSL should submit the periodical information like, Security Statements cum Book Debt Statement etc from time to time, failing which the bank will charge additional interest not exceeding 2% on the outstanding facility.
- Penal interest of 2% on the outstanding liability shall be collected if the audited financial statement is not submitted before 31<sup>st</sup> October of every year or within a fortnight from the date of audit of financial accounts of TCFSL whichever is earlier.

**Rescheduling:** None of the Loan Documents provide for the rescheduling provision.

**Events of default:** The facility documents executed by TCFSL stipulate certain events as "Events of Default", pursuant to which TCFSL may be required to immediately repay the entire loan facility availed by it and be subject to additional penalties by the relevant lenders. Such events include, but are not limited to:

- (a) Any of the installment amount referred to herein above being unpaid on the due date for payment thereof.
- (b) Any representation and/or the statements made by TCFSL in the application being found to be incorrect and/or TCFSL committing any breach or default in the performance or observance of any terms, conditions or provisions contained in the said application and/or the letter of sanction.
- (c) TCFSL entering into any arrangement or composition TCFSL's creditors or committing any act the consequence of which may lead to TCFSL being ordered to be wound up.
- (d) Any process being issued against TCFSL for execution of a decree and/or for attachment before judgment resulting in any of the property belonging to and/or under the control of TCFSL being attached.
- (e) Any order being made or a resolution being passed for the winding up of TCFSL.
- (f) A receiver being appointed of the entire properties or any part thereof belonging to or under the control of TCFSL.
- (g) TCFSL ceasing or threatening to cease to carry on business or giving or threatening to give notice of TCFSL's intention to do so.
- (h) A firm of accountants appointed by the lender certifying that the liabilities of TCFSL exceed the assets owned and/or under the control of TCFSL and/or that TCFSL is carrying on business in loss.
- (i) The occurrence of any event or circumstances which would or is likely to prejudicially or adversely affect in any manner the capacity of TCFSL to either repay the said advance or to carry out the said proposal.
- (j) Failure of the Borrower to pay on the due date upon which any amount is due and payable whether by way of interest, principal or any other sum stated as payable under this facility.
- (k) If the borrower commits any breach of or omit to observe any of its covenants, obligations or undertakings under the term loan and in case of any such breach or omission capable of being remedied, such breach or omission is not remedied within 30 days.
- (l) If any representation or warranty made by TCFSL is incorrect.
- (m) If any other borrowings of TCFSL are not paid when due or is likely to become prematurely payable or capable of being prematurely declared payable or if steps are taken to enforce any security for such indebtedness.
- (n) TCFSL becomes insolvent.
- (o) Any material change takes place which in the opinion of the lender in the projected and actual cash flows, financial condition, results of operation or business of TCFSL.
- (p) Control of TCFSL's voting share capital or Board of Directors significantly changes as a result of a takeover, or merger of, or transfer of shares in or issue or sale of shares by the Borrower without prior intimation to the Bank.
- (q) It becomes impossible or unlawful for the lender to make, maintain or fund the facility as contemplated or any of the conditions stated by TCFSL ceases to be valid, legal and binding and enforceable.

## 6. ***Unsecured Non-Convertible Debentures***

6.1. TCFSL has issued on private placement basis, unsecured, redeemable, non-convertible debentures of face value ₹ 10,00,000 each under various series of which face value ₹ 100,000 lakh is cumulatively outstanding as on June 30, 2018, the details of which are set forth below:

S. No.	Debenture Series	Tenor/period (days)	Coupon (p.a.) in %	Outstanding Amount (in ₹ lakh)	Date of Allotment	Redemption Date	Latest Credit Rating
1.	TCFSL UNSECURED NCD "A" FY 2015-16	1094	9.20%	20,000	12-Aug-15	10-Aug-18	CRISIL AA+
2.	TCFSL UNSECURED NCD "A" FY 2017-18	730	7.90%	80,000	27-Jun-17	27-Jun-19	CRISIL AA+
<b>Total</b>				<b>100,000</b>			

6.2. TCFSL has issued on private placement basis, perpetual, unsecured, redeemable, non-convertible debentures of face value ₹ 5,00,000 and ₹ 10,00,000 each under various series of which face value ₹ 91,800 lakh is cumulatively outstanding as on June 30, 2018, the details of which are set forth below:

S. No.	Debenture Series	Tenor/period (days)	Coupon (p.a.) in %	Principal Outstanding Amount (in ₹ lakh)	Date of Allotment	Call/Maturity Date	Latest Credit Rating
1.	TCFSL Perpetual A FY 2010-11*	3653	10.00%	75	15-Nov-10	15-Nov-20	CRISIL AA CARE AA
2.	TCFSL Perpetual B FY 2010-11*	3653	10.00%	90	14-Jan-11	14-Jan-21	CRISIL AA CARE AA
3.	TCFSL Perpetual A FY 2011-12*	3653	10.00%	100	5-May-11	5-May-21	CRISIL AA CARE AA
4.	TCFSL Perpetual B FY 2011-12*	3653	11.25%	305	8-Aug-11	8-Aug-21	CRISIL AA CARE AA
5.	TCFSL Perpetual C FY 2011-12*	3653	10.75%	50	28-Sep-11	28-Sep-21	CRISIL AA CARE AA
6.	TCFSL Perpetual D FY 2011-12*	3653	10.75%	25	7-Nov-11	7-Nov-21	CRISIL AA CARE AA
7.	TCFSL Perpetual A FY 2013-14*	3653	10.95%	9,355	27-Mar-14	27-Mar-24	ICRA AA CARE AA
8.	TCFSL Perpetual 'A' FY 2015-16	3653	9.99%	10,000	16-Jul-15	16-Jul-25	ICRA AA CARE AA
9.	TCFSL Perpetual 'B' FY 2015-16	3653	9.86%	5,000	6-Jan-16	6-Jan-26	CARE AA ICRA AA
10.	TCFSL Perpetual 'C' FY 2015-16	3653	9.86%	5,000	2-Feb-16	2-Feb-26	CARE AA ICRA AA
11.	TCFSL Perpetual 'D' FY 2015-16	3653	9.86%	10,000	9-Feb-16	9-Feb-26	ICRA AA CARE AA
12.	TCFSL Perpetual 'E' FY 2015-16	3652	9.80%	10,000	23-Mar-16	23-Mar-26	ICRA AA CARE AA
13.	TCFSL Perpetual 'A' FY 2016-17	3652	9.80%	5,000	30-Jun-16	30-Jun-26	ICRA AA CARE AA
14.	TCFSL Perpetual B FY 2016-17	3652	9.00%	1,000	13-Jan-17	13-Jan-27	ICRA AA CARE AA
15.	TCFSL Perpetual C FY 2016-17	3652	9.05%	4,000	8-Mar-17	8-Mar-27	ICRA AA CARE AA
16.	TCFSL Perpetual A FY 2017-18	3652	9.05%	5,000	21-Jun-17	21-Jun-27	CRISIL AA ICRA AA
17.	TCFSL Perpetual B FY 2017-18	3652	8.77%	5,000	14-Jul-17	14-Jul-27	CRISIL AA ICRA AA

S. No.	Debenture Series	Tenor/ period (days)	Cou pon (p.a.) in %	Principal Outstandi ng Amount (in ₹ lakh)	Date of Allotment	Call/Maturity Date	Latest Credit Rating
18.	TCFSL Perpetual 'C' FY 2017-18	3652	8.61 %	9,300	11-Sep-17	11-Sep-27	CRISIL AA ICRA AA
19.	TCFSL Perpetual 'D' FY 2017-18	3651	8.90 %	12,500	26-Mar-18	24-Mar-28	CRISIL AA ICRA AA
<b>Total</b>				<b>91,800</b>			

\*The face value of the non-convertible debentures issued under S.Nos. 1 to 7 is ₹5,00,000.

### C. Details of any inter-corporate loans, deposits and other borrowings

TCFSL's inter-corporate loans, deposits and other borrowings as on June 30, 2018 amount to ₹ 104,200 lakh. The details of the individual borrowings are set out below:

S. No.	Name of Lender	Date of drawdown	Amount sanctioned*	Total amount outstanding as on June 30, 2018 (in ₹ lakh)	Date of maturity
1.	Bombay Sealink Builders Pvt. Ltd.	October 01, 201 2	715	715	October 01, 2018
2.	Tata Capital Ltd.	June 22, 2018	14,605	14,605	July 03, 2018
3.	Tata Capital Ltd.	June 30, 2018	4,350	4,350	June 28, 2019
4.	Tata Capital Ltd.	June 29, 2018	71,530	71,530	June 28, 2019
5.	Titan Company Ltd.	April 13, 2018	5,500	5,500	October 10, 2018
6.	Titan Company Ltd.	June 11, 2018	2,500	2,500	December 10, 2018
7.	Britannia Industries	January 29, 2018	2,500	2,500	July 27, 2018
8.	Britannia Industries	February 22, 2018	2,500	2,500	August 21, 2018
<b>TOTAL</b>			<b>104,200</b>	<b>104,200</b>	

### D. Servicing behaviour on existing debt securities, payment of due interest on due dates on financing facilities or securities

In the past 5 years preceding the date of this Shelf Prospectus, there has been no delay and /or default in servicing of debt/interest or in payment of principal or interest on any financing facilities or term loan or debt security including corporate guarantee issued by TCFSL in the past.

### E. The amount of corporate guarantee issued by the Issuer alongwith the name of the Counter party on behalf of whom it has been issued

TCFSL has not issued any corporate guarantee.

### F. Details of any outstanding borrowings taken/ debt securities issued where taken/ issued (a) for consideration other than cash, whether in whole or in part, (b) at a premium or discount, or (c) in pursuance of an option as on June 30, 2018

TCFSL has Nil outstanding borrowings taken / debt securities issued where taken / issued (a) for consideration other than cash, whether in whole or in part, (b) at a premium or discount, or (c) in pursuance of an option as on June 30, 2018.



**G. Details of rest of borrowings if any, including hybrid debt instruments such as foreign currency convertible bonds or convertible debentures as on June 30, 2018**

TCFSL does not have any other borrowings including hybrid debt instruments, such as foreign currency convertible bonds or convertible debentures, as on June 30, 2018.

**H. Restrictive covenants under our financing arrangements**

TCFSL requires the prior written consent of lenders to undertake the following actions:

1. to effect any change in its capital structure;
2. to formulate any scheme of amalgamation or reconstruction;
3. to undertake any new project or expansion scheme, unless the expenditure on such expansion is covered by TCFSL's net cash accruals after providing for debt servicing or from long term funds received for financing such new projects or expansion;
4. to invest by way of share capital in or lend or advance funds to or place deposits with any other concern;
5. to enter into borrowing arrangements, either secured or unsecured, with any other bank, financial institution, company or otherwise;
6. to undertake guarantee obligations on behalf of any other company, firm or person;
7. to create any charge, lien or encumbrance over its undertaking or any part thereof in favour of any financial institution, bank, company, firm or persons apart from the arrangement indicated in the funds flow statements submitted to the lenders from time to time and approved by the lenders.

## MATERIAL DEVELOPMENTS

The following material developments have taken place in the Company since March 31, 2018:

1. Pursuant to the resolution passed at the EGM of the Members of TCFSL held on March 20, 2018, TCFSL had approved the issuance of 1,660,000,000 Compulsorily Convertible Cumulative Preference Shares having a face value of ₹ 10 each ("CCCPS") to TCL on a 'rights basis' during FY 2018-19.

Out of the entire issuance mentioned above, TCFSL allotted 550,000,000 CCCPS aggregating to an amount of ₹ 5,500,000,000 to TCL on June 29, 2018, which shall compulsorily convert into equity shares of TCFSL upon the expiry of 9 years from the date of allotment.

2. At the Eighth AGM of TCFSL held on June 22, 2018, the Members of TCFSL approved the appointment of Mr. Kusal Roy as the Managing Director of the Company for a period of five years, with effect from April 1, 2018.

In the opinion of the Board of Directors, there have arisen no circumstances that materially or adversely affect the operations or financial condition or profitability of TCFSL or the value of its assets or its ability to pay out material liabilities over the next 12 months.

## SECTION V: ISSUE RELATED INFORMATION

### GENERAL TERMS OF THE ISSUE

#### Authority for the Issue

At the meeting of the Board of Directors held on June 15, 2018, the Board of Directors approved the issuance of Secured NCDs of face value ₹ 1,000 each and Unsecured NCDs of face value ₹ 1,000 each, aggregating up to ₹ 7,50,000 lakh ("**Shelf Limit**") to the public, hereinafter called the "**Issue**".

The present Issue through this Shelf Prospectus of Secured NCDs of face value ₹ 1,000 each and Unsecured NCDs of face value ₹ 1,000 each for an amount aggregating up to the Shelf Limit, is approved at the meeting of the Working Committee held on August 16, 2018.

The NCDs will be issued in one or more tranches up to the Shelf Limit, on terms and conditions as set out in the relevant tranche prospectus for any tranche issue (each a "**Tranche Issue**"), which issue is being made as decided by the Working Committee.

Further, the present borrowing is within the borrowing limits of ₹ 45,00,000 lakh under Section 180(1)(c) of the Companies Act, 2013, duly approved by the Members of TCFSL at the EGM held on March 20, 2018.

#### Principal terms and conditions of this Issue

The NCDs being offered as part of the Issue are subject to the provisions of the SEBI Debt Regulations, the relevant provisions of the Companies Act, 1956 and the Companies Act, 2013 and regulations framed by the RBI, as on the date of this Shelf Prospectus, our Memorandum of Association and Articles of Association, the terms of this Shelf Prospectus, the relevant Tranche Prospectus, the terms and conditions of the Debenture Trustee Appointment Agreement and the Debenture Trust Deed, other applicable statutory and/or regulatory requirements, including those issued from time to time, by SEBI / the GoI / Stock Exchanges / RBI and/or other statutory / regulatory authorities relating to the offer, issue and listing of securities and any other documents that may be executed in connection with the NCDs.

#### Ranking of the Secured NCDs

The Secured NCDs would constitute secured obligations of TCFSL and shall rank *pari passu inter se*, and subject to any obligations under applicable statutory and/or regulatory requirements, shall also, with regard to the amount invested, be secured by way of a first ranking *pari passu* charge by way of a mortgage over the identified immovable property and first ranking *pari passu* charge on identified book debts, loans and advances, and receivables, both present and future which are not offered to lenders for their credit facilities. The Secured NCDs proposed to be issued under the Issue and all earlier issues of debentures outstanding in the books of TCFSL having corresponding assets as security, shall rank *pari passu* without preference of one over the other except that priority for payment shall be as per applicable date of redemption.

#### Ranking of Unsecured NCDs

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

## **Debenture Redemption Reserve**

Section 71 of the Companies Act, 2013, read with Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, requires that any company that intends to issue debentures must create a DRR for the purpose of redemption of debentures, in accordance with the following conditions: (a) the DRR shall be created out of the profits of the company available for payment of dividend, (b) the DRR shall be equivalent to at least 25% of the value of the outstanding debentures issued pursuant to the public issue in accordance with the SEBI Debt Regulations and in case of NBFCs registered with the RBI, no DRR is required in the case of privately placed debentures. Accordingly, TCFSL is required to create a DRR of 25% of the value of the outstanding NCDs issued through the Issue. In addition, as per Rule 18 (7) (e) of Companies (Share Capital and Debentures) Rules, 2014, the amounts credited to DRR shall not be utilised by TCFSL except for the redemption of the NCDs. Every company required to create or maintain DRR shall on or before the 30th day of April of each year, deposit or invest, as the case may be, a sum which shall not be less than 15% of the amount of its debentures maturing during the year ending on the 31st day of March of the next financial year, following any one or more of the following methods: (a) in deposits with any scheduled bank, free from charge or lien; (b) in unencumbered securities of the Central Government or of any State Government; (c) in unencumbered securities mentioned in clauses (a) to (d) and (ee) of Section 20 of the Indian Trusts Act, 1882; (d) in unencumbered bonds issued by any other company which is notified under clause (f) of Section 20 of the Indian Trusts Act, 1882. The amount deposited or invested, as the case may be, shall not be utilised for any purpose other than for the repayment of debentures maturing during the year referred to above, provided that the amount remaining deposited or invested, as the case may be, shall not at any time fall below 15% of the amount of debentures maturing during the 31st day of March of that year.

## **Face Value**

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

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

## **NCD Holder not a shareholder**

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

## **Rights of the Secured NCD Holders**

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

1. The Secured NCDs shall not, except as provided in the Companies Act, 2013, confer upon the Secured NCD Holders thereof any rights or privileges available to our members including the right to receive notices, or to attend and/or vote, at our general meeting. However, if any resolution affecting the rights attached to the Secured NCDs is to be placed before the members, the said resolution will first be placed before the concerned registered Secured NCD Holders for their consideration. In terms of Section 136 of the Companies Act, 2013, the Secured NCD Holders shall be entitled to inspect a copy of the Balance Sheet and copy of the Trust Deed at the Registered Office of TCFSL during business hours.
2. Subject to applicable statutory / regulatory requirements, including requirements of the RBI, the rights, privileges and conditions attached to the Secured NCDs may be varied, modified and/or abrogated with the consent of NCD Holders representing at least 51% in value of the outstanding amount of the Secured NCDs, obtained either in writing or by way of a resolution passed at a meeting of the NCD Holders in accordance with the Debenture Trust Deed, provided that nothing in such consent or resolution shall be operative against us, where such consent or resolution modifies or varies the terms and conditions governing the Secured NCDs, if the same are not acceptable to us.
3. In case of Secured NCDs held in (a) dematerialised form, the person for the time being appearing in the register of beneficial owners of the Depository; and (b) physical form on account of re-materialization, the registered Secured NCD Holders or in case of joint-holders, the one whose name stands first in the register of debenture holders shall be

entitled to vote in respect of such Secured NCDs, either in person or by proxy, at any meeting of the concerned Secured NCD Holders and every such Secured NCD Holder shall be entitled to one vote on a show of hands and on a poll, his/her voting rights on every resolution placed before such meeting of the Secured NCD Holders shall be in proportion to the outstanding nominal value of Secured NCDs held by him/her.

4. The Secured NCDs are subject to the provisions of the SEBI Debt Regulations, the Companies Act, 2013, our Memorandum and Articles of Association, the terms of this Shelf Prospectus and the relevant Tranche Prospectus, the terms and conditions of the Debenture Trust Deed, requirements of the RBI, other applicable statutory and/or regulatory requirements relating to the issue and listing, of securities and any other documents that may be executed in connection with the Secured NCDs.
5. For Secured NCDs in physical form on account of re-materialization, a register of debenture holders will be maintained in accordance with Section 88 and Section 94 of the Companies Act, 2013 and all interest and principal sums becoming due and payable in respect of the Secured NCDs will be paid to the registered holder thereof for the time being or in the case of joint-holders, to the person whose name stands first in the register of debenture holders as on the Record Date. For Secured NCDs in dematerialized form, all interest and principal sums becoming due and payable in respect of the Secured NCDs will be paid to the person for the time being appearing in the register of beneficial owners of the Depository. In terms of Section 88(3) of the Companies Act, 2013, the register of beneficial owners maintained by a Depository for any Secured NCDs in dematerialized form under Section 11 of the Depositories Act shall be deemed to be a register of debenture holders for this purpose. The same shall be maintained at the Registered Office of TCFSL under Section 94 of the Companies Act, 2013, unless the same has been moved to another location after obtaining the consent of the NCD Holders as given thereunder.
6. The Secured NCDs can be rolled over only by passing a special resolution by the Secured NCD Holders through postal ballot, with the consent of at least 75% of the Secured NCD Holders by value of such Secured NCDs, after providing at least 21 days prior notice for such roll over, in accordance with the SEBI Debt Regulations, as amended from time to time. TCFSL shall redeem the Secured NCDs of all the Secured NCD Holders, who have either not participated in the voting by postal ballot or have not given their positive consent to the roll-over.

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

### **Rights of Unsecured NCD Holders**

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

1. The Unsecured NCDs shall not, except as provided in the Companies Act, 2013, confer upon the Unsecured NCD Holders thereof any rights or privileges available to our members including the right to receive notices, or to attend and/or vote, at our general meeting. However, if any resolution affecting the rights attached to the Unsecured NCDs is to be placed before the members, the said resolution will first be placed before the concerned registered Unsecured NCD Holders for their consideration. In terms of Section 136 of the Companies Act, 2013, the Unsecured NCD Holders shall be entitled to inspect a copy of the Balance Sheet and copy of the Trust Deed at the Registered Office of TCFSL during business hours.
2. Subject to applicable statutory / regulatory requirements, including requirements of the RBI, the rights, privileges and conditions attached to the Unsecured NCDs may be varied, modified and/or abrogated with the consent of NCD Holders representing at least 51% in value of the outstanding amount of the Unsecured NCDs, obtained either in writing or by way of a resolution passed at a meeting of the NCD Holders in accordance with the Debenture Trust Deed, provided that nothing in such consent or resolution shall be operative against us, where such consent or resolution modifies or varies the terms and conditions governing the Unsecured NCDs, if the same are not acceptable to us.
3. In case of Unsecured NCDs held in (a) dematerialised form, the person for the time being appearing in the register of beneficial owners of the Depository; and (b) physical form on account of re-materialization, as entitled under Section 8(1) of the Depositories Act, 1996, the registered Unsecured NCD Holders or in case of joint-holders, the one whose name stands first in the register of debenture holders shall be entitled to vote in respect

of such Unsecured NCDs, either in person or by proxy, at any meeting of the concerned Unsecured NCD Holders and every such Unsecured NCD Holder shall be entitled to one vote on a show of hands and on a poll, his/her voting rights on every resolution placed before such meeting of the Unsecured NCD Holders shall be in proportion to the outstanding nominal value of Unsecured NCDs held by him/her.

4. The Unsecured NCDs are subject to the provisions of the SEBI Debt Regulations, the Companies Act, 2013, our Memorandum and Articles of Association, the terms of this Shelf Prospectus, the relevant Tranche Prospectus, the terms and conditions of the Debenture Trust Deed, requirements of the RBI, other applicable statutory and/or regulatory requirements relating to the issue and listing, of securities and any other documents that may be executed in connection with the Unsecured NCDs.
5. For Unsecured NCDs in physical form on account of re-materialization, a register of debenture holders will be maintained in accordance with Section 88 and Section 94 of the Companies Act, 2013 and all interest and principal sums becoming due and payable in respect of the Unsecured NCDs will be paid to the registered holder thereof for the time being or in the case of joint-holders, to the person whose name stands first in the register of debenture holders as on the Record Date. For Unsecured NCDs in dematerialized form, all interest and principal sums becoming due and payable in respect of the Unsecured NCDs will be paid to the person for the time being appearing in the register of beneficial owners of the Depository. In terms of Section 88(3) of the Companies Act, 2013, the register of beneficial owners maintained by a Depository for any Unsecured NCDs in dematerialized form under Section 11 of the Depositories Act shall be deemed to be a register of debenture holders for this purpose. The same shall be maintained at the Registered Office of TCFSL under Section 94 of the Companies Act, 2013, unless the same has been moved to another location after obtaining the consent of the NCD Holders as given thereunder.
6. The Unsecured NCDs can be rolled over only by passing a special resolution by the Unsecured NCD Holders through postal ballot, with the consent of at least 75% of the Unsecured NCD Holders by value of such Unsecured NCDs, after providing at least 21 days prior notice for such roll over, in accordance with the SEBI Debt Regulations, as amended from time to time. TCFSL shall redeem the Unsecured NCDs of all the Unsecured NCD Holders, who have either not participated in the voting by postal ballot or have not given their positive consent to the roll-over.

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

### **Minimum Subscription**

If TCFSL does not receive the minimum subscription of 75% of the Base Issue, as specified in the respective Tranche Prospectus, prior to the Issue Closing Date for the respective tranche issue, the entire subscription amount shall be refunded to the Applicants within 12 days from the date of closure of the respective tranche Issue. The refunded subscription amount shall be credited only to the account from which the relevant subscription amount was remitted. In the event there is a delay by TCFSL in making the aforesaid refund, TCFSL will pay interest at the rate of 15% per annum for the delayed period.

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

### **Market Lot and Trading Lot**

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

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

Allotment in the Issue will be in electronic form multiples of one NCD. For details of Allotment, please see the section “*Issue Procedure*” on page 126 of this Shelf Prospectus.

### **Nomination facility to NCD Holders**

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

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

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

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

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

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

### **Succession**

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

respective Depository Participant of the NCD Holder for this purpose and submit necessary documents as required by the Depository Participant.

### **Jurisdiction**

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

### **Application in the Issue**

NCDs being issued through this Shelf Prospectus can be applied for, through a valid Application Form filled in by the applicant along with attachments, as applicable.

### **Period of subscription**

<b>ISSUE OPENS ON</b>	As specified in the relevant Tranche Prospectus
<b>ISSUE CLOSES ON</b>	As specified in the relevant Tranche Prospectus

The Issue shall remain open for subscription on Working Days from 10:00 a.m. (IST) to 5:00 p.m. (IST), during the period indicated in the relevant Tranche Prospectus, except that the Issue may close on such earlier date or extended date as may be decided by the Board or the Working Committee. In the event of such an early closure or extension of the Issue, TCFSL shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a national daily newspaper with wide circulation on or before such earlier date or initial date of Issue closure.

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

Due to limitation of time available for uploading the Applications on the electronic platform of the Stock Exchange on the Issue Closing Date, Applicants are advised to submit their Application Forms one day prior to the Issue Closing Date and not later than 3.00 p.m. (IST) on the Issue Closing Date. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, there may be some Applications which are not uploaded due to lack of sufficient time to upload. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Application Forms will only be accepted on Working Days during the Issue Period. Neither TCFSL, nor the Consortium is liable for any failure in uploading the Applications due to failure in any software / hardware systems or otherwise. Please note that the Basis of Allotment will be as per the relevant Tranche Prospectus. In this regard, as per the SEBI circular regarding Issues Pertaining to Primary Issuance of Debt Securities bearing no. CIR/IMD/DF/18/2013 dated October 29, 2013, the allotment in the Issue should be made on the basis of date of upload of each application into the electronic book of the Stock Exchange. However, on the date of oversubscription, the allotments should be made to the applicants on proportionate basis.

### **Procedure for re-materialisation of NCDs**

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



### **Restriction on transfer of NCDs**

There are currently no restrictions on transfers and transmission of NCDs and on their consolidation/ splitting except as may be required under applicable statutory and/or regulatory requirements including any RBI requirements and/or as provided in our Articles of Association. Please see the section "*Summary of the Key Provisions of the Articles of Association*" on page 179 of this Shelf Prospectus.

### **Day Count Convention**

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

### **Effect of holidays on payments**

If the date of payment of interest does not fall on a Working Day, then the interest payment will be made on succeeding Working Day, however the calculation for payment of interest will be only till the originally stipulated Interest Payment Date. The dates of the future interest payments would be as per the originally stipulated schedule. Payment of interest will be subject to the deduction of tax as per Income Tax Act or any statutory modification or re-enactment thereof for the time being in force. In case the Maturity Date (also being the last Interest Payment Date) does not fall on a Working Day, the payment will be made on the immediately preceding Working Day, along with coupon/interest accrued on the NCDs until but excluding the date of such payment.

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

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

## ISSUE STRUCTURE

The following are the key terms of the NCDs. This section should be read in conjunction with, and is qualified in its entirety by more detailed information in the section "*General Terms of the Issue*" on page 106 of this Shelf Prospectus.

### TERMS AND CONDITIONS IN CONNECTION WITH THE NCDs\*

#### Common Terms of NCDs\*

<b>Issuer</b>	Tata Capital Financial Services Limited
<b>Lead Managers</b>	Edelweiss Financial Services Limited, A.K. Capital Services Limited and Axis Bank Limited
<b>Debenture Trustee</b>	Vistra (ITCL) India Limited
<b>Registrar to the Issue</b>	Karvy Computershare Private Limited
<b>Type and nature of instrument</b>	Secured NCDs and Unsecured NCDs of face value ₹ 1,000 each
<b>Base Issue</b>	As specified in the relevant Tranche Prospectus for each Tranche Issue.
<b>Option to retain Oversubscription Amount</b>	As specified in the relevant Tranche Prospectus for each Tranche Issue.
<b>Face Value (in ₹ / NCD)</b>	₹ 1,000
<b>Issue Price (in ₹ / NCD)</b>	₹ 1,000
<b>Minimum application In multiples of Seniority</b>	As specified in the relevant Tranche Prospectus for each Tranche Issue. ₹ 1,000 (1 NCD)
	Senior (to clarify, the claims of the Secured NCD Holders shall be superior to the claims of any unsecured creditors, subject to applicable statutory and/or regulatory requirements). The Secured NCDs would constitute secured obligations of ours and shall rank <i>pari passu inter se</i> , present and future and subject to any obligations under applicable statutory and/or regulatory requirements, shall also, with regard to the amount invested, be secured by way of first ranking <i>pari passu</i> charge on the identified immovable property and on identified book debts, loans and advances, and receivables, both present and future, of TCFSL.
	No security will be created for Unsecured NCDs in the nature of Subordinated Debt. The rated, listed, redeemable Unsecured NCDs are in the nature of subordinated debt and will be eligible for Tier II Capital.
<b>Mode of Issue</b>	Public Issue
<b>Issue</b>	Public issue by TCFSL of Secured NCDs and Unsecured NCDs of face value of ₹ 1,000, for an amount aggregating up to ₹ 7,50,000 lakh (" <b>Shelf Limit</b> "), hereinafter referred to as the " <b>Issue</b> ". The Unsecured NCDs will be in the nature of Subordinated Debt and will be eligible for Tier II Capital. The NCDs will be issued in one or more tranches up to the Shelf Limit, on terms and conditions as set out in the relevant Tranche Prospectus for any Tranche Issue (each a " <b>Tranche Issue</b> ")
<b>Listing</b>	BSE and NSE  BSE shall be the Designated Stock Exchange for the Issue.  The NCDs shall be listed within 12 Working Days from the respective Issue Closing Date.
<b>Lock-in</b>	As specified in the relevant Tranche Prospectus for each Tranche Issue.
<b>Mode of Allotment and Trading</b>	NCDs will be issued and traded compulsorily in dematerialised form.
<b>Mode of settlement Market / Trading Lot</b>	Please see the section " <i>Issue Structure</i> " on page 113 of this Shelf Prospectus. 1 (one) NCD
<b>Depositories</b>	NSDL and CDSL
<b>Security</b>	The principal amount of the Secured NCDs to be issued in terms of this Issue together with all interest due on the Secured NCDs, as well as all costs, charges, all fees, remuneration of Debenture Trustee and expenses payable in respect thereof shall be secured by way of first ranking <i>pari passu</i> charge on the

	identified immovable property and on identified book debts, loans and advances, and receivables, both present and future, of TCFSL.																		
	TCFSL will create the security for the Secured NCDs in favour of the Debenture Trustee for the NCD Holders on the assets to ensure 100% security cover of the amount outstanding in respect of the Secured NCDs, including interest thereon, at any time. For further details please see the sub-section "Security" on page 123 of this Shelf Prospectus.																		
<b>Who can apply/ Eligible Investors Credit Ratings</b>	Please see the section "Issue Procedure" on page 126 of this Shelf Prospectus.																		
	<table border="1"> <thead> <tr> <th>Rating agency</th> <th>Instrument</th> <th>Rating symbol</th> <th>Date of credit rating letter</th> <th>Amount rated</th> <th>Rating definition</th> </tr> </thead> <tbody> <tr> <td>CRISIL Limited</td> <td>Non-Convertible Debentures and Subordinated Debt</td> <td>CRISIL AAA / Stable</td> <td>August 15, 2018 and further revalidated by letter dated August 27, 2018</td> <td>₹ 7,50,000 lakh</td> <td>Stable</td> </tr> <tr> <td>CARE Ratings Limited</td> <td>Non-Convertible Debenture/Subordinated Debt</td> <td>CARE AAA; Stable</td> <td>August 14, 2018 and further revalidated by letter dated August 27, 2018</td> <td>₹ 7,50,000 lakh</td> <td>Stable</td> </tr> </tbody> </table>	Rating agency	Instrument	Rating symbol	Date of credit rating letter	Amount rated	Rating definition	CRISIL Limited	Non-Convertible Debentures and Subordinated Debt	CRISIL AAA / Stable	August 15, 2018 and further revalidated by letter dated August 27, 2018	₹ 7,50,000 lakh	Stable	CARE Ratings Limited	Non-Convertible Debenture/Subordinated Debt	CARE AAA; Stable	August 14, 2018 and further revalidated by letter dated August 27, 2018	₹ 7,50,000 lakh	Stable
Rating agency	Instrument	Rating symbol	Date of credit rating letter	Amount rated	Rating definition														
CRISIL Limited	Non-Convertible Debentures and Subordinated Debt	CRISIL AAA / Stable	August 15, 2018 and further revalidated by letter dated August 27, 2018	₹ 7,50,000 lakh	Stable														
CARE Ratings Limited	Non-Convertible Debenture/Subordinated Debt	CARE AAA; Stable	August 14, 2018 and further revalidated by letter dated August 27, 2018	₹ 7,50,000 lakh	Stable														
	Please refer to Annexures A and B of this Shelf Prospectus for rating letters and rationale for the above ratings. Please refer to the disclaimer clauses of CRISIL Limited and CARE Ratings Limited under the section "General Information" on page 30 of this Shelf Prospectus.																		
<b>Issue Size</b>	As specified in the relevant Tranche Prospectus for each Tranche Issue.																		
<b>Pay-in date</b>	Application Date. The entire Application Amount is payable on Application.																		
<b>Application Amount</b>	The entire Application Amount is payable on submitting the Application.																		
<b>Record Date</b>	15 days prior to the date of payment of interest, and/or the date of redemption for NCDs issued under the relevant Tranche Prospectus, or as may be otherwise prescribed by the Stock Exchanges. In case the Record Date falls on a Sunday or holiday of Depositories, the succeeding working day or a date notified by TCFSL to the Stock Exchanges shall be considered as Record Date.																		
<b>Issue Schedule*</b>	As specified in the relevant Tranche Prospectus for each Tranche Issue.																		
<b>Objects of the Issue</b>	Please see the section "Objects of the Issue" on page 44 of this Shelf Prospectus.																		
<b>Details of the utilisation of Issue proceeds</b>	Please see the section "Objects of the Issue" on page 44 of this Shelf Prospectus.																		
<b>Coupon rate, coupon payment date and redemption premium/discount</b>	As specified in the relevant Tranche Prospectus for each Tranche Issue.																		
<b>Step up/ Step down interest rates</b>	As specified in the relevant Tranche Prospectus for each Tranche Issue.																		
<b>Interest type</b>	As specified in the relevant Tranche Prospectus for each Tranche Issue.																		
<b>Interest reset process</b>	As specified in the relevant Tranche Prospectus for each Tranche Issue.																		
<b>Tenor</b>	As specified in the relevant Tranche Prospectus for each Tranche Issue.																		
<b>Coupon payment frequency</b>	As specified in the relevant Tranche Prospectus for each Tranche Issue.																		
<b>Redemption date</b>	As specified in the relevant Tranche Prospectus for each Tranche Issue.																		
<b>Redemption Amount</b>	As specified in the relevant Tranche Prospectus for each Tranche Issue																		
<b>Day count convention</b>	Actual/Actual basis																		
<b>Working Days convention/Day count convention / Effect of holidays on payment</b>	Working Day(s) shall mean all days excluding Saturday, Sundays or a holiday of commercial banks in Mumbai, except with reference to Issue Period, where Working Days shall mean all days, excluding Saturdays, Sundays and public holiday in India. Furthermore, for the purpose of post issue period, i.e. period beginning from Issue Closing Date to listing of the NCDs, Working Days shall mean all days excluding Sundays or a holiday of commercial banks in Mumbai or a public holiday in India.																		

	<p>Interest shall be computed on an actual/actual basis i.e. on the principal outstanding on the NCDs as per SEBI Circular regarding clarification on aspects related to day count convention for debt securities issued under the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 bearing no. CIR/IMD/DF-1/122/2016 dated November 11, 2016.</p> <p>If the date of payment of interest does not fall on a Working Day, then the interest payment will be made on a succeeding Working Day; however, the calculation for payment of interest will be only till the originally stipulated Interest Payment Date. The dates of the future interest payments would be as per the originally stipulated schedule. Payment of interest will be subject to the deduction of tax as per Income Tax Act or any statutory modification or re-enactment thereof for the time being in force. In case the Maturity Date (also being the last Interest Payment Date) does not fall on a Working Day, the payment will be made on the immediately preceding Working Day, along with coupon/interest accrued on the NCDs until, but, excluding the date of such payment.</p>
<b>Issue Opening Date</b>	As specified in the relevant Tranche Prospectus for each Tranche Issue.
<b>Issue Closing Date</b>	As specified in the relevant Tranche Prospectus for each Tranche Issue.
<b>Default interest rate</b>	In the event of any default in fulfillment of obligations by TCFSL under the Debenture Trust Deeds, the default interest rate payable to the applicant shall be as prescribed under the Debenture Trust Deeds.
<b>Interest on Application Amount</b>	Please see the section " <i>Issue Structure-Interest on Application Amount</i> " on page 124 of this Shelf Prospectus.
<b>Put / Call Option Date / Price</b>	As specified in the relevant Tranche Prospectus for each Tranche Issue.
<b>Deemed Date of Allotment</b>	The date on which the Board or the Working Committee approves the Allotment of the NCDs for each Tranche Issue. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs (as specified for each Tranche Issue by way of the relevant Tranche Prospectus) shall be available to the Debenture holders from the Deemed Date of Allotment.
<b>Transaction documents</b>	Issue Agreement dated August 14, 2018 between TCFSL and the Lead Managers; Registrar Agreement dated August 14, 2018 with the Registrar to the Issue; Escrow Agreement to be executed with the Escrow Collection Banks/ Refund Banks for the respective Tranche Issue(s); Consortium Agreement dated August 29, 2018 with the Consortium Members; Debenture Trustee Agreement dated August 14, 2018 executed between TCFSL and the Debenture Trustee and the agreed form of the Debenture Trust Deed to be executed between TCFSL and the Debenture Trustee. For further details, please see section " <i>Material Contracts and Documents for Inspection</i> " on page 195 of this Shelf Prospectus.
<b>Conditions precedent and subsequent to the Issue</b>	The conditions precedent and subsequent to disbursement will be finalised upon execution of the Debenture Trust Deed.
<b>Events of default</b>	Please see the section " <i>Issue Structure-Events of default</i> " on page 124 of this Shelf Prospectus.
<b>Cross Default</b>	Please see the section " <i>Issue Structure-Events of default</i> " on page 124 of this Shelf Prospectus.
<b>Roles and responsibilities of the Debenture Trustee</b>	Please see the sections " <i>Terms of the Issue-Trustees for the NCD Holders</i> " on page 123 of this Shelf Prospectus.
<b>Governing law and jurisdiction</b>	The Issue shall be governed in accordance with the laws of the Republic of India and shall be subject to the exclusive jurisdiction of the courts of Mumbai.

### Specific terms of the NCDs

As specified in the relevant Tranche Prospectus.

### Interest and Payment of Interest

As specified in the relevant Tranche Prospectus.

## **Taxation**

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

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

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

## **Payment of Interest**

As specified in the relevant Tranche Prospectus, if the date of payment of interest does not fall on a Working Day, then the interest payment will be made on succeeding Working Day, however, the calculation for payment of interest will be only till the originally stipulated Interest Payment Date. The dates of the future interest payments would be as per the originally stipulated schedule. Payment of interest will be subject to the deduction of tax as per the IT Act or any statutory modification or re-enactment thereof for the time being in force. In case the Maturity Date (also being the last Interest Payment Date) does not fall on a Working Day, the payment will be made on the immediately preceding Working Day, along with coupon/interest accrued on the NCDs until but excluding the date of such payment.

Interest shall be computed on an actual/actual basis i.e. on the principal outstanding on the NCDs as per the SEBI Circular regarding clarification on aspects related to day count convention for debt securities issued under the SEBI Debt Regulations bearing no. CIR/IMD/DF-1/122/2016 dated November 11, 2016.

## **Mode of payment of Interest to NCD Holders**

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

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

TCFSL may offer the facility of NACH, NEFT, RTGS, Direct Credit and any other method permitted by RBI and SEBI from time to time to effect payments to NCD Holders. The terms of this facility (including towns where this facility would be available) would be as prescribed by RBI. For further details, please see the section "*Issue Structure - Manner of Payment of Interest / Refund / Redemption*" on page 117 of this Shelf Prospectus.

### **Maturity and Redemption**

As specified in the relevant Tranche Prospectus.

### **Deemed Date of Allotment**

The date on which the Board or the Working Committee approves the Allotment of the NCDs for each Tranche Issue. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs (as specified for each Tranche Issue by way of the relevant Tranche Prospectus) shall be available to the NCD Holders from the Deemed Date of Allotment.

### **Application Size**

As specified in the relevant Tranche Prospectus.

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

### **Terms of Payment**

The entire issue price per NCD, as specified in the relevant Tranche Prospectus for each Tranche Issue, is payable on Application itself. In case of allotment of lesser number of NCDs than the number of NCDs applied for, TCFSL shall refund the excess amount paid on Application to the Applicant in accordance with the terms of this Shelf Prospectus. For further details, please see the section "*Interest on Application Amount*" on page 124 of this Shelf Prospectus.

### **Record Date**

The date for payment of interest in connection with the NCDs or repayment of principal in connection therewith which shall be 15 days prior to the date of payment of interest, and/or the date of redemption under the relevant Tranche Prospectus. In case the Record Date falls on a day when the Stock Exchange is having a trading holiday, the immediate subsequent trading day or a date notified by TCFSL to the Stock Exchange, will be deemed as the Record Date.

### **Manner of Payment of Interest / Refund / Redemption\***

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

For NCDs applied / held in electronic form

The bank details will be obtained from the Depositories for payment of Interest / refund / redemption, as the case may be. Applicants who have applied for or are holding the NCDs in electronic form, are advised to immediately update their bank account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in credit of refunds to the applicant at the applicant's sole risk, and neither the Lead Managers, TCFSL nor the Registrar to the Issue shall have any responsibility and undertake any liability for the same.

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

### **For NCDs held in physical form**

The bank details will be obtained from the Registrar to the Issue for payment of interest / refund / redemption, as the case may be.

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

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

1. **Direct Credit**

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

2. **NACH**

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

3. **RTGS**

Applicants having a bank account with a participating bank and whose interest payment/ refund/ redemption amounts exceed ₹ 200,000, or such amount as may be fixed by RBI from time to time, have the option to receive refund through RTGS. Such eligible Applicants who indicate their preference to receive interest payment/ refund/ redemption through RTGS are required to provide the IFSC code in the Application Form or intimate TCFSL and the Registrar to the Issue at least seven days prior to the Record Date. Charges, if any, levied by the Applicant's bank receiving the credit would be borne by the Applicant. In the event the same is not provided, interest payment/ refund/ redemption shall be made through NACH subject to availability of complete bank account details for the same as stated above.

4. **NEFT**

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

5. **Registered Post/Speed Post**

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

Please note that applicants are eligible to receive payments through the modes detailed in (1), (2) (3), (4) and (5) herein above provided they provide necessary information for the above modes and where such payment facilities are allowed / available.

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

### **Printing of Bank Particulars on Interest Warrants**

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

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

### **Loan against Secured NCDs**

As per the RBI circular regarding Raising Money through Private Placement by NBFCs-Debentures bearing no. DNBD(PD) CC No. 330/03.10.001/2012-13 dated June 27, 2013, TCFSL is not permitted to extend loans against the security of its debentures issued by way of private placement or public issues. However, if the RBI subsequently permits the extension of loans by NBFCs against the security of its debentures issued by way of private placement or public issues, TCFSL may consider granting loans against the security of such Secured NCDs, subject to terms and conditions as may be decided by TCFSL at the relevant time, in compliance with applicable law.

### **Buy Back of NCDs**

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

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

### **Form and Denomination of Secured NCDs**

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

It is, however, distinctly to be understood that the Secured NCDs pursuant to this issue shall be traded only in dematerialised form.

In respect of Consolidated Certificates, only upon receipt of a request from the NCD Holder, the Consolidated Certificates would be split into smaller denominations, subject to the minimum of Market Lot. No fee would be



charged for splitting of NCD certificates in Market Lots, but stamp duty payable, if any, would be borne by the NCD Holder. The request for splitting should be accompanied by the original NCD certificate, which would then be treated as cancelled.

### **Form and Denomination of Unsecured NCDs**

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

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

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

### **Procedure for Redemption by NCD Holders**

The procedure for redemption is set out below:

#### *NCDs held in physical form:*

No action would ordinarily be required on the part of the NCD Holder at the time of redemption and the redemption proceeds would be paid to those NCD Holders whose names stand in the register of debenture holders maintained by us on the Record Date fixed for the purpose of Redemption. However, TCFSL may require that the NCD certificate(s), duly discharged by the sole holder/all the joint-holders (signed on the reverse of the NCD certificates) be surrendered for redemption on maturity and should be sent by the NCD Holders by Registered Post with acknowledgment due or by hand delivery to our office or to such persons at such addresses as may be notified by us from time to time. NCD Holders may be requested to surrender the NCD certificates in the manner as stated above, not more than three months and not less than one month prior to the redemption date so as to facilitate timely payment.

TCFSL may, at its discretion, redeem the NCDs without the requirement of surrendering of the NCD certificates by the holder(s) thereof. In case TCFSL decides to do so, the holders of NCDs need not submit the NCD certificates to TCFSL and the redemption proceeds would be paid to those NCD Holders, whose names stand in the register of debenture holders maintained by it on the Record Date fixed for the purpose of redemption of NCDs. In such case, the NCD certificates would be deemed to have been cancelled. Also see the section titled "*Payment on Redemption*" given below.

#### *NCDs held in electronic form:*

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

### **Payment on Redemption**

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

*NCDs held in physical form:*

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

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

The liability of TCFSL to NCD Holders towards their rights, including for payment or otherwise, shall stand extinguished from the redemption in all events when TCFSL dispatches the redemption amounts to the NCD Holders.

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

*NCDs held in electronic form:*

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

The liability of TCFSL to NCD Holders towards his / their rights including for payment / redemption in all events shall end when TCFSL dispatches the redemption amounts to the NCD Holders.

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

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

**Redemption Date**

As specified under the relevant Tranche Prospectus.

**Transfer/Transmission of NCD(s)**

*For NCDs held in physical form:*

The NCDs shall be transferred or transmitted freely in accordance with the applicable provisions of the Companies Act, 2013 applicable as on the date of this Shelf Prospectus and all other applicable laws including FEMA and the rules and regulations thereunder. The provisions relating to transfer and transmission and other related matters in respect of our shares contained in the Articles, the Companies Act, 2013 applicable as on the date of this Shelf Prospectus, and all applicable laws including FEMA and the rules and regulations thereunder, shall apply, *mutatis*

*mutandis* (to the extent applicable to debentures) to the NCDs as well. In respect of the NCDs held in physical form, a common form of transfer shall be used for the same.

*For NCDs held in dematerialized form:*

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

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

### **Title**

In case of:

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

No transfer of title of a NCD will be valid unless and until entered in the register of NCD Holders or the register of beneficial owners maintained by the Depository prior to the Record Date. In the absence of transfer being registered, interest and/or maturity amount, as the case may be, will be paid to the person, whose name appears first in the register of the NCD Holders maintained by the Depositories and/or TCFSL and/or the Registrar, as the case may be. In such cases, claims, if any, by the purchasers of the NCDs will need to be settled with the seller of the NCDs and not with TCFSL or the Registrar. The provisions relating to transfer and transmission and other related matters in respect of TCFSL's shares contained in the Articles of Association of TCFSL and the Companies Act, 1956 / the relevant provisions of the Companies Act, 2013 applicable as on the date of this Shelf Prospectus shall apply, *mutatis mutandis* (to the extent applicable) to the NCD(s) as well.

### **Common form of transfer**

TCFSL undertakes that there shall be a common form of transfer for the NCDs and the provisions of the Companies Act, 2013 and all applicable laws including the FEMA and the rules and regulations thereunder shall be duly complied with in respect of all transfer of debentures and registration thereof.

### **Joint-holders**

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

### **Sharing of information**

TCFSL may, at its option, use on our own, as well as exchange, share or part with any financial or other information about the NCD Holders available with TCFSL or the Registrar to the Issue and other banks, financial institutions,

credit bureaus, agencies, statutory bodies, as may be required and neither TCFSL or its affiliates, nor its agents shall be liable for use of the aforesaid information.

## **Notices**

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

## **Issue of duplicate NCD Certificate(s) issued in physical form**

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

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

## **Security**

The principal amount of the NCDs to be issued in terms of this Shelf Prospectus together with all interest due on the NCDs, as well as all costs, charges, all fees, remuneration of Debenture Trustee and expenses payable in respect thereof shall be secured by way of first ranking *pari passu* charge on the identified immovable property and on identified book debts, loans and advances, and receivables, both present and future, of TCFSL.

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

TCFSL intends to enter into Debenture Trust Deed, the terms of which will govern the appointment of the Debenture Trustee and the issue of the NCDs. TCFSL proposes to complete the execution of the Debenture Trust Deed before finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange and utilize the funds only after the stipulated security has been created and upon receipt of listing and trading approval from the Designated Stock Exchange.

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

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

## **Trustees for the NCD Holders**

TCFSL has appointed Vistra (ITCL) India Limited to act as the Debenture Trustees for the NCD Holders. The Debenture Trustee and TCFSL will execute a Debenture Trust Deed, *inter alia*, specifying the powers, authorities and obligations of the Debenture Trustee and us. The NCD Holders shall, without further act or deed, be deemed to have irrevocably given their consent to the Debenture Trustee or any of its agents or authorised officials to do all such acts, deeds, matters and things in respect of or relating to the NCDs as the Debenture Trustee may in its absolute discretion deem necessary or require to be done in the interest of the NCD Holders. Any payment made by us to the Debenture Trustee on behalf of the NCD Holders shall discharge us *pro tanto* to the NCD Holders.

The Debenture Trustee will protect the interest of the NCD Holders in the event of default by us in regard to timely payment of interest and repayment of principal and they will take necessary action at our cost.

## **Events of Default**

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

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

## **Lien**

As per the RBI circular regarding 'Raising Money through Private Placement by NBFCs – Debentures' bearing no. DNBD(PD) CC No. 330/03.10.001/2012-13 dated June 27, 2013, TCFSL is not permitted to extend loans against the security of its debentures issued by way of private placement or public issues. TCFSL shall have the right of set-off and lien, present as well as future, on the moneys due and payable to the NCD Holders or deposits held in the account of the NCD Holders, whether in single name or joint name, to the extent of all outstanding dues by the NCD Holders to TCFSL, subject to applicable law.

## **Lien on pledge of NCDs**

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

## **Future Borrowings**

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

## **Interest on Application Amount**

*Interest on application amounts received which are used towards allotment of NCDs*

TCFSL shall pay interest on Application Amount against which NCDs are allotted to the Applicants, other than to ASBA Applicants, subject to deduction of income tax under the provisions of the Income Tax Act, 1961, as amended, as applicable, from the date of realization of the cheque(s) / demand draft(s) upto one day prior to the Deemed Date of Allotment as specified in relevant Tranche Prospectus. In the event that such date of realization of the cheque(s) / demand draft(s) is not ascertainable in terms of banking records, TCFSL shall pay interest on Application Amounts on the amount Allotted from three Working Days from the date of upload of each Application on the electronic application platform of the Stock Exchanges upto one day prior to the Deemed Date of Allotment. A tax deduction certificate will be issued for the amount of income tax so deducted.

TCFSL may enter into an arrangement with one or more banks in one or more cities for direct credit of interest to the account of the Applicants. Alternatively, the interest warrant will be dispatched along with the Letter(s) of Allotment / NCD Certificates at the sole risk of the Applicant, to the sole/first Applicant.

*Interest on application monies received which are liable to be refunded*

TCFSL shall pay interest on Application Amount on all valid Applications, which is liable to be refunded to the Applicants (other than Application Amounts received after the Issue Closure Date and ASBA Applicants) pursuant to the relevant Tranche Prospectus and as specified in relevant Tranche Prospectus, subject to deduction of income tax under the provisions of the Income Tax Act, 1961, as amended, as applicable, to the Applicants whose valid Applications receive (i) partial allotment due to oversubscription or (ii) no allotment due to oversubscription pursuant to the relevant Tranche Issue from the date of realization of the cheque(s) / demand draft(s) upto one day prior to the Deemed Date of Allotment. In the event that such date of realization of the cheque(s) / demand draft(s) is not ascertainable in terms of banking records, TCFSL shall pay interest on Application Amounts on the amount Allotted from three Working Days from the date of upload of each Application on the electronic Application platform of the Stock Exchanges upto one day prior to the Deemed Date of Allotment. Such interest shall be paid along with the monies liable to be refunded. Interest warrant will be dispatched / credited (in case of electronic payment) along with the Letter(s) of Refund at the sole risk of the Applicant, to the sole / first Applicant.

In the event TCFSL does not receive a minimum subscription as specified in relevant Tranche Prospectus on the date of closure of the Issue, TCFSL shall pay interest on Application Amount which is liable to be refunded to the Applicants, other than to ASBA Applicants, in accordance with the provisions of the SEBI Debt Regulations and/or the Companies Act, 2013, or other applicable statutory and/or regulatory requirements, subject to deduction of income tax under the provisions of the Income Tax Act, 1961, as amended, as applicable.

Provided that, notwithstanding anything contained hereinabove, TCFSL shall not be liable to pay any interest on monies liable to be refunded in case of (a) invalid Applications or Applications liable to be rejected, (b) Applications which are withdrawn by the Applicant and/or (c) monies paid in excess of the amount of NCDs applied for in the Application Form. Please see the section “*Issue procedure - Rejection of Applications*” on page 142 of this Shelf Prospectus.

## ISSUE PROCEDURE

*This section applies to all Applicants. ASBA Applicants and Applicants applying through the Direct Online Application Mechanism (as defined hereinafter) should note that the ASBA process and the Direct Online Application Mechanism involve application procedures that are different from the procedure applicable to all other Applicants. Please note that all Applicants are required to pay the full Application Amount or ensure that the ASBA Account has sufficient credit balance such that the entire Application Amount can be blocked by the SCSB while making an Application. In case of ASBA Applicants, an amount equivalent to the full Application Amount will be blocked by the SCSBs in the relevant ASBA Accounts.*

*ASBA Applicants should note that they may submit their ASBA Applications to the Consortium or Trading Members of the Stock Exchange only at the Syndicate ASBA Application Locations, or directly to the Designated Branches of the SCSBs. Applicants other than direct ASBA Applicants are required to submit their Applications to the Consortium or Trading Members (at the application centres of the Consortium will be mentioned in the Application Form) or make online Applications using the online payment gateway of the Stock Exchanges.*

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

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

*Specific attention is drawn to the SEBI circular regarding Issues Pertaining to Primary Issuance of Debt Securities bearing no. CIR/IMD/DF/18/2013 dated October 29, 2013, which amends the provisions of the 2012 SEBI Circular to the extent that it provides for allotment in public issues of debt securities to be made on the basis of date of upload of each application into the electronic book of the Stock Exchanges, as opposed to the date and time of upload of each such application.*

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

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

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

#### **Who can apply?**

The following categories of persons are eligible to apply in the Issue.

#### **Category I**

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

#### **Category II**

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

#### **Category III**

High Net-worth Individual Investors (“HNIs”) - Resident Indian individuals and Hindu Undivided Families through the Karta applying for an amount aggregating to above ₹ 10,00,000 across all options of NCDs in the Issue.

#### **Category IV**

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

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



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

The Lead Managers and their respective associates and affiliates are permitted to subscribe in the Issue.

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

### **How to apply?**

### **Availability of Draft Shelf Prospectus, this Shelf Prospectus, the relevant Tranche Prospectus, Abridged Prospectus and Application Forms**

**Please note that there is a single Application Form for ASBA Applicants as well as non-ASBA Applicants for persons who are resident in India.**

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

- (i) for download on the website of BSE at [www.bseindia.com](http://www.bseindia.com), the website of the NSE at [www.nseindia.com](http://www.nseindia.com), and the website of the Lead Managers at [www.akgroup.co.in](http://www.akgroup.co.in), [www.edelweissfin.com](http://www.edelweissfin.com) and [www.axisbank.com](http://www.axisbank.com); and
- (ii) at the designated branches of the SCSB and the Consortium at the Syndicate ASBA Application Locations.

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

### **Methods of Application**

An eligible investor desirous of applying in the Issue can make Applications by one of the following methods:

- (a) Applications through the ASBA process; and
- (b) Non-ASBA Applications.

Applicants are requested to note that in terms of the Debt Application Circular, SEBI has mandated issuers to provide, through a recognized Stock Exchange which offers such a facility, an online interface enabling direct application by investors to a public issue of debt securities with an online payment facility ("**Direct Online Application Mechanism**"). In this regard, SEBI has, through the Debt Application Circular, directed recognized Stock Exchanges in India to put in necessary systems and infrastructure for the implementation of the Debt Application Circular and the Direct Online Application Mechanism infrastructure for the implementation of the Debt Application Circular and the Direct Online Application Mechanism. Please note that the Applicants will not have the option to apply for NCDs under the Issue, through the direct online applications mechanism of the Stock Exchange. Please note that clarifications and/or confirmations regarding the implementation of the requisite infrastructure and facilities in relation to direct online Applications and online payment facility have been sought from the Stock Exchange and the Stock Exchange has confirmed that the necessary infrastructure and facilities for

the same have not been implemented by the Stock Exchange. Hence, the Direct Online Application facility will not be available for this Issue.

### ***Applications through the ASBA process***

Applicants can submit their Applications through the ASBA process by submitting the Application Forms in physical mode to the SCSB with whom the ASBA Account is maintained or through the Consortium or Trading Members (ASBA Applications through the Consortium and Trading Members shall hereinafter be referred to as the “**Syndicate ASBA**”), prior to or on the Issue Closing Date. **ASBA Applications through the Consortium and Trading Members is permitted only at the Syndicate ASBA Application Locations (Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bangalore, Hyderabad, Pune, Vadodara and Surat)**. Kindly note that Application Forms submitted by ASBA Applicants to Consortium and the Trading Members at the Syndicate ASBA Application Locations will not be accepted if the SCSB with which the ASBA Account, as specified in the Application Form is maintained, has not named at least one branch at that location for the Member of the Consortium or the Trading Members to deposit the Application Form (A list of such branches is available at <http://www.sebi.gov.in>). The Members of Syndicate and Trading Members shall accept ASBA Applications only at the Syndicate ASBA Application Locations and should ensure that they verify the details about the ASBA Account and relevant SCSB prior to accepting the Application Form.

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

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

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

### ***Non-ASBA Applications for Allotment of the NCDs in dematerialised form***

Applicants may submit duly filled in Application Forms either in physical or downloaded Application Forms to the Consortium of the Syndicate or the Trading Members accompanied by account payee cheques / demand drafts prior to or on the Issue Closing Date. The Consortium and Trading Members shall, upload the non-ASBA Application on the online platforms of the Stock Exchange from 10:00 a.m. (IST) to 5:00 p.m. (IST) during the Issue Period, following which they shall acknowledge the uploading of the Application Form by stamping the acknowledgment slip with the date and time and returning it to the Applicant. This acknowledgment slip shall serve as the duplicate of the Application Form for the records of the Applicant and the Applicant should preserve this and should provide the same for any grievances relating to their Applications.

Upon uploading the Application on the online platform of the Stock Exchange, the Consortium and Trading Members will submit the Application Forms, along with the relevant payment instruments (cheques or demand drafts) to the Escrow Collection Banks, which will realise the payment instrument, and send the Application details to the Registrar. The Consortium / Trading Members are requested to note that all Applicants are required to be banked with only the designated branches of Escrow Collection Banks, as mentioned in the Application Form. The Registrar shall match the Application details as received from the online platform of the Stock Exchange with the Application Amount details received from the Escrow Collection Banks for reconciliation of funds received from the Escrow Collection Banks. In case of discrepancies between the two data bases, the details received from the

online platform of the Stock Exchange will prevail. Upon Allotment, the Registrar will credit the NCDs in the demat accounts of the successful Applicants as mentioned in the Application Form.

Please note that neither TCFSL, nor the Consortium, nor the Registrar to the Issue shall be responsible for redressal of any grievances that Applicants may have in regard to the non-ASBA Applications made to the Trading Members, including, without limitation, relating to non-upload of the Applications data. All grievances against Trading Members in relation to the Issue should be made by Applicants to the relevant Stock Exchange.

Consortium or Trading Members are also required to ensure that the Applicants are competent to contract under the Indian Contract Act, 1872 including minors applying through guardians, at the time of acceptance of the Application Forms.

To supplement the foregoing, the mode and manner of Application and submission of Application Forms is illustrated in the following chart.

<b>Mode of Application</b>	<b>To whom the Application Form has to be submitted</b>
ASBA Applications	(i) to the Consortium only at the Syndicate ASBA Application Locations; or (ii) to the Designated Branches of the SCSBs where the ASBA Account is maintained; or (iii) to Trading Members only at the Syndicate ASBA Application Locations.
Non- ASBA Applications	(i) to the Consortium; or (ii) to Trading Members.

### **Application Size**

As specified in the relevant Tranche Prospectus.

## **APPLICATIONS BY VARIOUS APPLICANT CATEGORIES**

### **Applications by mutual funds**

Pursuant to the SEBI circular regarding mutual funds bearing no. SEBI/HO/IMD/DF2/CIR/P/2016/68 dated August 10, 2016 (“**SEBI Circular 2016**”), mutual funds are required to ensure that the total exposure of debt schemes of mutual funds in a particular sector shall not exceed 25% of the net assets value of the scheme. Further, the additional exposure limit provided for financial services sector towards HFCs is 10% of net assets value and single issuer limit is 10% of net assets value (extendable to 12% of net assets value, after trustee approval). Provided further that the additional exposure to such securities issued by HFCs are rated AA and above and these HFCs are registered with National Housing Bank (“**NHB**”) and the total investment/ exposure in HFCs shall not exceed 25% of the net assets of the scheme.

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

### **Application by scheduled commercial banks, co-operative banks and RRBs**

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

### **Application by non-banking financial companies**

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

### **Application by insurance companies**

In case of Applications made by an insurance company, a certified copy of its certificate of registration issued by Insurance Regulatory Development Authority must be lodged along with Application Form. The Applications must be accompanied by certified copies of (i) its memorandum and articles of association; (ii) a power of attorney (iii) a resolution authorising investment and containing operating instructions; and (iv) specimen signatures of authorized signatories. **Failing this, TCFSL reserves the right to accept or reject any Application for Allotment in whole or in part, in either case, without assigning any reason therefor.**

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

### **Applications by Alternative Investments Funds**

Applications made by 'alternative investment funds' eligible to invest in accordance with the Securities and Exchange Board of India (Alternative Investment Fund) Regulations, 2012, as amended (the "SEBI AIF Regulations") for Allotment of the NCDs must be accompanied by certified true copies of (i) SEBI registration certificate; (ii) a resolution authorising investment and containing operating instructions; and (iii) specimen signatures of authorised persons. The Alternative Investment Funds shall at all times comply with the requirements applicable to it under the SEBI AIF Regulations and the relevant notifications issued by SEBI. **Failing this, TCFSL reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.**

### **Applications by trusts**

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

### **Applications by public financial institutions or statutory corporations, which are authorized to invest in the NCDs**

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

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

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

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

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

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

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

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

In case of Applications made pursuant to a power of attorney by Applicants from Category I, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Application Form. **Failing this, TCFSL reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.**

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

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

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

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

Applications by provident funds, pension funds, superannuation funds and gratuity funds which are authorised to invest in the NCDs, for Allotment of the NCDs must be accompanied by certified true copies of: (i) any act / rules under which they are incorporated; (ii) a power of attorney, if any, in favour of one or more trustees thereof, (ii) a board resolution authorising investments; (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements; (iv) specimen signature of authorized person; (v) a certified copy of the registered instrument for creation of such fund / trust; and (vi) any tax exemption certificate issued by Income Tax authorities.

**Failing this, TCFSL reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.**

#### **Applications by National Investment Funds**

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

#### **Applications cannot be made by:**

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

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

*In case of Applications for Allotment of the NCDs in dematerialised form, the Registrar shall verify the above on the basis of the records provided by the Depositories based on the DP ID and Client ID provided by the Applicants in the Application Form and uploaded onto the electronic system of the Stock Exchanges by the Consortium or the Trading Members, as the case may be.*

#### **Payment instructions**

##### ***Payment mechanism for ASBA Applicants***

An ASBA Applicant shall specify details of the ASBA Account Number in the Application Form and the relevant SCSB shall block an amount equivalent to the Application Amount in the ASBA Account specified in the Application Form. Upon receipt of an intimation from the Registrar to the Issue, the SCSBs shall, on the Designated Date, transfer such blocked amount from the ASBA Account to the Public Issue Account in terms of the Escrow Agreement. The balance amount remaining after the finalisation of the Basis of Allotment shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB within 12 (twelve) Working Days of the Issue Closing Date. The Application Amount shall remain blocked in the ASBA Account until transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the relevant Tranche Issue or until rejection of the ASBA Application, as the case may be.

##### ***Payment mechanism for non ASBA Applicants***

TCFSL shall open Escrow Accounts with one or more Escrow Collection Banks in whose favour the Applicants (except for ASBA Applicants) shall draw cheques or demand drafts in respect of his or her Applications. All Applicants would be required to pay the full Application Amount at the time of the submission of the Application Form. Cheques or demand drafts for the Application Amount received from Applicants would be deposited by the Consortium and Trading Members, as the case may be, in the Escrow Accounts.

Details of the branches of the Escrow Collection Banks, where the Application Forms along with cheques / demand drafts submitted by non-ASBA Applicants shall be deposited by the Consortium and Trading Members, are available on the website of the Lead Managers at [www.akgroup.co.in](http://www.akgroup.co.in), [www.edelweissfin.com](http://www.edelweissfin.com) and [www.axisbank.com](http://www.axisbank.com). A link to the said web pages shall also be available on the website of BSE and the NSE at

www.bseindia.com and www.nseindia.com. A link shall also be provided to the above mentioned websites in the Application Form as well.

Each Applicant (except for ASBA Applicants) shall draw a cheque or demand draft for the Application Amount as per the following terms:

- (a) The payment instruments from the Applicants shall be payable into the Escrow Account drawn as specified in the relevant Tranche Prospectus.
- (b) Payments should be made by cheque, or a demand draft drawn on any bank (including a co-operative bank), which is situated at, and is a member of or sub-member of the bankers' clearing house located at the centre where the Application Form is submitted. Outstation cheques/bank drafts drawn on banks not participating in the clearing process will not be accepted and Applications accompanied by such cheques or bank drafts are liable to be rejected.
- (c) The monies deposited in the Escrow Account will be held for the benefit of the Applicants until the Designated Date.
- (d) On the Designated Date, the Escrow Collection Banks shall transfer the funds from the Escrow Account as per the terms of the Escrow Agreement and this Shelf Prospectus into the Public Issue Account. The Escrow Collection Bank shall also, upon receipt of instructions from the Lead Managers and the Registrar, transfer all amounts payable to Applicants, who have not been allotted NCDs to the Refund Accounts.

Applicants should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between TCFSL, the Lead Managers, the Escrow Collection Banks and the Registrar to facilitate collections from the Applicants.

Please note that Applications accompanied by Application Amounts in cash/ stock invest/ money orders/ postal orders will not be accepted.

The Escrow Collection Banks will act in terms of this Shelf Prospectus and the relevant Tranche Prospectus and the Escrow Agreement. The Escrow Collection Banks shall not exercise any lien whatsoever over the monies deposited therein. It is mandatory for TCFSL to keep the proceeds of the Issue in an escrow account until the documents for creation of security as stated in this Shelf Prospectus are executed.

On the Designated Date, the Escrow Collection Banks shall transfer the funds represented by Allotment of NCDs (other than in respect of Allotment to successful ASBA Applicants) from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Issue Account(s) provided that TCFSL will have access to such funds only after receipt of minimum subscription which is 75% of the Base Issue before the Issue Closing Date, receipt of final listing and trading approval from the Stock Exchange and execution of the Debenture Trust Deed.

#### **Additional information for Applicants**

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

**Applicants are advised not to submit Application Forms to Escrow Collection Banks and the same will be rejected in such cases and the Applicants will not be entitled to any compensation whatsoever.**

### **Filing of this Shelf Prospectus and Tranche Prospectus with the RoC**

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

### **Pre-Issue Advertisement**

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

### **Instructions for completing the Application Form**

- (a) Applications must be made in the prescribed Application Form.
- (b) Application Forms are to be completed in full, in BLOCK LETTERS in ENGLISH and in accordance with the instructions contained in the this Shelf Prospectus, the Tranche Prospectus and the Application Form. Incomplete Application Forms are liable to be rejected. Applicants should note that the Consortium, or the Trading Members, as appropriate, will not be liable for errors in data entry due to incomplete or illegible Application Forms.
- (c) Applications are required to be for a minimum of such NCDs and in multiples of one NCD thereafter as specified in this Shelf Prospectus.
- (d) Thumb impressions and signatures other than in the languages specified in the Eighth Schedule in the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal.
- (e) Applications should be in single or joint names and not exceeding three names, and in the same order as their Depository Participant details and Applications should be made by Karta in case the Applicant is an HUF. Applicants are required to ensure that the PAN Details of the HUF are mentioned and not those of the Karta.
- (f) Applicants applying for Allotment must provide details of valid and active DP ID, Client ID and PAN clearly and without error. On the basis of such Applicant's active DP ID, Client ID and PAN provided in the Application Form, and as entered into the electronic Application system of the Stock Exchange by SCSBs, the Consortium at the Syndicate ASBA Application Locations and the Trading Members, as the case may be, the Registrar will obtain from the Depository the Demographic Details. Invalid accounts, suspended accounts or where such account is classified as invalid or suspended may not be considered for Allotment of the NCDs.
- (g) ASBA Applicants must ensure that their Application Forms are:
  - (i) made in a single name; and
  - (ii) completed in full, in BLOCK LETTERS in ENGLISH and in accordance with the instructions contained in this Shelf Prospectus, the relevant Tranche Prospectus and in the Application Form.
- (h) If the ASBA Account holder is different from the ASBA Applicant, the Application Form should be signed by the ASBA Account holder also, in accordance with the instructions provided in the Application Form.



- (i) All Applicants are required to tick the relevant column in the "Category of Investor" box in the Application Form.
- (j) Applications for all the Options of the NCDs may be made in a single Application Form only.
- (k) All Applicants are required to tick the relevant box of the "Mode of Application" in the Application Form, choosing either the ASBA or Non-ASBA mechanism.

**Applicants should note that neither the Lead Managers, Trading Member of the Stock Exchange, Escrow Collection Banks nor Designated Branches, as the case may be, will be liable for error in data entry due to incomplete or illegible Application Forms. TCFSL would allot the NCDs, as specified in the relevant Tranche Prospectus to all valid Applications, wherein the Applicants have not indicated their choice of the relevant series of NCDs.**

#### **Applicants' PAN, Depository Account and Bank Account Details**

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

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

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

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

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

Refund orders / Allotment Advice would be mailed by speed post or registered post at the address of the Applicants as per the Demographic Details received from the Depositories. Applicants may note that delivery of refund orders / Allotment Advice may get delayed if the same once sent to the address obtained from the Depositories are returned undelivered. In such an event, the address and other details given by the Applicant (other than ASBA Applicants) in the Application Form would be used only to ensure dispatch of refund orders. Further, please note that any such delay shall be at such Applicants' sole risk and neither TCFSL, Escrow Collection Banks, Registrar nor the Lead Managers shall be liable to compensate the Applicant for any losses caused to the Applicants due to any such delay

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

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

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

### **Electronic registration of Applications**

- (i) The Consortium, SCSBs and Trading Members will register the Applications using the on-line facilities of Stock Exchange. The Lead Managers, TCFSL, and the Registrar are not responsible for any acts, mistakes or errors or omission and commissions in relation to (i) the Applications accepted by the SCSBs and Trading Members, (ii) the Applications uploaded by the SCSBs and the Trading Members, (iii) the Applications accepted but not uploaded by the SCSBs or the Trading Members, (iv) with respect to ASBA Applications accepted and uploaded by the SCSBs without blocking funds in the ASBA Accounts or (iv) with respect to ASBA Applications accepted and uploaded by Consortium at the Syndicate ASBA Application Locations for which the Application Amounts are not blocked by the SCSBs.
- (ii) The Stock Exchange will offer an electronic facility for registering Applications for the Issue. This facility will be available on the terminals of Consortium, Trading Members and the SCSBs during the Issue Period. On the Issue Closing Date, the Consortium, Trading Members and the Designated Branches of the SCSBs shall upload the Applications till such time as may be permitted by the Stock Exchange. This information will be available with the Consortium, Trading Members and the Designated Branches of the SCSBs on a regular basis. Applicants are cautioned that a high inflow of high volumes on the last day of the Issue Period may lead to some Applications received on the last day not being uploaded and such Applications will not be considered for allocation.
- (iii) Based on the aggregate demand for Applications registered on the electronic facilities of the Stock Exchange, a graphical representation of consolidated demand for the NCDs, as available on the websites of the Stock Exchange, would be made available at the Application centres as provided in the Application Form during the Issue Period.
- (iv) At the time of registering each Application, SCSBs, the Consortium and Trading Members, as the case may be, shall enter the details of the Applicant, such as the Application Form number, PAN, Applicant category, DP ID, Client ID, number and Option(s) of NCDs applied, Application Amounts, details of payment instruments (for non – ASBA Applications) and any other details that may be prescribed by the online uploading platform of the Stock Exchange.
- (v) A system generated TRS will be given to the Applicant as a proof of the registration of his Application. It is the Applicant's responsibility to obtain the TRS from the SCSBs, Consortium or the Trading Members, as the case may be. The registration of the Applications by the SCSBs, Consortium or Trading Members does not guarantee that the NCDs shall be allocated / Allotted by TCFSL. Such TRS will be non-negotiable and by itself will not create any obligation of any kind.
- (vi) The permission given by the Stock Exchange to use their network and software of the online system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by TCFSL, and/or the Lead Managers are cleared or approved by the Stock Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other

soundness of TCFSL, the management or any scheme or project of TCFSL; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Shelf Prospectus or the relevant Tranche Prospectus; nor does it warrant that the NCDs will be listed or will continue to be listed on the Stock Exchange.

- (vii) In case of apparent data entry error by either the Consortium or the Trading Members, in entering the Application Form number in their respective schedules, other things remaining unchanged, the Application Form may be considered as valid and such exceptions may be recorded in minutes of the meeting submitted to the Designated Stock Exchange.
- (viii) Only Applications that are uploaded on the online system of the Stock Exchange shall be considered for Allotment. The Consortium, Trading Members and the Designated Branches of the SCSBs shall capture all data relevant for the purposes of finalizing the Basis of Allotment while uploading Application data in the electronic systems of the Stock Exchange. In order that the data so captured is accurate, the Consortium, Trading Members and the Designated Branches of the SCSBs will be given up to one Working Day after the Issue Closing Date to modify/ verify certain selected fields uploaded in the online system during the Issue Period after which the data will be sent to the Registrar for reconciliation with the data available with the NSDL and CDSL.

### **General Instructions**

#### ***Do's***

- **Check if you are eligible to apply as per the terms of this Shelf Prospectus, the relevant Tranche Prospectus and applicable law;**
- **Read all the instructions carefully and complete the Application Form;**
- Ensure that the details about Depository Participant and beneficiary account are correct and the beneficiary account is active;
- Applications are required to be in single or joint names (not more than three);
- In case of an HUF applying through its Karta, the Applicant is required to specify the name of an Applicant in the Application Form as 'XYZ Hindu Undivided Family applying through PQR', where PQR is the name of the Karta;
- Ensure that Applications are submitted to the Consortium, Trading Members or the Designated Branches of the SCSBs, as the case may be, before the closure of application hours on the Issue Closing Date;
- Ensure that the Application Forms (for non-ASBA Applicants) are submitted at the collection centres provided in the Application Forms, bearing the stamp of a Member of the Consortium or a Trading Members of the Stock Exchange, as the case may be;
- Information provided by the Applicants in the Application Form will be uploaded on to the online platform of the Stock Exchange by the Consortium and Trading Members, as the case may be, and the electronic data will be used to make allocation / Allotment. The Applicants should ensure that the details are correct and legible;
- Ensure that the Applicant's names (for Applications for the NCDs in dematerialised form) given in the Application Form is exactly the same as the names in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form;

- Ensure that you have funds equal to or more than the Application Amount in your ASBA Account before submitting the Application Form for ASBA Applications;
- Ensure that you mention your PAN in the Application Form. In case of joint applicants, the PAN of all the Applicants should be provided and for HUFs, PAN of the HUF should be provided. Any Application Form without the PAN is liable to be rejected. Applicants should not submit the GIR Number instead of the PAN as the Application is liable to be rejected on this ground;

Except for Application (i) on behalf of the Central or State Government and officials appointed by the courts, and (ii) (subject to the SEBI circular regarding Exemption from mandatory requirement of PAN bearing no. MRD/DoP/MF/Cir-08/2008 dated April 03, 2008) from the residents of the state of Sikkim, each of the Applicants should provide their PAN. Application Forms in which the PAN is not provided will be rejected. The exemption for the Central or State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the demographic details evidencing the same.

- Ensure that the Demographic Details as provided in the Application Form are updated, true and correct in all respects;
- Ensure that you request for and receive a TRS for all your Applications and an acknowledgement as a proof of having been accepted;
- Ensure that you have obtained all necessary approvals from the relevant statutory and/or regulatory authorities to apply for, subscribe to and/or seek Allotment of the NCDs;
- Ensure that signatures other than in the languages specified in the Eighth Schedule to the Constitution of India is attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
- Ensure that your Application Form bears the stamp of the relevant SCSB, Trading Members or the Consortium to whom the Application is submitted;
- In the event that you are submitting an Application Form to a Trading Member, ensure that he is located in a town/ city that has a designated branch of the Escrow Collection Banks (a list of such locations are available on the websites of Stock Exchange, TCFSL and Lead Managers, a link for the same being available in the Application Form);
- Ensure that you receive a TRS from a designated branch of an SCSB, a Trading Member or from the Consortium, as the case may be, for the submission and upload of your Application Form into the electronic platform of the Stock Exchange;
- **Applicants (other than ASBA Applicants) are requested to write the sole/ first Applicant's name, his phone number and the Application number on the reverse of the instruments by which the payments are made;**
- All Applicants are requested to tick the relevant column "Category of Investor" in the Application Form; and
- Tick the Option of NCDs in the Application Form that you wish to apply for.

#### ***Don'ts***

- Do not apply for lower than the minimum Application size;
- Do not pay the Application amount in cash, by money order, postal order, stock invest;

- Do not send the Application Forms by post; instead submit the same to the Consortium and Trading Members (as the case may be) only;
- Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground;
- Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar;
- Do not fill up the Application Form such that the NCDs applied for exceeds the Issue Size and / or investment limit or maximum number of NCDs that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit Applications on plain paper or on incomplete or illegible Application Forms;
- Do not submit an Application in case you are not eligible to acquire the NCDs under applicable law or your relevant constitutional documents or otherwise;
- Do not submit the Application Forms without the Application Amount; and
- Do not apply if you are not competent to contract under the Indian Contract Act, 1872.

#### **Additional instructions specific for ASBA Applicants**

##### ***Do's***

- Before submitting the physical Application Form with the Member of the Consortium at the Syndicate ASBA Application Locations ensure that the SCSB, whose name has been filled in the Application Form, has named a branch in that centre;
- For ASBA Applicants applying through Syndicate ASBA, ensure that your Application Form is submitted to the Consortium at the Syndicate ASBA Application Locations and not to the Escrow Collection Banks (assuming that such bank is not a SCSB), to TCFSL, the Registrar or Trading Members;
- For ASBA Applicants applying through the SCSBs, ensure that your Application Form is submitted at a Designated Branch of the SCSB where the ASBA Account is maintained, and not to the Escrow Collection Banks (assuming that such bank is not a SCSB), to TCFSL, the Registrar or the Consortium or Trading Members;
- Ensure that the Application Form is signed by the ASBA Account holder in case the ASBA Applicant is not the account holder;
- Ensure that you have mentioned the correct ASBA Account number in the Application Form;
- Ensure that you have funds equal to the Application Amount in the ASBA Account before submitting the Application Form to the respective Designated Branch, or to the Consortium at the Syndicate ASBA Application Locations, or to the Trading Members, as the case may be;
- Ensure that you have correctly ticked, provided or checked the authorisation box in the Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for the Designated Branch to block funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form; and
- Ensure that you receive an acknowledgement from the Designated Branch or the concerned Member of the Consortium, or the Trading Member, as the case may be, for the submission of the Application Form.

### ***Don'ts***

- Do not make payment of the Application Amounts in any mode other than through blocking of the Application Amounts in the ASBA Accounts shall not be accepted under the ASBA process;
- Do not submit the Application Form with a Member of the Consortium at a location other than the Syndicate ASBA Application Locations;
- Do not submit non-ASBA Application Forms to any of the collection centres of the Escrow Collection Banks or to the Registrar or directly to TCFSL;
- Do not send your physical Application Form by post. Instead submit the same with a Designated Branch or a Member of the Consortium at the Syndicate ASBA Application Locations, or a Trading Member, as the case may be; and
- Do not submit more than five Application Forms per ASBA Account.

The Consortium and the Trading Members of the Stock Exchange shall ensure they shall accept Application Forms only in such cities/ towns where the designated branches of the Escrow Collection Banks are available. Details of the branches of the Escrow Banks where the Application Form along with the cheque / demand draft submitted by a Non ASBA applicant shall be deposited by the Consortium and Trading Members are available on the website of the Lead Managers at [www.edelweissfin.com](http://www.edelweissfin.com), [www.akgroup.co.in](http://www.akgroup.co.in) and [www.axisbank.com](http://www.axisbank.com). A link to the said web pages shall also be available on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and the website of the NSE at [www.nseindia.com](http://www.nseindia.com). A link shall also be provided to the above mentioned websites in the Application Forms as well.

### **Submission of Application Forms**

For details in relation to the manner of submission of Application Forms, please see the section "*Issue Procedure – Methods of Application*" on page 128 of this Shelf Prospectus.

### **OTHER INSTRUCTIONS**

#### **Joint Applications**

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

#### **Additional/ Multiple Applications**

An Applicant is allowed to make one or more Applications for the NCDs for the same or other Options of NCDs, as specified in the relevant Tranche Prospectus, subject to a minimum Application size as specified in the relevant Tranche Prospectus for each Application. Any Application for an amount below the aforesaid minimum Application size will be deemed as an invalid Application and shall be rejected. However, any Application made by any person in his individual capacity and an Application made by such person in his capacity as a Karta of an HUF and/or as joint Applicant (second or third applicant), shall not be deemed to be multiple Applications.

#### **Depository Arrangements**

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

- (i) Tripartite Agreements dated June 20, 2012 and April 13, 2012, between us, the Registrar and CDSL and NSDL, respectively have been executed, for offering depository option to the Applicants.

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

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

For further information relating to Applications for Allotment of the NCDs in dematerialised form, please see the sections "*Issue Procedure – Methods of Application*" and "*Issue Procedure – General Instructions*" on pages 128 and 138, respectively of this Shelf Prospectus.

### **Communications**

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

Applicants can contact our Compliance Officer as well as the contact persons of TCFSL / Lead Managers or the Registrar in case of any Pre-Issue related problems. In case of Post-Issue related problems such as non-receipt of Allotment Advice / credit of NCDs in depository's beneficiary account / refund orders, etc., Applicants may contact our Compliance Officer as well as the contact persons of TCFSL / Lead Managers or Registrar. Please note that Applicants who have applied for the NCDs through Trading Members should contact the Stock Exchange in case of any Post-Issue related problems, such as non-receipt of Allotment Advice / credit of NCDs in depository's beneficiary account/ refund orders, etc.

### **Interest in case of Delay**

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

### **Rejection of Applications**

Applications shall be rejected in accordance with the section "*Issue Procedure-Applications would be liable to be rejected on the technical grounds*" on this page 143 of this Shelf Prospectus below or if all required information is not provided or the Application Form is incomplete in any respect. The Board of Directors and/or any Committee of TCFSL reserves its full, unqualified and absolute right to accept or reject any Application in whole or in part and in either case without assigning any reason thereof.

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

- Number of NCDs applied for being less than the minimum Application size;
- Applications not being signed by the sole/joint Applicants;
- Applications submitted without payment of the Application Amount. However, TCFSL may allot NCDs up to the value of Application monies paid, if such Application monies exceed the minimum Application size as prescribed hereunder;
- Application Amount paid being higher than the value of NCDs applied for. However, TCFSL may allot NCDs up to the number of NCDs applied for, if the value of such NCDs applied for exceeds the minimum Application size;
- Investor Category in the Application Form not being ticked;
- Date of Birth for first/sole Applicant for persons applying for Allotment not mentioned in the Application Form
- Applications where a registered address in India is not provided for the Applicant;
- Bank account details not provided in the Application Form;
- Submission of more than 5 (Five) ASBA Forms per ASBA Account;
- Applications by persons not competent to contract under the Indian Contract Act, 1872 including a minor without the name of a guardian;
- Minor Applicants (applying through the guardian) without mentioning the PAN of the minor Applicant;
- DP ID and Client ID not mentioned in the Application Form;
- Applications by stock invest or accompanied by cash/money order/postal order;
- For ASBA Applications, where an authorization to the SCSB for blocking funds in the ASBA Account has not been provided;
- Applications uploaded after the expiry of the allocated time on the Issue Closing Date, unless extended by the Stock Exchange, as applicable;
- In case of partnership firms, NCDs may be applied for in the names of the individual partner(s) and no firm as such shall be entitled to apply for in its own name. However, a Limited Liability Partnership firm can apply in its own name;
- ASBA Applications submitted to the Members of Syndicate or Trading Members at locations other than the Syndicate ASBA Application Locations or at a Designated Branch of a SCSB where the ASBA Account is not maintained, and ASBA Applications submitted directly to an Escrow Collecting Bank (assuming that such bank is not a SCSB), to TCFSL or the Registrar;
- Applications made without mentioning the PAN of the Applicant, except for Applications by or on behalf of the Central or State Government and the officials appointed by the courts and by investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participants;
- GIR number mentioned in the Application Form instead of PAN;
- Application by OCBs
- Applications for amounts greater than the maximum permissible amounts prescribed by applicable regulations;
- Applications by persons/entities who have been debarred from accessing the capital markets by SEBI;
- Applications by any persons outside India;
- For all Applications for Allotment the, DP ID, Client ID and PAN mentioned in the Application Form do not match with the Depository Participant ID, Client ID and PAN available in the records with the Depositories;
- Applications by persons who are not eligible to acquire the NCDs in terms of applicable laws, rules, regulations, guidelines and approvals;
- Application Forms from ASBA Applicants not being signed by the ASBA Account holder, if the account holder is different from the Applicant or the signature of the ASBA Account holder on the Application Form does not match with the signature available on the Applicant's bank records;
- Applications for an amount below the minimum Application size;
- ASBA Applications not having details of the ASBA Account to be blocked;
- With respect to ASBA Applications, inadequate funds in the ASBA Account to enable the SCSB to block the Application Amount specified in the Application Form at the time of blocking such Application Amount in the ASBA Account or no confirmation is received from the SCSB for blocking of funds;



- Applications where clear funds are not available in Escrow Accounts as per final certificates from Escrow Collection Banks;
- Applications by persons prohibited from buying, selling or dealing in shares, directly or indirectly, by SEBI or any other regulatory authority;
- Applications by Applicants seeking allotment in dematerialised form whose demat accounts have been 'suspended for credit' pursuant to the SEBI circular July 29, 2010 regarding Mandatory Requirement of Permanent Account Number bearing no. CIR/MRD/DP/22/2010;
- Non- ASBA Applications accompanied by more than one payment instrument;
- Applications not uploaded on the terminals of the Stock Exchange;
- Applications for the Allotment of NCDs in dematerialized form providing an inoperative demat account number;
- Applications accompanied by Stockinvest / money order/ postal order/ cash;
- In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not submitted along with the Application Form;
- Applications (except for ASBA Applications) where clear funds are not available in Escrow Accounts as per final certificates from the Escrow Collection Banks;
- With respect to ASBA Applications, the ASBA Account not having credit balance to meet the Application Amounts or no confirmation is received from the SCSB for blocking of funds;
- Applications not uploaded on the terminals of the Stock Exchanges;
- Application Forms submitted to the Lead Managers, or Trading Members of the Stock Exchange does not bear the stamp of the relevant Lead Manager or Trading Member of the Stock Exchange, as the case may be. ASBA Applications submitted directly to the Designated Branches of the SCSBs does not bear the stamp of the SCSB and/or the Designated Branch and/or the Lead Managers, or Trading Members of the Stock Exchange, as the case may be;
- In case no corresponding record is available with the Depositories that matches three parameters namely, DP ID, Client ID and PAN or if PAN is not available in the Depository database;
- Applications by other persons who are not eligible to apply for NCDs under the Issue under applicable Indian or foreign statutory / regulatory requirements;
- Application Forms not delivered by the Applicant within the time prescribed as per the Application Form and as per the instructions in the Application Form, this Shelf Prospectus and the relevant Tranche Prospectus;
- Where PAN details in the Application Form and as entered into the electronic system of the Stock Exchange, are not as per the records of the Depositories;
- Applications tendered to the Trading Members of the Stock Exchange at centers other than the centers mentioned in the Application Form;
- Application Form accompanied with more than one cheque;
- In case of cancellation of one or more orders (series) within an Application, leading to total order quantity falling under the minimum quantity required for a single Application; and
- Payment made through non-CTS cheques may be liable to be rejected due to any clearing delays to avoid any delay in the timelines in terms of the SEBI circular regarding Applications Supported by Blocked Amount (ASBA) facility bearing no. CIR/CFD/DIL/1/2011 dated April 29, 2011.

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

#### **Allotment Advice/ Refund Orders**

In case of Applications other than those made through the ASBA process, the unutilised portion of the Application Amounts will be refunded to the Applicant within 12 (twelve) Working Days of the Issue Closing Date through any of the following modes:

- (a) **Direct Credit** – Applicants having bank accounts with the Bankers to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by us.

- (b) **NACH** – Payment of refund would be done through NACH for Applicants having an account at any of the centres specified by RBI, where such facility has been made available. This mode of payment of refunds would be subject to availability of complete bank account details including the MICR code as available from the Depositories. The payment of refunds through this mode will be done for Applicants having a bank account at any centre where NACH facility has been made available (subject to availability of all information for crediting the refund through NACH).
- (c) **NEFT** – Payment of refund shall be undertaken through NEFT wherever the Applicant’s bank has been assigned the Indian Financial System Code (“**IFSC**”), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. In case of online payment or wherever the Investors have registered their nine digit MICR number and their bank account number with the depository participant while opening and operating the demat account, the MICR number and their bank account number will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.
- (d) **RTGS** – If the refund amount exceeds ₹ 2,00,000, Applicants have the option to receive refund through RTGS. Charges, if any, levied by the refund bank(s) for the same would be borne by us. Charges, if any, levied by the Applicant’s bank receiving the credit would be borne by the Applicant.
- (e) For all other Applicants (not being ASBA Applicants), refund orders will be despatched through speed post / registered post only to Applicants that have provided details of a registered address in India. Such refunds will be made by cheques, pay orders or demand drafts drawn in favour of the sole / first Applicants and payable at par.

In the case of Applicants other than ASBA Applicants, applying for the NCDs in dematerialised form, the Registrar will obtain from the Depositories the Applicant’s bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Applicants in their Application Forms. Accordingly, Applicants are advised to immediately update their details as appearing on the records of their Depository Participants. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay will be at the Applicant’s sole risk and neither TCFSL, the Registrar, the Escrow Collection Banks, or the Consortium, will be liable to compensate the Applicants for any losses caused to them due to any such delay, or liable to pay any interest for such delay.

In case of ASBA Applicants, the Registrar shall instruct the relevant SCSB to unblock the funds in the relevant ASBA Account to the extent of the Application Amount specified in the Application Forms for withdrawn, rejected or unsuccessful or partially successful ASBA Applications within 12 (twelve) Working Days of the Issue Closing Date.

TCFSL and the Registrar shall credit the allotted NCDs to the respective beneficiary accounts / despatch the Letters of Allotment or letters of regret/ Refund Orders by registered post/speed post at the Applicant’s sole risk, within 12 Working Days from the Issue Closing Date. TCFSL may enter into an arrangement with one or more banks in one or more cities for refund to the account of the applicants through Direct Credit/RTGS/NEFT.

Further,

- (a) Allotment of NCDs in the Issue shall be made within the time period stipulated by the SEBI;
- (b) Credit to dematerialised accounts will be given within 2 Working Days from the Deemed Date of Allotment;
- (c) Interest at a rate of 15% per annum will be paid if the refund has not been made and/or the refund orders have not been dispatched to the Applicants within 12 days from the Issue Closing Date, for the delay beyond 12 days, in case of non-receipt of Minimum Subscription; and
- (d) TCFSL will provide adequate funds to the Registrar / relevant banks for this purpose.

### **Retention of oversubscription**

As specified in the relevant Tranche Prospectus for each Tranche Issue.

### **Grouping of Applications and allocation ratio**

For the purposes of the basis of allotment:

- (a) *Applications received from Category I Applicants*: Applications received from Applicants belonging to Category I shall be grouped together (“**Institutional Portion**”);
- (b) *Applications received from Category II Applicants*: Applications received from Applicants belonging to Category II, shall be grouped together (“**Non-Institutional Portion**”).
- (c) *Applications received from Category III Applicants*: Applications received from Applicants belonging to Category III shall be grouped together (“**Individual Category Portion**”).
- (d) *Applications received from Category IV Applicants*: Applications received from Applicants belonging to Category IV shall be grouped together (“**Retail Individual Category Portion**”).

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

### **Basis of Allotment**

As specified in the relevant Tranche Prospectus.

### **Allocation Ratio**

As specified in the relevant Tranche Prospectus.

### **Under Subscription**

As specified in the relevant Tranche Prospectus.

### **Allotments in case of oversubscription**

As specified in the relevant Tranche Prospectus.

### **Proportionate Allotments**

As specified in the relevant Tranche Prospectus.

### **Applicant applying for more than one Options of NCDs**

As specified in the relevant Tranche Prospectus.

### **Investor Withdrawals and Pre-closure**

- (a) *Investor Withdrawal*: Applicants are allowed to withdraw their Applications at any time prior to the Issue Closure Date.
- (b) *Pre-closure*: TCFSL, in consultation with the Lead Managers reserves the right to close the relevant Tranche Issue at any time prior to the Issue Closing Date, subject to receipt of minimum subscription which is 75% of the Base Issue before the Issue Closing Date. TCFSL shall allot NCDs with respect to the

Applications received at the time of such pre-closure in accordance with the Basis of Allotment as described hereinabove and subject to applicable statutory and/or regulatory requirements.

Further, the relevant Tranche Issue will also be withdrawn by TCFSL in the event that the aggregate Applications received for the NCDs is lesser than the minimum subscription which is 75% of the Base Issue before the Issue Closing Date.

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

### **Withdrawal of Applications after the Issue Period**

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

### **Revision of Applications**

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

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

Revision of Applications is not permitted after the expiry of the time for acceptance of Application Forms on Issue Closing Date. However, in order that the data so captured is accurate, the Lead Managers, Trading Members of the Stock Exchange and the Designated Branches of the SCSBs will be given up to one Working Day after the Issue Closing Date to modify/ verify certain selected fields uploaded in the online system during the Issue Period, after which the data will be sent to the Registrar for reconciliation with the data available with the NSDL and CDSL.

### **Utilisation of Application Amounts**

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

### **Utilisation of the proceeds of the Issue**

- All monies received out of the Issue shall be credited / transferred to a separate bank account maintained with a Scheduled Bank as referred to in Section 40 of the Companies Act, 2013.
- The allotment letter shall be issued or Application Amount shall be refunded within fifteen days from the closure of the issue or such lesser time as may be specified by the SEBI, or else the Application Amount shall be refunded to the Applicants forthwith, failing which interest shall be due to be paid to the Applicants at the rate of 15% per annum for the delayed period.

- In case listing permission is not granted by the Stock Exchanges to our Company and if such money is not repaid within 8 days from the day our Company becomes liable to repay it on such account, our Company and every officer in default shall, on and from expiry of 8 days, be liable to repay the money with interest at the rate of 15% as prescribed under Rule 3 of Companies (Prospectus and Allotment of Securities) Rules, 2014 read with Section 26 of the Companies Act, 2013, provided that the beneficiary particulars relating to such Applicants as given by the Applicants is valid at the time of the upload of the demat credit.
- Details of all monies unutilised out of the previous issues made by way of public offer, if any, shall be disclosed and continued to be disclosed under an appropriate separate head in our balance sheet till the time any part of the proceeds of such previous issue remains unutilized indicating the securities or other forms of financial assets in which such unutilized monies have been invested.
- Details of all monies utilised out of the previous issue made by way of public offer shall be disclosed and continued to be disclosed under an appropriate separate head in our balance sheet indicating the purpose for which such monies have been utilized.
- Details of all unutilised monies out of the Issue, if any, shall be disclosed and continued to be disclosed under an appropriate head in our balance sheet till the time any part of the proceeds of the Issue remains unutilised indicating the form in which such unutilised monies have been invested.
- TCFSL shall utilize the Issue proceeds only on (a) receipt of minimum subscription; (b) completion of Allotment and refund process in compliance with Section 40 of the Companies Act, 2013; (c) creation of security; and (d) obtaining listing and trading approval as stated in this Shelf Prospectus in the section “*Issue Structure*” on page 113 of this Shelf Prospectus.
- The Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, *inter alia*, by way of a lease, of any immovable property or in the purchase of any business or in the purchase of an interest in any business.
- The Issue proceeds shall not be utilized for providing loan to or acquisition of shares of any person who is part of the same group or who is under the same management.

### **Impersonation**

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

*“Any person who:*

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

### **Listing**

The NCDs proposed to be offered in pursuance of this Shelf Prospectus and the relevant Tranche Prospectus will be listed on the BSE and the NSE. TCFSL has received the in-principle approvals dated August 27, 2018 from both the BSE and the NSE, respectively. The application for listing of the NCDs will be made to the Stock Exchange at an appropriate stage.

If permissions to deal in and for an official quotation of our NCDs are not granted by the Stock Exchange, TCFSL will forthwith repay, without interest, all moneys received from the applicants in pursuance of this Shelf Prospectus. TCFSL shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange are taken within 12 Working Days from the Issue Closing Date.

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

#### **Guarantee/Letter of Comfort**

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

#### **Undertaking by the Issuer**

TCFSL hereby undertakes that:

- (a) the complaints received in respect of the Issue (except for complaints in relation to Applications submitted to Trading Members) shall be attended to by us expeditiously and satisfactorily;
- (b) we shall take necessary steps for the purpose of getting the NCDs listed within the specified time i.e. 12 Working Days from the Issue Closing Date.;
- (c) the funds required for dispatch of refund orders/ allotment advice/ certificates by registered post/ speed post shall be made available to the Registrar by TCFSL;
- (d) necessary cooperation to the credit rating agencies shall be extended in providing true and adequate information until the debt obligations in respect of the NCDs are outstanding;
- (e) we shall forward the details of utilisation of the funds raised through the NCDs duly certified by our statutory auditors, to the Debenture Trustee at the end of each half year;
- (f) we shall disclose the complete name and address of the Debenture Trustee in our annual report;
- (g) we shall provide a compliance certificate to the Debenture Trustee (on an annual basis) in respect of compliance with the terms and conditions of issue of NCDs as contained in this Shelf Prospectus; and
- (h) we shall make necessary disclosures/ reporting under any other legal or regulatory requirement as may be required by TCFSL from time to time.

## SECTION VI: LEGAL AND OTHER INFORMATION

### PENDING PROCEEDINGS AND STATUTORY DEFAULTS

*Except as stated in this section there are no outstanding: (i) criminal proceedings; (ii) actions by statutory / regulatory authorities; (iii) claims for any indirect and direct tax liability; and (iv) other litigations which are identified as material in terms of the Materiality Policy (as defined hereinafter below), each involving TCFSL, its Directors, Promoter and the Tata Capital Group.*

*Save and except as disclosed herein below, there are no pending proceedings/litigations pertaining to:*

- *Matters likely to affect operations and finances of TCFSL including disputed tax liabilities of any nature;*
- *Criminal prosecution launched against TCFSL and its Directors for alleged offences under the enactments specified in Paragraph 1 of Part I of Schedule V to the Companies Act, 2013;*
- *Litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against the Promoter during the last five years immediately preceding the date of this Shelf Prospectus and /or any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action;*
- *Litigation involving TCFSL, TCL, TCFSL's Directors, the Tata Capital Group or any other person, whose outcome could have material adverse effect on the position of TCFSL;*
- *Proceedings initiated against TCFSL for economic offences;*
- *Material regulatory proceedings against the TCFSL or TCL and tax litigations resulting in material liabilities at the time of the Issue which may affect the Issue or an investor's decision to invest / continue to invest in the NCDs;*
- *Acts of material frauds committed against TCFSL in the last five years, if any, and if so, the action taken by TCFSL;*
- *Matters pertaining to default and non-payment of statutory dues;*
- *Any inquiry, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies' law in the last five years in the case of TCFSL; and*
- *Fines imposed or compounding of offences in the last five years under the Companies Act, 2013 or any previous companies' law in the last five years in the case of TCFSL.*

*Further, save and except as disclosed herein there are no matters likely to affect operations and finances of TCFSL including disputed tax liabilities of any nature and there is no such litigation whose outcome could have material adverse effect on the position of TCFSL, TCL, TCFSL's Directors, the Tata Capital Group, or any other person.*

*Further from time to time, TCFSL has been and continues to be involved in legal proceedings filed by and against us, arising in the ordinary course of our business. These legal proceedings are both in the nature of civil and criminal proceedings. TCFSL believes that the number of proceedings in which it is / was involved is not unusual for a company of our size doing business in India.*

*For the purposes of determining material litigation, all outstanding litigation: (a) which is civil in nature and involves TCFSL, TCL, TCFSL's Directors or the Tata Capital Group where the amount involved, to the extent quantifiable, is ₹2,500 lakh or more; or (b) any other litigation, not being civil in nature, whose outcome could have a material impact on the business, operations, prospects or reputation of TCFSL; shall be considered as 'material litigation' for TCFSL, and accordingly have been disclosed in this Shelf Prospectus.*

Unless stated to the contrary, the information provided below is as of the date of filing of this Shelf Prospectus.

## 1. **Litigation involving TCFSL**

### (a) ***Litigations against TCFSL***

#### (i) ***Criminal Proceeding***

Mr. Rudraiah Matapahi (“**Complainant**”) filed a criminal complaint dated June 10, 2017 against TCFSL and nine officers and employees of TCFSL, including some of its and TCL’s then existing Directors viz. Mr. Ishaat Hussain, Mr. Janki Ballabh, Mr. Nalin Shah and Mr. Praveen P. Kadle under Sections 34, 379 and 420 of the Indian Penal Code (“**IPC**”) alleging cheating and dishonestly inducing delivery of property owned by the Complainant, being a Maruti Swift Dzire, a laptop computer, certain land documents and an ATM card issued by Syndicate Bank (“**Complaint**”).

As part of the Complaint, the Complainant has alleged that he purchased a Maruti Swift Dzire on May 27, 2015 by availing a car loan amounting to ₹7,00,000 from TCFSL and agreeing to pay equal monthly installments of ₹ 15,297 each. Due to certain financial problems, the Complainant was unable to pay the installments regularly, pursuant to which the representatives of TCFSL took possession of the property mentioned above, on April 24, 2017. The Complainant has further alleged that even after payment of ₹ 64,927, the accused persons have not delivered possession of the property to the Complainant.

As a consequence of the Complainant's inability to pay the installment amounts on a regular basis, an arbitration proceeding was initiated by TCFSL against the Complainant. Pursuant to the order of the arbitral tribunal dated February 06, 2017, the arbitrator under Section 17 of Arbitration and Conciliation Act, 1996 (“**Arbitration Act**”) directed TCFSL to take possession of the vehicle pursuant to which the vehicle has been seized by TCFSL. The matter is pending before the jurisdictional magistrate and has been disposed of on October 13, 2017 with a direction to put up after final report. TCFSL has filed CRLP 6174/2017 before the High Court of Bengaluru against the criminal case and interim stay has granted by the court. The petition is yet to be listed for final hearing.

#### (ii) ***Actions by Statutory and Regulatory Authorities***

As on the date of filing of this Shelf Prospectus, there are no pending statutory or regulatory proceedings against TCFSL.

#### (iii) ***Material civil and other material litigations***

As on the date of filing of this Shelf Prospectus, there are no material civil or other material litigations against TCFSL.

### (b) ***Tax Cases***

- (i) The Deputy Commissioner of Income Tax (“**DCIT**”) passed the assessment order dated March 13, 2016 under Section 143(3) of the IT Act for the assessment year 2013-14 by making a disallowance of an amount of ₹ 25,60,46,725 under Section 14A of the IT Act. Subsequently, TCFSL filed an appeal under Section 250 of the IT Act before the Commissioner of Income Tax (Appeals) on April 12, 2016 against the assessment order passed by the DCIT. The appeal was allowed and decided in favour of TCFSL vide order dated October 30, 2017. Pursuant to such order, the DCIT has filed an appeal before Income Tax Appellate Tribunal, Mumbai. The matter is currently pending before Tribunal and is posted for hearing on May 13, 2020.



- (ii) The Assistant Commissioner of Income Tax (“ACIT”) passed the assessment order dated December 29, 2017 under Section 143(3) of the IT Act for the assessment year 2014-15 by making the disallowance of interest expense on perpetual non-convertible debentures amounting to ₹ 82,90,000 and an addition of ₹ 15,68,14,228 under Section 56(2)(viiia) of the IT Act in respect of shares acquired in satisfaction of loan at value less than fair market value. Subsequently, TCFSL has filed an appeal under Section 250 of the IT Act before the Commissioner of Income Tax (Appeals) Mumbai (“CIT(A)”) on January 28, 2018 against the assessment order passed by the ACIT. The matter is currently pending before CIT(A).
- (iii) The ACIT passed the assessment order dated December 29, 2017 under Section 143(3) of the Income Tax Act 1961 for the assessment year 2015-16 by making the disallowance of interest expense on perpetual non-convertible debentures amounting to ₹ 10,93,00,000 and addition of ₹ 6,46,92,176 under Section 56(2)(viiia) of the IT Act in respect of shares acquired in satisfaction of loan at value less than fair market value. Subsequently, TCFSL has filed an appeal under Section 250 of the IT Act before the CIT(A) on January 28, 2018 against the assessment order passed by the ACIT. The matter is currently pending before CIT (A).
- (iv) The Assessing Officer issued an order dated August 02, 2013 for the assessment year 2012-13 in respect of mismatch of VAT input tax credit. Taxes due ₹ 2,52,506/- along with a penalty of ₹ 1,26,253/- both aggregating ₹ 3,78,759/-. An appeal against the said order has been filed with Appellate Deputy Commissioner (CT) III. Subsequently, TCFSL has made a part payment of ₹ 63,127/- in favour of Assistant Commissioner (CT). The matter is currently pending for hearing.
- (v) TCFSL had received a compounding notice on November 13, 2013 in respect of Entry Tax levied of ₹ 1,45,316/- on goods detained due to defective documents. A revision petition has been filed before the Deputy Commissioner (Commercial Taxes), Gudalur, Coimbatore. The matter is currently pending for hearing.
- (vi) TCFSL had received an ex-parte order dated February 02, 2016 wherein VAT was levied on estimated purchase & sales turnover. A rectification application against the order has been filed for reopening the assessment against an order passed before the Deputy Commissioner, Uttar Pradesh in respect of the ex-parte order levying VAT of ₹ 30,72,876/-. The matter is currently pending for hearing.
- (c) ***Litigations by TCFSL***
- (i) TCL has advanced a bill discounting facility amounting to ₹ 30,00,00,000 which was increased to ₹ 50,00,00,000 to Biotor Industries Limited (“**Biotor**”). Biotor defaulted in repayment of the facility and TCL invoked arbitration before a sole arbitrator. TCL filed claim against Biotor on December 09, 2009 claiming an amount of ₹ 42,50,00,000 with further interest. In the said arbitration, Biotor filed counter claim of ₹ 205,00,00,000 for damages and alleging collusion and fraud. Biotor also filed an application under Section 16 of the Arbitration Act contending that on account of such fraud, the arbitral tribunal had no jurisdiction to entertain the disputes. The arbitration was finally argued and is reserved for passing of the award. Biotor has filed a suit against certain entities where TCL has also been impleaded as a defendant. While Biotor has claimed an amount of ₹ 309,58,60,000 from the other defendants, it has alleged fraud against TCL and its employees for colluding with the employees of Biotor and coercing Biotor to avail the said facility and the insurance coverage from TATA AIG General Insurance Company Limited and seeking only injunction relief against TCL. TCL has filed an application under Section 8 of the Arbitration Act to refer matter to arbitration and the same is pending. Pursuant to sanction of the Scheme of Arrangement, all securities, rights, obligations under security arrangements, collateral, etc. were transferred from TCL to

TCFSL.

Allahabad Bank has filed proceedings before NCLT for corporate insolvency of Biotor and the petition has been admitted. TCFSL being one of the financial creditors has filed its claim for an amount of ₹ 80,41,00,000. The corporate insolvency proceedings in this regard are currently in progress.

- (ii) TCFSL had initiated arbitration proceedings under Section 9 of the Arbitration Act against SVOGL Oil Gas and Energy Limited ("**SVOGL**") for default in re-payment of a sanctioned loan amount of ₹ 43,45,00,000, which has since then been withdrawn. Further, TCFSL has also filed an application dated May 11, 2017 under Section 7 of the Insolvency and Bankruptcy Code, 2016 ("**IBC Code**") with the National Company Law Tribunal, New Delhi principal bench for initiation of corporate insolvency proceedings. However, the application was dismissed by an order of the National Company Law Tribunal, New Delhi principal bench dated April 24, 2018 stating that since winding up proceedings had been initiated against the SVOGL Oil Gas and Energy Limited by Citicorp International Limited, an application under the IBC Code is not maintainable. In this matter, a provisional liquidator had already been appointed. The matter is currently pending before the provisional liquidator appointed by High Court of Delhi, who is in the process of taking possession of the assets of SVOGL.
- (iii) The State Bank of India has filed an application under Section 7 of the IBC Code before the National Company Law Tribunal, Hyderabad bench for initiation of corporate insolvency proceedings against IVRCL Limited. In furtherance of such application, corporate insolvency resolution process was initiated pursuant to an order passed by the National Company Law Tribunal, Hyderabad bench dated February 23, 2018, TCFSL being a financial creditor has filed a proof of its claim for an amount of ₹ 86,95,00,768 as on February 23, 2018. The corporate insolvency proceedings in this regard are currently in progress.
- (iv) The State Bank of India has filed an application under Section 7 of the IBC Code before the National Company Law Tribunal, Kolkata bench for initiation of corporate insolvency proceedings against Coastal Projects Limited. In furtherance of such application, corporate insolvency resolution process was initiated pursuant to an order passed by the National Company Law Tribunal, Kolkata bench dated January 05, 2018, TCFSL being a financial creditor has filed its claim for an amount of ₹ 130, 86,59,935 as on January 05, 2018. The corporate insolvency proceedings in this regard are currently pending.
- (v) TCL had sanctioned a term loan amount of ₹ 100,00,00,000 to Deccan Chronicle Holding Limited ("**Deccan**") in 2011. Deccan defaulted in the payment of the loan and TCL initiated arbitration proceedings against Deccan. Under Section 9 of the Arbitration Act, Court Receiver High Court of Bombay took physical possession of the mortgaged property at Mathuradas Mill Compound, Mumbai. The arbitrator passed an interim award dated April 16, 2014 in favour of TCFSL for ₹ 100,00,00,000 and a final award dated October 01, 2016 for the interest component. Deccan had challenged the Interim Award but did not succeed. Thereafter, Deccan has also challenged the final award for interest payment. TCFSL has also filed a suit in the Bombay High Court for enforcement of mortgage property by sale which is pending. TCFSL has also initiated SARFAESI proceedings against the mortgaged property and applied to the Court for handing over possession by Court Receiver to authorized officer of TCFSL which is pending. Canara Bank has initiated proceedings against Deccan under Section 7 of the IBC Code before the National Company Law Tribunal, Hyderabad bench. TCFSL being a financial creditor has filed its claim of ₹ 182,72,00,000 before the insolvency resolution professional. The corporate insolvency proceedings are pending.

- (vi) TCFSL had advanced a loan amounting to ₹ 70,00,00,000 to Siva Ventures Ltd. in March 2012 and ₹ 130,00,00,000 to Siva Industries and Holdings Limited ("**Siva**") in June 2012 wherein SIG Event Management Enterprise ("**Guarantor**") had agreed to be a guarantor to ensure the repayment of the loan. Subsequently, on August 22, 2013, Siva Ventures Limited and the Guarantor merged into Siva, with Siva being the surviving entity and all obligations with respect to the loans availed and guarantees provided by the merging entities were assigned to Siva. The said loans were secured by pledge of 6,22,25,000 unlisted equity shares of Tata Teleservices Limited ("**TTSL**").

Pursuant to non-repayment of the outstanding amounts of ₹ 232,96,38,674, TCFSL invoked the pledge on May 23, 2014. Since there was a dispute between the parties in respect of the fair value of the shares, the dispute was referred to a conciliator, Mr. Tushad Cooper. Subsequently, a settlement agreement dated June 10, 2014 was arrived at between the parties whereunder, TCFSL acquired the pledged shares and a shareholders' agreement dated June 10, 2014 and a personal guarantee by Mr. C. Sivasankaran was executed. TCFSL invoked the put option under the shareholders' agreement which was not honoured by Siva and also by the guarantor, Mr. C. Sivasankaran. TCFSL, therefore, initiated pre arbitration negotiation in terms of the shareholders' agreement. However, such negotiations ultimately failed. TCFSL thereafter initiated arbitration proceedings against Siva and Mr. C Sivasankaran for claiming an amount of ₹ 343,00,00,000 along with interest. The Supreme Court of India pursuant to its order dated April 02, 2018 appointed a sole arbitrator for adjudicating the disputes between the parties. The matter is currently pending before the sole arbitrator wherein TCFSL has filed its statement of claim.

- (vii) TCL had advanced a loan amounting to ₹ 50,00,00,000 to the Gupta Corporation Private Limited ("**Borrower**") for capex. Pursuant to sanction of the Scheme of Arrangement, all securities, rights, obligations under security arrangements, collateral, etc. were transferred from TCL to TCFSL. The Borrower subsequently defaulted in the repayment of the sanctioned loan amount and arbitration was initiated by TCFSL against the Borrower. Simultaneously, an application under Section 9 of the Arbitration Act was filed by TCFSL. The Borrower filed an application under Section 7 of the IBC Code before the National Company Law Tribunal, Mumbai bench for initiation of corporate insolvency proceedings. TCFSL being a financial creditor has filed a claim for an amount of ₹ 80,90,82,537.
- (viii) Axis Trustee Services Limited ("**Claimant**") has initiated arbitration proceedings against Gammon India Limited. The Claimant was a Debenture Trustee in relation to issuance of Non-Convertible Debenture by Metropolitan Infrahousing Private Limited ("**Metropolitan**"), wherein 75 non-convertible debentures were issued to TCL worth ₹ 75,00,00,000. Gammon India Limited has provided a corporate guarantee in respect of payments under the non-convertible debentures issued by Metropolitan. Pursuant to sanction of the Scheme of Arrangement, all securities, rights, obligations, under security arrangements, collaterals, etc. were transferred from TCL to TCFSL. Additionally, the credit rating of the non-convertible debentures issued by Metropolitan was downgraded. While such downgrading was raised by the Claimant with Metropolitan, the non-convertible debentures matured. The Claimant has also filed a suit against Metropolitan before the Bombay High Court claiming an amount of ₹ 83,22,00,000 on behalf of TCFSL.

Further, the immovable property provided as a security was sold by Metropolitan to Runwal Residency Private Limited ("**Runwal**"), but the amount was not deposited in the debenture redemption account. Subsequently, disputes arose between Metropolitan and Runwal and Runwal filed a suit against Metropolitan which was transferred to the Bombay High Court. Axis Trustee had filed an Intervention Application on behalf of TCFSL in the said suit which was allowed by the Bombay High Court. Subsequently, the

parties have filed consent terms in both the aforesaid suits under which part payment has been received by TCFSL.

- (ix) On March 29, 2010, Tulip Telecom Limited ("**Tulip**") issued 1,500 secured, redeemable and non-convertible debentures to ICICI Bank Limited which were subsequently purchased by TCL from ICICI Bank Limited. Pursuant to the Scheme of Arrangement, all securities, rights, obligations under security arrangements, collateral, etc. were transferred from TCL to TCFSL. Subsequently, due to non-repayment of redemption amounts by Tulip amounting to USD 97,001,000 (including non-repayment to TCFSL as well), Deutsche Bank initiated winding up proceedings under Section 466 of the Companies Act, 1956 against Tulip before the High Court of Delhi. The petition was admitted and allowed vide order dated February 12, 2015 and a provisional liquidator was appointed.
- (x) TCFSL has filed various proceedings under Section 138 of the Negotiable Instruments Act, 1881 for recovering amounts due from various individuals and/or entities on account of dishonouring of cheques issued by such persons. As on the date of this Shelf Prospectus, TCFSL has filed more than 32,000 cases which are currently outstanding where the aggregate amount claimed from all defaulters is about ₹ 1,21,000.00 lakh.

**2. Litigation involving the Promoter**

As on the date of filing of this Shelf Prospectus, there are no litigations initiated against the Promoter whose outcome could have material adverse effect on the position of TCFSL.

**3. Litigations involving the Directors**

As on the date of filing of this Shelf Prospectus, there are no litigations involving the Directors of TCFSL whose outcome could have material adverse effect on the position of TCFSL.

**4. Litigations involving the Tata Capital Group**

As on the date of filing of this Shelf Prospectus, there are no litigations involving the Tata Capital Group whose outcome could have material adverse effect on the position of TCFSL.

**5. Details of default and non - payment of statutory dues by TCFSL**

As on the date of filing of this Shelf Prospectus, there are no defaults in the payment of statutory dues by TCFSL.

**6. Details of pending litigation involving any other person whose outcome could have material adverse effect on the position of TCFSL**

NIL

**7. Pending proceedings initiated against TCFSL for economic offences**

As on the date of filing of this Shelf Prospectus, there are no proceedings initiated against TCFSL for economic offences.

**8. Inquiries, investigations, etc. instituted under the Companies Act in the last five years against TCFSL**

While no inquiries or investigations have been initiated against TCFSL under the Companies Act, 1956 or the Companies Act, 2013 in the last 5 years, the following applications in relation to condonation of delay in registration of charges have been filed with RoC:

Pursuant to the Scheme of Arrangement becoming effective on March 27, 2012, all the businesses, employees, non-group investments, assets, liabilities, etc. (more particularly referred to as ‘**Transferred Undertaking**’ in the Scheme of Arrangement), stood transferred from TCL to TCFSL, with effect from the Appointed Date of April 01, 2011.

TCL, as a borrower, had availed various secured facilities by hypothecating/creating charge on its assets (immoveable and movable) and all such charges were registered by in the name of TCL with RoC. Since there was no mechanism for automatic transfer of charges from TCL to TCFSL, and pursuant to discussions with the jurisdictional RoC, TCFSL filed fresh electronic forms with the jurisdictional RoC and the Ministry of Corporate Affairs, Government of India, in January 2013 and February 2013 for creation of charge over its assets in respect of the loans and financial facilities transferred from TCL to TCFSL, with effect from March 27, 2012. TCFSL also filed a petition with the jurisdictional Regional Director for condonation of delay in registering the charge under Section 141 of the Companies Act, 1956.

The jurisdictional Regional Director passed orders dated March 28, 2013 and April 02, 2013 under Section 141 of the Companies Act, 1956 condoning the delay in registering the relevant charges by TCFSL and accordingly, the said charges were registered in the name of the TCFSL.

9. **Litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoter during the last 5 years**

NIL

10. **Regulatory proceedings against TCFSL or its promoters and tax litigations resulting in material liabilities at the time of the Issue which may affect the Issue or an investor’s decision to invest / continue to invest in the NCDs;**

NIL

11. **Details of material frauds committed against TCFSL**

Given the business of TCFSL as an NBFC, there have been instances of frauds committed by borrowers, customers and employees against TCFSL which are inherent in the nature of the business of TCFSL and arise in the ordinary course of business. Any and all frauds above having a monetary implication exceeding ₹ 1,00,000 have been reported by TCFSL to the RBI. Details of such frauds are listed below:

<b>Financial year</b>	<b>March 31, 2018</b>	<b>March 31, 2017</b>	<b>March 31, 2016</b>	<b>March 31, 2015</b>	<b>March 31, 2014</b>
<b>Nature of the frauds</b>	The frauds included misappropriation of funds by employees and by DSAs and submission of fabricated documents by borrowers to avail loans.	The frauds included identity theft, connivance between the borrower, employee and agents to avail the loan fraudulently and submission of fake documents.	The frauds included submission of fraudulent documents, misrepresentation, cheating, etc. where employees projected business sourced by them as business sourced by a direct sales agent to earn undue commission.	The frauds included a false robbery, false reimbursement claims and submission of fraudulent documents by borrowers to avail loans.	The frauds included submission of fraudulent documents by borrowers to avail loans.
<b>Aggregate</b>	340	954	68	28	40

<b>amount involved (in ₹lakh)</b>	
<b>Corrective actions taken by TCFSL</b>	<p>In these cases, TCFSL has conducted detailed inquiry into the frauds and analysed the causes. Based on the analysis, requisite corrective actions like strengthening of controls and internal processes have been taken wherever required. In case of involvement of the employees of TCFSL in a fraud, on a case-to-case basis, appropriate disciplinary action, including termination has been taken. Police complaints have been filed against the fraudsters.</p>

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Issue

At the meeting of the Board of Directors held on June 15, 2018, the Board of Directors approved the issuance of Secured NCDs of the face value ₹ 1,000 each and Unsecured NCDs of the face value ₹ 1,000 each, aggregating up to ₹ 7,50,000 lakh ("**Shelf Limit**") to the public, hereinafter called the "**Issue**".

The present Issue through this Shelf Prospectus of Secured NCDs of the face value ₹ 1,000 each and Unsecured NCDs of the face value ₹ 1,000 each for an amount aggregating up to the Shelf Limit, is approved at the meeting of the Working Committee held on August 16, 2018.

The NCDs will be issued in one or more tranches up to the Shelf Limit, on terms and conditions as set out in the relevant tranche prospectus for any tranche issue (each a "**Tranche Issue**"), which issue is being made as decided by the Working Committee.

Further, the present borrowing is within the borrowing limits of ₹ 45,00,000 lakh under Section 180(1)(c) of the Companies Act, 2013 duly approved by the members of TCFSL at the EGM held on March 20, 2018.

### Prohibition by SEBI

TCFSL, persons in control of TCFSL and/or the Promoters and/or the Directors have not been restrained, prohibited or debarred by SEBI from accessing the securities market or dealing in securities and no such order or direction is in force. Further, no member of the TCL Group has been prohibited or debarred by SEBI from accessing the securities market or dealing in securities due to fraud.

### Disclaimer Clause of SEBI

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

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUE IS PRIMARILY RESPONSIBLE FOR CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MERCHANT BANKERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKERS, A. K. CAPITAL SERVICES LIMITED, EDELWEISS FINANCIAL SERVICES LIMITED AND AXIS BANK LIMITED HAVE FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED August 29, 2018 WHICH READS AS FOLLOWS:**

- 1. WE CONFIRM THAT NEITHER THE ISSUER NOR ITS PROMOTERS OR DIRECTORS HAVE BEEN PROHIBITED FROM ACCESSING THE CAPITAL MARKET UNDER ANY ORDER OR DIRECTION PASSED BY THE BOARD. WE ALSO CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.**

2. WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN THE PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE TRANCHE I ISSUE OR RELATING TO THE TRANCHE I ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE NCDS OFFERED THROUGH THE TRANCHE I ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE TRANCHE I ISSUE HAVE BEEN GIVEN.
3. WE CONFIRM THAT THE PROSPECTUS CONTAINS ALL DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008, AS AMENDED.
4. WE ALSO CONFIRM THAT ALL RELEVANT PROVISIONS OF THE COMPANIES ACT, 2013, AS AMENDED AND TO THE EXTENT NOTIFIED, SECURITIES CONTRACTS (REGULATION) ACT, 1956, SECURITIES AND EXCHANGE BOARD OF INDIA ACT, 1992 AND THE RULES, REGULATIONS, GUIDELINES, CIRCULARS ISSUED THEREUNDER ARE COMPLIED WITH.

WE CONFIRM THAT NO COMMENTS/COMPLAINTS WERE RECEIVED ON THE DRAFT SHELF PROSPECTUS DATED AUGUST 16, 2018 FILED WITH BSE LIMITED, BEING THE DESIGNATED STOCK EXCHANGE, AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED.

*(for the purposes of due diligence certificate, term 'Prospectus' shall constitute Shelf Prospectus and Tranche I Prospectus).*

#### **Disclaimer Clause of the BSE**

BSE Limited ("the Exchange") has given, vide its letter dated August 27, 2018, permission to this Company to use the Exchange's name in this offer document as one of the Stock Exchanges on which this Company's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

- a) warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- b) warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or
- c) take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

And it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for, or otherwise acquires any securities of this Company may do so pursuant to Independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by any reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

#### **Disclaimer Clause of the NSE**

As required, a copy of this offer document has been submitted to the National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter ref.: NSE/LIST/58508 dated



August 27, 2018 permission to the Issuer to use the Exchange's name in this offer document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by the NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this issuer's securities will be listed or will continue to be listed on the exchange; nor does it take any responsibility for the financial or other soundness of this issuer, its promoters, its management or any scheme or project of this issuer.

Every person who desires to apply for or otherwise acquire any securities of this issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

#### Disclaimer Clause of the RBI

THE COMPANY IS HAVING A VALID CERTIFICATE OF REGISTRATION DATED NOVEMBER 4, 2011 ISSUED BY THE RESERVE BANK OF INDIA UNDER SECTION 45 IA OF THE RESERVE BANK OF INDIA ACT, 1934. HOWEVER, THE RBI DOES NOT ACCEPT ANY RESPONSIBILITY OR GUARANTEE ABOUT THE PRESENT POSITION AS TO THE FINANCIAL SOUNDNESS OF THE COMPANY OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS OR REPRESENTATIONS MADE OR OPINIONS EXPRESSED BY THE COMPANY AND FOR REPAYMENT OF DEPOSITS/ DISCHARGE OF LIABILITY BY THE COMPANY. IT IS DISTINCTLY UNDERSTOOD THAT THIS SHELF PROSPECTUS SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED TO BE APPROVED OR VETTED BY RBI.

#### Track record of past public issues handled by the Lead Managers

The track record of past issues handled by the Lead Managers, as required by SEBI circular regarding Disclosure of Track Record of the public issues managed by Merchant Bankers bearing no. CIR/MIRSD/1/2012 dated January 10, 2012, are available at the following websites:

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

#### Listing

Application will be made to the BSE and the NSE for permission to deal in and for official quotation in NCDs. If permission to deal in and for an official quotation of our NCDs is not granted by the BSE and the NSE, TCFSL will forthwith repay, without interest, all monies received from the Applications in pursuance of this Shelf Prospectus.

TCFSL shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges mentioned above are taken within 12 Working Days from the date of closure of the issue.

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

#### Consents

Consents in writing of: (a) the Directors, (b) the Company Secretary and Compliance Officer, (c) Chief Financial Officer, (d) Lead Managers, (e) the Registrar to the Issue, (f) Legal Advisor to the Issue, (g) Credit Rating Agencies,

(h) Bankers to the Issue, (i) Refund Bankers to the Issue; (j) Consortium Members; (k) bankers to TCFSL, (l) ICRA and CRISIL in relation to the industry reports obtained from them and included in the section "*Industry Overview*" on page 55 of this Shelf Prospectus, and (m) the Debenture Trustee to act in their respective capacities, will be filed along with a copy of this Shelf Prospectus and the relevant Tranche Prospectus with the RoC.

The consent of the Statutory Auditors of our Company, namely B S R & Co. LLP, Chartered Accountants, Mumbai for: (a) inclusion of its name as the Statutory Auditor, (b) Opinion on Reformatted Standalone Financial Information for the financial years ended March 31, 2014, March 31, 2015, March 31, 2016, March 31, 2017 and March 31, 2018; (c) Opinion on Reformatted Consolidated Financial Information for the financial years ended March 31, 2017 and March 31, 2018, in the form and context in which they appear in this Shelf Prospectus along with the statement of tax benefits dated August 16, 2018, has been obtained and has not been withdrawn and the same will be filed along with a copy of this Shelf Prospectus and the relevant Tranche Prospectus with the RoC.

### **Expert Opinion**

Except the statements and opinions obtained from our Statutory Auditors, B S R & Co. LLP, Chartered Accountants, Mumbai, as mentioned above, TCFSL has not obtained any expert opinions.

### **Common form of Transfer**

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

### **Minimum Subscription**

If TCFSL does not receive the minimum subscription of 75% of the Base Issue, prior to the Issue Closing Date, the entire subscription amount shall be refunded to the Applicants within 12 days from the date of closure of the Issue. The refunded subscription amount shall be credited only to the account from which the relevant subscription amount was remitted. In the event, there is a delay, by the issuer in making the aforesaid refund, TCFSL will pay interest at the rate of 15% per annum for the delayed period.

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

### **Filing of this Shelf Prospectus and Tranche Prospectus with the RoC**

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

### **Debenture Redemption Reserve**

Section 71 of the Companies Act, 2013, read with Rule 18 of Companies (Share Capital and Debentures) Rules, 2014, requires that any company that intends to issue debentures must create a DRR for the purpose of redemption of debentures, in accordance with the following conditions: (a) the DRR shall be created out of the profits of the company available for payment of dividend, (b) the DRR shall be equivalent to at least 25% of the value of the outstanding debentures issued through the public issue in accordance with the SEBI Debt Regulations in case of NBFCs registered with the RBI no DRR is required in the case of privately placed debentures. Accordingly, TCFSL is required to create a DRR of 25% of the value of the outstanding NCDs issued through the Issue. In addition, as

per Rule 18 (7) (e) of Companies (Share Capital and Debentures) Rules, 2014, the amounts credited to DRR shall not be utilised by TCFSL except for the redemption of the NCDs. Every company required to create or maintain DRR shall on or before the 30th day of April of each year, deposit or invest, as the case may be, a sum which shall not be less than 15% of the amount of its debentures maturing during the year ending on the 31st day of March of the next financial year, following any one or more of the following methods: (a) in deposits with any scheduled bank, free from charge or lien; (b) in unencumbered securities of the Central Government or of any State Government; (c) in unencumbered securities mentioned in clauses (a) to (d) and (ee) of Section 20 of the Indian Trusts Act, 1882; (d) in unencumbered bonds issued by any other company which is notified under clause (f) of Section 20 of the Indian Trusts Act, 1882. The amount deposited or invested, as the case may be, shall not be utilised for any purpose other than for the repayment of debentures maturing during the year referred to above, provided that the amount remaining deposited or invested, as the case may be, shall not at any time fall below 15% of the amount of debentures maturing during the 31st day of March of that year.

### **Issue Related Expenses**

The expenses for each Tranche Issue include, *inter alia*, lead management fees and selling commission to the lead managers, lead-brokers, fees payable to debenture trustees, underwriters, the Registrar to the Issue, SCSBs' commission/ fees, printing and distribution expenses, legal fees, advertisement expenses and listing fees. The Issue expenses and listing fees will be borne by TCFSL.

The estimated breakdown of the total expenses for each Tranche Issue shall be as specified in the relevant Tranche Prospectus.

### **Underwriting**

The Issue will not be underwritten.

### **Identification as wilful defaulter**

Neither TCFSL nor any of its directors or promoters have been identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI or any other governmental authority.

### **Reservation**

No portion of this Issue has been reserved.

### **Details regarding TCFSL and other listed companies which are associate companies as described under the Companies Act, 2013, which made any capital issue during the last three years**

There are no other listed companies which are associate companies as described under the Companies Act, 2013, which have made any public capital issuances during the previous three years from the date of this Shelf Prospectus.

### **Previous Issue**

Except as stated in the sections "*Capital Structure*" and "*Disclosures on existing financial indebtedness*" on pages 39 and 92 respectively, of this Shelf Prospectus, TCFSL has not made any other issue of securities, including any debentures.

Other than as specifically disclosed in this Shelf Prospectus, TCFSL has not issued any securities for consideration other than cash.

### **Utilisation details of previous public issues**

Neither TCFSL nor any member of the Tata Capital Group has made any public issue of its debentures since incorporation of TCFSL, except TCL which had made a public issuance of listed secured redeemable non-

convertible debentures of face value ₹ 1,000 and ₹ 1,00,000 each, under various options, prior to the incorporation of TCFSL, in 2009. Pursuant to the Scheme of Arrangement, the obligations as regards payment of interest and redemption with respect to such debentures were assigned to TCFSL. For further details, please see the section "Disclosures on Existing Financial Indebtedness" on page 92 of this Shelf Prospectus.

## Details regarding lending out of issue proceeds of previous issues

### A. *Lending Policy*

The lending policy of TCFSL broadly deals with:

- (a) the product offerings of TCFSL which, *inter alia*, covers used vehicles, loans against property, personal and business loans, loans for consumer durables, financing for two-wheelers, loans against shares, financing for construction equipment, leasing, term loans of varied tenors, channel financing etc.;
- (b) various parameters for grant of credit having regard to the risk associated with a borrower's profile and the nature of product;
- (c) loan sanctioning authority and delegation; and
- (d) exposure limits.

The objectives of the loan policy are:

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

Our lending policy further ensures that TCFSL shall comply with the guidelines and regulations stipulated by the RBI in respect of exposures to single party and group borrowings. For further details, please see the section "Our Business" on page 64 of this Shelf Prospectus.

### B. *Loans given by TCFSL*

As of March 31, 2018, there are no loans given by TCFSL that are outstanding towards entities / persons related to the Board, senior management, the Promoter or other parties covered in the registered maintained under Section 189 of the Companies Act, 2013.

### C. *Types of loans*

Denomination of loans outstanding by ticket size as on March 31, 2018:

S. No	Ticket size	Percentage of AUM
1	Upto ₹ 2 lakh	3.27%
2	₹ 2-5 lakh	8.79%
3	₹ 5-10 lakh	5.57%
4	₹ 10-25 lakh	8.04%
5	₹ 25-50 lakh	6.54%

6	₹ 50 lakh-100 lakh	5.74%
7	₹ 100-500 lakh	24.11%
8	₹ 500-2,500 lakh	20.98%
9	₹ 2,500-10,000 lakh	12.74%
10	> ₹ 10,000 lakh	4.22%
		<b>100.0%</b>

Denomination of loans outstanding by LTV, as of March 31, 2018:

S. No	LTV	Percentage of AUM
1	Upto 40%	11%
2	40-50%	12%
3	50-60%	16%
4	60-70%	22%
5	70-80%	16%
6	80-90%	9%
7	>90%	14%
<b>Total</b>		<b>100.0%</b>

The information mentioned above is for retail financial products of TCFSL where norms regarding LTV are applied.

Geographical classification of borrowers as on March 31, 2018:

S. No.	Top 5 states / Region	Percentage of AUM
1	Maharashtra*	47.84%
2	Delhi	13.63%
3	Gujarat	4.82%
4	Karnataka	4.65%
5	West Bengal	4.15%
	<b>Total</b>	<b>75.08%</b>

\*This also includes loans originated from online sale and channel partners

Types of loans according to sectorial exposure as on March 31, 2018 is as follows:

S. No	Segment- wise breakup of AUM	Percentage of AUM
1	Retail	

S. No	Segment- wise breakup of AUM	Percentage of AUM
		15.79%
a	-Mortgages (home loans and loans against property)	0%
b	-Gold loans	8.44%
c	- Vehicle finance	0%
d	-MFI	0%
e	-M&SME	1.42%
f	-Capital market funding (loans against shares, margin funding)	17.92%
g	-Others	
2	<b>Wholesale</b>	9.51%
a	-Infrastructure	1.37%
b	-Real estate	4%
c	-Promoter funding	0%
d	-Any other sector (as applicable)	45.55%
e	-Others	
	<b>Total</b>	<b>100.0%</b>

**D. Aggregated exposure to top 20 borrowers with respect to concentration of advances as on March 31,2018**

	Amount (₹ in lakh)
	2,97,779
Total Advances to twenty largest borrowers	
Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC	8.07%

**E. Aggregated exposure to top 20 borrowers with respect to concentration of exposures as on March 31, 2018**

	Amount (₹ in lakh)
	3,09,904
Total exposure to twenty largest borrowers / customers	
Percentage of exposures to twenty largest borrowers / customers to total exposure of the NBFC on borrowers / customers	7.61%

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

Movement of gross NPAs*	Amount (₹ in lakh)
(a) Opening balance	1,59,147
(b) Additions during the year	57,650

(c) Reductions during the year	(94,366)
(d) Closing balance	1,22,431

\* Please refer paragraph titled "Non-Performing Assets (NPAs)" under the section "Our Business" on page 64 of this Shelf Prospectus for details on Gross NPA recognition Policy.

Movement of provisions for NPAs	Amount (₹ in lakh)
(a) Opening balance	1,21,221
(b) Provisions made during the year	38,576
(c) Write-off / write -back of excess provisions	(69,949)
(d) Closing balance	89,848

**G. Segment –wise gross NPA as on March 31, 2018**

S. No.	Segment-wise gross NPA	Gross NPA (%)
	<b>1 Retail</b>	
a	- Mortgages (home loans and loans against property)	9.99%
b	- Gold loans	0%
c	- Vehicle finance	12.04%
d	- MFI	0%
e	- M&SME	0%
f	- Capital market funding (loans against shares, margin funding)	0%
g	- Others (CD + Other Retail)	22.24%
	<b>2 Wholesale</b>	
a	- Infrastructure	31.40%
b	- Real estate (including builder loans)	6.25%
c	- Promoter funding	0%
d	- Any other sector (As applicable)	0%
e	- Others	18.08%
	<b>Total</b>	<b>100%</b>

**H. Classification of AUM as on March 31, 2018**

S. No.	Type of AUM	Amount (₹ in lakh)	Percentage
1	Secured	21,89,090	59.30%
2	Unsecured	15,02,234	40.70%
	<b>Total</b>	<b>36,91,324</b>	<b>100%</b>

**I. Promoter Shareholding**

Please see the section "Capital Structure" on page 39 of this Shelf Prospectus for details with respect to Promoter shareholding in TCFSL as on date of this Shelf Prospectus.

**J. Residual maturity profile of assets and liabilities as on March 31, 2018**

Particulars	1 day to 30/31 days	Over one month to	Over 2 months to	Over 3 months to 6	Over 6 months to	Over 1 year to 3	Over 3 years to 5	Over 5 years	Total
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	(one month)	2 months	3 months	months	1 year	years	years		
Assets									
<b>Deposits</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Advances</b>	259,927	393,888	379,495	283,556	498,225	961,149	286,410	538,682	3,601,332
<b>Investments</b>	NIL	NIL	NIL	NIL	169	NIL	NIL	30,600	30,769
Liabilities									
<b>Borrowings</b>	336,417	396,325	294,425	321,468	663,469	862,126	59,980	199,655	3,133,865
<b>Foreign currency assets</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Foreign currency liabilities</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

### Material Contracts

TCFSL has not entered into any material contracts other than in the ordinary course of business, in the last two years.

### Auditors' Remarks

There have been no reservations or qualifications or adverse remarks made by the respective Statutory Auditors in the Financial Statements of TCFSL pertaining to the last five financial years immediately preceding the date of this Shelf Prospectus.

### Details of material fraud committed against the Company

Other than as set out in the section "*Pending Proceedings and Statutory Defaults*" on page 150 of this Shelf Prospectus, no acts of material frauds have been committed against the Company in the last five years.

### Dividend

The declaration and payment of dividends on our shares will be recommended by our Board of Directors and in case of payment of final dividend, shall also be approved by our shareholders, at their discretion, depending upon a number of factors, including but not limited to our profits, capital requirements and overall financial condition. During the financial year 2017-18, TCFSL has paid an amount of ₹ 45,41,42,500 as dividend to its shareholders holding equity shares and an amount of ₹ 87,25,78,767 as dividend to its shareholders holding preference shares.

### Revaluation of assets

TCFSL has not revalued its assets in the last five years.

### Mechanism for redressal of investor grievances

Karvy Computershare Private Limited has been appointed as the Registrar to the Issue to ensure that investor grievances are handled expeditiously and satisfactorily and to effectively deal with investor complaints. The Registrar Agreement between the Registrar to the Issue and TCFSL provides for redressing investor complaints and grievances by the Registrar to the Issue in a timely manner and in accordance with any applicable legislation and any rules, regulations, guidelines, circulars and any other mandate issued by SEBI. All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, Application Form number, address of the Applicant, number of NCDs applied for, Series of NCDs applied for, amount paid on Application, Depository Participant and the collection centre of the Consortium where the Application was submitted. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to either (a) the relevant Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant, or (b) the concerned Member of the Consortium and the relevant Designated Branch of the SCSB in the event of an



Application submitted by an ASBA Applicant at any of the Syndicate ASBA Centres, giving full details such as name, address of Applicant, Application Form number, Series applied for number of NCDs applied for, amount blocked on Application.

All grievances arising out of Applications for the NCDs made through Trading Members may also be directly addressed to the Stock Exchanges.

The contact details of Registrar to the Issue are as follows:

#### **Registrar to the Issue**

##### **Karvy Computershare Private Limited**

Karvy Selenium Tower B, Plot 31-32  
Gachibowli Financial District  
Nanakramguda, Hyderabad 500 032  
Tel: (+91 40) 6716 2222  
Fax: (+91 40) 2343 1551  
Email: einward.ris@karvy.com  
Investor Grievance Email: tcfsln.cd@karvy.com  
Website: <https://karisma.karvy.com/>  
Contact Person: Mr. M. Murali Krishna  
Compliance Officer: Mr. Rakesh Santhalia  
SEBI Registration No.: INR000000221

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

#### **Compliance Officer**

Ms. Avan Doomasia has been appointed as the Compliance Officer of TCFSL for this Issue.

The contact details of Compliance Officer of TCFSL are as follows:

Ms. Avan Doomasia  
11<sup>th</sup> Floor, Tower A  
Peninsula Business Park  
Ganpatrao Kadam Marg, Lower Parel  
Mumbai 400 013  
Maharashtra, India  
**Tel:** (+91 22) 6606 9000  
**Fax:** (+91 22) 6656 2699  
**Website:** [www.tatacapital.com](http://www.tatacapital.com)  
**Email:** [avan.doomasia@tatacapital.com](mailto:avan.doomasia@tatacapital.com)

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

#### **Change in Auditors of TCFSL during the last three years**

B S R & Co. LLP, Chartered Accountants, Mumbai, are the current Statutory Auditors of TCFSL. Prior to B S R & Co. LLP, Deloitte Haskins & Sells LLP, Chartered Accountants, were the Statutory Auditors of TCFSL. Details of changes in the statutory auditors of TCFSL have been summarised below:

Name	Address	Date of Appointment / Resignation	Auditor of the Company since (in case of resignation)
B S R & Co. LLP Regn No. 101248W/W-100022	5 <sup>th</sup> Floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai 400 011	21/08/2017 (Appointment)	-
Deloitte Haskins & Sells, LLP Regn No. 117366W/W-100018	Indiabulls Finance Centre, Tower 3, 32 <sup>nd</sup> Floor, Elphinstone Mill Compound, Senapati Bapat Marg, Elphinstone (West), Mumbai 400 013	21/8/2017 (Retired)	19/7/2012 (Appointment)

## REGULATIONS AND POLICIES

*The following description is a summary of certain sector specific laws and regulations in India, which are applicable to the Company. Taxation statutes such as the IT Act and applicable tax statutes apply to us as they do to any other Indian company and therefore have not been detailed below. The information detailed in this chapter has been obtained from publications available in the public domain. The regulations set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. The following information is based on the current provisions of applicable Indian law, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.*

The Company is a systemically important NBFC which does not accept public deposits. As such, our business activities are regulated by RBI regulations applicable to a Systemically Important Non – Deposit taking Non – Banking Financial Company (“**ND-SI-NBFC**”).

Following are the significant regulations that affect our operations:

### **I. NBFC regulations**

#### ***The Reserve Bank of India Act***

The RBI regulates and supervises activities of 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, further defines “financial institution” to mean any non-banking institution which, among other things, carries on the business or part of its business of making loans or advances and the acquisition of shares, stock, bonds, debentures or securities issued by a Government or local authority or other marketable securities of a like nature.

The RBI has clarified through a press release (Ref. No. 1998-99/ 1269) dated April 08, 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.

The RBI Act mandates that no NBFC shall commence or carry on the business of a non-banking financial institution without obtaining a certificate of registration. In terms of notification No. DNBS.132/CGM(VSNM)-99 dated April 20, 1999 the minimum net owned fund for a company applying for such certificate of registration was ₹ 20,000,000, however the minimum net owned fund prescribed for companies already in existence prior to the notification was retained at ₹ 2,500,000. Further, the RBI has mandated that all NBFCs shall attain a minimum net owned fund of ₹ 20,000,000 by March 31, 2017, as per the following milestones: (i) ₹ 10,000,000 by March 31, 2016 and (ii) ₹ 20,000,000 by the end of March 31, 2017. NBFCs failing to maintain such net owned fund in the prescribed time shall not be entitled to hold a certificate of registration as an NBFC.

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 ND-NBFC or not. Further, no appropriation can be made from the fund for any purpose by the NBFC except for the purposes specified by the RBI from time to time and every such appropriation shall be reported to the RBI within 21 days from the date of such appropriation.

***RBI Master Direction DNBR.PD.008/03.10.119/2016-17 on Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016***

All ND-NBFCs with an asset size of ₹ 10,000 lakh or more as per the last audited balance sheet will be considered as a systemically important ND-NBFC (NBFC – ND - SI). RBI by a notification dated June 04, 2009 had clarified that once an NBFC reaches an asset size of ₹ 10,000 lakh, or above, it shall come under the regulatory requirement as a NBFC-ND-SI, despite not having such assets on the date of the last balance sheet. The RBI in its notification (RBI/2014-15/299 DNBR (PD) CC.No.002/03.10.001/2014-15) dated November 10, 2014 revised the threshold for defining systemic significance for NBFCs-ND in the light of the overall increase in the growth of the NBFC sector. As per the said Circular, NBFCs-ND -SI would be those NBFCs-ND which have asset size of ₹ 50,000 lakh and above as per the last audited balance sheet. Moreover, pursuant to this amendment, all NBFCs- ND with assets of ₹ 50,000 lakh and above, irrespective of whether they have accessed public funds or not, shall comply with prudential regulations as applicable to NBFCs-ND -SI. NBFCs- ND -SI are required to comply with conduct of business regulations if customer interface exists.

All systemically important NBFCs are required to maintain a minimum CRAR of 15%.

*Rating of NBFCs*

The RBI has instructed that all NBFCs with an asset size of ₹ 50,000 lakh shall furnish information about downgrading or upgrading of the assigned rating of any financial product issued by them within 15 days of a change in rating.

***RBI Notification No. DBR.No.BP.BC.37/21.04.048/2016-17 dated November 21, 2016 on Prudential Norms***

Master Directions-Non-Banking Financial Company Systemically Important Non Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, as amended (the “**Prudential Norms**”), amongst other requirements prescribe guidelines on NBFCs-ND-SI regarding income recognition, asset classification, provisioning requirements, constitution of audit committee, capital adequacy requirements, concentration of credit/investment and norms relating to infrastructure loans.

***RBI Notification No. DBR.BP.BC.No.63/21.04.018/2016-17 on Disclosure in the “Notes to Accounts” to the Financial Statements- Divergence in the asset classification and provisioning***

A NBFC-ND, after taking into account the time lag between an account becoming non-performing, its recognition, the realization of the security and erosion overtime in the value of the security charged, shall make provisions against standard assets, sub-standard assets, doubtful assets and loss assets in the manner provided for in the Prudential Norms. In the interests of counter cyclicity and so as to ensure that NBFCs create a financial buffer to protect them from the effect of economic downturns, RBI vide their circular no. DNBS.PD.CC. No.207/ 03.02.002 /2010-11 dated January 17, 2011, introduced provisioning for Standard Assets by all NBFCs. NBFCs are required to make a general provision at 0.25% of the outstanding standard assets. RBI vide their circular no. DNBR (PD) CC No. 037/03.01.001/2014-15 dated June 11, 2015 raised the provision for standard assets to 0.40% to be met by March 2018. The provisions on standard assets are not reckoned for arriving at net NPAs. The provisions towards Standard Assets are not needed to be netted from gross advances but shown separately as ‘Contingent Provisions against Standard Assets’ in the balance sheet. NBFCs are allowed to include the ‘General Provisions on Standard Assets’ in Tier II capital which together with other ‘general provisions/ loss reserves’ will be admitted as Tier II capital only up to a maximum of 1.25% of the total risk-weighted assets.

RBI Master Circular No. DBR.No.bp.bc.3/21.01.002/2015-16 on Prudential Norms on Capital Adequacy - Basel I Framework

Every NBFC-ND-SI should maintain, with effect from March 31, 2011, a minimum capital ratio consisting of Tier I and Tier II capital of not less than 15% of its aggregate risk weighted assets on balance sheet and of risk adjusted value of off-balance sheet items is required to be maintained. Also, the total of the Tier II capital of a ND-NBFC shall not exceed 100% of the Tier I capital.

*Tier – I Capital* means, owned fund as reduced by investment in shares of other non-banking financial companies and in shares, debentures, bonds, outstanding loans and advances including hire purchase and lease finance made to and deposits with subsidiaries and companies in the same group exceeding, in aggregate, ten per cent of the owned fund; and perpetual debt instruments issued by a Systemically important non-deposit taking non-banking financial company in each year to the extent it does not exceed 15% of the aggregate Tier I Capital of such company as on March 31 of the previous accounting year.

*Owned Funds* means, paid-up equity capital, Cumulative Compulsory Convertible Preference Shares which are compulsorily convertible into equity, free reserves, balance in share premium account; capital reserve representing surplus arising out of sale proceeds of asset, excluding reserves created by revaluation of assets; less accumulated loss balance, book value of intangible assets and deferred revenue expenditure, if any.

*Tier – II Capital* means to include the following (a) Cumulative Compulsory Convertible Preference Shares other than those which are compulsorily convertible into equity; (b) revaluation reserves at discounted rate of 55%; (c) general provisions and loss reserves to the extent these are not attributable to actual diminution in value or identifiable potential loss in any specific asset and are available to meet unexpected losses, to the extent of one-and-one-fourth per cent of risk weighted assets; (d) hybrid debt capital instruments; and (e) subordinated debt to the extent the aggregate does not exceed Tier – I capital; and (f) perpetual debt instrument issued by a systemically important ND-NBFC, which is in excess of what qualifies for Tier I Capital to the extent that the aggregate Tier-II capital does not exceed 15% of the Tier – I capital.

*Hybrid debt* means, capital instrument, which possess certain characteristics of equity as well as debt.

*Subordinated debt* means a fully paid up capital instrument, which is unsecured and is subordinated to the claims of other creditors and is free from restrictive clauses and is not redeemable at the instance of the holder or without the consent of the supervisory authority of the NBFC. The book value of such instrument is subjected to discounting as prescribed.

RBI Master circular no. DBR.No.Dir.BC.12/13.03.00/2015-16 on Exposure Norms

In order to ensure better risk management and avoidance of concentration of credit risks, the RBI has, in terms of the Prudential Norms, prescribed credit exposure limits for financial institutions in respect of their lending to single/group borrowers. Credit exposure to a single borrower shall not exceed 15% of the owned funds of the systemically important ND-NBFC, while the credit exposure to a single group of borrowers shall not exceed 25% of the owned funds of the systemically important ND-NBFC. Further, the systemically important ND-NBFC may not invest in the shares of another company exceeding 15% of its owned funds, and in the shares of a single group of companies exceeding 25% of its owned funds. Further, the systemically important NBFC-ND-SI may not have credit and investment in the shares of another company exceeding 25% of its owned funds, and in case of a single group of companies exceeding 40% of its owned funds. However, this prescribed ceiling shall not be applicable on a NBFC-ND-SI for investments in the equity capital of an insurance company to the extent specifically permitted by the RBI. The above norms shall apply to any NBFC-ND-SI not accessing public funds, either directly or indirectly and not issuing guarantees. Further, NBFC-ND-SI may exceed the concentration of credit / investment norms, by 5% for any single party and by 10% for a single group of parties, if the additional exposure is on account of infrastructure loan and / or investment.

RBI Master circular on DBOD.No.BP.BC.9/21.04.048/2014-15 on Prudential norms on Income Recognition, Asset Classification and Provisioning pertaining to Advances

The Prudential Norms 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. At present, every NBFC is required to make a provision for standard assets at 0.25% of the outstanding. The requirement for standard assets for NBFCs-ND-SI and for all NBFCs-D, has vide the RBI notification dated November 10, 2014 been increased to 0.40%, to be complied with in a phased manner as follows: (i) 0.30% by March 31, 2016, (ii) 0.35% by March 31, 2017 and (iii) 0.40% by March 31, 2018.

#### *Other stipulations*

All NBFCs are required to frame a policy for demand and call loan that includes provisions on the cut-off date for recalling the loans, the rate of interest, periodicity of such interest and periodical reviews of such performance.

The Prudential norms also specifically prohibit NBFCs from lending against its own shares.

#### ***RBI Master direction RBI/DBR/2015-16/18 on KYC Guidelines***

The RBI has extended the Know Your Customer (“KYC”) guidelines to NBFCs and advised all NBFCs to adopt the same with suitable modifications depending upon the activity undertaken by them and ensure that a proper policy framework of anti-money laundering measures is put in place. The KYC policies are required to have certain key elements, including, customer acceptance policy, customer identification procedures, monitoring of transactions and risk management, customer due diligence and diligence of accounts of politically exposed persons and adherence to KYC guidelines.

#### ***RBI Master direction DNBR (PD) CC.No.053/03.10.119/2015-16 on Corporate Governance Guidelines***

As per the ND-SI-Directions, all NBFC-ND-SI are required to adhere to certain corporate governance norms, including constitution of an audit committee, a nomination committee, an asset liability management committee and risk management committee. NBFCs are required to furnish to the RBI a quarterly statement on change of directors, and a certificate from the managing director of the NBFC that fit and proper criteria in selection of the directors has been followed. Further, all applicable NBFCs shall have to frame their internal guidelines on corporate governance with the approval of its board of directors, enhancing the scope of the guidelines without sacrificing the spirit underlying the above guidelines and it shall be published on the company's web-site, if any, for the information of various stakeholders constitution of a nomination committee, a risk management committee and certain other norms in connection with disclosure, transparency and connected lending has also been prescribed in the RBI Master Circular. Further, RBI *vide* notification dated November 10, 2014 has mandated the Audit Committee to ensure that an information systems audit of the internal systems and processes is conducted at least once in two years to assess operational risks faced by the company. RBI has also mandated the NBFCs to have a policy to ascertain the ‘fit and proper criteria’ at the time of appointment of directors and on a continuing basis.

#### ***RBI Master circular DBR.BP.BC.No.5/21.04.172/2015-16 on Financing of NBFCs by bank***

The RBI has issued guidelines vide a circular bearing number DBOD No. FSD. BC.46/24.01.028/2006-07 dated December 12, 2006 relating to the financial regulation of systemically important NBFC-NDs and the relationship of

banks with such institutions. In particular, these guidelines prohibit banks from lending to NBFCs for the financing of certain activities, such as (i) bill discounting or rediscounting, except where such discounting arises from the sale of commercial vehicles and two wheelers or three wheelers, subject to certain conditions; (ii) unsecured loans or corporate deposits by NBFCs to any company; (iii) investments by NBFCs both of current and long term nature, in any company; (iv) all types of loans and advances by NBFCs to their subsidiaries, group companies, entities; (v) further lending to individuals for the purpose of subscribing to an initial public offer.

***RBI Master Circular No. DNBR (PD) CC.No.043/03.10.119/2015-16 on Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015***

In addition, the RBI has introduced vide a circular bearing reference number RBI/ 2006-07/ 414 dated May 24, 2007 whereby RBI has requested all NBFCs to put in place appropriate internal principles and procedures in determining interest rates and processing and other charges. In addition to the aforesaid instruction, the RBI has issued a Master Circular on Fair Practices Code dated July 01, 2015 for regulating the rates of interest charged by the NBFCs. These circulars stipulate that the board of each NBFC is required to adopt an interest rate model taking into account the various relevant factors including cost of funds, margin and risk premium. 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 expressly communicated in the sanction letter. Further, this is also required to be made available on the NBFC's website or published in newspapers and is required to be updated in the event of any change therein. Further, the rate of interest would have to be an annualized rate so that the borrower is aware of the exact rates that would be charged to the account.

***RBI Master Circular No. DNBR (PD) CC.No.055/03.10.119/2015-16 on Miscellaneous Instructions to NBFC-ND-SI***

In order to ensure adherence to the regulatory framework by systemically important ND-NBFCs, the RBI has directed such NBFCs to put in place a system for submission of an annual statement of capital funds, and risk asset ratio, etc. as at the end of March every year, in a prescribed format. This return is to be submitted electronically within a period of three months from the close of every financial year. Further, a NBFC is required to submit a certificate from its statutory auditor that it is engaged in the business of non-banking financial institution requiring to hold a certificate of registration under the RBI Act. This certificate is required to be submitted within one month of the date of finalization of the balance sheet and in any other case not later than December 30 of that particular year. Further, in addition to the auditor's report under Section 143 of the Companies Act, 2013, the auditors are also required to make a separate report to the Board of Directors on certain matters, including correctness of the capital adequacy ratio as disclosed in the return NBS-7 to be filed with the RBI and its compliance with the minimum CRAR, as may be prescribed by the RBI. Where the statement regarding any of the items referred relating to the above, is unfavorable or qualified, or in the opinion of the auditor the company has not complied with the regulations issued by RBI, it shall be the obligation of the auditor to make a report containing the details of such unfavourable or qualified statements and/or about the non-compliance, as the case may be, in respect of the company to the concerned Regional Office of the Department of Non-Banking Supervision of the Bank under whose jurisdiction the registered office of the company is located.

***RBI Master Circular No. DNBR (PD) CC.No.055/03.10.119/2015-16 on Asset Liability Management***

The RBI has prescribed the Guidelines for Asset Liability Management (“ALM”) System in relation to NBFCs (“ALM Guidelines”) that are applicable to all NBFCs through a Master Circular on Miscellaneous Instructions to All Non-Banking Financial Companies dated July 1, 2010. As per this Master Circular, the NBFCs (engaged in and classified as equipment leasing, hire purchase finance, loan, investment and residuary non-banking companies) meeting certain criteria, including an asset base of ₹10,000 lakh, irrespective of whether they are accepting / holding public deposits or not, are required to put in place an ALM system. The ALM system rests on the functioning of ALM information systems within the NBFC, ALM organization including an Asset Liability Committee (“ALCO”) and ALM support groups, and the ALM process including liquidity risk management, management of marketing risk, funding and capital planning, profit planning and growth projection, and forecasting/ preparation of contingency plans. It has been provided that the management committee of the board of directors or any other specific committee constituted by the board of directors should oversee the implementation of the system and review its functioning periodically. The ALM Guidelines mainly address liquidity and interest rate risks. In case of

structural liquidity, the negative gap (i.e. where outflows exceed inflows) in the 1 to 30/ 31 days' time-bucket should not exceed the prudential limit of 15% of outflows of each time-bucket and the cumulative gap of up to one year should not exceed 15% of the cumulative cash outflows of up to one year. In case these limits are exceeded, the measures proposed for bringing the gaps within the limit should be shown by a footnote in the relevant statement.

***RBI Notification No. DBR.AML.No.1637/14.01.001/2015-16 on Anti Money Laundering / Combating of financial of terrorism (CFT – Standards)***

The RBI has issued a Master Circular dated July 01, 2013 to ensure that a proper policy frame work for the Prevention of Money Laundering Act, 2002 (“PMLA”) is put into place. The PMLA seeks to prevent money laundering and provides for confiscation of property derived from, or involved in money laundering and for other matters connected therewith or incidental thereto. It extends to all banking companies, financial institutions, including NBFCs and intermediaries. Pursuant to the provisions of PMLA and the RBI guidelines, all NBFCs are advised to appoint a principal officer for internal reporting of suspicious transactions and cash transactions and to maintain a system of proper record (i) for all cash transactions of value of more than ₹ 10 lakh; (ii) all series of cash transactions integrally connected to each other which have been valued below ₹ 10 lakh where such series of transactions have taken place within one month and the aggregate value of such transaction exceeds ₹ 10 lakh. Further, all NBFCs are required to take appropriate steps to evolve a system for proper maintenance and preservation of account information in a manner that allows data to be retrieved easily and quickly whenever required or when requested by the competent authorities. Further, NBFCs are also required to maintain for at least ten years from the date of transaction between the NBFCs and the client, all necessary records of transactions, both domestic or international, which will permit reconstruction of individual transactions (including the amounts and types of currency involved if any) so as to provide, if necessary, evidence for prosecution of persons involved in criminal activity.

Additionally, NBFCs should ensure that records pertaining to the identification of their customers and their address are obtained while opening the account and during the course of business relationship, and that the same are properly preserved for at least ten years after the business relationship is ended. The identification records and transaction data is to be made available to the competent authorities upon request.

***The Reserve Bank of India notification no. RBI/2016-17/245 DNBR (PD) CC.No.086/03.10.001/2016-17 Dated March 09, 2017***

The Reserve Bank of India has issued above notification titled “Disbursal of loan amount in cash” as below:

“2. On review, and in line with the rules issued under Section 269SS and 269T of the Income Tax Act, 1961, the requirements under the Income Tax Act, 1961, as amended from time to time, would be applicable to all NBFCs with immediate effect. Currently, the relevant threshold under the Income Tax Act, 1961 is Rupees Twenty thousand.

3. Accordingly, para 37(iii)(b) of the above Master Directions stands deleted and the above provision stands incorporated at para 104 and 117, respectively, in the Master Directions referred above.”

Amended respective paragraph reads as follows:

“104. Disbursal of loan amount in cash

Every NBFC shall ensure compliance with the requirements under sections 269SS and 269T of the Income Tax Act, 1961, as amended from time to time.”

“117. Disbursal of loan amount in cash

Every NBFC shall ensure compliance with the requirements under sections 269SS and 269T of the Income Tax Act, 1961, as amended from time to time.”



***Master Direction dated September 29, 2016 on Monitoring of Frauds in NBFCs (Reserve Bank) Directions, 2016***

All NBFC-ND-SIs shall put in place a reporting system for frauds and fix staff accountability in respect of delays in reporting of fraud cases to the RBI. An NBFC-ND-SI is required to report all cases of fraud of ₹ 1 lakh and above, and if the fraud is of ₹ 100 lakh or above, the report should be sent in the prescribed format within three weeks from the date of detection thereof. The NBFC-ND-SI shall also report cases of fraud by unscrupulous borrowers and cases of attempted fraud.

**Reporting by Statutory Auditor**

The statutory auditor of the NBFC-ND is required to submit to the Board of Directors of the company along with the statutory audit report, a special report certifying that the Directors have passed the requisite resolution mentioned above, not accepted any public deposits during the year and has complied with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable to it. In the event of non-compliance, the statutory auditors are required to directly report the same to the RBI.

***Master Direction – Non-Banking Financial Companies Auditor’s Report (Reserve Bank) Directions, 2016***

In addition to the report made by the auditor under Section 143 of the Companies Act, 2013 on the accounts of an NBFC-ND-SI, the auditor shall make a separate report to the Board of Directors of the company on, *inter alia*, examination of validity of certificate of registration obtained from the RBI, whether the NBFC is entitled to continue to hold such certificate of registration in terms of its Principal Business Criteria (financial asset / income pattern) as on March 31 of the applicable year, whether the NBFC is meeting the required net owned fund requirement, whether the board of directors has passed a resolution for non-acceptance of public deposits, whether the company has accepted any public deposits during the applicable year, whether the company has complied with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable to it, whether the capital adequacy ratio as disclosed in the return submitted to the Bank in form NBS- 7, has been correctly arrived at and whether such ratio is in compliance with the minimum CRAR prescribed by the Bank, whether the company has furnished to the Bank the annual statement of capital funds, risk assets/exposures and risk asset ratio (NBS-7) within the stipulated period, and whether the non-banking financial company has been correctly classified as NBFC Micro Finance Institutions (“MFI”).

***Master Direction- Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016***

All NBFCs are required to put in place a reporting system for filing various returns with the RBI. An NBFC-ND-SI is required to file on a quarterly basis a return on important financial parameters, including components of assets and liabilities, profit and loss account, exposure to sensitive sectors etc., NBS-7 on prudential norms on a quarterly basis, multiple returns on asset-liability management to address concerns regarding, *inter alia*, asset liability mismatches and interest rate risk, quarterly report on branch information, and Central Repository of Information on Large Credits (“CRILC”) on a quarterly basis as well as all Special Mention Account (“SMA-2”) status on a weekly basis to facilitate early recognition of financial distress, prompt steps for resolution and fair recovery for lenders.

***Directions on Managing Risks and Code of Conduct in Outsourcing of Financial Services by NBFCs, 2017***

With a view to put in place necessary safeguards applicable to outsourcing of activities by NBFCs, the RBI has issued directions on managing risks and code of conduct in outsourcing of financial services by NBFCs (“Risk Management Directions”). The Risk Management Directions specify that core management functions like internal auditing, compliance functions, decision making functions such as compliance with KYC norms shall not be outsourced by NBFCs. Further, the Risk Management Directions specify that outsourcing of functions shall not limit its obligations to its customers.

### ***The Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (“SARFAESI Act”)***

The SARFAESI Act regulates the securitization and reconstruction of financial assets of banks and financial institutions. The RBI has issued guidelines to banks and financial institutions on the process to be followed for sales of financial assets to asset reconstruction companies. These guidelines provide that a bank or a financial institution or an NBFC may sell financial assets to an asset reconstruction company provided the asset is a Non Performing Asset (“NPA”). While taking recourse to the sale of secured assets in terms of Section 13(4) of the SARFAESI Act, a SC/RC may itself acquire the secured assets, either for its own use or for resale, only if the sale is conducted through a public auction.

As per the SARFAESI (Amendment) Act of 2004, the constitutional validity of which was upheld in a recent Supreme Court ruling, non-performing assets have been defined as an asset or account of a borrower, which has been classified by a bank or financial institution as sub-standard, doubtful or loss asset in accordance with directions or guidelines issued by the RBI. In case the bank or financial institution is regulated by a statutory body/authority, NPAs must be classified by such bank in accordance with guidelines issues by such regulatory authority. The RBI has issued guidelines on classification of assets as NPAs. Further, these assets are to be sold on a “without recourse” basis only.

The SARFAESI Act provides for the acquisition of financial assets by Securitization Company or Reconstruction Company from any bank or financial institution on such terms and conditions as may be agreed upon between them. A securitization company or reconstruction company having regard to the guidelines framed by the RBI may, for the purposes of asset reconstruction, provide for measures such as the proper management of the business of the borrower by change in or takeover of the management of the business of the borrower, the sale or lease of a part or whole of the business of the borrower and certain other measures such as rescheduling of payment of debts payable by the borrower; enforcement of security.

Additionally, under the provisions of the SARFAESI Act, any securitisation company or reconstruction company may act as an agent for any bank or financial institution for the purpose of recovering its dues from the borrower on payment of such fee or charges as may be mutually agreed between the parties. Various provisions of the SARFAESI Act have been amended by the Enforcement of Security Interest and Recovery of Debt Laws and Miscellaneous Provisions (Amendment) Act, 2016 as also the Insolvency and Bankruptcy Code, 2016. As per this amendment, the Adjudicating Authority under the Insolvency and Bankruptcy Code, 2016 shall by order declare moratorium for prohibiting, *inter alia*, any action to foreclose, recover or enforce any security interest created by the corporate debtor in respect of its property including any action under the SARFAESI Act.

### **Insolvency and Bankruptcy Code, 2016**

The Insolvency and Bankruptcy Code, 2016 (“**Bankruptcy Code**”) was notified on August 5, 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.

### **Foreign Investment Regulations**

Foreign investment in Indian securities is regulated through the Consolidated Foreign Direct Investment (“**FDI**”) Policy and Foreign Exchange Management Act, 1999 (“**FEMA**”). The government bodies responsible for granting foreign investment approvals are the concerned ministries/ departments of the Government of India and the RBI. The Union Cabinet has approved phasing out the Foreign Investment Promotion Board, as provided in the press release dated May 24, 2017. Accordingly, pursuant to the office memorandum dated June 5, 2017, issued by the Department of Economic Affairs, Ministry of Finance, approval of foreign investment under the FDI policy has been entrusted to concerned ministries/departments. Subsequently, the Department of Industrial Policy & Promotion (“**DIPP**”) issued the Standard Operating Procedure (SOP) for Processing FDI Proposals on June 29,

2017 (the “SOP”). The SOP provides a list of the competent authorities for granting approval for foreign investment for sectors/activities requiring Government approval. For sectors or activities that are currently under automatic route but which required Government approval earlier as per the extant policy during the relevant period, the concerned administrative ministry/department shall act as the competent authority (the “**Competent Authority**”) for the grant of post facto approval of foreign investment. In circumstances where there is a doubt as to which department shall act as the Competent Authority, the DIPP shall identify the Competent Authority. The DIPP has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendment to FEMA. In case of any conflict FEMA will prevail.

The Consolidated FDI Policy consolidates the policy framework in place as on August 27, 2017. Further, on January 4, 2018, the RBI released the Master Direction on Foreign Investment in India. Under the approval route, prior approval from RBI is required. FDI for the items/activities that cannot be brought in under the automatic route may be brought in through the approval route.

## **II. Laws relating to employment**

### *Shops and establishments regulations*

TCFSL is governed by the shops and establishments laws as applicable in the various states where it has branches. These laws regulate the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures and wages for overtime work, among other things.

### *Labour laws*

TCFSL is required to comply with various labour laws, including the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965, the Payment of Wages Act, 1936, the Payment of Gratuity Act, 1972 and the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952.

## **III. Intellectual property regulations**

### *Trade Marks Act*

The Trade Marks Act, 1999 (the “**Trademark Act**”) governs the statutory protection of trademarks in India. In India, trademarks enjoy protection under both statutory and common law. Indian trademarks law permits the registration of trademarks for goods and services. Certification trademarks and collective marks are also registerable under the Trademark Act.

An application for trademark registration may be made by any person claiming to be the proprietor of a trademark and can be made on the basis of either current use or intention to use a trademark in the future. The registration of certain types of trade marks are absolutely prohibited, including trademarks that are not distinctive and which indicate the kind or quality of the goods.

Applications for a trademark registration may be made for in one or more international classes. Once granted, trademark registration is valid for ten years unless cancelled. If not renewed after ten years, the mark lapses and the registration for such mark has to be obtained afresh.

While both registered and unregistered trademarks are protected under Indian law, the registration of trademarks offers significant advantages to the registered owner, particularly with respect to proving infringement. Registered trademarks may be protected by means of an action for infringement, whereas unregistered trademarks may only be protected by means of the common law remedy of passing off. In case of the latter, the plaintiff must, prior to proving passing off, first prove that he is the owner of the trademark concerned. In contrast, the owner of a registered trademark is prima facie regarded as the owner of the mark by virtue of the registration obtained.

## SUMMARY OF KEY PROVISIONS OF ARTICLES OF ASSOCIATION

The main provisions of the Articles of Association relating to issue of securities and matters incidental hereto have been set out below. Please note that each provision herein below is numbered as per the corresponding Articles of Association. All defined terms used in this section have the meaning given to them in the AOA. Any reference to the term “Article” hereunder means the corresponding article contended in the AOA.

Article No.	Particulars
1	The regulations contained in Table A under the First Schedule to the Companies Act, 1956 (“ <b>1956 Act</b> ”), shall not apply to this Company, but the regulations for the management of the Company and for the observance of the Members thereof and their representatives shall, subject to any exercise of the statutory powers of the Company in reference to the repeal or alteration of, or addition to, its regulations by Special Resolution, as prescribed by the said Companies Act, 1956, be such as are contained in these Articles.
4	The right to use the “Tata” name has been granted to the Company by Tata Sons Limited. The Company shall immediately drop the word “Tata” from the corporate and brand names upon Tata entities exiting the business or divesting their shareholding.
5.	The authorized share capital of the Company is ₹ 55,00,00,00,000/- (Rupees Five Lakh Fifty Thousand Lakh) divided into ₹ 25,00,00,00,000/- (Rupees two Two Lakh Fifty Thousand Lakh) comprising of equity shares of ₹ 10/- each and ₹ 30,00,00,00,000 (Rupees Three Lakh Lakh) comprising ₹ of 3,00,00,00,000 Cumulative Compulsory Convertible Preference Shares of ₹ 10/- each.
	The minimum share capital of the Company at any time will be ₹ 5,00,000/- (Rupees Five Lakh Only)
6	The Directors may issue shares with non-voting rights or differential voting rights attached to them, upon such terms and conditions and with such rights and privileges annexed thereto as thought fit and as may be permitted by law.
7	Subject to the provisions of the 1956 Act and Article 70 and the other Articles, the shares in the capital of the Company for the time being (including any shares forming part of any increased capital of the Company) shall be under the control of the Directors, who may allot or otherwise dispose off the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par or (subject to compliance with the provisions of Section 79 of the 1956 Act) at a discount and at such times as they may, from time to time, think fit and proper, and with full power with the sanction of the Company in General Meeting to give to any person the option to call for or be allotted shares of any class of the Company either at par or at a premium or subject as aforesaid at a discount such option being exercisable at such time and for such consideration as the Directors think fit.
8	In addition to and without derogating from the powers for that purpose conferred on the Directors under Article 7 hereinabove and the Company in general meeting may determine to issue further shares of the authorized capital of the Company and may determine that any shares (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether members or holders of debentures of the Company or not) in such proportion and on such terms and conditions and either at a premium or at par or, subject to compliance with the provisions of Section 79 of the 1956 Act, at a discount, as such general meeting shall determine and with full power to give to any person (whether a member or holder of debentures of the Company or not) the option to call for or be allotted share of any class of the Company either at a premium or at par or (subject to compliance with the provisions of Section 79 of the 1956 Act) at a discount, such option being exercisable at such times and for such consideration as may be directed by such general meeting, or the Company in general meeting may make any other provision whatsoever for the issue, allotment or disposal of any shares. Subject to

- any direction given by general meeting as aforesaid the provisions of Article 70 hereof shall apply to any issue of new shares.
- 9 Notwithstanding anything contained in the 1956 Act or these Articles, the Board of Directors are empowered without any prior sanction of the members to dematerialize and rematerialize the securities of the Company and issue/allot fresh securities in dematerialized form. The Board of Directors is also empowered to determine the terms and conditions thereof pursuant to the provisions of the Depositories Act, 1996 and Rules framed thereunder.
- 14 An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any share therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is entered in the Register shall for the purpose of these Articles be a member.
- 15 The money (if any) which the Directors shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall immediately on the insertion of the name of the allottee in the Register of Members as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

#### **UNDERWRITING AND BROKERAGE**

- 18 The Company may, subject to the provisions of Section 76 and other applicable provisions (if any) of the 1956 Act, at any time, pay a commission to any person in consideration of his subscribing or agreeing to subscribe or his procuring or agreeing to procure subscription, whether absolutely or conditionally, for any shares or debentures of the Company but so that the amount or rate of commission does not exceed, in the case of shares, 5% of the price at which the shares are issued. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or debentures or partly in the one way and partly in the other. The Company may also on any issue of shares or debentures pay such brokerage as may be lawful.

#### **CERTIFICATES**

- 19 The certificates of title to shares shall be issued under the Seal of the Company which shall be affixed in the presence of and signed by (i) two Directors or persons acting on behalf of the Directors under a duly registered Power of Attorney; and (ii) the Secretary or some other person appointed by the Board for the purpose;

A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means such as engraving in metal or lithography.

PROVIDED ALWAYS that, notwithstanding anything contained hereinabove, the certificate of title to shares may be executed and issued in accordance with such other provisions of the Act or the Rules made thereunder, as may be in force for the time being and from time to time.

#### **CALLS**

- 23 The Board of Directors may, from time to time, but subject to the conditions hereinafter mentioned, make such calls, as they think fit, upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times and each member shall pay the amount of every call so made on him to the Company or where payable to a person other than the Company to such person and at the time or times appointed by the Directors. A call may be made payable by instalments.
- 24 Where after the commencement of the 1956 Act, any calls for future share capital are made on shares, such calls shall be made on a uniform basis on all shares falling under the same class. For the purposes of this Article, shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.
- 25 At least 14 (Fourteen) days' notice of every call otherwise than on allotment shall be given

- specifying the time of payment and if payable to any person other than the Company the name of the person to whom the call shall be paid; provided that before the time for payment of such call the Directors may, by notice in writing to the members, revoke the same.
- 26 A call shall be deemed to have been made at the time, when the resolution of the Board of Directors authorizing such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as shall be fixed by the Directors.

#### **FORFEITURE AND LIEN**

- 33 If any member fails to pay the whole or any part of any call or instalment or any money due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same the Directors may at any time thereafter during such time as the call or instalment or any part thereof or other moneys remain unpaid or a judgement or decree in respect thereof remains unsatisfied in whole or in part serve a notice on such member or on the person (if any) entitled to the share by transmission requiring him to pay such call or instalment or such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all expenses (legal or otherwise) that may have been incurred by the Company by reason of such nonpayment.
- 34 The notice shall name a day (not being less than 15 days from the date of the notice) on or before which such call instalment or such part or other moneys as aforesaid and such interest and expenses as aforesaid are to be paid and if payable to any person other than the Company, the person to whom such payment is to be made. The notice shall also state that in the event of non-payment at or before the time and (if payable to any person other than the Company) to the person appointed the shares in respect of which the call was made or instalment is payable will be liable to be forfeited.
- 35 If the requirement of any such notice as aforesaid shall not be complied with, any of the shares, in respect of which such notice has been given, may, at any time thereafter, but before payment of all calls or instalments, interest and expenses or other moneys or dues in respect thereof, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
- 37 Any share so forfeited shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed off either to the original holder thereof, or to any other person, upon such terms and in such manner as the Directors shall think fit.
- 38 The Directors may, at any time, before any share so forfeited shall have been sold, re-allotted or otherwise disposed off, annul the forfeiture thereof upon such conditions as they think fit.
- 39 Any member whose shares have been forfeited shall, notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company all calls, instalments, interest expenses and other moneys owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment at such rate of interest as may be determined by the Directors from time to time and the Directors may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture but shall not be under any obligation to do so.
- 40 The Company shall have no lien on its fully paid shares. In the case of partly paid-up shares, the Company shall have a first and paramount lien only for all moneys called or payable at a fixed time in respect of such shares. Any such lien shall extend to all dividends, from time to time, declared in respect of such shares. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. The Directors may, at any time, declare any shares to be wholly or in part exempt from the provisions of this Article.
- 41 For the purpose of enforcing such lien, the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell the shares shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfilment or discharge of such debts, liabilities or engagements for seven

- days after such notice. To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof and the purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as aforesaid, the certificates in respect of the shares sold shall stand cancelled and become *null and void* and of no effect, and the Directors shall be entitled to issue a new certificate or certificates in lieu thereof to the purchaser or purchasers concerned.
- 44 The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the share.
- 45 The provisions contained hereinabove shall apply *mutatis mutandis* to debentures, if any, of the Company.

### **TRANSFER AND TRANSMISSION OF SHARES**

- 47 Subject to the provisions of Section 108 of the 1956 Act or any other applicable provisions thereof, the shares in the Company shall be transferred by an instrument in writing in such form and by such procedure as may from time to time be prescribed by law. Subject thereto the Directors may prescribe a common form or instrument of transfer, which may, from time to time, be altered by the Directors.
- The Directors may from time to time alter or vary such form of transfer.
- 48 (1) An application for the registration of a transfer of the shares in the Company may be made either by the transferor or the transferee.
- (2) Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee conveys his no objection to the transfer within two weeks from the receipt of the notice.
- (3) For the purposes of Clause (2) hereinabove, notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.
- 49 Every such instrument of transfer shall be signed both by the transferor and transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register of Members in respect thereof.
- 51 Subject to the provisions of Section 111A of the 1956 Act, or any statutory modification thereof for the time being in force, the Directors may, at their absolute and uncontrolled discretion, decline to register or acknowledge any transfer of shares and shall not be bound to give any reason for such refusal and in particular may so decline in respect of shares upon which the Company has a lien or whilst any moneys in respect of the shares desired to be transferred or any of them remain unpaid or unless the transferee is approved by the Directors and such refusal shall not be affected by the fact that the proposed transferee is already a member. The registration of a transfer shall be conclusive evidence of the approval by the Directors of the transfer.
- 52 If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall, within two months from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and thereupon the provisions of the 1956 Act or any statutory modification thereof for the time being in force shall apply.
- 54 The instrument of transfer shall, after registration, be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand

- be returned to the persons depositing the same. The Directors may cause to be destroyed all transfer deeds lying with the Company after such period as they may determine.
- 57 ( a ) Subject to the provisions of the 1956 Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy or insolvency of any member or by any lawful means other than by transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of his title as the Directors shall require either be registered as a member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as a member in respect of such shares; Provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so he shall not be freed from any liability in respect of such shares. This Clause is herein referred to as “the Transmission Clause”.
- (b) On the death of a shareholder/debenture holder of the Company, the Company shall confer the shares/debentures or interest of the deceased shareholder/debenture holder to a person or persons nominated by the shareholder/debenture holder in accordance with the Rules framed by the Board of Directors or if no such person is nominated as may appear to the Board of Directors, to the heir, legal Representative of the deceased shareholder/debenture holder. Provided that such nominee or heir or legal representative of the deceased as the case may be is or duly admitted as a shareholder/debenture holder of the Company in accordance with the provisions herein contained shall be valid and effective against any demand made upon the company by any other person. Nomination and Transmission of shares and debentures will be governed by the provisions of Section 109A and 109B of the 1956 Act as amended from time to time.
- 58 Subject to the provisions of the 1956 Act and these Articles, the Directors shall have the same right to refuse to register a person entitled by transmission to any shares or his nominees as if he were the transferee named in an ordinary transfer presented for registration.
- 59 Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.
- 60 A fee as may be prescribed may be charged in respect of the transfer or transmission to the same party of any number of shares of any class or denomination subject to such maximum on any one transfer or transmission as may from time to time be fixed by the Directors. Such maximum may be a single fee payable on any one transfer or on transmission of any number of shares of one class or denomination or may be on a graduated scale varying with the number of shares of any one class comprised in one transfer or transmission or may be fixed in any other manner as the Directors may in their discretion determine.

#### **CONVERSION OF SHARES INTO STOCK**

- 62 The Company may, by ordinary resolution of the Company in general meeting :-
- (a) convert any paid- up shares into stock; and
  - (b) convert any stock into paid-up shares of any denomination.
- 63 The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except dividends, participation in profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.



### **INCREASE, REDUCTION AND ALTERATION IN CAPITAL**

- 69 (a) The Company may from time to time in general meeting increase its share capital by the issue of new shares of such amount as it thinks expedient.
- 72 (a) The Company shall not have the power to buy its own shares unless the consequent reduction of capital is effected and sanctioned in pursuance of Sections 100 to 104 or Section 402 or other applicable provisions (if any) of the 1956 Act.
- (b) Except to the extent permitted by Section 77 or other applicable provisions (if any) of the 1956 Act, the Company shall not give whether directly or indirectly and whether by means of loan, guarantee, the provision of security or otherwise any financial assistance for the purpose, of or in connection with the purchase or subscription made or to be made by any person of or for any shares in the Company.
- 73 Notwithstanding anything contained in these Articles, in the event it is permitted by law for a company to purchase its own shares or securities, the Board of Directors may, when and if thought fit, buy back such of the Company's own shares or securities as it may think necessary, subject to such limits, upon such terms and conditions, and subject to such approvals, as may be permitted by the provisions, as may be applicable, of the 1956 Act or the Rules made thereunder.
- 75 The Company may in general meeting alter the conditions of its Memorandum as follows:
- (a) Consolidate and divide all or any of its share capital into shares of larger amounts than its existing shares.
- (b) Sub-divide its shares or any of them into shares of smaller amounts than originally fixed by the Memorandum subject nevertheless to the provisions of the 1956 Act and of these Articles.
- (c) Cancel shares which at the date of such general meeting have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
- (d) Classify the unclassified shares into equity or preference share capital, as may be decided by the Company.
- (e) Reclassify the unissued equity share capital into preference share capital and vice- versa.

### **JOINT HOLDERS**

- 78 Where two or more persons are registered as the holders of any share, they shall be deemed to hold the same as joint-holders with benefits of survivorship subject to the following and other provisions contained in these Articles:-
- (a) The Company shall be entitled to decline to register more than four persons as the joint-holders of any share.
- (b) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.
- (c) On the death of any such joint-holder the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.
- (d) Any one of such joint-holders may give effectual receipts of any dividends or other moneys

payable in respect of such share.

(e) Only the person whose name stands first in the Register of Members as one of the joint-holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any documents served on or sent to such person shall be deemed to be served on all the joint holders.

(f) Any one of two or more joint-holders may vote at any meeting either personally or by attorney duly authorized under a power of attorney or by proxy in respect of such share as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such share shall alone be entitled to vote in respect thereof but the other or others of the joint-holders shall be entitled to be present at the meeting; Provided always that a joint-holder present at any meeting personally shall be entitled to vote in preference to a joint-holder present by an attorney duly authorized under power of attorney or by proxy although the name of such joint-holder present by an attorney or proxy stands first or higher in the register in respect of such shares. Several executors or administrators of a deceased member in whose (deceased member's) sole name any share stands shall for the purposes of this sub-clause be deemed joint-holders.

79 (i) For the purpose of this Article :-

**'Beneficial Owner'** means a person or persons whose name is recorded as such with a depository;

**'SEBI'** means the Securities and Exchange Board of India;

**'Depository'** means a company formed and registered under the Companies Act, 1956, and/or which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992; and

**'Security'** means such security as may be specified by SEBI from time to time.

(ii) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its securities and to offer securities in a dematerialized form pursuant to the provisions of Depositories Act, 1996.

(iii) Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by the law, in respect of any security in the manner provided by the Depositories Act, and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificate of Securities. If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter, in its record, the name of the allottee as the beneficial owner of the security.

(v) (a) Notwithstanding anything to the contrary contained in the 1956 Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner

(vi) Notwithstanding anything in the 1956 Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

(vii) Nothing contained in Section 108 of the 1956 Act or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

### **BORROWING POWERS**

80 Subject to the provisions of the 1956 Act and these Articles and without prejudice to the other powers conferred by these Articles the Directors shall have the power from time to time at their discretion to borrow any sum or sums of money for the purposes of the Company provided that the total amount borrowed at any time together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not, without the consent of the Company in General Meeting, exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specific purpose.

81 Subject to the provisions of the 1956 Act and these Articles, the Directors may raise and secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, perpetual or redeemable debentures or debenture-stock, or any mortgage or charge or other security on the undertaking or the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.

82 Any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

83 Debentures, debenture-stock, bonds or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

84 Subject to the provisions of the 1956 Act and these Articles, any bonds, debentures, debenture stock or other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings, appointment of Directors and otherwise; Provided that an option to call for or be allotted shares of the Company or a privilege of voting at general meetings of the Company otherwise than when any interest is in arrears shall not be attached to any such bonds, debentures, debenture-stock or other securities except with the sanction of the Company in general meeting.

85 If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the 1956 Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed or if permitted by the 1956 Act may by instrument under the Seal authorize the person in whose favour such mortgage or security is executed or any other person in trust for him to make calls on the members in respect of such uncalled capital and the provisions hereinbefore contained in regard to calls shall *mutatis mutandis* apply to calls made under such authority and such authority may be made exercisable either conditionally or unconditionally and either presently or contingently and either to the exclusion of the Directors' power or otherwise and shall be assignable if expressed so to be.

86 Subject to the provisions of the 1956 Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company the Directors may execute or cause to be executed any mortgage charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.

### **GENERAL MEETINGS**

87 (1) The Company shall, in addition to any other meetings, hold a general meeting (herein called an "**Annual General Meeting**") every year at the intervals and in accordance with the provisions herein specified. The Annual General Meeting of the Company shall be held within six months

after the expiry of each financial year;

Provided however, that if the RoC shall have for any special reason extended the time within which any Annual General Meeting shall be held by a further period not exceeding three months, the Annual General Meeting may be held within the additional time fixed by the ROC. Except in the cases where the RoC has given an extension of time as aforesaid for holding any Annual General Meeting and not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. However, subject to the provisions of Sections 166 and 210 of the 1956 Act, the First Annual General Meeting may be held within 18 months from the date of Incorporation of the Company.

(2) Every Annual General Meeting shall be called for at a time during business hours and on such day (not being a public holiday) as the Directors may from time to time determine and it shall be held either at the registered office of the Company or at some other place within the city, town or village in which the registered office of the Company for the time being is situate. The notice calling the meeting shall specify it as the Annual General Meeting.

88 All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

89 The Board of Directors may call an Extraordinary General Meeting whenever they think fit.

#### **PROCEEDINGS AT GENERAL MEETINGS**

98 5 (Five) members entitled to vote and present in person shall be a quorum for a general meeting and no business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of the business thereof.

#### **VOTES OF MEMBERS**

115 Subject to the provisions of the 1956 Act and these Articles, votes may be given either personally or by an attorney or by proxy or in the case of a body corporate also by a representative duly authorized under Section 187 of the 1956 Act and the Articles.

#### **DIRECTORS**

129 Until otherwise determined by a general meeting, the number of directors shall not be less than 3 or more than 12.

130 The First Directors of the Company were :-

- (1) Mr. Praveen P Kadle
- (2) Mr. S H Rajadhyaksha
- (3) Mr. Govind Sankaranarayanan

131 Notwithstanding anything to the contrary contained in these Articles, so long as any moneys by way of loans/privately placed debentures remain owing by the Company to any financial institution as defined under the 1956 Act, the financial institutions shall jointly have a right to appoint such number of nominees as directors on the Board of the Company (hereinafter described as Financial Institutions' Directors), as may be agreed to by the Directors. The directors, so appointed or nominated by the financial institution(s) will not be required to hold qualification shares and they will not be liable to retire by rotation. The financial institutions may at any time and from time to time remove the nominee or nominees appointed by them and on a vacancy being caused in such office from any cause, whether by resignation, removal or otherwise, appoint another or others in his/their place. Such appointment or removal shall be by notice in writing to the Company. The Board of Directors of the Company shall have no power to remove such nominee or nominees from office. Each such nominee shall be entitled to the same rights, privileges and obligations as any other Director of the Company, and shall also be entitled to attend any general meeting of the Company. The Company shall pay to such Directors normal fees and reimbursement of expenses to which the other Directors are entitled. The Company shall also pay or reimburse any expenses that

- may be incurred by financial institutions or such directors in connection with their appointment. Such Directors as well as financial institutions shall be entitled to receive all notices and other communications (including agenda) relating to meetings of the Board and its committees and general meetings of the Company and the minutes of all such meetings.
- 132 Notwithstanding anything contained to the contrary in the Articles, so long as any Debentures issued by the Company remain outstanding the holders of such Debentures shall, in accordance with the provisions of the Trust Deed securing such Debentures, have a right to appoint and nominate from time to time any person or persons as a Director or Directors on the Board of the Company and to remove and reappoint any person or persons in his or their place or places. A Director so appointed under this Article is herein referred to as “the Debenture Director” and the term “Debenture Director” means a Director for the time being in office under this Article. The Board of Directors of the Company shall have no power to remove from office the Debenture Director. The Debenture Director shall have all the rights and privileges as any other Director of the Company other than a Managing or Whole-time Director.
- 133 The Debenture Director shall not be liable to retirement by rotation subject however to the provisions of the Trust Deed securing such Debentures.
- 134 The Board of Directors of the Company may appoint an Alternate Director to act for a Director (hereinafter called “the original Director”) during his absence for a period of not less than three months from the State in which the meetings are generally held and such appointment shall have effect and such appointee, whilst he holds office as an Alternate Director shall be entitled to notice of meetings of the Directors and to attend and vote thereat accordingly. An Alternate Director appointed under this Article shall not hold office as such for a period longer than that permissible to the original Director in whose place he has been appointed and shall vacate office if and when the original Director returns to the said state. If the term of office of the original Director is determined before he so returns to the said state, any provision in the 1956 Act or in these Articles for the automatic reappointment of retiring Directors in default of another appointment shall apply to the original Director and not to the Alternate Director.
- 135 Subject to the provisions of Sections 262(2) and 284(6) and other applicable provisions (if any) of the 1956 Act, any casual vacancy occurring in the office of a Director whose period of office is liable to determination by retirement by rotation may be filled up by the Directors at a meeting of the Board. Any person so appointed shall hold office only upto the date up to which the Director in whose place he is appointed would have held office, if the vacancy had not occurred.
- 136 Subject to the provisions of Sections 260, 284(6) and other applicable provisions, if any, of the 1956 Act, the Directors shall have powers at any time and from time to time to appoint a person as an Additional Director. The Additional Director shall retire from office at the next following Annual General Meeting, but shall be eligible for re-election.
- 137 A Director of the Company shall not be required to hold qualification shares.
- 138 (1) The maximum remuneration of a Director for his services shall be such sum as may be prescribed by the 1956 Act or the Central Government from time to time for each meeting of the Board of Directors attended by him. Subject to the limitation provided by the 1956 Act, such additional remuneration as may be fixed by the Directors, may be paid to any one or more of the Directors for services rendered by him or them; and the Directors shall be paid further remuneration (if any) as the Company in General Meeting shall from time to time determine, and such further remuneration shall be divided among the Directors in such proportion and manner as the Directors may from time to time determine and in default of such determination within the year equally. Such remuneration and/or additional remuneration may be by way of salary or commission on dividends, profits or turnover or by participation in profits or by any or all of those modes;  
Provided that any commission on dividends, profits or turnover or any participation in profits of the Company shall not exceed in the aggregate the equivalent of 3 (Three) per cent of the net profits of the Company as defined in Section 349 of the 1956 Act. Nothing in this Article shall restrict the right of the Directors as regards the distribution of general bonus to all members of the staff.
- 141 Subject to the provisions of the 1956 Act a Director may resign his office at any time by notice in

writing addressed to the Company or to the Board of Directors.

142 (1) Subject to the provisions of Clauses (2), (3), (4) and (5) of this Article and the restrictions imposed by Article 147 and the other Articles hereof and the 1956 Act and the observance and fulfilment thereof, no Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser, agent, broker or otherwise, nor shall any such contract, or any contract or agreement entered into by or on behalf of the Company in which any Director shall be in any way interested, be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason only of such Director holding that office, or of the fiduciary relation thereby established, but it is declared that the nature of his interest must be disclosed by him as provided by Clauses (2), (3) and (4) hereof.

(2) Every Director who is in any way whether directly or indirectly concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into by or on behalf of the Company shall disclose the nature of his concern or interest at a meeting of the Board of Directors or as provided by Clause (4) hereof.

(3) (a) In the case of a proposed contract or arrangement, the disclosure required to be made by Director under Clause (2) above, shall be made at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not at the date of the meeting concerned or interested in the proposed contract or arrangement, at the first meeting of the Board held after he becomes so concerned or interested.

(b) In the case of any other contract or arrangement, the required disclosure shall be made at the first meeting of the Board held after the Director becomes concerned or interested in the contract or arrangement.

(4) For the purpose of this Article, a general notice given to the Board of Directors by a Director to the effect that he is a Director or member of a specified body corporate or is a member of a specified firm and is to be concerned or interested in any contract or arrangement which may, after the date of the notice, be entered into which that body corporate or firm shall be deemed to be sufficient disclosure of concern or interest in relation to any contract or arrangement so made. Any such general notice shall expire at the end of the financial year in which it is given but may be renewed for further periods of one financial year at a time by a fresh Notice given in the last month of the Financial year in which it would have otherwise expired. The general notice aforesaid and any renewal thereof shall be given at a meeting of the Board of Directors or the Director concerned shall take reasonable steps to secure that it is brought up and read at the first meeting, of the Board after it is given.

(5) Nothing in clauses (2), (3) and (4) hereof shall apply to any contract or arrangement entered into or to be entered into between the Company and any other Company where any one of the Directors of the Company or two or more of them together holds or hold not more than 2 (Two) per cent of the paid-up share capital in such other company.

(6) An interested Director shall not take any part in the discussions of, or vote on, any contract or arrangement entered into, or to be entered into, by or on behalf of the Company, if he is, in any way, directly or indirectly, concerned or interested in the contract or arrangement; nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote; and if he does vote, his vote shall be void; Provided that this prohibition shall not apply

(i) to any contract of indemnity against any loss which the Directors or any one or more of them may suffer by reason of becoming or being sureties or a surety for the Company.

- (ii) to any contract or arrangement entered into with a public company or a private company which is a subsidiary of a public company in which the interest of the Director consists solely in his being a director of such company and the holder of not more than shares of such number or value therein as is requisite to qualify him for appointment as a director thereof he having been nominated as such Director by the Company or in his being a member holding not more than two per cent of the paid-up capital of such company.
- (iii) in case a notification is issued under sub-section (3) of Section 300 of the 1956 Act to the extent specified in the notification.
- 145 A Director shall give notice in writing to the Company of his holding of shares and debentures of the Company or its subsidiary, together with such particulars as may be necessary to enable the Company to comply with the provisions of Section 307 of the 1956 Act.
- If such notice be not given at a meeting of the Board of Directors, the Director shall take all reasonable steps to secure that it be brought up and read at the meeting of the Board next after it is given. The Company shall enter particulars of a Director's holding of shares as debentures as aforesaid in a Register kept for that purpose in conformity with Section 307 of the 1956 Act.
- 146 The Company shall observe the restrictions imposed on the Company in regard to grant of loans to Directors and other persons as provided in Section 295 and other applicable provisions, if any, of the 1956 Act.

#### **REMOVAL OF DIRECTORS**

- 156 (1) The Company may (subject to the provisions of Section 284 and other applicable provisions of the 1956 Act and these Articles) remove any director before the expiry of his period of office.
- (7) A Director who was removed from office under this Article shall not be reappointed as a Director by the Board of Directors.

#### **INCREASE OR REDUCTION IN NUMBER OF DIRECTORS**

- 157 Subject to the provisions of the 1956 Act and these Articles, the Company may by ordinary resolution from time to time increase or reduce the number of Directors and alter their qualification.

#### **PROCEEDINGS OF BOARD OF DIRECTORS**

- 158 (a) The Directors may meet together as a Board for the dispatch of business from time to time and shall so meet at least once in every three months and at least four such meetings shall be held every year and they may adjourn and otherwise regulate their meetings and proceedings as they deem fit. The provisions of this Article shall not be deemed to be contravened merely by reason of the fact that a meeting of the Board which had been called in compliance with the terms herein mentioned could not be held for want of a quorum.
- (b) In terms of the Companies Act or other applicable laws, to permit the participation of Directors in meetings of the Board otherwise through physical presence, the Board or its members, may from time to time decide to conduct discussions through audio conferencing, video conferencing or net conferencing and directors shall be allowed to participate from multiple locations through modern communication equipments for ascertaining the views of such Directors as have indicated their willingness to participate by audio conferencing, video conferencing or net conferencing, as the case may be.
- (c) The rules and regulations for the conduct of the meetings of the Board, including for matters such as quorum, notices for meeting and agenda, as contained in these Articles or in the Act, insofar as applicable, shall apply to discussions through audio conferencing, video conferencing or net conferencing, as the case may be. Upon the discussions being held by audio conferencing, video conferencing or net conferencing, as the case may be, the Chairman or the Secretary shall record the deliberations and get confirmed the views expressed, pursuant to a circular resolution or

by a subsequent meeting of the Directors to reflect the decision of all the Directors participating in such discussions.

Subject to provisions of Section 285 and 287 of the 1956 Act, a Director may participate in and vote at a meeting of the Board by means of a telephone, video conferencing or similar communications equipment which allows all persons participating in the meeting to hear each other and record the deliberations. Where any director participates in a meeting of the Board by any of the means above, the Company shall ensure that such director is provided with a copy of all documents referred to during such Board meeting prior to the commencement of this Board Meeting. Unless overridden by a resolution approved by a majority of the total strength of the Board at a subsequent meeting of the Board or by a resolution by circulation, any decision taken by a majority of the directors participating in the discussions held by audio conferencing, video conferencing or net conferencing, as the case may be, shall not be reversed by the Board.

159 A Director may, at any time, and the Secretary, upon the request of a Director, shall convene a meeting of the Directors. Notice of every meeting of the Directors of the Company shall generally be given in writing (including by electronic means or media) to every Director for the time being in India and at his usual address in India to every other Director.

160 Subject to the provisions of Section 287 and other applicable provisions (if any) of the 1956 Act the quorum for a meeting of the Board of Directors shall be one-third of the total strength of the Board of Directors (excluding Directors, if any, whose places may be vacant at the time and any fraction contained in that one-third being rounded off as one) or two Directors, whichever is higher; Provided that where at any time the number of interested Directors exceeds or is equal to two-thirds of the total strength, the number of the remaining Directors, that is to say, the number of Directors who are not interested and are present at the meeting, not being less than two shall be the quorum during such time.

A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion by or under the

Act or the Articles of the Company, for the time being vested in or exercisable by the Board of Directors generally.

161 If a meeting of the Board cannot be held for want of a quorum then the meeting shall stand adjourned to such day, time and place as the Director or Directors present at the meeting may fix.

162 (A) The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office.

(B) The Directors may appoint a Deputy Chairman or a Vice Chairman of the Board of Directors to preside at meetings of the Directors at which the Chairman shall not be present.

163 All meetings of the Directors shall be presided over by the Chairman if present, but if at any meeting of Directors the Chairman be not present at the time appointed for holding the same the Deputy Chairman or the Vice-Chairman, if present shall preside and if he be not present at such time then and in that case the Directors shall choose one of the Directors then present to preside at the meeting.

165 Subject to the provisions of Section 292 of the 1956 Act and Article 173, the Director may delegate any of their powers to Committees consisting of such member or members of their body as they think fit and they may from time to time revoke and discharge any such Committee either wholly or in part, and either as to persons or purposes; but every Committee so formed shall, in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Directors. All acts done by any such Committee in conformity with such regulations, and in fulfilment of the purposes of their appointment but not otherwise shall have the like force and effect as if done by the Board. Subject to the provisions of the 1956 Act the Board may from time to time fix the remuneration to be paid to any member or members of their body constituting a Committee appointed by the Board in terms of these Articles, and may pay the same.

169 The Company shall cause minutes of the meetings of the Board of Directors and of Committee(s) of the Board to be duly entered in a book or books provided for the purpose in accordance with the relevant provisions of Section 193 of the 1956 Act. The minutes shall contain a fair and correct summary of the proceedings at the meeting including the following :-



- (i) the names of the Directors present at the meetings of the Board of Directors or of any Committee of the Board;
- (ii) all orders made by the Board of Directors or Committees of the Board and all appointments of officers and Committees of Directors;
- (iii) all resolutions and proceedings of meetings of the Board of Directors and the Committees of the Board;
- (iv) in the case of each resolution passed at a meeting of the Board of Directors or Committees of the Board, the names of the Directors, if any, dissenting from or not concurring in the resolution
- 170 All such minutes shall be signed by the Chairman of the meeting as recorded, or by the person who shall preside as Chairman at the next succeeding meeting and all minutes purported to be so signed shall, for all purposes whatsoever, be *prima facie* evidence of the 1956 Actual passing of the resolutions recorded and the 1956 Actual and regular transaction or occurrence of the proceedings so recorded and of the regularity of the meeting at which the same shall appear to have taken place

#### **POWERS OF DIRECTORS**

- 171 (1) Subject to the provisions of the 1956 Act and these Articles, the Board of Directors of the Company shall be entitled to exercise all such powers, and to do all such acts and things, as the Company is authorized to exercise and do; Provided that the Board shall not exercise any power to do any act or things which is directed or required, whether by the 1956 Act or any other Act or by the Memorandum or these Articles or otherwise, to be exercised or done by the Company in General Meeting; Provided further that in exercising any such power or doing any such act or thing the Board shall be subject to the provisions contained in that behalf in the 1956 Act or in the Memorandum or in these Articles or in any regulations not inconsistent therewith and duly made thereunder including regulations made by the Company in General Meeting.
- (2) No regulations made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
- 172 The Board of Directors shall not, except with the consent of the Company in general meeting, :-

- (d) borrow moneys in excess of the limits provided in Article 80.

#### **MANAGING OR WHOLE-TIME DIRECTOR(S)**

- 178 Subject to the provisions of the 1956 Act, the Directors may, from time to time, appoint one or more of their body to be a Managing Director or Managing Directors (in which expression shall include a Joint Managing Director) or Whole-time Director or Whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit, to manage the affairs and business of the Company and may, from time to time, (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from such office and appoint another or others in his or their place or places.

#### **DIVIDEND**

- 185 The profits of the Company subject to any special rights relating thereto created or authorized to be created by the Memorandum or these Articles and subject to the provisions of these Articles shall be divisible among the members in proportion to the amount of capital paid up on the shares held by them respectively; Provided always that, subject as aforesaid, any capital paid up on a share during the period in respect of which a dividend is declared shall, unless the Directors otherwise determine, only entitle and shall be deemed always to have only entitled the holder of such share to an apportioned amount of such dividend as from the date of allotment thereof.
- 190 Subject to the provisions of the 1956 Act, the Directors may, from time to time, pay to the

members such interim dividends as in their judgement the position of the Company justifies.

### CAPITALISATION

196 (1) Any general meeting may, upon the recommendation of the Board, resolve that any amounts standing to the credit of the securities premium account or the Capital Redemption Reserve Account or any moneys, investments or other assets forming part of the undivided profits (including profits or surplus moneys arising from the realisation and, where permitted by law, from the appreciation in value of any capital assets of the Company) standing to the credit of the General Reserve, Reserve or any Reserve Fund or any other Fund of the Company or in the hands of the Company and available for dividend be capitalised:-

(a) by the issue and distribution as fully paid up, of shares and if and to the extent permitted by the 1956 Act, of debentures, debenture stock, bonds or other obligations of the Company, or

(b) by crediting shares of the Company which may have been issued and are not fully paid up, with the whole or any part of the sum remaining unpaid thereon.

Provided that any amounts standing to the credit of the securities premium account or the Capital Redemption Reserve Account shall be applied only in crediting the payment of capital on shares of the Company to be issued to members (as herein provided) as fully paid bonus shares.

Provided further that notwithstanding anything contained hereinabove, any amounts standing to the credit of the Securities Premium Account may also be utilised (other than for Capitalisation), in accordance with the provisions of law.

(2) Such issue and distribution under (1)(a) above and such payment to credit to unpaid share capital under (1)(b) above shall be made to, among and in favour of the members or any class of them or any of them entitled thereto and in accordance with their respective rights and interests and in proportion to the amount of capital paid up on the shares held by them respectively in respect of which such distribution under (1)(a) or payment under (1)(b) above shall be made on the footing that such members become entitled thereto as capital.

(3) The Directors shall give effect to any such resolution and apply such portion of the profits, General Reserve, Reserve or Reserve Fund or any other Fund or account as aforesaid as may be required for the purpose of making payment in full for the shares, debentures or debenture-stocks, bonds or other obligations of the Company so distributed under (1)(a) above or (as the case may be) for the purpose of paying, in whole or in part, the amount remaining unpaid on the shares which may have been issued and are not fully paid up under (1)(b) above provided that no such distribution or payment shall be made unless recommended by the Directors and if so recommended such distribution and payment shall be accepted by such members as aforesaid in full satisfaction of their interest in the said capitalised sum.

(4) For the purpose of giving effect to any such resolution the Directors may settle any difficulty which may arise in regard to the distribution or payment as aforesaid as they think expedient and in particular they may issue fractional certificates and may fix the value for distribution of any specific assets and may determine that cash payments be made to any members on the footing of the value so fixed and may vest any such cash, shares, debentures, debenturestock, bonds or other obligations in trustees upon such trusts for the persons entitled thereto as may seem expedient to the Directors and generally may make such arrangement, for the acceptance, allotment and sale of such shares, debentures, debenture-stock, bonds or other obligations and fractional certificates or otherwise as they may think fit.

(5) When deemed requisite a proper contract shall be filed in accordance with the 1956 Act and the Board may appoint any person to sign such contract on behalf of the members entitled as aforesaid and such appointment shall be effective.

197 Subject to the provisions of the 1956 Act and these Articles in cases where some of the shares of

the Company are fully paid and others are partly paid, only such capitalization may be effected by the distribution of further shares in respect of the fully paid shares, and by crediting the partly paid shares with the whole or part of the unpaid liability thereon but so that as between the holders of the fully paid shares, and the partly paid shares the sums so applied in the payment of such further shares and in the extinguishment or diminution of the liability on the partly paid shares shall be so applied *pro rata* in proportion to the amount then already paid or credited as paid on the existing fully paid and partly paid shares respectively.

#### **WINDING UP**

202 If the Company shall be wound up, and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that as nearly as may be, the losses shall be borne by the members in proportion to the capital paid-up, or which ought to have been paid-up, at the commencement of the winding up, on the shares held by them respectively. If in a winding up, the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid-up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding up paid-up or which ought to have been paid-up on the shares held by them respectively. But this Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

203 (1) If the Company shall be wound up, whether voluntarily or otherwise, the liquidators may with the sanction of a special resolution, divide amongst the contributories, in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in Trustees upon such trusts for the benefit of the contributories, or any of them, as the liquidators, with the like sanction shall think fit.

(2) If thought expedient any such division may subject to the provisions of the 1956 Act be otherwise than in accordance with the legal rights of the contributories (except where unalterably fixed by the Memorandum of Association) and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories shall be determined on, any contributory who would be prejudiced thereby shall have a right to dissent and ancillary rights as if such determination were a special resolution passed pursuant to Section 494 of the 1956 Act.

(3) In case any shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said shares may within ten days after the passing of the special resolution by notice in writing direct the liquidators to sell his proportion and pay him the net proceeds and the liquidators shall if practicable act accordingly.

204 A special resolution sanctioning a sale to any other Company duly passed pursuant to Section 494 of the 1956 Act may subject to the provisions of the 1956 Act in like manner as aforesaid determine that any shares or other consideration receivable by the liquidators be distributed amongst the members otherwise than in accordance with their existing rights and any such determination shall be binding upon all the members subject to the rights of dissent and consequential rights conferred by the said section.

#### **SECURITY CLAUSE**

205 (a) Every Director, Manager, Auditor, Treasurer, Trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company, shall, if so required by the Directors, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

## MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts which are or may be deemed material have been entered or are to be entered into by TCFSL. These contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of TCFSL situated at 11<sup>th</sup> Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013, Maharashtra, India from 10:00 a.m. (IST) to 5:00 p.m. (IST) on any Working Day, except Saturday during the period in which the issue is open for public subscription under the respective Tranche Prospectus.

### **A. *Material Contracts***

1. Issue Agreement dated August 14, 2018 between TCFSL and the Lead Managers.
2. Agreement dated August 14, 2018 with the Registrar to the Issue.
3. Debenture Trustee Agreement dated August 14, 2018 executed between TCFSL and the Debenture Trustee.
4. Escrow Agreement to be executed between TCFSL, the Registrar, the Escrow Collection Bank(s), and the Lead Managers for the respective Tranche Issue(s).
5. Consortium Agreement dated August 29, 2018 between TCFSL, the Consortium Members and the Lead Managers.
6. Tripartite agreement between TCFSL, Registrar to the Issue and CDSL dated June 20, 2012.
7. Tripartite agreement between TCFSL, Registrar to the issue and NSDL dated April 13, 2012.

### **B. *Material Documents***

1. Certificate of Incorporation of TCFSL dated November 19, 2010, issued by Registrar of Companies, Maharashtra at Mumbai.
2. Memorandum of Association and Articles of Association of TCFSL.
3. The Certificate of Registration N-13.02005 dated November 4, 2011 issued by Reserve Bank of India u/s 45 IA of the RBI Act, 1934.
4. Credit rating letter dated August 15, 2018 from CRISIL Limited granting credit ratings to the NCDs and revalidation letter dated August 27, 2018.
5. Credit rating letter dated August 14, 2018 from CARE Ratings Limited granting credit ratings to the NCDs and revalidation letter dated August 27, 2018.
6. Copy of the resolution passed at a meeting of the Board of Directors held on June 15, 2018 approving the Issue.
7. Copy of the resolution passed at a meeting of the Working Committee held on August 16, 2018 approving the Draft Shelf Prospectus.
8. Copy of the resolution passed at a meeting of the Working Committee held on August 29, 2018 approving the Shelf Prospectus.
9. Copy of the resolution passed by the members of TCFSL at the EGM held on March 20, 2018 approving the overall borrowing limit of TCFSL.

10. Consents of the Directors, Lead Managers to the Issue, Chief Financial Officer, Company Secretary and Compliance Officer of TCFSL, Debenture Trustee, Credit Rating Agencies for the Issue, ICRA and CRISIL as industry expert, Lenders, bankers to TCFSL, Bankers to the Issue, Refund Banker to the Issue, Consortium Members, Legal Advisor to the Issue, and the Registrar to the Issue, to include their names in this Shelf Prospectus in their respective capacity.
11. The consent of the Statutory Auditors of our Company, namely B S R & Co. LLP, Chartered Accountants, Mumbai for: (a) inclusion of its name as the Statutory Auditor, (b) examination report on Reformatted Standalone Financial Information for the financial years ended March 31, 2014, March 31, 2015, March 31, 2016, March 31, 2017 and March 31, 2018; (c) examination report on Reformatted Consolidated Financial Information for the financial years ended March 31, 2017 and March 31, 2018; and (d) statement of tax benefits dated August 16, 2018 in the form and context in which they appear in this Shelf Prospectus.
12. The examination report of the Statutory Auditors dated August 16, 2018 in relation to the Reformatted Standalone Financial Information for the financial years ended March 31, 2014, March 31, 2015, March 31, 2016, March 31, 2017 and March 31, 2018 included herein.
13. The examination report of the Statutory Auditors dated August 16, 2018 in relation to the Reformatted Consolidated Financial Information the financial years ended March 31, 2017 and March 31, 2018 included herein.
14. Statement of tax benefits dated August 16, 2018 issued by our Statutory Auditors.
15. Annual Reports of TCFSL for the last five Financial Years.
16. Due Diligence certificate dated August 29, 2018 filed by the Lead Managers with SEBI.
17. In-principle approvals for the Issue dated August 27, 2018 issued by both the BSE and the NSE, respectively.

## FINANCIAL INFORMATION

S.No.	Particulars	Page No.
1.	Examination report of the Statutory Auditors dated August 16, 2018 and Reformatted Standalone Financial Information for the financial years ended March 31, 2014, March 31, 2015, March 31, 2016, March 31, 2017 and March 31, 2018	F – 1
2.	Examination report of the Statutory Auditors dated August 16, 2018 and Reformatted Consolidated Financial Information the financial years ended March 31, 2017 and March 31, 2018.	F - 128

# B S R & Co. LLP

Chartered Accountants

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Apollo Mills Compound  
N. M. Joshi Marg, Mahalaxmi  
Mumbai - 400 011  
India

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To

The Board of Directors  
Tata Capital Financial Services Limited  
11<sup>th</sup> Floor, Tower A, Peninsula Business Park  
Ganpatrao Kadam Marg, Lower Parel  
Mumbai 400013

16 August 2018

Dear Sirs

1. We have examined the Reformatted Standalone Financial Information (defined subsequently) of Tata Capital Financial Services Limited ('the Company'), which comprise of Reformatted Statement of Assets and Liabilities, the Reformatted Statement of Profit and Loss and Notes forming part thereof and the Reformatted Statement of Cash Flows for each of the years ended 31 March 2018, 31 March 2017, 31 March 2016, 31 March 2015, 31 March 2014 and the Summary of Significant Accounting Policies (together referred to as "Reformatted Standalone Financial Information") annexed to this report for the purpose of inclusion in the Draft Shelf Prospectus and/or Shelf Prospectus and/or Tranche Prospectus(es), and and/or Abridged Prospectus and any amendments and supplements thereto (collectively the "Offering Documents") to be filed by the Company in connection with its proposed issue of secured, redeemable, non-convertible debentures of face value of ₹ 1,000 each and unsecured, subordinated, redeemable, non – convertible debentures eligible as Tier II capital of face value ₹ 1,000 each aggregating upto ₹ 7,50,000 lakhs ("NCDs") through one or more tranches (the "Issue"), which has been approved by the Board of Directors of the Company by taking into consideration the requirements of :
  - a. section 26(1)(b)(i) of the Companies Act 2013 read with rule 4 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014; and
  - b. the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended ('the SEBI Debt Regulations') issued by Securities and Exchange Board of India ('SEBI').

## Management's Responsibility

2. The preparation of Reformatted Standalone Financial Information is the responsibility of the Company's Management. Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of Reformatted Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the requirements of Section 26(1)(b)(i) of the Companies Act, 2013 read with Rule 4 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the SEBI Debt Regulations issued by SEBI.



Tata Capital Financial Services Limited  
16 August 2018  
Page 2 of 4

3. The Reformatted Standalone Financial Information have been extracted by the management from the audited standalone financial statements of the Company for the years ended 31 March 2018, 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014, which were approved by Board of Directors of the Company on 30 April 2018, 28 April 2017, 2 May 2016, 8 May 2015 and 8 May 2014 respectively.

#### Auditor's Responsibility

4. We have examined the Reformatted Standalone Financial Information taking into consideration:
  - a. the terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 22 June 2018 in connection with the Issue;
  - b. requirements of Section 26(1)(b)(i) of the Companies Act, 2013 read with provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the SEBI Debt Regulations; and
  - c. Guidance Note on Reports or Certificates for Special Purposes and Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India (ICAI) ("The Guidance Note"). The Guidance Note requires, *inter alia*, that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC 1), Quality Control of Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Service Engagements.

5. As stated in our audit report referred to in paragraph 3 above, we conducted our audit for the year ended 31 March 2018 in accordance with the Standards on Auditing specified under Section 143 (10) of the Companies Act, 2013 issued by the Institute of Chartered Accountants of India, as applicable. Those Standards require we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and fair presentation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.





The audit of the standalone financial statements of the Company for the financial years ended 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014 were conducted and reported upon by the previous auditor, Deloitte Haskins & Sells LLP, Chartered Accountants, and accordingly reliance has been placed on the Reformatted Standalone Financial Information examined by them for the years ended 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014. The Examination report included for these years, i.e. years ended 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014 are based solely on the report dated 16 August 2018 submitted by Deloitte Haskins & Sells LLP, Chartered Accountants.

### Opinion

6. In accordance with the requirements of section 26(1)(b)(i) of the Companies Act 2013 read with rule 4(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the SEBI Debt Regulations, the Guidance note and the terms of our engagement agreed with you, we report that:

The Reformatted Standalone Financial Information of the Company as at and for the years ended 31 March 2018 examined by us and for each of the years ended 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014 examined by previous auditor, Deloitte Haskins & Sells LLP, Chartered Accountants and accordingly, reliance has been placed on the Reformatted Standalone Financial Information examined by them, as set out in Annexure I to III to this report are accurately extracted from the audited standalone financial statements of the Company for the years ended 31 March 2018, 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014.

7. Based on our examination as above, we further report that:
- a. the Reformatted Standalone Financial Information have to be read in conjunction with the notes given in Annexure IV;
  - b. the figures of earlier years have been regrouped (but not restated retrospectively for changes in accounting policies), wherever necessary, to conform primarily to the requirements of the Schedule III to the Companies Act, 2013; and
  - c. in the preparation and presentation of Reformatted Standalone Financial Information based on audited standalone financial statements as referred to in paragraph 3 and 5 above, no adjustments have been made for any events occurring subsequent to dates of the audit reports specified in paragraph 3 above.
8. The examination report of the previous auditor for the year ended 31 March 2017 states that 'The standalone financial statements of the Company for the year ended 31 March 2017, included an emphasis of matter paragraph which describes the reduction of share capital in accordance with section 52 of the Companies Act, 2013 read with sections 100 to 103 of the Companies Act, 1956 approved by the Hon'ble High Court of Judicature at Mumbai with regard to appropriating an amount of Rs. 40,558 lakh (net-off taxes, as applicable), standing to the credit of Securities Premium Account to the Statement of Profit and Loss'. The opinion of the previous auditor was not modified in respect of this matter.



### Other Financial Information

9. At the Company's request, we have also examined the following financial information proposed to be included in the Offering Documents prepared by management and approved by the Board of Directors of the Company and annexed to this report relating to the Company for the years ended 31 March 2018 and for each of the years ended 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014 examined by previous auditor Deloitte Haskins & Sells LLP, Chartered Accountants and accordingly, reliance has been placed on the Reformatted Standalone Financial Information examined by them:
- a) Statement of accounting ratios, as appearing in Annexure V
  - b) Statement of dividend paid/proposed, rates of dividend, as appearing in Annexure VI
  - c) Statement of capitalisation, as appearing in Annexure VII
10. In our opinion and based on report issued by previous auditor, the Reformatted Standalone Financial Information and other financial information as disclosed in the Annexures to this report read with the significant accounting policies and notes disclosed in Annexure IV has been prepared in accordance with the requirements of section 26(1)(b)(i) of the Companies Act 2013 read with rule 4(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the SEBI Debt Regulations and the Guidance Note.
11. This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us nor should this be construed as a new opinion on any of the financial statements referred to herein.
12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

### Restrictions of use

13. This report is intended solely for use of the management for inclusion in the Offering Documents to be filed with Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited and Registrar of Companies, Maharashtra (RoC), as applicable, prepared in connection with the Issue of the Company. Our report should not be used, referred to or distributed for any other purpose without our prior written consent.

For B S R & Co. LLP  
*Chartered Accountants*  
Firm's Registration No: 101248W/W-100022



**Venkataramanan Vishwanath**  
*Partner*  
Membership No: 113156

**TATA CAPITAL FINANCIAL SERVICES LIMITED**  
**REFORMATTED BALANCE SHEET**

Particulars	Note No.	As at	As at	As at	As at	As at
		March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
		Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh
<b>I. EQUITY AND LIABILITIES</b>						
<b>1. Shareholders' funds</b>						
(a) Share Capital	3	281,755	224,255	145,755	129,755	129,755
(b) Reserves and Surplus	4	214,383	182,153	213,309	198,668	189,277
		<b>496,138</b>	<b>406,408</b>	<b>359,064</b>	<b>328,423</b>	<b>319,032</b>
<b>2. Non-current liabilities</b>						
(a) Long-term borrowings	5	1,286,761	945,684	1,185,472	1,007,462	788,751
(b) Other long-term liabilities	6	841	7,019	13,513	11,298	6,156
(c) Long-term provisions	7	25,795	36,482	33,000	22,405	11,487
		<b>1,313,397</b>	<b>989,185</b>	<b>1,231,985</b>	<b>1,041,165</b>	<b>806,394</b>
<b>3. Current liabilities</b>						
(a) Short-term borrowings	8	1,293,081	1,006,630	973,269	707,776	641,167
(b) Trade payables	9	-	-	-	-	-
(i) Total outstanding dues of micro enterprises and small enterprises	9(a)	-	-	-	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		52,497	44,538	34,288	23,717	21,725
(c) Other current liabilities	10	682,314	897,201	476,355	485,038	541,293
(d) Short-term provisions	11	90,685	106,050	52,165	38,940	19,022
		<b>2,118,577</b>	<b>2,054,419</b>	<b>1,536,078</b>	<b>1,255,472</b>	<b>1,223,207</b>
<b>TOTAL</b>		<b>3,928,112</b>	<b>3,450,012</b>	<b>3,127,126</b>	<b>2,625,059</b>	<b>2,348,633</b>
<b>II. ASSETS</b>						
<b>1. Non-Current assets</b>						
(a) Property, plant and equipment	12					
(i) Tangible assets		69,000	77,052	62,218	49,902	36,319
(ii) Intangible assets		2,314	1,109	8,705	8,705	8,015
(iii) Capital work-in-progress		101	518	149	663	88
(iv) Intangible assets under development		39	655	240	-	-
		<b>71,454</b>	<b>79,334</b>	<b>71,312</b>	<b>59,270</b>	<b>44,422</b>
(b) Non-current investments	13	30,600	26,109	90,304	88,685	27,324
(c) Deferred tax assets (net)	14	37,568	43,483	21,811	15,841	7,560
(d) Long-term Loans and advances - financing activity	15	1,712,458	1,515,844	1,389,088	1,067,230	975,838
(e) Long-term Loans and advances - others	16	31,226	21,511	26,571	18,898	14,098
(f) Other non-current assets	17	7,436	7,078	5,489	3,666	3,081
		<b>1,819,288</b>	<b>1,614,025</b>	<b>1,533,263</b>	<b>1,194,320</b>	<b>1,027,901</b>
<b>2. Current assets</b>						
(a) Current investments	13	170	794	2,924	1,048	21,958
(b) Trade receivables	18	6,246	2,049	1,426	1,213	1,671
(c) Cash and bank balances	19	12,534	7,340	4,498	4,359	26,013
(d) Short-term Loans and advances - financing activity	15	1,978,866	1,704,903	1,490,592	1,338,793	1,209,270
(e) Short-term Loans and advances - others	20	23,953	26,603	11,496	16,228	11,338
(f) Other current assets	21	15,601	14,964	11,614	9,827	6,060
		<b>2,037,370</b>	<b>1,756,653</b>	<b>1,522,551</b>	<b>1,371,468</b>	<b>1,276,310</b>
<b>TOTAL</b>		<b>3,928,112</b>	<b>3,450,012</b>	<b>3,127,126</b>	<b>2,625,059</b>	<b>2,348,633</b>

See accompanying notes forming part of the financial statements

**TATA CAPITAL FINANCIAL SERVICES LIMITED**  
**REFORMATTED STATEMENT OF PROFIT AND LOSS**

Particulars	Note No.	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017	For the Year Ended March 31, 2016	For the Year Ended March 31, 2015	For the Year Ended March 31, 2014
		Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh
I Revenue from operations	22	420,701	384,660	317,810	279,036	260,835
II Investment income	23	249	5,548	6,155	9,915	6,613
III Other income	24	34,587	28,996	23,169	17,588	10,865
<b>IV Total Revenue (I + II + III)</b>		<b>455,537</b>	<b>419,204</b>	<b>347,134</b>	<b>306,539</b>	<b>278,313</b>
<b>V Expenses :</b>						
Finance costs	25	223,074	221,162	194,116	181,944	169,004
Employee benefit expenses	26	39,721	35,258	27,659	21,519	18,641
Other operating expenses	27	94,327	114,715	73,991	67,441	55,728
Depreciation and amortisation	12	23,637	14,273	11,777	9,511	5,917
Amortisation of expenses	21(a)	598	549	543	1,091	950
<b>Total expenses</b>		<b>381,357</b>	<b>385,957</b>	<b>308,086</b>	<b>281,506</b>	<b>250,240</b>
<b>VI Profit before tax (IV - V)</b>		<b>74,180</b>	<b>33,247</b>	<b>39,048</b>	<b>25,033</b>	<b>28,073</b>
<b>VII Tax expense</b>						
(1) Current tax		20,007	19,618	18,438	14,909	13,189
(2) Deferred tax		5,915	(7,969)	(5,969)	(8,609)	(2,329)
<b>Net tax expense</b>		<b>25,922</b>	<b>11,649</b>	<b>12,469</b>	<b>6,300</b>	<b>10,860</b>
<b>VIII Profit for the year (VI - VII)</b>		<b>48,258</b>	<b>21,598</b>	<b>26,579</b>	<b>18,733</b>	<b>17,213</b>
<b>IX Earnings per equity share:</b>						
(1) Basic (in Rupees)		2.90	1.27	2.03	1.44	1.33
(2) Diluted (in Rupees)		2.90	1.27	2.03	1.44	1.33
Face Value per share (in Rupees)		10	10	10	10	10
See accompanying notes forming part of the financial statements						

**TATA CAPITAL FINANCIAL SERVICES LIMITED**  
**REFORMATTED CASH FLOW STATEMENT**

Particulars	Note No.	For the Year Ended	For the Year Ended	For the Year Ended	For the Year Ended	For the Year Ended
		March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
		Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh
<b>1 CASH FLOW USED IN OPERATING ACTIVITIES</b>						
Profit before tax		74,180	33,247	39,048	25,033	28,073
<b>Adjustments for :</b>						
Amortisation of share/debenture issue expenses/loan processing expenses		598	549	543	1,091	950
Depreciation and amortisation		23,637	14,273	11,777	9,511	5,917
Loss/(profit) on sale of fixed assets (net)		(1,059)	3,288	919	2	209
Interest expenses		180,425	172,902	155,063	137,024	132,863
Discounting charges on commercial paper		42,201	46,723	35,835	42,384	33,159
Discounting charges on Collateralised Borrowings and Lending Obligations (CBLO)		-	1,130	2,847	1,748	457
Discounting charges on debentures		448	407	371	788	2,525
Interest income		(383,858)	(352,966)	(294,492)	(260,014)	(245,953)
Income from investments		(249)	(5,548)	(6,155)	(9,915)	(6,613)
Interest income on fixed deposits		(30)	-	-	-	(1,084)
Loss on sale of Non-current Investments		-	1,248	-	1,073	-
Loss on sale of Current Investments (Net)		60	-	-	-	-
Amortisation of premium of forward foreign exchange cover		128	-	-	-	-
Provision for leave encashment		79	257	70	152	19
Reversal of provision for diminution in value of investments (net)		954	(72)	(2,729)	(6,593)	7,750
Provision against trade receivables		230	-	-	-	-
Contingent provision against standard assets		3,664	3,008	2,467	460	316
Reversal of contingent provision against restructured advances (net)		(1,409)	(827)	(429)	369	2,769
Provision against assets held for sale		1,405	1,378	200	89	-
Provision against other doubtful advances		0	-	-	-	-
Provision for doubtful loans (net)		26,844	56,686	33,585	39,640	14,074
<b>Operating Loss before working capital changes and adjustments for interest received, interest paid and dividend received</b>		<b>(31,752)</b>	<b>(24,317)</b>	<b>(21,080)</b>	<b>(17,158)</b>	<b>(24,569)</b>
<b>Adjustments for :</b>						
Increase in trade receivables		(2,587)	(578)	(213)	631	(212)
Increase in Loans and advances - financing activity		(523,552)	(388,089)	(480,097)	(251,272)	(137,083)
Increase in Loans and advances - others		(8,775)	(5,932)	(2,173)	(4,293)	1,762
Increase in other liabilities and provisions		18,443	20,065	16,339	8,735	578
<b>Cash used in operations before adjustments for interest received, interest paid and dividend received</b>		<b>(548,223)</b>	<b>(398,851)</b>	<b>(487,223)</b>	<b>(263,357)</b>	<b>(159,524)</b>
Interest paid		(231,553)	(210,790)	(172,173)	(174,977)	(172,339)
Interest received		384,342	351,686	294,214	260,357	245,601
Dividend received		249	137	640	851	1,647
<b>Cash used in operations</b>		<b>(395,185)</b>	<b>(257,819)</b>	<b>(364,542)</b>	<b>(177,126)</b>	<b>(84,615)</b>
Taxes paid		(18,915)	(17,868)	(18,380)	(15,160)	(16,480)
<b>NET CASH USED IN OPERATING ACTIVITIES</b>		<b>(414,100)</b>	<b>(275,686)</b>	<b>(382,922)</b>	<b>(192,286)</b>	<b>(101,095)</b>
<b>2 CASH FLOW FROM INVESTING ACTIVITIES</b>						
Purchase of fixed assets (including capital advances)		(30,835)	(32,456)	(29,310)	(33,528)	(21,101)
Proceeds from sale of fixed assets		7,302	2,023	1,595	2,135	1,025
Purchase of long-term investments		(4,334)	(1,075)	(2,372)	(43,751)	(32,484)
Purchase of mutual fund units		(389,500)	(1,714,480)	(2,879,500)	(3,079,000)	(4,704,400)
Proceeds from redemption of mutual fund units		389,572	1,713,989	2,880,411	3,079,616	4,704,567
Proceeds from sale of long-term investments		404	57,115	2,445	30,218	9,426
Fixed deposits with banks having maturity over 3 months		(4,404)	-	(2)	-	(2,000)
Fixed deposits matured		-	-	-	-	12,000
<b>NET CASH (USED IN) / FROM INVESTING ACTIVITIES</b>		<b>(31,795)</b>	<b>25,116</b>	<b>(26,733)</b>	<b>(44,310)</b>	<b>(32,967)</b>
<b>3 CASH FLOW FROM FINANCING ACTIVITIES</b>						
Issue of Compulsory Convertible Cumulative Preference share capital		57,500	78,500	16,000	-	-
Share issue / debenture issue / loan processing expenses		(539)	(984)	(725)	(392)	(527)
Interim dividend paid on equity and preference shares (including dividend distribution tax)		(15,968)	(12,119)	(21,280)	(7,591)	(4,524)
Proceeds from short-term borrowings with maturity period greater than three months		1,049,412	596,289	515,253	537,826	309,476
Repayment of short-term borrowings with maturity period greater than three months		(722,347)	(567,611)	(512,271)	(702,988)	(271,970)
Net proceeds from short-term borrowings with maturity period less than or equal to three months		(39,955)	3,265	262,834	229,936	15,716
Proceeds from long-term borrowings		1,044,462	763,200	697,320	791,400	627,595
Repayment of long-term borrowings		(925,880)	(607,130)	(547,390)	(633,250)	(526,132)
<b>NET CASH FROM FINANCING ACTIVITIES</b>		<b>446,685</b>	<b>253,410</b>	<b>409,741</b>	<b>214,941</b>	<b>149,633</b>
<b>NET INCREASE/ (DECREASE) IN CASH AND CASH EQUIVALENTS</b>		<b>790</b>	<b>2,840</b>	<b>86</b>	<b>(21,655)</b>	<b>15,571</b>
<b>CASH AND CASH EQUIVALENTS AS AT THE BEGINNING OF THE YEAR</b>		<b>7,284</b>	<b>4,444</b>	<b>4,358</b>	<b>26,013</b>	<b>10,441</b>
<b>CASH AND CASH EQUIVALENTS AS AT THE END OF THE YEAR</b>		<b>8,074</b>	<b>7,284</b>	<b>4,444</b>	<b>4,358</b>	<b>26,012</b>
<b>Reconciliation of cash and cash equivalents as above with cash and bank balances</b>						
Cash and Cash equivalents at the end of the year as per above		8,074	7,284	4,444	4,358	26,012
Add : Restricted Cash [Refer note 19(iii)]		53	53	51	1	1
Add: Fixed deposits with original maturity over 3 months		4,407	3	3	-	-
<b>CASH AND BANK BALANCES AS AT THE END OF THE YEAR (REFER NOTE 19)</b>		<b>12,534</b>	<b>7,340</b>	<b>4,498</b>	<b>4,359</b>	<b>26,013</b>

See accompanying notes forming part of the financial statements

**1. CORPORATE INFORMATION**

Tata Capital Financial Services Limited (the "Company") is a wholly owned subsidiary of Tata Capital Limited and a Systemically Important Non Deposit Accepting Non-Banking Finance Company ("NBFC"), holding a Certificate of Registration from the Reserve Bank of India ("RBI") dated November 4, 2011.

**2. SIGNIFICANT ACCOUNTING POLICIES**

**i. Basis for preparation of accounts**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India ("Indian GAAP") to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 and the relevant provisions of the Companies Act 2013 (the "Act"), as applicable. Further, the Company follows the Reserve Bank of India ("RBI") Directions issued for Non-Banking Financial Companies ("NBFC"). The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

Current assets do not include elements which are not expected to be realised within one year and current liabilities do not include items which are due after one year.

**ii. Use of Estimates**

The preparation of financial statements require the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses for the reporting period. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in the current and future periods. Example of such estimates includes provision for non - performing loans, provision for employee benefit plans and provision for income taxes.

**iii. Revenue recognition**

**a. Income on Loan transactions**

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the interest rate applicable, except that no income is recognised on non-performing assets as per the prudential norms for income recognition issued by the RBI for NBFCs. Interest income on such assets is recognised on receipt basis.

Upfront / processing fees collected from the customer for processing loans are primarily towards documentation charges. These are accounted as income when the amount becomes due provided recovery thereof is reasonably certain.

Dealer subvention income and service charges are collected at the time of inception of the contract. These are accounted over the tenure of the loan in the proportion of interest earned to total interest receivable during the tenure of loans.

**b. Income from Non-current and Current Investments**

Income from dividend on shares of corporate bodies and units of mutual funds is accounted on accrual basis when the Company's right to receive dividend is established.

Interest income on bonds and debentures is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Premium / Discount on investments, which is the difference between the acquisition cost and face value of debt instrument is recognised as interest income over the tenor of the instruments.

Redemption premium on investments (except on preference shares) is recognised as income over the tenor of the investment.

**c. Income from Services**

Fees for financial advisory services are accounted based on stage of completion of assignments, when there is reasonable certainty of its ultimate realisation.

**d. Income from distribution of financial products**

Revenue from brokerage is recognised when the service is performed. Trail brokerage is recognised at the end of the measurement period when the pre-defined thresholds are met. Revenue is net of taxes and sub-brokerage.

Sourcing income is recognised on accrual basis when there is a reasonable certainty of its ultimate realisation.

**e. Lease income**

Assets given on operating lease are capitalised at cost. Rentals received or receivable by the Company are recognised in the Statement of Profit and Loss on a straight-line basis over the lease term, provided recovery is certain

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.

**iv. Provisions for Standard/Non-Performing Assets and Doubtful Debts**

The Company provides an allowance for loan receivables and debentures/bonds in the nature of advance based on the prudential norms issued by the Reserve Bank of India ('RBI') relating to income recognition, asset classification and provisioning for non-performing assets. The provision for standard assets is made as per prudential norms prescribed by RBI, through master directions or notifications as amended. In addition to the abovementioned provisioning norms as prescribed by RBI, the Company also fully provides for/ writes off the entire receivables as per the Guidelines approved by the Board of Directors from time to time, where any of the installments are overdue :

- for a period exceeding 27 months for loan against property
- for a period exceeding 11 months for construction equipments, auto and commercial vehicles
- for a period exceeding 10 months for two wheeler and personal loan and
- for a period exceeding 6 months for consumer durables

During the previous financial years March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014, the eastwhile policy stated - The Company provides an allowance for loan receivables and debentures/bonds in the nature of advance based on the prudential norms issued by the Reserve Bank of India ('RBI') relating to income recognition, asset classification and provisioning for non-performing assets. The provision for standard assets is made as per prudential norms prescribed by RBI, through master directions or notifications as amended. In addition to the abovementioned provisioning norms as prescribed by RBI, the Company also fully provides for/ writes off the entire receivables, where any of the installments are overdue :

- for a period exceeding 11 months for construction equipments, auto and commercial vehicles
- for a period exceeding 10 months for two wheeler and personal loan and
- for a period exceeding 6 months for consumer durables

In addition, the Company provides for Restructured Assets (Standard Assets and Non-performing) as required by the directions issued by the RBI from time to time.

**v. Investments**

Investments are classified into non-current and current investments.

**a. Non-current investments**

Non-current investments are investments intended to be held for a period of more than a year. Non-current investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments.

**b. Current investments**

Current investments are investments intended to be held for a period of less than a year. Current investments are stated at the lower of cost and market value, determined on an individual investment basis.

**vi. Property, plant and equipment**

**a. Tangible:**

Tangible property, plant and equipment acquired by the Company are reported at acquisition cost, with deductions for accumulated depreciation and impairment losses, if any.

The acquisition cost includes any cost attributable for bringing asset to its working condition, which comprises of purchase consideration, other directly attributable costs of bringing the assets to their working condition for their intended use and attributable interest.

The Company has adopted the provisions of para 46 / 46A of AS 11 (The Effects of Changes in Foreign Exchange Rates), accordingly, exchange differences arising on restatement / settlement of long-term foreign currency borrowings relating to acquisition of depreciable property, plant and equipment are adjusted to the cost of the respective assets and depreciated over the remaining useful life of such assets

**b. Intangible:**

Acquired intangible assets other than Goodwill are measured at cost less amortisation.

Goodwill is stated at cost. Goodwill comprises the portion of a purchase price for an acquisition that exceeds the market value of the identifiable assets, with deductions for liabilities, calculated on the date of acquisition.

Expenses on software support and maintenance are charged to the Statement of Profit and Loss during the year in which such costs are incurred.

**c. Capital work-in-progress:**

Projects under which tangible fixed assets are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

**d. Intangible assets under development:**

Expenditure on development eligible for capitalisation is carried as Intangible assets under development where such assets are not yet ready for their intended use.

**vii. Depreciation and Amortisation**

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on tangible fixed assets 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, Computer Equipment networking assets, electrical installation and equipments and Vehicles, in whose case the life of the assets has been 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.

Purchased software / licenses are amortised over the period the benefits are expected to accrue, while Goodwill is tested for impairment at each Balance Sheet date. An impairment loss is recognised if the carrying amount of Goodwill exceeds its recoverable amount.

All capital assets with individual value less than Rs 5,000 are depreciated fully in the year in which they are purchased.

Estimated useful life considered by the Company are:

Asset	Estimated Useful Life	As per Schedule II
Leasehold Improvements	As per lease period	As per lease period
Construction Equipment	2 to 13.5 years	15 years
Furniture and Fixtures	Owned : 10 years Leased : 3 to 7 years	10 years
Computer Equipment	Owned : 3 to 4 years Leased: 2 to 4 years	3 years
Office Equipment	Owned : 5 years Leased : 3 to 5 years	5 years
Vehicles	Owned : 4 years Leased : 1 to 5 years	6 years
Software Licenses	Owned : 1 to 10 years Leased : 1 to 3 years	10 Years
Buildings	25 years	60 years
Plant & Machinery	Owned : 10 years Leased : 2 to 15 years	15 years
Railway Wagons	Leased : 6 years	15 years
Electrical Installation & Equipments	Leased : 3 to 6 years	10 years
Networking Assets	Leased : 2 to 4 years	6 years

**viii. Leases**

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.

**ix. Assets held for sale**

An asset is classified as held for sale if its carrying amount will be recovered or settled principally through a sale transaction rather than through continuing use. Assets classified as held for sale are measured at the lower of carrying amount and fair value. In the event an asset held for sale is acquired in settlement of an existing claim or existing asset, it is initially recorded in the books at its fair value or value of the asset given up, whichever is better determined. Impairment losses on initial classification as held for sale and losses on subsequent re-measurements are charged to the Statement of Profit and Loss. No depreciation is charged on assets classified as held for sale.

**x. Borrowing costs**

Ancillary costs in the nature of loan processing charges and debenture issue expenses are amortised on straight line method over the tenor of the loan/debenture from the month in which the Company has incurred the expenditure.

**xi. Loan sourcing costs**

Sourcing costs are amortised over the average tenor of the loan which varies based on products financed.

**xii. Share issue expenses**

Share issue expenses are adjusted against the Securities Premium Account as permissible under Section 52 of the Companies Act, 2013, to the extent any balance is available for utilisation in the Securities Premium Account. Share issue expenses in excess of the balance in the Securities Premium Account are expensed in the Statement of Profit and Loss.



**xiii. Employee Benefits**

Employee benefits include provident fund, superannuation fund, employee state insurance scheme, gratuity fund, compensated absences, long service awards and post-employment medical benefits.

**Defined contribution plans**

The eligible employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' salary), which is recognised as an expense in the Statement of Profit and Loss in the year in which they occur. The contributions as specified under the law are paid to the provident fund set up as irrevocable trust by the Company. The Company is generally 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 under the employee provident scheme, 1952 is recognised as an expense in the year in which it is determined.

The Company's contribution to superannuation fund and employee state insurance scheme are considered as defined contribution plans and are 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**

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. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the year in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become 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 year 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.

**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.

**xiv. Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognised when the Company has present obligations, as result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised but disclosed in the financial statements. A Contingent asset is neither recognised nor disclosed in the financial statements.

**xv. Impairment of Assets**

At each Balance Sheet date, the Company reviews, whether there is any indication of impairment of an asset. If any such condition exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss (if any).

Recoverable amount of the asset is the higher of an asset's net selling price and value in use. In assessing the value in use, the estimated future cash flow expected from continuing use of the asset and from its disposal is discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risk specific to the asset. If the recoverable amount of an asset is estimated to be less than the carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life. A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased above the lower of recoverable amount and the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

**xvi. Foreign currency transactions and translations**

**Accounting of forward contracts :-**

Premium/discount on forward exchange contracts, which are not intended for trading or speculation purposes, are amortised over the period of the contracts if such contracts relate to monetary items as at the Balance Sheet date.

**Initial recognition :-**

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

**Measurement at the Balance Sheet date :-**

Foreign currency monetary items (other than derivative contracts) of the Company, outstanding at the Balance Sheet date are restated at the year-end rates. Non-monetary items of the Company are carried at historical cost.

The exchange differences arising on settlement / restatement of long-term foreign currency monetary items are capitalised as part of the depreciable fixed assets to which the monetary item relates and depreciated over the remaining useful life of such assets.

**xvii. Taxation**

**Income Tax**

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provision of the Income Tax Act, 1961 and other applicable tax laws.

Deferred tax corresponds to the net effect of tax on all timing differences, which occur as a result of items being allowed for income tax purposes during a year different from when they were recognised in the financial statements.

Deferred tax is recognised on the timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward losses and items relating to capital losses, Deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realisability.

Current and Deferred tax relating to items directly recognised in reserves are recognised in reserves and not in the Statement of Profit and Loss.

**xviii. Goods and Services tax input credit**

Goods & Service tax input credit is accounted for in the books in the year in which the underlying goods or service are received and paid and there is reasonable certainty in availing / utilizing the credits

**xix. Operating Cycle**

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non current.

**xx. Business segment**

The Company's reportable segments consist of "Financing Activity", "Investment Activity" and "Others". 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 reportable segment. Expenses not directly identifiable to each of the segments have been allocated to each segment on the basis of associated revenues of each segment. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses.

Assets and liabilities that are directly attributable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable.

**xxi. Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**xxii. Earnings Per Share**

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the year, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

**xxiii. Securitised/Assignment Loans and Securitisation/Assignment Liabilities**

Securitised/ Assigned assets are derecognised, if and only if, the Company loses control of the contractual rights that comprise the corresponding pools or mortgages transferred. Transfers of pools of mortgages under the current programs involve transfer of proportionate shares in the pools of mortgages. Such transfers result in de-recognition only of that proportion of the mortgages that meet the de-recognition criteria. The portion retained by the Company continues to be accounted for as loans as described above. As stated in the Guidance Note on Accounting for Securitisation issued by the Institute of Chartered Accountants of India, on de-recognition, the difference between the book value of the securitised/ assigned asset and consideration received is recognised as gain arising on securitization/ assignment in the Statement of Profit and Loss over the balance maturity period of the pool transferred. Losses, if any, arising from such transactions, are recognised immediately in the Statement of Profit and Loss.

**xxiv. Dividend (including dividend distribution tax)**

Interim dividend declared to equity and / or preference shareholders, if any, is recognised as liability in the period in which the said dividend has been declared by the Directors. Final proposed dividend declared to equity and / or preference shareholders, if any, is recognised in the period in which the said dividend has been approved by the Shareholders.

3. SHARE CAPITAL

PARTICULARS	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh
<b>AUTHORISED</b>					
2,500,000,000 (as at March 31, 2017: 2,500,000,000 shares; as at March 31, 2016: 2,500,000,000 shares; as at March 31, 2015: 2,500,000,000 shares; as at March 31, 2014: 2,500,000,000 shares) Equity shares of Rs.10 each	250,000	250,000	250,000	250,000	250,000
3,000,000,000 (as at March 31, 2017: 3,000,000,000 shares; as at March 31, 2016: 1,000,000,000 shares; as at March 31, 2015: NIL; as at March 31, 2014: NIL) Preference shares of Rs.10 each	300,000	300,000	100,000	-	-
	550,000	550,000	350,000	250,000	250,000
<b>ISSUED, SUBSCRIBED &amp; PAID UP</b>					
1,297,550,000 (as at March 31, 2017: 1,297,550,000 shares; as at March 31, 2016: 1,297,550,000 shares; as at March 31, 2015: 1,297,550,000 shares; as at March 31, 2014: 1,297,550,000 shares) Equity shares of Rs.10 each fully paid up	129,755	129,755	129,755	129,755	129,755
945,000,000 (as at March 31, 2017: 945,000,000 shares; as at March 31, 2016: 160,000,000 shares; as at March 31, 2015: NIL; as at March 31, 2014: NIL) 9% Compulsorily Convertible Cumulative Preference shares of Rs.10 each fully paid up	94,500	94,500	16,000	-	-
575,000,000 (as at March 31, 2017: NIL; as at March 31, 2016: NIL; as at March 31, 2015: NIL; as at March 31, 2014: NIL) 8.5% Compulsorily Convertible Cumulative Preference shares of Rs.10 each fully paid up	57,500	-	-	-	-
<b>Total</b>	<b>281,755</b>	<b>224,255</b>	<b>145,755</b>	<b>129,755</b>	<b>129,755</b>

3. (a). Reconciliation of number of shares outstanding

Particulars	No. of shares	Rs in lakh
<b>Equity Shares</b>		
Opening balance as on April 01, 2013	1,297,550,000	129,755
Additions during the year	-	-
Closing Balance as on March 31, 2014	1,297,550,000	129,755
Additions during the year	-	-
Closing Balance as on March 31, 2015	1,297,550,000	129,755
Additions during the year	-	-
Closing Balance as on March 31, 2016	1,297,550,000	129,755
Additions during the year	-	-
Closing Balance as on March 31, 2017	1,297,550,000	129,755
Additions during the year	-	-
<b>Closing Balance as on March 31, 2018</b>	<b>1,297,550,000</b>	<b>129,755</b>
<b>Preference Shares</b>		
Opening balance as on April 01, 2013	-	-
Additions during the year	-	-
Closing Balance as on March 31, 2014	-	-
Additions during the year	-	-
Closing Balance as on March 31, 2015	-	-
Additions during the year	160,000,000	16,000
Closing Balance as on March 31, 2016	160,000,000	16,000
Additions during the year	785,000,000	78,500
Closing Balance as on March 31, 2017	945,000,000	94,500
Additions during the year	575,000,000	57,500
<b>Closing Balance as on March 31, 2018</b>	<b>1,520,000,000</b>	<b>152,000</b>

3. (b). Rights, preferences and restrictions attached to shares

Equity Shares : The Company has one class of equity shares having a face 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 in the ensuing Annual General Meeting, except in case of interim dividend. 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. Tata Sons Limited is the ultimate holding company.

Preference Shares : During the year ended March 31, 2018, the Company has issued 57,50,00,000, 8.50% Compulsorily Convertible Cumulative Preference Shares ("CCCPS") of face value Rs. 10/- each aggregating Rs. 575 crore, which are convertible into equity shares after the completion of 9 years from the date of allotment. However, CCCPS holders have an option to convert all or any part of the holding, into equity shares at any time, prior to the completion of 9 years. Conversion of CCCPS into equity shares will be based on the fair value to be determined by an independent valuer closer to the conversion date. The CCCPS holders have a right to receive dividend, prior to the Equity Shareholders. The dividend proposed by the Board of Directors on the CCCPS is subject to the approval of the shareholders at an Annual General Meeting, except in case of interim dividend. In the event of liquidation, the Preference Shareholders will carry a preferential right over the holder of equity shares for payment of dividend and for payment of capital, in proportion to their shareholding.

During the year ended March 31, 2017, the Company has issued 78,50,00,000, 9% Compulsorily Convertible Cumulative Preference Shares ("CCCPS") of face value Rs. 10/- each aggregating Rs. 785 crore, which are convertible into equity shares after the completion of 9 years from the date of allotment. However, CCCPS holders have an option to convert all or any part of the holding, into equity shares at any time, prior to the completion of 9 years. The CCCPS holders have a right to receive dividend, prior to the Equity Shareholders. The dividend proposed by the Board of Directors on the CCCPS is subject to the approval of the shareholders at an Annual General Meeting, except in case of interim dividend. In the event of liquidation, the Preference Shareholders will carry a preferential right over the holder of equity shares for payment of dividend and for payment of capital, in proportion to their shareholding.

During the year ended March 31, 2016, the Company has issued 160,00,00,000, 9% Compulsorily Convertible Cumulative Preference Shares ("CCCPS") of face value Rs. 10/- each, convertible after 9 years from the date of issue. However, CCCPS holders have an option to convert into equity share at an earlier date. The CCCPS holders have a right to receive dividend, prior to the Equity Shareholders. The dividend proposed by the Board of Directors on the CCCPS is subject to the approval of the shareholders at the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the Preference Shareholders are eligible to receive the remaining assets of the Company before distribution to the Equity Shareholders, in proportion to their shareholding.

Tranch-wise due date details for Compulsorily Convertible Cumulative Preference Shares ("CCCPS")

Date of Allotment	Date of Conversion	No. of Units	Rs in lakh
31-Mar-18	31-Mar-27	150,000,000	15,000
21-Mar-18	21-Mar-27	250,000,000	25,000
8-Mar-18	8-Mar-27	100,000,000	10,000
29-Dec-17	29-Dec-26	75,000,000	7,500
31-Mar-17	31-Mar-26	100,000,000	10,000
28-Feb-17	28-Feb-26	200,000,000	20,000
29-Dec-16	29-Dec-25	100,000,000	10,000
28-Sep-16	28-Sep-25	100,000,000	10,000
28-Jun-16	28-Jun-25	285,000,000	28,500
23-Mar-16	23-Mar-25	125,000,000	12,500
29-Sep-15	29-Sep-24	35,000,000	3,500
<b>Total</b>		<b>1,520,000,000</b>	<b>152,000</b>

The CCCPS holders may, at any time prior to the aforesaid period of conversion, requesting the conversion of all or any part of its holding into Equity Shares.

3. (c). Investment by Tata Capital Limited (Holding company). The entire share capital is held by Tata Capital Limited and its nominees.

Name of company	Particulars of issue	No. of shares	Rs in lakh
Tata Capital Limited (Holding Company) Equity Shares	Opening Balance as on April 1, 2013	1,297,550,000	129,755
	Closing Balance as on March 31, 2014	1,297,550,000	129,755
	Closing Balance as on March 31, 2015	1,297,550,000	129,755
	Closing Balance as on March 31, 2016	1,297,550,000	129,755
	Closing Balance as on March 31, 2017	1,297,550,000	129,755
	<b>Closing Balance as on March 31, 2018</b>	<b>1,297,550,000</b>	<b>129,755</b>
	Preference Shares	Opening Balance as on April 1, 2013	-
Closing Balance as on March 31, 2014		-	-
Closing Balance as on March 31, 2015		-	-
"Rights" issue during the FY 2015-16		160,000,000	16,000
Closing Balance as on March 31, 2016		160,000,000	16,000
"Rights" issue during the FY 2016-17		785,000,000	78,500
Closing Balance as on March 31, 2017		945,000,000	94,500
"Rights" issue during the FY 2017-18		575,000,000	57,500
<b>Closing Balance as on March 31, 2018</b>		<b>1,520,000,000</b>	<b>152,000</b>

**4. RESERVES AND SURPLUS**

PARTICULARS	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
	Rs in lakh		Rs in lakh		Rs in lakh		Rs in lakh		Rs in lakh	
<b>(a) Securities Premium Account</b>										
Opening Balance		88,865		129,500		129,500		129,500		129,500
Less : Adjustment pursuant to Reduction of Share Capital	-		(54,260)		-		-		-	
Add : Adjustment of Tax pursuant to Reduction of Share Capital	-		13,702		-		-		-	
Less : Share issue expenses written-off	(60)	(60)	(77)	(40,635)	-	-	-	-	-	-
<b>Closing Balance</b>		<b>88,805</b>		<b>88,865</b>		<b>129,500</b>		<b>129,500</b>		<b>129,500</b>
<b>(b) Debenture Redemption Reserve</b>		<b>30,000</b>		<b>30,000</b>		<b>30,000</b>		<b>30,000</b>		<b>30,000</b>
<b>(c) Special Reserve Account</b>										
Opening Balance		25,750		21,431		16,114		12,339		8,896
Add: Transfer from Surplus in the Statement of Profit and Loss		9,652		4,319		5,317		3,775		3,443
<b>Closing Balance</b>		<b>35,402</b>		<b>25,750</b>		<b>21,431</b>		<b>16,114</b>		<b>12,339</b>
<b>(d) Surplus in Statement of Profit and Loss</b>										
Opening Balance		37,538		32,378		23,054		17,438		11,259
Add: Profit for the year		48,258		21,598		26,579		18,733		17,213
<b>Amount available for Appropriations</b>		<b>85,796</b>		<b>53,976</b>		<b>49,633</b>		<b>36,171</b>		<b>28,472</b>
<b>Less : Appropriations</b>										
- Transfer to Special Reserve Account	(9,652)		(4,319)		(5,317)		(3,775)		(3,443)	
- Interim Dividend on equity shares	(4,541)		(5,839)		(9,732)		(7,785)		(6,488)	
- Dividend on preference shares	(8,726)		(4,230)		(187)		-		-	
- Tax on Interim Dividend	(2,701)	(25,620)	(2,050)	(16,438)	(2,019)	(17,255)	(1,557)	(13,117)	(1,103)	(11,034)
<b>Closing Balance</b>		<b>60,176</b>		<b>37,538</b>		<b>32,378</b>		<b>23,054</b>		<b>17,438</b>
<b>TOTAL - RESERVES AND SURPLUS (a + b + c + d)</b>		<b>214,383</b>		<b>182,153</b>		<b>213,309</b>		<b>198,668</b>		<b>189,277</b>

**Notes:**

The amounts appropriated out of the surplus in the Statement of Profit and Loss are as under:

- Rs. 9,652 lakh (Previous Year March 31, 2017: Rs. 4,319 lakh; Previous Year March 31, 2016: Rs. 5,317 lakh; Previous Year March 31, 2015: Rs. 3,775 lakh; Previous Year March 31, 2014: Rs. 3,443 lakh) to Special Reserve as prescribed by section 45-IC of the Reserve Bank of India Act, 1934, being 20% of the profit after taxes for the year ended March 31, 2018.
- During the year ended March 31, 2018, the Company has declared and paid on July 27, 2017, an interim dividend for financial year 2017-18 on Compulsorily Convertible Cumulative Preference Shares aggregating to Rs. 2,120 lakh and dividend distribution tax thereon of Rs. 431 lakh.
- During the year ended March 31, 2018, the Company has declared and paid on August 22, 2017, a final dividend for financial year 2016-17 on Compulsorily Convertible Cumulative Preference Shares aggregating to Rs. 3 lakh and dividend distribution tax thereon of Rs. 1 lakh.
- During the year ended March 31, 2018, the Company has declared on March 20, 2018 and paid on March 21, 2018, an interim dividend for financial year 2017-18 on Compulsorily Convertible Cumulative Preference Shares aggregating to Rs. 6,603 lakh (Previous Year : 4,230 lakh) and dividend distribution tax thereon of Rs. 1,344 lakh (Previous Year : 861 lakh).
- During the year ended March 31, 2018, the Company has declared on March 20, 2018 and paid on March 21, 2018, an interim dividend on equity shares of Re. 0.35 per share (Previous Year : Re. 0.45 per share) aggregating to Rs. 4,541 lakh (Previous Year : Rs. 5,839 lakh) and dividend distribution tax thereon of Rs. 925 lakh (Previous Year : Rs. 1,189 lakh).
- During the year ended March 31, 2017, on March 22, 2017, the Company has declared and paid on March 23, 2017, an interim dividend of Re. 0.45 per share (Previous Year : Re. 0.75 per share) aggregating to Rs. 5,839 lakh (Previous Year : Rs. 9,732 lakh) and dividend distribution tax thereon of Rs. 1,189 lakh (Previous Year : Rs. 1,981 lakh).
- During the year ended March 31, 2017, on March 22, 2017, the Company has declared and paid on March 23, 2017, an interim dividend for financial year 2016-17 on Compulsorily Convertible Cumulative Preference Shares aggregating to Rs. 4,230 lakh (Previous Year : 187 lakh) and dividend distribution tax thereon of Rs. 861 lakh (Previous Year : 38 lakh).
- During the year ended March 31, 2016, the Company has declared and paid an interim dividend of Re. 0.75 per share (Previous Year : Re. 0.60 per share) aggregating to Rs. 9,732 Lakh (Previous Year : Rs. 7,785 Lakh) and dividend distribution tax thereon of Rs. 1,981 Lakh (Previous Year : Rs. 1,557 Lakh).
- During the year ended March 31, 2016, the Company has declared and paid an interim dividend for financial year 2015-16 on Compulsorily Convertible Cumulative Preference Shares aggregating to Rs. 187 Lakh (Previous Year : Nil) and dividend distribution tax thereon of Rs. 38 Lakh (Previous Year : Nil).
- During the year ended March 31, 2015, interim dividend of Re.0.60 per share (Previous Year : Re. 0.50 per share) is recognised as amount distributable to equity shareholders aggregating to Rs. 7,785 lakh (Previous Year : Rs. 6,488 lakh) and dividend distribution tax thereon of Rs. 1,557 lakh (Previous Year : 1,103 lakh).
- During the year ended March 31, 2014, interim dividend of Re. 0.50 per share (Previous Year : Re. 0.30 per share) is recognised as amount distributable to equity shareholders. The corresponding amount has been disbursed and tax thereon paid post the Balance Sheet date.

5. LONG-TERM BORROWINGS

PARTICULARS	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh
<b>(a) Debentures</b>					
<b>Secured</b>					
Privately Placed Non-Convertible Debentures [Net of unamortised premium of Rs. 57 lakh (as at March 31, 2017 : Nil; as at March 31, 2016 : Nil; as at March 31, 2015 : Nil; as at March 31, 2014 : Nil)] [Net of unamortised discount of Nil (as at March 31, 2017 : Nil; as at March 31, 2016 : Nil; as at March 31, 2015 : Nil; as at March 31, 2014 : 1 lakh)]	684,267	446,120	752,100	603,460	411,079
Public issue of Non-Convertible Debentures	-	28,818	28,818	28,818	28,818
<b>Unsecured</b>					
Non-Convertible Subordinated Debentures [Net of unamortised discount of Rs. 851 lakh (as at March 31, 2017 : Rs. 1,299 lakh; as at March 31, 2016 : Rs. 1,706 lakh; as at March 31, 2015 : Rs. 2,076 lakh; as at March 31, 2014 : Rs. 2,406 lakh)]	181,194	180,746	158,839	129,469	88,139
Non-Convertible Perpetual Debentures	91,800	60,000	50,000	10,000	10,000
Privately Placed Non-Convertible Debentures	80,000	70,000	35,000	-	-
<b>(b) Term loans</b>					
<b>Secured</b>					
From Banks	104,500	30,000	90,000	175,000	220,000
<b>Unsecured</b>					
From Banks	145,000	130,000	70,000	60,000	30,000
<b>(c) Other loans and advances</b>					
<b>Unsecured</b>					
Inter Corporate Deposits from others	-	-	715	715	715
<b>Total</b>	<b>1,286,761</b>	<b>945,684</b>	<b>1,185,472</b>	<b>1,007,462</b>	<b>788,751</b>

Notes

- 5.1. 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 current assets of the Company.
- 5.2. 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 Company.
- 5.3. Loans and advances from banks are secured by pari passu charge on the receivables of the Company through Security Trustee.

**Terms of repayment of term loans and rate of interest:**

- 5.4 As per terms of agreements loan from banks classified under long-term borrowing, short-term borrowing and current liabilities aggregating Rs. 427,000 lakh (Previous Year March 31, 2017: Rs. 216,000 lakh; Previous Year March 31, 2016: Rs. 245,000 lakh; Previous Year March 31, 2015: Rs. 325,000 lakh; Previous Year March 31, 2014: Rs. 467,500 lakh) are repayable at maturity ranging between 5 and 48 months from the date of respective loan. Rate of interest payable on term loans varies between 7.45 % to 8.40% (Previous Year March 31, 2017 : 7.95 % to 9.15%; Previous Year March 31, 2016 : 9.30% to 10.00%; Previous Year March 31, 2015 : 9.40% to 10.50%; Previous Year March 31, 2014 : 9.95% to 10.50%)

5. 5. Particulars of Privately Placed Secured Non-Convertible Debentures ("NCDs") outstanding as on March 31, 2018

Description of NCDs	Issue Date	Redemption Date	As at March 31, 2018*		As at March 31, 2017*	
			Number of NCDs	Rs in lakh	Number of NCDs	Rs in lakh
TCFSL NCD AF FY 2014-15-Option-I	8-Dec-14	6-Dec-24	600	6,000	600	6,000
TCFSL NCD AF FY 2014-15-Option-I	8-Dec-14	6-Dec-24	150	1,500	150	1,500
TCFSL NCD AA FY 2014-15	20-Nov-14	20-Nov-24	950	9,500	950	9,500
TCFSL NCD "P" FY 2017-18	22-Jan-18	20-Jan-23	480	4,800	-	-
TCFSL NCD "AH" FY 2012-13	5-Sep-12	5-Sep-22	500	5,000	500	5,000
TCFSL NCD "AL" FY 2016-17	31-Mar-17	31-Mar-22	400	4,000	400	4,000
TCFSL NCD "T" FY 2017-18	20-Jul-17	28-Feb-22	750	7,500	-	-
TCFSL NCD "K" FY 2017-18	16-Aug-17	14-Jan-22	750	7,500	-	-
TCFSL NCD "AG" FY 2016-17	28-Dec-16	28-Dec-21	2,720	27,200	2,720	27,200
TCFSL NCD "G" FY 2016-17	30-May-16	28-May-21	500	3,500	500	2,000
TCFSL NCD "R" FY 2017-18	23-Mar-18	23-Mar-21	2,500	25,000	-	-
TCFSL NCD "AB" FY 2015-16	21-Mar-16	19-Mar-21	100	1,000	100	1,000
TCFSL NCD "AA" FY 2015-16	16-Mar-16	16-Mar-21	70	700	70	700
TCFSL NCD "O" FY 2017-18	12-Jan-18	22-Jan-21	750	7,500	-	-
TCFSL NCD "X" FY 2015-16	16-Dec-15	16-Dec-20	100	1,000	100	1,000
TCFSL NCD "E" FY 2017-18	6-Jul-17	6-Aug-20	500	5,000	-	-
TCFSL NCD "G" FY 2017-18	12-Jul-17	10-Jul-20	250	2,500	-	-
TCFSL NCD "U" FY 2016-17	26-Aug-16	1-Jul-20	150	1,500	150	1,500
TCFSL NCD "D" FY 2017-18	9-Jun-17	9-Jun-20	10,150	101,500	-	-
TCFSL NCD "E" FY 2015-16	5-May-15	5-May-20	3,300	33,000	3,300	33,000
TCFSL NCD "AJ" FY 2016-17	1-Mar-17	28-Feb-20	250	2,500	250	2,500
TCFSL NCD "Q" FY 2017-18	24-Jan-18	24-Jan-20	7,000	70,000	-	-
TCFSL NCD "I" FY 2016-17 Option - II	10-Jun-16	23-Dec-19	130	1,300	130	1,300
TCFSL NCD "AE" FY 2016-17	16-Nov-16	16-Dec-19	750	7,500	750	7,500
TCFSL NCD "AD" FY 2016-17	10-Nov-16	10-Dec-19	230	2,300	230	2,300
TCFSL NCD "AC" FY 2016-17	27-Oct-16	25-Oct-19	350	3,500	350	3,500
TCFSL NCD "L" FY 2017-18	29-Sep-17	27-Sep-19	2,000	20,000	-	-
TCFSL NCD "V" FY 2016-17 - Option II	31-Aug-16	30-Aug-19	250	2,500	250	2,500
TCFSL NCD "R" FY 2016-17	25-Aug-16	23-Aug-19	250	2,500	250	2,500
TCFSL NCD "J" FY 2017-18	7-Aug-17	7-Aug-19	5,500	55,000	-	-
TCFSL NCD "J" FY 2017-18 Further Issuance	1-Sep-17	7-Aug-19	2,478	24,837	-	-
TCFSL NCD "P" FY 2016-17	29-Jul-16	29-Jul-19	100	1,000	100	1,000
TCFSL NCD "O" FY 2016-17	19-Jul-16	19-Jul-19	250	2,500	250	2,500
TCFSL NCD "H" FY 2017-18	18-Jul-17	18-Jul-19	5,000	50,000	-	-
TCFSL NCD "N" FY 2016-17	12-Jul-16	12-Jul-19	2,000	20,000	2,000	20,000
TCFSL NCD "F" FY 2017-18	10-Jul-17	10-Jul-19	1,000	10,000	-	-
TCFSL NCD C FY 2014-15 - Option-II	9-Jul-14	9-Jul-19	350	3,500	350	3,500
TCFSL NCD "I" FY 2016-17- Option I	10-Jun-16	24-Jun-19	250	2,500	250	2,500
TCFSL NCD "B" FY 2017-18	30-May-17	30-May-19	2,250	22,500	-	-
TCFSL NCD "N" FY 2017-18	29-Nov-17	29-May-19	500	5,000	-	-
TCFSL NCD "F" FY 2016-17	24-May-16	24-May-19	250	2,500	250	2,500
TCFSL NCD "Z" FY 2015-16	5-Feb-16	3-May-19	1,000	10,000	1,000	10,000
TCFSL NCD "D" FY 2016-17	20-Apr-16	19-Apr-19	100	1,000	100	1,000
TCFSL NCD "AC" FY 2015-16	31-Mar-16	18-Apr-19	213	2,130	213	2,130
TCFSL NCD "A" FY 2017-18	10-Apr-17	10-Apr-19	10,250	102,500	-	-
TCFSL NCD "B" FY 2016-17	7-Apr-16	8-Apr-19	200	2,000	200	2,000
TCFSL NCD "M" FY 2017-18	16-Nov-17	28-Mar-19	7,500	75,000	-	-
TCFSL NCD "AK" FY 2016-17	27-Mar-17	27-Mar-19	190	1,900	190	1,900
TCFSL NCD "AA" FY 2016-17	6-Oct-16	18-Mar-19	500	5,000	500	5,000
TCFSL NCD "X" FY 2016-17	8-Sep-16	8-Mar-19	2,500	25,000	2,500	25,000
TCFSL NCD "AI" FY 2016-17	8-Feb-17	4-Mar-19	1,000	10,000	1,000	10,000
TCFSL NCD "AH" FY 2016-17	6-Feb-17	6-Feb-19	1,500	15,000	1,500	15,000
TCFSL NCD "Y" FY 2015-16	8-Jan-16	8-Jan-19	250	2,500	250	2,500
TCFSL NCD "C" FY 2017-18	2-Jun-17	30-Nov-18	1,000	10,000	-	-
TCFSL NCD "AF" FY 2016-17	29-Nov-16	29-Nov-18	3,000	30,000	3,000	30,000
TCFSL NCD AA FY 2011-12	21-Oct-11	21-Oct-18	150	1,500	150	1,500
TCFSL NCD "AB" FY 2016-17	14-Oct-16	12-Oct-18	5,450	54,500	5,450	54,500
TCFSL NCD R FY 2011-12	23-Sep-11	23-Sep-18	100	1,000	100	1,000
TCFSL NCD "W" FY 2016-17	6-Sep-16	6-Sep-18	2,500	25,000	2,500	25,000
TCFSL NCD "V" FY 2016-17 - Option I	31-Aug-16	31-Aug-18	300	3,000	300	3,000
TCFSL NCD "S" FY 2015-16	26-Aug-15	24-Aug-18	250	2,500	250	2,500
TCFSL NCD O FY 2013-14	20-Aug-13	20-Aug-18	430	4,300	430	4,300
TCFSL NCD M FY 2011-12	17-Aug-11	17-Aug-18	40	400	40	400



Description of NCDs	Issue Date	Redemption Date	As at March 31, 2018*		As at March 31, 2017*	
			Number of NCDs	Rs in lakh	Number of NCDs	Rs in lakh
TCFSL NCD "S" FY 2016-17	16-Aug-16	16-Aug-18	750	7,500	750	7,500
TCFSL NCD "R" FY 2016-17	12-Aug-16	13-Aug-18	250	2,500	250	2,500
TCFSL NCD "Q" FY 2016-17	2-Aug-16	2-Aug-18	1,500	15,000	1,500	15,000
TCFSL NCD 'Q' FY 2015-16 Option I	13-Jul-15	13-Jul-18	50	500	50	500
TCFSL NCD "L" FY 2015-16	22-Jun-15	22-Jun-18	3,800	38,000	3,800	38,000
TCFSL NCD G FY 2013-14	22-May-13	22-May-18	2,000	20,000	2,000	20,000
TCFSL NCD H FY 2013-14	22-May-13	22-May-18	250	2,500	250	2,500
TCFSL NCD D FY 2013-14	7-May-13	7-May-18	200	2,000	200	2,000
TCFSL NCD E FY 2013-14	7-May-13	7-May-18	500	5,000	500	5,000
TCFSL NCD A FY 2013-14 - Option-I	23-Apr-13	23-Apr-18	850	8,500	850	8,500
TCFSL NCD AK FY 2014-15-Option-II	15-Jan-15	5-Apr-18	59	590	59	590
TCFSL NCD AX FY 2014-15-Option-II	20-Mar-15	3-Apr-18	80	800	80	800
TCFSL NCD BF FY 2012-13	26-Mar-13	26-Mar-18	-	-	50	500
TCFSL NCD "J" FY 2016-17- Option I	15-Jun-16	26-Mar-18	-	-	300	3,000
TCFSL NCD "Y" FY 2016-17	30-Sep-16	26-Mar-18	-	-	1,500	15,000
TCFSL NCD "Z" FY 2016-17	4-Oct-16	26-Mar-18	-	-	3,500	35,000
TCFSL NCD "AY" FY 2014-15-Option-I	24-Mar-15	23-Mar-18	-	-	150	1,500
TCFSL NCD "A" FY 2016-17	5-Apr-16	20-Mar-18	-	-	1,250	12,500
TCFSL NCD "E" FY 2016-17	22-Apr-16	20-Mar-18	-	-	700	7,000
TCFSL NCD "C" FY 2016-17	13-Apr-16	15-Mar-18	-	-	2,500	25,000
TCFSL NCD AV FY 2014-15 - Option-II	10-Mar-15	9-Mar-18	-	-	500	5,000
TCFSL NCD AT FY 2014-15 - Option-I	2-Mar-15	2-Mar-18	-	-	650	6,500
TCFSL NCD AQ FY 2014-15	20-Feb-15	12-Feb-18	-	-	60	600
TCFSL NCD AP FY 2014-15-Option-I	4-Feb-15	2-Feb-18	-	-	500	5,000
TCFSL NCD AN FY 2014-15	29-Jan-15	29-Jan-18	-	-	3,000	30,000
TCFSL NCD AL FY 2014-15	20-Jan-15	24-Jan-18	-	-	210	2,100
TCFSL NCD AY FY 2012-13	22-Jan-13	22-Jan-18	-	-	2,000	20,000
TCFSL NCD BA FY 2012-13	22-Jan-13	22-Jan-18	-	-	250	2,500
TCFSL NCD 'AZ' FY 2012-13	22-Jan-13	22-Jan-18	-	-	3,000	30,000
TCFSL NCD AX FY 2012-13	16-Jan-13	16-Jan-18	-	-	650	6,500
TCFSL NCD AK FY 2014-15-Option-I	15-Jan-15	15-Jan-18	-	-	97	970
TCFSL NCD AJ FY 2014-15	14-Jan-15	10-Jan-18	-	-	162	1,620
TCFSL NCD "L" FY 2016-17	7-Jul-16	8-Jan-18	-	-	250	2,500
TCFSL NCD AH FY 2014-15-Option-III	16-Dec-14	4-Jan-18	-	-	90	900
TCFSL NCD "K" FY 2016-17	24-Jun-16	26-Dec-17	-	-	250	2,500
TCFSL NCD "J" FY 2016-17- Option II	15-Jun-16	15-Dec-17	-	-	250	2,500
TCFSL NCD AF FY 2014-15-Option-III	8-Dec-14	8-Dec-17	-	-	50	500
TCFSL NCD AS FY 2012-13	5-Dec-12	5-Dec-17	-	-	250	2,500
TCFSL NCD AB FY 2014-15-Option-III	21-Nov-14	29-Nov-17	-	-	150	1,500
TCFSL NCD AB FY 2014-15-Option-II	21-Nov-14	27-Nov-17	-	-	200	2,000
TCFSL NCD X FY 2014-15 - Option -II	14-Nov-14	24-Nov-17	-	-	150	1,500
TCFSL NCD Y FY 2014-15	18-Nov-14	20-Nov-17	-	-	100	1,000
TCFSL NCD AB FY 2014-15-Option-I	21-Nov-14	20-Nov-17	-	-	380	3,800
TCFSL NCD Z FY 2014-15	19-Nov-14	15-Nov-17	-	-	740	7,400
TCFSL NCD AQ FY 2012-13	12-Nov-12	10-Nov-17	-	-	300	3,000
TCFSL NCD "W" FY 2015-16	10-Nov-15	10-Nov-17	-	-	200	2,000
TCFSL NCD AJ FY 2012-13	9-Nov-12	9-Nov-17	-	-	5,000	50,000
TCFSL NCD U FY 2014-15	21-Oct-14	20-Oct-17	-	-	100	1,000
TCFSL NCD "V" FY 2015-16	21-Oct-15	20-Oct-17	-	-	1,000	10,000
TCFSL NCD T FY 2014-15 - Option -III	13-Oct-14	18-Oct-17	-	-	100	1,000
TCFSL NCD S FY 2014-15 - Option -I	9-Oct-14	9-Oct-17	-	-	50	500
TCFSL NCD R FY 2014-15 - Option -III	30-Sep-14	29-Sep-17	-	-	50	500
TCFSL NCD R FY 2014-15 - Option -II	30-Sep-14	28-Sep-17	-	-	100	1,000
TCFSL NCD 'U' FY 2015-16	28-Sep-15	28-Sep-17	-	-	2,000	20,000
TCFSL NCD S FY 2014-15 - Option -V	9-Oct-14	27-Sep-17	-	-	22	220
TCFSL NCD T FY 2014-15 - Option -V	13-Oct-14	26-Sep-17	-	-	250	2,500
TCFSL NCD T FY 2014-15 - Option -I	13-Oct-14	20-Sep-17	-	-	1,500	15,000
TCFSL NCD AG FY 2012-13	10-Sep-12	8-Sep-17	-	-	100	1,000
TCFSL NCD "M" FY 2016-17	8-Jul-16	8-Sep-17	-	-	1,500	15,000
TCFSL NCD M FY 2014-15	4-Sep-14	4-Sep-17	-	-	500	5,000
TCFSL NCD L FY 2014-15 - Option- I	1-Sep-14	1-Sep-17	-	-	4,000	40,000
TCFSL NCD R FY 2013-14	26-Aug-13	25-Aug-17	-	-	300	3,000
TCFSL NCD M FY 2011-12 - Partial Redemption	17-Aug-11	17-Aug-17	-	-	30	300
TCFSL NCD "H" FY 2016-17	7-Jun-16	10-Aug-17	-	-	400	4,000
TCFSL NCD AE FY 2012-13	9-Aug-12	9-Aug-17	-	-	200	2,000
TCFSL NCD 'R' FY 2015-16	31-Jul-15	31-Jul-17	-	-	1,570	15,700

Description of NCDs	Issue Date	Redemption Date	As at March 31, 2018*		As at March 31, 2017*	
			Number of NCDs	Rs in lakh	Number of NCDs	Rs in lakh
TCFSL NCD "H" FY 2015-16 Option - I	15-May-15	17-Jul-17	-	-	1,270	12,700
TCFSL NCD F FY 2014-15	14-Jul-14	14-Jul-17	-	-	100	1,000
TCFSL NCD C FY 2014-15 - Option-I	9-Jul-14	10-Jul-17	-	-	250	2,500
TCFSL NCD 'O' FY 2015-16 Option II	7-Jul-15	7-Jul-17	-	-	250	2,500
TCFSL NCD 'P' FY 2015-16	9-Jul-15	7-Jul-17	-	-	2,500	25,000
TCFSL NCD "M" FY 2015-16 - Option I	24-Jun-15	23-Jun-17	-	-	1,000	10,000
TCFSL NCD "M" FY 2015-16 - Option II	24-Jun-15	23-Jun-17	-	-	750	7,500
TCFSL NCD "M" FY 2015-16 - Option III	24-Jun-15	23-Jun-17	-	-	750	7,500
TCFSL NCD 'O' FY 2015-16 Option I	7-Jul-15	23-Jun-17	-	-	2,500	25,000
TCFSL NCD "H" FY 2015-16 Option - V	15-May-15	20-Jun-17	-	-	187	1,870
TCFSL NCD "I" FY 2015-16 Option - V	22-May-15	20-Jun-17	-	-	67	670
TCFSL NCD "K" FY 2015-16	9-Jun-15	9-Jun-17	-	-	5,000	50,000
TCFSL NCD "C" FY 2015-16 OPTION-IV	22-Apr-15	1-Jun-17	-	-	340	3,400
TCFSL NCD "H" FY 2015-16 Option - VI	15-May-15	1-Jun-17	-	-	175	1,750
TCFSL NCD "I" FY 2015-16 Option - I	22-May-15	1-Jun-17	-	-	1,273	12,730
TCFSL NCD "G" FY 2015-16 - Option I	13-May-15	24-May-17	-	-	350	3,500
TCFSL NCD "J" FY 2015-16 - Option II	26-May-15	24-May-17	-	-	5,250	52,500
TCFSL NCD "H" FY 2015-16 Option - IV	15-May-15	24-May-17	-	-	220	2,200
TCFSL NCD "B" FY 2015-16	20-Apr-15	22-May-17	-	-	1,026	10,260
TCFSL NCD "H" FY 2015-16 Option - II	15-May-15	22-May-17	-	-	780	7,800
TCFSL NCD "I" FY 2015-16 Option - II	22-May-15	17-May-17	-	-	200	2,000
TCFSL NCD "H" FY 2015-16 Option - VIII	15-May-15	15-May-17	-	-	100	1,000
TCFSL NCD "H" FY 2015-16 Option - III	15-May-15	12-May-17	-	-	250	2,500
TCFSL NCD AU FY 2014-15-Option-III	5-Mar-15	2-May-17	-	-	110	1,100
TCFSL NCD "G" FY 2015-16 - Option II	13-May-15	27-Apr-17	-	-	90	900
TCFSL NCD "C" FY 2015-16 OPTION-III	22-Apr-15	25-Apr-17	-	-	850	8,500
TCFSL NCD "C" FY 2015-16 OPTION-II	22-Apr-15	20-Apr-17	-	-	70	700
TCFSL NCD "C" FY 2015-16 OPTION-I	22-Apr-15	19-Apr-17	-	-	326	3,260
TCFSL NCD "D" FY 2015-16 OPTION-II	24-Apr-15	18-Apr-17	-	-	88	880
TCFSL NCD "A" FY 2015-16	15-Apr-15	11-Apr-17	-	-	180	1,800
TCFSL NCD "H" FY 2015-16 Option - VII	15-May-15	11-Apr-17	-	-	120	1,200
TCFSL NCD AU FY 2014-15-Option-I	5-Mar-15	10-Apr-17	-	-	115	1,150
TCFSL NCD "D" FY 2015-16 OPTION-IV	24-Apr-15	5-Apr-17	-	-	510	5,100
TCFSL NCD "D" FY 2015-16 OPTION-I	24-Apr-15	3-Apr-17	-	-	640	6,400
TCFSL NCD "D" FY 2015-16 OPTION-III	24-Apr-15	3-Apr-17	-	-	190	1,900
<b>TOTAL</b>				<b>1,053,757</b>		<b>1,156,500</b>
Of which current maturities classified under "Current liabilities" in note 10				<b>(369,490)</b>		<b>(710,380)</b>
<b>TOTAL</b>				<b>684,267</b>		<b>446,120</b>

\*Note : Coupon rate of "NCDs" outstanding as on March 31, 2018 varies from 7.50% to 10.40% (Previous Year : 7.58% to 10.75%)

5. 6. Particulars of Public issue of Secured Non-Convertible Debentures outstanding as on March 31, 2018

Description of NCD	Issue Date	Redemption Date	Number of NCDs	Rs in lakh
TCFSL NCD Option I (2009)	March 6, 2009	March 5, 2019	310	310
TCFSL NCD Option II (2009)	March 6, 2009	March 5, 2019	177,875	1,779
TCFSL NCD Option III (2009)	March 6, 2009	March 5, 2019	1,497,029	14,970
TCFSL NCD Option IV (2009)	March 6, 2009	March 5, 2019	1,175,939	11,759
<b>Total</b>				<b>28,818</b>

Note : Coupon rate of above outstanding as on March 31, 2018 varies from 9.75% to 10.50%

5. 7. Particulars of Public issue of Secured Non-Convertible Debentures outstanding as on March 31, 2017

Description of NCD	Issue Date	Redemption Date	Number of NCDs	Rs in lakh
TCFSL NCD Option I (2009)	March 6, 2009	March 5, 2019	310	310
TCFSL NCD Option II (2009)	March 6, 2009	March 5, 2019	177,875	1,779
TCFSL NCD Option III (2009)	March 6, 2009	March 5, 2019	1,497,029	14,970
TCFSL NCD Option IV (2009)	March 6, 2009	March 5, 2019	1,175,939	11,759
<b>Total</b>				<b>28,818</b>

Note : Coupon rate of above outstanding as on March 31, 2017 varies from 9.75% to 10.50%

5. 8. Particulars of unsecured redeemable non-convertible subordinated debentures (Tier II Bonds) outstanding as on March 31, 2018

Description of NCD	Issue Date	Redemption Date	Number of NCDs	Rs in lakh *
TCFSL Tier-II Bond "B" FY 2016-17	26-Oct-16	26-Oct-26	150	1,500
TCFSL Tier-II Bond "A" FY 2016-17	11-Aug-16	11-Aug-26	2,000	20,000
TCFSL Tier II Bond 'B' FY 2015-16	30-Mar-16	30-Mar-26	2,000	20,000
TCFSL Tier II Bond 'A' FY 2015-16	22-Jul-15	22-Jul-25	900	9,000
TCFSL Tier II Bond 'D' FY 2014-15	31-Mar-15	31-Mar-25	2,000	20,000
TCFSL Tier II Bond 'C' FY 2014-15	30-Jan-15	30-Jan-25	750	7,500
TCFSL Tier II Bond 'B' FY 2014-15	7-Jan-15	7-Jan-25	350	3,500
TCFSL Tier II Bond 'A' FY 2014-15	26-Sep-14	26-Sep-24	1,000	10,000
TCL Tier II Bond 'H' FY 2009-10	24-Dec-09	24-Dec-19	1,000	5,000
TCL Tier II Bond 'G' FY 2009-10	18-Dec-09	18-Dec-19	3,000	15,000
TCL Tier II Bond 'E' FY 2009-10	15-Dec-09	15-Dec-19	5,725	28,625
TCL Tier II Bond 'F' FY 2009-10	30-Nov-09	30-Nov-19	1,135	4,824
TCL Tier II Bond 'D' FY 2009-10	28-Oct-09	28-Oct-19	1,479	7,395
TCL Tier II Bond 'C' FY 2009-10	28-Oct-09	28-Oct-19	1,580	7,900
TCL Tier II Bond 'B' FY 2009-10	9-Sep-09	9-Sep-19	1,704	17,040
TCL Tier II Bond 'A' FY 2009-10	4-Aug-09	4-Aug-19	391	3,910
<b>Total</b>				<b>181,194</b>

\*Net of unamortised discount of Rs.851 lakh

Note : Coupon rate of above outstanding as on March 31, 2018 varies from 8.45% to 10.50%

Particulars of unsecured redeemable non-convertible subordinated debentures (Tier II Bonds) outstanding as on March 31, 2017

Description of NCD	Issue Date	Redemption Date	Number of NCDs	Rs in Lakh*
TCFSL Tier-II Bond "B" FY 2016-17	26-Oct-16	26-Oct-26	150	1,500
TCFSL Tier-II Bond "A" FY 2016-17	11-Aug-16	11-Aug-26	2,000	20,000
TCFSL Tier II Bond 'B' FY 2015-16	30-Mar-16	30-Mar-26	2,000	20,000
TCFSL Tier II Bond 'A' FY 2015-16	22-Jul-15	22-Jul-25	900	9,000
TCFSL Tier II Bond 'D' FY 2014-15	31-Mar-15	31-Mar-25	2,000	20,000
TCFSL Tier II Bond 'C' FY 2014-15	30-Jan-15	30-Jan-25	750	7,500
TCFSL Tier II Bond 'B' FY 2014-15	7-Jan-15	7-Jan-25	350	3,500
TCFSL Tier II Bond 'A' FY 2014-15	26-Sep-14	26-Sep-24	1,000	10,000
TCL Tier II Bond 'H' FY 2009-10	24-Dec-09	24-Dec-19	1,000	5,000
TCL Tier II Bond 'G' FY 2009-10	18-Dec-09	18-Dec-19	3,000	15,000
TCL Tier II Bond 'E' FY 2009-10	15-Dec-09	15-Dec-19	5,725	28,625
TCL Tier II Bond 'F' FY 2009-10	30-Nov-09	30-Nov-19	1,135	4,376
TCL Tier II Bond 'D' FY 2009-10	28-Oct-09	28-Oct-19	1,479	7,395
TCL Tier II Bond 'C' FY 2009-10	28-Oct-09	28-Oct-19	1,580	7,900
TCL Tier II Bond 'B' FY 2009-10	9-Sep-09	9-Sep-19	1,704	17,040
TCL Tier II Bond 'A' FY 2009-10	4-Aug-09	4-Aug-19	391	3,910
<b>Total</b>				<b>180,746</b>

\*Net of unamortised discount of Rs.1,299 lakh

Note : Coupon rate of above outstanding as on March 31, 2017 varies from 8.45% to 10.50%

5. 9. Particulars of unsecured non-convertible perpetual debentures outstanding as on March 31, 2018

Description of NCD	Issue Date	Number of NCDs	Rs in lakh
TCL Perpetual 'A' FY 2010-11	15-Nov-10	15	75
TCL Perpetual 'B' FY 2010-11	14-Jan-11	18	90
TCL Perpetual 'A' FY 2011-12	5-May-11	20	100
TCL Perpetual 'B' FY 2011-12	8-Aug-11	61	305
TCL Perpetual 'C' FY 2011-12	28-Sep-11	10	50
TCL Perpetual 'D' FY 2011-12	7-Nov-11	5	25
TCFSL Perpetual 'A' FY 2013-14	27-Mar-14	1871	9,355
TCFSL Perpetual 'A' FY 2015-16	16-Jul-15	1000	10,000
TCFSL Perpetual 'B' FY 2015-16	6-Jan-16	500	5,000
TCFSL Perpetual 'C' FY 2015-16	2-Feb-16	500	5,000
TCFSL Perpetual 'D' FY 2015-16	9-Feb-16	1000	10,000
TCFSL Perpetual 'E' FY 2015-16	23-Mar-16	1000	10,000
TCFSL Perpetual 'A' FY 2016-17	30-Jun-16	500	5,000
TCFSL Perpetual 'B' FY 2016-17	13-Jan-17	100	1,000
TCFSL Perpetual 'C' FY 2016-17	8-Mar-17	400	4,000
TCFSL Perpetual 'A' FY 2017-18	21-Jun-17	500	5,000
TCFSL Perpetual 'B' FY 2017-18	14-Jul-17	500	5,000
TCFSL Perpetual 'C' FY 2017-18	11-Sep-17	930	9,300
TCFSL Perpetual 'D' FY 2017-18	26-Mar-18	1000	10,000
TCFSL Perpetual 'D' FY 2017-18	26-Mar-18	250	2,500
<b>Total</b>			<b>91,800</b>

Note : Coupon rate of above outstanding as on March 31, 2018 varies from 8.61% to 11.25%

Particulars of unsecured non-convertible perpetual debentures outstanding as on March 31, 2017

Description of NCD	Issue Date	Number of NCDs	Rs in lakh
TCL Perpetual A FY 2010-11	15-Nov-10	15	75
TCL Perpetual B FY 2010-11	14-Jan-11	18	90
TCL Perpetual A FY 2011-12	5-May-11	20	100
TCL Perpetual B FY 2011-12	8-Aug-11	61	305
TCL Perpetual C FY 2011-12	28-Sep-11	10	50
TCL Perpetual D FY 2011-12	7-Nov-11	5	25
TCFSL Perpetual A FY 2013-14	27-Mar-14	1871	9,355
TCFSL Perpetual A FY 2015-16	16-Jul-15	1000	10,000
TCFSL Perpetual B FY 2015-16	6-Jan-16	500	5,000
TCFSL Perpetual C FY 2015-16	2-Feb-16	500	5,000
TCFSL Perpetual D FY 2015-16	9-Feb-16	1000	10,000
TCFSL Perpetual E FY 2015-16	23-Mar-16	1000	10,000
TCFSL Perpetual 'A' FY 2016-17	30-Jun-16	500	5,000
TCFSL Perpetual 'B' FY 2016-17	13-Jan-17	100	1,000
TCFSL Perpetual 'C' FY 2016-17	8-Mar-17	400	4,000
<b>Total</b>			<b>60,000</b>

Note : Coupon rate of above outstanding as on March 31, 2017 varies from 9.00% to 11.25%

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Funds Raised through Perpetual Debt Instruments	31,800	10,000
Amount outstanding at the end of year	91,800	60,000
Percentage of amount of Perpetual Debt Instruments of the amount of Tier I Capital	18.43%	15.07%
Financial year in which interest on Perpetual Debt Instruments is not paid on account of 'Lock-In Clause'.	N.A.	

5. 10. Particulars of Privately Placed unsecured non-convertible debentures ("NCDs") outstanding as on March 31, 2018

Description of NCD	Issue Date	Redemption Date	Number of NCDs	Rs in lakh
TCFSL Unsecured NCD A FY 2017-18	27-Jun-17	27-Jun-19	8000	80,000
TCFSL UNSECURED NCD "A" FY 2015-16	12-Aug-15	10-Aug-18	2000	20,000
TCFSL Unsecured NCD B FY 2016-17	27-Apr-16	27-Apr-18	2000	20,000
TCFSL Unsecured NCD A FY 2016-17	25-Apr-16	25-Apr-18	3000	30,000
<b>TOTAL</b>				<b>150,000</b>
Of which current maturities classified under "Current liabilities" in note 10				<b>(70,000)</b>
<b>Total</b>				<b>80,000</b>

Note : Coupon rate of above outstanding as on March 31, 2018 varies from 7.90% to 9.20%

Particulars of Privately Placed unsecured non-convertible debentures ("NCDs") outstanding as on March 31, 2017

Description of NCD	Issue Date	Redemption Date	Number of NCDs	Rs in lakh
TCFSL Unsecured NCD A FY 2015-16	12-Aug-15	10-Aug-18	2000	20,000
TCFSL Unsecured NCD A FY 2016-17	25-Apr-16	25-Apr-18	3000	30,000
TCFSL Unsecured NCD B FY 2016-17	27-Apr-16	27-Apr-18	2000	20,000
TCFSL Unsecured NCD B FY 2015-16 Option-I	1-Sep-15	1-Sep-17	1500	15,000
<b>TOTAL</b>				<b>85,000</b>
Of which current maturities classified under "Current liabilities" in note 10				<b>(15,000)</b>
<b>Total</b>				<b>70,000</b>

Note : Coupon rate of above outstanding as on March 31, 2017 varies from 8.80% to 8.91%

5. 11. Unsecured redeemable Non-convertible subordinated debentures includes the debentures issued to Key Management Personnel of Rs. 20 lakh (Previous Year : Rs. 20 lakh).

5. 12. Particulars of Privately Placed Secured Non-Convertible Debentures ("NCDs") outstanding as on March 31, 2017

Description of NCDs	Issue Date	Redemption Date	As at March 31, 2017*		As at March 31, 2016*	
			Number of NCDs	Rs in lakh	Number of NCDs	Rs in lakh
TCFSL NCD AF FY 2014-15-Option-I	8-Dec-14	6-Dec-24	600	6,000	600	6,000
TCFSL NCD AF FY 2014-15-Option-I	8-Dec-14	6-Dec-24	150	1,500	150	1,500
TCFSL NCD AA FY 2014-15	20-Nov-14	20-Nov-24	950	9,500	950	9,500
TCFSL NCD 'AH' FY 2012-13	5-Sep-12	5-Sep-22	500	5,000	500	5,000
TCFSL NCD "AL" FY 2016-17	31-Mar-17	31-Mar-22	400	4,000	-	-
TCFSL NCD "AG" FY 2016-17	28-Dec-16	28-Dec-21	2,720	27,200	-	-
TCFSL NCD 'G' FY 2016-17	30-May-16	28-May-21	500	2,000	-	-
TCFSL NCD "AB" FY 2015-16	21-Mar-16	19-Mar-21	100	1,000	100	1,000
TCFSL NCD "AA" FY 2015-16	16-Mar-16	16-Mar-21	70	700	70	700
TCFSL NCD "X" FY 2015-16	16-Dec-15	16-Dec-20	100	1,000	100	1,000
TCFSL NCD "U" FY 2016-17	26-Aug-16	1-Jul-20	150	1,500	-	-
TCFSL NCD "E" FY 2015-16	5-May-15	5-May-20	3,300	33,000	3,300	33,000
TCFSL NCD "AJ" FY 2016-17	1-Mar-17	28-Feb-20	250	2,500	-	-
TCFSL NCD "I" FY 2016-17 Option - II	10-Jun-16	23-Dec-19	130	1,300	-	-
TCFSL NCD "AE" FY 2016-17	16-Nov-16	16-Dec-19	750	7,500	-	-
TCFSL NCD "AD" FY 2016-17	10-Nov-16	10-Dec-19	230	2,300	-	-
TCFSL NCD "AC" FY 2016-17	27-Oct-16	25-Oct-19	350	3,500	-	-
TCFSL NCD "V" FY 2016-17 - Option II	31-Aug-16	30-Aug-19	250	2,500	-	-
TCFSL NCD "T" FY 2016-17	25-Aug-16	23-Aug-19	250	2,500	-	-
TCFSL NCD "P" FY 2016-17	29-Jul-16	29-Jul-19	100	1,000	-	-
TCFSL NCD "O" FY 2016-17	19-Jul-16	19-Jul-19	250	2,500	-	-
TCFSL NCD "N" FY 2016-17	12-Jul-16	12-Jul-19	2,000	20,000	-	-
TCFSL NCD C FY 2014-15 - Option-II	9-Jul-14	9-Jul-19	350	3,500	350	3,500
TCFSL NCD "I" FY 2016-17- Option I	10-Jun-16	24-Jun-19	250	2,500	-	-
TCFSL NCD "F" FY 2016-17	24-May-16	24-May-19	250	2,500	-	-
TCFSL NCD "Z" FY 2015-16	5-Feb-16	3-May-19	1,000	10,000	1,000	10,000
TCFSL NCD "D" FY 2016-17	20-Apr-16	19-Apr-19	100	1,000	-	-
TCFSL NCD "AC" FY 2015-16	31-Mar-16	18-Apr-19	213	2,130	213	2,130
TCFSL NCD "B" FY 2016-17	7-Apr-16	8-Apr-19	200	2,000	-	-
TCFSL NCD "AK" FY 2016-17	27-Mar-17	27-Mar-19	190	1,900	-	-
TCFSL NCD "AA" FY 2016-17	6-Oct-16	18-Mar-19	500	5,000	-	-
TCFSL NCD "X" FY 2016-17	8-Sep-16	8-Mar-19	2,500	25,000	-	-
TCFSL NCD "AI" FY 2016-17	8-Feb-17	4-Mar-19	1,000	10,000	-	-
TCFSL NCD "AH" FY 2016-17	6-Feb-17	6-Feb-19	1,500	15,000	-	-
TCFSL NCD "Y" FY 2015-16	8-Jan-16	8-Jan-19	250	2,500	250	2,500
TCFSL NCD "AF" FY 2016-17	29-Nov-16	29-Nov-18	3,000	30,000	-	-
TCFSL NCD AA FY 2011-12	21-Oct-11	21-Oct-18	150	1,500	150	1,500
TCFSL NCD "AB" FY 2016-17	14-Oct-16	12-Oct-18	5,450	54,500	-	-
TCFSL NCD R FY 2011-12	23-Sep-11	23-Sep-18	100	1,000	100	1,000
TCFSL NCD "W" FY 2016-17	6-Sep-16	6-Sep-18	2,500	25,000	-	-
TCFSL NCD "V" FY 2016-17 - Option I	31-Aug-16	31-Aug-18	300	3,000	-	-
TCFSL NCD "S" FY 2015-16	26-Aug-15	24-Aug-18	250	2,500	250	2,500
TCFSL NCD O FY 2013-14	20-Aug-13	20-Aug-18	430	4,300	430	4,300
TCFSL NCD M FY 2011-12	17-Aug-11	17-Aug-18	40	400	100	1,000
TCFSL NCD "S" FY 2016-17	16-Aug-16	16-Aug-18	750	7,500	-	-
TCFSL NCD "R" FY 2016-17	12-Aug-16	13-Aug-18	250	2,500	-	-
TCFSL NCD "Q" FY 2016-17	2-Aug-16	2-Aug-18	1,500	15,000	-	-
TCFSL NCD 'Q' FY 2015-16	13-Jul-15	13-Jul-18	50	500	50	500
TCFSL NCD "L" FY 2015-16	22-Jun-15	22-Jun-18	3,800	38,000	4,000	40,000
TCFSL NCD G FY 2013-14	22-May-13	22-May-18	2,000	20,000	2,000	20,000
TCFSL NCD H FY 2013-14	22-May-13	22-May-18	250	2,500	250	2,500
TCFSL NCD D FY 2013-14	7-May-13	7-May-18	200	2,000	200	2,000
TCFSL NCD E FY 2013-14	7-May-13	7-May-18	500	5,000	500	5,000
TCFSL NCD A FY 2013-14 - Option-I	23-Apr-13	23-Apr-18	850	8,500	850	8,500
TCFSL NCD AK FY 2014-15-Option-II	15-Jan-15	5-Apr-18	59	590	59	590
TCFSL NCD AX FY 2014-15-Option-II	20-Mar-15	3-Apr-18	80	800	80	800
TCFSL NCD BF FY 2012-13	26-Mar-13	26-Mar-18	50	500	50	500
TCFSL NCD "J" FY 2016-17- Option I	15-Jun-16	26-Mar-18	300	3,000	-	-
TCFSL NCD "Y" FY 2016-17	30-Sep-16	26-Mar-18	1,500	15,000	-	-
TCFSL NCD "Z" FY 2016-17	4-Oct-16	26-Mar-18	3,500	35,000	-	-
TCFSL NCD "AY" FY 2014-15-Option-I	24-Mar-15	23-Mar-18	150	1,500	150	1,500
TCFSL NCD "A" FY 2016-17	5-Apr-16	20-Mar-18	1,250	12,500	-	-
TCFSL NCD "E" FY 2016-17	22-Apr-16	20-Mar-18	700	7,000	-	-

Description of NCDs	Issue Date	Redemption Date	As at March 31, 2017*		As at March 31, 2016*	
			Number of NCDs	Rs in lakh	Number of NCDs	Rs in lakh
TCFSL NCD "C" FY 2016-17	13-Apr-16	15-Mar-18	2,500	25,000	-	-
TCFSL NCD AV FY 2014-15 - Option-II	10-Mar-15	9-Mar-18	500	5,000	500	5,000
TCFSL NCD AT FY 2014-15 - Option-I	2-Mar-15	2-Mar-18	650	6,500	650	6,500
TCFSL NCD AQ FY 2014-15	20-Feb-15	12-Feb-18	60	600	60	600
TCFSL NCD AP FY 2014-15-Option-I	4-Feb-15	2-Feb-18	500	5,000	500	5,000
TCFSL NCD AN FY 2014-15	29-Jan-15	29-Jan-18	3,000	30,000	3,000	30,000
TCFSL NCD AL FY 2014-15	20-Jan-15	24-Jan-18	210	2,100	210	2,100
TCFSL NCD AY FY 2012-13	22-Jan-13	22-Jan-18	2,000	20,000	2,000	20,000
TCFSL NCD BA FY 2012-13	22-Jan-13	22-Jan-18	250	2,500	250	2,500
TCFSL NCD 'AZ' FY 2012-13	22-Jan-13	22-Jan-18	3,000	30,000	3,000	30,000
TCFSL NCD AX FY 2012-13	16-Jan-13	16-Jan-18	650	6,500	650	6,500
TCFSL NCD AK FY 2014-15-Option-I	15-Jan-15	15-Jan-18	97	970	97	970
TCFSL NCD AJ FY 2014-15	14-Jan-15	10-Jan-18	162	1,620	162	1,620
TCFSL NCD "L" FY 2016-17	7-Jul-16	8-Jan-18	250	2,500	-	-
TCFSL NCD AH FY 2014-15-Option-III	16-Dec-14	4-Jan-18	90	900	90	900
TCFSL NCD "K" FY 2016-17	24-Jun-16	26-Dec-17	250	2,500	-	-
TCFSL NCD "J" FY 2016-17- Option II	15-Jun-16	15-Dec-17	250	2,500	-	-
TCFSL NCD AF FY 2014-15-Option-III	8-Dec-14	8-Dec-17	50	500	50	500
TCFSL NCD AS FY 2012-13	5-Dec-12	5-Dec-17	250	2,500	250	2,500
TCFSL NCD AB FY 2014-15-Option-III	21-Nov-14	29-Nov-17	150	1,500	150	1,500
TCFSL NCD AB FY 2014-15-Option-II	21-Nov-14	27-Nov-17	200	2,000	200	2,000
TCFSL NCD X FY 2014-15 - Option -II	14-Nov-14	24-Nov-17	150	1,500	150	1,500
TCFSL NCD Y FY 2014-15	18-Nov-14	20-Nov-17	100	1,000	100	1,000
TCFSL NCD AB FY 2014-15-Option-I	21-Nov-14	20-Nov-17	380	3,800	380	3,800
TCFSL NCD Z FY 2014-15	19-Nov-14	15-Nov-17	740	7,400	740	7,400
TCFSL NCD AQ FY 2012-13	12-Nov-12	10-Nov-17	300	3,000	300	3,000
TCFSL NCD "W" FY 2015-16	10-Nov-15	10-Nov-17	200	2,000	200	2,000
TCFSL NCD AJ FY 2012-13	9-Nov-12	9-Nov-17	5,000	50,000	5,000	50,000
TCFSL NCD U FY 2014-15	21-Oct-14	20-Oct-17	100	1,000	100	1,000
TCFSL NCD "V" FY 2015-16	21-Oct-15	20-Oct-17	1,000	10,000	1,000	10,000
TCFSL NCD T FY 2014-15 - Option -III	13-Oct-14	18-Oct-17	100	1,000	100	1,000
TCFSL NCD S FY 2014-15 - Option -I	9-Oct-14	9-Oct-17	50	500	50	500
TCFSL NCD R FY 2014-15 - Option -III	30-Sep-14	29-Sep-17	50	500	50	500
TCFSL NCD R FY 2014-15 - Option -II	30-Sep-14	28-Sep-17	100	1,000	100	1,000
TCFSL NCD 'U' FY 2015-16	28-Sep-15	28-Sep-17	2,000	20,000	2,000	20,000
TCFSL NCD S FY 2014-15 - Option -V	9-Oct-14	27-Sep-17	22	220	22	220
TCFSL NCD T FY 2014-15 - Option -V	13-Oct-14	26-Sep-17	250	2,500	250	2,500
TCFSL NCD T FY 2014-15 - Option -I	13-Oct-14	20-Sep-17	1,500	15,000	1,500	15,000
TCFSL NCD AG FY 2012-13	10-Sep-12	8-Sep-17	100	1,000	100	1,000
TCFSL NCD "M" FY 2016-17	8-Jul-16	8-Sep-17	1,500	15,000	-	-
TCFSL NCD M FY 2014-15	4-Sep-14	4-Sep-17	500	5,000	500	5,000
TCFSL NCD L FY 2014-15 - Option- I	1-Sep-14	1-Sep-17	4,000	40,000	4,000	40,000
TCFSL NCD R FY 2013-14	26-Aug-13	25-Aug-17	300	3,000	300	3,000
TCFSL NCD M FY 2011-12 - Partial Redemption	17-Aug-11	17-Aug-17	30	300	-	-
TCFSL NCD "H" FY 2016-17	7-Jun-16	10-Aug-17	400	4,000	-	-
TCFSL NCD AE FY 2012-13	9-Aug-12	9-Aug-17	200	2,000	200	2,000
TCFSL NCD 'R' FY 2015-16	31-Jul-15	31-Jul-17	1,570	15,700	1,570	15,700
TCFSL NCD "H" FY 2015-16 Option - I	15-May-15	17-Jul-17	1,270	12,700	1,270	12,700
TCFSL NCD F FY 2014-15	14-Jul-14	14-Jul-17	100	1,000	100	1,000
TCFSL NCD C FY 2014-15 - Option-I	9-Jul-14	10-Jul-17	250	2,500	250	2,500
TCFSL NCD 'O' FY 2015-16 Option II	7-Jul-15	7-Jul-17	250	2,500	250	2,500
TCFSL NCD 'P' FY 2015-16	9-Jul-15	7-Jul-17	2,500	25,000	2,500	25,000
TCFSL NCD "M" FY 2015-16 - Option I	24-Jun-15	23-Jun-17	1,000	10,000	1,000	10,000
TCFSL NCD "M" FY 2015-16 - Option II	24-Jun-15	23-Jun-17	750	7,500	750	7,500
TCFSL NCD "M" FY 2015-16 - Option III	24-Jun-15	23-Jun-17	750	7,500	750	7,500
TCFSL NCD 'O' FY 2015-16 Option I	7-Jul-15	23-Jun-17	2,500	25,000	2,500	25,000
TCFSL NCD "H" FY 2015-16 Option - V	15-May-15	20-Jun-17	187	1,870	187	1,870
TCFSL NCD "I" FY 2015-16 Option - V	22-May-15	20-Jun-17	67	670	67	670
TCFSL NCD "K" FY 2015-16	9-Jun-15	9-Jun-17	5,000	50,000	5,000	50,000
TCFSL NCD "C" FY 2015-16 OPTION-IV	22-Apr-15	1-Jun-17	340	3,400	340	3,400
TCFSL NCD "H" FY 2015-16 Option - VI	15-May-15	1-Jun-17	175	1,750	175	1,750
TCFSL NCD "I" FY 2015-16 Option - I	22-May-15	1-Jun-17	1,273	12,730	1,273	12,730
TCFSL NCD "G" FY 2015-16 - Option I	13-May-15	24-May-17	350	3,500	350	3,500
TCFSL NCD "J" FY 2015-16 - Option II	26-May-15	24-May-17	5,250	52,500	5,250	52,500
TCFSL NCD "H" FY 2015-16 Option - IV	15-May-15	24-May-17	220	2,200	220	2,200
TCFSL NCD "B" FY 2015-16	20-Apr-15	22-May-17	1,026	10,260	1,026	10,260

Description of NCDs	Issue Date	Redemption Date	As at March 31, 2017*		As at March 31, 2016*	
			Number of NCDs	Rs in lakh	Number of NCDs	Rs in lakh
TCFSL NCD "H" FY 2015-16 Option - II	15-May-15	22-May-17	780	7,800	780	7,800
TCFSL NCD "I" FY 2015-16 Option - II	22-May-15	17-May-17	200	2,000	200	2,000
TCFSL NCD "H" FY 2015-16 Option - VIII	15-May-15	15-May-17	100	1,000	100	1,000
TCFSL NCD "H" FY 2015-16 Option - III	15-May-15	12-May-17	250	2,500	250	2,500
TCFSL NCD AU FY 2014-15-Option-III	5-Mar-15	2-May-17	110	1,100	110	1,100
TCFSL NCD "G" FY 2015-16 - Option II	13-May-15	27-Apr-17	90	900	90	900
TCFSL NCD "C" FY 2015-16 OPTION-III	22-Apr-15	25-Apr-17	850	8,500	850	8,500
TCFSL NCD "C" FY 2015-16 OPTION-II	22-Apr-15	20-Apr-17	70	700	70	700
TCFSL NCD "C" FY 2015-16 OPTION-I	22-Apr-15	19-Apr-17	326	3,260	326	3,260
TCFSL NCD "D" FY 2015-16 OPTION-II	24-Apr-15	18-Apr-17	88	880	88	880
TCFSL NCD "A" FY 2015-16	15-Apr-15	11-Apr-17	180	1,800	180	1,800
TCFSL NCD "H" FY 2015-16 Option - VII	15-May-15	11-Apr-17	120	1,200	120	1,200
TCFSL NCD AU FY 2014-15-Option-I	5-Mar-15	10-Apr-17	115	1,150	115	1,150
TCFSL NCD "D" FY 2015-16 OPTION-IV	24-Apr-15	5-Apr-17	510	5,100	510	5,100
TCFSL NCD "D" FY 2015-16 OPTION-I	24-Apr-15	3-Apr-17	640	6,400	640	6,400
TCFSL NCD "D" FY 2015-16 OPTION-III	24-Apr-15	3-Apr-17	190	1,900	190	1,900
TCFSL NCD AG FY 2014-15-Option-II	10-Dec-14	24-Mar-17	-	-	250	2,500
TCFSL NCD "AY" FY 2014-15-Option-II	24-Mar-15	24-Mar-17	-	-	250	2,500
TCFSL NCD "AW" FY 2014-15	18-Mar-15	17-Mar-17	-	-	3,000	30,000
TCFSL NCD "AX" FY 2014-15-Option-I	20-Mar-15	16-Mar-17	-	-	187	1,870
TCFSL NCD AV FY 2014-15 - Option-I	10-Mar-15	10-Mar-17	-	-	5,550	55,500
TCFSL NCD X FY 2013-14	16-Sep-13	6-Mar-17	-	-	220	2,200
TCFSL NCD AU FY 2014-15-Option-II	5-Mar-15	2-Mar-17	-	-	126	1,260
TCFSL NCD AS FY 2014-15	27-Feb-15	27-Feb-17	-	-	100	1,000
TCFSL NCD AT FY 2014-15-Option-II	2-Mar-15	27-Feb-17	-	-	170	1,700
TCFSL NCD AR FY 2014-15 - Option-III	26-Feb-15	23-Feb-17	-	-	250	2,500
TCFSL NCD AR FY 2014-15-Option-II	26-Feb-15	23-Feb-17	-	-	100	1,000
TCFSL NCD "I" FY 2015-16 Option - III	22-May-15	20-Feb-17	-	-	150	1,500
TCFSL NCD AR FY 2014-15-Option-I	26-Feb-15	16-Feb-17	-	-	325	3,250
TCFSL NCD P FY 2013-14	22-Aug-13	15-Feb-17	-	-	500	5,000
TCFSL NCD AP FY 2014-15-Option-II	4-Feb-15	3-Feb-17	-	-	100	1,000
TCFSL NCD AO FY 2014-15	2-Feb-15	2-Feb-17	-	-	500	5,000
TCFSL NCD "H" FY 2015-16 Option - IX	15-May-15	23-Jan-17	-	-	217	2,170
TCFSL NCD "J" FY 2015-16 Option - I	26-May-15	23-Jan-17	-	-	70	700
TCFSL NCD AI FY 2014-15	13-Jan-15	19-Jan-17	-	-	110	1,100
TCFSL NCD AK FY 2014-15-Option-III	15-Jan-15	12-Jan-17	-	-	880	8,800
TCFSL NCD "F" FY 2015-16	8-May-15	9-Jan-17	-	-	150	1,500
TCFSL NCD "I" FY 2015-16 Option - IV	22-May-15	28-Dec-16	-	-	100	1,000
TCFSL NCD AH FY 2014-15-Option-II	16-Dec-14	15-Dec-16	-	-	40	400
TCFSL NCD AG FY 2014-15-Option-I	10-Dec-14	9-Dec-16	-	-	50	500
TCFSL NCD AF FY 2014-15-Option-II	8-Dec-14	8-Dec-16	-	-	170	1,700
TCFSL NCD AH FY 2014-15-Option-I	16-Dec-14	6-Dec-16	-	-	151	1,510
TCFSL NCD AJ FY 2013-14	13-Dec-13	5-Dec-16	-	-	45	450
TCFSL NCD AE FY 2014-15-Option-I	4-Dec-14	2-Dec-16	-	-	1,500	15,000
TCFSL NCD AE FY 2014-15-Option-III	4-Dec-14	30-Nov-16	-	-	130	1,300
TCFSL NCD AE FY 2014-15-Option-II	4-Dec-14	29-Nov-16	-	-	164	1,640
TCFSL NCD AC FY 2013-14	8-Nov-13	11-Nov-16	-	-	55	550
TCFSL NCD W FY 2014-15 - Option -II	12-Nov-14	11-Nov-16	-	-	100	1,000
TCFSL NCD AM FY 2011-12	10-Nov-11	10-Nov-16	-	-	100	1,000
TCFSL NCD AF FY 2013-14	2-Dec-13	7-Nov-16	-	-	50	500
TCFSL NCD V FY 2014-15 - Option -II	27-Oct-14	27-Oct-16	-	-	500	5,000
TCFSL NCD L FY 2014-15 - Option- II	1-Sep-14	26-Oct-16	-	-	85	850
TCFSL NCD V FY 2014-15 - Option -I	27-Oct-14	20-Oct-16	-	-	145	1,450
TCFSL NCD T FY 2014-15 - Option -IV	13-Oct-14	18-Oct-16	-	-	150	1,500
TCFSL NCD S FY 2014-15 - Option -IV	9-Oct-14	17-Oct-16	-	-	40	400
TCFSL NCD O FY 2014-15	12-Sep-14	5-Oct-16	-	-	320	3,200
TCFSL NCD K FY 2014-15 - Option-I	7-Aug-14	29-Sep-16	-	-	100	1,000
TCFSL NCD 'T' FY 2015-16	3-Sep-15	27-Sep-16	-	-	65	650
TCFSL NCD S FY 2014-15 - Option -III	9-Oct-14	26-Sep-16	-	-	100	1,000
TCFSL NCD Q FY 2014-15	24-Sep-14	23-Sep-16	-	-	100	1,000
TCFSL NCD S FY 2014-15 - Option -II	9-Oct-14	21-Sep-16	-	-	103	1,030
TCFSL NCD 'Q' FY 2015-16	13-Jul-15	20-Sep-16	-	-	110	1,100
TCFSL NCD "I" FY 2015-16 Option - VI	22-May-15	20-Sep-16	-	-	65	650
TCFSL NCD P FY 2014-15	19-Sep-14	14-Sep-16	-	-	100	1,000
TCFSL NCD N FY 2014-15	10-Sep-14	12-Sep-16	-	-	85	850
TCFSL NCD Y FY 2013-14	24-Sep-13	8-Sep-16	-	-	400	4,000



Description of NCDs	Issue Date	Redemption Date	As at March 31, 2017*		As at March 31, 2016*	
			Number of NCDs	Rs in lakh	Number of NCDs	Rs in lakh
TCFSL NCD U FY 2013-14	3-Sep-13	2-Sep-16	-	-	250	2,500
TCFSL NCD V FY 2013-14	5-Sep-13	2-Sep-16	-	-	50	500
TCFSL NCD W FY 2013-14	13-Sep-13	2-Sep-16	-	-	30	300
TCFSL NCD T FY 2013-14	3-Sep-13	30-Aug-16	-	-	62	620
TCFSL NCD S FY 2013-14	30-Aug-13	22-Aug-16	-	-	99	990
TCFSL NCD Q FY 2013-14	23-Aug-13	8-Aug-16	-	-	40	400
TCFSL NCD J FY 2014-15	6-Aug-14	4-Aug-16	-	-	100	1,000
TCFSL NCD K FY 2014-15 - Option-II	7-Aug-14	4-Aug-16	-	-	210	2,100
TCFSL NCD I FY 2014-15 - Option-II	4-Aug-14	2-Aug-16	-	-	250	2,500
TCFSL NCD I FY 2014-15 -Option-I	4-Aug-14	2-Aug-16	-	-	650	6,500
TCFSL NCD K FY 2014-15 - Option-III	7-Aug-14	1-Aug-16	-	-	70	700
TCFSL NCD G FY 2014-15	16-Jul-14	27-Jul-16	-	-	144	1,440
TCFSL NCD "N" FY 2015-16	26-Jun-15	25-Jul-16	-	-	1,500	15,000
TCFSL NCD D FY 2014-15	10-Jul-14	8-Jul-16	-	-	2,500	25,000
TCFSL NCD B FY 2014-15	20-Jun-14	21-Jun-16	-	-	250	2,500
TCFSL NCD A FY 2014-15 - Option-I	26-May-14	26-May-16	-	-	800	8,000
TCFSL NCD BE FY 2012-13	12-Mar-13	10-May-16	-	-	30	300
TCFSL NCD AP FY 2014-15-Option-III	6-Feb-15	6-May-16	-	-	1,000	10,000
TCFSL NCD A FY 2011-12	27-Apr-11	27-Apr-16	-	-	370	3,700
TCFSL NCD AM FY 2014-15	23-Jan-15	22-Apr-16	-	-	250	2,500
TCFSL NCD AD FY 2014-15	2-Dec-14	13-Apr-16	-	-	1,000	10,000
<b>TOTAL</b>				<b>1,156,500</b>		<b>1,031,930</b>
Of which current maturities classified under "Current liabilities" in note 10				<b>(710,380)</b>		<b>(279,830)</b>
<b>TOTAL</b>				<b>446,120</b>		<b>752,100</b>

\*Note : Coupon rate of "NCDs" outstanding as on March 31, 2017 varies from 7.58% to 10.75% (Previous Year : 8.40% to 11.25%)

5. 13. Particulars of Public issue of Secured Non-Convertible Debentures outstanding as on March 31, 2017

Description of NCD	Issue Date	Redemption Date	Number of NCDs	Rs in lakh
TCFSL NCD Option I (2009)	March 6, 2009	March 5, 2019	310	310
TCFSL NCD Option II (2009)	March 6, 2009	March 5, 2019	177,875	1,779
TCFSL NCD Option III (2009)	March 6, 2009	March 5, 2019	1,497,029	14,970
TCFSL NCD Option IV (2009)	March 6, 2009	March 5, 2019	1,175,939	11,759
<b>Total</b>				<b>28,818</b>

Note : Coupon rate of above outstanding as on March 31, 2017 varies from 9.75% to 10.50%

Particulars of Public issue of Secured Non-Convertible Debentures outstanding as on March 31, 2016

Description of NCD	Issue Date	Redemption Date	Number of NCDs	Rs in lakh
TCFSL NCD Option I (2009)	March 6, 2009	March 5, 2019	310	310
TCFSL NCD Option II (2009)	March 6, 2009	March 5, 2019	177,875	1,779
TCFSL NCD Option III (2009)	March 6, 2009	March 5, 2019	1,497,029	14,970
TCFSL NCD Option IV (2009)	March 6, 2009	March 5, 2019	1,175,939	11,759
<b>Total</b>				<b>28,818</b>

Note : Coupon rate of above outstanding as on March 31, 2016 varies from 9.75% to 10.50%

5. 14. Particulars of unsecured redeemable non-convertible subordinated debentures (Tier II Bonds) outstanding as on March 31, 2017

Description of NCD	Issue Date	Redemption Date	Number of NCDs	Rs in lakh *
TCFSL Tier-II Bond "B" FY 2016-17	26-Oct-16	26-Oct-26	150	1,500
TCFSL Tier-II Bond "A" FY 2016-17	11-Aug-16	11-Aug-26	2,000	20,000
TCFSL Tier II Bond 'B' FY 2015-16	30-Mar-16	30-Mar-26	2,000	20,000
TCFSL Tier II Bond 'A' FY 2015-16	22-Jul-15	22-Jul-25	900	9,000
TCFSL Tier II Bond 'D' FY 2014-15	31-Mar-15	31-Mar-25	2,000	20,000
TCFSL Tier II Bond 'C' FY 2014-15	30-Jan-15	30-Jan-25	750	7,500
TCFSL Tier II Bond 'B' FY 2014-15	7-Jan-15	7-Jan-25	350	3,500
TCFSL Tier II Bond 'A' FY 2014-15	26-Sep-14	26-Sep-24	1,000	10,000
TCL Tier II Bond 'H' FY 2009-10	24-Dec-09	24-Dec-19	1,000	5,000
TCL Tier II Bond 'G' FY 2009-10	18-Dec-09	18-Dec-19	3,000	15,000
TCL Tier II Bond 'E' FY 2009-10	15-Dec-09	15-Dec-19	5,725	28,625
TCL Tier II Bond F FY 2009-10	30-Nov-09	30-Nov-19	1,135	4,376
TCL Tier II Bond 'D' FY 2009-10	28-Oct-09	28-Oct-19	1,479	7,395
TCL Tier II Bond 'C' FY 2009-10	28-Oct-09	28-Oct-19	1,580	7,900
TCL Tier II Bond 'B' FY 2009-10	9-Sep-09	9-Sep-19	1,704	17,040
TCL Tier II Bond 'A' FY 2009-10	4-Aug-09	4-Aug-19	391	3,910
<b>Total</b>				<b>180,746</b>

\*Net of unamortised discount of Rs.1,299 lakh

Note : Coupon rate of above outstanding as on March 31, 2017 varies from 8.45% to 10.50%

Particulars of unsecured redeemable non-convertible subordinated debentures (Tier II Bonds) outstanding as on March 31, 2016

Description of NCD	Issue Date	Redemption Date	Number of NCDs	Rs in Lakh*
TCFSL Tier II Bond 'B' FY 2015-16	30-Mar-16	30-Mar-26	2,000	20,000
TCFSL Tier II Bond 'A' FY 2015-16	22-Jul-15	22-Jul-25	900	9,000
TCFSL Tier II Bond 'D' FY 2014-15	31-Mar-15	31-Mar-25	2,000	20,000
TCFSL Tier II Bond 'C' FY 2014-15	30-Jan-15	30-Jan-25	750	7,500
TCFSL Tier II Bond 'B' FY 2014-15	7-Jan-15	7-Jan-25	350	3,500
TCFSL Tier II Bond 'A' FY 2014-15	26-Sep-14	26-Sep-24	1,000	10,000
TCL Tier II Bond 'H' FY 2009-10	24-Dec-09	24-Dec-19	1,000	5,000
TCL Tier II Bond 'G' FY 2009-10	18-Dec-09	18-Dec-19	3,000	15,000
TCL Tier II Bond 'E' FY 2009-10	15-Dec-09	15-Dec-19	5,725	28,625
TCL Tier II Bond 'F' FY 2009-10	30-Nov-09	30-Nov-19	1,135	3,969
TCL Tier II Bond 'D' FY 2009-10	28-Oct-09	28-Oct-19	1,479	7,395
TCL Tier II Bond 'C' FY 2009-10	28-Oct-09	28-Oct-19	1,580	7,900
TCL Tier II Bond 'B' FY 2009-10	9-Sep-09	9-Sep-19	1,704	17,040
TCL Tier II Bond 'A' FY 2009-10	4-Aug-09	4-Aug-19	391	3,910
<b>Total</b>				<b>158,839</b>

\*Net of unamortised discount of Rs. 1,706 lakh

Note : Coupon rate of above outstanding as on March 31, 2016 varies from 9.17% to 10.50%

5. 15. Particulars of unsecured non-convertible perpetual debentures outstanding as on March 31, 2017

Description of NCD	Issue Date	Number of NCDs	Rs in lakh
TCL Perpetual A FY 2010-11	15-Nov-10	15	75
TCL Perpetual B FY 2010-11	14-Jan-11	18	90
TCL Perpetual A FY 2011-12	5-May-11	20	100
TCL Perpetual B FY 2011-12	8-Aug-11	61	305
TCL Perpetual C FY 2011-12	28-Sep-11	10	50
TCL Perpetual D FY 2011-12	7-Nov-11	5	25
TCFSL Perpetual A FY 2013-14	27-Mar-14	1871	9,355
TCFSL Perpetual A FY 2015-16	16-Jul-15	1000	10,000
TCFSL Perpetual B FY 2015-16	6-Jan-16	500	5,000
TCFSL Perpetual C FY 2015-16	2-Feb-16	500	5,000
TCFSL Perpetual D FY 2015-16	9-Feb-16	1000	10,000
TCFSL Perpetual E FY 2015-16	23-Mar-16	1000	10,000
TCFSL Perpetual 'A' FY 2016-17	30-Jun-16	500	5,000
TCFSL Perpetual 'B' FY 2016-17	13-Jan-17	100	1,000
TCFSL Perpetual 'C' FY 2016-17	8-Mar-17	400	4,000
<b>Total</b>			<b>60,000</b>

Note : Coupon rate of above outstanding as on March 31, 2017 varies from 9.00% to 11.25%

Particulars of unsecured non-convertible perpetual debentures outstanding as on March 31, 2016

Description of NCD	Issue Date	Number of NCDs	Rs in lakh
TCL Perpetual A FY 2010-11	15-Nov-10	15	75
TCL Perpetual B FY 2010-11	14-Jan-11	18	90
TCL Perpetual A FY 2011-12	5-May-11	20	100
TCL Perpetual B FY 2011-12	8-Aug-11	61	305
TCL Perpetual C FY 2011-12	28-Sep-11	10	50
TCL Perpetual D FY 2011-12	7-Nov-11	5	25
TCFSL Perpetual A FY 2013-14	27-Mar-14	1871	9,355
TCFSL Perpetual A FY 2015-16	16-Jul-15	1000	10,000
TCFSL Perpetual B FY 2015-16	6-Jan-16	500	5,000
TCFSL Perpetual C FY 2015-16	2-Feb-16	500	5,000
TCFSL Perpetual D FY 2015-16	9-Feb-16	1000	10,000
TCFSL Perpetual E FY 2015-16	23-Mar-16	1000	10,000
<b>Total</b>			<b>50,000</b>

Note : Coupon rate of above outstanding as on March 31, 2016 varies from 9.80% to 11.25%

Particulars	Year Ended March 31, 2017	Year Ended March 31, 2016
Funds Raised through Perpetual Debt Instruments	10,000	40,000
Amount outstanding at the end of year	60,000	50,000
Percentage of amount of Perpetual Debt Instruments of the amount of Tier I Capital	15.00%	13.93%
Financial year in which interest on Perpetual Debt Instruments is not paid on account of 'Lock-In Clause'.	N.A.	

5. 16. Particulars of Privately Placed unsecured non-convertible debentures ("NCDs") outstanding as on March 31, 2017

Description of NCD	Issue Date	Redemption Date	Number of NCDs	Rs in lakh
TCFSL Unsecured NCD A FY 2015-16	12-Aug-15	10-Aug-18	2000	20,000
TCFSL Unsecured NCD A FY 2016-17	25-Apr-16	25-Apr-18	3000	30,000
TCFSL Unsecured NCD B FY 2016-17	27-Apr-16	27-Apr-18	2000	20,000
TCFSL Unsecured NCD B FY 2015-16 Option-I	1-Sep-15	1-Sep-17	1500	15,000
<b>TOTAL</b>				<b>85,000</b>
Of which current maturities classified under "Current liabilities" in note 10				<b>(15,000)</b>
<b>Total</b>				<b>70,000</b>

Note : Coupon rate of above outstanding as on March 31, 2017 varies from 8.80% to 8.91%

Particulars of Privately Placed unsecured non-convertible debentures ("NCDs") outstanding as on March 31, 2016

Description of NCD	Issue Date	Redemption Date	Number of NCDs	Rs in lakh
TCFSL Unsecured NCD A FY 2015-16	12-Aug-15	10-Aug-18	2000	20,000
TCFSL Unsecured NCD B FY 2015-16 Option-I	1-Sep-15	1-Sep-17	1500	15,000
TCFSL Unsecured NCD B FY 2015-16 Option-II	1-Sep-15	1-Mar-17	1500	15,000
<b>TOTAL</b>				<b>50,000</b>
Of which current maturities classified under "Current liabilities" in note 10				<b>(15,000)</b>
<b>Total</b>				<b>35,000</b>

Note : Coupon rate of above outstanding as on March 31, 2016 varies from 8.80% to 8.91%

5. 17. Unsecured redeemable Non-convertible subordinated debentures includes the debentures issued to Key Management Personnel of Rs. 20 lakh (Previous Year : Rs. 20 lakh).

5. 18. Particulars of Privately Placed Secured Non-Convertible Debentures ("NCDs") outstanding as on March 31, 2016

Description of NCDs	Issue Date	Redemption Date	As at March 31, 2016*		As at March 31, 2015*	
			Number of NCDs	Rs in Lakh	Number of NCDs	Rs in Lakh
TCFSL NCD AF FY 2014-15 - Option-I	8-Dec-14	6-Dec-24	600	6,000	600	6,000
TCFSL NCD AF FY 2014-15 - Option-I	8-Dec-14	6-Dec-24	150	1,500	150	1,500
TCFSL NCD AA FY 2014-15	20-Nov-14	20-Nov-24	950	9,500	950	9,500
TCFSL NCD AH FY 2012-13	5-Sep-12	7-Sep-22	500	5,000	500	5,000
TCFSL NCD AB FY 2015-16	21-Mar-16	19-Mar-21	100	1,000	-	-
TCFSL NCD AA FY 2015-16	16-Mar-16	16-Mar-21	70	700	-	-
TCFSL NCD X FY 2015-16	16-Dec-15	16-Dec-20	100	1,000	-	-
TCFSL NCD E FY 2015-16	5-May-15	5-May-20	3,300	33,000	-	-
TCFSL NCD C FY 2014-15 - Option-II	9-Jul-14	9-Jul-19	350	3,500	350	3,500
TCFSL NCD Z FY 2015-16	5-Feb-16	3-May-19	1,000	10,000	-	-
TCFSL NCD AC FY 2015-16	31-Mar-16	18-Apr-19	213	2,130	-	-
TCFSL NCD Y FY 2015-16	8-Jan-16	8-Jan-19	250	2,500	-	-
TCFSL NCD AA FY 2011-12	21-Oct-11	21-Oct-18	150	1,500	150	1,500
TCFSL NCD R FY 2011-12	23-Sep-11	23-Sep-18	100	1,000	100	1,000
TCFSL NCD S FY 2015-16	26-Aug-15	24-Aug-18	250	2,500	-	-
TCFSL NCD O FY 2013-14	20-Aug-13	20-Aug-18	430	4,300	430	4,300
TCFSL NCD M FY 2011-12	17-Aug-11	17-Aug-18	100	1,000	100	1,000
TCFSL NCD Q FY 2015-16 - Option I	13-Jul-15	13-Jul-18	50	500	-	-
TCFSL NCD L FY 2015-16	22-Jun-15	22-Jun-18	4,000	40,000	-	-
TCFSL NCD G FY 2013-14	22-May-13	22-May-18	2,000	20,000	2,000	20,000
TCFSL NCD H FY 2013-14	22-May-13	22-May-18	250	2,500	250	2,500
TCFSL NCD D FY 2013-14	7-May-13	7-May-18	200	2,000	200	2,000
TCFSL NCD E FY 2013-14	7-May-13	7-May-18	500	5,000	500	5,000
TCFSL NCD A FY 2013-14 - Option-I	23-Apr-13	23-Apr-18	850	8,500	850	8,500
TCFSL NCD AK FY 2014-15-Option-II	15-Jan-15	5-Apr-18	59	590	59	590
TCFSL NCD AX FY 2014-15-Option-II	20-Mar-15	3-Apr-18	80	800	80	800
TCFSL NCD BF FY 2012-13	26-Mar-13	26-Mar-18	50	500	50	500
TCFSL NCD AY FY 2014-15-Option-I	24-Mar-15	23-Mar-18	150	1,500	150	1,500
TCFSL NCD AV FY 2014-15 - Option-II	10-Mar-15	9-Mar-18	500	5,000	500	5,000
TCFSL NCD AT FY 2014-15 - Option-I	2-Mar-15	2-Mar-18	650	6,500	650	6,500
TCFSL NCD AQ FY 2014-15	20-Feb-15	12-Feb-18	60	600	60	600
TCFSL NCD AP FY 2014-15-Option-I	4-Feb-15	2-Feb-18	500	5,000	500	5,000
TCFSL NCD AN FY 2014-15	29-Jan-15	29-Jan-18	3,000	30,000	3,000	30,000
TCFSL NCD AL FY 2014-15	20-Jan-15	24-Jan-18	210	2,100	210	2,100
TCFSL NCD AY FY 2012-13	22-Jan-13	22-Jan-18	2,000	20,000	2,000	20,000
TCFSL NCD BA FY 2012-13	22-Jan-13	22-Jan-18	250	2,500	250	2,500
TCFSL NCD AZ FY 2012-13	22-Jan-13	22-Jan-18	3,000	30,000	3,000	30,000
TCFSL NCD AX FY 2012-13	16-Jan-13	16-Jan-18	650	6,500	650	6,500
TCFSL NCD AK FY 2014-15-Option-I	15-Jan-15	15-Jan-18	97	970	97	970
TCFSL NCD AJ FY 2014-15	14-Jan-15	10-Jan-18	162	1,620	162	1,620
TCFSL NCD AH FY 2014-15-Option-III	16-Dec-14	4-Jan-18	90	900	90	900
TCFSL NCD AF FY 2014-15-Option-III	8-Dec-14	8-Dec-17	50	500	50	500
TCFSL NCD AS FY 2012-13	5-Dec-12	5-Dec-17	250	2,500	250	2,500
TCFSL NCD AB FY 2014-15-Option-III	21-Nov-14	29-Nov-17	150	1,500	150	1,500
TCFSL NCD AB FY 2014-15-Option-II	21-Nov-14	27-Nov-17	200	2,000	200	2,000
TCFSL NCD X FY 2014-15 - Option -II	14-Nov-14	24-Nov-17	150	1,500	150	1,500
TCFSL NCD Y FY 2014-15	18-Nov-14	20-Nov-17	100	1,000	100	1,000
TCFSL NCD AB FY 2014-15-Option-I	21-Nov-14	20-Nov-17	380	3,800	380	3,800
TCFSL NCD Z FY 2014-15	19-Nov-14	15-Nov-17	740	7,400	740	7,400
TCFSL NCD AQ FY 2012-13	12-Nov-12	10-Nov-17	300	3,000	300	3,000
TCFSL NCD W FY 2015-16	10-Nov-15	10-Nov-17	200	2,000	-	-
TCFSL NCD AJ FY 2012-13	9-Nov-12	9-Nov-17	5,000	50,000	5,000	50,000
TCFSL NCD U FY 2014-15	21-Oct-14	20-Oct-17	100	1,000	100	1,000
TCFSL NCD V FY 2015-16	21-Oct-15	20-Oct-17	1,000	10,000	-	-
TCFSL NCD T FY 2014-15 - Option -III	13-Oct-14	18-Oct-17	100	1,000	100	1,000
TCFSL NCD S FY 2014-15 - Option -I	9-Oct-14	9-Oct-17	50	500	50	500
TCFSL NCD R FY 2014-15 - Option -III	30-Sep-14	29-Sep-17	50	500	50	500
TCFSL NCD R FY 2014-15 - Option -II	30-Sep-14	28-Sep-17	100	1,000	100	1,000
TCFSL NCD U FY 2015-16	28-Sep-15	28-Sep-17	2,000	20,000	-	-
TCFSL NCD S FY 2014-15 - Option -V	9-Oct-14	27-Sep-17	22	220	22	220
TCFSL NCD T FY 2014-15 - Option -V	13-Oct-14	26-Sep-17	250	2,500	250	2,500
TCFSL NCD T FY 2014-15 - Option -I	13-Oct-14	20-Sep-17	1,500	15,000	1,500	15,000
TCFSL NCD AG FY 2012-13	10-Sep-12	8-Sep-17	100	1,000	100	1,000

Description of NCDs	Issue Date	Redemption Date	As on March 31, 2016*		As on March 31, 2015*	
			Number of NCDs	Rs in Lakh	Number of NCDs	Rs in Lakh
TCFSL NCD M FY 2014-15	4-Sep-14	4-Sep-17	500	5,000	500	5,000
TCFSL NCD L FY 2014-15 - Option- I	1-Sep-14	1-Sep-17	4,000	40,000	4,000	40,000
TCFSL NCD R FY 2013-14	26-Aug-13	25-Aug-17	300	3,000	300	3,000
TCFSL NCD AE FY 2012-13	9-Aug-12	9-Aug-17	200	2,000	200	2,000
TCFSL NCD R FY 2015-16	31-Jul-15	31-Jul-17	1,570	15,700	-	-
TCFSL NCD H FY 2015-16 Option - I	15-May-15	17-Jul-17	1,270	12,700	-	-
TCFSL NCD F FY 2014-15	14-Jul-14	14-Jul-17	100	1,000	100	1,000
TCFSL NCD C FY 2014-15 - Option-I	9-Jul-14	10-Jul-17	250	2,500	250	2,500
TCFSL NCD O FY 2015-16 - Option II	7-Jul-15	7-Jul-17	250	2,500	-	-
TCFSL NCD P FY 2015-16	9-Jul-15	7-Jul-17	2,500	25,000	-	-
TCFSL NCD M FY 2015-16 - Option I	24-Jun-15	23-Jun-17	1,000	10,000	-	-
TCFSL NCD M FY 2015-16 - Option II	24-Jun-15	23-Jun-17	750	7,500	-	-
TCFSL NCD M FY 2015-16 - Option III	24-Jun-15	23-Jun-17	750	7,500	-	-
TCFSL NCD O FY 2015-16 - Option I	7-Jul-15	23-Jun-17	2,500	25,000	-	-
TCFSL NCD H FY 2015-16 Option - V	15-May-15	20-Jun-17	187	1,870	-	-
TCFSL NCD I FY 2015-16 Option - V	22-May-15	20-Jun-17	67	670	-	-
TCFSL NCD K FY 2015-16	9-Jun-15	9-Jun-17	5,000	50,000	-	-
TCFSL NCD C FY 2015-16 Option-IV	22-Apr-15	1-Jun-17	340	3,400	-	-
TCFSL NCD H FY 2015-16 Option - VI	15-May-15	1-Jun-17	175	1,750	-	-
TCFSL NCD I FY 2015-16 Option - I	22-May-15	1-Jun-17	1,273	12,730	-	-
TCFSL NCD G FY 2015-16 - Option I	13-May-15	24-May-17	350	3,500	-	-
TCFSL NCD H FY 2015-16 Option - IV	15-May-15	24-May-17	220	2,200	-	-
TCFSL NCD J FY 2015-16 - Option II	26-May-15	24-May-17	5,250	52,500	-	-
TCFSL NCD B FY 2015-16	20-Apr-15	22-May-17	1,026	10,260	-	-
TCFSL NCD H FY 2015-16 Option - II	15-May-15	22-May-17	780	7,800	-	-
TCFSL NCD I FY 2015-16 Option - II	22-May-15	17-May-17	200	2,000	-	-
TCFSL NCD H FY 2015-16 Option - VIII	15-May-15	15-May-17	100	1,000	-	-
TCFSL NCD H FY 2015-16 Option - III	15-May-15	12-May-17	250	2,500	-	-
TCFSL NCD AU FY 2014-15-Option-III	5-Mar-15	2-May-17	110	1,100	110	1,100
TCFSL NCD G FY 2015-16 - Option II	13-May-15	27-Apr-17	90	900	-	-
TCFSL NCD C FY 2015-16 Option-III	22-Apr-15	25-Apr-17	850	8,500	-	-
TCFSL NCD C FY 2015-16 Option-II	22-Apr-15	20-Apr-17	70	700	-	-
TCFSL NCD C FY 2015-16 Option-I	22-Apr-15	19-Apr-17	326	3,260	-	-
TCFSL NCD D FY 2015-16 Option-II	24-Apr-15	18-Apr-17	88	880	-	-
TCFSL NCD A FY 2015-16	15-Apr-15	11-Apr-17	180	1,800	-	-
TCFSL NCD H FY 2015-16 Option - VII	15-May-15	11-Apr-17	120	1,200	-	-
TCFSL NCD AU FY 2014-15-Option-I	5-Mar-15	10-Apr-17	115	1,150	115	1,150
TCFSL NCD D FY 2015-16 Option-IV	24-Apr-15	5-Apr-17	510	5,100	-	-
TCFSL NCD D FY 2015-16 Option-III	24-Apr-15	4-Apr-17	190	1,900	-	-
TCFSL NCD D FY 2015-16 Option-I	24-Apr-15	3-Apr-17	640	6,400	-	-
TCFSL NCD AG FY 2014-15-Option-II	10-Dec-14	24-Mar-17	250	2,500	250	2,500
TCFSL NCD AY FY 2014-15-Option-II	24-Mar-15	24-Mar-17	250	2,500	250	2,500
TCFSL NCD AW FY 2014-15	18-Mar-15	17-Mar-17	3,000	30,000	3,000	30,000
TCFSL NCD AX FY 2014-15-Option-I	20-Mar-15	16-Mar-17	187	1,870	187	1,870
TCFSL NCD AV FY 2014-15 - Option-I	10-Mar-15	10-Mar-17	5,550	55,500	5,550	55,500
TCFSL NCD X FY 2013-14	16-Sep-13	6-Mar-17	220	2,200	220	2,200
TCFSL NCD AU FY 2014-15-Option-II	5-Mar-15	2-Mar-17	126	1,260	126	1,260
TCFSL NCD AS FY 2014-15	27-Feb-15	27-Feb-17	100	1,000	100	1,000
TCFSL NCD AT FY 2014-15-Option-II	2-Mar-15	27-Feb-17	170	1,700	170	1,700
TCFSL NCD AR FY 2014-15 - Option-III	26-Feb-15	24-Feb-17	250	2,500	250	2,500
TCFSL NCD AR FY 2014-15-Option-II	26-Feb-15	23-Feb-17	100	1,000	100	1,000
TCFSL NCD I FY 2015-16 Option - III	22-May-15	20-Feb-17	150	1,500	-	-
TCFSL NCD AR FY 2014-15-Option-I	26-Feb-15	16-Feb-17	325	3,250	325	3,250
TCFSL NCD P FY 2013-14	22-Aug-13	15-Feb-17	500	5,000	500	5,000
TCFSL NCD AP FY 2014-15-Option-II	4-Feb-15	3-Feb-17	100	1,000	100	1,000
TCFSL NCD AO FY 2014-15	2-Feb-15	2-Feb-17	500	5,000	500	5,000
TCFSL NCD H FY 2015-16 Option - IX	15-May-15	23-Jan-17	217	2,170	-	-
TCFSL NCD J FY 2015-16 Option - I	26-May-15	23-Jan-17	70	700	-	-
TCFSL NCD AI FY 2014-15	13-Jan-15	19-Jan-17	110	1,100	110	1,100
TCFSL NCD AK FY 2014-15-Option-III	15-Jan-15	12-Jan-17	880	8,800	880	8,800
TCFSL NCD F FY 2015-16	8-May-15	9-Jan-17	150	1,500	-	-
TCFSL NCD I FY 2015-16 Option - IV	22-May-15	28-Dec-16	100	1,000	-	-
TCFSL NCD AH FY 2014-15-Option-II	16-Dec-14	15-Dec-16	40	400	40	400
TCFSL NCD AG FY 2014-15-Option-I	10-Dec-14	9-Dec-16	50	500	50	500
TCFSL NCD AF FY 2014-15-Option-II	8-Dec-14	8-Dec-16	170	1,700	170	1,700

Description of NCDs	Issue Date	Redemption Date	As on March 31, 2016*		As on March 31, 2015*	
			Number of NCDs	Rs in Lakh	Number of NCDs	Rs in Lakh
TCFSL NCD AH FY 2014-15-Option-I	16-Dec-14	6-Dec-16	151	1,510	151	1,510
TCFSL NCD AJ FY 2013-14	13-Dec-13	5-Dec-16	45	450	45	450
TCFSL NCD AE FY 2014-15-Option-I	4-Dec-14	2-Dec-16	1,500	15,000	1,500	15,000
TCFSL NCD AE FY 2014-15-Option-III	4-Dec-14	30-Nov-16	130	1,300	130	1,300
TCFSL NCD AE FY 2014-15-Option-II	4-Dec-14	29-Nov-16	164	1,640	164	1,640
TCFSL NCD AC FY 2013-14	8-Nov-13	11-Nov-16	55	550	55	550
TCFSL NCD W FY 2014-15 - Option -II	12-Nov-14	11-Nov-16	100	1,000	100	1,000
TCFSL NCD AM FY 2011-12	10-Nov-11	10-Nov-16	100	1,000	100	1,000
TCFSL NCD AF FY 2013-14	2-Dec-13	7-Nov-16	50	500	50	500
TCFSL NCD V FY 2014-15 - Option -II	27-Oct-14	27-Oct-16	500	5,000	500	5,000
TCFSL NCD L FY 2014-15 - Option- II	1-Sep-14	26-Oct-16	85	850	85	850
TCFSL NCD V FY 2014-15 - Option -I	27-Oct-14	20-Oct-16	145	1,450	145	1,450
TCFSL NCD T FY 2014-15 - Option -IV	13-Oct-14	18-Oct-16	150	1,500	150	1,500
TCFSL NCD S FY 2014-15 - Option -IV	9-Oct-14	17-Oct-16	40	400	40	400
TCFSL NCD O FY 2014-15	12-Sep-14	5-Oct-16	320	3,200	320	3,200
TCFSL NCD K FY 2014-15 - Option-I	7-Aug-14	29-Sep-16	100	1,000	100	1,000
TCFSL NCD T FY 2015-16	3-Sep-15	27-Sep-16	65	650	-	-
TCFSL NCD S FY 2014-15 - Option -III	9-Oct-14	26-Sep-16	100	1,000	100	1,000
TCFSL NCD Q FY 2014-15	24-Sep-14	23-Sep-16	100	1,000	100	1,000
TCFSL NCD S FY 2014-15 - Option -II	9-Oct-14	21-Sep-16	103	1,030	103	1,030
TCFSL NCD I FY 2015-16 Option - VI	22-May-15	20-Sep-16	65	650	-	-
TCFSL NCD Q FY 2015-16 - Option II	13-Jul-15	20-Sep-16	110	1,100	-	-
TCFSL NCD P FY 2014-15	19-Sep-14	14-Sep-16	100	1,000	100	1,000
TCFSL NCD N FY 2014-15	10-Sep-14	13-Sep-16	85	850	85	850
TCFSL NCD Y FY 2013-14	24-Sep-13	8-Sep-16	400	4,000	400	4,000
TCFSL NCD V FY 2013-14	5-Sep-13	5-Sep-16	50	500	50	500
TCFSL NCD U FY 2013-14	3-Sep-13	2-Sep-16	250	2,500	250	2,500
TCFSL NCD W FY 2013-14	13-Sep-13	2-Sep-16	30	300	30	300
TCFSL NCD T FY 2013-14	3-Sep-13	30-Aug-16	62	620	62	620
TCFSL NCD S FY 2013-14	30-Aug-13	22-Aug-16	99	990	99	990
TCFSL NCD Q FY 2013-14	23-Aug-13	8-Aug-16	40	400	40	400
TCFSL NCD J FY 2014-15	6-Aug-14	4-Aug-16	100	1,000	100	1,000
TCFSL NCD K FY 2014-15 - Option-II	7-Aug-14	4-Aug-16	210	2,100	210	2,100
TCFSL NCD I FY 2014-15 - Option-II	4-Aug-14	2-Aug-16	250	2,500	250	2,500
TCFSL NCD I FY 2014-15 -Option-I	4-Aug-14	2-Aug-16	650	6,500	650	6,500
TCFSL NCD K FY 2014-15 - Option-III	7-Aug-14	1-Aug-16	70	700	70	700
TCFSL NCD G FY 2014-15	16-Jul-14	27-Jul-16	144	1,440	144	1,440
TCFSL NCD N FY 2015-16	26-Jun-15	25-Jul-16	1,500	15,000	-	-
TCFSL NCD D FY 2014-15	10-Jul-14	8-Jul-16	2,500	25,000	2,500	25,000
TCFSL NCD B FY 2014-15	20-Jun-14	21-Jun-16	250	2,500	250	2,500
TCFSL NCD A FY 2014-15 - Option-I	26-May-14	26-May-16	800	8,000	800	8,000
TCFSL NCD BE FY 2012-13	12-Mar-13	10-May-16	30	300	30	300
TCFSL NCD AP FY 2014-15-Option-III	6-Feb-15	6-May-16	1,000	10,000	1,000	10,000
TCFSL NCD A FY 2011-12	27-Apr-11	27-Apr-16	370	3,700	370	3,700
TCFSL NCD AM FY 2014-15	23-Jan-15	22-Apr-16	250	2,500	250	2,500
TCFSL NCD AD FY 2014-15	2-Dec-14	15-Apr-16	1,000	10,000	1,000	10,000
TCFSL NCD R FY 2014-15 - Option -I	30-Sep-14	23-Mar-16	-	-	2,000	20,000
TCFSL NCD T FY 2014-15 - Option -II	13-Oct-14	23-Mar-16	-	-	1,600	16,000
TCFSL NCD AU FY 2014-15-Option-IV	5-Mar-15	11-Mar-16	-	-	500	5,000
TCFSL NCD W FY 2014-15 - Option -I	12-Nov-14	1-Mar-16	-	-	1,400	14,000
TCFSL NCD W FY 2010-11	19-Jan-11	19-Jan-16	-	-	440	4,400
TCFSL NCD H FY 2014-15	24-Jul-14	19-Jan-16	-	-	750	7,500
TCFSL NCD AC FY 2014-15	25-Nov-14	23-Dec-15	-	-	2,000	20,000
TCFSL NCD X FY 2014-15 - Option -I	14-Nov-14	14-Dec-15	-	-	1,700	17,000
TCFSL NCD T FY 2010-11	2-Dec-10	2-Dec-15	-	-	50	500
TCFSL NCD A FY 2014-15 - Option-II	26-May-14	26-Nov-15	-	-	800	8,000
TCFSL NCD S FY 2010-11	19-Nov-10	19-Nov-15	-	-	100	1,000
TCFSL NCD AA FY 2012-13	16-Jul-12	1-Oct-15	-	-	40	400
TCFSL NCD E FY 2012-13	4-May-12	4-Aug-15	-	-	50	500
TCFSL NCD AD FY 2012-13	31-Jul-12	31-Jul-15	-	-	500	5,000
TCFSL NCD Z FY 2012-13	13-Jul-12	13-Jul-15	-	-	50	500
TCFSL NCD E FY 2014-15 - Option-I	11-Jul-14	10-Jul-15	-	-	1,500	15,000
TCFSL NCD E FY 2014-15 - Option-II	11-Jul-14	10-Jul-15	-	-	750	7,500
TCFSL NCD B FY 2012-13	30-Apr-12	30-Jun-15	-	-	200	2,000
TCFSL NCD AM FY 2013-14	10-Jan-14	30-Jun-15	-	-	200	2,000
TCFSL NCD AW FY 2013-14	28-Jan-14	30-Jun-15	-	-	100	1,000

Description of NCDs	Issue Date	Redemption Date	As on March 31, 2016*		As on March 31, 2015*	
			Number of NCDs	Rs in Lakh	Number of NCDs	Rs in Lakh
TCFSL NCD AI FY 2013-14	13-Dec-13	29-Jun-15	-	-	50	500
TCFSL NCD Y FY 2012-13	19-Jun-12	19-Jun-15	-	-	50	500
TCFSL NCD AA FY 2013-14	17-Oct-13	15-Jun-15	-	-	100	1,000
TCFSL NCD V FY 2012-13	4-Jun-12	4-Jun-15	-	-	100	1,000
TCFSL NCD CE FY 2011-12	24-Feb-12	1-Jun-15	-	-	180	1,800
TCFSL NCD U FY 2012-13	28-May-12	28-May-15	-	-	400	4,000
TCFSL NCD J FY 2013-14	28-May-13	28-May-15	-	-	250	2,500
TCFSL NCD T FY 2012-13	25-May-12	25-May-15	-	-	140	1,400
TCFSL NCD I FY 2013-14	21-May-13	21-May-15	-	-	1,000	10,000
TCFSL NCD BI FY 2013-14	20-Feb-14	20-May-15	-	-	250	2,500
TCFSL NCD AE FY 2013-14	21-Nov-13	19-May-15	-	-	400	4,000
TCFSL NCD AT FY 2013-14	28-Jan-14	18-May-15	-	-	255	2,550
TCFSL NCD AQ FY 2013-14	15-Jan-14	14-May-15	-	-	210	2,100
TCFSL NCD G FY 2010-11	12-May-10	12-May-15	-	-	250	2,500
TCFSL NCD AL FY 2013-14	9-Jan-14	12-May-15	-	-	60	600
TCFSL NCD AR FY 2013-14	16-Jan-14	12-May-15	-	-	150	1,500
TCFSL NCD AO FY 2013-14	13-Jan-14	11-May-15	-	-	100	1,000
TCFSL NCD AP FY 2013-14	15-Jan-14	11-May-15	-	-	80	800
TCFSL NCD AH FY 2013-14	12-Dec-13	8-May-15	-	-	240	2,400
TCFSL NCD C FY 2013-14	7-May-13	7-May-15	-	-	250	2,500
TCFSL NCD AN FY 2013-14	13-Jan-14	7-May-15	-	-	120	1,200
TCFSL NCD G FY 2012-13	9-May-12	6-May-15	-	-	200	2,000
TCFSL NCD S FY 2012-13	22-May-12	6-May-15	-	-	225	2,250
TCFSL NCD C FY 2012-13	2-May-12	30-Apr-15	-	-	500	5,000
TCFSL NCD D FY 2012-13	3-May-12	30-Apr-15	-	-	620	6,200
TCFSL NCD AG FY 2013-14	11-Dec-13	30-Apr-15	-	-	50	500
TCFSL NCD AK FY 2013-14	3-Jan-14	30-Apr-15	-	-	380	3,800
TCFSL NCD AZ FY 2013-14	6-Feb-14	30-Apr-15	-	-	180	1,800
TCFSL NCD BB FY 2013-14	7-Feb-14	30-Apr-15	-	-	300	3,000
TCFSL NCD BF FY 2013-14	17-Feb-14	30-Apr-15	-	-	473	4,730
TCFSL NCD BK FY 2013-14	21-Feb-14	30-Apr-15	-	-	430	4,300
TCFSL NCD BO FY 2013-14	28-Feb-14	30-Apr-15	-	-	510	5,100
TCFSL NCD A FY 2013-14 - Option-II	23-Apr-13	23-Apr-15	-	-	300	3,000
TCFSL NCD AV FY 2013-14	28-Jan-14	23-Apr-15	-	-	220	2,200
TCFSL NCD BN FY 2013-14	28-Feb-14	20-Apr-15	-	-	120	1,200
TCFSL NCD BQ FY 2013-14	3-Mar-14	20-Apr-15	-	-	250	2,500
TCFSL NCD BE FY 2013-14	14-Feb-14	16-Apr-15	-	-	80	800
TCFSL NCD BY FY 2013-14	18-Mar-14	16-Apr-15	-	-	900	9,000
TCFSL NCD AB FY 2013-14	17-Oct-13	15-Apr-15	-	-	250	2,500
TCFSL NCD AS FY 2013-14	17-Jan-14	15-Apr-15	-	-	300	3,000
TCFSL NCD AU FY 2013-14	28-Jan-14	15-Apr-15	-	-	50	500
TCFSL NCD AX FY 2013-14	6-Feb-14	15-Apr-15	-	-	190	1,900
TCFSL NCD BR FY 2013-14	10-Mar-14	15-Apr-15	-	-	621	6,210
TCFSL NCD BU FY 2013-14	14-Mar-14	14-Apr-15	-	-	744	7,440
TCFSL NCD BG FY 2013-14	18-Feb-14	13-Apr-15	-	-	100	1,000
TCFSL NCD BS FY 2013-14	13-Mar-14	13-Apr-15	-	-	585	5,850
TCFSL NCD A FY 2012-13	25-Apr-12	10-Apr-15	-	-	200	2,000
TCFSL NCD CA FY 2013-14	24-Mar-14	8-Apr-15	-	-	400	4,000
TCFSL NCD Z FY 2013-14	10-Oct-13	7-Apr-15	-	-	100	1,000
TCFSL NCD BC FY 2013-14	12-Feb-14	7-Apr-15	-	-	290	2,900
TCFSL NCD BD FY 2013-14	13-Feb-14	7-Apr-15	-	-	210	2,100
TCFSL NCD BJ FY 2013-14	21-Feb-14	7-Apr-15	-	-	340	3,400
TCFSL NCD BL FY 2013-14	24-Feb-14	7-Apr-15	-	-	765	7,650
TCFSL NCD BM FY 2013-14	24-Feb-14	7-Apr-15	-	-	380	3,800
TCFSL NCD BV FY 2013-14	14-Mar-14	7-Apr-15	-	-	100	1,000
TCFSL NCD BZ FY 2013-14	18-Mar-14	7-Apr-15	-	-	561	5,610
TCFSL NCD CK FY 2011-12	16-Mar-12	6-Apr-15	-	-	120	1,198
TCFSL NCD BA FY 2013-14	7-Feb-14	6-Apr-15	-	-	160	1,600
TCFSL NCD BP FY 2013-14	28-Feb-14	6-Apr-15	-	-	100	1,000
TCFSL NCD BT FY 2013-14	14-Mar-14	6-Apr-15	-	-	900	9,000
TCFSL NCD BX FY 2013-14	18-Mar-14	6-Apr-15	-	-	170	1,700
<b>TOTAL</b>				<b>1,031,930</b>		<b>920,998</b>
Of which current maturities classified under "Current liabilities" in Note No. 10				<b>(279,830)</b>		<b>(317,538)</b>
<b>TOTAL</b>				<b>752,100</b>		<b>603,460</b>

\*Net of unamortised discount of Rs. NIL (Previous Year : Rs. 2 Lakh).

\*Note : Coupon rate of "NCDs" outstanding as on March 31, 2016 varies from 8.40% to 11.25% (Previous Year : Varies from 8.35% to 11.25%)



5. 19. Particulars of Public issue of Secured Non-Convertible Debentures outstanding as on March 31, 2016

Description of NCD	Issue Date	Redemption Date	Number of NCDs	Rs in Lakh
TCFSL NCD Option I (2009)	March 6, 2009	March 5, 2019	310	310
TCFSL NCD Option II (2009)	March 6, 2009	March 5, 2019	177,875	1,779
TCFSL NCD Option III (2009)	March 6, 2009	March 5, 2019	1,497,029	14,970
TCFSL NCD Option IV (2009)	March 6, 2009	March 5, 2019	1,175,939	11,759
<b>Total</b>				<b>28,818</b>

Note : Coupon rate of above outstanding as on March 31, 2016 varies from 9.75% to 10.50%

Particulars of Public issue of Secured Non-Convertible Debentures outstanding as on March 31, 2015

Description of NCD	Issue Date	Redemption Date	Number of NCDs	Rs in Lakh
TCFSL NCD Option I (2009)	March 6, 2009	March 5, 2019	310	310
TCFSL NCD Option II (2009)	March 6, 2009	March 5, 2019	177,875	1,779
TCFSL NCD Option III (2009)	March 6, 2009	March 5, 2019	1,497,029	14,970
TCFSL NCD Option IV (2009)	March 6, 2009	March 5, 2019	1,175,939	11,759
<b>Total</b>				<b>28,818</b>

Note : Coupon rate of above outstanding as on March 31, 2015 varies from 9.75% to 10.50%

5. 20. Particulars of unsecured redeemable non convertible subordinated debentures (Tier II Bonds) outstanding as on March 31, 2016

Description of NCD	Issue Date	Redemption Date	Number of NCDs	Rs in Lakh *
TCFSL Tier II Bond B FY 2015-16	30-Mar-16	30-Mar-26	2,000	20,000
TCFSL Tier II Bond A FY 2015-16	22-Jul-15	22-Jul-25	900	9,000
TCFSL Tier II Bond D FY 2014-15	31-Mar-15	31-Mar-25	2,000	20,000
TCFSL Tier II Bond C FY 2014-15	30-Jan-15	30-Jan-25	750	7,500
TCFSL Tier II Bond B FY 2014-15	7-Jan-15	7-Jan-25	350	3,500
TCFSL Tier II Bond A FY 2014-15	26-Sep-14	26-Sep-24	1,000	10,000
TCL Tier II Bond H FY 2009-10	24-Dec-09	24-Dec-19	1,000	5,000
TCL Tier II Bond G FY 2009-10	18-Dec-09	18-Dec-19	3,000	15,000
TCL Tier II Bond E FY 2009-10	15-Dec-09	15-Dec-19	5,725	28,625
TCL Tier II Bond F FY 2009-10	30-Nov-09	30-Nov-19	1,135	3,969
TCL Tier II Bond C FY 2009-10	28-Oct-09	28-Oct-19	1,479	7,395
TCL Tier II Bond D FY 2009-10	28-Oct-09	28-Oct-19	1,580	7,900
TCL Tier II Bond B FY 2009-10	9-Sep-09	9-Sep-19	1,704	17,040
TCL Tier II Bond A FY 2009-10	4-Aug-09	4-Aug-19	391	3,910
<b>Total</b>				<b>158,839</b>

\*Net of unamortised discount of Rs.1,706 Lakh

Note : Coupon rate of above outstanding as on March 31, 2016 varies from 9.17% to 10.50%

Particulars of unsecured redeemable non convertible subordinated debentures (Tier II Bonds) outstanding as on March 31, 2015

Description of NCD	Issue Date	Redemption Date	Number of NCDs	Rs in Lakh*
TCFSL Tier II Bond 'D' FY 2014-15	31-Mar-15	31-Mar-25	2,000	20,000
TCFSL Tier II Bond 'C' FY 2014-15	30-Jan-15	30-Jan-25	750	7,500
TCFSL Tier II Bond 'B' FY 2014-15	7-Jan-15	7-Jan-25	350	3,500
TCFSL Tier II Bond 'A' FY 2014-15	26-Sep-14	25-Sep-24	1,000	10,000
TCL Tier II Bond 'H' FY 2009-10	24-Dec-09	24-Dec-19	1,000	5,000
TCL Tier II Bond 'G' FY 2009-10	18-Dec-09	18-Dec-19	3,000	15,000
TCL Tier II Bond 'E' FY 2009-10	15-Dec-09	15-Dec-19	5,725	28,625
TCL Tier II Bond 'F' FY 2009-10	30-Nov-09	30-Nov-19	1,135	3,599
TCL Tier II Bond 'C' FY 2009-10	28-Oct-09	28-Oct-19	1,479	7,395
TCL Tier II Bond 'D' FY 2009-10	28-Oct-09	28-Oct-19	1,580	7,900
TCL Tier II Bond 'B' FY 2009-10	9-Sep-09	9-Sep-19	1,704	17,040
TCL Tier II Bond 'A' FY 2009-10	4-Aug-09	4-Aug-19	391	3,910
<b>Total</b>				<b>129,469</b>

\*Net of unamortised discount of Rs. 2,076 Lakh

Note : Coupon rate of above outstanding as on March 31, 2015 varies from 9.30% to 10.50%

5. 21. Particulars of unsecured non convertible perpetual debentures outstanding as on March 31, 2016

Description of NCD	Issue Date	Number of NCDs	Rs in Lakh
TCL Perpetual A FY 2010-11	15-Nov-10	15	75
TCL Perpetual B FY 2010-11	14-Jan-11	18	90
TCL Perpetual A FY 2011-12	5-May-11	20	100
TCL Perpetual B FY 2011-12	8-Aug-11	61	305
TCL Perpetual C FY 2011-12	28-Sep-11	10	50
TCL Perpetual D FY 2011-12	7-Nov-11	5	25
TCFSL Perpetual A FY 2013-14	27-Mar-14	1871	9,355
TCFSL Perpetual A FY 2015-16	16-Jul-15	1000	10,000
TCFSL Perpetual B FY 2015-16	6-Jan-16	500	5,000
TCFSL Perpetual C FY 2015-16	2-Feb-16	500	5,000
TCFSL Perpetual D FY 2015-16	9-Feb-16	1000	10,000
TCFSL Perpetual E FY 2015-16	23-Mar-16	1000	10,000
<b>Total</b>			<b>50,000</b>

Note : Coupon rate of above outstanding as on March 31, 2016 varies from 9.80% to 11.25%

Particulars of unsecured non convertible perpetual debentures outstanding as on March 31, 2015

Description of NCD	Issue Date	Number of NCDs	Rs in Lakh
TCL Perpetual 'A' FY 2010-11	15-Nov-10	15	75
TCL Perpetual 'B' FY 2010-11	14-Jan-11	18	90
TCL Perpetual 'A' FY 2011-12	5-May-11	20	100
TCL Perpetual 'B' FY 2011-12	8-Aug-11	61	305
TCL Perpetual 'C' FY 2011-12	28-Sep-11	10	50
TCL Perpetual 'D' FY 2011-12	7-Nov-11	5	25
TCFSL Perpetual 'A' FY 2013-14	27-Mar-14	1871	9,355
<b>Total</b>			<b>10,000</b>

Note : Coupon rate of above outstanding as on March 31, 2015 varies from 10% to 11.25%

Particulars	Year Ended March 31, 2016	Year Ended March 31, 2015
Funds Raised through Perpetual Debt Instruments	40,000	-
Amount outstanding at the end of year	50,000	10,000
Percentage of amount of Perpetual Debt Instruments of the amount of Tier I Capital	13.93%	3.45%
Financial year in which interest on Perpetual Debt Instruments is not paid on account of 'Lock-In Clause'.	N.A.	

5. 22. Particulars of Privately Placed Unsecured Non-Convertible Debentures ("NCDs") outstanding as on March 31, 2016

Description of NCD	Issue Date	Redemption Date	Number of NCDs	Rs in Lakh
TCFSL Unsecured NCD A FY 2015-16	12-Aug-15	10-Aug-18	2000	20,000
TCFSL Unsecured NCD B FY 2015-16 Option-I	1-Sep-15	1-Sep-17	1500	15,000
TCFSL Unsecured NCD B FY 2015-16 Option-II	1-Sep-15	1-Mar-17	1500	15,000
<b>TOTAL</b>				<b>50,000</b>
Of which current maturities classified under "Current liabilities" in Note No. 10				<b>(15,000)</b>
<b>Total</b>				<b>35,000</b>

Note : Coupon rate of above outstanding as on March 31, 2016 varies from 8.80% to 8.91%

5. 23. Unsecured redeemable Non-convertible subordinated debentures includes the debentures issued to Key Management Personnel of Rs. 20 Lakh (Previous Year : Rs. 20 Lakh).

5. 24. Particulars of Privately Placed Secured Non-Convertible Debentures ("NCDs") outstanding as on March 31, 2015

Description of NCDs	Issue Date	Redemption Date	As on March 31, 2015*		As on March 31, 2014*	
			Number of NCDs	Rs. in Lakh	Number of NCDs	Rs. in Lakh
TCFSL NCD 'S' FY 2014-15 - Option IV	9-Oct-14	6-Dec-24	40	400	-	-
TCFSL NCD 'S' FY 2014-15 - Option II	9-Oct-14	20-Nov-24	103	1,030	-	-
TCFSL NCD 'AH' FY 2012-13	5-Sep-12	5-Sep-22	500	5,000	500	3,400
TCFSL NCD 'B' FY 2014-15	20-Jun-14	9-Jul-19	250	2,500	-	-
TCL NCD 'AA' FY 2011-12	21-Oct-11	21-Oct-18	150	1,500	150	1,500
TCL NCD 'R' FY 2011-12	23-Sep-11	23-Sep-18	100	1,000	100	1,000
TCFSL NCD 'O' FY 2013-14	20-Aug-13	20-Aug-18	430	4,300	430	4,300
TCL NCD 'M' FY 2011-12	17-Aug-11	17-Aug-18	40	400	40	400
TCFSL NCD 'J' FY 2013-14	28-May-13	28-May-18	250	2,500	250	2,500
TCFSL NCD 'G' FY 2013-14	22-May-13	22-May-18	2,000	20,000	2,000	20,000
TCFSL NCD 'H' FY 2013-14	22-May-13	22-May-18	250	2,500	250	2,500
TCFSL NCD 'E' FY 2013-14	7-May-13	7-May-18	500	5,000	500	5,000
TCFSL NCD 'D' FY 2013-14	7-May-13	7-May-18	200	2,000	200	2,000
TCFSL NCD 'A' FY 2013-14	23-Apr-13	23-Apr-18	850	8,500	850	8,500
TCFSL NCD 'U' FY 2014-15	21-Oct-14	5-Apr-18	100	1,000	-	-
TCFSL NCD 'AB' FY 2014-15 - Option III	21-Nov-14	3-Apr-18	150	1,500	-	-
TCFSL NCD 'BF' FY 2012-13	26-Mar-13	26-Mar-18	50	500	50	500
TCFSL NCD 'AC' FY 2014-15	25-Nov-14	23-Mar-18	2,000	20,000	-	-
TCFSL NCD 'AB' FY 2014-15 - Option I	21-Nov-14	9-Mar-18	380	3,800	-	-
TCFSL NCD 'Z' FY 2014-15	19-Nov-14	2-Mar-18	740	7,400	-	-
TCFSL NCD 'X' FY 2014-15 - Option I	14-Nov-14	12-Feb-18	1,700	17,000	-	-
TCFSL NCD 'W' FY 2014-15 - Option I	12-Nov-14	2-Feb-18	1,400	14,000	-	-
TCFSL NCD 'V' FY 2014-15 - Option I	27-Oct-14	29-Jan-18	145	1,450	-	-
TCFSL NCD 'V' FY 2014-15 - Option II	27-Oct-14	24-Jan-18	500	5,000	-	-
TCFSL NCD 'AZ' FY 2012-13	22-Jan-13	22-Jan-18	3,000	30,000	3,000	30,000
TCFSL NCD 'AY' FY 2012-13	22-Jan-13	22-Jan-18	2,000	20,000	2,000	20,000
TCFSL NCD 'BA' FY 2012-13	22-Jan-13	22-Jan-18	250	2,500	250	2,500
TCFSL NCD 'AX' FY 2012-13	16-Jan-13	16-Jan-18	650	6,500	650	6,500
TCFSL NCD 'T' FY 2014-15 - Option IV	13-Oct-14	15-Jan-18	150	1,500	-	-
TCFSL NCD 'T' FY 2014-15 - Option V	13-Oct-14	10-Jan-18	250	2,500	-	-
TCFSL NCD 'T' FY 2014-15 - Option III	13-Oct-14	4-Jan-18	100	1,000	-	-
TCFSL NCD 'S' FY 2014-15 - Option V	9-Oct-14	8-Dec-17	22	220	-	-
TCFSL NCD 'AS' FY 2012-13	5-Dec-12	5-Dec-17	250	2,500	250	2,500
TCFSL NCD 'S' FY 2014-15 - Option I	9-Oct-14	29-Nov-17	50	500	-	-
TCFSL NCD 'R' FY 2014-15 - Option III	30-Sep-14	27-Nov-17	50	500	-	-
TCFSL NCD 'P' FY 2014-15	19-Sep-14	24-Nov-17	100	1,000	-	-
TCFSL NCD 'Q' FY 2014-15	24-Sep-14	20-Nov-17	100	1,000	-	-
TCFSL NCD 'R' FY 2014-15 - Option II	30-Sep-14	20-Nov-17	100	1,000	-	-
TCFSL NCD 'R' FY 2014-15 - Option I	30-Sep-14	15-Nov-17	2,000	20,000	-	-
TCFSL NCD 'AQ' FY 2012-13	12-Nov-12	10-Nov-17	300	3,000	300	3,000
TCFSL NCD 'AJ' FY 2012-13	9-Nov-12	9-Nov-17	5,000	50,000	5,000	50,000
TCFSL NCD 'K' FY 2014-15 - Option III	7-Aug-14	20-Oct-17	70	700	-	-
TCFSL NCD 'N' FY 2014-15	10-Sep-14	18-Oct-17	85	850	-	-
TCFSL NCD 'K' FY 2014-15 - Option II	7-Aug-14	9-Oct-17	210	2,100	-	-
TCFSL NCD 'K' FY 2014-15 - Option I	7-Aug-14	29-Sep-17	100	1,000	-	-
TCFSL NCD 'J' FY 2014-15	6-Aug-14	28-Sep-17	100	1,000	-	-
TCFSL NCD 'AK' FY 2014-15 Option III	15-Jan-15	27-Sep-17	880	8,800	-	-
TCFSL NCD 'O' FY 2014-15	12-Sep-14	26-Sep-17	320	3,200	-	-
TCFSL NCD 'L' FY 2014-15 - Option II	1-Sep-14	20-Sep-17	85	850	-	-
TCFSL NCD 'AG' FY 2012-13	10-Sep-12	8-Sep-17	100	1,000	100	1,000

Description of NCDs	Issue Date	Redemption Date	As on March 31, 2015*		As on March 31, 2014*	
			Number of NCDs	Rs. in Lakh	Number of NCDs	Rs. in Lakh
TCFSL NCD 'T' FY 2014-15 - Option II	4-Aug-14	4-Sep-17	250	2,500	-	-
TCFSL NCD 'G' FY 2014-15	16-Jul-14	1-Sep-17	144	1,440	-	-
TCFSL NCD 'R' FY 2013-14	26-Aug-13	25-Aug-17	300	3,000	300	3,000
TCL NCD 'M' FY 2011-12	17-Aug-11	17-Aug-17	30	300	30	300
TCFSL NCD 'AE' FY 2012-13	9-Aug-12	9-Aug-17	200	2,000	200	2,000
TCFSL NCD 'D' FY 2014-15	10-Jul-14	14-Jul-17	2,500	25,000	-	-
TCFSL NCD 'A' FY 2014-15 - Option II	26-May-14	10-Jul-17	800	8,000	-	-
TCFSL NCD 'AX' FY 2014-15 Option I	20-Mar-15	2-May-17	187	1,870	-	-
TCFSL NCD 'AV' FY 2014-15 Option II	10-Mar-15	10-Apr-17	500	5,000	-	-
TCFSL NCD 'T' FY 2014-15 - Option II	13-Oct-14	24-Mar-17	1,600	16,000	-	-
TCFSL NCD 'AD' FY 2014-15	2-Dec-14	24-Mar-17	1,000	10,000	-	-
TCFSL NCD 'AY' FY 2014-15 Option II	24-Mar-15	17-Mar-17	250	2,500	-	-
TCFSL NCD 'AB' FY 2014-15 - Option II	21-Nov-14	16-Mar-17	200	2,000	-	-
TCFSL NCD 'AA' FY 2014-15	20-Nov-14	10-Mar-17	950	9,500	-	-
TCFSL NCD 'X' FY 2013-14	16-Sep-13	6-Mar-17	220	2,200	220	2,200
TCFSL NCD 'AW' FY 2014-15	18-Mar-15	2-Mar-17	3,000	30,000	-	-
TCFSL NCD 'AU' FY 2014-15 Option IV	5-Mar-15	27-Feb-17	500	5,000	-	-
TCFSL NCD 'AV' FY 2014-15 Option I	10-Mar-15	27-Feb-17	5,550	55,500	-	-
TCFSL NCD 'Y' FY 2014-15	18-Nov-14	24-Feb-17	100	1,000	-	-
TCFSL NCD 'AU' FY 2014-15 Option III	5-Mar-15	23-Feb-17	110	1,100	-	-
TCFSL NCD 'AU' FY 2014-15 Option II	5-Mar-15	16-Feb-17	126	1,260	-	-
TCFSL NCD 'P' FY 2013-14	22-Aug-13	15-Feb-17	500	5,000	500	5,000
TCFSL NCD 'W' FY 2014-15 - Option II	12-Nov-14	3-Feb-17	100	1,000	-	-
TCFSL NCD 'X' FY 2014-15 - Option II	14-Nov-14	2-Feb-17	150	1,500	-	-
TCFSL NCD 'AS' FY 2014-15	27-Feb-15	19-Jan-17	100	1,000	-	-
TCFSL NCD 'AT' FY 2014-15 Option I	2-Mar-15	12-Jan-17	650	6,500	-	-
TCFSL NCD 'AR' FY 2014-15 Option II	26-Feb-15	15-Dec-16	100	1,000	-	-
TCFSL NCD 'T' FY 2014-15 - Option I	13-Oct-14	9-Dec-16	1,500	15,000	-	-
TCFSL NCD 'AR' FY 2014-15 Option III	26-Feb-15	8-Dec-16	250	2,500	-	-
TCFSL NCD 'AR' FY 2014-15 Option I	26-Feb-15	6-Dec-16	325	3,250	-	-
TCFSL NCD 'L' FY 2013-14	13-Dec-13	5-Dec-16	45	450	45	450
TCFSL NCD 'S' FY 2014-15 - Option III	9-Oct-14	2-Dec-16	100	1,000	-	-
TCFSL NCD 'AQ' FY 2014-15	20-Feb-15	30-Nov-16	60	600	-	-
TCFSL NCD 'AP' FY 2014-15 Option III	6-Feb-15	29-Nov-16	1,000	10,000	-	-
TCFSL NCD 'AN' FY 2014-15	29-Jan-15	11-Nov-16	3,000	30,000	-	-
TCFSL NCD 'AC' FY 2013-14	8-Nov-13	11-Nov-16	55	550	55	550
TCL NCD 'AM' FY 2011-12	10-Nov-11	10-Nov-16	100	1,000	100	1,000
TCFSL NCD 'AF' FY 2013-14	2-Dec-13	7-Nov-16	50	500	50	500
TCFSL NCD 'L' FY 2014-15 - Option I	1-Sep-14	27-Oct-16	4,000	40,000	-	-
TCFSL NCD 'H' FY 2014-15	24-Jul-14	26-Oct-16	750	7,500	-	-
TCFSL NCD 'AL' FY 2014-15	20-Jan-15	20-Oct-16	210	2,100	-	-
TCFSL NCD 'AX' FY 2014-15 Option II	20-Mar-15	18-Oct-16	80	800	-	-
TCFSL NCD 'AK' FY 2014-15 Option II	15-Jan-15	17-Oct-16	59	590	-	-
TCFSL NCD 'AH' FY 2014-15 - Option I	16-Dec-14	5-Oct-16	151	1,510	-	-
TCFSL NCD 'F' FY 2014-15 Option II	14-Jul-14	29-Sep-16	100	1,000	-	-
TCFSL NCD 'AK' FY 2014-15 Option I	15-Jan-15	26-Sep-16	97	970	-	-
TCFSL NCD 'AI' FY 2014-15	13-Jan-15	23-Sep-16	110	1,100	-	-
TCFSL NCD 'AJ' FY 2014-15	14-Jan-15	21-Sep-16	162	1,620	-	-
TCFSL NCD 'AH' FY 2014-15 - Option II	16-Dec-14	14-Sep-16	40	400	-	-
TCFSL NCD 'AH' FY 2014-15 - Option III	16-Dec-14	13-Sep-16	90	900	-	-
TCFSL NCD 'Y' FY 2013-14	24-Sep-13	8-Sep-16	400	4,000	400	4,000
TCFSL NCD 'V' FY 2013-14	5-Sep-13	5-Sep-16	50	500	50	500
TCFSL NCD 'U' FY 2013-14	3-Sep-13	2-Sep-16	250	2,500	250	2,500
TCFSL NCD 'W' FY 2013-14	13-Sep-13	2-Sep-16	30	300	30	300
TCFSL NCD 'T' FY 2013-14	3-Sep-13	30-Aug-16	62	620	62	620
TCFSL NCD 'S' FY 2013-14	30-Aug-13	22-Aug-16	99	990	99	990
TCL NCD 'M' FY 2011-12	17-Aug-11	17-Aug-16	30	300	30	300

Description of NCDs	Issue Date	Redemption Date	As on March 31, 2015*		As on March 31, 2014*	
			Number of NCDs	Rs. in Lakh	Number of NCDs	Rs. in Lakh
TCFSL NCD 'Q' FY 2013-14	23-Aug-13	8-Aug-16	40	400	40	400
TCFSL NCD 'E' FY 2014-15 Option II	11-Jul-14	4-Aug-16	750	7,500	-	-
TCFSL NCD 'AG' FY 2014-15 - Option I	10-Dec-14	4-Aug-16	50	500	-	-
TCFSL NCD 'E' FY 2014-15 Option I	11-Jul-14	2-Aug-16	1,500	15,000	-	-
TCFSL NCD 'AF' FY 2014-15 - Option II	8-Dec-14	2-Aug-16	170	1,700	-	-
TCFSL NCD 'AG' FY 2014-15 - Option II	10-Dec-14	1-Aug-16	250	2,500	-	-
TCFSL NCD 'AF' FY 2014-15 - Option I	8-Dec-14	27-Jul-16	750	7,500	-	-
TCFSL NCD 'C' FY 2014-15 Option II	9-Jul-14	11-Jul-16	350	3,500	-	-
TCFSL NCD 'AE' FY 2014-15 - Option III	4-Dec-14	8-Jul-16	130	1,300	-	-
TCFSL NCD 'A' FY 2014-15 - Option I	26-May-14	21-Jun-16	800	8,000	-	-
TCFSL NCD 'AE' FY 2014-15 - Option I	4-Dec-14	26-May-16	1,500	15,000	-	-
TCFSL NCD 'BE' FY 2012-13	12-Mar-13	10-May-16	30	300	30	300
TCFSL NCD 'AU' FY 2014-15 Option I	5-Mar-15	6-May-16	115	1,150	-	-
TCL NCD 'A' FY 2011-12	27-Apr-11	27-Apr-16	370	3,700	370	3,700
TCFSL NCD 'AT' FY 2014-15 Option II	2-Mar-15	22-Apr-16	170	1,700	-	-
TCFSL NCD 'AP' FY 2014-15 Option II	4-Feb-15	15-Apr-16	100	1,000	-	-
TCFSL NCD 'T' FY 2014-15 - Option I	4-Aug-14	25-Mar-16	650	6,500	-	-
TCFSL NCD 'M' FY 2014-15	4-Sep-14	25-Mar-16	500	5,000	-	-
TCFSL NCD 'AY' FY 2014-15 Option I	24-Mar-15	11-Mar-16	150	1,500	-	-
TCFSL NCD 'AM' FY 2014-15	23-Jan-15	1-Mar-16	250	2,500	-	-
TCFSL NCD 'AF' FY 2014-15 - Option III	8-Dec-14	19-Jan-16	50	500	-	-
TCL NCD 'W' FY 2010-11	19-Jan-11	19-Jan-16	440	4,400	440	4,400
TCFSL NCD 'AP' FY 2014-15 Option I	4-Feb-15	24-Dec-15	500	5,000	-	-
TCFSL NCD 'C' FY 2014-15 Option I	9-Jul-14	15-Dec-15	250	2,500	-	-
TCFSL NCD 'AO' FY 2014-15	2-Feb-15	14-Dec-15	500	5,000	-	-
TCL NCD 'T' FY 2010-11	2-Dec-10	2-Dec-15	50	500	50	500
TCFSL NCD 'AE' FY 2014-15 - Option II	4-Dec-14	26-Nov-15	164	1,640	-	-
TCL NCD 'S' FY 2010-11	19-Nov-10	19-Nov-15	100	1,000	100	1,000
TCFSL NCD 'AA' FY 2012-13	16-Jul-12	1-Oct-15	40	400	40	400
TCFSL NCD 'E' FY 2012-13	4-May-12	4-Aug-15	50	500	50	500
TCFSL NCD 'AD' FY 2012-13	31-Jul-12	31-Jul-15	500	5,000	500	5,000
TCFSL NCD 'Z' FY 2012-13	13-Jul-12	13-Jul-15	50	500	50	500
TCFSL NCD 'AM' FY 2013-14	10-Jan-14	30-Jun-15	200	2,000	200	2,000
TCFSL NCD 'B' FY 2012-13	30-Apr-12	30-Jun-15	200	2,000	200	2,000
TCFSL NCD 'AW' FY 2013-14	28-Jan-14	30-Jun-15	100	1,000	100	1,000
TCFSL NCD 'AI' FY 2013-14	13-Dec-13	29-Jun-15	50	500	50	500
TCFSL NCD 'Y' FY 2012-13	19-Jun-12	19-Jun-15	50	500	50	500
TCFSL NCD 'AA' FY 2013-14	17-Oct-13	15-Jun-15	100	1,000	100	1,000
TCFSL NCD 'V' FY 2012-13	4-Jun-12	4-Jun-15	100	1,000	100	1,000
TCL NCD 'CE' FY 2011-12	24-Feb-12	1-Jun-15	180	1,800	180	1,800
TCFSL NCD 'U' FY 2012-13	28-May-12	27-May-15	400	4,000	400	4,000
TCFSL NCD 'T' FY 2012-13	25-May-12	25-May-15	140	1,400	140	1,400
TCFSL NCD 'T' FY 2013-14	21-May-13	21-May-15	1,000	10,000	2,000	20,000
TCFSL NCD 'BI' FY 2013-14	20-Feb-14	20-May-15	250	2,500	250	2,500
TCFSL NCD 'AE' FY 2013-14	21-Nov-13	19-May-15	400	4,000	400	4,000
TCFSL NCD 'AT' FY 2013-14	28-Jan-14	18-May-15	255	2,550	255	2,550
TCFSL NCD 'AQ' FY 2013-14	15-Jan-14	14-May-15	210	2,100	210	2,100
TCL NCD 'G' FY 2010-11	12-May-10	12-May-15	250	2,500	250	2,500
TCFSL NCD 'AR' FY 2013-14	16-Jan-14	12-May-15	150	1,500	150	1,500
TCFSL NCD 'AL' FY 2013-14	9-Jan-14	12-May-15	60	600	60	600

Description of NCDs	Issue Date	Redemption Date	As on March 31, 2015*		As on March 31, 2014*	
			Number of NCDs	Rs. in Lakh	Number of NCDs	Rs. in Lakh
TCFSL NCD 'AO' FY 2013-14	13-Jan-14	11-May-15	100	1,000	100	1,000
TCFSL NCD 'AP' FY 2013-14	15-Jan-14	11-May-15	80	800	80	800
TCFSL NCD 'AH' FY 2013-14	12-Dec-13	8-May-15	240	2,400	240	2,400
TCFSL NCD 'C' FY 2013-14	7-May-13	7-May-15	250	2,500	250	2,500
TCFSL NCD 'AN' FY 2013-14	13-Jan-14	7-May-15	120	1,200	120	1,200
TCFSL NCD 'S' FY 2012-13	22-May-12	6-May-15	225	2,250	225	2,250
TCFSL NCD 'G' FY 2012-13	9-May-12	6-May-15	200	2,000	200	2,000
TCFSL NCD 'D' FY 2012-13	3-May-12	4-May-15	620	6,200	620	6,200
TCFSL NCD 'BO' FY 2013-14	28-Feb-14	4-May-15	510	5,100	510	5,100
TCFSL NCD 'BF' FY 2013-14	17-Feb-14	4-May-15	473	4,730	473	4,730
TCFSL NCD 'BK' FY 2013-14	21-Feb-14	4-May-15	430	4,300	430	4,300
TCFSL NCD 'AB' FY 2013-14	7-Feb-14	4-May-15	300	3,000	300	3,000
TCFSL NCD 'AZ' FY 2013-14	6-Feb-14	4-May-15	180	1,800	180	1,800
TCFSL NCD 'AG' FY 2013-14	11-Dec-13	4-May-15	50	500	50	500
TCFSL NCD 'C' FY 2012-13	2-May-12	30-Apr-15	500	5,000	500	5,000
TCFSL NCD 'AK' FY 2013-14	3-Jan-14	30-Apr-15	380	3,800	380	3,800
TCFSL NCD 'A' FY 2013-14	23-Apr-13	23-Apr-15	300	3,000	300	3,000
TCFSL NCD 'AV' FY 2013-14	28-Jan-14	23-Apr-15	220	2,200	220	2,200
TCFSL NCD 'BQ' FY 2013-14	3-Mar-14	20-Apr-15	250	2,500	250	2,500
TCFSL NCD 'BN' FY 2013-14	28-Feb-14	20-Apr-15	120	1,200	120	1,200
TCFSL NCD 'BY' FY 2013-14	18-Mar-14	16-Apr-15	900	9,000	900	9,000
TCFSL NCD 'BE' FY 2013-14	14-Feb-14	16-Apr-15	80	800	80	800
TCFSL NCD 'BR' FY 2013-14	10-Mar-14	15-Apr-15	621	6,210	621	6,210
TCFSL NCD 'AS' FY 2013-14	17-Jan-14	15-Apr-15	300	3,000	300	3,000
TCFSL NCD 'AB' FY 2013-14	17-Oct-13	15-Apr-15	250	2,500	250	2,500
TCFSL NCD 'AX' FY 2013-14	6-Feb-14	15-Apr-15	190	1,900	190	1,900
TCFSL NCD 'AU' FY 2013-14	28-Jan-14	15-Apr-15	50	500	50	500
TCFSL NCD 'BU' FY 2013-14	14-Mar-14	14-Apr-15	744	7,440	744	7,440
TCFSL NCD 'BS' FY 2013-14	13-Mar-14	13-Apr-15	585	5,850	585	5,850
TCFSL NCD 'BG' FY 2013-14	18-Feb-14	13-Apr-15	100	1,000	100	1,000
TCFSL NCD 'A' FY 2012-13	25-Apr-12	10-Apr-15	200	2,000	200	2,000
TCFSL NCD 'CA' FY 2013-14	24-Mar-14	8-Apr-15	400	4,000	400	4,000
TCFSL NCD 'BL' FY 2013-14	24-Feb-14	7-Apr-15	765	7,650	765	7,650
TCFSL NCD 'BZ' FY 2013-14	18-Mar-14	7-Apr-15	561	5,610	561	5,610
TCFSL NCD 'BM' FY 2013-14	24-Feb-14	7-Apr-15	380	3,800	380	3,800
TCFSL NCD 'BJ' FY 2013-14	21-Feb-14	7-Apr-15	340	3,400	340	3,400
TCFSL NCD 'BC' FY 2013-14	12-Feb-14	7-Apr-15	290	2,900	290	2,900
TCFSL NCD 'BD' FY 2013-14	13-Feb-14	7-Apr-15	210	2,100	210	2,100
TCFSL NCD 'Z' FY 2013-14	10-Oct-13	7-Apr-15	100	1,000	100	1,000
TCFSL NCD 'BV' FY 2013-14	14-Mar-14	7-Apr-15	100	1,000	100	1,000
TCFSL NCD 'BT' FY 2013-14	14-Mar-14	6-Apr-15	900	9,000	900	9,000
TCFSL NCD 'BX' FY 2013-14	18-Mar-14	6-Apr-15	170	1,700	170	1,700
TCFSL NCD 'BA' FY 2013-14	7-Feb-14	6-Apr-15	160	1,600	160	1,600
TCL NCD 'CK' FY 2011-12	16-Mar-12	6-Apr-15	120	1,198	120	1,101
TCFSL NCD 'BP' FY 2013-14	28-Feb-14	6-Apr-15	100	1,000	100	1,000
TCFSL NCD 'BW' FY 2013-14	14-Mar-14	31-Mar-15	-	-	200	2,000
TCFSL NCD 'BH' FY 2013-14	18-Feb-14	31-Mar-15	-	-	570	5,700
TCFSL NCD 'AY' FY 2013-14	6-Feb-14	31-Mar-15	-	-	278	2,780
TCFSL NCD 'AD' FY 2013-14	8-Nov-13	25-Mar-15	-	-	300	3,000
TCL NCD 'CL' FY 2011-12	20-Mar-12	13-Mar-15	-	-	250	2,500
TCFSL NCD 'H' FY 2012-13	10-May-12	9-Mar-15	-	-	100	1,000
TCL NCD 'CI' FY 2011-12	7-Mar-12	6-Mar-15	-	-	100	1,000
TCL NCD 'CD' FY 2011-12	23-Feb-12	9-Feb-15	-	-	300	3,000
TCL NCD 'BY' FY 2011-12	1-Feb-12	3-Feb-15	-	-	50	500
TCL NCD 'BW' FY 2011-12	24-Jan-12	27-Jan-15	-	-	350	3,263
TCL NCD 'BX' FY 2011-12	25-Jan-12	23-Jan-15	-	-	50	500

Description of NCDs	Issue Date	Redemption Date	As on March 31, 2015*		As on March 31, 2014*	
			Number of NCDs	Rs. in Lakh	Number of NCDs	Rs. in Lakh
TCL NCD 'BO' FY 2011-12	9-Jan-12	9-Jan-15	-	-	100	1,000
TCL NCD 'BS' FY 2011-12	19-Jan-12	7-Jan-15	-	-	80	800
TCL NCD 'BN' FY 2011-12	5-Jan-12	5-Jan-15	-	-	2,100	21,000
TCL NCD 'BM' FY 2011-12	30-Dec-11	29-Dec-14	-	-	200	1,877
TCFSL NCD 'AU' FY 2012-13	24-Dec-12	24-Dec-14	-	-	2,600	26,000
TCL NCD 'BE' FY 2011-12	22-Dec-11	22-Dec-14	-	-	1,500	15,000
TCL NCD 'BR' FY 2011-12	19-Jan-12	19-Dec-14	-	-	350	3,500
TCFSL NCD 'T' FY 2012-13	10-May-12	15-Dec-14	-	-	100	1,000
TCL NCD 'AZ' FY 2011-12	12-Dec-11	12-Dec-14	-	-	150	1,500
TCL NCD 'BQ' FY 2011-12	13-Jan-12	11-Dec-14	-	-	130	1,300
TCL NCD 'BI' FY 2011-12	26-Dec-11	1-Dec-14	-	-	50	500
TCL NCD 'AU' FY 2011-12	29-Nov-11	25-Nov-14	-	-	165	1,650
TCFSL NCD 'AR' FY 2012-13	12-Nov-12	12-Nov-14	-	-	150	1,500
TCL NCD 'AJ' FY 2011-12	8-Nov-11	8-Nov-14	-	-	50	500
TCL NCD 'AG' FY 2011-12	31-Oct-11	4-Nov-14	-	-	250	2,500
TCL NCD 'AD' FY 2011-12	2-Nov-11	23-Oct-14	-	-	70	700
TCL NCD 'AK' FY 2011-12	8-Nov-11	23-Oct-14	-	-	30	300
TCFSL NCD 'AO' FY 2012-13	22-Oct-12	22-Oct-14	-	-	500	5,000
TCFSL NCD 'AN' FY 2012-13	11-Oct-12	10-Oct-14	-	-	500	5,000
TCFSL NCD 'AK' FY 2012-13	25-Sep-12	25-Sep-14	-	-	1,500	15,000
TCFSL NCD 'AL' FY 2012-13	25-Sep-12	25-Sep-14	-	-	900	9,000
TCL NCD 'P' FY 2011-12	19-Sep-11	11-Sep-14	-	-	350	3,500
TCL NCD 'O' FY 2011-12	19-Sep-11	5-Sep-14	-	-	100	1,000
TCFSL NCD 'K' FY 2013-14	3-Jun-13	3-Sep-14	-	-	2,000	20,000
TCFSL NCD 'O' FY 2012-13	17-May-12	20-Aug-14	-	-	400	4,000
TCFSL NCD 'Q' FY 2012-13	17-May-12	20-Aug-14	-	-	250	2,500
TCL NCD 'L' FY 2009-10	17-Aug-09	18-Aug-14	-	-	200	2,000
TCL NCD 'T' FY 2011-12	29-Jul-11	29-Jul-14	-	-	250	2,500
TCL NCD 'H' FY 2011-12	29-Jul-11	29-Jul-14	-	-	18	180
TCFSL NCD 'N' FY 2013-14	28-Jun-13	28-Jul-14	-	-	251	2,510
TCFSL NCD 'AC' FY 2012-13	24-Jul-12	24-Jul-14	-	-	750	7,500
TCFSL NCD 'AB' FY 2012-13	20-Jul-12	18-Jul-14	-	-	1,000	10,000
TCFSL NCD 'N' FY 2012-13	17-May-12	17-Jul-14	-	-	350	3,500
TCFSL NCD 'P' FY 2012-13	17-May-12	17-Jul-14	-	-	250	2,500
TCL NCD 'BU' FY 2011-12	20-Jan-12	10-Jul-14	-	-	185	1,850
TCFSL NCD 'AV' FY 2012-13	11-Jan-13	23-Jun-14	-	-	190	1,900
TCFSL NCD 'X' FY 2012-13	21-Jun-12	20-Jun-14	-	-	1,000	10,000
TCFSL NCD 'B' FY 2013-14	18-Apr-13	23-May-14	-	-	400	4,000
TCFSL NCD 'L' FY 2012-13	14-May-12	14-May-14	-	-	500	5,000
TCFSL NCD 'K' FY 2012-13	14-May-12	14-May-14	-	-	400	4,000
TCL NCD 'CA' FY 2011-12	9-Feb-12	13-May-14	-	-	160	1,600
TCFSL NCD 'J' FY 2012-13	11-May-12	12-May-14	-	-	1,000	10,000
TCFSL NCD 'M' FY 2012-13	14-May-12	12-May-14	-	-	900	9,000
TCFSL NCD 'R' FY 2012-13	18-May-12	8-May-14	-	-	330	3,300
TCFSL NCD 'F' FY 2012-13	9-May-12	5-May-14	-	-	200	2,000
TCFSL NCD 'BB' FY 2012-13	23-Jan-13	30-Apr-14	-	-	125	1,250
TCL NCD 'CM' FY 2011-12	19-Mar-12	29-Apr-14	-	-	110	1,100
TCFSL NCD 'BG' FY 2012-13	26-Mar-13	25-Apr-14	-	-	569	5,690
TCFSL NCD 'AP' FY 2012-13	22-Oct-12	22-Apr-14	-	-	500	5,000
TCFSL NCD 'AW' FY 2012-13	11-Jan-13	16-Apr-14	-	-	160	1,600
TCFSL NCD 'BD' FY 2012-13	18-Feb-13	8-Apr-14	-	-	50	500
TCFSL NCD 'W' FY 2012-13	7-Jun-12	4-Apr-14	-	-	140	1,400
TCFSL NCD 'BH' FY 2012-13	28-Mar-13	3-Apr-14	-	-	100	1,000



Description of NCDs	Issue Date	Redemption Date	As on March 31, 2015*		As on March 31, 2014*	
			Number of NCDs	Rs. in Lakh	Number of NCDs	Rs. in Lakh
TCFSL NCD 'BC' FY 2012-13	13-Feb-13	2-Apr-14	-	-	1,000	10,000
<b>TOTAL</b>				<b>920,998</b>		<b>682,251</b>
Of which current maturities classified under "Current liabilities" in note No. 10				<b>(317,538)</b>		<b>(271,172)</b>
<b>TOTAL</b>				<b>603,460</b>		<b>411,079</b>

\*Net of unamortised discount of Rs. 2 Lakh (Previous Year : Rs. 459 Lakh).

\*Note : Coupon rate of "NCDs" outstanding as on March 31, 2015 varies from 8.35% to 11.25% (Previous Year : Varies from 8.35% to 11.25%)

5. 25. Particulars of Public issue of Secured Non-Convertible Debentures outstanding as on March 31, 2015

Description of NCD	Issue Date	Redemption Date	Number of NCDs	Rs. in Lakh
TCL NCD Option I (2009)	March 6, 2009	March 5, 2019	310	310
TCL NCD Option II (2009)	March 6, 2009	March 5, 2019	177,875	1,779
TCL NCD Option III (2009)	March 6, 2009	March 5, 2019	1,497,029	14,970
TCL NCD Option IV (2009)	March 6, 2009	March 5, 2019	1,175,939	11,759
<b>Total</b>				<b>28,818</b>

Note : Coupon rate of above outstanding as on March 31, 2015 varies from 9.75% to 10.50%

Particulars of Public issue of Secured Non-Convertible Debentures outstanding as on March 31, 2014

Description of NCD	Issue Date	Redemption Date	Number of NCDs	Rs. in Lakh
TCL NCD Option I (2009)	March 6, 2009	March 5, 2019	310	310
TCL NCD Option II (2009)	March 6, 2009	March 5, 2019	177,875	1,779
TCL NCD Option III (2009)	March 6, 2009	March 5, 2019	1,497,029	14,970
TCL NCD Option IV (2009)	March 6, 2009	March 5, 2019	1,175,939	11,759
<b>Total</b>				<b>28,818</b>

Note : Coupon rate of above outstanding as on March 31, 2014 varies from 9.75% to 10.50%

5. 26. Particulars of unsecured redeemable non convertible subordinated debentures (Tier II Bonds) outstanding as on March 31, 2015

Description of NCD	Issue Date	Redemption Date	Number of NCDs	Rs. in Lakh*
TCFSL Tier II Bond 'D' FY 2014-1	31-Mar-15	31-Mar-25	2,000	20,000
TCFSL Tier II Bond 'C' FY 2014-1	30-Jan-15	30-Jan-25	750	7,500
TCFSL Tier II Bond 'B' FY 2014-1	7-Jan-15	7-Jan-25	350	3,500
TCFSL Tier II Bond 'A' FY 2014-1	26-Sep-14	25-Sep-24	1,000	10,000
TCL Tier II Bond 'H' FY 2009-10	24-Dec-09	24-Dec-19	1,000	5,000
TCL Tier II Bond 'G' FY 2009-10	18-Dec-09	18-Dec-19	3,000	15,000
TCL Tier II Bond 'E' FY 2009-10	15-Dec-09	15-Dec-19	5,725	28,625
TCL Tier II Bond 'F' FY 2009-10	30-Nov-09	30-Nov-19	1,135	3,599
TCL Tier II Bond 'C' FY 2009-10	28-Oct-09	28-Oct-19	1,479	7,395
TCL Tier II Bond 'D' FY 2009-10	28-Oct-09	28-Oct-19	1,580	7,900
TCL Tier II Bond 'B' FY 2009-10	9-Sep-09	9-Sep-19	1,704	17,040
TCL Tier II Bond 'A' FY 2009-10	4-Aug-09	4-Aug-19	391	3,910
<b>Total</b>				<b>129,469</b>

\*Net of unamortised discount of Rs. 2,076 Lakh

Note : Coupon rate of above outstanding as on March 31, 2015 varies from 9.30% to 10.50%

Particulars of unsecured redeemable non convertible subordinated debentures (Tier II Bonds) outstanding as on March 31, 2014

Description of NCD	Issue Date	Redemption Date	Number of NCDs	Rs. in Lakh*
TCL Tier II Bond 'H' FY 2009-10	24-Dec-09	24-Dec-19	1,000	5,000
TCL Tier II Bond 'G' FY 2009-10	18-Dec-09	18-Dec-19	3,000	15,000
TCL Tier II Bond 'E' FY 2009-10	15-Dec-09	15-Dec-19	5,725	28,625
TCL Tier II Bond 'F' FY 2009-10	30-Nov-09	30-Nov-19	1,135	3,269
TCL Tier II Bond 'C' FY 2009-10	28-Oct-09	28-Oct-19	1,479	7,395
TCL Tier II Bond 'D' FY 2009-10	28-Oct-09	28-Oct-19	1,580	7,900
TCL Tier II Bond 'B' FY 2009-10	9-Sep-09	9-Sep-19	1,704	17,040
TCL Tier II Bond 'A' FY 2009-10	4-Aug-09	4-Aug-19	391	3,910
<b>Total</b>				<b>88,139</b>

\*Net of unamortised discount of Rs. 2,406 Lakh

Note : Coupon rate of above outstanding as on March 31, 2014 varies from 9.80% to 10.50%

5. 27. Particulars of unsecured non convertible perpetual debentures outstanding as on March 31, 2015

Description of NCD	Issue Date	Number of NCDs	Rs. in Lakh
TCL Perpetual 'A' FY 2010-11	15-Nov-10	15	75
TCL Perpetual 'B' FY 2010-11	14-Jan-11	18	90
TCL Perpetual 'A' FY 2011-12	5-May-11	20	100
TCL Perpetual 'B' FY 2011-12	8-Aug-11	61	305
TCL Perpetual 'C' FY 2011-12	28-Sep-11	10	50
TCL Perpetual 'D' FY 2011-12	7-Nov-11	5	25
TCFSL Perpetual 'A' FY 2013-14	27-Mar-14	1871	9,355
<b>Total</b>			<b>10,000</b>

Note : Coupon rate of above outstanding as on March 31, 2015 varies from 10% to 11.25%

Particulars of unsecured non convertible perpetual debentures outstanding as on March 31, 2014

Description of NCD	Issue Date	Number of NCDs	Rs. in Lakh
TCL Perpetual 'A' FY 2010-11	15-Nov-10	15	75
TCL Perpetual 'B' FY 2010-11	14-Jan-11	18	90
TCL Perpetual 'A' FY 2011-12	5-May-11	20	100
TCL Perpetual 'B' FY 2011-12	8-Aug-11	61	305
TCL Perpetual 'C' FY 2011-12	28-Sep-11	10	50
TCL Perpetual 'D' FY 2011-12	7-Nov-11	5	25
TCFSL Perpetual 'A' FY 2013-14	27-Mar-14	1871	9,355
<b>Total</b>			<b>10,000</b>

Note : Coupon rate of above outstanding as on March 31, 2014 varies from 10% to 11.25%

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Funds Raised through Perpetual Debt Instruments	-	9,355
Amount outstanding at the end of year	10,000	10,000
Percentage of amount of Perpetual Debt Instruments of the amount of Tier I Capital	3.45%	3.28%
Financial year in which interest on Perpetual Debt Instruments is not paid on account of 'Lock-In Clause'.	N.A.	

5. 28. Unsecured redeemable Non-convertible subordinated debentures includes the debentures issued to Key Management Personnel of Rs. 20 Lakh (Previous Year : Rs. 20 Lakh).

6. OTHER LONG-TERM LIABILITIES

PARTICULARS	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh
(a) Interest accrued but not due on borrowings	213	4,317	9,897	7,213	5,923
(b) Income received in advance	173	215	295	349	233
(c) Payable for capital expenditure	205	-	-	-	-
(d) Sundry liabilities account (interest capitalisation)	250	2,487	3,321	3,736	-
<b>Total</b>	<b>841</b>	<b>7,019</b>	<b>13,513</b>	<b>11,298</b>	<b>6,156</b>

7. LONG-TERM PROVISIONS

PARTICULARS	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh
(a) Provision for employee benefits	962	891	917	638	488
(b) Contingent provision against Standard Assets	6,732	5,160	4,035	3,024	2,833
(c) Provision for doubtful loans and credit substitutes	17,993	30,361	25,962	15,972	5,518
(d) Provision for restructured standard assets	108	70	2,086	2,771	2,648
<b>Total</b>	<b>25,795</b>	<b>36,482</b>	<b>33,000</b>	<b>22,405</b>	<b>11,487</b>

## 8. SHORT-TERM BORROWINGS

PARTICULARS	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh
<b>(a) Loans repayable on demand</b>					
<b>Secured</b>					
<b>From Banks</b>					
(i) Working capital demand loan	268,000	75,000	57,000	48,500	65,000
(ii) Bank Overdraft	210,934	301,969	337,109	259,045	247,279
<b>Unsecured</b>					
<b>From Banks</b>					
(i) Working capital demand loan	40,000	11,200	2,200	-	2,200
<b>(b) Collateralised Borrowings and Lending Obligations (CBLO) (Secured)</b>	-	-	47,971	46,936	-
[Net of unamortised discount of Rs NIL (as at March 31, 2017: Rs. Nil; as at March 31, 2016: Rs. 29 lakh; as at March 31, 2015: Rs. 64 lakh; as at March 31, 2014: Rs. Nil)]					
<b>(c) Term loans</b>					
<b>Secured</b>					
From Banks	10,000	6,000	-	-	-
<b>Unsecured</b>					
From Banks	82,500	-	-	-	20,000
<b>(d) Other loans and advances</b>					
<b>Unsecured</b>					
(i) Commercial paper	641,363	567,632	478,437	346,195	265,598
[Net of unamortised discount of Rs. 12,637 lakh (as at March 31, 2017 : Rs. 9,868 lakh; as at March 31, 2016 : Rs. 6,563 lakh; as at March 31, 2015 : Rs. 7,555 lakh; as at March 31, 2014 : Rs. 7,257 lakh)]					
(ii) Inter Corporate Deposits from Related Parties	33,784	44,829	50,552	2,600	33,090
(iii) Inter Corporate Deposits from Others	6,500	-	-	4,500	8,000
<b>Total</b>	<b>1,293,081</b>	<b>1,006,630</b>	<b>973,269</b>	<b>707,776</b>	<b>641,167</b>

### Notes

8.1. Discount on commercial paper varies between 7.32 % to 8.25% (as at March 31, 2017 : 6.66% to 8.61%; as at March 31, 2016 : 8.40% to 9.30%; as at March 31, 2015 : 8.26% to 9.80%; as at March 31, 2014 : 8.85% to 11.00% )

8.2. Rate of interest payable on WCDL varies between 7.60 % to 8.10% (as at March 31, 2017 : 7.95 % to 8.70%; as at March 31, 2016 : 8.50 % to 9.70%; as at March 31, 2015 : 9.40 % to 10.25%; as at March 31, 2014 : 9.75 % to 10.35%)

8.3. Rate of interest payable on Inter-corporate deposits varies between 7.25 % to 8.87% (as at March 31, 2017 : 8.61 % to 8.87%; as at March 31, 2016 : 8.49 % to 8.87%; as at March 31, 2015 : 7.72 % to 9.50%; as at March 31, 2014 : 9.95 % to 10.45%)

8.4. Discount on Collateralised Borrowings and Lending Obligations (CBLO) is N.A. (as at March 31, 2017 : N.A.; as at March 31, 2016 : 7.3%; as at March 31, 2015 : 9.98% to 10%; as at March 31, 2014 : N.A.)

8.5. Collateralised Borrowings and Lending Obligations (CBLO) are secured by the Company's investment in Government Securities and are repayable in 7 days.

## 9. TRADE PAYABLES

PARTICULARS	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh
(i) Accrued expenses	18,586	16,170	10,349	10,291	8,596
(ii) Payable to Related Parties	98	28	161	194	93
(iii) Payable to Dealers/Vendors	33,252	27,422	21,868	12,303	11,846
(iv) Others	561	918	1,911	929	1,190
<b>Total</b>	<b>52,497</b>	<b>44,538</b>	<b>34,288</b>	<b>23,717</b>	<b>21,725</b>

### 9. (a) Total outstanding dues of micro enterprises and small enterprises

PARTICULARS	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
(a) Amounts outstanding but not due as at year end	-	-	-	-	-
(b) Amounts due but unpaid as at year end	-	-	-	-	-
(c) Amounts paid after appointed date during the year	-	-	-	-	-
(d) Amount of interest accrued and unpaid as at year end	-	-	-	-	-
(e) The amount of further interest due and payable even in the succeeding year	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

10. OTHER CURRENT LIABILITIES

PARTICULARS	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh
(a) Current maturities of long-term debt					
(i) Debentures					
Secured					
Privately Placed Non-Convertible Debentures [Net of unamortised discount : NIL (as at March 31, 2017: NIL; as at March 31, 2016: NIL; as at March 31, 2015: Rs. 2 Lakh; as at March 31, 2014: Rs. 458 Lakh)]	369,490	710,380	279,830	317,538	271,172
Public issue of Non-Convertible Debentures	28,818	-	-	-	-
Unsecured					
Privately Placed Non-Convertible Debentures	70,000	15,000	15,000	-	-
(ii) Term Loans					
Secured					
From Banks	15,000	50,000	25,000	90,000	187,500
Unsecured					
From Banks	70,000	-	60,000	-	10,000
(iii) Other loans and advances					
Unsecured					
Inter-Corporate Deposits from Others	715	715	-	-	-
(b) Interest accrued but not due on borrowings	77,010	81,149	67,021	47,810	43,395
(c) Income received in advance	1,573	1,113	1,718	1,952	1,688
(d) Unclaimed matured debentures and accrued interest thereon	53	53	51	1	1
(e) Interim dividend payable	-	-	-	7,785	6,488
(f) Tax payable on Interim dividend	-	-	-	1,557	1,103
(g) Other payables					
(i) Security deposit	31,719	22,475	13,186	8,722	7,931
(ii) Statutory dues	3,758	1,305	1,646	621	918
(iii) Payable for capital expenditure	1,637	908	2,362	370	3,837
(vi) Advances from customers	1,677	1,402	4,921	3,919	1,630
(v) Sundry liabilities account (interest capitalisation)	450	2,058	1,627	1,081	2,540
(vi) Amounts payable - assigned loans	2,997	5,727	-	-	-
(vii) Accrued employee benefit expense	6,524	4,321	3,497	2,909	2,874
(viii) Others	893	595	496	773	216
<b>Total</b>	<b>682,314</b>	<b>897,201</b>	<b>476,355</b>	<b>485,038</b>	<b>541,293</b>

11. SHORT-TERM PROVISIONS

PARTICULARS	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh
(a) Provision for employee benefits	157	142	114	66	52
(b) Provision - Others					
(i) Contingent Provision against Standard Assets	8,523	6,431	4,548	3,092	2,823
(ii) Provision for tax [Net of advance tax Rs. 9,894 lakh (As at March 31, 2017 Rs. 29,481 lakh; As at March 31, 2016 Rs. 11,123 lakh; As at March 31, 2015 Rs. 9,590 lakh; As at March 31, 2014 Rs. 10,616 lakh)]	10,114	8,575	7,316	3,131	2,574
(iii) Provision for doubtful loans and credit substitutes	71,856	90,861	39,563	32,283	13,452
(iv) Provision for restructured standard assets	35	41	624	368	121
<b>Total</b>	<b>90,685</b>	<b>106,050</b>	<b>52,165</b>	<b>38,940</b>	<b>19,022</b>

## 12. PROPERTY, PLANT AND EQUIPMENT

(Rs. in lakh)

Particulars	Net Carrying Value				
	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
<b>TANGIBLE ASSETS</b>					
Buildings	3,477	3,677	3,877	4,077	4,219
Leasehold Improvements	1,509	1,701	1,848	1,464	1,550
Furniture & Fixtures	516	492	474	418	391
Computer Equipment	1,996	1,618	331	-	8
Office Equipment	487	482	342	347	740
Plant & Machinery	204	257	349	318	347
Vehicles	316	452	425	436	514
<b>ASSETS GIVEN UNDER OPERATING LEASE/RENTAL</b>					
Construction Equipment	9,576	14,299	15,938	16,430	15,353
Vehicles	1,653	1,581	1,972	3,683	4,465
Plant & Machinery	26,296	21,619	11,489	6,234	2,109
Computer Equipment	8,434	12,900	14,590	15,290	6,059
Furniture & Fixtures	661	834	509	465	250
Office Equipments	652	1,245	1,745	740	314
Railway Wagons	12,377	14,833	8,042	-	-
Electrical Installation & Equipments	846	1,062	287	-	-
<b>TANGIBLE ASSETS - TOTAL</b>	<b>69,000</b>	<b>77,052</b>	<b>62,218</b>	<b>49,902</b>	<b>36,319</b>

Particulars	Net Carrying Value				
	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
<b>INTANGIBLE ASSETS (other than internally generated)</b>					
Goodwill	-	-	7,804	7,804	7,804
Software	2,314	1,109	901	901	211
<b>INTANGIBLE ASSETS - TOTAL</b>	<b>2,314</b>	<b>1,109</b>	<b>8,705</b>	<b>8,705</b>	<b>8,015</b>
<b>Total</b>	<b>71,314</b>	<b>78,161</b>	<b>70,923</b>	<b>58,607</b>	<b>44,334</b>
<b>Capital work-in-progress</b>	101	518	149	663	88
<b>Intangible Assets under Development</b>	39	655	240	-	-
<b>Total</b>	<b>71,454</b>	<b>79,334</b>	<b>71,312</b>	<b>59,270</b>	<b>44,422</b>



**12.1. PROPERTY, PLANT AND EQUIPMENT**
**(Rs. in lakh)**

Particulars	Gross Block					Accumulated depreciation and amortisation				Net Carrying Value
	Opening balance as at April 1, 2017	Additions/ Adjustments	Deletions	Written off during the year*	Closing balance as at March 31, 2018	Opening balance as at April 1, 2017	Depreciation/ Amortisation for the year	Deletions/ Adjustments	Closing balance as at March 31, 2018	As at March 31, 2018
<b>TANGIBLE ASSETS</b>										
Buildings	4,975	-	-	-	4,975	1,298	200	-	1,498	3,477
	4,975	-	-	-	4,975	1,098	200	-	1,298	3,677
Leasehold Improvements	3,554	365	56	-	3,863	1,853	547	46	2,354	1,509
	4,191	338	975	-	3,554	2,343	424	914	1,853	1,701
Furniture & Fixtures	1,181	132	25	-	1,288	689	101	18	772	516
	1,190	211	220	-	1,181	716	136	163	689	492
Computer Equipment	2,407	982	-	-	3,389	789	604	-	1,393	1,996
	945	1,579	117	-	2,407	614	292	117	789	1,618
Office Equipment	1,760	210	13	-	1,957	1,278	203	11	1,470	487
	1,580	318	138	-	1,760	1,238	155	115	1,278	482
Plant & Machinery	520	4	21	-	503	263	52	16	299	204
	668	-	148	-	520	319	64	120	263	257
Vehicles	934	83	128	-	889	482	181	90	573	316
	1,000	266	332	-	934	575	209	302	482	452
<b>ASSETS GIVEN UNDER OPERATING LEASE/RENTAL</b>										
Construction Equipment	24,047	1,787	7,602	-	18,232	9,748	2,827	3,919	8,656	9,576
	22,843	1,435	231	-	24,047	6,905	2,894	51	9,748	14,299
Vehicles	3,497	1,913	2,210	-	3,200	1,916	897	1,266	1,547	1,653
	4,769	793	2,065	-	3,497	2,797	798	1,679	1,916	1,581
Plant & Machinery	25,966	12,323	1,453	-	36,836	4,347	6,515	322	10,540	26,296
	13,642	12,432	108	-	25,966	2,153	2,214	20	4,347	21,619
Computer Equipment	21,867	3,225	2,431	-	22,661	8,967	7,154	1,894	14,227	8,434
	22,812	7,423	8,368	-	21,867	8,222	4,687	3,942	8,967	12,900
Furniture & Fixtures	1,046	123	-	-	1,169	212	296	-	508	661
	635	411	-	-	1,046	126	86	-	212	834
Office Equipments	2,711	204	229	-	2,686	1,466	792	224	2,034	652
	2,607	299	195	-	2,711	862	769	165	1,466	1,245
Railway Wagons	16,019	124	-	-	16,143	1,186	2,580	-	3,766	12,377
	8,265	7,754	-	-	16,019	223	963	-	1,186	14,833
Electrical Installation & Equipments	1,176	12	-	-	1,188	114	228	-	342	846
	289	887	-	-	1,176	2	112	-	114	1,062
<b>TANGIBLE ASSETS - TOTAL</b>	<b>111,660</b>	<b>21,487</b>	<b>14,168</b>	<b>-</b>	<b>118,979</b>	<b>34,608</b>	<b>23,177</b>	<b>7,806</b>	<b>49,979</b>	<b>69,000</b>
	90,411	34,146	12,897	-	111,660	28,193	14,003	7,588	34,508	77,052

Particulars	Gross Block					Accumulated depreciation and amortisation				Net Carrying Value
	Opening balance as at April 1, 2017	Additions/ Adjustments	Deletions	Written off during the year*	Closing balance as at March 31, 2018	Opening balance as at April 1, 2017	Depreciation/ Amortisation for the year	Deletions/ Adjustments	Closing balance as at March 31, 2018	As at March 31, 2018
<b>INTANGIBLE ASSETS (other than internally generated)</b>										
Goodwill	- <i>7,804</i>	- -	- -	- <i>7,804</i>	- -	- -	- -	- -	- -	- -
Software	2,228 <i>1,765</i>	1,671 <i>480</i>	50 <i>17</i>	- -	3,849 <i>2,228</i>	1,119 <i>864</i>	460 <i>270</i>	44 <i>15</i>	1,535 <i>1,119</i>	2,314 <i>1,109</i>
<b>INTANGIBLE ASSETS - TOTAL</b>	<b>2,228</b> <i>9,569</i>	<b>1,671</b> <i>480</i>	<b>50</b> <i>17</i>	<b>-</b> <i>7,804</i>	<b>3,849</b> <i>2,228</i>	<b>1,119</b> <i>864</i>	<b>460</b> <i>270</i>	<b>44</b> <i>15</i>	<b>1,535</b> <i>1,119</i>	<b>2,314</b> <i>1,109</i>
<b>Total</b>	<b>113,888</b> <i>99,980</i>	<b>23,158</b> <i>34,626</i>	<b>14,218</b> <i>12,914</i>	<b>-</b> <i>7,804</i>	<b>122,828</b> <i>113,888</i>	<b>35,727</b> <i>29,057</i>	<b>23,637</b> <i>14,273</i>	<b>7,850</b> <i>7,603</i>	<b>51,514</b> <i>35,727</i>	<b>71,314</b> <i>78,161</i>
<b>Capital work-in-progress</b>										101 518
<b>Intangible Assets under Development</b>										39 655
<b>Total</b>										<b>71,454</b> <b>79,334</b>

Figures in italics relate to previous year

\* Written off pursuant to Reduction of Share Capital (Refer note 40)

**12.2. PROPERTY, PLANT AND EQUIPMENT**
**(Rs. in lakh)**

Particulars	Gross Block					Accumulated depreciation and amortisation				Net Carrying Value
	Opening balance as at April 1, 2016	Additions/ Adjustments	Deletions	Written off during the year*	Closing balance as at March 31, 2017	Opening balance as at April 1, 2016	Depreciation/ Amortisation for the year	Deletions/ Adjustments	Closing balance as at March 31, 2017	As at March 31, 2017
<b>TANGIBLE ASSETS</b>										
Buildings	4,975	-	-	-	4,975	1,098	200	-	1,298	3,677
	4,975	-	-	-	4,975	898	200	-	1,098	3,877
Leasehold Improvements	4,191	338	975	-	3,554	2,343	424	914	1,853	1,701
	3,519	816	144	-	4,191	2,055	406	118	2,343	1,848
Furniture & Fixtures	1,190	211	220	-	1,181	716	136	163	689	492
	982	237	29	-	1,190	564	170	18	716	474
Computer Equipment	945	1,579	117	-	2,407	614	292	117	789	1,618
	551	394	-	-	945	551	63	-	614	331
Office Equipment	1,580	318	138	-	1,760	1,238	155	115	1,278	482
	1,214	385	19	-	1,580	897	360	19	1,238	342
Plant & Machinery	668	-	148	-	520	319	64	120	263	257
	576	105	13	-	668	258	69	8	319	349
Vehicles	1,000	266	332	-	934	575	209	302	482	452
	1,043	270	313	-	1,000	607	237	269	575	425
<b>ASSETS GIVEN UNDER OPERATING LEASE/RENTAL</b>										
Construction Equipment	22,843	1,435	231	-	24,047	6,905	2,894	51	9,748	14,299
	21,113	2,126	396	-	22,843	4,653	2,466	214	6,905	15,938
Vehicles	4,769	793	2,065	-	3,497	2,797	798	1,679	1,916	1,581
	7,115	230	2,576	-	4,769	3,432	1,250	1,885	2,797	1,972
Plant & Machinery	13,642	12,432	108	-	25,966	2,153	2,214	20	4,347	21,619
	7,354	6,288	-	-	13,642	1,120	1,033	-	2,153	11,489
Computer Equipment	22,812	7,423	8,368	-	21,867	8,222	4,687	3,942	8,967	12,900
	20,163	5,367	2,718	-	22,812	4,873	4,511	1,162	8,222	14,590
Furniture & Fixtures	635	411	-	-	1,046	126	86	-	212	834
	530	105	-	-	635	65	61	-	126	509
Office Equipments	2,607	299	195	-	2,711	862	769	165	1,466	1,245
	1,080	1,527	-	-	2,607	340	522	-	862	1,745
Railway Wagons	8,265	7,754	-	-	16,019	223	963	-	1,186	14,833
	-	8,265	-	-	8,265	-	223	-	223	8,042
Electrical Installation & Equipments	289	887	-	-	1,176	2	112	-	114	1,062
	-	289	-	-	289	-	2	-	2	287
<b>TANGIBLE ASSETS - TOTAL</b>	<b>90,411</b>	<b>34,146</b>	<b>12,897</b>	<b>-</b>	<b>111,660</b>	<b>28,193</b>	<b>14,003</b>	<b>7,588</b>	<b>34,608</b>	<b>77,052</b>
	70,215	26,404	6,208	-	90,411	20,313	11,573	3,693	28,793	62,218

Particulars	Gross Block					Accumulated depreciation and amortisation				Net Carrying Value
	Opening balance as at April 1, 2016	Additions/ Adjustments	Deletions	Written off during the year*	Closing balance as at March 31, 2017	Opening balance as at April 1, 2016	Depreciation/ Amortisation for the year	Deletions/ Adjustments	Closing balance as at March 31, 2017	As at March 31, 2017
<b>INTANGIBLE ASSETS (other than internally generated)</b>										
Goodwill	7,804	-	-	7,804	-	-	-	-	-	-
	<i>7,804</i>	-	-	-	<i>7,804</i>	-	-	-	-	<i>7,804</i>
Software	1,765	480	17	-	2,228	864	270	15	1,119	1,109
	<i>1,561</i>	<i>204</i>	-	-	<i>1,765</i>	<i>660</i>	<i>204</i>	-	<i>864</i>	<i>901</i>
<b>INTANGIBLE ASSETS - TOTAL</b>	<b>9,569</b>	<b>480</b>	<b>17</b>	<b>7,804</b>	<b>2,228</b>	<b>864</b>	<b>270</b>	<b>15</b>	<b>1,119</b>	<b>1,109</b>
	<i>9,365</i>	<i>204</i>	-	-	<i>9,569</i>	<i>660</i>	<i>204</i>	-	<i>864</i>	<i>8,705</i>
<b>Total</b>	<b>99,980</b>	<b>34,626</b>	<b>12,914</b>	<b>7,804</b>	<b>113,888</b>	<b>29,057</b>	<b>14,273</b>	<b>7,603</b>	<b>35,727</b>	<b>78,161</b>
	<i>79,580</i>	<i>26,608</i>	<i>6,208</i>	-	<i>99,980</i>	<i>20,973</i>	<i>11,777</i>	<i>3,693</i>	<i>29,057</i>	<i>70,923</i>
<b>Capital work-in-progress</b>										518
										<i>149</i>
<b>Intangible Assets under Development</b>										655
										<i>240</i>
<b>Total</b>										<b>79,334</b>
										<i>71,312</i>

Figures in italics relate to previous year

\* Written off pursuant to Reduction of Share Capital (Refer note 39)

**12.3. FIXED ASSETS**

Particulars	Gross Block				Accumulated depreciation and amortisation				Net Carrying Value
	Opening balance as at April 1, 2015	Additions/ Adjustments	Deletions	Closing balance as at March 31, 2016	Opening balance as at April 1, 2015	Depreciation/ Amortisation for the year	Deletions/ Adjustments	Closing balance as at March 31, 2016	As at March 31, 2016
<b>TANGIBLE ASSETS</b>									
Buildings	4,975	-	-	4,975	898	200	-	1,098	3,877
	4,917	58	-	4,975	698	200	-	898	4,077
Leasehold Improvements	3,519	816	144	4,191	2,055	406	118	2,343	1,848
	3,242	277	-	3,519	1,692	363	-	2,055	1,464
Furniture & Fixtures	982	237	29	1,190	564	170	18	716	474
	858	124	-	982	467	97	-	564	418
Computer Equipment	551	394	-	945	551	63	-	614	331
	562	-	11	551	554	7	10	551	-
Office Equipment	1,214	385	19	1,580	867	390	19	1,238	342
	1,184	30	-	1,214	444	423	-	867	347
Plant & Machinery	576	105	13	668	258	69	8	319	349
	548	28	-	576	201	57	-	258	318
Vehicles	1,043	270	313	1,000	607	237	269	575	425
	988	169	114	1,043	474	227	94	607	436
<b>ASSETS GIVEN UNDER OPERATING LEASE/RENTAL</b>									
Construction Equipment	21,113	2,126	396	22,843	4,683	2,436	214	6,905	15,938
	19,441	4,422	2,750	21,113	4,088	1,981	1,386	4,683	16,430
Vehicles	7,115	230	2,576	4,769	3,432	1,250	1,885	2,797	1,972
	8,192	1,636	2,713	7,115	3,727	1,666	1,961	3,432	3,683
Plant & Machinery	7,354	6,288	-	13,642	1,120	1,033	-	2,153	11,489
	2,800	4,554	-	7,354	691	429	-	1,120	6,234
Computer Equipment	20,163	5,367	2,718	22,812	4,873	4,511	1,162	8,222	14,590
	7,524	12,639	-	20,163	1,464	3,409	-	4,873	15,290
Furniture & Fixtures	530	105	-	635	65	61	-	126	509
	260	270	-	530	10	55	-	65	465
Office Equipments	1,080	1,527	-	2,607	340	522	-	862	1,745
	399	681	-	1,080	86	254	-	340	740
Railway Wagons	-	8,265	-	8,265	-	223	-	223	8,042
	-	-	-	-	-	-	-	-	-
Electrical Installation & Equipments	-	289	-	289	-	2	-	2	287
	-	-	-	-	-	-	-	-	-
<b>TANGIBLE ASSETS - TOTAL</b>	<b>70,215</b>	<b>26,404</b>	<b>6,208</b>	<b>90,411</b>	<b>20,313</b>	<b>11,573</b>	<b>3,693</b>	<b>28,193</b>	<b>62,218</b>
	50,915	24,888	5,588	70,215	14,596	9,168	3,451	20,313	49,902

Particulars	Gross Block				Accumulated depreciation and amortisation				Net Carrying Value
	Opening balance as at April 1, 2015	Additions/ Adjustments	Deletions	Closing balance as at March 31, 2016	Opening balance as at April 1, 2015	Depreciation/ Amortisation for the year	Deletions/ Adjustments	Closing balance as at March 31, 2016	As at March 31, 2016
<b>INTANGIBLE ASSETS (other than internally generated)</b>									
Goodwill	7,804	-	-	7,804	-	-	-	-	7,804
	<i>7,804</i>	-	-	<i>7,804</i>	-	-	-	-	<i>7,804</i>
Software	1,561	204	-	1,765	660	204	-	864	901
	<i>529</i>	<i>1,032</i>	-	<i>1,561</i>	<i>318</i>	<i>342</i>	-	<i>660</i>	<i>901</i>
<b>INTANGIBLE ASSETS - TOTAL</b>	<b>9,365</b>	<b>204</b>	-	<b>9,569</b>	<b>660</b>	<b>204</b>	-	<b>864</b>	<b>8,705</b>
	<i>8,333</i>	<i>1,032</i>	-	<i>9,365</i>	<i>318</i>	<i>342</i>	-	<i>660</i>	<i>8,705</i>
<b>Total</b>	<b>79,580</b>	<b>26,608</b>	<b>6,208</b>	<b>99,980</b>	<b>20,973</b>	<b>11,777</b>	<b>3,693</b>	<b>29,057</b>	<b>70,923</b>
	<i>59,248</i>	<i>25,920</i>	<i>5,588</i>	<i>79,580</i>	<i>14,914</i>	<i>9,510</i>	<i>3,451</i>	<i>20,973</i>	<i>58,607</i>
<b>Capital work-in-progress</b>									149
									663
<b>Intangible Assets under Development</b>									240
									-
<b>Total</b>									<b>71,312</b>
									<b>59,270</b>

Figures in italics relate to previous year

**12.4. FIXED ASSETS**

Particulars	Gross Block				Accumulated depreciation and amortisation				Net Carrying Value
	Opening balance as at April 1, 2014	Additions/ Adjustments	Deletions	Closing balance as at March 31, 2015	Opening balance as at April 1, 2014	Depreciation/ Amortisation for the year	Deletions/ Adjustments	Closing Balance as at March 31, 2015	As at March 31, 2015
<b>TANGIBLE ASSETS</b>									
Buildings	4,917	58	-	4,975	698	200	-	898	4,077
	4,813	104	0	4,917	501	197	0	698	4,219
Leasehold Improvements	3,242	277	-	3,519	1,692	363	-	2,055	1,464
	2,785	457	0	3,242	1,346	346	0	1,692	1,550
Furniture & Fixtures	858	124	-	982	467	97	-	564	418
	724	134	0	858	374	93	0	467	391
Computer Equipment	562	-	11	551	554	7	10	551	-
	560	3	1	562	520	35	1	554	8
Office Equipment	1,184	30	-	1,214	444	423	-	867	347
	1,112	72	0	1,184	320	124	0	444	740
Plant & Machinery	548	28	-	576	201	57	-	258	318
	492	56	0	548	147	54	0	201	347
Vehicles	988	169	114	1,043	474	227	94	607	436
	903	208	123	988	370	213	109	474	514
<b>ASSETS GIVEN UNDER OPERATING LEASE/RENTAL</b>									
Construction Equipment	19,441	4,422	2,750	21,113	4,088	1,981	1,386	4,683	16,430
	11,523	8,640	722	19,441	3,022	1,375	309	4,088	15,353
Vehicles	8,192	1,636	2,713	7,115	3,727	1,666	1,961	3,432	3,683
	8,228	2,056	2,092	8,192	3,035	1,977	1,285	3,727	4,465
Plant & Machinery	2,800	4,548	-	7,348	691	429	-	1,120	6,228
	1,844	956	0	2,800	433	258	0	691	2,109
Computer Equipment	7,524	12,639	-	20,163	1,464	3,409	-	4,873	15,290
	2,260	5,264	0	7,524	315	1,150	0	1,465	6,059
Furniture & Fixtures	260	276	-	536	10	55	-	65	471
	(0)	260	0	260	(0)	10	0	10	250
Office Equipments	399	681	-	1,080	86	254	-	340	740
	309	90	0	399	52	33	0	85	314
<b>TANGIBLE ASSETS - TOTAL</b>	<b>50,915</b>	<b>24,888</b>	<b>5,588</b>	<b>70,215</b>	<b>14,596</b>	<b>9,168</b>	<b>3,451</b>	<b>20,313</b>	<b>49,902</b>
	35,553	18,300	2,938	50,915	10,435	5,865	1,704	14,596	36,319

<b>INTANGIBLE ASSETS (other than internally generated)</b>									
Goodwill	7,804	-	-	7,804	-	-	-	-	7,804
	<i>7,804</i>	<i>0</i>	<i>0</i>	<i>7,804</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>7,804</i>
Software	529	1,032	-	1,561	318	342	-	660	901
	<i>270</i>	<i>259</i>	<i>0</i>	<i>529</i>	<i>266</i>	<i>52</i>	<i>0</i>	<i>318</i>	<i>211</i>
<b>INTANGIBLE ASSETS - TOTAL</b>	<b>8,333</b>	<b>1,032</b>	<b>-</b>	<b>9,365</b>	<b>318</b>	<b>342</b>	<b>-</b>	<b>660</b>	<b>8,705</b>
	<i>8,074</i>	<i>259</i>	<i>0</i>	<i>8,333</i>	<i>266</i>	<i>52</i>	<i>0</i>	<i>318</i>	<i>8,015</i>
<b>Total</b>	<b>59,248</b>	<b>25,920</b>	<b>5,588</b>	<b>79,580</b>	<b>14,914</b>	<b>9,510</b>	<b>3,451</b>	<b>20,973</b>	<b>58,607</b>
<i>Previous financial year</i>	<i>43,627</i>	<i>18,559</i>	<i>2,938</i>	<i>59,248</i>	<i>10,701</i>	<i>5,917</i>	<i>1,704</i>	<i>14,914</i>	<i>44,334</i>
<b>Capital work-in-progress</b>									663
<b>Total</b>									<b>59,270</b>
									<b>44,422</b>

Note : Rupee Liability has increased by Nil (Previous Year : increase of Rs. 459 Lakh) arising out of revaluation of the value of foreign currency loans for procurement of fixed assets. This increase has been adjusted in the carrying cost of respective fixed assets.

Figures in italics relate to previous year



**12.5. FIXED ASSETS**

Particulars	Gross Block				Accumulated depreciation and amortisation				Net Carrying Value
	Opening balance as at April 1, 2013	Additions/ Adjustments	Deletions	Closing balance as at March 31, 2014	Opening balance as at April 1, 2013	Depreciation/ Amortisation for the period	Deletions/ Adjustments	Closing balance as at March 31, 2014	As at March 31, 2014
<b>TANGIBLE FIXED ASSETS</b>									
Buildings	4,813	104	-	4,917	501	197	-	698	4,219
	<i>4,813</i>	<i>0</i>	<i>0</i>	<i>4,813</i>	<i>309</i>	<i>192</i>	<i>0</i>	<i>501</i>	<i>4,312</i>
Leasehold Improvements	2,785	457	-	3,242	1,346	346	-	1,692	1,550
	<i>2,727</i>	<i>161</i>	<i>103</i>	<i>2,785</i>	<i>1,022</i>	<i>373</i>	<i>49</i>	<i>1,346</i>	<i>1,439</i>
Furniture & Fixtures	724	134	-	858	374	93	-	467	391
	<i>730</i>	<i>47</i>	<i>53</i>	<i>724</i>	<i>331</i>	<i>61</i>	<i>18</i>	<i>374</i>	<i>350</i>
Computer Equipment	560	3	1	562	520	35	1	554	8
	<i>569</i>	<i>2</i>	<i>11</i>	<i>560</i>	<i>495</i>	<i>36</i>	<i>11</i>	<i>520</i>	<i>40</i>
Office Equipment	1,112	72	-	1,184	320	124	-	444	740
	<i>1,192</i>	<i>175</i>	<i>255</i>	<i>1,112</i>	<i>276</i>	<i>132</i>	<i>88</i>	<i>320</i>	<i>792</i>
Plant & Machinery	492	56	-	548	147	54	-	201	347
	<i>385</i>	<i>150</i>	<i>43</i>	<i>492</i>	<i>112</i>	<i>52</i>	<i>17</i>	<i>147</i>	<i>345</i>
Vehicles	903	208	123	988	370	213	109	474	514
	<i>671</i>	<i>504</i>	<i>272</i>	<i>903</i>	<i>413</i>	<i>189</i>	<i>232</i>	<i>370</i>	<i>533</i>
<b>ASSETS GIVEN UNDER OPERATING LEASE/RENTAL</b>									
Construction Equipment	11,523	8,640	722	19,441	3,022	1,492	309	4,205	15,236
	<i>11,496</i>	<i>27</i>	<i>-</i>	<i>11,523</i>	<i>1,954</i>	<i>1,068</i>	<i>-</i>	<i>3,022</i>	<i>8,501</i>
Vehicles	8,228	2,056	2,092	8,192	3,035	1,977	1,285	3,727	4,465
	<i>7,162</i>	<i>2,247</i>	<i>1,181</i>	<i>8,228</i>	<i>1,926</i>	<i>1,646</i>	<i>537</i>	<i>3,035</i>	<i>5,193</i>
Plant & Machinery	1,844	926	-	2,770	433	236	-	669	2,101
	<i>1,054</i>	<i>790</i>	<i>-</i>	<i>1,844</i>	<i>200</i>	<i>233</i>	<i>-</i>	<i>433</i>	<i>1,411</i>
Computer Equipment	2,260	5,264	-	7,524	315	1,058	-	1,373	6,151
	<i>94</i>	<i>2,166</i>	<i>-</i>	<i>2,260</i>	<i>19</i>	<i>296</i>	<i>-</i>	<i>315</i>	<i>1,945</i>
Furniture & Fixtures	-	260	-	260	-	10	-	10	250
	<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>
Office Equipments	309	120	-	429	52	30	-	82	347
	<i>179</i>	<i>130</i>	<i>-</i>	<i>309</i>	<i>12</i>	<i>40</i>	<i>0</i>	<i>52</i>	<i>257</i>
<b>TANGIBLE FIXED ASSETS - TOTAL</b>	<b>35,553</b>	<b>18,300</b>	<b>2,938</b>	<b>50,915</b>	<b>10,435</b>	<b>5,865</b>	<b>1,704</b>	<b>14,596</b>	<b>36,319</b>
	<i>31,072</i>	<i>6,399</i>	<i>1,918</i>	<i>35,553</i>	<i>7,069</i>	<i>4,318</i>	<i>952</i>	<i>10,435</i>	<i>25,118</i>

<b>INTANGIBLE FIXED ASSETS (other than internally generated)</b>									
Goodwill	7,804	-	-	7,804	-	-	-	-	7,804
	<i>7,804</i>	<i>0</i>	<i>0</i>	<i>7,804</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>7,804</i>
Software	270	259	-	529	266	52	-	318	211
	<i>246</i>	<i>24</i>	<i>0</i>	<i>270</i>	<i>225</i>	<i>41</i>	<i>0</i>	<i>266</i>	<i>4</i>
<b>INTANGIBLE FIXED ASSETS - TOTAL</b>	<b>8,074</b>	<b>259</b>	<b>-</b>	<b>8,333</b>	<b>266</b>	<b>52</b>	<b>-</b>	<b>318</b>	<b>8,015</b>
		<i>24</i>	<i>0</i>	<i>8,074</i>	<i>225</i>	<i>41</i>	<i>0</i>	<i>266</i>	<i>7,808</i>
<b>Total</b>	<b>43,627</b>	<b>18,559</b>	<b>2,938</b>	<b>59,248</b>	<b>10,701</b>	<b>5,917</b>	<b>1,704</b>	<b>14,914</b>	<b>44,334</b>
Previous financial year		<i>6,423</i>	<i>1,918</i>	<i>43,627</i>	<i>-</i>	<i>4,359</i>	<i>952</i>	<i>10,701</i>	<i>32,926</i>
<b>Capital work-in-progress</b>									88
<b>Intangible assets under development</b>									-
<b>Total</b>									<b>44,422</b>

Figures in italics relate to previous year

Note : Rupee Liability has increased by Rs. 459 Lakh (Previous Year : decrease of Rs. 124 Lakh) arising out of revaluation of the value of foreign currency loans for procurement of fixed assets. This increase has been adjusted in the carrying cost of respective fixed assets.

13. INVESTMENTS

LONG-TERM INVESTMENTS (at cost)

PARTICULARS	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
	Non- Current Investment	Current portion of Non-Current Investment	Non- Current Investment	Current portion of Non-Current Investment	Non- Current Investment	Current portion of Non-Current Investment	Non- Current Investment	Current portion of Non-Current Investment	Non- Current Investment	Current portion of Non-Current Investment
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in Lakh	Rs in Lakh	Rs in Lakh	Rs in Lakh
<b>LONG-TERM INVESTMENTS (at cost)</b>										
<b>Investment in Associates</b>										
<b>Unquoted :</b>										
Investment in Equity Shares	-	-	3,313	-	3,313	-	3,313	-	3,313	-
Investment in Security Receipts	-	-	748	-	984	-	882	-	777	-
<b>Investment in Others</b>										
<b>Quoted :</b>										
Investment in Equity Shares	20,916	-	16,582	-	21,107	-	22,374	-	23,499	19,405
Investment in Debentures	-	-	-	-	-	-	-	-	-	-
Investment in Mutual Fund	50	-	50	-	-	-	-	-	-	-
Investment in Government Securities	-	-	-	-	46,554	1,998	48,457	500	8,026	1,481
<b>Unquoted :</b>										
Investment in Equity Shares	13,062	-	9,749	-	20,471	-	18,458	-	1,406	-
Investment in Mutual Fund	980	-	980	-	-	-	-	-	-	-
Investment in Security Receipts	395	-	-	-	-	-	-	-	-	-
Investment in Preference Shares	-	-	-	90	3,733	342	4,075	389	5,835	1,022
Investment in Debentures	-	-	-	-	-	-	-	-	-	-
Investment in Pass Through Certificates	-	-	-	-	-	-	-	-	-	-
<b>Sub-total</b>	<b>35,403</b>	<b>-</b>	<b>31,422</b>	<b>90</b>	<b>96,162</b>	<b>2,340</b>	<b>97,559</b>	<b>889</b>	<b>42,856</b>	<b>21,908</b>
Less: Provision for diminution in value of investments	(4,803)	-	(5,313)	(90)	(5,858)	(36)	(8,874)	(3)	(15,532)	-
<b>Total Long-Term Investments</b>	<b>30,600</b>	<b>-</b>	<b>26,109</b>	<b>-</b>	<b>90,304</b>	<b>2,304</b>	<b>88,685</b>	<b>886</b>	<b>27,324</b>	<b>21,908</b>

CURRENT INVESTMENTS (At lower of cost and fair value, unless otherwise stated)

PARTICULARS	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
<b>CURRENT INVESTMENTS (At lower of cost and fair value, unless otherwise stated)</b>					
<b>Quoted :</b>					
Investment in Equity Shares	170	794	178	112	-
Investment in Units of Mutual Funds	-	-	50	50	50
	170	794	228	162	50
<b>Unquoted :</b>					
Investment in Equity Shares*	0	0	392	-	-
Investment in Pass through Certificates	-	-	-	-	-
<b>Total Current Investments</b>	<b>170</b>	<b>794</b>	<b>620</b>	<b>162</b>	<b>50</b>

**TOTAL INVESTMENTS**

PARTICULARS	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
	Non- Current Investment	Current Investment	Non- Current Investment	Current Investment	Non- Current Investment	Current Investment	Non- Current Investment	Current Investment	Non- Current Investment	Current Investment
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in Lakh	Rs in Lakh	Rs in Lakh	Rs in Lakh
<b>Total Investments</b>	<b>30,600</b>	<b>170</b>	<b>26,109</b>	<b>794</b>	<b>90,304</b>	<b>2,924</b>	<b>88,685</b>	<b>1,048</b>	<b>27,324</b>	<b>21,958</b>
Book value of Quoted investments (net)	17,776	170	11,833	794	61,893	2,226	61,971	612	16,914	20,936
Market value of Quoted investments	14,717	1,362	10,814	802	63,284	2,240	64,119	662	18,724	26,002
Book value of Unquoted investments (net)	12,824	-	14,276	-	28,411	698	26,714	436	10,410	1,022

\* Amount less than Rs. 50,000.

13.1 Scrip-wise details of Investments:

PARTICULARS	Face value Per Unit (in Rs)	As at March 31, 2018			As at March 31, 2017		
		No. of Units	Non- Current Investments	Current portion of Non-Current Investments	No. of Units	Non- Current Investments	Current portion of Non-Current Investments
<b>LONG-TERM INVESTMENTS</b>							
<b>Investments in Associates</b>							
<b>Unquoted</b>							
<b>Investment in Equity Shares (Non-Trade)</b>							
International Asset Reconstruction Company Private Limited	10	-	-	-	13,946,295	3,313	-
			-	-		<b>3,313</b>	-
<b>Investment in Security Receipts</b>							
International Asset Reconstruction Company Private Limited	1,000	-	-	-	104,135	748	-
			-	-		<b>748</b>	-
<b>Investments in Others</b>							
<b>Quoted :</b>							
<b>Investment in Equity Shares (Non-Trade)</b>							
Hindustan Unilever Limited	1	2,000	5	-	2,000	5	-
Praj Industries Limited	2	13,422,400	16,577	-	13,422,400	16,577	-
The New India Assurance company Limited	5	541,688	4,334	-	-	-	-
			<b>20,916</b>	-		<b>16,582</b>	-
<b>Investment in units of Mutual Funds</b>							
HDFC Debt Fund For Cancer Cure	10	500,000	50	-	500,000	50	-
			<b>50</b>	-		<b>50</b>	-
<b>Unquoted :</b>							
<b>Investment in Equity Shares (Non-Trade unless otherwise stated)</b>							
Adithya Automotives Private Limited	10	1,396,500	140	-	1,396,500	140	-
Aricent Technologies Holdings Limited *	10	8	0	-	8	0	-
Fincare Business Services Limited	10	235,992	660	-	235,992	660	-
International Asset Reconstruction Company Private Limited	10	13,946,295	3,313	-	-	-	-
Shriram Properties Private Limited	10	2,223,569	3,935	-	2,223,569	3,935	-
TVS Logistics Services Limited	10	217,325	1,465	-	217,325	1,465	-
SKS Ispat & Power Limited	10	33,931,831	1,028	-	33,931,831	1,028	-
Varroc Engineering Private Limited	10	155,024	2,521	-	155,024	2,521	-
			<b>13,062</b>	-		<b>9,749</b>	-
<b>Investment in Security Receipts</b>							
International Asset Reconstruction Company Private Limited	1,000	104,135	395	-	-	-	-
			<b>395</b>	-		-	-
<b>Investment in Preference Shares (Non-Trade)</b>							
0.001% Share Microfin Limited Optionally Cumulative Convertible Redeemable Preference Shares	10	-	-	-	900,000	-	90
			-	-		-	<b>90</b>
<b>Investment in units of Mutual Funds</b>							
Tata Money Market Fund	1,000	39,412	980	-	39,412	980	-
			<b>980</b>	-		<b>980</b>	-
<b>Less: Provision for diminution in value of investments</b>							
			(4,803)	-		(5,313)	(90)
<b>Total Long Term Investments</b>			<b>30,600</b>	-		<b>26,109</b>	-

PARTICULARS	Face value Per Unit (in Rs)	As at March 31, 2018			As at March 31, 2017		
		No. of Units	Rs in lakh	Rs in lakh	No. of Units	Rs in lakh	Rs in lakh
<b>CURRENT INVESTMENTS</b>							
<b>Quoted :</b>							
<b>Investment in Equity Shares (Non-Trade)</b>							
3i Infotech Limited	10	23,280,000	1,013		-	-	
Consolidated Construction Consortium Limited	2	416,472	8		-	-	
Diamond Power Infra Limited	10	1,631,881	674		1,631,881	674	
Gol Offshore Limited	10	644,609	282		644,609	282	
IVRCL Limited	2	1,594,857	246	2,223	2,776,522	428	1,384
Less: MTM Provision on Current Investments				(2,053)			(590)
				170			794
<b>Unquoted :</b>							
<b>Investment in Equity Shares (Non-Trade)</b>							
Coastal Projects Limited	10	4,101,806	410		4,101,806	410	
Tata Tele Services Limited * (Refer note 40)	10	62,250,000	0	410	62,250,000	0	410
Less: Provision for diminution on Current Investment				(410)			(410)
				0			0
<b>Total Current Investments</b>				170			794
<b>PARTICULARS</b>		<b>As at March 31, 2018</b>			<b>As at March 31, 2017</b>		
		<b>Non- Current Investment</b>	<b>Current Investments</b>		<b>Non- Current Investment</b>	<b>Current Investments</b>	
		<b>Rs in lakh</b>	<b>Rs in lakh</b>		<b>Rs in lakh</b>	<b>Rs in lakh</b>	
<b>TOTAL INVESTMENTS</b>		<b>30,600</b>	<b>170</b>		<b>26,109</b>	<b>794</b>	
Book value of Quoted investments (net)		17,776	170		11,833	794	
Market value of Quoted investments		14,717	1,362		10,814	802	
Book value of Unquoted investments (net)		12,824	-		14,276	-	

\* Amount less than Rs. 50,000.

13.2 Scrip-wise details of Investments:

PARTICULARS	Face value Per Unit (in Rs)	As at March 31, 2017			As at March 31, 2016		
		No. of Units	Non- Current Investments	Current portion of Non-Current Investments	No. of Units	Non- Current Investments	Current portion of Non-Current Investments
<b>LONG-TERM INVESTMENTS</b>							
<b>Investments in Associates</b>							
<b>Unquoted</b>							
<b>Investment in Equity Shares (Non-Trade)</b>							
International Asset Reconstruction Company Private Limited	10	13,946,295	3,313	-	13,946,295	3,313	-
			<b>3,313</b>	<b>-</b>		<b>3,313</b>	<b>-</b>
<b>Investment in Security Receipts</b>							
International Asset Reconstruction Company Private Limited	1,000	104,135	748	-	104,135	984	-
			<b>748</b>	<b>-</b>		<b>984</b>	<b>-</b>
<b>Investments in Others</b>							
<b>Quoted :</b>							
<b>Investment in Equity Shares (Non-Trade)</b>							
Hindustan Unilever Limited	1	2,000	5	-	2,000	5	-
Development Credit Bank Limited	10	-	-	-	4,309,949	4,525	-
Praj Industries Limited	2	13,422,400	16,577	-	13,422,400	16,577	-
			<b>16,582</b>	<b>-</b>		<b>21,107</b>	<b>-</b>
<b>Investment in Government Securities (Non-Trade)</b>							
6.90% GOI 2019	100	-	-	-	1,500,000	1,501	-
8.07% GOI 2017	100	-	-	-	2,000,000	-	1,998
7.16% GOI 2023	100	-	-	-	7,500,000	7,005	-
7.80% GOI 2020	100	-	-	-	6,500,000	6,377	-
8.12% GOI 2020	100	-	-	-	8,000,000	7,948	-
8.35% GOI 2022	100	-	-	-	10,000,000	9,996	-
8.83% GOI 2023	100	-	-	-	8,000,000	8,204	-
8.40% GOI 2024	100	-	-	-	1,500,000	1,502	-
8.07% GOI 2017	100	-	-	-	2,500,000	2,482	-
7.94% GOI 2021	100	-	-	-	1,500,000	1,539	-
			<b>-</b>	<b>-</b>		<b>46,554</b>	<b>1,998</b>
<b>Investment in units of Mutual Funds</b>							
HDFC Debt Fund For Cancer Cure	10	500,000	50	-	-	-	-
			<b>50</b>	<b>-</b>		<b>-</b>	<b>-</b>
<b>Unquoted :</b>							
<b>Investment in Equity Shares (Non-Trade unless otherwise stated)</b>							
Shriram Properties Private Limited	10	2,223,569	3,935	-	2,223,569	3,935	-
Adithya Automotives Private Limited	10	1,396,500	140	-	1,396,500	140	-
Tata Tele Services Limited (Refer note 39)	10	-	-	-	62,250,000	14,318	-
Aricent Technologies Holdings Limited *	10	8	0	-	8	0	-
SKS Ispat & Power Limited	10	33,931,831	1,028	-	22,621,221	1,028	-
Varroc Engineering Private Limited *	10	155,024	2,521	-	1	0	-
Fincare Business Services Limited	10	235,992	660	-	-	-	-
TVS Logistics Services Limited	10	217,325	1,465	-	151,143	1,050	-
			<b>9,749</b>	<b>-</b>		<b>20,471</b>	<b>-</b>
<b>Investment in Preference Shares (Non-Trade)</b>							
0.001% Spandana Spoorthy Financial Limited Optionally Cumulative Convertible Redeemable Preference Shares	10	-	-	-	20,400,000	1,122	306
Varroc Engineering Private Limited Series A Cumulative Convertible Preference Shares	100	-	-	-	2,521,007	2,521	-
0.001% Share Microfin Limited Optionally Cumulative Convertible Redeemable Preference Shares	10	900,000	-	90	1,260,000	90	36
			<b>-</b>	<b>90</b>		<b>3,733</b>	<b>342</b>
<b>Investment in units of Mutual Funds</b>							
Tata Money Market Fund	10	39,412	980	-	-	-	-
			<b>980</b>	<b>-</b>		<b>-</b>	<b>-</b>
<b>Less: Provision for diminution in value of investments</b>			(5,313)	(90)		(5,858)	(36)
<b>Total Long Term Investments</b>			<b>26,109</b>	<b>-</b>		<b>90,304</b>	<b>2,304</b>

PARTICULARS	Face value Per Unit (in Rs)	As at March 31, 2017			As at March 31, 2016		
		No. of Units	Rs in lakh	Rs in lakh	No. of Units	Rs in lakh	Rs in lakh
<b>CURRENT INVESTMENTS</b>							
<b>Quoted :</b>							
<b>Investment in Equity Shares (Non-Trade)</b>							
IVRCL Limited	2	2,776,522	428		2,776,522	428	
GoI Offshore Limited	10	644,609	282		-	-	
Diamond Power Infra Limited	10	1,631,881	674	1,384	-	-	428
Less: MTM Provision on Current Investments				(590)			(250)
				<b>794</b>			<b>178</b>
<b>Investment in Units of Mutual Funds</b>							
HDFC Debt Fund For Cancer Cure	10	-	-	-	500,000	50	50
<b>Unquoted :</b>							
<b>Investment in Equity Shares (Non-Trade)</b>							
Coastal Projects Limited	10	4,101,806	410		4,101,806	410	
Tata Tele Services Limited * (Refer note 39)	10	62,250,000	0	410	-	-	410
Less: Provision for diminution on Current Investment				(410)			(18)
				-			<b>392</b>
<b>Total Current Investments</b>				<b>794</b>			<b>620</b>
<b>PARTICULARS</b>		<b>As at March 31, 2017</b>			<b>As at March 31, 2016</b>		
		<b>Non- Current Investment</b>	<b>Current Investments</b>		<b>Non- Current Investment</b>	<b>Current Investments</b>	
		<b>Rs in lakh</b>	<b>Rs in lakh</b>		<b>Rs in lakh</b>	<b>Rs in lakh</b>	
<b>TOTAL INVESTMENTS</b>		<b>26,109</b>	<b>794</b>		<b>90,304</b>	<b>2,924</b>	
Book value of Quoted investments (net)		11,833	794		61,893	2,226	
Market value of Quoted investments		10,814	802		63,284	2,240	
Book value of Unquoted investments (net)		14,276	-		28,411	698	

\* amount less than Rs. 50,000.



13.3 Scrip-wise details of Investments:

PARTICULARS	Face value Per Unit (in Rs)	As at March 31, 2016			As at March 31, 2015		
		No. of Units	Non- Current Investments	Current portion of Non-Current Investments	No. of Units	Non- Current Investments	Current portion of Non-Current Investments
			Rs in Lakh	Rs in Lakh		Rs in Lakh	Rs in Lakh
<b>LONG-TERM INVESTMENTS</b>							
<b>Investments in Associates</b>							
<b>Unquoted</b>							
<b>Investment in Equity Shares (Non-Trade)</b>							
International Asset Reconstruction Company Pvt. Ltd.	10	13,946,295	3,313	-	13,946,295	3,313	-
			<b>3,313</b>	<b>-</b>		<b>3,313</b>	<b>-</b>
<b>Investment in Security Receipts</b>							
International Asset Reconstruction Company Pvt. Ltd.	1,000	104,135	984	-	88,214	882	-
			<b>984</b>	<b>-</b>		<b>882</b>	<b>-</b>
<b>Investments in Others</b>							
<b>Quoted :</b>							
<b>Investment in Equity Shares (Non-Trade)</b>							
Hindustan Unilever Limited	1	2,000	5	-	2,000	5	-
Development Credit Bank Limited	10	4,309,949	4,525	-	5,516,000	5,792	-
Praj Industries Limited	2	13,422,400	16,577	-	13,422,400	16,577	-
			<b>21,107</b>	<b>-</b>		<b>22,374</b>	<b>-</b>
<b>Investment in Government Securities (Non-Trade)</b>							
6.49% GOI 2015	100	-	-	-	500,000	-	500
6.90% GOI 2019	100	1,500,000	1,501	-	1,500,000	1,502	-
8.07% GOI 2017	100	2,000,000	-	1,998	2,000,000	1,994	-
7.16% GOI 2023	100	7,500,000	7,005	-	7,500,000	6,935	-
7.80% GOI 2020	100	6,500,000	6,377	-	6,500,000	6,347	-
8.12% GOI 2020	100	8,000,000	7,948	-	8,000,000	7,937	-
8.35% GOI 2022	100	10,000,000	9,996	-	10,000,000	9,995	-
8.83% GOI 2023	100	8,000,000	8,204	-	8,000,000	8,231	-
8.40% GOI 2024	100	1,500,000	1,502	-	1,500,000	1,502	-
8.07% GOI 2017	100	2,500,000	2,482	-	2,500,000	2,466	-
7.94% GOI 2021	100	1,500,000	1,539	-	1,500,000	1,548	-
			<b>46,554</b>	<b>1,998</b>		<b>48,457</b>	<b>500</b>
<b>Unquoted :</b>							
<b>Investment in Equity Shares (Non-Trade)</b>							
Lands End Properties Limited	10	-	-	-	1,990,000	199	-
Shriram Properties Private Limited	10	2,223,569	3,935	-	1,913,465	2,773	-
Adithya Automotives Private Limited	10	1,396,500	140	-	1,396,500	140	-
Tata Tele Services Limited	10	62,250,000	14,318	-	62,250,000	14,318	-
Aricent Technologies Holdings Limited *	10	8	-	-	8	-	-
SKS Ispat & Power Limited	10	22,621,221	1,028	-	4,524,245	1,028	-
Varroc Engineering Private Limited *	10	1	-	-	1	-	-
TVS Logistics Services Ltd	10	151,143	1,050	-	-	-	-
			<b>20,471</b>	<b>-</b>		<b>18,458</b>	<b>-</b>
<b>Investment in Preference Shares (Non-Trade)</b>							
0.001% Spandana Spoorthy Financial Limited Optionally Cumulative Convertible Redeemable Preference Shares	10	20,400,000	1,122	306	20,400,000	1,428	357
Varroc Engineering Pvt Ltd Series A Cumulative Convertible Preference Shares	100	2,521,007	2,521	-	2,521,007	2,521	-
0.001% Share Microfin Limited Optionally Cumulative Convertible Redeemable Preference Shares	10	1,260,000	90	36	1,575,000	126	32
			<b>3,733</b>	<b>342</b>		<b>4,075</b>	<b>389</b>
<b>Less: Provision for diminution in value of investments</b>			(5,858)	(36)		(8,874)	(3)
<b>Total Long Term Investments</b>			<b>90,304</b>	<b>2,304</b>		<b>88,685</b>	<b>886</b>

PARTICULARS	Face value Per Unit (in Rs)	As at March 31, 2016			As at March 31, 2015		
		No. of Units	Rs in Lakh	Rs in Lakh	No. of Units	Rs in Lakh	Rs in Lakh
<b>CURRENT INVESTMENTS</b>							
<b>Quoted :</b>							
Investment in Equity Shares (Non-Trade)							
IVRCL LIMITED	2	2,776,522	428		706,149	172	
Less: MTM Provision on Current Investment			(250)	178		(60)	112
Investment in Units of Mutual Funds							
HDFC Debt Fund For Cancer Cure	10	500,000	50	50	500,000	50	50
<b>Unquoted :</b>							
Investment in Equity Shares (Non-Trade)							
Coastal Projects Limited	10	4,101,806	410			-	
Less: Provision for diminution on Current Investment			(18)	392		-	-
<b>Total Current Investments</b>				<b>620</b>			<b>162</b>
<b>TOTAL INVESTMENTS</b>							
				<b>As at March 31, 2016</b>		<b>As at March 31, 2015</b>	
<b>PARTICULARS</b>				<b>Non- Current Investment</b>	<b>Current portion of Non-Current Investments</b>	<b>Non- Current Investment</b>	<b>Current portion of Non-Current Investments</b>
				<b>Rs in Lakh</b>	<b>Rs in Lakh</b>	<b>Rs in Lakh</b>	<b>Rs in Lakh</b>
<b>TOTAL INVESTMENTS</b>				<b>90,304</b>	<b>2,924</b>	<b>88,685</b>	<b>1,048</b>
Book value of Quoted investments				61,893	2,226	61,970	662
Market value of Quoted investments				63,284	2,240	64,119	662
Book value of Unquoted investments				28,411	698	26,715	386

\* amount less than Rs. 50,000.

13.4 Scrip-wise details of Investments:

PARTICULARS	Face value Per Unit Rs	No. of Units	As at March 31, 2015		As at March 31, 2014	
			Non- Current Investments	Current portion of Non-Current Investments	Non- Current Investments	Current portion of Non-Current Investments
			Rs in Lakh	Rs in Lakh	Rs in Lakh	Rs in Lakh
<b>LONG-TERM INVESTMENTS</b>						
<b>Investments in Associates</b>						
<b>Unquoted</b>						
<b>Investment in Equity Shares ( Non-Trade)</b>						
International Asset Reconstruction Company Pvt. Ltd.	10	13,946,295	3,313	-	3,313	-
			<b>3,313</b>	<b>-</b>	<b>3,313</b>	<b>-</b>
<b>Investment in Security Receipts</b>						
International Asset Reconstruction Company Pvt. Ltd.	1,000	88,214	882	-	777	-
			<b>882</b>	<b>-</b>	<b>777</b>	<b>-</b>
<b>Investments in Others</b>						
<b>Quoted :</b>						
<b>Investment in Equity Shares ( Non-Trade)</b>						
Hindustan Unilever Limited	1	2,000	5	-	5	-
Development Credit Bank Limited	10	5,516,000	5,792	-	6,917	-
Praj Industries Limited	2	13,422,400	16,577	-	16,577	-
State Bank of India Limited			-	-	-	19,405
			<b>22,374</b>	<b>-</b>	<b>23,499</b>	<b>19,405</b>
<b>Investment in Government Securities (Non-Trade)</b>						
6.07% GOI 2014			-	-	-	1,481
6.49% GOI 2015	100	500,000	-	500	499	-
6.90% GOI 2019	100	1,500,000	1,502	-	1,504	-
8.07% GOI 2017	100	2,000,000	1,994	-	1,989	-
7.16% GOI 2023	100	7,500,000	6,935	-	-	-
7.80% GOI 2020	100	6,500,000	6,347	-	-	-
8.12% GOI 2020	100	8,000,000	7,937	-	-	-
8.35% GOI 2022	100	10,000,000	9,995	-	-	-
8.83% GOI 2023	100	8,000,000	8,231	-	-	-
8.40% GOI 2024	100	1,500,000	1,502	-	-	-
8.07% GOI 2017	100	2,500,000	2,468	-	2,444	-
7.94% GOI 2021	100	1,500,000	1,548	-	1,590	-
			<b>48,459</b>	<b>500</b>	<b>8,026</b>	<b>1,481</b>
<b>Unquoted :</b>						
<b>Investment in Equity Shares (Non-Trade)</b>						
QuikJet Cargo Airlines Private Limited			-	-	339	-
Lands End Properties Limited	10	1,990,000	199	-	199	-
Shriram Properties Private Limited	10	1,913,465	2,773	-	-	-
Adithya Automotives Private Limited	10	1,396,500	140	-	140	-
Tata Tele Services Limited (Refer Note No.40)	10	62,250,000	14,318	-	-	-
Arcent Technologies Holdings Limited *	10	8	-	-	-	-
SKS Ispat & Power Limited	10	4,524,245	1,028	-	728	-
			<b>18,458</b>	<b>-</b>	<b>1,406</b>	<b>-</b>



**14. DEFERRED TAX ASSET**

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh
Deferred Tax Asset (net)	37,568	43,483	21,811	15,841	7,560

The major components of deferred tax assets and deferred tax liabilities arising out of timing differences are as under:

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh
<b>Deferred Tax Assets :-</b>					
(a) Deferred tax assets on account of provisions for non-performing assets	30,035	41,006	22,676	16,700	6,261
(b) Provision for restructured advances	49	38	938	1,086	941
(c) Provision for standard assets	5,279	4,011	2,970	2,117	1,923
(d) Employee benefits	331	303	214	189	184
(e) Other deferred tax assets	2,123	1,061	540	453	818
(f) Depreciation on fixed assets	229	-	-	-	-
<b>Deferred Tax Liabilities :-</b>					
(a) Debenture issue expenses	(478)	(518)	(405)	(302)	(265)
(b) Depreciation on fixed assets	-	(2,418)	(5,122)	(4,402)	(2,302)
<b>Net Deferred Tax Asset</b>	<b>37,568</b>	<b>43,483</b>	<b>21,811</b>	<b>15,841</b>	<b>7,560</b>

15. LOANS AND ADVANCES - FINANCING ACTIVITY

PARTICULARS	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in Lakh	Rs in Lakh
<b>NON-CURRENT</b>					
<b>(a) Secured Loans</b>					
(i) Considered good	1,403,892	1,251,907	1,175,265	930,115	849,113
(ii) Considered doubtful	16,465	26,877	9,231	7,390	5,225
(iii) Retained portion of assigned loans	4,975	6,321	-	-	-
	1,425,332	1,285,105	1,184,496	937,505	854,338
<b>(b) Secured Credit Substitutes</b>					
(i) Considered good	8,568	8,136	16,482	25,823	58,138
(ii) Considered doubtful	-	2,752	16,074	8,505	264
	8,568	10,888	32,556	34,328	58,402
<b>(c) Unsecured Loans</b>					
(i) Considered good	260,800	209,196	154,372	82,312	55,854
(ii) Considered doubtful	1,528	731	657	77	29
	262,328	209,927	155,029	82,389	55,883
<b>(d) Unsecured Credit Substitutes</b>					
(i) Considered good	16,230	9,924	17,007	13,008	7,215
(ii) Considered doubtful	-	-	-	-	-
	16,230	9,924	17,007	13,008	7,215
<b>Total</b>	<b>1,712,458</b>	<b>1,515,844</b>	<b>1,389,088</b>	<b>1,067,230</b>	<b>975,838</b>
<b>CURRENT</b>					
<b>(a) Secured Loans</b>					
(i) Considered good	695,248	601,580	599,654	583,077	600,127
(ii) Considered doubtful	44,837	65,123	30,551	26,783	11,952
(iii) Retained portion of assigned loans	592	697	-	-	-
	740,677	667,400	630,205	609,860	612,079
<b>(b) Secured Credit Substitutes</b>					
(i) Considered good	890	4,617	21,010	28,354	33,262
(ii) Considered doubtful	13,623	14,554	5,018	1,995	286
	14,513	19,171	26,028	30,349	33,548
<b>(c) Unsecured Loans</b>					
(i) Considered good	1,123,535	940,985	792,007	649,046	549,479
(ii) Considered doubtful	13,381	11,184	3,994	3,505	1,214
	1,136,916	952,169	796,001	652,551	550,693
<b>(d) Unsecured Credit Substitutes</b>					
(i) Considered good	77,446	54,863	33,558	40,860	12,950
(ii) Considered doubtful	14	-	-	-	-
	77,460	54,863	33,558	40,860	12,950
<b>(e) Unsecured Inter-Corporate Deposits</b>					
(i) Considered good	9,300	11,300	4,800	5,173	-
(ii) Considered doubtful	-	-	-	-	-
	9,300	11,300	4,800	5,173	-
<b>Total</b>	<b>1,978,866</b>	<b>1,704,903</b>	<b>1,490,592</b>	<b>1,338,793</b>	<b>1,209,270</b>
<b>TOTAL - LOANS AND ADVANCES FINANCING ACTIVITY</b>	<b>3,691,324</b>	<b>3,220,747</b>	<b>2,879,680</b>	<b>2,406,023</b>	<b>2,185,108</b>

15. a. Out of the above, loans given to Related Parties: Secured Rs. 2,935 lakh (as at March 31, 2017 : Rs. 10,672 lakh; as at March 31, 2016 : Rs. 9,221 lakh; as at March 31, 2015 : Rs. 15,647 lakh; as at March 31, 2014 : NIL) and Unsecured Rs. 2,307 lakh (as at March 31, 2017 : Rs. 1,300 lakh; as at March 31, 2016 : Rs. 3,122 lakh; as at March 31, 2015 : Rs. 11,400 lakh; as at March 31, 2014 : Rs. 5,526 lakh).

15. b. The details of Gross investments and unearned finance income in respect of assets given under finance lease are as under:

PARTICULARS	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in Lakh	Rs in Lakh
<b>Gross Investments:</b>					
- Within one year	16,385	10,925	6,877	4,163	6,685
- Later than one year and not later than five years	30,283	21,389	14,975	5,598	4,785
- Later than five years	533	228	-	381	-
<b>Total</b>	<b>47,201</b>	<b>32,542</b>	<b>21,852</b>	<b>10,142</b>	<b>11,470</b>
<b>Unearned Finance Income:</b>					
- Within one year	4,138	2,780	1,914	839	992
- Later than one year and not later than five years	4,601	3,394	2,570	4,602	563
- Later than five years	100	76	-	337	-
<b>Total</b>	<b>8,839</b>	<b>6,250</b>	<b>4,484</b>	<b>5,778</b>	<b>1,555</b>
<b>Present Value of Rentals:</b>					
- Within one year	12,247	8,145	4,963	3,324	5,693
- Later than one year and not later than five years	25,682	17,995	12,405	996	4,222
- Later than five years	433	152	-	44	-
<b>Total</b>	<b>38,362</b>	<b>26,292</b>	<b>17,368</b>	<b>4,364</b>	<b>9,915</b>

\* Present Value of Rentals represent the Current Future Outstanding Principal.

15.c. Scrip-wise details of Credit Substitutes:

PARTICULARS	Face value Per Unit Rs	As at Mar 31, 2018			As at Mar 31, 2017		
		No. of Units	Non- Current	Current	No. of Units	Non- Current	Current
			Rs in Lakh	Rs in Lakh		Rs in Lakh	Rs in Lakh
<b>Secured Quoted :</b>							
<b>Investment in Bonds and Debentures (Trade)</b>							
12.75% Diamond Power Infra limited	100,000	-	-	-	1,700	1,027	-
12.90% Cholamandalam Investment & Finance Company Limited	500,000	1	5	-	1	-	5
10.50% Tulip Telecom Limited	1,000,000	1,623	-	-	1,623	-	-
12.65% Consolidated Construction Consortium Limited	1,000,000	-	-	-	200	1,840	139
12.90% Godawari Power and Ispat Limited	1,000,000	225	1,363	79	150	-	1,500
9.40% JM Financial Asset Reconstruction Company	1,000,000	-	-	-	400	4,000	-
9.36% JM Finance CSL NCD	1,000,000	400	4,000	-	-	-	-
10.50% Sattva Realtors Limited	1,000,000	400	3,200	800	-	-	-
			<b>8,568</b>	<b>879</b>		<b>6,867</b>	<b>1,644</b>
<b>Secured Unquoted :</b>							
<b>Investment in Debentures (Trade)</b>							
9% East Coast Constructions and Industries Limited	1,000	-	-	-	-	-	15
11.80% Elder Pharmaceuticals Limited	1,000,000	-	-	878	-	-	851
13.65% Metropolitan Infrahousing Private Limited	-	75	-	7,651	75	-	7,577
5.64% Mandava Holding Private Limited	-	-	-	1	-	-	1
8% JL Power Ventures Private Limited	10,000,000	-	-	-	40	2,800	1,200
14.50% Arohi Infrastructure Private Limited	100	-	-	5,092	-	-	2,871
			-	<b>13,622</b>		<b>2,800</b>	<b>12,515</b>
<b>Investment in Pass Through Certificates</b>							
Jindal ITF Limited - Series A to E		-	-	-	-	-	2,742
			-	-		-	<b>2,742</b>
Add: Interest accrued but not due			-	12		1,221	2,271
<b>Total Secured</b>			<b>8,568</b>	<b>14,513</b>		<b>10,888</b>	<b>19,172</b>
<b>Unsecured Quoted :</b>							
<b>Investment in Bonds and Debentures (Trade)</b>							
10.45% IDBI Bank Limited	1,000,000	-	-	-	50	507	-
10% Indian Overseas Bank Limited	1,000,000	400	4,000	-	400	4,000	-
11.50% TVS Credit Services Limited PDI	500,000	1,647	8,235	-	-	-	-
			<b>12,235</b>	<b>-</b>		<b>4,507</b>	<b>-</b>
<b>Unsecured Unquoted :</b>							
<b>Investment in Preference Shares (Non-Trade)</b>							
Kiri Industries Limited	10	4,333,500	-	433	4,333,500	-	433
McNally Bharath Engineering Co Limited	100	311,743	1,995	433	533,898	3,417	9
			<b>1,995</b>	<b>433</b>		<b>3,417</b>	<b>442</b>
<b>Investment in Debentures (Trade)</b>							
10.90% Tata Motor Finance Limited	500,000	400	2,000	-	400	2,000	-
			<b>2,000</b>	<b>-</b>		<b>2,000</b>	<b>-</b>
<b>Investment in Pass Through Certificates</b>							
Capital DRL Trust NOV B			-	-		-	1,048
Capital DRL Trust DEC B 2016			-	-		-	4,453
Capital DRL Trust DEC B 2016			-	-		-	197
Capital DRL Trust JAN B 2017			-	-		-	529
Capital DRL Trust JAN B 2017			-	-		-	5,729
Capital DRL Trust FEB B 2017			-	-		-	4,022
Capital DRL Trust FEB B 2017			-	-		-	6,811
Capital DRL Trust MARCH C 2017			-	-		-	434
Capital DRL Trust MARCH B 2017			-	-		-	2,206
Capital DRL Trust MARCH B 2017			-	-		-	4,832
Capital DRL Trust MARCH B 2017 TRANCH 2			-	-		-	1,108
Capital DRL Trust MARCH B 2017 TRANCH 2			-	-		-	7,147
Capital DRL Trust MARCH B 2017 TRANCH 2			-	-		-	13,894
Capital DRL Trust MARCH C 2017 TRANCHE 2			-	-		-	1,883
Capital DRL Trust 003 PTC D 30-03-2018 A			-	69		-	-
Capital DRL Trust 004 PTC D 30-03-2018 A			-	583		-	-
Capital DRL Trust 006 PTC D 29-04-2018 A			-	818		-	-
Capital DRL Trust 1C PTC D 29-04-2018			-	1,515		-	-
Capital DRL Trust JULY B TRANCH 2 2017 PTCD 27-01-2018 A			-	146		-	-
Capital DRL Trust JULY C 2017 PTC D 28-11-2017 A			-	143		-	-
Capital DRL Trust SEPTEMBER END 2017 B PTC D			-	403		-	-
Capital DRL Trust 007 PTC D 17-03-2018 B			-	514		-	-
Capital DRL Trust 007 PTC D 31-05-2018 A			-	1,391		-	-
Capital DRL Trust 2C PTC D 31-05-2018 A			-	1,034		-	-
Capital DRL Trust 008 PTC D 31-03-2018 A			-	13,822		-	-
Capital DRL Trust 010 PTC D 30-05-2018 A			-	41,238		-	-
Capital DRL Trust 009 PTC D 25-05-2018 A			-	14,915		-	-
			-	<b>76,591</b>		-	<b>54,293</b>
Add: Interest accrued but not due			-	436		-	127
<b>Total Unsecured</b>			<b>16,230</b>	<b>77,460</b>		<b>9,924</b>	<b>54,862</b>
<b>Grand Total</b>			<b>24,798</b>	<b>91,973</b>		<b>20,812</b>	<b>74,034</b>



15.d. Scrip-wise details of Credit Substitutes:

PARTICULARS	Face value Per Unit Rs	As at March 31, 2017			As at March 31, 2016		
		No. of Units	Non- Current	Current	No. of Units	Non- Current	Current
			Rs in lakh	Rs in lakh		Rs in lakh	Rs in lakh
<b>Secured Quoted :</b>							
<b>Investment in Bonds and Debentures (Trade)</b>							
12.75% Diamond Power Infra Limited	100,000	1,700	1,027	-	1,700	1,496	204
12.90% Cholamandalam Investment & Finance Company Limited	500,000	1	-	5	1	-	5
10.50% Tulip Telecom Limited	1,000,000	1,623	-	-	1,748	14,948	2,957
12.65% Consolidated Construction Consortium Limited	1,000,000	200	1,840	139	200	1,920	79
12.90% Godawari Power and Ispat Limited	1,000,000	150	-	1,500	225	375	1,500
9.40% JM Financial Asset Reconstruction Company	1,000,000	400	4,000	-	-	-	-
10.50% JM Financial Credit Solution Limited	600	600	-	-	600	6,000	-
			<b>6,867</b>	<b>1,644</b>		<b>24,739</b>	<b>4,745</b>
<b>Secured Unquoted :</b>							
<b>Investment in Debentures (Trade)</b>							
9% East Coast Constructions and Industries Limited	1,000	-	-	15	245,000	-	3,326
11.80% Elder Pharmaceuticals Limited	1,000,000	-	-	851	-	-	841
13.65% Metropolitan Infrahousing Private Limited	-	75	-	7,577	75	-	7,500
5.64% Mandava Holding Private Limited	-	-	-	1	-	-	1
8% JL Power Ventures Private Limited	10,000,000	40	2,800	1,200	40	4,000	-
11% Cargo Solar Power Gujarat Limited	20,000	-	-	-	15,000	-	1,500
14.50% Arohi Infrastructure Private Limited	100	-	-	2,871	5,000,000	-	5,007
			<b>2,800</b>	<b>12,515</b>		<b>4,000</b>	<b>18,175</b>
<b>Investment in Pass Through Certificates</b>							
Jindal ITF Limited - Series A to E		-	-	2,742	-	2,370	2,816
			<b>-</b>	<b>2,742</b>		<b>2,370</b>	<b>2,816</b>
Add: Interest accrued but not due			1,221	2,271		1,447	291
Less: Provision for doubtful credit substitutes			2,752	14,555		16,074	5,017
<b>Total Secured</b>			<b>8,136</b>	<b>4,617</b>		<b>16,482</b>	<b>21,010</b>
<b>Unsecured Quoted :</b>							
<b>Investment in Bonds and Debentures (Trade)</b>							
10.25% Shriram Transport Finance Company Limited	1,000,000	-	-	-	250	2,500	-
12.25% Kolte Patil Developers Limited	1,000,000	-	-	-	400	4,000	-
10.45% IDBI Bank Limited	1,000,000	50	507	-	50	507	-
10% Indian Overseas Bank Limited	1,000,000	400	4,000	-	400	4,000	-
			<b>4,507</b>	<b>-</b>		<b>11,007</b>	<b>-</b>
<b>Unsecured Unquoted :</b>							
<b>Investment in Preference Shares (Non-Trade)</b>							
10.75% Kiri Industries Limited	10	4,333,500	-	433	4,333,500	-	433
11.50% McNally Bharat Engineering Co Limited Cumulative Non Convertible Redeemable Preference Shares	100	533,898	3,417	9	625,000	4,000	9
			<b>3,417</b>	<b>442</b>		<b>4,000</b>	<b>442</b>
<b>Investment in Debentures (Trade)</b>							
10.90% Tata Motor Finance Limited	500,000	400	2,000	-	400	2,000	-
			<b>2,000</b>	<b>-</b>		<b>2,000</b>	<b>-</b>
<b>Investment in Pass Through Certificates</b>							
Capital DRL Trust			-	54,293		-	32,893
			<b>-</b>	<b>54,293</b>		<b>-</b>	<b>32,893</b>
Add: Interest accrued but not due			-	128		-	223
Less: Provision for doubtful credit substitutes			-	-		-	-
<b>Total Unsecured</b>			<b>9,924</b>	<b>54,863</b>		<b>17,007</b>	<b>33,558</b>
<b>Grand Total</b>			<b>18,060</b>	<b>59,480</b>		<b>33,489</b>	<b>54,568</b>

15.e. Scrip-wise details of Credit Substitutes:

PARTICULARS	Face value Per Unit Rs	As at Mar 31, 2016			As at March 31, 2015		
		No. of Units	Non- Current	Current	No. of Units	Non- Current	Current
			Rs in Lakh	Rs in Lakh		Rs in Lakh	Rs in Lakh
<b>Secured Quoted :</b>							
<b>Investment in Bonds and Debentures (Trade)</b>							
10.40% Meghmani Organics Limited	100,000	-	-	-	2,000	-	2,000
11.80% Elder Pharmaceuticals Limited	1,000,000	-	-	841	150	-	883
12.75% Diamond Power Infra limited	100,000	1,700	1,496	204	1,666	510	1,212
10.75% Kiri Industries Limited	1,000,000	400	-	-	400	-	921
12.90% Cholamandalam Investment & Finance Company Limited	500,000	1	-	5	1	-	5
10.50% Tulip Telecom Limited	1,000,000	1,748	14,948	2,957	1,850	16,885	1,151
12.65% Consolidated Construction Consortium Limited	1,000,000	200	1,920	79	200	2,000	-
12.50% Srei Equipment Finance Limited	1,000,000	-	-	-	7	65	-
12.90% Godawari Power and Ispat Limited	1,000,000	225	375	1,500	300	750	2,250
10.50% JM Financial Credit Solution Limited	600	600	6,000	-	-	-	-
			<b>24,739</b>	<b>5,586</b>		<b>20,210</b>	<b>8,422</b>
<b>Secured Unquoted :</b>							
<b>Investment in Debentures (Trade)</b>							
9% East Coast Constructions and Industries Limited	1,000	245,000	-	3,326	245,000	-	2,557
13.65% Metropolitan Infrahousing Private Limited	-	75	-	7,500	75	-	7,924
5.64% Mandava Holding Private Limited	-	-	-	1	-	-	-
8% JL Power Ventures Pvt Limited	10,000,000	40	4,000	-	38	3,800	-
12.40% TRIF Amritsar Projects Private Limited	1,000,000	-	-	-	200	-	1,964
12.40% TRIF Amritsar Projects Private Limited - Series C	1,000,000	-	-	-	150	1,369	104
12.40% TRIF Amritsar Projects Private Limited - Series D	1,000,000	-	-	-	150	1,369	104
11% Cargo Solar Power Gujarat Limited	10,000	6,250	-	625	11,250	1,125	-
11% Cargo Solar Power Gujarat Limited	10,000	8,750	-	875	8,750	875	-
14.50% Arohi Infrastructure Private Limited	100	5,000,000	-	5,007	5,000,000	-	3,791
14.00% Ind Swift Laboratories Limited	-	-	-	-	-	-	16
			<b>4,000</b>	<b>17,334</b>		<b>8,538</b>	<b>16,460</b>
<b>Investment in Pass Through Certificates</b>							
Jindal ITF Limited - Series A to E	-	-	2,370	2,816	-	4,484	2,956
			<b>2,370</b>	<b>2,816</b>		<b>4,484</b>	<b>2,956</b>
Add: Interest accrued but not due			1,447	291		1,095	2,511
Less: Provision for doubtful credit substitutes			16,074	5,017		8,504	1,995
<b>Total Secured</b>			<b>16,482</b>	<b>21,010</b>		<b>25,823</b>	<b>28,354</b>
<b>Unsecured Quoted :</b>							
<b>Investment in Bonds and Debentures (Trade)</b>							
5% Trent Limited	1,000,000	100	-	-	100	-	1,000
10.25% Shriram Transport Finance Company Limited	1,000,000	250	2,500	-	250	2,500	-
12.25% Kolte Patil Developers Limited	1,000,000	400	4,000	-	400	4,000	-
10.45% IDBI Bank Limited	1,000,000	50	507	-	50	508	-
10% Indian Overseas Bank Limited	1,000,000	400	4,000	-	400	4,000	-
			<b>11,007</b>	<b>-</b>		<b>11,008</b>	<b>1,000</b>
<b>Investment in Preference Shares (Non-Trade)</b>							
10.75% Kiri Industries Limited	10	4,333,500	-	433	4,333,500	-	433
11.50% McNally Bharat Engineering Co Limited Cumulative Non Convertible Redeemable Preference Shares	100	625,000	4,000	9	625,000	-	4,009
			<b>4,000</b>	<b>442</b>		<b>-</b>	<b>4,442</b>
<b>Investment in Debentures (Trade)</b>							
10.90% Tata Motor Finance Limited	500,000	400	2,000	-	400	2,000	-
			<b>2,000</b>	<b>-</b>		<b>2,000</b>	<b>-</b>
<b>Investment in Pass Through Certificates</b>							
Capital DRL Trust Dec 143 Series B			-	-		-	271
HPR Trust Mar 151 Series A			-	-		-	5,807
Capital DRL Trust Feb 151 Series A			-	-		-	22,726
Capital DRL Trust Feb 151 Series B			-	-		-	6,064
Capital DRL Trust Dec Series B			-	280		-	-
Capital DRL Trust Feb Series B			-	2,261		-	-
Capital DRL Trust Mar Series B			-	30,352		-	-
			<b>-</b>	<b>32,893</b>		<b>-</b>	<b>34,868</b>
Add: Interest accrued but not due			-	223		-	550
<b>Total Unsecured</b>			<b>17,007</b>	<b>33,558</b>		<b>13,008</b>	<b>40,860</b>
<b>Grand Total</b>			<b>33,489</b>	<b>54,568</b>		<b>38,831</b>	<b>69,214</b>

15.f. Scrip-wise details of Credit Substitutes:

PARTICULARS	Face value Per Unit Rs	No. of Units	As at March 31, 2015		As at March 31, 2014	
			Non- Current	Current	Non- Current	Current
			Rs in Lakh	Rs in Lakh	Rs in Lakh	Rs in Lakh
<b>Quoted :</b>						
<b>Investment in Debentures (Trade)</b>						
5% Trent Limited	1,000,000	100	-	1,000	1,000	-
10.25% Shriram Transport Finance Company Limited	1,000,000	250	2,500	-	2,500	-
10.40% Meghmani Organics Limited	100,000	2,000	-	2,000	2,000	2,000
11.80% Elder Pharmaceuticals Limited	1,000,000	150	-	375	375	500
12.75% Diamond Power Infra limited	100,000	1,666	510	850	1,360	340
10.75% Kiri Industries Limited	1,000,000	400	-	1,663	2,312	963
12.90% Cholamandalam Investment & Finance Company Limited	500,000	1	-	5	-	6,010
10.50% Tulip Telecom Limited- CDR	1,000,000	1,850	17,344	1,156	18,500	-
12.65% Consolidated Construction Consortium Limited	1,000,000	200	2,000	-	800	1,000
12.25% KOLTE PATIL DEVELOPERS LIMITED	1,000,000	400	4,000	-	-	-
12.50% SREI EQUIPMENT FINANCE LTD	-	-	65	-	-	-
12.90% Godawari Power and Ispat Limited	1,000,000	300	750	2,250	3,000	-
Indian Overseas Bank	1,000,000	400	-	4,000	-	-
			<b>27,169</b>	<b>13,299</b>	<b>31,847</b>	<b>10,813</b>
<b>Unquoted :</b>						
<b>Investment in Preference Shares (Non-Trade)</b>						
10.75% Kiri Industries Limited	-	-	-	433	-	-
11.50% McNally Bharat Engineering Co Ltd Cumulative Non Convertible Redeemable Preference Shares	100	625,000	4,000	-	4,000	-
			<b>4,000</b>	<b>433</b>	<b>4,000</b>	<b>-</b>
<b>Investment in Debentures (Trade)</b>						
11.15% JBF Industries Limited	100,000	-	-	-	-	200
9% East Coast Constructions and Industries Limited	1,000	245,000	-	2,450	1,050	2,450
8% IOT Utkal Energy Services Limited	-	-	-	-	10,000	-
13.65% Metropolitan Infrahousing Private Limited	-	-	-	-	-	7,500
5.64% Mandava Holding Private Limited	-	-	-	-	-	2,218
8% JL Power Ventures Pvt Limited	10,000,000	38	3,800	-	3,800	-
12.40% TRIF Amritsar Projects Pvt. Ltd.	1,000,000	200	-	1,964	1,964	36
12.40% TRIF Amritsar Projects Pvt. Limited - Series C	1,000,000	150	1,369	104	1,473	27
12.40% TRIF Amritsar Projects Pvt. Limited - Series D	1,000,000	150	1,369	104	1,473	27
10.45% IDBI Bank Ltd.	1,000,000	50	508	-	-	-
11% Cargo Solar Power Gujrat Limited	10,000	11,250	1,125	-	1,125	-
11% Cargo Solar Power Gujrat Limited	10,000	8,750	875	-	875	-
14.50% Arohi Infrastructure Private Limited	100	5,000,000	-	5,000	-	5,000
			<b>9,046</b>	<b>9,622</b>	<b>21,760</b>	<b>17,458</b>
<b>Investment in Debentures (Non-Trade)</b>						
10.90% Tata Motor Finance Limited	500,000	400	2,000	-	2,000	-
			<b>2,000</b>	<b>-</b>	<b>2,000</b>	<b>-</b>
<b>Investment in Pass Through Certificates</b>						
Jindal ITF Limited - Series A to E	-	-	4,483	2,958	6,435	719
DRL Trust Feb 141 Series A	-	-	-	-	-	10,297
DRL Trust Dec 143 Series B	-	-	-	270	-	-
HPR Trust Mar 151 Series A	-	-	-	5,807	-	-
DRL Trust Feb 151 Series A	-	-	-	22,726	-	-
DRL Trust Feb 151 Series B	-	-	-	6,064	-	-
			<b>4,483</b>	<b>37,825</b>	<b>6,435</b>	<b>11,016</b>
<b>Grand Total</b>			<b>46,698</b>	<b>61,179</b>	<b>66,042</b>	<b>39,287</b>
<b>Less: Provision for doubtful credit substitutes</b>			<b>8,505</b>	<b>1,995</b>	<b>264</b>	<b>286</b>
<b>Grand Total</b>			<b>38,193</b>	<b>59,184</b>	<b>65,778</b>	<b>39,001</b>

Note : The above scrip-wise details of Credit Substitutes does not include interest accrued on Credit Substitutes and receivable on sale of credit substitutes.

16. LONG-TERM LOANS AND ADVANCES - OTHERS (UNSECURED - CONSIDERED GOOD)

PARTICULARS	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in Lakh	Rs in Lakh
(a) Capital advances	17,452	7,806	12,214	7,246	3,680
(b) Loans and advances to related parties	-	249	447	1,877	1,770
(c) Security deposits	52	47	47	47	33
(d) Advance payment of Income tax [Net of provision for tax Rs. 92,845 lakh (As at March 31, 2017 Rs. 54,789 lakh); (As at March 31, 2016 Rs. 54,789 lakh); (As at March 31, 2015 Rs. 39,879 lakh); (As at March 31, 2014 Rs. 27,018 lakh)]	6,265	5,818	6,310	2,183	1,048
(e) Others					
(i) Loan to TCL Employee Welfare Trust	7,302	7,302	7,302	7,296	7,296
(ii) Prepaid Expenses	155	289	251	249	271
<b>Total</b>	<b>31,226</b>	<b>21,511</b>	<b>26,571</b>	<b>18,898</b>	<b>14,098</b>

17. OTHER NON-CURRENT ASSETS

PARTICULARS	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in Lakh	Rs in Lakh
(a) Deferred revenue expenditure (to the extent not written off or adjusted)	963	1,087	854	671	827
(b) Unamortised loan sourcing costs	6,399	5,752	4,635	2,995	2,254
(c) Gratuity Asset (Net)	49	239	-	-	-
(d) Fixed deposit with maturity more than 12 months	25	-	-	-	-
<b>Total</b>	<b>7,436</b>	<b>7,078</b>	<b>5,489</b>	<b>3,666</b>	<b>3,081</b>

**18. TRADE RECEIVABLES**

PARTICULARS	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh
(a) Over six months (from the date due for payment)					
(i) Secured, considered good	-	-	-	-	-
(ii) Unsecured, considered good	243	86	136	161	429
(iii) Doubtful	230	-	-	-	-
	473	86	136	161	429
Less: Provision for trade receivables	230	-	-	-	-
	243	86	136	161	429
(b) Others					
(i) Secured, considered good	-	-	-	-	-
(ii) Unsecured, considered good	6,003	1,963	1,290	1,052	1,242
(iii) Doubtful	-	-	-	-	-
	6,003	1,963	1,290	1,052	1,242
Less: Provision for trade receivables	-	-	-	-	-
	6,003	1,963	1,290	1,052	1,242
<b>Total</b>	<b>6,246</b>	<b>2,049</b>	<b>1,426</b>	<b>1,213</b>	<b>1,671</b>

**19. CASH AND BANK BALANCES**

PARTICULARS	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh
(a) Cash on Hand	102	573	733	613	433
(b) Cheques on Hand	1,213	1,577	795	1,081	1,214
(c) Balances with banks					
(i) In current accounts	6,812	5,187	2,967	2,664	24,365
(ii) In deposit accounts	4,407	3	3	1	1
<b>Total</b>	<b>12,534</b>	<b>7,340</b>	<b>4,498</b>	<b>4,359</b>	<b>26,013</b>

**Note:**

- (i) Of the above, the balances that meet the definition of Cash and Cash Equivalents as per AS 3 Cash Flow Statements is Rs. 8,071 lakh (as at March 31, 2017 Rs. 7,284 lakh; as at March 31, 2016 Rs. 4,444 lakh; as at March 31, 2015 Rs. 4,358 lakh; as at March 31, 2014 Rs. 26,012 lakh)
- (ii) Balance in deposit accounts with Banks have an original maturity exceeding 3 months but balance maturity of under 12 months from the Balance Sheet date.
- (iii) Balance in current accounts includes Rs. 53 lakh (as at March 31, 2017 Rs.53 lakh; as at March 31, 2016 Rs.51 lakh; as at March 31, 2015 Rs. 1 lakh; as at March 31, 2014 Rs. 1 lakh) towards unclaimed debenture application money and interest accrued thereon.
- (iv) The details of the Specified Bank Notes (SBN) held and transacted during the period 08/11/2016 to 30/12/2016 are as below (as per MCA Notification G.S.R. 307 (E) dated 30th March 2017 :

PARTICULARS	SBNs	Other Denomination Notes	Total	Total
Opening Cash in hand as on 08/11/2016	1,168	1	1,169	1,169
(+) Permitted receipts	-	870	870	870
(-) Permitted payments	-	-	-	-
(-) Amounts deposited in Banks (deposited before 11/11/2016)	1,168	801	1,969	1,969
Closing cash in hand as on 30/12/2016	-	70	70	70

- (v) The disclosures in the financial statements regarding holdings as well as dealings in specified bank notes during the period from 08/11/2016 to 30/12/2016 have not been made since they do not pertain to the financial years ended March 31 2018, March 31 2016, March 31 2015, March 31 2014.

**20. SHORT-TERM LOANS AND ADVANCES (UNSECURED CONSIDERED GOOD)**

PARTICULARS	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh
(a) Loans and advances to related parties	330	556	335	1,370	421
(b) Security deposits	8,073	6,983	6,881	6,850	7,206
(c) Others					
(i) Advances to vendors	-	-	-	-	2,110
(ii) Other advances	381	244	191	128	120
(iii) Pass Through Certificate application money (refundable)	7,919	16,249	2,527	6,819	-
(iv) Loan and advances to employees	686	104	89	74	134
(d) Prepaid expenses	1,696	1,036	388	444	508
(e) Balances with government authorities	4,868	1,431	1,085	543	839
<b>Total</b>	<b>23,953</b>	<b>26,603</b>	<b>11,496</b>	<b>16,228</b>	<b>11,338</b>

**21. OTHER CURRENT ASSETS**

PARTICULARS	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh
(a) Deferred revenue expenditure (to the extent not written off or adjusted)	462	457	333	334	877
(b) Receivable on sale/redemption of investment	173	83	353	16	24
Less : Provision for receivable on sale/redemption of investment	(173)	(83)	(47)	(2)	-
Net receivable on sale/redemption of investment	-	-	306	14	24
(c) Unamortised loan sourcing costs	9,095	8,333	6,275	4,174	3,106
(d) Interest accrued but not due on fixed deposits	30	-	1,339	1,349	-
(e) Interest accrued but not due on Investment	-	-	-	-	196
(f) Income accrued but not due	3,494	2,245	1,162	839	785
(g) Assets held for sale	4,398	5,248	2,279	2,968	400
Less :Provision for assets held for sale	(3,072)	(1,667)	(289)	(89)	-
Carrying Value of Assets held for sale	1,326	3,581	1,990	2,879	400
(h) Other receivables	1,194	348	209	238	672
<b>Total</b>	<b>15,601</b>	<b>14,964</b>	<b>11,614</b>	<b>9,827</b>	<b>6,060</b>

21 (a). Deferred Revenue Expenditure (to the extent not written off or adjusted)

PARTICULARS	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh
<b>(a) Unamortised share issue expenses</b>					
Opening balance	-	1	8	641	1,270
Add: Expenses incurred during the year	-	-	15	-	-
Less: written off through securities premium	-	1	-	-	-
Less: written off during the year	-	-	22	633	629
Closing balance	-	-	1	8	641
<b>(b) Unamortised debenture issue expenses</b>					
Opening balance	1,498	1,170	873	779	826
Add: Expenses incurred during the year	374	754	619	378	167
Less: written off during the year	490	426	322	284	214
Closing balance	1,382	1,498	1,170	873	779
<b>(c) Unamortised loan processing charges</b>					
Opening balance	46	16	124	284	31
Add: Expenses incurred during the year	105	153	91	14	360
Less: written off during the year	108	123	199	174	107
Closing balance	43	46	16	124	284
<b>Total</b>	<b>1,425</b>	<b>1,544</b>	<b>1,187</b>	<b>1,005</b>	<b>1,704</b>

PARTICULARS	As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
	Non-Current	Current	Non-Current	Current	Non-Current	Current	Non-Current	Current	Non-Current	Current
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh
(a) Unamortised share issue expenses	-	-	-	-	-	1	1	7	5	636
(b) Unamortised debenture issue expenses	963	419	1,087	411	853	317	660	213	700	79
(c) Unamortised loan processing charges	-	43	-	46	1	15	10	114	122	162
<b>Total</b>	<b>963</b>	<b>462</b>	<b>1,087</b>	<b>457</b>	<b>854</b>	<b>333</b>	<b>671</b>	<b>334</b>	<b>827</b>	<b>877</b>
<b>Grand Total</b>		<b>1,425</b>		<b>1,544</b>		<b>1,187</b>		<b>1,005</b>		<b>1,704</b>

**22. REVENUE FROM OPERATIONS**

PARTICULARS	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017	For the Year Ended March 31, 2016	For the Year Ended March 31, 2015	For the Year Ended March 31, 2014
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh
(a) Interest Income					
(i) From secured loans and credit substitutes	250,278	234,127	194,262	178,774	178,449
(ii) From unsecured loans and credit substitutes	129,748	113,911	95,876	75,547	63,980
(b) Income from Bill Discounting	3,832	4,928	4,354	5,693	3,524
(c) Others	36,843	31,694	23,318	19,022	14,882
<b>Total</b>	<b>420,701</b>	<b>384,660</b>	<b>317,810</b>	<b>279,036</b>	<b>260,835</b>

**23. INVESTMENT INCOME**

PARTICULARS	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017	For the Year Ended March 31, 2016	For the Year Ended March 31, 2015	For the Year Ended March 31, 2014
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh
(a) Dividend from Non-current Investments	247	134	637	388	729
(b) Dividend from Current Investments	2	3	3	271	1,110
(c) Profit on sale of Non-current Investments	-	3,278	558	6,444	4,014
(d) Profit on sale of Current Investments	-	489	911	616	167
(e) Interest on Non-current Investments	-	1,644	4,046	2,196	593
<b>Total</b>	<b>249</b>	<b>5,548</b>	<b>6,155</b>	<b>9,915</b>	<b>6,613</b>

**24. OTHER INCOME**

PARTICULARS	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017	For the Year Ended March 31, 2016	For the Year Ended March 31, 2015	For the Year Ended March 31, 2014
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh
(a) Income from operating leases	25,555	24,165	19,704	14,570	7,703
(b) Income from services	-	-	1	1	14
(c) Interest Income on Fixed Deposits	30	-	-	-	1,084
(c) Advertisement income	1,787	555	28	10	106
(d) Income from distribution of financial products	3,745	3,930	2,990	2,423	1,752
(e) Profit on sale of Assets	2,222	68	68	183	53
(f) Interest on Income Tax Refund	307	-	-	-	-
(d) Miscellaneous Income	941	278	378	401	153
<b>Total</b>	<b>34,587</b>	<b>28,996</b>	<b>23,169</b>	<b>17,588</b>	<b>10,865</b>



## 25. FINANCE COSTS

PARTICULARS	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017	For the Year Ended March 31, 2016	For the Year Ended March 31, 2015	For the Year Ended March 31, 2014
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh
(a) Interest expense	180,425	172,902	155,063	137,024	132,863
(b) Discounting Charges					
(i) On commercial paper	42,201	46,723	35,835	42,384	33,159
(ii) On Collateralised Borrowings and Lending Obligations (CBLO)	-	1,130	2,847	1,748	457
(iii) On debentures	448	407	371	788	2,525
<b>Total</b>	<b>223,074</b>	<b>221,162</b>	<b>194,116</b>	<b>181,944</b>	<b>169,004</b>

## 26. EMPLOYEE BENEFIT EXPENSES

PARTICULARS	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017	For the Year Ended March 31, 2016	For the Year Ended March 31, 2015	For the Year Ended March 31, 2014
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh
(a) Salaries, wages and bonus	36,037	31,349	24,598	19,070	16,489
(b) Contribution to provident and other fund	1,684	2,233	1,576	1,227	848
(c) Staff welfare expenses	2,000	1,676	1,485	1,222	1,304
<b>Total</b>	<b>39,721</b>	<b>35,258</b>	<b>27,659</b>	<b>21,519</b>	<b>18,641</b>

**27. OTHER OPERATING EXPENSES**

PARTICULARS	For the Year Ended March 31, 2018		For the Year Ended March 31, 2017		For the Year Ended March 31, 2016		For the Year Ended March 31, 2015		For the Year Ended March 31, 2014	
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh
(a) Advertisements and publicity		2,005		2,186		2,742		1,920		2,735
(b) Brand Equity and Business Promotion		1,243		1,171		996		762		-
(c) Corporate social responsibility cost		1,014		910		865		789		-
(d) Donations		4		3		3		19		116
(e) Equipment hire charges		348		316		279		347		490
(f) Incentive / commission/ brokerage		17,517		13,380		9,295		5,912		5,528
(g) Information technology expenses		8,045		6,544		5,378		5,418		5,299
(h) Insurance charges		744		616		175		314		257
(i) Legal and professional fees		3,867		3,312		2,482		1,763		1,955
(j) Loan processing fees		2,199		1,837		1,493		1,063		568
(k) Printing and stationery		783		615		461		346		532
(l) Provision for doubtful loans (net of recoveries)	32,575		88,475		33,585		39,640		14,074	
Less : Adjustment pursuant to Reduction of Share Capital	-		(31,789)		-		-		-	
Less : Delinquency Support	(5,731)	26,844	-	56,686	-	33,585	-	39,640	-	14,074
(m) Write off - Loans and advances	62,501		34,552		16,316		10,354		7,393	
Less : Provision reversal on write off	(62,501)	-	(34,552)	-	(16,316)	-	(10,354)	-	(7,393)	-
(n) Provision against assets held for sale		1,405		1,378		200		89		-
(o) Contingent provision against Standard Assets		3,664		3,008		2,467		460		316
(p) Provision against Restructured Advances		(1,409)		(827)		(429)		369		2,769
(q) Provision for diminution in value of investments (net of reversals)		(509)		(455)		(2,919)		(6,653)		7,750
(r) Provision on Current Investment	1463		732		190		60		-	
Less : Adjustment pursuant to Reduction of Share Capital	-	1,463	(349)	383	-	190	-	60	-	-
(s) Write-off - Investments	-		14,318		-		-		-	
Less : Adjustment pursuant to Reduction of Share Capital	-	-	(14,318)	-	-	-	-	-	-	-
(t) Write-off - Goodwill	-		7,804		-		-		-	
Less : Adjustment pursuant to Reduction of Share Capital	-	-	(7,804)	-	-	-	-	-	-	-
(u) Provision for Trade receivables		230		-		-		-		-
(v) Power and fuel		905		838		704		682		664
(w) Repairs and maintenance										
(i) Buildings	129		66		21		45		10	
(ii) Annual maintenance charges	99		239		270		213		199	
(iii) Others	174	402	129	434	143	434	118	376	125	334
(x) Rent		2,134		1,910		1,979		1,573		1,991
(y) Rates and taxes		119		133		121		132		115
(z) Stamp charges		502		541		407		513		395
(aa) Service providers' charges		14,045		10,814		6,162		5,214		4,308
(ab) Training and recruitment		510		597		588		602		544
(ac) Telephone, telex and leased line		767		653		599		628		528

PARTICULARS	For the Year Ended March 31, 2018		For the Year Ended March 31, 2017		For the Year Ended March 31, 2016		For the Year Ended March 31, 2015		For the Year Ended March 31, 2014	
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh
(ad) Travelling and conveyance		2,630		2,214		2,002		1,831		1,915
(ae) Loss on sale of Non-current Investments		-		1,248		-		1,073		-
(af) Loss on sale of Current Investments (Net)		60		-		-		-		-
(ag) Amortisation of premium of forward foreign exchange cover		128		-		-		-		-
(ah) Directors remuneration		221		232		230		225		211
(ai) Loss on sale of assets		1,188		3,355		1,180		185		-
(aj) Other expenses		1,259		683		2,322		1,789		2,334
<b>Total</b>		<b>94,327</b>		<b>114,715</b>		<b>73,991</b>		<b>67,441</b>		<b>55,728</b>

27. (a) Auditors' Remuneration (excluding taxes):

Particulars	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017	For the Year Ended March 31, 2016	For the Year Ended March 31, 2015	For the Year Ended March 31, 2014
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh
Audit Fees	106	110	110	88	75
Tax Audit Fees	4	5	5	5	5
Other Services	20	22	22	4	4
Out of Pocket Expenses	1	1	1	1	1
	<b>131</b>	<b>138</b>	<b>138</b>	<b>98</b>	<b>85</b>

(Auditors' remuneration is included in Other expenses)

27. (b) Expenditure in Foreign Currency

Particulars	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017	For the Year Ended March 31, 2016	For the Year Ended March 31, 2015	For the Year Ended March 31, 2014
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh
Advertisement and publicity	-	-	-	-	14
Legal and professional fees	137	366	108	26	251
Commission paid	79	214	-	-	-
Information Technology Expenses	1,084	74	-	-	-
Training and recruitment	6	28	13	24	21
Travelling and conveyance	-	-	-	1	1
Other expenses	7	3	3	3	3
	<b>1313</b>	<b>685</b>	<b>124</b>	<b>55</b>	<b>290</b>

27. (c) Corporate social responsibility expenses

(i) Gross amount required to be spent by the company during the year ended March 31, 2018 was Rs. 1,014 lakh

(ii) Amount spent during the year on:

Particulars	Paid	Yet to be paid	Total
	Rs in lakh	Rs in lakh	Rs in lakh
Construction/acquisition of any asset	-	-	-
On purposes other than above	1,014	-	1,014

(iii) Gross amount required to be spent by the company during the year ended March 31, 2017 was Rs. 910 lakh

(iv) Amount spent during the year on:

Particulars	Paid	Yet to be paid	Total
	Rs in lakh	Rs in lakh	Rs in lakh
Construction/acquisition of any asset	-	-	-
On purposes other than above	910	-	910

(v) Gross amount required to be spent by the company during the year ended March 31, 2016 was Rs. 865 lakh

(vi) Amount spent during the year on:

Particulars	Paid	Yet to be paid	Total
	Rs in lakh	Rs in lakh	Rs in lakh
Construction/acquisition of any asset	-	-	-
On purposes other than above	865	-	865

## 28. Contingent Liabilities and Commitments:

### (i) Contingent Liabilities :-

Claims not acknowledged by the Company relating to cases contested by the Company and which are not likely to be devolved on the Company relating to the following areas :

(Rs. in lakh)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Income Tax (Pending before Appellate authorities)	1,916	1,786	2,812	776	NIL
VAT (Pending before Appellate authorities)	71	420	36	223	NIL

### (ii) Commitments :-

#### (a) Undrawn Commitment given to Borrowers

As on March 31, 2018 Rs. 212,864 lakh (as at March 31, 2017 : Rs. 211,584 lakh; as at March 31, 2016 : Rs. 215,642 lakh; as at March 31, 2015 : Rs. 193,139 lakh.; as at March 31, 2014 : Rs. 158,119 lakh)

Less than 1 Year: Rs. 165,763 lakh (as at March 31, 2017 : Rs. 178,908 lakh; as at March 31, 2016: Rs. 93,295 lakh; as at March 31, 2015: Rs. 71,700 lakh; as at March 31, 2014: Rs. 37,347 lakh)

More than 1 Year: Rs. 47,101 lakh (as at March 31, 2017 : Rs. 32,676 lakh; as at March 31, 2016 : Rs. 122,347 lakh; as at March 31, 2015 : Rs. 121,439 lakh; as at March 31, 2014 : Rs. 120,772 lakh)

(b) Letter of Credit, Buyers Credit and Other Guarantees Rs. 44,200 lakh (as at March 31, 2017 : Rs. 29,048 lakh; as at March 31, 2016 : Rs. 18,043 lakh; as at March 31, 2015 : Rs. 17,137 lakh; as at March 31, 2014 : Rs. 17,705 lakh)

(c) Leases entered but not executed Rs. 89,148 lakh (as at March 31, 2017 : Rs. 66,473 lakh; as at March 31, 2016 : N.A.; as at March 31, 2015 : N.A.; as at March 31, 2014 : N.A.)

(d) Unamortised Forward Contract exposure Rs. 98 lakh (as at March 31, 2017 : Rs. Nil lakh; as at March 31, 2016 : Nil; as at March 31, 2015 : Nil; as at March 31, 2014 : Nil)

(e) Estimated amount of contracts remaining to be executed on capital account and not provided for Rs.1,310 lakh (as at March 31, 2017: Rs. 2,276 lakh; as at March 31, 2016 : Rs. 1,111 lakh; as at March 31, 2015 : 154 lakh; as at March 31, 2014 : 155 lakh).

- Tangible: Rs. 1,111 lakh (as at March 31, 2017 : Rs. 817 lakh; as at March 31, 2016 : Rs. 238 lakh; as at March 31, 2015 : N.A.; as at March 31, 2014 : N.A.)

- Intangible: Rs. 199 lakh (as at March 31, 2016 : Rs. 1,459 lakh; as at March 31, 2016 : Rs. 873 lakh; as at March 31, 2015 : N.A.; as at March 31, 2014 : N.A.)

## 29. Employee Stock Purchase/Option Scheme

Employees of the Company may be entitled to Stock Purchase / Stock Options Scheme offered by Tata Capital Limited.

## 30. Employee benefits

### Defined Contribution Plans

The Company makes Provident Fund and Superannuation Fund contributions to defined contribution retirement benefit plans for eligible employees. Under the schemes, the Company is required to contribute a specified percentage of payroll costs to fund the benefits. The contributions as specified under the law are paid to the provident fund set up as a Trust by the Company. The Company is generally 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 under the Employee Provident Scheme, 1952 is recognised as an expense in the year in which it is determined.

The provident fund set up as a Trust by the Company manages the contributions from the Company and other participating subsidiaries. As of March 31, 2018, the accumulated members' corpus of the Company is Rs. 13,085 lakh (as at March 31, 2017 : Rs. 10,187 lakh; as at March 31, 2016 : Rs. 2,993 lakh; as at March 31, 2015 : Rs. 7,936 lakh; as at March 31, 2014 : N.A.) whereas the total fair value of the assets of the fund and the total accumulated members' corpus is Rs. 21,026 lakh (as at March 31, 2017 : Rs. 16,858 lakh; as at March 31, 2016 : Rs. 8,925 lakh; as at March 31, 2015 : Rs. 12,871 lakh; as at March 31, 2014 : N.A.) and Rs. 20,658 lakh (as at March 31, 2017 : Rs. 16,969 lakh; as at March 31, 2016 : Rs. 13,695 lakh; as at March 31, 2015 : Rs. 11,904 lakh; as at March 31, 2014 : N.A.) respectively. In accordance with an actuarial valuation, there is no deficiency in the interest cost as the present value of the expected future earnings on the fund is greater than the expected amount to be credited to the individual members based on the expected guaranteed rate of interest of 8.55% (as at March 31, 2017 : 8.65% for the first year and 8.60% thereafter; as at March 31, 2016 : 8.75% for the first year and 8.60% thereafter; as at March 31, 2015 : 8.75% for the first year and 8.60% thereafter; as at March 31, 2014 : N.A.). The actuarial assumptions include discount rate of 7.70% (as at March 31, 2017 : 7.50%; as at March 31, 2016 : 8.20%; as at March 31, 2015 : 7.80%; as at March 31, 2014 : N.A.).

The Company recognised a charge of Rs. 1,189 lakh (as at March 31, 2017 : Rs. 1,089 lakh; as at March 31, 2016 : Rs. 902 lakh; as at March 31, 2015 : Rs. 725 lakh; as at March 31, 2014 : Rs. 599 lakh) for provident fund and family pension fund contribution and Rs. 89 lakh (as at March 31, 2017 : Rs. 97 lakh; as at March 31, 2016 : Rs. 114 lakh; as at March 31, 2015 : Rs. 125 lakh; as at March 31, 2014 : Rs. 132 lakh) for contribution towards the superannuation fund in the Statement of Profit and Loss.

## Defined Benefits Plans

The Company offers its employees defined-benefit plans in the form of a gratuity scheme (a lump sum amount) (included as part of Contribution to provident and other fund in note 26 Employee Benefit Expenses). Benefits under the defined benefit plans are typically based on years of service and the employee's compensation (generally immediately before separation). The gratuity scheme covers 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 charged to the Statement of Profit and Loss.

## Reconciliation of Benefit Obligations and Plan Assets

(Rs in lakh)

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14
<b>Change in Defined Benefit Obligation</b>					
Opening Defined Benefit Obligation	2,926	1,887	1,571	1,026	1,017
Current Service Cost	509	335	289	202	151
Interest Cost	211	148	113	93	80
Acquisitions Cost / (Credit)	(25)	(106)	(12)	(19)	(165)
Actuarial Losses / (Gain)	(77)	816	173	320	(20)
Benefits Paid	(219)	(154)	(247)	(51)	(37)
Closing Defined Benefit Obligation	3,326	2,926	1,887	1,571	1,026
<b>Change in the Fair Value of Assets</b>					
Opening Fair Value of Plan Assets	3,165	1,580	1,506	946	925
Transfer in	(25)	(106)	(25)	(14)	(165)
Expected Return on Plan Assets	253	184	123	89	78
Contributions by Employer	-	1,433	66	337	92
Actuarial Gains / (Losses)	(19)	74	(90)	148	16
Benefits paid	-	-	-	-	-
Closing Fair Value of Plan Assets	3,374	3,165	1,580	1,506	946
Insurer managed funds:					
Government Bonds	44%	33%	44%	40%	40%
Equity of listed entities	12%	16%	23%	17%	9%
Bonds / Debentures	43%	41%	24%	35%	32%
Cash (including Special Deposits)	1%	10%	9%	8%	19%
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14
<b>Reconciliation of present value of the obligation and the fair value of the plan assets</b>					
Fair value of plan assets at the end of the year	3,374	3,165	1,580	1,506	946
Present value of the defined obligations at the end of the year	3,326	2,926	1,887	1,571	1,026
Funded status Surplus	49	239	(307)	(65)	(80)
Net Asset / (Liability) recognised in the Balance Sheet	49	239	(307)	(65)	(80)
<b>Net Gratuity cost for the year ended</b>					
Service Cost	509	335	289	202	151
Interest on Defined benefit Obligation	211	148	113	93	80
Expected return on plan assets	(253)	(184)	(123)	(89)	(78)
Net actuarial loss recognised in the year	(58)	742	280	171	(36)
Net Gratuity Cost	409	1,041	560	377	117
<b>Actual contribution and benefit payments for the year</b>					
Actual benefit payments	(219)	(154)	(247)	(51)	(37)
Actual contributions	-	1,433	66	337	92

**Categorization of plan assets is as follows**

<b>Investment Pattern</b>	<b>2017-18</b>	<b>2016-17</b>	<b>2015-16</b>	<b>2014-15</b>	<b>2013-14</b>
<b>Assumptions</b>					
Discount Rate	7.70%	7.50%	8.20%	7.80%	9.30%
Expected Rate of Return on Plan Assets	8.00% p.a	8.00% p.a	8.00% p.a	8.00% p.a	8.00% p.a
Salary Escalation Rate	7.50% p.a for first 5 years and 6% thereafter.	7.50% p.a for first 5 years and 6% thereafter.	7.50% p.a for first 5 years and 5% thereafter.	7.50% p.a for first 5 years and 5% thereafter.	7.50% p.a for first 5 years and 5% thereafter.
Mortality Rate	Indian Assured Lives Mortality (2006-08) (modified) Ult.	Indian Assured Lives Mortality (2006-08) (modified) Ult.	Indian Assured Lives Mortality (2006-08) (modified) Ult.	Indian Assured Lives Mortality (2006-08) (modified) Ult.	Indian Assured Lives Mortality (2006-08) (modified) Ult.
Withdrawal Rate	0-2 years - 10% 3-4 years - 5% 5-9 years - 2.5% 10 years & more - 1%	0-2 years - 10% 3-4 years - 5% 5-9 years - 2.5% 10 years & more - 1%	0-2 years - 10% 3-4 years - 5% 5-9 years - 2.5% 10 years and more - 1%	0-2 years - 10% 3-4 years - 5% 5-9 years - 2.5% 10 years and more - 1%	0-2 years - 10% 3-4 years - 5% 5-9 years - 2.5% 10 years and more - 1%

<b>Experience History</b>	<b>2017-18</b>	<b>2016-17</b>	<b>2015-16</b>	<b>2014-15</b>	<b>2013-14</b>
Present value of Defined Benefit Obligation	(3,326)	(2,926)	(1,887)	(1,571)	(1,026)
Fair value of Plan Assets	3,374	3,165	1,580	1,506	946
Excess of (obligation over plan assets)	49	239	(307)	(65)	(80)
Experience Gain/ (Loss) Adjustment :					
- On Plan Liabilities	34	(313)	(228)	(41)	(96)
- On Plan Assets	(19)	74	(90)	148	16
Actuarial Gain / (Loss) due to change in assumptions	44	(503)	54	(279)	116

The estimate of future salary increase, considered in the actuarial valuation, takes into account inflation, seniority, promotion, and other relevant factors. The above information is certified by the actuary.

The Company expects to contribute approximately Nil (as at March 31, 2017 : Rs. 484 lakh; as at March 31, 2016 : Rs. 307 lakh; as at March 31, 2015 : Rs. 64 lakh; as at March 31, 2014 : Rs. 337 lakh) to the gratuity fund for the year 2018-19.

**Long Term Service Award :**

Long Term Service award is an employee benefit in recognition for their loyalty and continuity of service for five years and above, the same is actuarially valued (unfunded). The Long Term Service awards expense for financial year 2017-18 is Rs. 6 lakh (for March 31, 2017 : Rs. 51 lakh; for March 31, 2016 : Rs. 29 lakh; for March 31, 2015 : Rs. 39 lakh; for March 31, 2014 : Rs. 16 lakh) and the provision as at March 31, 2018 is Rs. 164 lakh (for March 31, 2017 : Rs. 158 lakh; for March 31, 2016 : Rs. 106 lakh; for March 31, 2015 : Rs. 91 lakh; for March 31, 2014 : Rs. 64 lakh).

31. Disclosure as required by Accounting Standard (AS) – 18 on “Related Party Disclosures”

i. List of related parties and relationship :-

Ultimate Holding Company	Tata Sons Limited
Holding Company	Tata Capital Limited
Fellow Subsidiaries (with which the company had transactions)	Tata Securities Limited Tata Capital Pte. Limited Tata Capital Advisors Pte Limited Tata Capital Markets Pte Limited Tata Capital General Partners LLP Tata Capital Healthcare General Partners LLP Tata Opportunities General Partners LLP Tata Capital Plc Tata Capital Housing Finance Limited TC Travel and Services Limited (ceased to be subsidiary w.e.f. October 30, 2017) Tata Capital Forex Limited (ceased to be subsidiary w.e.f. October 30, 2017) Tata Cleantech Capital Limited
Subsidiaries of ultimate holding company (with which the company had transactions)	Conneqt Business Solutions Limited (formerly known as Tata Business Support Services Limited) (ceased to be subsidiary w.e.f. November 17, 2017) Tata Consultancy Services Limited Tata AIG General Insurance Company Limited Tata AIA Life Insurance Company Limited Infiniti Retail Limited Tata Consulting Engineers Limited Tata Housing Development Company Limited Tata Asset Management Limited Calsea Footwear Private Limited Automotive Stamping and Assemblies Limited Taj Air Limited Tata Advanced Systems Limited Tata Industries Limited Tata Lockheed Martin Aerostructures Limited Tata Teleservices Limited (ceased to be an associate and is a subsidiary w.e.f. 02.02.2017) Tata Teleservices (Maharashtra) Limited (ceased to be an associate and is a subsidiary w.e.f. 02.02.2017) MMP Mobi Wallet Payment Systems Limited Ardent Properties Private Limited Inshaallah Investments Limited TRIF Amritsar Projects Private Limited TRIF Real Estate And Development Limited Kriday Realty Private Limited Tata Sky Limited Sector 113 Gatevida Developers Private Limited
Associates	International Asset Reconstruction Company Private Limited (ceased to be an associate with effect from 9th March 2018)
Key Management Personnel	Mr. Praveen P Kadle - Managing Director & CEO



ii. Transactions with related parties :

(Rs in lakh)

Sr. No.	Party Name	Nature of transaction	2017-18	2016-17	2015-16	2014-15	2013-14
1	Tata Sons Limited	<p>a) Expenses :</p> <ul style="list-style-type: none"> <li>- Brand Equity and Business Promotion</li> <li>- Rent</li> <li>- Other charges</li> </ul> <p>b) Income :</p> <ul style="list-style-type: none"> <li>- Lease Income</li> <li>- Reimbursement of Rent</li> <li>- Interim Interest</li> </ul> <p>c) Finance Lease Facility :</p> <ul style="list-style-type: none"> <li>- Facility given during the year</li> <li>- Repaid during year</li> <li>- Outstanding facility</li> </ul> <p>d) Asset :</p> <ul style="list-style-type: none"> <li>- Security deposit receivable</li> <li>- Security deposit refund received</li> <li>- Balance receivable</li> </ul> <p>e) Liability :</p> <ul style="list-style-type: none"> <li>- Balance Payable</li> </ul>	<p>1,243</p> <p>29</p> <p>51</p> <p>6</p> <p>-</p> <p>-</p> <p>-</p> <p>8</p> <p>50</p> <p>-</p> <p>12</p> <p>5</p> <p>1,243</p>	<p>1,171</p> <p>26</p> <p>47</p> <p>8</p> <p>-</p> <p>-</p> <p>65</p> <p>7</p> <p>58</p> <p>12</p> <p>-</p> <p>16</p> <p>1,171</p>	<p>996</p> <p>24</p> <p>33</p> <p>-</p> <p>-</p> <p>3</p> <p>-</p> <p>-</p> <p>12</p> <p>-</p> <p>959</p>	<p>762</p> <p>24</p> <p>56</p> <p>-</p> <p>191</p> <p>-</p> <p>-</p> <p>-</p> <p>12</p> <p>-</p> <p>737</p>	<p>707</p> <p>-</p> <p>68</p> <p>-</p> <p>312</p> <p>-</p> <p>-</p> <p>-</p> <p>12</p> <p>-</p> <p>-</p> <p>637</p>
2	Tata Capital Limited	<p>a) Expenses :</p> <ul style="list-style-type: none"> <li>- Interest expenses on Inter-Corporate Deposit</li> <li>- Interest expenses on debentures</li> <li>- Rent</li> <li>- Marketing &amp; managerial service fee</li> <li>- Other Expenses</li> </ul> <p>b) Income :</p> <ul style="list-style-type: none"> <li>- Preference share arranger fees</li> <li>- Service Provider charges</li> <li>- Reimbursement of Rent &amp; Guest house expenses</li> <li>- Fixed Asset transfer*</li> </ul> <p>c) Amount raised by issue of Non-Convertible Subordinated debentures</p> <p>d) Amount raised by issue of Perpetual Non-Convertible debentures</p> <p>e) Amount raised by issue of Compulsory Convertible Cumulative Preference Shares</p> <p>f) Interim dividend paid</p> <ul style="list-style-type: none"> <li>- Equity Shares</li> <li>- Preference Shares</li> </ul>	<p>6,747</p> <p>89</p> <p>1,036</p> <p>2,657</p> <p>111</p> <p>515</p> <p>-</p> <p>41</p> <p>0</p> <p>-</p> <p>12,500</p> <p>57,500</p> <p>4,541</p> <p>8,726</p>	<p>4,622</p> <p>1,124</p> <p>1,203</p> <p>1,445</p> <p>-</p> <p>435</p> <p>-</p> <p>42</p> <p>-</p> <p>-</p> <p>-</p> <p>78,500</p> <p>5,839</p> <p>4,230</p>	<p>6,453</p> <p>538</p> <p>1,089</p> <p>1,202</p> <p>-</p> <p>177</p> <p>42</p> <p>23</p> <p>-</p> <p>16,000</p> <p>17,517</p> <p>187</p>	<p>3,042</p> <p>5</p> <p>741</p> <p>993</p> <p>-</p> <p>27</p> <p>-</p> <p>17</p> <p>-</p> <p>20,000</p> <p>-</p> <p>-</p> <p>6,488</p> <p>-</p>	<p>1,202</p> <p>-</p> <p>720</p> <p>1,074</p> <p>-</p> <p>378</p> <p>37</p> <p>-</p> <p>-</p> <p>-</p> <p>-</p> <p>3,893</p> <p>-</p>

		g) Inter-Corporate Deposit accepted / repaid during the year - Inter-Corporate Deposit received during year - Inter-Corporate Deposit repaid during year	463,617 474,662	693,970 699,693	700,373 652,421	253,819 264,309	155,172 142,282
		h) Security Deposit accepted / repaid during the year - Security deposit given - Security deposit received	5,849 4,667	- -	- -	- 3	- -
		i) Asset : - Security Deposit Receivable - Balance Receivable	5,847 -	4,665 61	4,665 -	4,665 -	4,665 -
		j) Liability : - Interim dividend Payable on Equity Shares - Inter-Corporate Deposit Payable - Borrowings - Non-Convertible Subordinated debentures - Borrowings - Perpetual Non-Convertible debentures - Balance Payable	- 33,784 - 12,500 374	- 44,829 - 5,000 -	- 50,552 5,000 10,000 161	7,785 2,600 20,000 -	6,488 13,090 - - 93
3	Tata Securities Limited	a) Expenses : - Reimbursement of expenses - Services Received	1 20	- 7	4 14	50 -	198 8
		b) Income : - Distribution Income - Reimbursement of expenses - Rent & Others	- 49	- 138	- 240	- 215	2 277
		c) Transfer of Fixed Assets (Purchase)	1	1	11	-	-
		d) Asset : - Balance Receivable	1	28	22	1,196	1,162
4	Tata Capital Pte. Limited	a) Income : - Income- SLA fees - Reimbursement of expenses	13 10	13 10	10 8	20 2	- -
		b) Asset : Balance Receivable	13	13	10	21	1
5	Tata Capital Advisors Pte Limited	a) Income : - Income- SLA fees - Reimbursement of expenses	7 3	7 3	6 4	- -	- -
		b) Asset : Balance Receivable	7	7	7	-	-
6	Tata Capital Markets Pte Limited	a) Income : - Income- SLA fees - Reimbursement of expenses	7 3	7 3	6 2	- -	- -
		b) Asset : - Balance Receivable	7	7	6	-	-

7	Tata Capital General Partners LLP	a) Income : - Income- SLA fees * - Reimbursement of expenses	0 1	0 1	1 1	- -	- -
		b) Asset : - Balance Receivable *	0	0	1	-	-
8	Tata Capital Healthcare General Partners LLP	a) Income : - Income- SLA fees * - Reimbursement of expenses	0 1	0 1	0 1	- -	- -
		b) Asset : - Balance Receivable *	0	0	0	-	-
9	Tata Opportunities General Partners LLP	a) Income : - Income- SLA fees * - Reimbursement of expenses	0 1	0 1	0 1	- -	- -
		b) Asset : - Balance Receivable *	0	0	0	-	-
10	Tata Capital Plc	a) Income : - SLA fees - Reimbursement of expenses	7 3	7 8	5 2	4 -	- -
		b) Asset : - Balance Receivable	7	7	5	4	-
11	Tata Capital Housing Finance Limited	a) Expenses : - Sourcing Fee - Rent & others	1 31	6 42	- 42	3 60	17 -
		b) Income : - Loan Sourcing Fee - Reimbursement of Rent & Other expenses - Interest income on Tier II investment *	- 988 -	43 1,113 0	- 882 -	392 1,021 -	91 715 -
		c) Fixed Asset : - Fixed Asset Purchased * - Fixed Asset Sold	0 25	14 -	2 -	- -	1 -
		d) Transfer of retiral liability of Employee	-	-	-	-	2
		d) Amount paid for transfer of mortgage rights of property	-	-	-	290	-
		e) Amount transferred for security deposit received from landlord on behalf of TCHFL	-	-	6	-	-
		f) Investments in Tier II Bonds/Debenture during the year	-	-	3,000	-	-
		g) Asset : - Balance Receivable	121	235	140	899	117
		h) Liability : Security deposit Payable	-	-	-	8	-

12	TC Travel and Services Limited	a) Expenses : -Travel related services -Others	492 -	715 35	552 -	509 -	210 -
		b) Income : - Reimbursement of Rent & Other expenses	55	106	125	120	95
		c) ICD repaid during the year	-	-	-	-	350
		d) Transfer of Fixed Assets (sale)	-	-	4	-	-
		e) Transfer of retiral liability of Employee	-	-	1	-	-
		f) Asset : - Balance Receivable	-	264	447	681	604
13	Tata Capital Forex Limited	a) Income : - Reimbursement of Rent & Other expenses	63	124	94	153	80
		b) Expenses : - Travel related services	4	9	18	-	-
		c) Asset : - Balance Receivable	-	38	29	62	28
14	Tata Cleantech Capital Limited	a) Expenses : - Advisory Fees - Guest house expenses - Referral Fees - Interest paid on ICD - Management Fee	- 23 - - -	5 13 - - -	8 10 - - 22	- - 108 - 490	- - 155 232 114
		b) Income : - Reimbursement of Rent & Other expenses	136	238	71	60	64
		c) Assignment of Portfolio	-	-	-	38,003	7,935
		d) Transfer of retiral liability of Employee	-	-	-	-	17
		e) ICD accepted and repaid during the year	-	-	-	-	7,900
		f) Fixed Asset transfer	1	-	-	-	-
		g) Asset : - Balance Receivable / (Payable)	6	16	(7)	186	(47)

15	Conneqt Business Solutions Limited (formerly known as Tata Business Support Services Limited)	a) Expenses :						
		- Service Provider Charges	4,374	6,770	6,149	4,795	3,818	
		b) Income :						
		- Lease Income	453	512	302	234	297	
		- Processing Fee	-	2	-	2	2	
		- Syndication Fee	-	-	-	15	10	
		- Reimbursement of Expenses	96	173	178	98	15	
		- Interest Income on Loan	14	122	161	200	-	
		c) Finance Lease Facility :						
		- Facility given during the year	-	-	204	896	-	
		- Repaid during year	-	85	53	39	-	
		- Outstanding facility	-	924	1,008	857	-	
		d) Asset :						
		- Loan Outstanding	-	322	1,313	1,642	9,024	
		- Loan repaid during the year	-	997	329	7,512	-	
- Lease Debtors	-	2	2	-	-			
e) Liability :								
- Security Deposit	-	37	37	-	-			
- Balance Payable / (Receivable)	-	896	(87)	(142)	(427)			
16	Tata Consultancy Services Limited	a) Expenses :						
		- Information technology expenses	5,511	4,721	4,576	4,986	4,953	
		- Interest paid on ICD	-	-	-	1,375	1,624	
		b) Income :						
		- Lease Income	16	-	-	-	-	
		- Reimbursement of expenses	-	4	83	411	482	
		c) ICD repaid during the year	-	-	-	28,000	15,000	
		d) ICD accepted during year	-	-	-	-	28,000	
		e) Finance Lease Facility :						
		- Facility given during the year	217	-	-	-	-	
		- Repaid during year	6	-	-	-	-	
		- Outstanding facility	211	-	-	-	-	
		f) Fixed Assets Purchased	8	385	-	-	-	
		g) Asset :						
		- Balance Receivable	-	4	1	253	192	
h) Liability :								
- ICD Payable	-	-	-	-	28,000			
- Interest accrued on ICD	-	-	-	-	1,462			
- Balance Payable	1,620	1,330	1,577	-	-			

17	Tata AIG General Insurance Company Limited	a) Expenses : - Insurance Expenses	6	12	759	284	191
		b) Income : - Insurance related revenue	541	445	346	122	114
		c) Asset : - Balance Receivable / (payable)	511	70	(5)	-	-
18	Tata AIA Life Insurance Company Limited	a) Expenses : - Insurance Expense for Employees - Insurance Expenses on behalf of customers	36 -	33 -	30 147	12 88	12 52
		b) Income : - Insurance related revenue	52	36	-	-	-
		c) Asset : - Balance Receivable / (payable)	36	35	(1)	(7)	2
19	Infiniti Retail Limited	a) Expenses : - Incentive & others	904	726	461	53	2
		b) Fixed Assets purchased	1	4	3	26	434
		c) Income : - Lease Income - Processing fees	210 2	132 2	- -	- -	- -
		d) Liability : - Security deposit payable - Balance payable	75 11	74 -	- -	- -	- -
		e) Asset : - Balance Receivable	-	1	-	-	-
20	Tata Consulting Engineers Limited	a) Income : - Interest Income	-	93	21	-	-
		b) Expense : - Professional Charges	-	-	4	-	3
		b) Asset : - Inter-Corporate Deposit given during the year - Inter-Corporate Deposit repaid during the year - Outstanding Inter-Corporate Deposit - Balance Payable	- - - -	1,000 2,000 - -	- - 1,000 4	- - - -	- - - -
21	Tata Housing Development Company Limited	a) Income : - Referral Fee - Syndication Fees - Interest income on Loan	5 - -	25 - -	2 25 20	84 - 85	68 - -
		b) Loan repaid during the year	-	-	2,000	-	-

		c) Loan given during the year	-	-	-	2,000	-
		d) Asset :					
		- Outstanding loan	-	-	-	2,000	-
		- Balance Receivable	-	14	1	26	13
22	International Asset Reconstruction Company Private Limited	a) Redemption of Security Receipts during the year	353	236	58	-	-
		b) Investment in Security Receipts during the year	-	-	159	105	777
		c) Asset :					
		- Balance of Security Receipts	-	748	984	882	-
23	Tata Asset Management Limited	a) Income :					
		- Portfolio Management Service	17	17	20	49	45
		b) Asset :					
		Balance Receivable *	-	3	0	-	3
24	Calsea Footwear Private Limited	a) Income :					
		- Interest income on Inter-Corporate Deposit	141	124	115	28	-
		b) Asset :					
		- Inter-Corporate Deposit given during the year	1,500	1,300	1,100	1,000	-
		- Inter-Corporate Deposit repaid during the year	1,300	1,100	1,000	-	-
		- Interest Accrued	38	35	-	-	-
		- Outstanding Inter-Corporate Deposit	1,500	1,300	1,100	1,000	-
25	Automotive Stamping And Assemblies Limited	a) Income :					
		- Term Loan - Interest	242	188	218	31	-
		- Lease Rental	62	62	-	-	-
		- Processing Fees	6	-	-	-	-
		b) Asset :					
		- Loan given during the year	4,900	-	1	2,000	-
		- Loan repaid during the year	3,950	240	149	-	-
		- Outstanding loan	2,584	1,634	1,851	1,999	-
		- Interest receivable	16	2	-	-	-
		c) Liability :					
		- Balance in escrow account	35	-	-	-	-
26	Taj Air Limited	a) Income :					
		- Term Loan - Interest	29	517	395	171	-
		b) Asset :					
		- Loan given during the year	-	2,500	-	-	-
		- Loan repaid during the year	6,000	-	-	-	-
		- Outstanding loan	-	6,000	3,500	3,500	-
		- Interest receivable	-	39	-	-	-
27	Tata Advanced Systems Limited	a) Income :					
		- Interest Income	7	3	1	-	-
		- Interim Rent *	-	0	0	-	-

		b) Finance Lease Facility :						
		- Facility given during the year	33	30	9	-	-	
		- Repaid during year	16	4	1	-	-	
		- Outstanding facility	52	35	8	-	-	
		c) Asset :						
		- Balance receivable*	2	0	-	-	-	
28	Tata Industries Limited	a) Income :						
		- Lease Income	1,118	1,234	839	-	-	
		- Sale of Assets	49	6	-	-	-	
		b) Expenses :						
		- Project Expenses	22	47	55	-	-	
		c) Finance Lease Facility :						
		- Facility given during the year	13	199	625	-	-	
		- Repaid during year	155	327	161	-	-	
		- Outstanding facility	216	358	487	23	-	
		d) Asset :						
		- Balance Receivable	119	7	-	-	-	
		e) Liability :						
		- Balance Payable	-	248	264	-	-	
29	Tata Lockheed Martin Aerostructures Limited	a) Income :						
		- Lease Income	1	1	1	-	-	
		b) Finance Lease Facility :						
		- Facility given during the year	-	-	15	-	-	
		- Repaid during year	2	9	1	-	-	
		- Interest Receivable*	0	0	-	-	-	
		- Outstanding facility	4	6	14	-	-	
30	Tata Teleservices Limited	a) Income :						
		- Lease Income	748	277	-	-	-	
		b) Expenses :						
		- Communication Expenses	111	31	-	-	-	
		- Rent Expenses	25	4	-	-	-	
		c) Finance Lease Facility :						
		- Facility given during the year	145	1,235	-	-	-	
		- Repaid during year	854	555	-	-	-	
		- Outstanding facility	625	1,333	-	-	-	
		d) Asset :						
		- Security Deposit Premises	8	8	-	-	-	
		- Advances paid to vendors towards lease facility	-	37	-	-	-	
		- Balance receivable	-	1	-	-	-	



		e) Liability : - Balance payable	43	-	-	-	-
31	Tata Teleservices (Maharashtra) Limited	a) Income : - Lease Income	71	2	-	-	-
		b) Expenses : - Communication Expenses	277	101	-	-	-
		c) Liability : - Balance payable	10	-	-	-	-
32	MMP Mobi Wallet Payment Systems Limited	a) Income : - Lease Income	4	-	-	-	-
		b) Asset : - Balance receivable	-	-	-	-	-
33	Ardent Properties Private Limited	a) Income : - Commission received	-	8	-	-	-
		b) Asset : - Balance receivable	-	10	-	-	-
34	Inshaallah Investments Limited	a) Income : - Reimbursement of expenses*	0	-	-	-	-
		b) Asset : - Balance receivable*	0	-	-	-	-
35	Sector 113 Gatevida Developers Private Limited	a) Income : - Commission received	8	-	-	-	-
36	TRIF Amritsar Projects Private Limited	Income : Interest Income on NCDs	-	-	321	618	545
		Investment redeemed in NCD during the year	-	-	4,910	-	-
		Asset : Outstanding Debentures	-	-	-	4,910	5,000
37	TRIF Real Estate and Development Limited	Income: Referral Fee	-	-	2	-	-
		Balance receivable	-	-	2	-	-
38	Tata Sky Limited	Invoice discounting repaid during the year	-	-	-	3,365	-
		Invoice discounting during the year	-	-	-	-	7,301
		Invoice discounting – Outstanding	-	-	-	-	3,365
		Interest received on loan given	-	-	-	85	248
39	Ewart Investments Limited	Security Deposit receivable	-	-	-	190	190
		Expenses : Rent Expenses	-	-	-	-	9
40	Tata International Limited	Expenses: Marketing Charges	-	-	-	3	6
		Income : Interest Income on Loan	-	-	-	-	1

41	Kriday Realty Private Limited	Income – Distribution Income	-	-	-	1	7
42	Key Management Personnel	Expenses : Interest on Non – convertible debentures	2	2	2	2	2
		Liability : Outstanding Debentures	20	20	20	20	20

\* Balance less than Rs. 50,000

32. The Company avails from time to time non-cancelable long-term leases for office premises, including office furniture. The total of future minimum lease payments that the Company is committed to make is:

(Rs in lakh)

Lease Payments	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
- Within one year	15	497	854	707	885
- Later than one year and not later than five years	-	157	581	1,147	2,363
- Later than five years	-	25	46	47	63

The amount charged towards lease rentals (as part of Rent expenditure) is Rs. 2,134 lakh (as at March 31, 2017 : Rs. 1,910 lakh; as at March 31, 2016 : Rs. 1,979 lakh; as at March 31, 2015 : Rs. 1,573 lakh; as at March 31, 2014 : Rs. 1,991 lakh).

The Company has given assets under non-cancellable operating leases. The total of future minimum lease payments that the company is committed to receive is:

(Rs in lakh)

Lease Payments	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
- Within one year	20,259	17,254	11,844	10,238	6,106
- Later than one year and not later than five years	40,649	42,168	25,772	10,138	7,389
- Later than five years	1,759	403	33	388	-

Accumulated Depreciation on lease assets is Rs. 41,620 lakh (as at March 31, 2017 : Rs. 27,956 lakh; as at March 31, 2016 : Rs. 21,290 lakh; as at March 31, 2015 : Rs. 14,513 lakh; as at March 31, 2014 : Rs. 10,066 lakh).

Accumulated Impairment losses on the leased assets Rs. Nil (as at March 31, 2017 : Rs. Nil; as at March 31, 2016 : Rs. Nil; as at March 31, 2015 : Rs. Nil; as at March 31, 2014 : Rs. Nil)

33. Earnings per Share (EPS):

Particulars		2017-18	2016-17	2015-16	2014-15	2013-14
Profit after tax	Rs. in lakh	48,258	21,598	26,579	18,733	17,213
Less: Preference dividend (including Dividend distribution tax)	Rs. in lakh	10,583	5,091	225	-	-
Profit after tax for Basic EPS	Rs. in lakh	37,675	16,507	26,354	18,733	17,213
Weighted average number of Equity shares used in computing Basic earnings per share	Nos.	1,297,550,000	1,297,550,000	1,297,550,000	1,297,550,000	1,297,550,000
Face value of equity shares	Rupees	10	10	10	10	10
<b>Basic earnings per share</b>	Rupees	2.90	1.27	2.03	1.44	1.33
Profit after tax for Basic EPS	Rs. in lakh	37,675	16,507	26,354	18,733	17,213
Add: Preference dividend on Compulsorily Convertible Cumulative Preference	Rs. in lakh	10,583	5,091	225	-	-
Profit after tax for diluted EPS	Rs. in lakh	48,258	21,598	26,579	18,733	17,213
Weighted average number of Equity Shares used in computing Basic earnings per share	Nos.	1,297,550,000	1,297,550,000	1,297,550,000	1,297,550,000	1,297,550,000
Add: Potential weighted average number of Equity shares that could arise on conversion of preference shares	Nos.	146,275,056	106,417,804	3,968,092	-	-
Weighted average number of shares in computing Diluted earnings per share	Nos.	1,443,825,056	1,403,967,804	1,301,518,092	1,297,550,000	1,297,550,000
Face value of equity shares	Rupees	10	10	10	10	10
<b>Diluted earnings per share</b>	Rupees	2.90	1.27	2.03	1.44	1.33

34. Movement in Contingent provisions against Standard Assets during the year is as under:

(Rs in lakh)

Particulars	As at	As at	As at	As at	As at
	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh
Opening Balance	11,591	8,583	6,116	5,656	5,340
Add : Additions during the year	3,664	3,008	2,467	460	316
Less : Utilised during the year	-	-	-	-	-
Closing Balance	15,255	11,591	8,583	6,116	5,656

### 35. Segment Reporting

In accordance with Accounting Standard 17 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

(Rs in lakh)

Particulars	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017	For the Year Ended March 31, 2016	For the Year Ended March 31, 2015	For the Year Ended March 31, 2014
<b>I Segment Revenue</b>					
a) Financing Activity	420,730	384,660	317,810	279,036	261,919
b) Investment Activity	249	5,548	6,155	9,915	6,613
c) Others	34,251	28,996	23,169	17,588	9,781
<b>Total</b>	<b>455,230</b>	<b>419,204</b>	<b>347,134</b>	<b>306,539</b>	<b>278,313</b>
Less : Inter Segment Revenue	-	-	-	-	-
Add : Interest on Income Tax Refund	307	-	-	-	-
<b>Total Income</b>	<b>455,537</b>	<b>419,204</b>	<b>347,134</b>	<b>306,539</b>	<b>278,313</b>
<b>II Segment Results</b>					
a) Financing Activity	82,436	36,167	34,343	15,383	38,250
b) Investment Activity	1,344	4,755	9,075	15,050	(1,587)
c) Others	4,253	5,084	5,877	4,844	682
<b>Total</b>	<b>88,033</b>	<b>46,006</b>	<b>49,295</b>	<b>35,277</b>	<b>37,345</b>
Less : Unallocated Corporate Expenses	13,853	12,759	10,247	10,244	9,272
<b>Profit before taxation</b>	<b>74,180</b>	<b>33,247</b>	<b>39,048</b>	<b>25,033</b>	<b>28,073</b>
Less : Provision for taxation	25,922	11,649	12,469	6,300	10,860
<b>Profit after taxation</b>	<b>48,258</b>	<b>21,598</b>	<b>26,579</b>	<b>18,733</b>	<b>17,213</b>
<b>III Segment Assets</b>					
a) Financing Activity	3,745,609	3,267,819	2,913,336	2,438,468	2,223,508
b) Investment Activity	30,611	26,121	94,915	91,084	54,519
c) Others	88,782	84,118	69,935	52,610	35,278
d) Unallocated	63,110	71,954	48,938	42,889	34,687
<b>Total</b>	<b>3,928,112</b>	<b>3,450,012</b>	<b>3,127,125</b>	<b>2,625,051</b>	<b>2,347,992</b>
<b>IV Segment Liabilities</b>					
a) Financing Activity	3,323,089	2,948,168	2,683,664	2,226,935	1,977,462
b) Investment Activity	-	-	193	118	4,618
c) Others	90,868	81,377	72,257	52,901	33,284
d) Unallocated	18,017	14,059	11,948	16,683	14,238
<b>Total</b>	<b>3,431,974</b>	<b>3,043,604</b>	<b>2,768,062</b>	<b>2,296,636</b>	<b>2,029,601</b>
<b>V Capital Expenditure (Including Capital Work-In-Progress)</b>					
a) Financing Activity	-	-	-	-	-
b) Investment Activity	-	-	-	-	-
c) Others	27,391	28,479	27,175	31,235	20,132
d) Unallocated	3,444	3,977	2,135	2,293	969
<b>Total</b>	<b>30,835</b>	<b>32,456</b>	<b>29,310</b>	<b>33,528</b>	<b>21,101</b>

<b>VI Depreciation and Amortisation</b>					
a) Financing Activity	647	560	576	656	405
b) Investment Activity	-	-	-	-	-
c) Others	21,292	12,523	10,038	7,796	4,803
d) Unallocated	1,698	1,190	1,163	1,059	709
<b>Total</b>	<b>23,637</b>	<b>14,273</b>	<b>11,777</b>	<b>9,511</b>	<b>5,917</b>
<b>VII Significant Non-Cash Expenses Other than Depreciation and Amortisation</b>					
a) Financing Activity	33,079	61,177	36,344	40,558	17,159
b) Investment Activity	(1,023)	(455)	(2,729)	(5,520)	7,750
c) Others	230	-	22	633	-
<b>Total</b>	<b>32,286</b>	<b>60,722</b>	<b>33,637</b>	<b>35,671</b>	<b>24,909</b>

36. Capital to Risk Assets Ratio (CRAR)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
CRAR (%)	16.68%	16.07%	16.34%	15.91%	16.97%
CRAR – Tier I Capital (%)	12.68%	11.78%	11.79%	11.31%	12.99%
CRAR – Tier II Capital (%)	4.00%	4.29%	4.55%	4.60%	3.98%
Amount of subordinated debt raised as Tier-II Capital	-	21,500	29,000	41,000	-
Amount raised by issue of Perpetual Debt Instruments	31,800	10,000	40,000	-	9,355

37. Asset Liability Management

Maturity pattern of certain items of Assets and Liabilities.

For the Financial year 2017-18

(Rs in lakh)

Particulars	Liabilities			Assets		
	Borrowings from Banks	Market Borrowings	Foreign Currency Borrowings	Advances	Investments	Foreign Currency Assets
1 day to 30/31 days (One month)	149,000	187,417	-	259,927	-	-
Over One months to 2 months	109,000	287,325	-	393,888	-	-
Over 2 months upto 3 months	90,000	204,425	-	379,495	-	-
Over 3 months to 6 months	217,500	103,968	-	283,556	-	-
Over 6 months to 1 year	270,917	392,552	-	498,225	170	-
Over 1 year to 3 years	109,500	752,626	-	961,149	-	-
Over 3 years to 5 years	-	59,980	-	286,410	-	-
Over 5 years	-	199,655	-	538,682	30,600	-
<b>Total</b>	<b>945,917</b>	<b>2,187,948</b>	<b>-</b>	<b>3,601,332</b>	<b>30,769</b>	<b>-</b>

Assets and liabilities bifurcation into various buckets is based on RBI guidelines.

For the Financial year 2016-17

(Rs in lakh)

Particulars	Liabilities			Assets		
	Borrowings from Banks	Market Borrowings	Foreign Currency Borrowings	Advances	Investments	Foreign Currency Assets
1 day to 30/31 days (One month)	176,200	136,790	-	550,181	-	-
Over One months to 2 months	-	322,860	-	321,990	-	-
Over 2 months upto 3 months	10,000	285,270	-	248,936	-	-
Over 3 months to 6 months	46,000	158,402	-	281,963	-	-
Over 6 months to 1 year	311,995	455,694	-	420,777	-	-
Over 1 year to 3 years	60,000	520,583	-	741,676	17,168	-
Over 3 years to 5 years	-	71,045	-	282,018	-	-
Over 5 years	-	173,570	-	251,875	9,735	-
<b>Total</b>	<b>604,195</b>	<b>2,124,214</b>	<b>-</b>	<b>3,099,416</b>	<b>26,903</b>	<b>-</b>

Assets and liabilities bifurcation into various buckets is based on RBI guidelines.

For the Financial year 2015-16

(Rs in lakh)

Particulars	Liabilities			Assets		
	Borrowings from Banks	Market Borrowings	Foreign Currency Borrowings	Advances	Investments	Foreign Currency Assets
1 day to 30/31 days (One month)	127,582	153,700	-	355,691	48,552	-
Over One months to 2 months	-	198,300	-	279,783	-	-
Over 2 months upto 3 months	60,000	227,584	-	201,645	-	-
Over 3 months to 6 months	52,200	100,677	-	248,928	-	-
Over 6 months to 1 year	351,677	266,373	-	393,045	-	-
Over 1 year to 3 years	50,000	665,888	-	660,273	21,585	-
Over 3 years to 5 years	-	142,040	-	223,090	-	-
Over 5 years	-	142,550	-	448,990	23,091	-
<b>Total</b>	<b>641,459</b>	<b>1,897,112</b>	<b>-</b>	<b>2,811,445</b>	<b>93,228</b>	<b>-</b>

Assets and liabilities bifurcation into various buckets is based on RBI guidelines.

For the Financial year 2014-15

(Rs in lakh)

Particulars	Liabilities			Assets		
	Borrowings from Banks	Market Borrowings	Foreign Currency Borrowings	Advances	Investments	Foreign Currency Assets
1 day to 30/31 days (One month)	124,108	157,960	-	416,022	48,957	-
Over One months to 2 months	20,000	301,430	-	314,655	-	-
Over 2 months upto 3 months	3,500	30,495	-	81,122	-	-
Over 3 months to 6 months	190,034	111,500	-	231,954	-	-
Over 6 months to 1 year	229,902	214,750	-	369,475	-	-
Over 1 year to 3 years	65,000	438,068	-	742,167	19,582	-
Over 3 years to 5 years	-	171,953	-	197,057	1,550	-
Over 5 years	-	64,076	-	2,177	19,644	-
<b>Total</b>	<b>632,544</b>	<b>1,490,232</b>	<b>-</b>	<b>2,354,629</b>	<b>89,733</b>	<b>-</b>

Assets and liabilities bifurcation into various buckets is based on RBI guidelines.

For the Financial year 2013-14

(Rs in lakh)

Particulars	Liabilities			Assets		
	Borrowings from Banks	Market Borrowings	Foreign Currency Borrowings	Advances	Investments	Foreign Currency Assets
1 day to 30/31 days (One month)	167,239	96,590	-	338,969	719	-
Over One months to 2 months	58,900	45,200	-	271,909	1,480	-
Over 2 months upto 3 months	86,900	24,543	-	78,272	-	-
Over 3 months to 6 months	312,540	55,700	-	212,934	-	-
Over 6 months to 1 year	355,530	57,370	-	285,105	2,678	-
Over 1 year to 3 years	311,180	27,541	-	610,708	30,628	-
Over 3 years to 5 years	169,000	28,818	-	149,705	19,255	-
Over 5 years	3,400	98,139	-	103,275	99,436	-
<b>Total</b>	<b>1,464,689</b>	<b>433,901</b>	<b>-</b>	<b>2,050,877</b>	<b>154,196</b>	<b>-</b>

Assets and liabilities bifurcation into various buckets is based on RBI guidelines.



38. Disclosure of details as required by Revised Para 18 of the Non Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, earlier Para 13 of Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2007.

**Liabilities Side:**

Particulars	Amount Outstanding				
	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
<b>1) Loans and advances availed by NBFC inclusive of interest accrued thereon but not paid</b>					
a) Debentures: (other than those falling within the meaning of Public deposit)					
(i) Secured	1,136,968	1,255,995	1,128,710	1,000,533	754,584
(ii) Unsecured	445,232	339,114	267,249	143,549	101,502
b) Deferred Credits	-	-	-	-	-
c) Term Loans	427,008	216,070	245,119	325,153	468,479
d) Inter-Corporate loans and borrowing	41,113	45,606	51,267	7,815	43,267
e) Commercial Paper	641,363	567,632	478,437	346,195	265,598
f) Other loans (Collateralised Borrowings and Lending Obligations (CBLO))	-	-	47,971	46,936	-
g) Loan from Bank					
- Working Capital Demand Loan	308,469	87,490	59,628	48,573	67,200
- Overdraft	210,934	301,969	337,109	259,045	247,279

Assets side:

(Rs in lakh)

Particulars	Amount Outstanding				
	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
<b>2) Break up of Loans and Advances including bills receivables (other than those included in (3) below)</b>					
a) Secured	1,226,453	1,025,562	1,015,358	833,617	786,675
b) Unsecured	1,487,306	1,226,263	1,001,349	789,804	625,479
<b>3) Break up of Leased Assets and stock on hire and other assets counting towards AFC activities</b>					
a) Lease assets including lease rentals under sundry debtors:					
(i) Financial Lease	43,308	31,038	25,458	8,375	9,961
(ii) Operating Lease	64,936	70,796	55,530	43,870	29,795
b) Stock on hire including hire charges under sundry debtors					
(i) Assets on hire	327	683	1,112	866	1,245
(ii) Repossessed assets	-	-	-	-	-
c) Other loans counting towards Asset Financing Company activities					
(i) Loans where assets have been repossessed	1,326	3,581	1,990	3,293	2,730
(ii) Other loans	843,938	815,868	768,174	721,967	707,485
<b>4) Break up of Investments</b>					
<b>Current Investments:</b>					
a) <b>Quoted:</b>					
(i) Shares: Equity	170	794	178	112	-
Preference	-	-	-	-	-
(ii) Debentures and Bonds	-	-	-	-	-
(iii) Units of Mutual Funds	-	-	50	50	50
(iv) Government Securities	-	-	-	-	-
(v) Others	-	-	-	-	-
b) <b>Unquoted:</b>					
(i) Shares: Equity	0	0	392	-	-
Preference	-	-	-	-	-
(ii) Debentures and Bonds	-	-	-	-	-
(iii) Units of Mutual Funds	-	-	-	-	-
(iv) Government Securities	-	-	-	-	-
(v) Others (Pass through certificates)	-	-	-	-	-

<b>Long-Term Investments (Net of Provision)</b>					
<b>a) Quoted:</b>					
(i) Shares:Equity	17,141	11,783	15,339	13,513	27,372
Preference	-	-	-	-	-
(ii) Debentures and Bonds	-	-	-	-	-
(iii) Units of Mutual Funds	50	50	-	-	-
(iv) Government Securities	-	-	48,552	48,957	9,507
(v) Others	-	-	-	-	-
<b>b) Unquoted:</b>					
(i) Shares: Equity	12,034	12,548	23,784	21,771	4,719
Preference	-	-	3,949	4,448	6,857
(ii) Debentures and Bonds	-	-	-	-	-
(iii) Units of Mutual Funds	980	980	-	-	-
(iv) Government Securities	-	-	-	-	-
(v) Others	-	-	-	-	-
- Pass through certificates	-	-	-	-	-
- Security Receipts	395	748	984	882	777

5) Borrower group-wise classification of assets financed as in (2) and (3) above

(Rs in lakh)

Particulars	Amount net of provisions									
	Secured					Unsecured				
	2017-18	2016-17	2015-16	2014-15	2013-14	2017-18	2016-17	2015-16	2014-15	2013-14
a) Related Parties										
(i) Subsidiaries	-	-	-	-	-	-	-	-	-	-
(ii) Companies in the same group	-	-	-	-	-	-	-	-	-	-
(iii) Other related Parties	2,307	10,672	9,221	15,647	-	2,935	1,300	3,122	11,400	5,526
b) Other than related parties	2,177,981	1,936,857	1,800,881	1,549,178	1,537,890	1,484,371	1,224,963	998,227	778,404	619,953
<b>TOTAL</b>	<b>2,180,288</b>	<b>1,947,530</b>	<b>1,810,102</b>	<b>1,564,825</b>	<b>1,537,890</b>	<b>1,487,306</b>	<b>1,226,263</b>	<b>1,001,349</b>	<b>789,804</b>	<b>625,479</b>

(Rs in lakh)

Particulars	Total				
	Secured				
	2017-18	2016-17	2015-16	2014-15	2013-14
a) Related Parties					
(i) Subsidiaries	-	-	-	-	-
(ii) Companies in the same group	-	-	-	-	-
(iii) Other related Parties	5,242	11,972	12,343	27,047	5,526
b) Other than related parties	3,662,352	3,161,820	2,799,108	2,327,582	2,157,843
<b>TOTAL</b>	<b>3,667,594</b>	<b>3,173,793</b>	<b>2,811,451</b>	<b>2,354,629</b>	<b>2,163,369</b>

6) Investor group-wise classification of all investments (current and long-term) in shares and securities (both quoted and unquoted)

(Rs in lakh)

Particulars	Market Value/Break up or fair value or NAV				
	2017-18	2016-17	2015-16	2014-15	2013-14
a) Related Parties					
(i) Subsidiaries	-	-	-	-	-
(ii) Companies in the same group	-	-	14,318	14,318	-
(iii) Other related Parties	-	5,084	4,504	4,265	3,344
b) Other than related parties	27,632	24,600	74,780	75,327	52,067
<b>TOTAL</b>	<b>27,632</b>	<b>29,684</b>	<b>93,602</b>	<b>93,910</b>	<b>55,411</b>

(Rs in lakh)

Particulars	Book Value (Net of Provisions)				
	2017-18	2016-17	2015-16	2014-15	2013-14
a) Related Parties					
(i) Subsidiaries	-	-	-	-	-
(ii) Companies in the same group	-	-	14,318	14,318	-
(iii) Other related Parties	-	4,061	4,297	4,195	4,230
b) Other than related parties	30,769	22,842	74,613	71,220	45,052
<b>TOTAL</b>	<b>30,769</b>	<b>26,903</b>	<b>93,228</b>	<b>89,733</b>	<b>49,282</b>

Notes:

a) Market Value/Break up Value or Fair Value or NAV is taken as same as book value in case of unquoted shares in absence of market value/break up value or fair value or NAV.

b) Companies in the same group have been considered to mean companies under the same management as per Section 370(1B) of the Companies Act, 1956.

7) Other Information

Particulars	2017-18	2016-17	2015-16	2014-15	2013-14
a) Gross Non-Performing Assets					
1) Related parties	-	-	-	-	-
2) Other than related parties	122,431	159,147	153,655	137,476	98,354
b) Net Non-Performing Assets					
1) Related parties	-	-	-	-	-
2) Other than related parties	32,583	37,926	88,130	89,220	79,384
c) Assets acquired in satisfaction of debt	1,928	5,330	18,450	19,218	3,725

39. Loans and advances - Financing Activity (Secured) include Rs.433 lakh (as at March 31, 2017 : Rs. 433 lakh; as at March 31, 2016 : 433 lakh; as at March 31, 2015 : Rs. 471 lakh; as at March 31, 2014 : Rs. 2,597 lakh) being the value of the unquoted preference shares acquired in satisfaction of the respective loans under the Settlement Agreement. Other Current Assets include Rs. 1,326 lakh (as at March 31, 2017 : Rs. 3,034 lakh; as at March 31, 2016 : Rs. 2,297 lakh; as at March 31, 2015 : Rs. 2,968 lakh; as at March 31, 2014 : Rs. 400 lakh) being the value of immovable property, necessary provision for which is made. Long term investments include Rs. Nil (as at March 31, 2017: Rs. 514 lakh; as at March 31, 2016: Rs. 15,346 lakh; as at March 31, 2015: Rs. 15,346 lakh; as at March 31, 2014: Rs. 728 lakh) being the value of the unquoted equity shares acquired in satisfaction of the respective loans under the Settlement Agreement. Current investments include Rs. 169 lakh (as at March 31, 2017 : Rs. 802 lakh; as at March 31, 2016 : 392 lakh; as at March 31, 2015 : Nil; as at March 31, 2014 : Nil) being the value of the unquoted equity shares acquired in satisfaction of the respective loans under the Settlement Agreement. Other loans and advances include Rs. Nil (as at March 31, 2017 : Rs. 547 lakh; as at March 31, 2016 : Nil.; as at March 31, 2015 : N.A.; as at March 31, 2014 : N.A.) being the assignment receivable, necessary provision for which is made.

40. In the year ended March 31,2017, the Company had provided/written off certain amounts comprising carrying value of investments acquired in settlement of claim, Goodwill, loans and credit substitutes and investment in the Statement of Profit and Loss.

The Shareholders of the Company at its meeting held on June 24, 2016 approved a Reduction of Share Capital (Securities Premium Account) in accordance with Section 52 of the Companies Act, 2013 read with Sections 100 to 103 of the Companies Act, 1956. The Hon'ble High Court of Judicature at Bombay approved the said arrangement by way of order dated August 5, 2016 which was filed with the Registrar of Companies on August 26, 2016. Pursuant to the order, the Company had credited its Statement of Profit and Loss for the financial year ended March 31, 2017 by appropriating an amount of Rs 40,558 lakh being the aggregate amount of (i) investments acquired in settlement of claim written off Rs. 14,318 lakh, (ii) goodwill written off Rs. 7,804 lakh, (iii) loans and credit substitutes provided Rs. 31,789 lakh and (iv) mark to market loss on current investment provided Rs. 349 lakh (net of taxes as applicable) from the amount standing to the credit of Securities Premium Account.

The aforementioned disclosure is made by the Company pursuant to the Institute of Chartered Accountant of India's guidance on disclosures relating to court order.

41. During the year ended March 31, 2017, the Company changed its accounting policy with respect to amortisation of deferred revenue expenditure for share issue expenses. The Company now charges off the share issue expenses against amount standing to the credit of the Securities Premium Account. Prior to this change, the Company amortised the said share issue expenses over a period of 36 months from the month in which the expenses were incurred. The change in accounting policy is in accordance with the provisions of Section 52 of the Companies Act 2013, and it would result in a more appropriate presentation of financial statements of the Company.

On account of the change in the accounting policy, the profit before tax was higher by Rs. 76 lakh (net of taxes, as applicable) for the period year ended March 31, 2017 and deferred revenue expenditure was lower by Rs. 77 lakh (net of taxes, as applicable) as on March 31, 2017.

42. To comply with the RBI Master Direction DNBR - PD 008/03.10.119/2016-17 - RBI/DNBR/2016-17/45 dated September 01, 2016, the company has made an incremental standard asset provision of Rs. 1,531 lakh being 0.05% (CY 17-18 0.40%, PY 16-17 0.35%) of Standard Assets as of March 31, 2017.

During the year March 31, 2017, the Company has made an incremental standard asset provision of Rs. 1,363 lakh (Previous year : Rs. 1,102 lakh) being 0.35% (Previous year: 0.30%) of Standard Assets as of March 31, 2016, as specified by RBI Notification No.DNBR.009/ CGM(CDS)-2015 dated March 27, 2015.

During the year March 31, 2016, the Company has made an incremental standard asset provision of Rs. 1,102 lakh being 0.30% (FY 14-15: 0.25%) of Standard Assets as of March 31, 2015, as specified by RBI Notification No.DNBR.009/ CGM(CDS)-2015 dated March 27, 2015.

43. During the period ended March 31, 2018, the Company has changed its NPA provisioning policy based on the RBI Master Direction DNBR - PD 008/03.10.119/2016-17 - RBI/DNBR/2016-17/45 dated September 01, 2016 pursuant to which loans outstanding for a period exceeding 90 days are classified as sub-standard assets and sub-standard assets for a period exceeding 12 months are classified as doubtful assets. The debit to the Statement of Profit and Loss on account of the change is Rs. 1,358 lakh and Rs. 868 lakh respectively.

During the corresponding period ended March 31, 2017, the Company had changed its NPA provisioning policy based on the above circular, pursuant to which loans outstanding for a period exceeding 120 days were classified as sub-standard assets and sub-standard assets for a period exceeding 14 months were classified as doubtful assets. The debit to the Statement of Profit and Loss on account of the change was Rs. 2,801 lakh and Rs.2,312 lakh respectively.

During the corresponding period ended March 31, 2016, the Company had changed its NPA provisioning policy based on the above circular, pursuant to which loans outstanding for a period exceeding 150 days were classified as sub-standard assets and sub-standard assets for a period exceeding 16 months were classified as doubtful assets. The impact in the financials on account of that change was Rs.870 lakh and Rs.655 lakh respectively.

44. 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 and Advances – Financing Activity (Note 15). In the past these were classified as a part of Investments (Note 13). Management believes that the current period's classification results in a better presentation of the substance of these receivables and is in alignment with regulatory filings.
45. The company has earned commission from insurance companies amounting to Rs. 593 lakh (as at March 31, 2017 : Rs. 481 lakh; as at March 31, 2016 : N.A.; as at March 31, 2015 : N.A.; as at March 31, 2014 : N.A.).
46. The value of a unhedged foreign currency transaction for purchase of Operating Lease asset as on March 31, 2018 is Rs.37 lakh (March 31, 2017 : N.A.; March 31, 2016 : N.A.; March 31, 2015 : N.A.; March 31, 2014 : N.A.)
47. During the year ended March 31, 2018, the Company has re-assessed the useful life of its leased assets and has changed the life of the assets given on operating lease. As a result of the change in the useful life of the asset, depreciation for year ended March 31, 2018 is higher by Rs. 8,145 lakh.

During the year ended March 31, 2015, the Company has reassessed depreciation rate on tangible fixed assets as per the useful life specified in the Companies Act, 2013. As a result of the change, the charge on account of the depreciation for the year ended March 31, 2015 is higher by Rs. 235 lakh compared to the charge based on useful lives estimated in earlier period/year

48. During the year ended March 31, 2015, the company has sold 1,277,920 equity shares of State Bank of India for a total consideration of Rs.25,600 lakh resulting in a gain of Rs.6,254 lakh.
49. During year ended March 31, 2015 the Company has acquired 62,250,000 unquoted equity shares of Tata Teleservices Limited, as part of a loan conciliation/settlement agreement (the "Settlement Agreement") with the borrower. The equity shares have been recorded at a cost of Rs. 14,318 lakh, being the carrying amount of the loan settled, and classified as a part of the Company's Long Term Investments. In addition to the above, the Company has entered into a "Shareholders" Agreement with the borrower which includes, provision like seeking approvals for sale from the borrower, right of first refusal to purchase the said shares by the borrower, call option favoring borrower and a put option favoring the Company with a minimum threshold price. Further, the agreement defines the proportion of sharing of surplus arising on sale of the said shares. The entire arrangement is time bound with latest expiry being 36 months from date of Shareholder's Agreement. As at the Balance Sheet date, the company does not have any liability with regard to its commitments.
50. The company has reported frauds aggregating Rs. 340 lakh (as at March 31, 2017 : Rs. 954 lakh; as at March 31, 2016 : Rs. 68 lakh; as at March 31, 2015 : Rs. 28 lakh; as at March 31, 2014 : Rs. 40 lakh) based on management reporting to risk committee and to the RBI through prescribed returns.

SI No	Type of Restructuring Asset Classification Details		Under CDR Mechanism					Under SME Debt Restructuring Mechanism					Others					Total				
			Standard	Sub- standard	Doubtful	Loss	Total	Standard	Sub- standard	Doubtful	Loss	Total	Standard	Sub- standard	Doubtful	Loss	Total	Standard	Sub- standard	Doubtful	Loss	Total
			1	Restructured accounts as on 1st April, 2017 (Opening figures)*	No. of borrowers	-	2	6	-	8	-	-	-	-	-	30	33	58	-	121	30	35
		Amt. outstanding	0	3,846	21,858	-	25,704	-	-	-	-	-	2,096	11,651	12,305	-	26,052	2,096	15,497	34,163	-	51,756
		Provision thereon	-	2,606	19,140	-	21,746	-	-	-	-	-	105	9,167	10,539	-	19,811	105	11,773	29,679	-	41,557
2	Fresh restructuring during the year	No. of borrowers	-	-	-	-	-	-	-	-	-	-	-	77	-	-	77	-	77	-	-	77
		Amt. outstanding	-	-	21	-	21	-	-	-	-	-	-	3,567	233	-	3,800	-	3,567	254	-	3,821
		Provision thereon	-	-	100	-	100	-	-	-	-	-	-	1,246	167	-	1,413	-	1,246	267	-	1,513
3	Upgradations of restructured accounts to Standard category	No. of borrowers	-	-	-	-	-	-	-	-	-	-	8	(1)	(7)	-	-	8	(1)	(7)	-	-
		Amt. outstanding	-	-	-	-	-	-	-	-	-	-	1,664	(1,591)	(104)	-	(32)	1,664	(1,591)	(104)	-	(32)
		Provision thereon	-	-	-	-	-	-	-	-	-	-	83	(73)	(93)	-	(83)	83	(73)	(93)	-	(83)
		5% new provision on standard assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
4	Restructured advances which ceases to attract higher provisioning and/ or additional risk weight at the end of the FY and hence need not be shown as restructured standard advances at the beginning of the next FY	No. of borrowers	-	-	-	-	-	-	-	-	-	-	(1)	-	-	-	(1)	(1)	-	-	-	(1)
		Amt. outstanding	-	-	-	-	-	-	-	-	-	-	(318)	-	-	-	(318)	(318)	-	-	-	(318)
		Provision thereon	-	-	-	-	-	-	-	-	-	-	(16)	-	-	-	(16)	(16)	-	-	-	(16)
5	Downgradations of restructured accounts during the FY	No. of borrowers	-	(1)	1	-	-	-	-	-	-	-	(7)	(3)	10	-	-	(7)	(4)	11	-	-
		Amt. outstanding	-	(1,481)	1,613	-	132	-	-	-	-	-	(63)	(7,944)	7,858	-	(150)	(63)	(9,426)	9,471	-	(18)
		Provision thereon	-	(1,333)	1,334	-	1	-	-	-	-	-	(3)	(6,636)	7,216	-	577	(3)	(7,970)	8,550	-	578
6	Write offs of restructured accounts during the FY	No. of borrowers	-	(1)	(4)	-	(5)	-	-	-	-	-	(6)	(12)	(41)	-	(59)	(6)	(13)	(45)	-	(64)
		Amt. outstanding	-	(2,364)	(21,342)	-	(23,706)	-	-	-	-	-	(515)	(3,509)	(9,430)	-	(13,454)	(515)	(5,874)	(30,772)	-	(37,160)
		Provision thereon	-	(1,273)	(18,866)	-	(20,139)	-	-	-	-	-	(26)	(2,509)	(8,013)	-	(10,547)	(26)	(3,781)	(26,879)	-	(30,686)
7	Restructured accounts as on 31st Mar, 2018 (Closing figures)*	No. of borrowers	-	-	3	-	3	-	-	-	-	-	24	94	20	-	138	24	94	23	-	141
		Amt. outstanding	0	(0)	2,150	-	2,150	-	-	-	-	-	2,863	2,173	10,861	-	15,898	2,863	2,173	13,011	-	18,048
		Provision thereon	-	0	1,708	-	1,708	-	-	-	-	-	143	1,196	9,816	-	11,155	143	1,196	11,524	-	12,863

\* Excluding the figures of Standard Restructured Advances which do not attract higher provisioning or risk weight (if applicable)

# This also includes provision made on opening standard restructured assets

## NOTES

1. Fresh restructuring during the year includes Rs 261.42 lakh of fresh /additional Sanction (17 account) . Provision of Rs.359.69 lakh to the existing restructured accounts.
2. Write offs includes Rs.(384.92) Lakhs ( 25 contracts, carrying provision of Rs. 45.03 Lakh) of reduction from existing restructured accounts on account of recovery from sale proceeds.



## 52. Disclosure of Restructured Accounts as on March 31, 2017

(Rs in lakh)

SI No	Type of Restructuring Asset Classification Details	Under CDR Mechanism					Under SME Debt Restructuring Mechanism					Others					Total					
		Standard	Sub- standard	Doubtful	Loss	Total	Standard	Sub- standard	Doubtful	Loss	Total	Standard	Sub- standard	Doubtful	Loss	Total	Standard	Sub- standard	Doubtful	Loss	Total	
		1	Restructured accounts as on 1st April, 2016 (Opening figures)*	No. of borrowers	1	3	4	-	8	-	-	-	-	-	12	86	17	-	115	13	89	21
		Amt. outstanding	10,338	7,090	6,966	-	24,394	-	-	-	-	-	3,369	18,252	10,021	-	31,641	13,707	25,341	16,986	-	56,035
		Provision thereon	1,381	1,437	1,859	-	4,678	-	-	-	-	-	450	2,060	5,159	-	7,669	1,831	3,497	7,018	-	12,347
2	Fresh restructuring during the year	No. of borrowers	-	-	-	-	-	-	-	-	-	-	-	27	5	-	32	-	27	5	-	32
		Amt. outstanding	-	554	(605)	-	(51)	-	-	-	-	-	-	3,678	198	-	3,876	-	4,232	(407)	-	3,825
		Provision thereon	-	1,887	4,152	-	6,039	-	-	-	-	-	-	8,417	2,557	-	10,973	-	10,303	6,709	-	17,012
3	Upgradations of restructured accounts to Standard category	No. of borrowers	-	-	-	-	-	-	-	-	-	-	23	(23)	(1)	-	(1)	23	(23)	(1)	-	(1)
		Amt. outstanding	-	-	-	-	-	-	-	-	-	-	638	(986)	(4)	-	(352)	638	(986)	(4)	-	(352)
		Provision thereon	-	-	-	-	-	-	-	-	-	-	26	(106)	(0)	-	(81)	26	(106)	(0)	-	(81)
		5% new provision on standard assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
4	Restructured advances which ceases to attract higher provisioning and/ or additional risk weight at the end of the FY and hence need not be shown as restructured standard advances at the beginning of the next FY	No. of borrowers	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
		Amt. outstanding	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
		Provision thereon	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
5	Downgradations of restructured accounts during the FY	No. of borrowers	(1)	(1)	2	-	-	-	-	-	-	-	(3)	(41)	43	-	(1)	(4)	(42)	45	-	(1)
		Amt. outstanding	(10,338)	(3,798)	15,498	-	1,361	-	-	-	-	-	(1,031)	(4,668)	3,726	-	(1,973)	(11,369)	(8,466)	19,224	-	(612)
		Provision thereon	(1,381)	(718)	13,128	-	11,029	-	-	-	-	-	(52)	(747)	3,833	-	3,034	(1,433)	(1,465)	16,961	-	14,064
6	Write-offs of restructured accounts during the FY	No. of borrowers	-	-	-	-	-	-	-	-	-	-	(2)	(16)	(6)	-	(24)	(2)	(16)	(6)	-	(24)
		Amt. outstanding	-	-	-	-	-	-	-	-	-	-	(881)	(4,624)	(1,636)	-	(7,141)	(881)	(4,624)	(1,636)	-	(7,141)
		Provision thereon	-	-	-	-	-	-	-	-	-	-	(319)	(456)	(1,009)	-	(1,785)	(319)	(456)	(1,009)	-	(1,785)
7	Restructured accounts as on 31st Mar, 2017 (Closing figures)*	No. of borrowers	-	2	6	-	8	-	-	-	-	-	30	33	58	-	121	30	35	64	-	129
		Amt. outstanding	0	3,846	21,858	-	25,704	-	-	-	-	-	2,096	11,651	12,305	-	26,052	2,096	15,497	34,163	-	51,756
		Provision thereon	-	2,606	19,140	-	21,746	-	-	-	-	-	105	9,167	10,539	-	19,811	105	11,773	29,679	-	41,557

\* Excluding the figures of Standard Restructured Advances which do not attract higher provisioning or risk weight (if applicable)

# This also includes provision made on opening standard restructured assets

## NOTES

1. Fresh restructuring during the year includes Rs 1,022.29 Lakh of fresh /additional Sanction (16 account ), provision of Rs.13,730.77 lakh to the existing restructured accounts.
2. Write offs includes Rs.3,304.27 lakh ( 9 contracts, Provision of Rs (380.75) lakh) of reduction from existing restructured accounts by way of sale/recovery

SI No	Type of Restructuring Asset Classification Details	Under CDR Mechanism					Under SME Debt Restructuring Mechanism					Others					Total					
		Standard	Sub- standard	Doubtful	Loss	Total	Standard	Sub- standard	Doubtful	Loss	Total	Standard	Sub- standard	Doubtful	Loss	Total	Standard	Sub- standard	Doubtful	Loss	Total	
		1	Restructured accounts as on 1st April, 2015 (Opening figures)*	No. of borrowers	2	4	1	-	7	-	-	-	-	-	17	64	7	-	88	19	68	8
		Amt. outstanding	13,316	7,644	309	-	21,270	-	-	-	-	-	16,842	12,523	7,340	-	36,705	30,159	20,167	7,649	-	57,975
		Provision thereon	1,922	1,032	81	-	3,034	-	-	-	-	-	918	2,411	2,715	-	6,044	2,840	3,443	2,795	-	9,079
2	Fresh restructuring during the year	No. of borrowers	-	1	-	-	1	-	-	-	-	-	-	35	1	-	36	-	36	1	-	37
		Amt. outstanding	464	1,946	21	-	2,430	-	-	-	-	-	-	1,281	543	-	1,824	464	3,227	564	-	4,255
		Provision thereon	23	311	98	-	432	-	-	-	-	-	-	240	411	-	651	23	551	509	-	1,083
3	Upgradations of restructured accounts to Standard category	No. of borrowers	-	-	-	-	-	-	-	-	-	-	3	(3)	-	-	-	3	(3)	-	-	-
		Amt. outstanding	-	-	-	-	-	-	-	-	-	-	51	(95)	(12)	-	(56)	51	(95)	(12)	-	(56)
		Provision thereon	-	-	-	-	-	-	-	-	-	-	3	(38)	(1)	-	(37)	3	(38)	(1)	-	(37)
		5% new provision on standard assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
4	Restructured advances which ceases to attract higher provisioning and/ or additional risk weight at the end of the FY and hence need not be shown as restructured standard advances at the beginning of the next FY	No. of borrowers	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
		Amt. outstanding	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
		Provision thereon	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
5	Downgradations of restructured accounts during the FY	No. of borrowers	(1)	(2)	3	-	-	-	-	-	-	-	(7)	(4)	11	-	-	(8)	(6)	14	-	-
		Amt. outstanding	(3,442)	(2,472)	6,636	-	721	-	-	-	-	-	(11,428)	5,041	4,520	-	(1,867)	(14,870)	2,568	11,156	-	(1,146)
		Provision thereon	(564)	98	1,681	-	1,216	-	-	-	-	-	(642)	145	3,529	-	3,032	(1,205)	243	5,210	-	4,248
6	Write-offs of restructured accounts during the FY	No. of borrowers	-	-	-	-	-	-	-	-	-	-	(1)	(7)	(2)	-	(10)	(1)	(7)	(2)	-	(10)
		Amt. outstanding	-	(28)	-	-	(28)	-	-	-	-	-	(2,097)	(1,272)	(2,370)	-	(5,739)	(2,097)	(1,299)	(2,370)	-	(5,766)
		Provision thereon	-	(4)	-	-	(4)	-	-	-	-	-	171	(774)	(1,495)	-	(2,099)	171	(778)	(1,495)	-	(2,103)
7	Restructured accounts as on 31st Mar, 2016 (Closing figures)*	No. of borrowers	1	3	4	-	8	-	-	-	-	-	12	85	17	-	114	13	88	21	-	122
		Amt. outstanding	10,338	7,090	6,966	-	24,394	-	-	-	-	-	3,369	17,479	10,020	-	30,868	13,707	24,568	16,986	-	55,262
		Provision thereon	1,381	1,437	1,859	-	4,678	-	-	-	-	-	450	1,984	5,159	-	7,592	1,831	3,421	7,018	-	12,270

\* Excluding the figures of Standard Restructured Advances which do not attract higher provisioning or risk weight (if applicable)

## NOTES

1. Fresh restructuring during the year includes Rs. 1,167 Lakh of fresh /additional Sanction (12 accounts), provision of Rs. 543 Lakh to the existing restructured accounts.
2. Write offs includes Rs. 1,948 Lakh (46 contracts, Provision of Rs. 65 Lakh of reduction from existing restructured accounts by way of sale/recovery).

## 54 Disclosure of Restructured Accounts as on March 31, 2015:

(Rs. in Lakh)

SI No	Type of Restructuring Asset Classification Details	Under CDR Mechanism					Under SME Debt Restructuring Mechanism					Others					Total				
		Standard	Sub-standard	Doubtful	Loss	Total	Standard	Sub-standard	Doubtful	Loss	Total	Standard	Sub-standard	Doubtful	Loss	Total	Standard	Sub-standard	Doubtful	Loss	Total
1	Restructured accounts as on 1st April, 2014 (Opening figures)*	No. of borrowers	5	-	1	-	6	-	-	-	-	7	29	3	-	39	12	29	4	-	45
		Amt. outstanding	37,988	-	290	-	38,278	-	-	-	-	5,173	5,650	2,158	-	12,981	43,161	5,650	2,448	-	51,259
		Provision thereon	2,564	-	52	-	2,616	-	-	-	-	187	633	1,157	-	1,977	2,751	633	1,209	-	4,593
2	Fresh restructuring during the year	No. of borrowers	-	3	-	-	3	-	-	-	-	14	39	1	-	54	14	42	1	-	57
		Amt. outstanding	1,668	3,908	19	-	5,595	-	-	-	-	15,329	8,030	379	-	23,738	16,997	11,938	398	-	29,333
		Provision thereon	357	393	28	-	778	-	-	-	-	865	1,480	270	-	2,615	1,222	1,873	298	-	3,393
3	Upgradations of restructured accounts to Standard category	No. of borrowers	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
		Amt. outstanding	-	-	-	-	-	-	-	-	-	(85)	-	-	-	(85)	(85)	-	-	-	(85)
		Provision thereon	-	-	-	-	-	-	-	-	-	(4)	-	-	-	(4)	(4)	-	-	-	(4)
	5% new provision on standard assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
4	Restructured advances which ceases to attract higher provisioning and/ or additional risk weight at the end of the	No. of borrowers	(1)	-	-	-	(1)	-	-	-	-	-	-	-	-	-	(1)	-	-	-	(1)
		Amt. outstanding	(1,216)	-	-	-	(1,216)	-	-	-	-	-	-	-	-	-	(1,216)	-	-	-	(1,216)
		Provision thereon	(33)	-	-	-	(33)	-	-	-	-	-	-	-	-	-	(33)	-	-	-	(33)
5	Downgradations of restructured accounts during the FY	No. of borrowers	(2)	1	-	-	(1)	-	-	-	-	(4)	-	4	-	-	(6)	1	4	-	(1)
		Amt. outstanding	(25,124)	3,737	-	-	(21,387)	-	-	-	-	(3,354)	(992)	5,021	-	675	(28,478)	2,745	5,021	-	(20,712)
		Provision thereon	(691)	359	-	-	(332)	-	-	-	-	(101)	(332)	297	1,376	-	1,572	(792)	656	1,376	1,240
6	Write-offs of restructured accounts during the FY	No. of borrowers	-	-	-	-	-	-	-	-	-	(4)	(1)	-	(5)	-	(4)	(1)	-	(5)	
		Amt. outstanding	-	-	-	-	-	-	-	-	-	(221)	(165)	(218)	-	(604)	(221)	(165)	(218)	-	(604)
		Provision thereon	-	-	-	-	-	-	-	-	-	(6)	(18)	(88)	-	(112)	(6)	(18)	(88)	-	(112)
7	Restructured accounts as on 31st Mar, 2015 (Closing figures)*	No. of borrowers	2	4	1	-	7	7	-	-	-	17	64	7	-	88	19	68	8	-	95
		Amt. outstanding	13,316	7,645	309	-	21,270	21,270	-	-	-	16,842	12,523	7,340	-	36,705	30,158	20,168	7,649	-	57,975
		Provision thereon	2,197	752	80	-	3,029	3,029	-	-	-	941	2,392	2,715	-	6,048	3,138	3,144	2,795	-	9,077

\* Excluding the figures of Standard Restructured Advances which do not attract higher provisioning or risk weight (if applicable)

## NOTES

- Fresh restructuring during the year includes Rs 2,236.38 Lakhs of fresh /additional Sanction (10 account ) to the existing restructured accounts.
- Write offs includes Rs.(90.19) Lakhs (21contracts, Provision of Rs (1.39) Lakh) of reduction from existing restructured accounts by way of sale/recovery

# This also includes provision made on opening standard restructured assets

55 Disclosure of Restructured Accounts

(as required by RBI guidelines under reference DNBS. CO. PD. No. 367 / 03.10.01 / 2013-14 dated January 23, 2014)

Amt in Lakh

Sl No	Type of Restructuring Asset Classification	Under CDR Mechanism					Under SME Debt Restructuring Mechanism					Others					Total					
		Standard	Sub-standard	Doubtful	Loss	Total	Standard	Sub-standard	Doubtful	Loss	Total	Standard	Sub-standard	Doubtful	Loss	Total	Standard	Sub-standard	Doubtful	Loss	Total	
1	Restructured accounts as on 1st April, 2013 (Opening figures)*	No. of borrowers	4	2	-	-	6	-	-	-	-	3	36	17	-	56	7	38	17	-	62	
		Amount outstanding	29,399	3,349	-	-	32,748	-	-	-	-	996	9,395	552	-	10,944	30,395	12,744	552	-	43,691	
		Provision thereon	-	349	-	-	349	-	-	-	-	-	1,536	240	-	1,776	-	1,885	240	-	2,125	
2	Fresh restructuring during the year (Refer Note 2 below)	No. of borrowers	2	-	-	-	2	-	-	-	-	6	8	-	-	14	8	8	-	-	16	
		Amount outstanding	12,974	407	-	-	13,381	-	-	-	-	2,687	1,064	-	-	3,751	15,661	1,471	-	-	17,132	
		Provision thereon #	2,468	10	-	-	2,478	-	-	-	-	101	102	-	-	203	2,569	112	-	-	2,681	
4	Upgradations of restructured accounts to Standard category	No. of borrowers	1	(1)	-	-	-	-	-	-	-	4	(4)	-	-	-	5	(5)	-	-	-	
		Amount outstanding	3,466	(3,466)	-	-	-	-	-	-	-	3,126	(3,652)	-	-	(526)	6,592	(7,118)	-	-	(526)	
		Provision thereon	95	(307)	-	-	(212)	-	-	-	-	103	(372)	-	-	(269)	198	(679)	-	-	(481)	
5	Restructured advances which ceases to attract higher provisioning and/ or additional risk weight at the end of the financial year and hence need not be shown as restructured standard advances at the beginning of the next financial year	No. of borrowers	(2)	-	-	-	(2)	-	-	-	-	-	-	-	-	(2)	-	-	-	-	(2)	
		Amount outstanding	(4,085)	-	-	-	(4,085)	-	-	-	-	-	-	-	-	-	(4,085)	-	-	-	-	(4,085)
		Provision thereon	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
6	Downgradations of restructured accounts during the FY	No. of borrowers	-	(1)	1	-	-	-	-	-	-	(1)	(4)	5	-	-	(1)	(5)	6	-	-	
		Amount outstanding	-	(290)	290	-	0	-	-	-	-	(996)	(1,553)	1,987	-	(562)	(996)	(1,843)	2,277	-	(562)	
		Provision thereon	-	(52)	52	-	0	-	-	-	-	-	(723)	1,118	-	395	-	(775)	1,170.16	-	395	
7	Write-offs of restructured accounts during the FY (Refer note 3 below)	No. of borrowers	-	-	-	-	-	-	-	-	-	(2)	(11)	(14)	-	(27)	(2)	(11)	(14)	-	(27)	
		Amount outstanding	(3,766)	-	-	-	(3,766)	-	-	-	-	-	(228)	(301)	-	(529)	(3,766)	(228)	(301)	-	(4,295)	
		Provision thereon	-	-	-	-	-	-	-	-	-	-	(47)	(122)	-	(169)	-	(47)	(122.00)	-	(169)	
8	Restructured accounts as on 31st Mar, 2014 (Closing figures) *	No. of borrowers	5	-	1	-	6	-	-	-	-	10	25	8	-	43	15	25	9	-	49	
		Amount outstanding	37,988	0	290	-	38,279	-	-	-	-	5,813	5,026	2,238	-	13,077	43,801	5,026	2,528	-	51,356	
		Provision thereon	2,563	(0)	52	-	2,615	-	-	-	-	204	496	1,236	-	1,937	2,767	496	1,288	-	4,552	

\* Excluding the figures of Standard Restructured Advances which do not attract higher provisioning or risk weight (if applicable)

Note:-

1. Provision on restructured advances includes provision on diminution in fair value amounting to Rs 1,269 Lakh
  2. Fresh restructuring during the year includes Rs 407 Lakh of fresh /additional Sanction (1 account ) to the existing restructured accounts.
  3. Write offs includes Rs.3,949 Lakh (9 accounts , Provision of Rs.50 Lakh) of reduction from existing restructured accounts by way of sale/recovery
- # This also includes provision made on opening standard restructured assets

56. As per RBI Master Direction DNBR. PD. 008/03.10.119/2016-17 dated September 1, 2016, additional disclosures are required in the Annual Financial Statements as follows:

(i) The Company has following Registrations effective as on March 31, 2018:

Issuing Authority	Registration No., if any	Date of registration	Valid upto	Registered as
Reserve Bank of India	13.02005	4-Nov-11	-	NBFC-ND-SI
Reserve Bank of India	-	15-Jan-17	14-Jan-19	Marketing and distribution of Co-branded Credit Card
Association of Mutual Fund of India	ARN No. 84894	12-Mar-15	11-Mar-21	Distributor of MF products (ARN)
Securities and Exchange Board of India	INA000002215	17-Sep-14	16-Sep-19	Investment Advisor
Insurance Regulatory and Development Authority of India	CA 0076	1-Apr-16	31-Mar-19	Corporate Agent

(ii) Ratings assigned by credit rating agencies and migration of ratings during the year March 31, 2018

(i) Rating Assigned to	Short Term Debt, Long Term Debt, Perpetual Debt, Tier II Debt
(ii) Date of Rating	ICRA- March 27 2018, CARE- October 09, 2017, CRISIL- November 21, 2017
(iii) Rating Valid up to	Till the Date of reaffirmation
(iv) Name of the Rating Agency	ICRA Limited (ICRA), CRISIL Limited (CRISIL), Credit Analysis and Research Limited (CARE)
(v) Rating of products ( refer Note 1)	
(a) Commercial Paper	ICRA A1+ , CRISIL A1+
(b ) Debentures	<b>Secured/Unsecured Non Convertible Debentures</b> ICRA AA+, CRISIL AA+ and CARE AA+. <b>Tier II Debentures</b> ICRA AA+, CRISIL AA+ and CARE AA+ <b>Perpetual Debentures</b> ICRA AA, CRISIL AA and CARE AA
(c) Others	Short Term Bank Loans : ICRA A1+ Long Term Bank Loans : ICRA AA+ and CARE AA+

Note 1: There is no migration in the ratings during the year

(iii) **RBI has not levied any penalties on the Company during the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014.**

(iv) **Off Balance Sheet Exposure as on March 31, 2018 is as follows :-**

(a) Undrawn Commitment given to Borrowers

As on March 31, 2018 Rs. 212,864 lakh (as at March 31, 2017: Rs. 211,584 lakh; as at March 31, 2016 : Rs. 215,642 lakh; as at March 31, 2015 : Rs. 193,139 lakh; as at March 31, 2014 : Rs. 157,914 lakh)

Less than 1 Year: Rs. 165,763 lakh (as at March 31, 2017 : Rs. Rs. 178,908 lakh; as at March 31, 2016 : Rs. 122,347 lakh; as at March 31, 2015 : Rs. 71,700 lakh; as at March 31, 2014 : Rs. 37,347 lakh)

More than 1 Year: Rs. 47,101 lakh (as at March 31, 2017: Rs. 32,676 lakh; as at March 31, 2016 : Rs. 93,295 lakh; as at March 31, 2015 : 121,439 lakh; as at March 31, 2014 : Rs. 120,567 lakh)

(b) Financial and Other Guarantees Rs. 44,200 lakh (as at March 31, 2017 : Rs. 29,048 lakh; as at March 31, 2016 : Rs. 17,768 lakh; as at March 31, 2015 : Rs. 17,137 lakh; as at March 31, 2014 : N.A.)

(c) Leases entered but not executed Rs. 89,148 lakh (as at March 31, 2017 : Rs. 66,473 lakh; as at March 31, 2016 : Rs. 47,194 lakh; as at March 31, 2015 : N.A.; as at March 31, 2014 : N.A.)

(d) Unamortised Forward Contract exposure Rs. 98 lakh (as at March 31, 2017 : Rs. Nil; as at March 31, 2016 : Rs. Nil; as at March 31, 2015 : Rs. Nil; as at March 31, 2014 : Rs. Nil)

(e) Others (Tax Matters) Rs. 1,987 lakh (as at March 31, 2017 : Rs. 2,206 lakh; as at March 31, 2016 : Rs. 2,848 lakh; as at March 31, 2015 : Rs. 223 lakh; as at March 31, 2014 : N.A.)

## (v) Provisions and Contingencies

(Rs in lakh)

Break up of 'Provisions and Contingencies' shown under the head Expenditure in the Statement of Profit and Loss ( refer Note 1)	FY 17-18	FY 16-17	FY 15-16	FY 14-15	FY 13-14
Provision for depreciation on Investments	(509)	(455)	(2,919)	(6,653)	7,750
Provision for MTM Loss on Investments	1,463	383	190	60	0
Provision towards NPA ( refer Note 2)	26,844	56,686	33,585	39,640	14,074
Provision against assets held for sale	1,405	1,378	200	89	-
Provision towards Restructured Standard Assets	(1,409)	(827)	(429)	369	2,769
Provision against other doubtful advances	230	-	-	-	-
Provision made towards Income tax	25,922	11,649	12,469	6,300	10,860
Other Provision and Contingencies (with details):					
- Provision for Employee Benefits	86	237	327	164	10
- Provision for Standard Assets	3,664	3,008	2,467	460	316
<b>Total</b>	<b>57,696</b>	<b>72,059</b>	<b>45,890</b>	<b>40,429</b>	<b>35,779</b>

Note :

1. The company has assessed its obligations arising in the normal course of business, including pending litigations, proceedings pending with tax authorities and other contracts including derivative and long term contracts. In accordance with the provisions of Accounting Standard - 29 on 'Provisions, Contingent Liabilities and Contingent Assets', the company 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 separately as contingent liabilities in the notes to the accounts forming part of the financial statements (refer Note no 28(i) ). The company does not expect the outcome of these proceedings to have a materially adverse effect on its financial results.

2. The company has not availed relief in the classification and provision for non-performing assets against the exposure to micro, small and medium borrowers registered under Goods and Service Tax as provided by RBI through its circular no. RBI/2017-18/129 DBR.No.BP.BC.100/21.04.048/2017-18 dated February 7, 2018.

## (vi) Concentration of Advances &amp; Exposures as per Para 22 of the RBI Norms stood as follows:

Advances#

(Rs in lakh)

Particulars	FY 17-18	FY 16-17	FY 15-16	FY 14-15	FY 13-14
Total Advances to twenty largest borrowers	297,779	262,420	281,947	253,612	NA
Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC	8.07%	8.15%	9.79%	10.54%	NA

# Includes Loans, Advances &amp; Credit Substitutes

Exposure \*

(Rs in lakh)

Particulars	FY 17-18	FY 16-17	FY 15-16	FY 14-15	FY 13-14
Total Exposure to twenty largest borrowers	309,904	271,290	297,411	269,141	NA
Percentage of Exposure to twenty largest borrowers to Total Exposure of the NBFC **	7.61%	7.62%	10.15%	10.96%	NA

\* Includes Loans, Advances, Credit Substitutes & Investment in Equity Shares, Preference Shares, Security Receipts & Mutual Funds (including sanctioned part disbursed)

\*\* Total Exposure includes off balance sheet exposure (refer schedule 50(iv)(a,b and c)

## (vii) The Company does not have any Joint Ventures and Subsidiaries abroad. Company has not sponsored any SPVs. Accordingly there is no disclosure applicable for the years March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014.

## (viii) The status of the Customer Complaints during the year is as follows :

Sr No	Particulars	FY 17-18	FY 16-17	FY 15-16	FY 14-15	FY 13-14
(a)	No. of complaints pending at the beginning of the year	51	25	45	69	57
(b)	No. of complaints received during the year	6,458	1,864	2,052	2,116	4,696
(c)	No. of complaints redressed during the year	6,500	1,838	2,072	2,140	4,684
(d)	No. of complaints pending at the end of the year*	9	51	25	45	69

\* Complaints related to March 2018 outstanding as on the date of signing of Balance Sheet :- NIL

(ix) **Details of Assignment transactions undertaken by NBFCs:**

(Rs in lakh)

S No.	Particulars	FY 17-18	FY 16-17	FY 15-16	FY 14-15	FY 13-14
1	No. of accounts*	559	980	-	18	8
2	Aggregate value (net of provisions) of accounts sold	37,299	63,149	-	38,003	7,935
3	Aggregate consideration	37,299	63,149	-	38,003	7,935
4	Additional consideration realized in respect of accounts transferred in earlier years	Nil	Nil	Nil	Nil	Nil
5	Aggregate gain / loss over net book value	Nil	Nil	Nil	Nil	Nil

\* Total value of the Loans sold under direct assignment route is Rs. 41,443 lakh (Previous Year : Rs. 70,166 lakh). Company has retained 10% interest in the Loans sold

## (x) (a) Non Performing Assets purchased during the year - Nil (Previous Year : Nil).

(b) Details of Non Performing Assets sold :

S No.	Particulars	FY 17-18	FY 16-17	FY 15-16	FY 14-15	FY 13-14
1	No. of accounts sold (Count)	2	8,494	494	-	-
2	Aggregate outstanding [net of provision] (Rs in lakh)*	438	1,356	177	-	-
a)	Aggregate outstanding (Rs in lakh)	977	8,454	2,721	-	-
b)	Provision held on date of sale	539	7,098	2,544	-	-
3	Aggregate consideration received (Rs in lakh)*	492	2,129	320	-	-

\* Additionally in March 31, 2017 : 9835 Accounts, in March 31, 2016 : 407 Accounts written off in earlier years of during March 31, 2017 : Rs. 10,657 lakh , March 31, 2016 Rs. 3,245 lakh ) were also sold along with the NPA Accounts.

## (xi) No Parent Company Products are financed during the years March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014.

## (xii) The Exposure to a single borrower and group of borrower does not exceed the limit stipulated by the RBI Concentration norms applicable to NBFCs for the years March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014.

## (xiii) The Exposure to Unsecured Advances is Rs. 1,502,234 lakh (as at March 31, 2017 : Rs. 1,238,183 lakh ; as at March 31, 2016 : Rs. 1,001,349 lakh ; as at March 31, 2015 : Rs. 793,973 lakh; as at March 31, 2014 : Rs. 626,741 lakh) constituting 40.70% of the Total Loans and Advances (as at March 31, 2017 : 38.44%; as at March 31, 2016 : 39.57%; as at March 31, 2015 : 34.90%; as at March 31, 2014 : 28.68%). The Exposure to Secured Loans includes Rs. Nil (as at March 31, 2017 : Rs. 1,120 lakh; as at March 31, 2016 : Rs. 1,120 lakh; as at March 31, 2015 : Rs. 1,101 lakh; as at March 31, 2014 : N.A.) towards a Loan given against Copy Rights for motion films in the nature of intangible asset.

## (xiv) Concentration of NPAs

Particulars	March 31, 2018 (Rs in lakh)	March 31, 2017 (Rs in lakh)	March 31, 2016 (Rs in lakh)	March 31, 2015 (Rs in lakh)	March 31, 2014 (Rs in lakh)
Total Exposure to top four NPA accounts	22,538	32,893	44,357	51,500	N.A.

## (xv) Sector-wise NPAs

Sl. No.	Sector	Percentage of NPAs to Total Advances in that sector				
		March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
1	Agriculture & allied activities	7.55%	6.03%	3.61%	1.59%	N.A.
2	MSME (refer Note 1)	1.74%	2.18%	-	-	N.A.
3	Corporate borrowers (refer Note 2)	3.81%	12.26%	7.98%	7.78%	N.A.
4	Services (refer Note 3)	5.85%	7.46%	-	-	N.A.
5	Unsecured personal loans	2.54%	2.56%	1.56%	2.14%	N.A.
6	Auto loans	4.72%	3.50%	3.26%	4.48%	N.A.
7	Other personal loans (refer Note 4)	2.09%	1.62%	1.34%	2.20%	N.A.

Note:

1. includes borrowers classified as per the Master Direction FIDD.MSME & NFS.3/06.02.31/2016-17 dated July 21, 2016.
2. includes borrowers classified as Industry excluding the MSME.
3. includes borrowers classified as Services excluding the MSME.
4. Other Personal Loans include : Loan against Property, Loan against Shares and Consumer Durables.



- (xvi) Since the Company does not have significant uncertainties pending resolutions as at March 31, 2018, revenue recognition has not been postponed.
- (xvii) Drawdown of reserves made during current year of Rs. 60 lakh on account of Share issue expenses.  
Drawdown of reserves made during previous year March 31, 2017 of Rs. 40,635 lakh includes Rs. 40,558 lakh on account of reduction in Share Capital pursuant to a Court scheme and Rs. 77 lakh on account of Share issue expenses.
- (xviii) The disclosure of the Concentration of Deposits taken is not applicable for the years March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 since the Company is not in the business of accepting deposits being a Systemically Important Non Deposit Accepting NBFC.
- (xix) **Derivative Instruments Exposures:**

Derivative positions are open as at March 31, 2018 (as at March 31, 2017: Nil; as at March 31, 2016 : Nil; as at March 31, 2015 : Nil; as at March 31, 2014 : Rs. 1 lakh) in the form of Forward exchange contract is disclosed below. These transactions were undertaken to act as economic hedges for the Company's exposures to various risks in foreign exchange markets and may / may not qualify or be designated as hedging instruments. The accounting for these transactions is stated in note 2 (xvi).

Forward exchange contracts (being derivative instrument), which are not intended for trading or speculation purposes but for hedge purposes to establish the amount of reporting currency required or available at the settlement date at certain payables and receivables.

The Company does not hold any Derivatives instrument which are intended for trading or speculation as on the reporting date other than forward exchange contracts entered for purchase of Operating lease assets as mentioned below. Accordingly the disclosure of the accounting policy for recording the same as per the RBI Circular is not applicable.

Outstanding forward exchange contracts entered into by the Company: -

Particulars	Buy / Sell	For the Year ended March 31, 2018			For the Year ended March 31, 2017		
		Euros (Actual)	Yen (Million)	Rs. In lakh	Euros (Actual)	Yen (Million)	Rs. In lakh
Forward Contracts (Payment for Capital Expenditure) i.e Notional principal of Swap Agreements (Spot rate on date of transaction * Fixed Asset cost in Euros)	Buy	4,812,680	Nil	3,703	Nil	Nil	Nil
Losses which would be incurred if counterparties failed to fulfill their obligations under the agreements (Closing rate - Spot Rate) * Fixed Asset cost in Euros	Buy	NA	Nil	49	Nil	Nil	Nil
Collateral required by the NBFC upon entering into swaps	Buy	NA	Nil	NA	Nil	Nil	Nil
Concentration of credit risk arising from the swaps \$	Buy	NA	Nil	NA	Nil	Nil	Nil
The fair value of the swap book @	Buy	NA	Nil	NA	Nil	Nil	Nil

Particulars	Buy / Sell	For the Year ended March 31, 2016			For the Year ended March 31, 2015		
		Euros (Actual)	Yen (Million)	Rs. In lakh	Euros (Actual)	Yen (Million)	Rs. In lakh
Forward Contracts (Payment for Capital Expenditure) i.e Notional principal of Swap Agreements (Spot rate on date of transaction * Fixed Asset cost in Euros)	Buy	Nil	Nil	Nil	Nil	Nil	Nil
Losses which would be incurred if counterparties failed to fulfill their obligations under the agreements (Closing rate - Spot Rate) * Fixed Asset cost in Euros	Buy	Nil	Nil	Nil	Nil	Nil	Nil
Collateral required by the NBFC upon entering into swaps	Buy	Nil	Nil	Nil	Nil	Nil	Nil
Concentration of credit risk arising from the swaps \$	Buy	Nil	Nil	Nil	Nil	Nil	Nil
The fair value of the swap book @	Buy	Nil	Nil	Nil	Nil	Nil	Nil

Particulars	Buy / Sell	For the Year ended March 31, 2014		
		Euros (Actual)	Yen (Million)	Rs. In lakh
Forward Contracts (Payment for Capital Expenditure) i.e Notional principal of Swap Agreements (Spot rate on date of transaction * Fixed Asset cost in Euros)	Buy	Nil	416	2,578
Losses which would be incurred if counterparties failed to fulfill their obligations under the agreements (Closing rate - Spot Rate) * Fixed Asset cost in Euros	Buy	Nil	NA	NA
Collateral required by the NBFC upon entering into swaps	Buy	Nil	NA	NA
Concentration of credit risk arising from the swaps \$	Buy	Nil	NA	NA
The fair value of the swap book @	Buy	Nil	NA	NA

Note:

1) Amortised cost on account of difference between the Forward cover rate and the rate of recognition of the Fixed asset is charged to the Profit and Loss account of Rs 128 lakh ( Previous years : Rs. Nil) and the corresponding unamortised cost of Rs. 98 lakh is reflected as an off balance sheet exposure and will be charged to Profit and Loss account over the remaining tenure of the Forward contract.

## (xx) NPA Movement during the year

						(Rs in lakh)
Particulars		FY 17-18	FY 16-17	FY 15-16	FY 14-15	FY 13-14
(i)	Net NPAs to Net Advances (%)	0.90%	1.22%	3.13%	3.78%	3.68%
(ii)	<b>Movement of NPAs (Gross)</b>					
(a)	Opening balance	159,147	153,655	137,476	98,354	47,217
(b)	Additions during the year	57,650	61,651	56,333	77,992	69,638
(c)	Reductions during the year	(94,366)	(56,159)	(40,154)	(38,870)	(18,501)
(d)	Closing balance	122,431	159,147	153,655	137,476	98,354
(iii)	<b>Movement of provisions for NPAs (excluding provision on standard assets)</b>					
(a)	Opening balance	121,221	65,525	48,256	18,970	12,289
(b)	Additions during the year	38,576	89,171	34,506	33,948	11,156
(c)	Write-off / write-back of excess provisions	(69,949)	(33,475)	(17,237)	(4,662)	(4,475)
(d)	Closing balance	89,848	121,221	65,525	48,256	18,970
(iv)	<b>Movement of Net NPAs</b>					
(a)	Opening balance	37,926	88,130	89,220	79,384	34,928
(b)	Additions during the year	19,074	(27,520)	21,827	44,044	58,482
(c)	Reductions during the year	(24,417)	(22,684)	(22,917)	(34,208)	(14,026)
(d)	Closing balance	32,583	37,926	88,130	89,220	79,384

**Note:**

The movement of Gross NPA, Provisions for NPA and Net NPA presented above excludes NPA identified and regularized in the same financial year.

(xxi) **Exposure to Capital Market :-**

		(Rs in lakh)				
<b>Particulars</b>		<b>FY 17-18</b>	<b>FY 16-17</b>	<b>FY 15-16</b>	<b>FY 14-15</b>	<b>FY 13-14</b>
(i)	Direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt; (Refer note (c) below)	40,465	37,156	55,270	54,146	59,306
(ii)	Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds; (Refer notes (a) and (b) below)	230,263	171,158	154,323	128,967	99,168
(iii)	Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;	4,417	19,912	22,212	23,627	-
(iv)	Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds 'does not fully cover the advances;	-	-	-	-	-
(v)	Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;	-	-	-	-	-
(vi)	Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources;	-	-	-	-	-
(vii)	Bridge loans to companies against expected equity flows / issues;	-	-	-	-	-
(viii)	All exposures to Venture Capital Funds (both registered and unregistered)	-	-	-	-	-
<b>Total Exposure to Capital Market</b>		<b>275,145</b>	<b>228,226</b>	<b>231,805</b>	<b>206,740</b>	<b>158,474</b>

**Note:**

Exposure to Capital Market includes:

- Rs.7,963 lakh ( of which loan sanctioned part disbursed is Rs. 3,200 lakh) on account of Loan give to a customer in the business of Commercial Real estate ( Previous year : Rs. Nil).
- Limits given to Borrowers but part un-utilised of Rs. 16,980 lakh (Previous year: Rs. 11,262 lakh) .
- Investment in equity shares of Rs. 3,935 lakh in a Commercial Real Estate customer i.e. Shriram properties private limited (Previous year : Rs. 3,935 lakh)

(xxii) **Investments**

		(Rs. in lakh)				
<b>Particulars</b>		<b>FY 17-18</b>	<b>FY 16-17</b>	<b>FY 15-16</b>	<b>FY 14-15</b>	<b>FY 13-14</b>
<b>(1)</b>	<b>Value of Investments</b>					
(i)	Gross Value of Investments	38,036	33,306	99,390	98,670	64,814
(a)	In India	38,036	33,306	99,390	98,670	64,814
(b)	Outside India	-	-	-	-	-
(ii)	Provision for Depreciation	7,267	6,403	6,162	8,937	15,532
(a)	In India	7,267	6,403	6,162	8,937	15,532
(b)	Outside India	-	-	-	-	-
(iii)	Net value of investments	30,769	26,903	93,228	89,733	49,282
(a)	In India	30,769	26,903	93,228	89,733	49,282
(b)	Outside India	-	-	-	-	-
<b>(2)</b>	<b>Movement of Provisions held towards depreciation on investments</b>					
(i)	Opening Balance	6,403	6,162	8,937	15,532	-
(ii)	Add: Provision made during the year	2,655	1,387	768	75	-
(iii)	Less: Write-off / write-back of excess provisions during the year#	(1,792)	(1,146)	(3,543)	(6,670)	-
(iv)	Closing balance	7,267	6,403	6,162	8,937	-

Note: The above details does not include investment in the form of Credit Substitutes.

# Write back includes reversal of provision for Praj Industries Limited Rs. 1,609 lakh, Share Microfin Limited Rs. 90 lakh and IVRCL Asset and Holding Limited Rs. 93 lakh (Previous year March 31, 2017 : Development Credit Bank Limited Rs. 1110 lakh and Share microfin Rs. 36 lakh; Previous year March 31, 2016: Praj Industries Limited Rs. 3,543 lakh; Previous year March 31, 2015 : Quickjet Cargo Airlines Private Limited Rs. 921 Lakh, Praj Industries Limited Rs. 2,738 Lakh and Development Credit Bank Limited Rs. 3,011 Lakh)

(xxiii) **Exposure to Real Estate Sector**

		(Rs. in lakh)				
<b>Category</b>		<b>FY 17-18</b>	<b>FY 16-17</b>	<b>FY 15-16</b>	<b>FY 14-15</b>	<b>FY 13-14</b>
(a)	<b>Direct Exposure</b>					
(i)	<b>Residential Mortgages -</b>					
	Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented	340,234	274,999	218,330	121,703	70,327
(ii)	<b>Commercial Real Estate -</b>					
	Lending secured by mortgages on commercial real estates (office buildings, retail space, multi-purpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.). Exposure would also include non-fund based limits	313,038	291,823	267,670	192,607	178,094
(iii)	<b>Investments in Mortgage Backed Securities (MBS) and other securitised exposures -</b>					
a.	Residential	-	-	-	-	-
b.	Commercial Real Estate	-	-	-	-	-
<b>Total Exposure to Real Estate Sector</b>		<b>653,272</b>	<b>566,822</b>	<b>486,000</b>	<b>314,310</b>	<b>248,421</b>

**Note:**

Exposure to Real Estate Sector includes:

a) Limits given to Borrowers but part un-utilised of Rs. 16,651 lakh (Previous year March 31, 2017: Rs. 7,728 lakh).

57. The figures for the year ended March 31, 2017 were audited by previous statutory auditors.

58. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

# B S R & Co. LLP

Chartered Accountants

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N. M. Joshi Marg, Mahalaxmi  
Mumbai - 400 011  
India

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To

The Board of Directors  
Tata Capital Financial Services Limited  
11<sup>th</sup> Floor, Tower A, Peninsula Business Park  
Ganpatrao Kadam Marg, Lower Parel  
Mumbai 400013

16 August 2018

Dear Sirs

1. We have examined the Reformatted Consolidated Financial Information (defined subsequently) of Tata Capital Financial Services Limited ('the Company') and its associate (together referred to as 'the Group'), which comprise of Reformatted Consolidated Statement of Assets and Liabilities, the Reformatted Consolidated Statement of Profit and Loss and Notes forming part thereof and the Reformatted Consolidated Statement of Cash Flows for each of the years ended 31 March 2018, 31 March 2017 and the Summary of Significant Accounting Policies (together referred to as "Reformatted Consolidated Financial Information") annexed to this report for the purpose of inclusion in the Draft Shelf Prospectus and/or Shelf Prospectus and/or Tranche Prospectus(es), and and/or Abridged Prospectus and any amendments and supplements thereto (collectively the "Offering Documents") to be filed by the Company in connection with its proposed issue of secured, redeemable, non-convertible debentures of face value of ₹ 1,000 each and unsecured, subordinated, redeemable, non – convertible debentures eligible as Tier II capital of face value ₹ 1,000 each aggregating upto ₹ 7,50,000 lakhs ("NCDs") through one or more tranches (the "Issue"), which has been approved by the Board of Directors of the Company by taking into consideration the requirements of :
  - a. section 26(1)(b)(i) of the Companies Act 2013 read with rule 4 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014; and
  - b. the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended ('the SEBI Debt Regulations') issued by Securities and Exchange Board of India ('SEBI').

## Management's Responsibility

2. The preparation of Reformatted Consolidated Financial Information is the responsibility of the Company's Management. Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of Reformatted Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the requirements of Section 26(1)(b)(i) of the Companies Act, 2013 read with Rule 4 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the SEBI Debt Regulations issued by SEBI.
3. The Reformatted Consolidated Financial Information have been extracted by the management from the audited Consolidated financial statements of the Group for the years ended 31 March 2018 and 31 March 2017, which were approved by Board of Directors of the Company on 30 April 2018 and 28 April 2017 respectively.

B S R & Co (a partnership firm with  
Registration No. BA61223) converted into  
B S R & Co. LLP (a Limited Liability, Partnership  
with LLP Registration No. AAB-8181)  
with effect from October 14, 2013

Registered Office:  
5th Floor, Lodha Excelus  
Apollo Mills Compound  
N. M. Joshi Marg, Mahalaxmi  
Mumbai - 400 011, India



### Auditor's Responsibility

4. We have examined the Reformatted Consolidated Financial Information taking into consideration:
  - a. the terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 22 June 2018 in connection with the Issue;
  - b. requirements of Section 26(1)(b)(i) of the Companies Act, 2013 read with provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the SEBI Debt Regulations; and
  - c. Guidance Note on Reports or Certificates for Special Purposes and Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India (ICAI) ("The Guidance Note"). The Guidance Note requires, *inter alia*, that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC 1), Quality Control of Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Service Engagements.

5. As stated in our audit report referred to in paragraph 3 above, we conducted our audit for the year ended 31 March 2018 in accordance with the Standards on Auditing specified under Section 143 (10) of the Companies Act, 2013 issued by the Institute of Chartered Accountants of India, as applicable. Those Standards require we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and fair presentation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

The audit of the Consolidated financial statements of the Group for the financial year ended 31 March 2017 was conducted and reported upon by the previous auditor, Deloitte Haskins & Sells LLP, Chartered Accountants, and accordingly reliance has been placed on the Reformatted Consolidated Financial Information examined by them for the year ended 31 March 2017. The Examination report included for that year, i.e. year ended 31 March 2017 is based solely on the report dated 16 August 2018 submitted by Deloitte Haskins & Sells LLP, Chartered Accountants.



**Opinion**

6. In accordance with the requirements of section 26(1)(b)(i) of the Companies Act 2013 read with rule 4(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the SEBI Debt Regulations, the Guidance note and the terms of our engagement agreed with you, we report that:

The Reformatted Consolidated Financial Information of the Company as at and for the years ended 31 March 2018 examined by us and for the year ended 31 March 2017 examined by previous auditor Deloitte Haskins & Sells LLP, Chartered Accountants and accordingly, reliance has been placed on the Reformatted Consolidated Financial Information examined by them, as set out in Annexure I to III to this report are accurately extracted from the audited Consolidated financial statements of the Group for the years ended 31 March 2018 and 31 March 2017.

7. Based on our examination as above, we further report that:
- the Reformatted Consolidated Financial Information have to be read in conjunction with the notes given in Annexure IV;
  - the figures of earlier years have been regrouped (but not restated retrospectively for changes in accounting policies), wherever necessary, to conform primarily to the requirements of the Schedule III to the Companies Act, 2013; and
  - in the preparation and presentation of Reformatted Consolidated Financial Information based on audited Consolidated financial statements as referred to in paragraph 3 and 5 above, no adjustments have been made for any events occurring subsequent to dates of the audit reports specified in paragraph 3 above.
8. The examination report of the previous auditor for the year ended 31 March 2017 states that 'The consolidated financial statements of the Company for the year ended 31 March 2017, included an emphasis of matter paragraph which describes the reduction of share capital in accordance with section 52 of the Companies Act, 2013 read with sections 100 to 103 of the Companies Act, 1956 approved by the Hon'ble High Court of Judicature at Mumbai with regard to appropriating an amount of Rs. 40,558 lakh (net-off taxes, as applicable), standing to the credit of Securities Premium Account to the Statement of Profit and Loss'. The opinion of the previous auditor was not modified in respect of this matter.
9. This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us nor should this be construed as a new opinion on any of the financial statements referred to herein.
10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.





B S R & Co. LLP

Tata Capital Financial Services Limited

16 August 2018

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**Restrictions of use**

11. This report is intended solely for use of the management for inclusion in the Offering Documents to be filed with Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited and Registrar of Companies, Maharashtra (RoC), as applicable, prepared in connection with the Issue of the Company. Our report should not be used, referred to or distributed for any other purpose without our prior written consent.

For **B S R & Co. LLP**

*Chartered Accountants*

Firm's Registration No: 101248W/W-100022



**Venkataramanan Vishwanath**

*Partner*

Membership No: 113156

**TATA CAPITAL FINANCIAL SERVICES LIMITED**  
**REFORMATTED CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2018**

Particulars	Note No.	As at March 31, 2018	As at March 31, 2017
		Rs in lakh	Rs in lakh
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' funds</b>			
(a) Share Capital	3	281,755	224,255
(b) Reserves and Surplus	4	214,963	182,694
		<b>496,718</b>	<b>406,949</b>
<b>2. Non-current liabilities</b>			
(a) Long-term borrowings	5	1,286,761	945,684
(b) Other long-term liabilities	6	841	7,019
(c) Long-term provisions	7	25,795	36,482
		<b>1,313,397</b>	<b>989,185</b>
<b>3. Current liabilities</b>			
(a) Short-term borrowings	8	1,293,081	1,006,630
(b) Trade payables	9		
(i) Total outstanding dues of micro enterprises and small enterprises	9(a)	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		52,497	44,538
(c) Other current liabilities	10	682,314	897,201
(d) Short-term provisions	11	90,685	106,050
		<b>2,118,577</b>	<b>2,054,419</b>
<b>TOTAL</b>		<b>3,928,692</b>	<b>3,450,553</b>
<b>II. ASSETS</b>			
<b>1. Non-Current assets</b>			
(a) Property, plant and equipment	12		
(i) Tangible assets		69,000	77,052
(ii) Intangible assets		2,314	1,109
(iii) Capital work-in-progress		101	518
(iv) Intangible assets under development		39	655
		<b>71,454</b>	<b>79,334</b>
(b) Non-current investments	13	31,180	26,650
(c) Deferred tax assets (net)	14	37,568	43,483
(d) Long-term Loans and advances - financing activity	15	1,712,458	1,515,844
(e) Long-term Loans and advances - others	16	31,226	21,511
(f) Other non-current assets	17	7,436	7,078
		<b>1,819,868</b>	<b>1,614,566</b>
<b>2. Current assets</b>			
(a) Current investments	13	170	794
(b) Trade receivables	18	6,246	2,049
(c) Cash and bank balances	19	12,534	7,340
(d) Short-term Loans and advances - financing activity	15	1,978,866	1,704,903
(e) Short-term Loans and advances - others	20	23,953	26,603
(f) Other current assets	21	15,601	14,964
		<b>2,037,370</b>	<b>1,756,653</b>
<b>TOTAL</b>		<b>3,928,692</b>	<b>3,450,553</b>
Summary of significant accounting policies	2		

**TATA CAPITAL FINANCIAL SERVICES LIMITED**

**REFORMATTED CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018**

Particulars	Note No.	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017
		Rs in lakh	Rs in lakh
I Revenue from operations	22	420,701	384,660
II Investment income	23	249	5,548
III Other income	24	34,587	28,996
<b>IV Total Revenue (I + II + III)</b>		<b>455,537</b>	<b>419,204</b>
<b>V Expenses :</b>			
Finance costs	25	223,074	221,162
Employee benefit expenses	26	39,721	35,258
Other operating expenses	27	94,327	114,715
Depreciation and amortisation	12	23,637	14,273
Amortisation of expenses	21(a)	598	549
<b>Total expenses</b>		<b>381,357</b>	<b>385,957</b>
<b>VI Profit before tax (IV - V)</b>		<b>74,180</b>	<b>33,247</b>
<b>VII Tax expense</b>			
(1) Current tax		20,007	19,618
(2) Deferred tax		5,915	(7,969)
<b>Net tax expense</b>		<b>25,922</b>	<b>11,649</b>
<b>VIII Profit after tax before share of associates &amp; minority interest (VI-VII)</b>		<b>48,258</b>	<b>21,598</b>
<b>IX Share of profit of associates</b>		<b>39</b>	<b>204</b>
<b>X Profit for the year ( VIII + IX)</b>		<b>48,297</b>	<b>21,802</b>
<b>XI Earnings per equity share:</b>			
(1) Basic (in Rupees)		2.91	1.29
(2) Diluted (in Rupees)		2.91	1.29
Face Value per share (in Rupees)		10	10
Summary of significant accounting policies	2		

**TATA CAPITAL FINANCIAL SERVICES LIMITED**

**REFORMATTED CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018**

Particulars	Note No.	For the Year Ended	For the Year Ended
		March 31, 2018	March 31, 2017
		Rs in lakh	Rs in lakh
<b>1 CASH FLOW USED IN OPERATING ACTIVITIES</b>			
Profit before tax		74,180	33,247
<b>Adjustments for :</b>			
Amortisation of share/debenture issue expenses/loan processing expenses		598	549
Depreciation and amortisation		23,637	14,273
Loss/(profit) on sale of fixed assets (net)		(1,059)	3,288
Interest expenses		180,425	172,902
Discounting charges on commercial paper		42,201	46,723
Discounting charges on Collateralised Borrowings and Lending Obligations (CBLO)		-	1,130
Discounting charges on debentures		448	407
Interest income		(383,858)	(352,966)
Income from investments		(249)	(5,548)
Interest income on fixed deposits		(30)	-
Loss on sale of Non-current Investments		-	1,248
Loss on sale of Current Investments (Net)		60	-
Amortisation of premium of forward foreign exchange cover		128	-
Provision for leave encashment		79	257
Reversal of provision for diminution in value of investments (net)		954	(72)
Provision against trade receivables		230	-
Contingent provision against standard assets		3,664	3,008
Reversal of contingent provision against restructured advances (net)		(1,409)	(827)
Provision against assets held for sale		1,405	1,378
Provision for doubtful loans (net)		26,844	56,686
<b>Operating Loss before working capital changes and adjustments for interest received, interest paid and dividend received</b>		<b>(31,752)</b>	<b>(24,317)</b>
Adjustments for :			
Increase in trade receivables		(2,587)	(578)
Increase in Loans and advances - financing activity		(523,552)	(388,089)
Increase in Loans and advances - others		(8,775)	(5,932)
Increase in other liabilities and provisions		18,443	20,065
<b>Cash used in operations before adjustments for interest received, interest paid and dividend received</b>		<b>(548,223)</b>	<b>(398,851)</b>
Interest paid		(231,553)	(210,790)
Interest received		384,342	351,686
Dividend received		249	137
<b>Cash used in operations</b>		<b>(395,185)</b>	<b>(257,819)</b>
Taxes paid		(18,915)	(17,868)
<b>NET CASH USED IN OPERATING ACTIVITIES</b>		<b>(414,100)</b>	<b>(275,686)</b>
<b>2 CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchase of fixed assets (including capital advances)		(30,835)	(32,456)
Proceeds from sale of fixed assets		7,302	2,023
Purchase of long-term investments		(4,334)	(1,075)
Purchase of mutual fund units		(389,500)	(1,714,480)
Proceeds from redemption of mutual fund units		389,572	1,713,989
Proceeds from sale of long-term investments		404	57,115
Fixed deposits with banks having maturity over 3 months		(4,404)	-
<b>NET CASH (USED IN) / FROM INVESTING ACTIVITIES</b>		<b>(31,795)</b>	<b>25,116</b>
<b>3 CASH FLOW FROM FINANCING ACTIVITIES</b>			
Issue of Compulsory Convertible Cumulative Preference share capital		57,500	78,500
Share issue / debenture issue / loan processing expenses		(539)	(984)
Interim dividend paid on equity and preference shares (including dividend distribution tax)		(15,968)	(12,119)
Proceeds from short-term borrowings with maturity period greater than three months		1,049,412	596,289
Repayment of short-term borrowings with maturity period greater than three months		(722,347)	(567,611)
Net proceeds from short-term borrowings with maturity period less than or equal to three months		(39,955)	3,265
Proceeds from long-term borrowings		1,044,462	763,200
Repayment of long-term borrowings		(925,880)	(607,130)
<b>NET CASH FROM FINANCING ACTIVITIES</b>		<b>446,685</b>	<b>253,410</b>

<b>Cash flow statement continued....</b>			
<b>Particulars</b>	<b>Note No.</b>	<b>For the Year Ended March 31, 2018</b>	<b>For the Year Ended March 31, 2017</b>
		<b>Rs in lakh</b>	<b>Rs in lakh</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>		<b>790</b>	<b>2,840</b>
<b>CASH AND CASH EQUIVALENTS AS AT THE BEGINNING OF THE YEAR</b>		<b>7,284</b>	<b>4,444</b>
<b>CASH AND CASH EQUIVALENTS AS AT THE END OF THE YEAR</b>		<b>8,074</b>	<b>7,284</b>
<b>Reconciliation of cash and cash equivalents as above with cash and bank balances</b>			
Cash and Cash equivalents at the end of the year as per above		<b>8,074</b>	<b>7,284</b>
Add : Restricted Cash [Refer note 19(iii)]		<b>53</b>	<b>53</b>
Add: Fixed deposits with original maturity over 3 months		<b>4,407</b>	<b>3</b>
<b>CASH AND BANK BALANCES AS AT THE END OF THE YEAR [REFER NOTE 19]</b>		<b>12,534</b>	<b>7,340</b>
Summary of significant accounting policies	2		

**1. CORPORATE INFORMATION**

Tata Capital Financial Services Limited (the "Company") is a wholly owned subsidiary of Tata Capital Limited and a Systemically Important Non Deposit Accepting Non-Banking Finance Company ("NBFC"), holding a Certificate of Registration from the Reserve Bank of India ("RBI") dated November 4, 2011.

**2. SIGNIFICANT ACCOUNTING POLICIES**

**i. Basis of accounting and preparation of the consolidated financial statements**

The consolidated financial statements of Tata Financial Services Capital Limited (the "Company" / "Group") have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 ("the Act") and the relevant provisions of the Act, as applicable. The consolidated financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those followed in the previous year.

Current assets do not include elements which are not expected to be realised within one year and current liabilities do not include items which are due after one year.

**ii. Principles of Consolidation**

The consolidated financial statements relate to Tata Capital Financial Services Limited (the "Company") and the Company's share of profit / loss in its associates. The consolidated financial statements have been prepared on the following basis:

a) The financial statements of associate used in the consolidation are drawn upto the same reporting date as that of the Company i.e., March 31, 2018 or upto the date on which it ceased to be an associate of the Company whichever is earlier.

b) The consolidated financial statements include the share of profit/ (loss) of associate company, which have been accounted for using the equity method as per AS 23 (Accounting for Investments in Associates in Consolidated Financial Statements). Accordingly, the share of profit/ (loss) of the associate company (the loss being restricted to the cost of the investment) has been added/deducted to the costs of investments.

c) 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.

**iii. Use of Estimates**

The preparation of financial statements require the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses for the reporting period. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in the current and future periods. Example of such estimates includes provision for non - performing loans, provision for employee benefit plans and provision for income taxes.

**iv. Revenue recognition**

**a. Income on Loan transactions**

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the interest rate applicable, except that no income is recognised on non-performing assets as per the prudential norms for income recognition issued by the RBI for NBFCs. Interest income on such assets is recognised on receipt basis.

Upfront / processing fees collected from the customer for processing loans are primarily towards documentation charges. These are accounted as income when the amount becomes due provided recovery thereof is reasonably certain.

Dealer subvention income and service charges are collected at the time of inception of the contract. These are accounted over the tenure of the loan in the proportion of interest earned to total interest receivable during the tenure of loans.

**b. Income from Non-current and Current Investments**

Income from dividend on shares of corporate bodies and units of mutual funds is accounted on accrual basis when the Company's right to receive dividend is established.

Interest income on bonds and debentures is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Premium / Discount on investments, which is the difference between the acquisition cost and face value of debt instrument is recognised as interest income over the tenor of the instruments.

Redemption premium on investments (except on preference shares) is recognised as income over the tenor of the investment.

**c. Income from Services**

Fees for financial advisory services are accounted based on stage of completion of assignments, when there is reasonable certainty of its ultimate realisation.

**d. Income from distribution of financial products**

Revenue from brokerage is recognised when the service is performed. Trail brokerage is recognised at the end of the measurement period when the pre-defined thresholds are met. Revenue is net of taxes and sub-brokerage.

Sourcing income is recognised on accrual basis when there is a reasonable certainty of its ultimate realisation.

**e. Lease income**

Assets given on operating lease are capitalised at cost. Rentals received or receivable by the Company are recognised in the Statement of Profit and Loss on a straight-line basis over the lease term, provided recovery is certain

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.

**v. Provisions for Standard/Non-Performing Assets and Doubtful Debts**

The Company provides an allowance for loan receivables and debentures/bonds in the nature of advance based on the prudential norms issued by the Reserve Bank of India ('RBI') relating to income recognition, asset classification and provisioning for non-performing assets. The provision for standard assets is made as per prudential norms prescribed by RBI, through master directions or notifications as amended. In addition to the abovementioned provisioning norms as prescribed by RBI, the Company also fully provides for/ writes off the entire receivables as per the Guidelines approved by the Board of Directors from time to time, where any of the installments are overdue :

- for a period exceeding 27 months for loan against property
- for a period exceeding 11 months for construction equipments, auto and commercial vehicles
- for a period exceeding 10 months for two wheeler and personal loan and
- for a period exceeding 6 months for consumer durables

During the previous financial years March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014, the eastwhile policy stated - The Company provides an allowance for loan receivables and debentures/bonds in the nature of advance based on the prudential norms issued by the Reserve Bank of India ('RBI') relating to income recognition, asset classification and provisioning for non-performing assets. The provision for standard assets is made as per prudential norms prescribed by RBI, through master directions or notifications as amended. In addition to the abovementioned provisioning norms as prescribed by RBI, the Company also fully provides for/ writes off the entire receivables, where any of the installments are overdue :

- for a period exceeding 11 months for construction equipments, auto and commercial vehicles
- for a period exceeding 10 months for two wheeler and personal loan and
- for a period exceeding 6 months for consumer durables

In addition, the Company provides for Restructured Assets (Standard Assets and Non-performing) as required by the directions issued by the RBI from time to time.

**vi. Investments**

Investments are classified into non-current and current investments.

**a. Non-current investments**

Non-current investments are investments intended to be held for a period of more than a year. Non-current investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments.

**b. Current investments**

Current investments are investments intended to be held for a period of less than a year. Current investments are stated at the lower of cost and market value, determined on an individual investment basis.

**vii. Property, plant and equipment**

**a. Tangible:**

Tangible property, plant and equipment acquired by the Company are reported at acquisition cost, with deductions for accumulated depreciation and impairment losses, if any.

The acquisition cost includes any cost attributable for bringing asset to its working condition, which comprises of purchase consideration, other directly attributable costs of bringing the assets to their working condition for their intended use and attributable interest.

The Company has adopted the provisions of para 46 / 46A of AS 11 (The Effects of Changes in Foreign Exchange Rates), accordingly, exchange differences arising on restatement / settlement of long-term foreign currency borrowings relating to acquisition of depreciable property, plant and equipment are adjusted to the cost of the respective assets and depreciated over the remaining useful life of such assets

**b. Intangible:**

Acquired intangible assets other than Goodwill are measured at cost less amortisation.

Goodwill is stated at cost. Goodwill comprises the portion of a purchase price for an acquisition that exceeds the market value of the identifiable assets, with deductions for liabilities, calculated on the date of acquisition.

Expenses on software support and maintenance are charged to the Statement of Profit and Loss during the year in which such costs are incurred.

**c. Capital work-in-progress:**

Projects under which tangible fixed assets are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

**d. Intangible assets under development:**

Expenditure on development eligible for capitalisation is carried as Intangible assets under development where such assets are not yet ready for their intended use.

**viii. Depreciation and Amortisation**

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on tangible fixed assets 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, Computer Equipment networking assets, electrical installation and equipments and Vehicles, in whose case the life of the assets has been 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.

Purchased software / licenses are amortised over the period the benefits are expected to accrue, while Goodwill is tested for impairment at each Balance Sheet date. An impairment loss is recognised if the carrying amount of Goodwill exceeds its recoverable amount.

All capital assets with individual value less than Rs 5,000 are depreciated fully in the year in which they are purchased.

Estimated useful life considered by the Company are:

Asset	Estimated Useful Life	As per Schedule II
Leasehold Improvements	As per lease period	As per lease period
Construction Equipment	2 to 13.5 years	15 years
Furniture and Fixtures	Owned : 10 years Leased : 3 to 7 years	10 years
Computer Equipment	Owned : 3 to 4 years Leased: 2 to 4 years	3 years
Office Equipment	Owned : 5 years Leased : 3 to 5 years	5 years
Vehicles	Owned : 4 years Leased : 1 to 5 years	6 years
Software Licenses	Owned : 1 to 10 years Leased : 1 to 3 years	10 Years
Buildings	25 years	60 years
Plant & Machinery	Owned : 10 years Leased : 2 to 15 years	15 years
Railway Wagons	Leased : 6 years	15 years
Electrical Installation & Equipments	Leased : 3 to 6 years	10 years
Networking Assets	Leased : 2 to 4 years	6 years

**ix. Leases**

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.

**x. Assets held for sale**

An asset is classified as held for sale if its carrying amount will be recovered or settled principally through a sale transaction rather than through continuing use. Assets classified as held for sale are measured at the lower of carrying amount and fair value. In the event an asset held for sale is acquired in settlement of an existing claim or existing asset, it is initially recorded in the books at its fair value or value of the asset given up, whichever is better determined. Impairment losses on initial classification as held for sale and losses on subsequent re-measurements are charged to the Statement of Profit and Loss. No depreciation is charged on assets classified as held for sale.

**xi. Borrowing costs**

Ancillary costs in the nature of loan processing charges and debenture issue expenses are amortised on straight line method over the tenor of the loan/debenture from the month in which the Company has incurred the expenditure.

**xii. Loan sourcing costs**

Sourcing costs are amortised over the average tenor of the loan which varies based on products financed.

**xiii. Share issue expenses**

Share issue expenses are adjusted against the Securities Premium Account as permissible under Section 52 of the Companies Act, 2013, to the extent any balance is available for utilisation in the Securities Premium Account. Share issue expenses in excess of the balance in the Securities Premium Account are expensed in the Statement of Profit and Loss.



**xiv. Employee Benefits**

Employee benefits include provident fund, superannuation fund, employee state insurance scheme, gratuity fund, compensated absences, long service awards and post-employment medical benefits.

**Defined contribution plans**

The eligible employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' salary), which is recognised as an expense in the Statement of Profit and Loss in the year in which they occur. The contributions as specified under the law are paid to the provident fund set up as irrevocable trust by the Company. The Company is generally 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 under the employee provident scheme, 1952 is recognised as an expense in the year in which it is determined.

The Company's contribution to superannuation fund and employee state insurance scheme are considered as defined contribution plans and are 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**

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. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the year in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become 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 year 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.

**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.

**xv. Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognised when the Company has present obligations, as result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised but disclosed in the financial statements. A Contingent asset is neither recognised nor disclosed in the financial statements.

**xvi. Impairment of Assets**

At each Balance Sheet date, the Company reviews, whether there is any indication of impairment of an asset. If any such condition exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss (if any).

Recoverable amount of the asset is the higher of an asset's net selling price and value in use. In assessing the value in use, the estimated future cash flow expected from continuing use of the asset and from its disposal is discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risk specific to the asset. If the recoverable amount of an asset is estimated to be less than the carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life. A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased above the lower of recoverable amount and the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

**xvii. Foreign currency transactions and translations**

**Accounting of forward contracts :-**

Premium/discount on forward exchange contracts, which are not intended for trading or speculation purposes, are amortised over the period of the contracts if such contracts relate to monetary items as at the Balance Sheet date.

**Initial recognition :-**

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

**Measurement at the Balance Sheet date :-**

Foreign currency monetary items (other than derivative contracts) of the Company, outstanding at the Balance Sheet date are restated at the year-end rates. Non-monetary items of the Company are carried at historical cost.

The exchange differences arising on settlement / restatement of long-term foreign currency monetary items are capitalised as part of the depreciable fixed assets to which the monetary item relates and depreciated over the remaining useful life of such assets.

**xviii. Taxation**

**Income Tax**

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provision of the Income Tax Act, 1961 and other applicable tax laws.

Deferred tax corresponds to the net effect of tax on all timing differences, which occur as a result of items being allowed for income tax purposes during a year different from when they were recognised in the financial statements.

Deferred tax is recognised on the timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward losses and items relating to capital losses, Deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realisability.

Current and Deferred tax relating to items directly recognised in reserves are recognised in reserves and not in the Statement of Profit and Loss.

**xix. Goods and Services tax input credit**

Goods & Service tax input credit is accounted for in the books in the year in which the underlying goods or service are received and paid and there is reasonable certainty in availing / utilizing the credits

**xx. Operating Cycle**

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non current.

**xxi. Business segment**

The Company's reportable segments consist of "Financing Activity", "Investment Activity" and "Others". 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 reportable segment. Expenses not directly identifiable to each of the segments have been allocated to each segment on the basis of associated revenues of each segment. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses.

Assets and liabilities that are directly attributable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable.

**xxii. Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**xxiii. Earnings Per Share**

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the year, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

**xxiv. Securitised/Assignment Loans and Securitisation/Assignment Liabilities**

Securitised/ Assigned assets are derecognised, if and only if, the Company loses control of the contractual rights that comprise the corresponding pools or mortgages transferred. Transfers of pools of mortgages under the current programs involve transfer of proportionate shares in the pools of mortgages. Such transfers result in de-recognition only of that proportion of the mortgages that meet the de-recognition criteria. The portion retained by the Company continues to be accounted for as loans as described above. As stated in the Guidance Note on Accounting for Securitisation issued by the Institute of Chartered Accountants of India, on de-recognition, the difference between the book value of the securitised/ assigned asset and consideration received is recognised as gain arising on securitization/ assignment in the Statement of Profit and Loss over the balance maturity period of the pool transferred. Losses, if any, arising from such transactions, are recognised immediately in the Statement of Profit and Loss.

**xxv. Dividend (including dividend distribution tax)**

Interim dividend declared to equity and / or preference shareholders, if any, is recognised as liability in the period in which the said dividend has been declared by the Directors. Final proposed dividend declared to equity and / or preference shareholders, if any, is recognised in the period in which the said dividend has been approved by the Shareholders.

### 3. SHARE CAPITAL

PARTICULARS	As at March 31, 2018	As at March 31, 2017
	Rs in lakh	Rs in lakh
<b>AUTHORISED</b>		
2,500,000,000 (as at March 31, 2017: 2,500,000,000 shares) Equity shares of Rs.10 each	250,000	250,000
3,000,000,000 (as at March 31, 2017: 3,000,000,000 shares) Preference shares of Rs.10 each	300,000	300,000
	550,000	550,000
<b>ISSUED, SUBSCRIBED &amp; PAID UP</b>		
1,297,550,000 (as at March 31, 2017: 1,297,550,000 shares) Equity shares of Rs.10 each fully paid up	129,755	129,755
945,000,000 (as at March 31, 2017: 945,000,000 shares) 9% Compulsorily Convertible Cumulative Preference shares of Rs.10 each fully paid up	94,500	94,500
575,000,000 (as at March 31, 2017: NIL) 8.5% Compulsorily Convertible Cumulative Preference shares of Rs.10 each fully paid up	57,500	-
<b>Total</b>	<b>281,755</b>	<b>224,255</b>

#### 3. (a). Reconciliation of number of shares outstanding

Particulars	No. of shares	Rs in lakh
<b>Equity Shares</b>		
Opening balance as on April 01, 2016	1,297,550,000	129,755
Additions during the year	-	-
Closing Balance as on March 31, 2017	1,297,550,000	129,755
Additions during the year	-	-
<b>Closing Balance as on March 31, 2018</b>	<b>1,297,550,000</b>	<b>129,755</b>
<b>Preference Shares</b>		
Opening balance as on April 01, 2016	160,000,000	16,000
Additions during the year	785,000,000	78,500
Closing Balance as on March 31, 2017	945,000,000	94,500
Additions during the year	575,000,000	57,500
<b>Closing Balance as on March 31, 2018</b>	<b>1,520,000,000</b>	<b>152,000</b>

#### 3. (b). Rights, preferences and restrictions attached to shares

Equity Shares : The Company has one class of equity shares having a face 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 in the ensuing Annual General Meeting, except in case of interim dividend. 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. Tata Sons Limited is the ultimate holding company.

During the year ended March 31, 2018, the Company has issued 57,50,00,000, 8.50% Compulsorily Convertible Cumulative Preference Shares ("CCCPS") of face value Rs. 10/- each aggregating Rs. 575 crore, which are convertible into equity shares after the completion of 9 years from the date of allotment. However, CCCPS holders have an option to convert all or any part of the holding, into equity shares at any time, prior to the completion of 9 years. Conversion of CCCPS into equity shares will be based on the fair value to be determined by an independent valuer closer to the conversion date. The CCCPS holders have a right to receive dividend, prior to the Equity Shareholders. The dividend proposed by the Board of Directors on the CCCPS is subject to the approval of the shareholders at an Annual General Meeting, except in case of interim dividend. In the event of liquidation, the Preference Shareholders will carry a preferential right over the holder of equity shares for payment of dividend and for payment of capital, in proportion to their shareholding.

#### Tranche-wise due date details for Compulsorily Convertible Cumulative Preference Shares ("CCCPS")

Date of Allotment	Date of Conversion	No. of Units	Rs in lakh
31-Mar-18	31-Mar-27	150,000,000	15,000
21-Mar-18	21-Mar-27	250,000,000	25,000
8-Mar-18	8-Mar-27	100,000,000	10,000
29-Dec-17	29-Dec-26	75,000,000	7,500
31-Mar-17	31-Mar-26	100,000,000	10,000
28-Feb-17	28-Feb-26	200,000,000	20,000
29-Dec-16	29-Dec-25	100,000,000	10,000
28-Sep-16	28-Sep-25	100,000,000	10,000
28-Jun-16	28-Jun-25	285,000,000	28,500
23-Mar-16	23-Mar-25	125,000,000	12,500
29-Sep-15	29-Sep-24	35,000,000	3,500
<b>Total</b>		<b>1,520,000,000</b>	<b>152,000</b>

The CCCPS holders may, at any time prior to the aforesaid period of conversion, requesting the conversion of all or any part of its holding into Equity Shares.

#### 3. (c). Investment by Tata Capital Limited (Holding company). The entire share capital is held by Tata Capital Limited and its nominees.

Name of company	Particulars of issue	No. of shares	Rs in lakh
Tata Capital Limited (Holding Company) Equity Shares	Opening Balance as on April 1, 2016	1,297,550,000	129,755
	Closing Balance as on March 31, 2017	1,297,550,000	129,755
	<b>Closing Balance as on March 31, 2018</b>	<b>1,297,550,000</b>	<b>129,755</b>
Preference Shares	Opening Balance as on April 1, 2016	160,000,000	16,000
	"Rights" issue during the FY 2016-17	785,000,000	78,500
	Closing Balance as on March 31, 2017	945,000,000	94,500
	"Rights" issue during the FY 2017-18	575,000,000	57,500
	<b>Closing Balance as on March 31, 2018</b>	<b>1,520,000,000</b>	<b>152,000</b>

#### 4. RESERVES AND SURPLUS

PARTICULARS	As at March 31, 2018		As at March 31, 2017	
	Rs in lakh		Rs in lakh	
<b>(a) Securities Premium Account</b>				
Opening Balance		88,865		129,500
Less : Adjustment pursuant to Reduction of Share Capital (Refer note 38)	-		(54,260)	
Add : Adjustment of Tax pursuant to Reduction of Share Capital (Refer note 38)	-		13,702	
Less : Share issue expenses written-off (Refer note 39)	(60)	(60)	(77)	(40,635)
<b>Closing Balance</b>		<b>88,805</b>		<b>88,865</b>
<b>(b) Debenture Redemption Reserve</b>		<b>30,000</b>		<b>30,000</b>
<b>(c) Special Reserve Account</b>				
Opening Balance		25,750		21,431
Add: Transfer from Surplus in the Statement of Profit and Loss (Refer note (a) below)		9,659		4,319
<b>Closing Balance</b>		<b>35,409</b>		<b>25,750</b>
<b>(d) Surplus in Statement of Profit and Loss</b>				
Opening Balance		<b>38,079</b>		<b>32,715</b>
Add: Profit for the year		48,297		21,802
<b>Amount available for Appropriations</b>		<b>86,376</b>		<b>54,517</b>
<b>Less : Appropriations</b>				
- Transfer to Special Reserve Account	(9,659)		(4,319)	
- Interim Dividend on equity shares (Refer note (e) below)	(4,541)		(5,839)	
- Dividend on preference shares (Refer notes (b), (c) and (d) below)	(8,726)		(4,230)	
- Tax on Interim Dividend	(2,701)	(25,627)	(2,050)	(16,438)
<b>Closing Balance</b>		<b>60,749</b>		<b>38,079</b>
<b>TOTAL - RESERVES AND SURPLUS (a + b + c + d)</b>		<b>214,963</b>		<b>182,694</b>

#### Notes:

The amounts appropriated out of the surplus in the Statement of Profit and Loss are as under:

- Rs. 9,652 lakh (Previous Year: Rs. 4,319 lakh) to Special Reserve as prescribed by section 45-IC of the Reserve Bank of India Act, 1934, being 20% of the profit after taxes for the year ended March 31, 2018.
- During the year ended March 31, 2018, the Company has declared and paid on July 27, 2017, an interim dividend for financial year 2017-18 on Compulsorily Convertible Cumulative Preference Shares aggregating to Rs. 2,120 lakh and dividend distribution tax thereon of Rs. 431 lakh.
- During the year ended March 31, 2018, the Company has declared and paid on August 22, 2017, a final dividend for financial year 2016-17 on Compulsorily Convertible Cumulative Preference Shares aggregating to Rs. 3 lakh and dividend distribution tax thereon of Rs. 1 lakh.
- During the year ended March 31, 2018, the Company has declared on March 20, 2018 and paid on March 21, 2018, an interim dividend for financial year 2017-18 on Compulsorily Convertible Cumulative Preference Shares aggregating to Rs. 6,603 lakh (Previous Year : 4,230 lakh) and dividend distribution tax thereon of Rs. 1,344 lakh (Previous Year : 861 lakh).
- During the year ended March 31, 2018, the Company has declared on March 20, 2018 and paid on March 21, 2018, an interim dividend on equity shares of Re. 0.35 per share (Previous Year : Re. 0.45 per share) aggregating to Rs. 4,541 lakh (Previous Year : Rs. 5,839 lakh) and dividend distribution tax thereon of Rs. 925 lakh (Previous Year : Rs. 1,189 lakh).

## 5. LONG-TERM BORROWINGS

PARTICULARS	As at March 31, 2018	As at March 31, 2017
	Rs in lakh	Rs in lakh
<b>(a) Debentures</b>		
<b>Secured</b>		
Privately Placed Non-Convertible Debentures (Refer notes 5.1 and 5.5 below) [Net of unamortised premium of Rs. 57 lakh (as at March 31, 2017 : Nil)]	684,267	446,120
Public issue of Non-Convertible Debentures (Refer notes 5.2 and 5.7 below)	-	28,818
<b>Unsecured</b>		
Non-Convertible Subordinated Debentures (Refer note 5.8 and 5.11 below) [Net of unamortised discount of Rs. 851 lakh (as at March 31, 2017 : Rs. 1,299 lakh)]	181,194	180,746
Non-Convertible Perpetual Debentures (Refer note 5.9 below)	91,800	60,000
Privately Placed Non-Convertible Debentures (Refer note 5.10 below)	80,000	70,000
<b>(b) Term loans</b>		
<b>Secured</b>		
From Banks (Refer notes 5.3 and 5.4 below)	104,500	30,000
<b>Unsecured</b>		
From Banks (Refer note 5.4 below)	145,000	130,000
<b>Total</b>	<b>1,286,761</b>	<b>945,684</b>

### Notes

- 5.1.** 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 current assets of the Company.
- 5.2.** 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 Company.
- 5.3.** Loans and advances from banks are secured by pari passu charge on the receivables of the Company through Security Trustee.

### Terms of repayment of term loans and rate of interest:

- 5.4** As per terms of agreements loan from banks classified under long-term borrowing, short-term borrowing and current liabilities aggregating Rs. 427,000 lakh (Previous Year: Rs. 216,000 lakh) are repayable at maturity ranging between 5 and 48 months from the date of respective loan. Rate of interest payable on term loans varies between 7.45 % to 8.40% (Previous Year : 7.95 % to 9.15%.)

5. 5. Particulars of Privately Placed Secured Non-Convertible Debentures ("NCDs") outstanding as on March 31, 2018

Description of NCDs	Issue Date	Redemption Date	As at March 31, 2018*		As at March 31, 2017*	
			Number of NCDs	Rs in lakh	Number of NCDs	Rs in lakh
TCFSL NCD AF FY 2014-15-Option-I	8-Dec-14	6-Dec-24	600	6,000	600	6,000
TCFSL NCD AF FY 2014-15-Option-I	8-Dec-14	6-Dec-24	150	1,500	150	1,500
TCFSL NCD AA FY 2014-15	20-Nov-14	20-Nov-24	950	9,500	950	9,500
TCFSL NCD "P" FY 2017-18	22-Jan-18	20-Jan-23	480	4,800	-	-
TCFSL NCD "AH" FY 2012-13	5-Sep-12	5-Sep-22	500	5,000	500	5,000
TCFSL NCD "AL" FY 2016-17	31-Mar-17	31-Mar-22	400	4,000	400	4,000
TCFSL NCD "T" FY 2017-18	20-Jul-17	28-Feb-22	750	7,500	-	-
TCFSL NCD "K" FY 2017-18	16-Aug-17	14-Jan-22	750	7,500	-	-
TCFSL NCD "AG" FY 2016-17	28-Dec-16	28-Dec-21	2,720	27,200	2,720	27,200
TCFSL NCD "G" FY 2016-17	30-May-16	28-May-21	500	3,500	500	2,000
TCFSL NCD "R" FY 2017-18	23-Mar-18	23-Mar-21	2,500	25,000	-	-
TCFSL NCD "AB" FY 2015-16	21-Mar-16	19-Mar-21	100	1,000	100	1,000
TCFSL NCD "AA" FY 2015-16	16-Mar-16	16-Mar-21	70	700	70	700
TCFSL NCD "O" FY 2017-18	12-Jan-18	22-Jan-21	750	7,500	-	-
TCFSL NCD "X" FY 2015-16	16-Dec-15	16-Dec-20	100	1,000	100	1,000
TCFSL NCD "E" FY 2017-18	6-Jul-17	6-Aug-20	500	5,000	-	-
TCFSL NCD "G" FY 2017-18	12-Jul-17	10-Jul-20	250	2,500	-	-
TCFSL NCD "U" FY 2016-17	26-Aug-16	1-Jul-20	150	1,500	150	1,500
TCFSL NCD "D" FY 2017-18	9-Jun-17	9-Jun-20	10,150	101,500	-	-
TCFSL NCD "E" FY 2015-16	5-May-15	5-May-20	3,300	33,000	3,300	33,000
TCFSL NCD "AJ" FY 2016-17	1-Mar-17	28-Feb-20	250	2,500	250	2,500
TCFSL NCD "Q" FY 2017-18	24-Jan-18	24-Jan-20	7,000	70,000	-	-
TCFSL NCD "I" FY 2016-17 Option - II	10-Jun-16	23-Dec-19	130	1,300	130	1,300
TCFSL NCD "AE" FY 2016-17	16-Nov-16	16-Dec-19	750	7,500	750	7,500
TCFSL NCD "AD" FY 2016-17	10-Nov-16	10-Dec-19	230	2,300	230	2,300
TCFSL NCD "AC" FY 2016-17	27-Oct-16	25-Oct-19	350	3,500	350	3,500
TCFSL NCD "L" FY 2017-18	29-Sep-17	27-Sep-19	2,000	20,000	-	-
TCFSL NCD "V" FY 2016-17 - Option II	31-Aug-16	30-Aug-19	250	2,500	250	2,500
TCFSL NCD "T" FY 2016-17	25-Aug-16	23-Aug-19	250	2,500	250	2,500
TCFSL NCD "J" FY 2017-18	7-Aug-17	7-Aug-19	5,500	55,000	-	-
TCFSL NCD "J" FY 2017-18 Further Issuance	1-Sep-17	7-Aug-19	2,478	24,837	-	-
TCFSL NCD "P" FY 2016-17	29-Jul-16	29-Jul-19	100	1,000	100	1,000
TCFSL NCD "O" FY 2016-17	19-Jul-16	19-Jul-19	250	2,500	250	2,500
TCFSL NCD "H" FY 2017-18	18-Jul-17	18-Jul-19	5,000	50,000	-	-
TCFSL NCD "N" FY 2016-17	12-Jul-16	12-Jul-19	2,000	20,000	2,000	20,000
TCFSL NCD "F" FY 2017-18	10-Jul-17	10-Jul-19	1,000	10,000	-	-
TCFSL NCD C FY 2014-15 - Option-II	9-Jul-14	9-Jul-19	350	3,500	350	3,500
TCFSL NCD "I" FY 2016-17- Option I	10-Jun-16	24-Jun-19	250	2,500	250	2,500
TCFSL NCD "B" FY 2017-18	30-May-17	30-May-19	2,250	22,500	-	-
TCFSL NCD "N" FY 2017-18	29-Nov-17	29-May-19	500	5,000	-	-
TCFSL NCD "F" FY 2016-17	24-May-16	24-May-19	250	2,500	250	2,500
TCFSL NCD "Z" FY 2015-16	5-Feb-16	3-May-19	1,000	10,000	1,000	10,000
TCFSL NCD "D" FY 2016-17	20-Apr-16	19-Apr-19	100	1,000	100	1,000
TCFSL NCD "AC" FY 2015-16	31-Mar-16	18-Apr-19	213	2,130	213	2,130
TCFSL NCD "A" FY 2017-18	10-Apr-17	10-Apr-19	10,250	102,500	-	-
TCFSL NCD "B" FY 2016-17	7-Apr-16	8-Apr-19	200	2,000	200	2,000
TCFSL NCD "M" FY 2017-18	16-Nov-17	28-Mar-19	7,500	75,000	-	-
TCFSL NCD "AK" FY 2016-17	27-Mar-17	27-Mar-19	190	1,900	190	1,900
TCFSL NCD "AA" FY 2016-17	6-Oct-16	18-Mar-19	500	5,000	500	5,000
TCFSL NCD "X" FY 2016-17	8-Sep-16	8-Mar-19	2,500	25,000	2,500	25,000
TCFSL NCD "AI" FY 2016-17	8-Feb-17	4-Mar-19	1,000	10,000	1,000	10,000
TCFSL NCD "AH" FY 2016-17	6-Feb-17	6-Feb-19	1,500	15,000	1,500	15,000
TCFSL NCD "Y" FY 2015-16	8-Jan-16	8-Jan-19	250	2,500	250	2,500
TCFSL NCD "C" FY 2017-18	2-Jun-17	30-Nov-18	1,000	10,000	-	-
TCFSL NCD "AF" FY 2016-17	29-Nov-16	29-Nov-18	3,000	30,000	3,000	30,000
TCFSL NCD AA FY 2011-12	21-Oct-11	21-Oct-18	150	1,500	150	1,500
TCFSL NCD "AB" FY 2016-17	14-Oct-16	12-Oct-18	5,450	54,500	5,450	54,500
TCFSL NCD R FY 2011-12	23-Sep-11	23-Sep-18	100	1,000	100	1,000
TCFSL NCD "W" FY 2016-17	6-Sep-16	6-Sep-18	2,500	25,000	2,500	25,000
TCFSL NCD "V" FY 2016-17 - Option I	31-Aug-16	31-Aug-18	300	3,000	300	3,000
TCFSL NCD "S" FY 2015-16	26-Aug-15	24-Aug-18	250	2,500	250	2,500
TCFSL NCD O FY 2013-14	20-Aug-13	20-Aug-18	430	4,300	430	4,300
TCFSL NCD M FY 2011-12	17-Aug-11	17-Aug-18	40	400	40	400

Description of NCDs	Issue Date	Redemption Date	As at March 31, 2018*		As at March 31, 2017*	
			Number of NCDs	Rs in lakh	Number of NCDs	Rs in lakh
TCFSL NCD "S" FY 2016-17	16-Aug-16	16-Aug-18	750	7,500	750	7,500
TCFSL NCD "R" FY 2016-17	12-Aug-16	13-Aug-18	250	2,500	250	2,500
TCFSL NCD "Q" FY 2016-17	2-Aug-16	2-Aug-18	1,500	15,000	1,500	15,000
TCFSL NCD 'Q' FY 2015-16 Option I	13-Jul-15	13-Jul-18	50	500	50	500
TCFSL NCD "L" FY 2015-16	22-Jun-15	22-Jun-18	3,800	38,000	3,800	38,000
TCFSL NCD G FY 2013-14	22-May-13	22-May-18	2,000	20,000	2,000	20,000
TCFSL NCD H FY 2013-14	22-May-13	22-May-18	250	2,500	250	2,500
TCFSL NCD D FY 2013-14	7-May-13	7-May-18	200	2,000	200	2,000
TCFSL NCD E FY 2013-14	7-May-13	7-May-18	500	5,000	500	5,000
TCFSL NCD A FY 2013-14 - Option-I	23-Apr-13	23-Apr-18	850	8,500	850	8,500
TCFSL NCD AK FY 2014-15-Option-II	15-Jan-15	5-Apr-18	59	590	59	590
TCFSL NCD AX FY 2014-15-Option-II	20-Mar-15	3-Apr-18	80	800	80	800
TCFSL NCD BF FY 2012-13	26-Mar-13	26-Mar-18	-	-	50	500
TCFSL NCD "J" FY 2016-17- Option I	15-Jun-16	26-Mar-18	-	-	300	3,000
TCFSL NCD "Y" FY 2016-17	30-Sep-16	26-Mar-18	-	-	1,500	15,000
TCFSL NCD "Z" FY 2016-17	4-Oct-16	26-Mar-18	-	-	3,500	35,000
TCFSL NCD "AY" FY 2014-15-Option-I	24-Mar-15	23-Mar-18	-	-	150	1,500
TCFSL NCD "A" FY 2016-17	5-Apr-16	20-Mar-18	-	-	1,250	12,500
TCFSL NCD "E" FY 2016-17	22-Apr-16	20-Mar-18	-	-	700	7,000
TCFSL NCD "C" FY 2016-17	13-Apr-16	15-Mar-18	-	-	2,500	25,000
TCFSL NCD AV FY 2014-15 - Option-II	10-Mar-15	9-Mar-18	-	-	500	5,000
TCFSL NCD AT FY 2014-15 - Option-I	2-Mar-15	2-Mar-18	-	-	650	6,500
TCFSL NCD AQ FY 2014-15	20-Feb-15	12-Feb-18	-	-	60	600
TCFSL NCD AP FY 2014-15-Option-I	4-Feb-15	2-Feb-18	-	-	500	5,000
TCFSL NCD AN FY 2014-15	29-Jan-15	29-Jan-18	-	-	3,000	30,000
TCFSL NCD AL FY 2014-15	20-Jan-15	24-Jan-18	-	-	210	2,100
TCFSL NCD AY FY 2012-13	22-Jan-13	22-Jan-18	-	-	2,000	20,000
TCFSL NCD BA FY 2012-13	22-Jan-13	22-Jan-18	-	-	250	2,500
TCFSL NCD 'AZ' FY 2012-13	22-Jan-13	22-Jan-18	-	-	3,000	30,000
TCFSL NCD AX FY 2012-13	16-Jan-13	16-Jan-18	-	-	650	6,500
TCFSL NCD AK FY 2014-15-Option-I	15-Jan-15	15-Jan-18	-	-	97	970
TCFSL NCD AJ FY 2014-15	14-Jan-15	10-Jan-18	-	-	162	1,620
TCFSL NCD "L" FY 2016-17	7-Jul-16	8-Jan-18	-	-	250	2,500
TCFSL NCD AH FY 2014-15-Option-III	16-Dec-14	4-Jan-18	-	-	90	900
TCFSL NCD "K" FY 2016-17	24-Jun-16	26-Dec-17	-	-	250	2,500
TCFSL NCD "J" FY 2016-17- Option II	15-Jun-16	15-Dec-17	-	-	250	2,500
TCFSL NCD AF FY 2014-15-Option-III	8-Dec-14	8-Dec-17	-	-	50	500
TCFSL NCD AS FY 2012-13	5-Dec-12	5-Dec-17	-	-	250	2,500
TCFSL NCD AB FY 2014-15-Option-III	21-Nov-14	29-Nov-17	-	-	150	1,500
TCFSL NCD AB FY 2014-15-Option-II	21-Nov-14	27-Nov-17	-	-	200	2,000
TCFSL NCD X FY 2014-15 - Option -II	14-Nov-14	24-Nov-17	-	-	150	1,500
TCFSL NCD Y FY 2014-15	18-Nov-14	20-Nov-17	-	-	100	1,000
TCFSL NCD AB FY 2014-15-Option-I	21-Nov-14	20-Nov-17	-	-	380	3,800
TCFSL NCD Z FY 2014-15	19-Nov-14	15-Nov-17	-	-	740	7,400
TCFSL NCD AQ FY 2012-13	12-Nov-12	10-Nov-17	-	-	300	3,000
TCFSL NCD "W" FY 2015-16	10-Nov-15	10-Nov-17	-	-	200	2,000
TCFSL NCD AJ FY 2012-13	9-Nov-12	9-Nov-17	-	-	5,000	50,000
TCFSL NCD U FY 2014-15	21-Oct-14	20-Oct-17	-	-	100	1,000
TCFSL NCD "V" FY 2015-16	21-Oct-15	20-Oct-17	-	-	1,000	10,000
TCFSL NCD T FY 2014-15 - Option -III	13-Oct-14	18-Oct-17	-	-	100	1,000
TCFSL NCD S FY 2014-15 - Option -I	9-Oct-14	9-Oct-17	-	-	50	500
TCFSL NCD R FY 2014-15 - Option -III	30-Sep-14	29-Sep-17	-	-	50	500
TCFSL NCD R FY 2014-15 - Option -II	30-Sep-14	28-Sep-17	-	-	100	1,000
TCFSL NCD 'U' FY 2015-16	28-Sep-15	28-Sep-17	-	-	2,000	20,000
TCFSL NCD S FY 2014-15 - Option -V	9-Oct-14	27-Sep-17	-	-	22	220
TCFSL NCD T FY 2014-15 - Option -V	13-Oct-14	26-Sep-17	-	-	250	2,500
TCFSL NCD T FY 2014-15 - Option -I	13-Oct-14	20-Sep-17	-	-	1,500	15,000
TCFSL NCD AG FY 2012-13	10-Sep-12	8-Sep-17	-	-	100	1,000
TCFSL NCD "M" FY 2016-17	8-Jul-16	8-Sep-17	-	-	1,500	15,000
TCFSL NCD M FY 2014-15	4-Sep-14	4-Sep-17	-	-	500	5,000
TCFSL NCD L FY 2014-15 - Option- I	1-Sep-14	1-Sep-17	-	-	4,000	40,000
TCFSL NCD R FY 2013-14	26-Aug-13	25-Aug-17	-	-	300	3,000
TCFSL NCD M FY 2011-12 - Partial Redemption	17-Aug-11	17-Aug-17	-	-	30	300
TCFSL NCD "H" FY 2016-17	7-Jun-16	10-Aug-17	-	-	400	4,000
TCFSL NCD AE FY 2012-13	9-Aug-12	9-Aug-17	-	-	200	2,000
TCFSL NCD 'R' FY 2015-16	31-Jul-15	31-Jul-17	-	-	1,570	15,700



Description of NCDs	Issue Date	Redemption Date	As at March 31, 2018*		As at March 31, 2017*	
			Number of NCDs	Rs in lakh	Number of NCDs	Rs in lakh
TCFSL NCD "H" FY 2015-16 Option - I	15-May-15	17-Jul-17	-	-	1,270	12,700
TCFSL NCD F FY 2014-15	14-Jul-14	14-Jul-17	-	-	100	1,000
TCFSL NCD C FY 2014-15 - Option-I	9-Jul-14	10-Jul-17	-	-	250	2,500
TCFSL NCD 'O' FY 2015-16 Option II	7-Jul-15	7-Jul-17	-	-	250	2,500
TCFSL NCD 'P' FY 2015-16	9-Jul-15	7-Jul-17	-	-	2,500	25,000
TCFSL NCD "M" FY 2015-16 - Option I	24-Jun-15	23-Jun-17	-	-	1,000	10,000
TCFSL NCD "M" FY 2015-16 - Option II	24-Jun-15	23-Jun-17	-	-	750	7,500
TCFSL NCD "M" FY 2015-16 - Option III	24-Jun-15	23-Jun-17	-	-	750	7,500
TCFSL NCD 'O' FY 2015-16 Option I	7-Jul-15	23-Jun-17	-	-	2,500	25,000
TCFSL NCD "H" FY 2015-16 Option - V	15-May-15	20-Jun-17	-	-	187	1,870
TCFSL NCD "I" FY 2015-16 Option - V	22-May-15	20-Jun-17	-	-	67	670
TCFSL NCD "K" FY 2015-16	9-Jun-15	9-Jun-17	-	-	5,000	50,000
TCFSL NCD "C" FY 2015-16 OPTION-IV	22-Apr-15	1-Jun-17	-	-	340	3,400
TCFSL NCD "H" FY 2015-16 Option - VI	15-May-15	1-Jun-17	-	-	175	1,750
TCFSL NCD "I" FY 2015-16 Option - I	22-May-15	1-Jun-17	-	-	1,273	12,730
TCFSL NCD "G" FY 2015-16 - Option I	13-May-15	24-May-17	-	-	350	3,500
TCFSL NCD "J" FY 2015-16 - Option II	26-May-15	24-May-17	-	-	5,250	52,500
TCFSL NCD "H" FY 2015-16 Option - IV	15-May-15	24-May-17	-	-	220	2,200
TCFSL NCD "B" FY 2015-16	20-Apr-15	22-May-17	-	-	1,026	10,260
TCFSL NCD "H" FY 2015-16 Option - II	15-May-15	22-May-17	-	-	780	7,800
TCFSL NCD "I" FY 2015-16 Option - II	22-May-15	17-May-17	-	-	200	2,000
TCFSL NCD "H" FY 2015-16 Option - VIII	15-May-15	15-May-17	-	-	100	1,000
TCFSL NCD "H" FY 2015-16 Option - III	15-May-15	12-May-17	-	-	250	2,500
TCFSL NCD AU FY 2014-15-Option-III	5-Mar-15	2-May-17	-	-	110	1,100
TCFSL NCD "G" FY 2015-16 - Option II	13-May-15	27-Apr-17	-	-	90	900
TCFSL NCD "C" FY 2015-16 OPTION-III	22-Apr-15	25-Apr-17	-	-	850	8,500
TCFSL NCD "C" FY 2015-16 OPTION-II	22-Apr-15	20-Apr-17	-	-	70	700
TCFSL NCD "C" FY 2015-16 OPTION-I	22-Apr-15	19-Apr-17	-	-	326	3,260
TCFSL NCD "D" FY 2015-16 OPTION-II	24-Apr-15	18-Apr-17	-	-	88	880
TCFSL NCD "A" FY 2015-16	15-Apr-15	11-Apr-17	-	-	180	1,800
TCFSL NCD "H" FY 2015-16 Option - VII	15-May-15	11-Apr-17	-	-	120	1,200
TCFSL NCD AU FY 2014-15-Option-I	5-Mar-15	10-Apr-17	-	-	115	1,150
TCFSL NCD "D" FY 2015-16 OPTION-IV	24-Apr-15	5-Apr-17	-	-	510	5,100
TCFSL NCD "D" FY 2015-16 OPTION-I	24-Apr-15	3-Apr-17	-	-	640	6,400
TCFSL NCD "D" FY 2015-16 OPTION-III	24-Apr-15	3-Apr-17	-	-	190	1,900
<b>TOTAL</b>				<b>1,053,757</b>		<b>1,156,500</b>
Of which current maturities classified under "Current liabilities" in note 10				<b>(369,490)</b>		<b>(710,380)</b>
<b>TOTAL</b>				<b>684,267</b>		<b>446,120</b>

\*Note : Coupon rate of "NCDs" outstanding as on March 31, 2018 varies from 7.50% to 10.40% (Previous Year : 7.58% to 10.75%)

5. 6. Particulars of Public issue of Secured Non-Convertible Debentures outstanding as on March 31, 2018

Description of NCD	Issue Date	Redemption Date	Number of NCDs	Rs in lakh
TCFSL NCD Option I (2009)	March 6, 2009	March 5, 2019	310	310
TCFSL NCD Option II (2009)	March 6, 2009	March 5, 2019	177,875	1,779
TCFSL NCD Option III (2009)	March 6, 2009	March 5, 2019	1,497,029	14,970
TCFSL NCD Option IV (2009)	March 6, 2009	March 5, 2019	1,175,939	11,759
<b>Total</b>				<b>28,818</b>

Note : Coupon rate of above outstanding as on March 31, 2018 varies from 9.75% to 10.50%

5. 7. Particulars of Public issue of Secured Non-Convertible Debentures outstanding as on March 31, 2017

Description of NCD	Issue Date	Redemption Date	Number of NCDs	Rs in lakh
TCFSL NCD Option I (2009)	March 6, 2009	March 5, 2019	310	310
TCFSL NCD Option II (2009)	March 6, 2009	March 5, 2019	177,875	1,779
TCFSL NCD Option III (2009)	March 6, 2009	March 5, 2019	1,497,029	14,970
TCFSL NCD Option IV (2009)	March 6, 2009	March 5, 2019	1,175,939	11,759
<b>Total</b>				<b>28,818</b>

Note : Coupon rate of above outstanding as on March 31, 2017 varies from 9.75% to 10.50%

5. 8. Particulars of unsecured redeemable non-convertible subordinated debentures (Tier II Bonds) outstanding as on March 31, 2018

Description of NCD	Issue Date	Redemption Date	Number of NCDs	Rs in lakh *
TCFSL Tier-II Bond "B" FY 2016-17	26-Oct-16	26-Oct-26	150	1,500
TCFSL Tier-II Bond "A" FY 2016-17	11-Aug-16	11-Aug-26	2,000	20,000
TCFSL Tier II Bond 'B' FY 2015-16	30-Mar-16	30-Mar-26	2,000	20,000
TCFSL Tier II Bond 'A' FY 2015-16	22-Jul-15	22-Jul-25	900	9,000
TCFSL Tier II Bond 'D' FY 2014-15	31-Mar-15	31-Mar-25	2,000	20,000
TCFSL Tier II Bond 'C' FY 2014-15	30-Jan-15	30-Jan-25	750	7,500
TCFSL Tier II Bond 'B' FY 2014-15	7-Jan-15	7-Jan-25	350	3,500
TCFSL Tier II Bond 'A' FY 2014-15	26-Sep-14	26-Sep-24	1,000	10,000
TCL Tier II Bond 'H' FY 2009-10	24-Dec-09	24-Dec-19	1,000	5,000
TCL Tier II Bond 'G' FY 2009-10	18-Dec-09	18-Dec-19	3,000	15,000
TCL Tier II Bond 'E' FY 2009-10	15-Dec-09	15-Dec-19	5,725	28,625
TCL Tier II Bond 'F' FY 2009-10	30-Nov-09	30-Nov-19	1,135	4,824
TCL Tier II Bond 'D' FY 2009-10	28-Oct-09	28-Oct-19	1,479	7,395
TCL Tier II Bond 'C' FY 2009-10	28-Oct-09	28-Oct-19	1,580	7,900
TCL Tier II Bond 'B' FY 2009-10	9-Sep-09	9-Sep-19	1,704	17,040
TCL Tier II Bond 'A' FY 2009-10	4-Aug-09	4-Aug-19	391	3,910
<b>Total</b>				<b>181,194</b>

\*Net of unamortised discount of Rs.851 lakh

Note : Coupon rate of above outstanding as on March 31, 2018 varies from 8.45% to 10.50%

Particulars of unsecured redeemable non-convertible subordinated debentures (Tier II Bonds) outstanding as on March 31, 2017

Description of NCD	Issue Date	Redemption Date	Number of NCDs	Rs in Lakh*
TCFSL Tier-II Bond "B" FY 2016-17	26-Oct-16	26-Oct-26	150	1,500
TCFSL Tier-II Bond "A" FY 2016-17	11-Aug-16	11-Aug-26	2,000	20,000
TCFSL Tier II Bond 'B' FY 2015-16	30-Mar-16	30-Mar-26	2,000	20,000
TCFSL Tier II Bond 'A' FY 2015-16	22-Jul-15	22-Jul-25	900	9,000
TCFSL Tier II Bond 'D' FY 2014-15	31-Mar-15	31-Mar-25	2,000	20,000
TCFSL Tier II Bond 'C' FY 2014-15	30-Jan-15	30-Jan-25	750	7,500
TCFSL Tier II Bond 'B' FY 2014-15	7-Jan-15	7-Jan-25	350	3,500
TCFSL Tier II Bond 'A' FY 2014-15	26-Sep-14	26-Sep-24	1,000	10,000
TCL Tier II Bond 'H' FY 2009-10	24-Dec-09	24-Dec-19	1,000	5,000
TCL Tier II Bond 'G' FY 2009-10	18-Dec-09	18-Dec-19	3,000	15,000
TCL Tier II Bond 'E' FY 2009-10	15-Dec-09	15-Dec-19	5,725	28,625
TCL Tier II Bond 'F' FY 2009-10	30-Nov-09	30-Nov-19	1,135	4,376
TCL Tier II Bond 'D' FY 2009-10	28-Oct-09	28-Oct-19	1,479	7,395
TCL Tier II Bond 'C' FY 2009-10	28-Oct-09	28-Oct-19	1,580	7,900
TCL Tier II Bond 'B' FY 2009-10	9-Sep-09	9-Sep-19	1,704	17,040
TCL Tier II Bond 'A' FY 2009-10	4-Aug-09	4-Aug-19	391	3,910
<b>Total</b>				<b>180,746</b>

\*Net of unamortised discount of Rs.1,299 lakh

Note : Coupon rate of above outstanding as on March 31, 2017 varies from 8.45% to 10.50%

5. 9. Particulars of unsecured non-convertible perpetual debentures outstanding as on March 31, 2018

Description of NCD	Issue Date	Number of NCDs	Rs in lakh
TCL Perpetual 'A' FY 2010-11	15-Nov-10	15	75
TCL Perpetual 'B' FY 2010-11	14-Jan-11	18	90
TCL Perpetual 'A' FY 2011-12	5-May-11	20	100
TCL Perpetual 'B' FY 2011-12	8-Aug-11	61	305
TCL Perpetual 'C' FY 2011-12	28-Sep-11	10	50
TCL Perpetual 'D' FY 2011-12	7-Nov-11	5	25
TCFSL Perpetual 'A' FY 2013-14	27-Mar-14	1871	9,355
TCFSL Perpetual 'A' FY 2015-16	16-Jul-15	1000	10,000
TCFSL Perpetual 'B' FY 2015-16	6-Jan-16	500	5,000
TCFSL Perpetual 'C' FY 2015-16	2-Feb-16	500	5,000
TCFSL Perpetual 'D' FY 2015-16	9-Feb-16	1000	10,000
TCFSL Perpetual 'E' FY 2015-16	23-Mar-16	1000	10,000
TCFSL Perpetual 'A' FY 2016-17	30-Jun-16	500	5,000
TCFSL Perpetual 'B' FY 2016-17	13-Jan-17	100	1,000
TCFSL Perpetual 'C' FY 2016-17	8-Mar-17	400	4,000
TCFSL Perpetual 'A' FY 2017-18	21-Jun-17	500	5,000
TCFSL Perpetual 'B' FY 2017-18	14-Jul-17	500	5,000
TCFSL Perpetual 'C' FY 2017-18	11-Sep-17	930	9,300
TCFSL Perpetual 'D' FY 2017-18	26-Mar-18	1000	10,000
TCFSL Perpetual 'D' FY 2017-18	26-Mar-18	250	2,500
<b>Total</b>			<b>91,800</b>

Note : Coupon rate of above outstanding as on March 31, 2018 varies from 8.61% to 11.25%

Particulars of unsecured non-convertible perpetual debentures outstanding as on March 31, 2017

Description of NCD	Issue Date	Number of NCDs	Rs in lakh
TCL Perpetual A FY 2010-11	15-Nov-10	15	75
TCL Perpetual B FY 2010-11	14-Jan-11	18	90
TCL Perpetual A FY 2011-12	5-May-11	20	100
TCL Perpetual B FY 2011-12	8-Aug-11	61	305
TCL Perpetual C FY 2011-12	28-Sep-11	10	50
TCL Perpetual D FY 2011-12	7-Nov-11	5	25
TCFSL Perpetual A FY 2013-14	27-Mar-14	1871	9,355
TCFSL Perpetual A FY 2015-16	16-Jul-15	1000	10,000
TCFSL Perpetual B FY 2015-16	6-Jan-16	500	5,000
TCFSL Perpetual C FY 2015-16	2-Feb-16	500	5,000
TCFSL Perpetual D FY 2015-16	9-Feb-16	1000	10,000
TCFSL Perpetual E FY 2015-16	23-Mar-16	1000	10,000
TCFSL Perpetual 'A' FY 2016-17	30-Jun-16	500	5,000
TCFSL Perpetual 'B' FY 2016-17	13-Jan-17	100	1,000
TCFSL Perpetual 'C' FY 2016-17	8-Mar-17	400	4,000
<b>Total</b>			<b>60,000</b>

Note : Coupon rate of above outstanding as on March 31, 2017 varies from 9.00% to 11.25%

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Funds Raised through Perpetual Debt Instruments	31,800	10,000
Amount outstanding at the end of year	91,800	60,000
Percentage of amount of Perpetual Debt Instruments of the amount of Tier I Capital	18.43%	15.07%
Financial year in which interest on Perpetual Debt Instruments is not paid on account of 'Lock-In Clause'.	N.A.	

5. 10. Particulars of Privately Placed unsecured non-convertible debentures ("NCDs") outstanding as on March 31, 2018

Description of NCD	Issue Date	Redemption Date	Number of NCDs	Rs in lakh
TCFSL Unsecured NCD A FY 2017-18	27-Jun-17	27-Jun-19	8000	80,000
TCFSL UNSECURED NCD "A" FY 2015-16	12-Aug-15	10-Aug-18	2000	20,000
TCFSL Unsecured NCD B FY 2016-17	27-Apr-16	27-Apr-18	2000	20,000
TCFSL Unsecured NCD A FY 2016-17	25-Apr-16	25-Apr-18	3000	30,000
<b>TOTAL</b>				<b>150,000</b>
Of which current maturities classified under "Current liabilities" in note 10				<b>(70,000)</b>
<b>Total</b>				<b>80,000</b>

Note : Coupon rate of above outstanding as on March 31, 2018 varies from 7.90% to 9.20%

Particulars of Privately Placed unsecured non-convertible debentures ("NCDs") outstanding as on March 31, 2017

Description of NCD	Issue Date	Redemption Date	Number of NCDs	Rs in lakh
TCFSL Unsecured NCD A FY 2015-16	12-Aug-15	10-Aug-18	2000	20,000
TCFSL Unsecured NCD A FY 2016-17	25-Apr-16	25-Apr-18	3000	30,000
TCFSL Unsecured NCD B FY 2016-17	27-Apr-16	27-Apr-18	2000	20,000
TCFSL Unsecured NCD B FY 2015-16 Option-I	1-Sep-15	1-Sep-17	1500	15,000
<b>TOTAL</b>				<b>85,000</b>
Of which current maturities classified under "Current liabilities" in note 10				<b>(15,000)</b>
<b>Total</b>				<b>70,000</b>

Note : Coupon rate of above outstanding as on March 31, 2017 varies from 8.80% to 8.91%

5. 11. Unsecured redeemable Non-convertible subordinated debentures includes the debentures issued to Key Management Personnel of Rs. 20 lakh (Previous Year : Rs. 20 lakh).

**6. OTHER LONG-TERM LIABILITIES**

<b>PARTICULARS</b>	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>
	<b>Rs in lakh</b>	<b>Rs in lakh</b>
(a) Interest accrued but not due on borrowings	213	4,317
(b) Income received in advance	173	215
(c) Payable for capital expenditure	205	-
(d) Sundry liabilities account (interest capitalisation)	250	2,487
<b>Total</b>	<b>841</b>	<b>7,019</b>

**7. LONG-TERM PROVISIONS**

<b>PARTICULARS</b>	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>
	<b>Rs in lakh</b>	<b>Rs in lakh</b>
(a) Provision for employee benefits	962	891
(b) Contingent provision against Standard Assets (Refer note 36)	6,732	5,160
(c) Provision for doubtful loans and credit substitutes	17,993	30,361
(d) Provision for restructured standard assets	108	70
<b>Total</b>	<b>25,795</b>	<b>36,482</b>

## 8. SHORT-TERM BORROWINGS

PARTICULARS	As at March 31, 2018	As at March 31, 2017
	Rs in lakh	Rs in lakh
<b>(a) Loans repayable on demand</b>		
<b>Secured</b>		
<b>From Banks</b>		
(i) Working capital demand loan (Refer notes 5.3 above and 8.2 below)	268,000	75,000
(ii) Bank Overdraft (Refer note 5.3 above)	210,934	301,969
<b>Unsecured</b>		
<b>From Banks</b>		
(i) Working capital demand loan (Refer notes 5.3 above and 8.2 below)	40,000	11,200
<b>(b) Term loans</b>		
<b>Secured</b>		
From Banks (Refer notes 5.3 and 5.4 above)	10,000	6,000
<b>Unsecured</b>		
From Banks (Refer note 5.4 above)	82,500	-
<b>(c) Other loans and advances</b>		
<b>Unsecured</b>		
(i) Commercial paper (Refer note 8.1 below) [Net of unamortised discount of Rs. 12,637 lakh (as at March 31, 2017 : Rs. 9,868 lakh)]	641,363	567,632
(ii) Inter Corporate Deposits from Related Parties (Refer notes 8.3 below and 31)	33,784	44,829
(iii) Inter Corporate Deposits from Others (Refer note 8.3 below)	6,500	-
<b>Total</b>	<b>1,293,081</b>	<b>1,006,630</b>

### Notes

8.1. Discount on commercial paper varies between 7.32 % to 8.25% (Previous year : 6.66% to 8.61% )

8.2. Rate of interest payable on WCDL varies between 7.60 % to 8.10% (Previous Year : 7.95 % to 8.70%.)

8.3. Rate of interest payable on Inter-corporate deposits varies between 7.25 % to 8.87% (Previous Year : 8.61 % to 8.87%.)

## 9. TRADE PAYABLES

PARTICULARS	As at March 31, 2018	As at March 31, 2017
	Rs in lakh	Rs in lakh
(i) Accrued expenses	18,586	16,170
(ii) Payable to Related Parties	98	28
(iii) Payable to Dealers/Vendors	33,252	27,422
(iv) Others	561	918
<b>Total</b>	<b>52,497</b>	<b>44,538</b>

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 Company. The amount of principal and interest outstanding during the year is given below :

### 9. (a) Total outstanding dues of micro enterprises and small enterprises

PARTICULARS	As at March 31, 2018	As at March 31, 2017
(a) Amounts outstanding but not due as at year end	-	-
(b) Amounts due but unpaid as at year end	-	-
(c) Amounts paid after appointed date during the year	-	-
(d) Amount of interest accrued and unpaid as at year end	-	-
(e) The amount of further interest due and payable even in the succeeding year	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

## 10. OTHER CURRENT LIABILITIES

PARTICULARS	As at March 31, 2018	As at March 31, 2017
	Rs in lakh	Rs in lakh
<b>(a) Current maturities of long-term debt</b>		
<b>(i) Debentures</b>		
<b>Secured</b>		
Privately Placed Non-Convertible Debentures (Refer notes 5.1 and 5.5 above)	369,490	710,380
Public issue of Non-Convertible Debentures (Refer notes 5.2 and 5.6 above)	28,818	-
<b>Unsecured</b>		
Privately Placed Non-Convertible Debentures (Refer note 5.10 above)	70,000	15,000
<b>(ii) Term Loans</b>		
<b>Secured</b>		
From Banks (Refer notes 5.3 and 5.4 above)	15,000	50,000
<b>Unsecured</b>		
From Banks (Refer note 5.4 above)	70,000	-
<b>(iii) Other loans and advances</b>		
<b>Unsecured</b>		
Inter-Corporate Deposits from Others (Refer note 8.3 above)	715	715
(b) Interest accrued but not due on borrowings	77,010	81,149
(c) Income received in advance	1,573	1,113
(d) Unclaimed matured debentures and accrued interest thereon	53	53
(e) Other payables		
(i) Security deposit	31,719	22,475
(ii) Statutory dues	3,758	1,305
(iii) Payable for capital expenditure	1,637	908
(vi) Advances from customers	1,677	1,402
(v) Sundry liabilities account (interest capitalisation)	450	2,058
(vi) Amounts payable - assigned loans	2,997	5,727
(vii) Accrued employee benefit expense	6,524	4,321
(viii) Others	893	595
<b>Total</b>	<b>682,314</b>	<b>897,201</b>

## 11. SHORT-TERM PROVISIONS

PARTICULARS	As at March 31, 2018	As at March 31, 2017
	Rs in lakh	Rs in lakh
(a) Provision for employee benefits	157	142
(b) Provision - Others		
(i) Contingent Provision against Standard Assets (Refer note 34)	8,523	6,431
(ii) Provision for tax [Net of advance tax Rs. 9,894 lakh (As at March 31, 2017 Rs. 29,481 lakh)]	10,114	8,575
(iii) Provision for doubtful loans and credit substitutes	71,856	90,861
(iv) Provision for restructured standard assets	35	41
<b>Total</b>	<b>90,685</b>	<b>106,050</b>

**12. PROPERTY, PLANT AND EQUIPMENT**
**(Rs. in lakh)**

Particulars	Gross Block					Accumulated depreciation and amortisation				Net Carrying Value
	Opening balance as at April 1, 2017	Additions/ Adjustments	Deletions	Written off during the year*	Closing balance as at March 31, 2018	Opening balance as at April 1, 2017	Depreciation/ Amortisation for the year	Deletions/ Adjustments	Closing balance as at March 31, 2018	As at March 31, 2018
<b>TANGIBLE ASSETS</b>										
Buildings	4,975	-	-	-	4,975	1,298	200	-	1,498	3,477
	4,975	-	-	-	4,975	1,098	200	-	1,298	3,677
Leasehold Improvements	3,554	365	56	-	3,863	1,853	547	46	2,354	1,509
	4,191	338	975	-	3,554	2,343	424	914	1,853	1,701
Furniture & Fixtures	1,181	132	25	-	1,288	689	101	18	772	516
	1,190	211	220	-	1,181	716	136	163	689	492
Computer Equipment	2,407	982	-	-	3,389	789	604	-	1,393	1,996
	945	1,579	117	-	2,407	614	292	117	789	1,618
Office Equipment	1,760	210	13	-	1,957	1,278	203	11	1,470	487
	1,580	318	138	-	1,760	1,238	155	115	1,278	482
Plant & Machinery	520	4	21	-	503	263	52	16	299	204
	668	-	148	-	520	319	64	120	263	257
Vehicles	934	83	128	-	889	482	181	90	573	316
	1,000	266	332	-	934	575	209	302	482	452
<b>ASSETS GIVEN UNDER OPERATING LEASE/RENTAL</b>										
Construction Equipment	24,047	1,787	7,602	-	18,232	9,748	2,827	3,919	8,656	9,576
	22,843	1,435	231	-	24,047	6,905	2,894	51	9,748	14,299
Vehicles	3,497	1,913	2,210	-	3,200	1,916	897	1,266	1,547	1,653
	4,769	793	2,065	-	3,497	2,797	798	1,679	1,916	1,581
Plant & Machinery	25,966	12,323	1,453	-	36,836	4,347	6,515	322	10,540	26,296
	13,642	12,432	108	-	25,966	2,153	2,214	20	4,347	21,619
Computer Equipment	21,867	3,225	2,431	-	22,661	8,967	7,154	1,894	14,227	8,434
	22,812	7,423	8,368	-	21,867	8,222	4,687	3,942	8,967	12,900
Furniture & Fixtures	1,046	123	-	-	1,169	212	296	-	508	661
	635	411	-	-	1,046	126	86	-	212	834
Office Equipments	2,711	204	229	-	2,686	1,466	792	224	2,034	652
	2,607	299	195	-	2,711	862	769	165	1,466	1,245
Railway Wagons	16,019	124	-	-	16,143	1,186	2,580	-	3,766	12,377
	8,265	7,754	-	-	16,019	223	963	-	1,186	14,833
Electrical Installation & Equipments	1,176	12	-	-	1,188	114	228	-	342	846
	289	887	-	-	1,176	2	112	-	114	1,062
<b>TANGIBLE ASSETS - TOTAL</b>	<b>111,660</b>	<b>21,487</b>	<b>14,168</b>	<b>-</b>	<b>118,979</b>	<b>34,608</b>	<b>23,177</b>	<b>7,806</b>	<b>49,979</b>	<b>69,000</b>
	90,411	34,146	12,897	-	111,660	28,193	14,003	7,588	37,601	77,052



Particulars	Gross Block					Accumulated depreciation and amortisation				Net Carrying Value
	Opening balance as at April 1, 2017	Additions/ Adjustments	Deletions	Written off during the year*	Closing balance as at March 31, 2018	Opening balance as at April 1, 2017	Depreciation/ Amortisation for the year	Deletions/ Adjustments	Closing balance as at March 31, 2018	As at March 31, 2018
<b>INTANGIBLE ASSETS (other than internally generated)</b>										
Goodwill	- <i>7,804</i>	- -	- -	- <i>7,804</i>	- -	- -	- -	- -	- -	- -
Software	2,228 <i>1,765</i>	1,671 <i>480</i>	50 <i>17</i>	- -	3,849 <i>2,228</i>	1,119 <i>864</i>	460 <i>270</i>	44 <i>15</i>	1,535 <i>1,119</i>	2,314 <i>1,109</i>
<b>INTANGIBLE ASSETS - TOTAL</b>	<b>2,228</b> <i>9,569</i>	<b>1,671</b> <i>480</i>	<b>50</b> <i>17</i>	<b>-</b> <i>7,804</i>	<b>3,849</b> <i>2,228</i>	<b>1,119</b> <i>864</i>	<b>460</b> <i>270</i>	<b>44</b> <i>15</i>	<b>1,535</b> <i>1,119</i>	<b>2,314</b> <i>1,109</i>
<b>Total</b>	<b>113,888</b> <i>99,980</i>	<b>23,158</b> <i>34,626</i>	<b>14,218</b> <i>12,914</i>	<b>-</b> <i>7,804</i>	<b>122,828</b> <i>113,888</i>	<b>35,727</b> <i>29,057</i>	<b>23,637</b> <i>14,273</i>	<b>7,850</b> <i>7,603</i>	<b>51,514</b> <i>35,727</i>	<b>71,314</b> <i>78,161</i>
<b>Capital work-in-progress</b>										101 518
<b>Intangible Assets under Development</b>										39 655
<b>Total</b>										<b>71,454</b> <b>79,334</b>

Figures in italics relate to previous year

\* Written off pursuant to Reduction of Share Capital (Refer note 38)

### 13. INVESTMENTS

PARTICULARS	As at March 31, 2018		As at March 31, 2017	
	Non- Current Investment	Current portion of Non-Current Investment	Non- Current Investment	Current portion of Non-Current Investment
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh
<b>LONG-TERM INVESTMENTS (at cost)</b>				
<b>Investment in Associates</b>				
<b>Unquoted :</b>				
Investment in Equity Shares	-	-	3,854	-
Investment in Security Receipts	-	-	748	-
<b>Investment in Others</b>				
<b>Quoted :</b>				
Investment in Equity Shares	20,916	-	16,582	-
Investment in Mutual Fund	50	-	50	-
<b>Unquoted :</b>				
Investment in Equity Shares	13,642	-	9,749	-
Investment in Mutual Fund	980	-	980	-
Investment in Security Receipts	395	-	-	-
Investment in Preference Shares	-	-	-	90
<b>Sub-total</b>	<b>35,983</b>	<b>-</b>	<b>31,963</b>	<b>90</b>
Less: Provision for diminution in value of investments	(4,803)	-	(5,313)	(90)
<b>Total Long-Term Investments</b>	<b>31,180</b>	<b>-</b>	<b>26,650</b>	<b>-</b>

PARTICULARS	As at March 31, 2018	As at March 31, 2017
<b>CURRENT INVESTMENTS (At lower of cost and fair value, unless otherwise stated)</b>		
<b>Quoted :</b>		
Investment in Equity Shares	170	794
<b>Unquoted :</b>		
Investment in Equity Shares*	0	0
<b>Total Current Investments</b>	<b>170</b>	<b>794</b>

TOTAL INVESTMENTS	As at March 31, 2018		As at March 31, 2017	
	Non- Current Investment	Current Investment	Non- Current Investment	Current Investment
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh
<b>Total Investments</b>	<b>31,180</b>	<b>170</b>	<b>26,650</b>	<b>794</b>
Book value of Quoted investments (net)	17,776	170	11,833	794
Market value of Quoted investments	14,717	1,362	10,814	802
Book value of Unquoted investments (net)	13,404	-	14,817	-

\* Amount less than Rs. 50,000.

## Scrip-wise details of Investments:

PARTICULARS	Face value Per Unit (in Rs)	As at March 31, 2018			As at March 31, 2017		
		No. of Units	Non- Current Investments	Current portion of Non-Current Investments	No. of Units	Non- Current Investments	Current portion of Non-Current Investments
			Rs in lakh	Rs in lakh		Rs in lakh	Rs in lakh
<b>LONG-TERM INVESTMENTS</b>							
<b>Investments in Associates</b>							
<b>Unquoted</b>							
<b>Investment in Equity Shares (Non-Trade)</b>							
International Asset Reconstruction Company Private Limited (Refer note 31)	10	-	-	-	13,946,295	3,854	-
			-	-		<b>3,854</b>	-
<b>Investment in Security Receipts</b>							
International Asset Reconstruction Company Private Limited	1,000	-	-	-	104,135	748	-
			-	-		<b>748</b>	-
<b>Investments in Others</b>							
<b>Quoted :</b>							
<b>Investment in Equity Shares (Non-Trade)</b>							
Hindustan Unilever Limited	1	2,000	5	-	2,000	5	-
Praj Industries Limited	2	13,422,400	16,577	-	13,422,400	16,577	-
The New India Assurance company Limited	5	541,688	4,334	-	-	-	-
			<b>20,916</b>	-		<b>16,582</b>	-
<b>Investment in units of Mutual Funds</b>							
HDFC Debt Fund For Cancer Cure	10	500,000	50	-	500,000	50	-
			<b>50</b>	-		<b>50</b>	-
<b>Unquoted :</b>							
<b>Investment in Equity Shares (Non-Trade unless otherwise stated)</b>							
Adithya Automotives Private Limited	10	1,396,500	140	-	1,396,500	140	-
Aricent Technologies Holdings Limited *	10	8	0	-	8	0	-
Fincare Business Services Limited	10	235,992	660	-	235,992	660	-
International Asset Reconstruction Company Private Limited	10	13,946,295	3,893	-	-	-	-
Shriram Properties Private Limited	10	2,223,569	3,935	-	2,223,569	3,935	-
TVS Logistics Services Limited	10	217,325	1,465	-	217,325	1,465	-
SKS Ispat & Power Limited	10	33,931,831	1,028	-	33,931,831	1,028	-
Varroc Engineering Private Limited	10	155,024	2,521	-	155,024	2,521	-
			<b>13,642</b>	-		<b>9,749</b>	-
<b>Investment in Security Receipts</b>							
International Asset Reconstruction Company Private Limited	1,000	104,135	395	-	-	-	-
			<b>395</b>	-		-	-
<b>Investment in Preference Shares (Non-Trade)</b>							
0.001% Share Microfin Limited Optionally Cumulative Convertible Redeemable Preference Shares	10	-	-	-	900,000	-	90
			-	-		-	<b>90</b>
<b>Investment in units of Mutual Funds</b>							
Tata Money Market Fund	1,000	39,412	980	-	39,412	980	-
			<b>980</b>	-		<b>980</b>	-
<b>Less: Provision for diminution in value of investments</b>			(4,803)	-		(5,313)	(90)
<b>Total Long Term Investments</b>			<b>31,180</b>	-		<b>26,650</b>	-

PARTICULARS	Face value Per Unit (in Rs)	As at March 31, 2018			As at March 31, 2017		
		No. of Units	Rs in lakh	Rs in lakh	No. of Units	Rs in lakh	Rs in lakh
<b>CURRENT INVESTMENTS</b>							
<b>Quoted :</b>							
<b>Investment in Equity Shares (Non-Trade)</b>							
3i Infotech Limited	10	23,280,000	1,013		-	-	
Consolidated Construction Consortium Limited	2	416,472	8		-	-	
Diamond Power Infra Limited	10	1,631,881	674		1,631,881	674	
Gol Offshore Limited	10	644,609	282		644,609	282	
IVRCL Limited	2	1,594,857	246	2,223	2,776,522	428	1,384
Less: MTM Provision on Current Investments				(2,053)			(590)
				170			794
<b>Unquoted :</b>							
<b>Investment in Equity Shares (Non-Trade)</b>							
Coastal Projects Limited	10	4,101,806	410		4,101,806	410	
Tata Tele Services Limited * (Refer note 38)	10	62,250,000	0	410	62,250,000	0	410
Less: Provision for diminution on Current Investment				(410)			(410)
				0			0
<b>Total Current Investments</b>				170			794
<b>PARTICULARS</b>		<b>As at March 31, 2018</b>			<b>As at March 31, 2017</b>		
		<b>Non- Current Investment</b>	<b>Current Investments</b>		<b>Non- Current Investment</b>	<b>Current Investments</b>	
		<b>Rs in lakh</b>	<b>Rs in lakh</b>		<b>Rs in lakh</b>	<b>Rs in lakh</b>	
<b>TOTAL INVESTMENTS</b>		<b>31,180</b>	<b>170</b>		<b>26,650</b>	<b>794</b>	
Book value of Quoted investments (net)		17,776	170		11,833	794	
Market value of Quoted investments		14,717	1,362		10,814	802	
Book value of Unquoted investments (net)		13,404	-		14,817	-	

\* Amount less than Rs. 50,000.

**14. DEFERRED TAX ASSET**

Particulars	As at March 31, 2018	As at March 31, 2017
	Rs in lakh	Rs in Lakh
Deferred Tax Asset (net)	37,568	43,483

The major components of deferred tax assets and deferred tax liabilities arising out of timing differences are as under:

Particulars	As at March 31, 2018	As at March 31, 2017
	Rs in lakh	Rs in Lakh
<b>Deferred Tax Assets :-</b>		
(a) Deferred tax assets on account of provisions for non-performing assets	30,035	41,006
(b) Provision for restructured advances	49	38
(c) Provision for standard assets	5,279	4,011
(d) Employee benefits	331	303
(e) Other deferred tax assets	2,123	1,061
(f) Depreciation on fixed assets	229	-
<b>Deferred Tax Liabilities :-</b>		
(a) Debenture issue expenses	(478)	(518)
(b) Depreciation on fixed assets	-	(2,418)
<b>Net Deferred Tax Asset</b>	<b>37,568</b>	<b>43,483</b>

15. LOANS AND ADVANCES - FINANCING ACTIVITY

PARTICULARS	As at March 31, 2018	As at March 31, 2017
	Rs in lakh	Rs in lakh
<b>NON-CURRENT</b>		
<b>(a) Secured Loans</b>		
(i) Considered good	1,403,892	1,251,907
(ii) Considered doubtful	16,465	26,877
(iii) Retained portion of assigned loans	4,975	6,321
	1,425,332	1,285,105
<b>(b) Secured Credit Substitutes (Refer note 15(c) below)</b>		
(i) Considered good	8,568	8,136
(ii) Considered doubtful	-	2,752
	8,568	10,888
<b>(c) Unsecured Loans</b>		
(i) Considered good	260,800	209,196
(ii) Considered doubtful	1,528	731
	262,328	209,927
<b>(d) Unsecured Credit Substitutes (Refer note 15(c) below)</b>		
(i) Considered good	16,230	9,924
(ii) Considered doubtful	-	-
	16,230	9,924
<b>Total</b>	<b>1,712,458</b>	<b>1,515,844</b>
<b>CURRENT</b>		
<b>(a) Secured Loans</b>		
(i) Considered good	695,248	601,580
(ii) Considered doubtful	44,837	65,123
(iii) Retained portion of assigned loans	592	697
	740,677	667,400
<b>(b) Secured Credit Substitutes (Refer note 15(c) below)</b>		
(i) Considered good	890	4,617
(ii) Considered doubtful	13,623	14,554
	14,513	19,171
<b>(c) Unsecured Loans</b>		
(i) Considered good	1,123,535	940,985
(ii) Considered doubtful	13,381	11,184
	1,136,916	952,169
<b>(d) Unsecured Credit Substitutes (Refer note 15(c) below)</b>		
(i) Considered good	77,446	54,863
(ii) Considered doubtful	14	-
	77,460	54,863
<b>(e) Unsecured Inter-Corporate Deposits</b>		
(i) Considered good	9,300	11,300
(ii) Considered doubtful	-	-
	9,300	11,300
<b>Total</b>	<b>1,978,866</b>	<b>1,704,903</b>
<b>TOTAL - LOANS AND ADVANCES FINANCING ACTIVITY</b>	<b>3,691,324</b>	<b>3,220,747</b>

15. a. Out of the above, loans given to Related Parties: Secured Rs. 2,935 lakh ( Previous Year: Rs. 10,672 lakh and Unsecured Rs. 2,307 lakh ( Previous Year: Rs. 1,300 lakh).

15. b. The details of Gross investments and unearned finance income in respect of assets given under finance lease are as under:

PARTICULARS	As at March 31, 2018	As at March 31, 2017
	Rs in lakh	Rs in lakh
<b>Gross Investments:</b>		
- Within one year	16,385	10,925
- Later than one year and not later than five years	30,283	21,389
- Later than five years	533	228
<b>Total</b>	<b>47,201</b>	<b>32,542</b>
<b>Unearned Finance Income:</b>		
- Within one year	4,138	2,780
- Later than one year and not later than five years	4,601	3,394
- Later than five years	100	76
<b>Total</b>	<b>8,839</b>	<b>6,250</b>
<b>Present Value of Rentals *:</b>		
- Within one year	12,247	8,145
- Later than one year and not later than five years	25,682	17,995
- Later than five years	433	152
<b>Total</b>	<b>38,362</b>	<b>26,292</b>

\* Present Value of Rentals represent the Current Future Outstanding Principal.

15.c. Scrip-wise details of Credit Substitutes:

PARTICULARS	Face value Per Unit Rs	As at Mar 31, 2018			As at Mar 31, 2017		
		No. of Units	Non- Current	Current	No. of Units	Non- Current	Current
			Rs in Lakh	Rs in Lakh		Rs in Lakh	Rs in Lakh
<b>Secured Quoted :</b>							
<b>Investment in Bonds and Debentures (Trade)</b>							
12.75% Diamond Power Infra limited	100,000	-	-	-	1,700	1,027	-
12.90% Cholamandalam Investment & Finance Company Limited	500,000	1	5	-	1	-	5
10.50% Tulip Telecom Limited	1,000,000	1,623	-	-	1,623	-	-
12.65% Consolidated Construction Consortium Limited	1,000,000	-	-	-	200	1,840	139
12.90% Godawari Power and Ispat Limited	1,000,000	225	1,363	79	150	-	1,500
9.40% JM Financial Asset Reconstruction Company	1,000,000	-	-	-	400	4,000	-
9.36% JM Finance CSL NCD	1,000,000	400	4,000	-	-	-	-
10.50% Sattva Realtors Limited	1,000,000	400	3,200	800	-	-	-
			<b>8,568</b>	<b>879</b>		<b>6,867</b>	<b>1,644</b>
<b>Secured Unquoted :</b>							
<b>Investment in Debentures (Trade)</b>							
9% East Coast Constructions and Industries Limited	1,000	-	-	-	-	-	15
11.80% Elder Pharmaceuticals Limited	1,000,000	-	-	878	-	-	851
13.65% Metropolitan Infrahousing Private Limited	-	75	-	7,651	75	-	7,577
5.64% Mandava Holding Private Limited	-	-	-	1	-	-	1
8% JL Power Ventures Private Limited	10,000,000	-	-	-	40	2,800	1,200
14.50% Arohi Infrastructure Private Limited	100	-	-	5,092	-	-	2,871
				<b>13,622</b>		<b>2,800</b>	<b>12,515</b>
<b>Investment in Pass Through Certificates</b>							
Jindal ITF Limited - Series A to E	-	-	-	-	-	-	2,742
							<b>2,742</b>
Add: Interest accrued but not due				12		1,221	2,271
<b>Total Secured</b>			<b>8,568</b>	<b>14,513</b>		<b>10,888</b>	<b>19,172</b>
<b>Unsecured Quoted :</b>							
<b>Investment in Bonds and Debentures (Trade)</b>							
10.45% IDBI Bank Limited	1,000,000	-	-	-	50	507	-
10% Indian Overseas Bank Limited	1,000,000	400	4,000	-	400	4,000	-
11.50% TVS Credit Services Limited PDI	500,000	1,647	8,235	-	-	-	-
			<b>12,235</b>	<b>-</b>		<b>4,507</b>	<b>-</b>
<b>Unsecured Unquoted :</b>							
<b>Investment in Preference Shares (Non-Trade)</b>							
Kiri Industries Limited	10	4,333,500	-	433	4,333,500	-	433
McNally Bharath Engineering Co Limited	100	311,743	1,995	-	533,898	3,417	9
			<b>1,995</b>	<b>433</b>		<b>3,417</b>	<b>442</b>
<b>Investment in Debentures (Trade)</b>							
10.90% Tata Motor Finance Limited	500,000	400	2,000	-	400	2,000	-
			<b>2,000</b>	<b>-</b>		<b>2,000</b>	<b>-</b>
<b>Investment in Pass Through Certificates</b>							
Capital DRL Trust NOV B			-	-		-	1,048
Capital DRL Trust DEC B 2016			-	-		-	4,453
Capital DRL Trust DEC B 2016			-	-		-	197
Capital DRL Trust JAN B 2017			-	-		-	529
Capital DRL Trust JAN B 2017			-	-		-	5,729
Capital DRL Trust FEB B 2017			-	-		-	4,022
Capital DRL Trust FEB B 2017			-	-		-	6,811
Capital DRL Trust MARCH C 2017			-	-		-	434
Capital DRL Trust MARCH B 2017			-	-		-	2,206
Capital DRL Trust MARCH B 2017			-	-		-	4,832
Capital DRL Trust MARCH B 2017 TRANCH 2			-	-		-	1,108
Capital DRL Trust MARCH B 2017 TRANCH 2			-	-		-	7,147
Capital DRL Trust MARCH B 2017 TRANCH 2			-	-		-	13,894
Capital DRL Trust MARCH C 2017 TRANCHE 2			-	-		-	1,883
Capital DRL Trust 003 PTC D 30-03-2018 A			-	69		-	-
Capital DRL Trust 004 PTC D 30-03-2018 A			-	583		-	-
Capital DRL Trust 006 PTC D 29-04-2018 A			-	818		-	-
Capital DRL Trust 1C PTC D 29-04-2018			-	1,515		-	-
Capital DRL Trust JULY B TRANCH 2 2017 PTCD 27-01-2018 A			-	146		-	-
Capital DRL Trust JULY C 2017 PTC D 28-11-2017 A			-	143		-	-
Capital DRL Trust SEPTEMBER END 2017 B PTC D			-	403		-	-
Capital DRL Trust 007 PTC D 17-03-2018 B			-	514		-	-
Capital DRL Trust 007 PTC D 31-05-2018 A			-	1,391		-	-
Capital DRL Trust 2C PTC D 31-05-2018 A			-	1,034		-	-
Capital DRL Trust 008 PTC D 31-03-2018 A			-	13,822		-	-
Capital DRL Trust 010 PTC D 30-05-2018 A			-	41,238		-	-
Capital DRL Trust 009 PTC D 25-05-2018 A			-	14,915		-	-
				<b>76,591</b>		<b>-</b>	<b>54,293</b>
Add: Interest accrued but not due				436		-	127
<b>Total Unsecured</b>			<b>16,230</b>	<b>77,460</b>		<b>9,924</b>	<b>54,862</b>
<b>Grand Total</b>			<b>24,798</b>	<b>91,973</b>		<b>20,812</b>	<b>74,034</b>

**16. LONG-TERM LOANS AND ADVANCES - OTHERS (UNSECURED - CONSIDERED GOOD)**

PARTICULARS	As at March 31, 2018	As at March 31, 2017
	Rs in lakh	Rs in lakh
(a) Capital advances	17,452	7,806
(b) Loans and advances to related parties	-	249
(c) Security deposits	52	47
(d) Advance payment of Income tax [Net of provision for tax Rs. 92,845 lakh (As at March 31, 2017 Rs. 54,789 lakh)]	6,265	5,818
(e) Others		
(i) Loan to TCL Employee Welfare Trust	7,302	7,302
(ii) Prepaid Expenses	155	289
<b>Total</b>	<b>31,226</b>	<b>21,511</b>

**17. OTHER NON-CURRENT ASSETS**

PARTICULARS	As at March 31, 2018	As at March 31, 2017
	Rs in lakh	Rs in lakh
(a) Deferred revenue expenditure (to the extent not written off or adjusted) (Refer note 21(a))	963	1,087
(b) Unamortised loan sourcing costs	6,399	5,752
(c) Gratuity Asset (Net)	49	239
(d) Fixed deposit with maturity more than 12 months	25	-
<b>Total</b>	<b>7,436</b>	<b>7,078</b>



## 18. TRADE RECEIVABLES

PARTICULARS	As at March 31, 2018	As at March 31, 2017
	Rs in lakh	Rs in lakh
(a) Over six months (from the date due for payment)		
(i) Secured, considered good	-	-
(ii) Unsecured, considered good	243	86
(iii) Doubtful	230	-
	473	86
Less: Provision for trade receivables	230	-
	243	86
(b) Others		
(i) Secured, considered good	-	-
(ii) Unsecured, considered good	6,003	1,963
(iii) Doubtful	-	-
	6,003	1,963
Less: Provision for trade receivables	-	-
	6,003	1,963
<b>Total</b>	<b>6,246</b>	<b>2,049</b>

## 19. CASH AND BANK BALANCES

PARTICULARS	As at March 31, 2018	As at March 31, 2017
	Rs in lakh	Rs in lakh
(a) Cash on Hand	102	573
(b) Cheques on Hand	1,213	1,577
(c) Balances with banks		
(i) In current accounts	6,812	5,187
(ii) In deposit accounts (Refer note (ii) below)	4,407	3
<b>Total</b>	<b>12,534</b>	<b>7,340</b>

### Note:

- Of the above, the balances that meet the definition of Cash and Cash Equivalents as per AS 3 Cash Flow Statements is Rs. 8,071 lakh (as at March 31, 2017 Rs. 7,284 lakh)
- Balance in deposit accounts with Banks have an original maturity exceeding 3 months but balance maturity of under 12 months from the Balance Sheet date.
- Balance in current accounts includes Rs. 53 lakh (as at March 31, 2017 Rs.53 lakh) towards unclaimed debenture application money and interest accrued thereon.
- The disclosures in the financial statements regarding holdings as well as dealings in specified bank notes during the period from 08/11/2016 to 30/12/2016 have not been made since they do not pertain to the financial year ended 31 March 2018.
- The details of the Specified Bank Notes (SBN) held and transacted during the period 08/11/2016 to 30/12/2016 are as below (as per MCA Notification G.S.R. 307 (E) dated 30th March 2017 :

PARTICULARS	SBNs	Other Denomination Notes	Total
Opening Cash in hand as on 08/11/2016	1,168	1	1,169
(+) Permitted receipts	-	870	870
(-) Permitted payments	-	-	-
(-) Amounts deposited in Banks (deposited before 11/11/2016)	1,168	801	1,969
Closing cash in hand as on 30/12/2016	-	70	70

**20. SHORT-TERM LOANS AND ADVANCES (UNSECURED CONSIDERED GOOD)**

PARTICULARS	As at March 31, 2018	As at March 31, 2017
	Rs in lakh	Rs in lakh
(a) Loans and advances to related parties	330	556
(b) Security deposits	8,073	6,983
(c) Others		
(i) Pass Through Certificate application money (refundable)	7,919	16,249
(ii) Loan and advances to employees	686	104
(iii) Other advances	381	244
(d) Prepaid expenses	1,696	1,036
(e) Balances with government authorities	4,868	1,431
<b>Total</b>	<b>23,953</b>	<b>26,603</b>

**21. OTHER CURRENT ASSETS**

PARTICULARS	As at March 31, 2018	As at March 31, 2017
	Rs in lakh	Rs in lakh
(a) Deferred revenue expenditure (to the extent not written off or adjusted) (Refer note 21(a))	462	457
(b) Receivable on sale/redemption of investment	173	83
Less : Provision for receivable on sale/redemption of investment	(173)	(83)
Net receivable on sale/redemption of investment	-	-
(c) Unamortised loan sourcing costs	9,095	8,333
(d) Interest accrued but not due on fixed deposits	30	-
(e) Income accrued but not due	3,494	2,245
(f) Assets held for sale	4,398	5,248
Less : Provision for assets held for sale	(3,072)	(1,667)
Carrying Value of Assets held for sale	1,326	3,581
(g) Other receivables	1,194	348
<b>Total</b>	<b>15,601</b>	<b>14,964</b>

21 (a). Deferred Revenue Expenditure (to the extent not written off or adjusted)

PARTICULARS	As at March 31, 2018	As at March 31, 2017
	Rs in lakh	Rs in lakh
<b>(a) Unamortised share issue expenses</b>		
Opening balance	-	1
Add: Expenses incurred during the year	-	-
Less: written off through securities premium (Refer note 39)	-	1
Less: written off during the year	-	-
Closing balance	-	-
<b>(b) Unamortised debenture issue expenses</b>		
Opening balance	1,498	1,170
Add: Expenses incurred during the year	374	754
Less: written off during the year	490	426
Closing balance	1,382	1,498
<b>(c) Unamortised loan processing charges</b>		
Opening balance	46	16
Add: Expenses incurred during the year	105	153
Less: written off during the year	108	123
Closing balance	43	46
<b>Total</b>	<b>1,425</b>	<b>1,544</b>

PARTICULARS	As at March 31, 2018		As at March 31, 2017	
	Non-Current	Current	Non-Current	Current
	Rs in lakh	Rs in lakh	Rs in lakh	Rs in lakh
(a) Unamortised debenture issue expenses	963	419	1,087	411
(b) Unamortised loan processing charges	-	43	-	46
<b>Total</b>	<b>963</b>	<b>462</b>	<b>1,087</b>	<b>457</b>
<b>Grand Total</b>		<b>1,425</b>		<b>1,544</b>

## 22. REVENUE FROM OPERATIONS

PARTICULARS	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017
	Rs in lakh	Rs in lakh
(a) Interest Income		
(i) From secured loans and credit substitutes	250,278	234,127
(ii) From unsecured loans and credit substitutes	129,748	113,911
(b) Income from Bill Discounting	3,832	4,928
(c) Others	36,843	31,694
<b>Total</b>	<b>420,701</b>	<b>384,660</b>

## 23. INVESTMENT INCOME

PARTICULARS	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017
	Rs in lakh	Rs in lakh
(a) Dividend from Non-current Investments	247	134
(b) Dividend from Current Investments	2	3
(c) Profit on sale of Non-current Investments	-	3,278
(d) Profit on sale of Current Investments	-	489
(e) Interest on Non-current Investments	-	1,644
<b>Total</b>	<b>249</b>	<b>5,548</b>

## 24. OTHER INCOME

PARTICULARS	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017
	Rs in lakh	Rs in lakh
(a) Income from operating leases	25,555	24,165
(b) Interest Income on Fixed Deposits	30	-
(c) Advertisement income	1,787	555
(d) Income from distribution of financial products	3,745	3,930
(e) Profit on sale of Assets	2,222	68
(f) Interest on Income Tax Refund	307	-
(g) Miscellaneous Income	941	278
<b>Total</b>	<b>34,587</b>	<b>28,996</b>

**25. FINANCE COSTS**

PARTICULARS	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017
	Rs in lakh	Rs in lakh
(a) Interest expense	180,425	172,902
(b) Discounting Charges		
(i) On commercial paper	42,201	46,723
(ii) On Collateralised Borrowings and Lending Obligations (CBLO)	-	1,130
(iii) On debentures	448	407
<b>Total</b>	<b>223,074</b>	<b>221,162</b>

**26. EMPLOYEE BENEFIT EXPENSES**

PARTICULARS	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017
	Rs in lakh	Rs in lakh
(a) Salaries, wages and bonus	36,037	31,349
(b) Contribution to provident and other fund (Refer note 30)	1,684	2,233
(c) Staff welfare expenses	2,000	1,676
<b>Total</b>	<b>39,721</b>	<b>35,258</b>

**27. OTHER OPERATING EXPENSES**

PARTICULARS	For the Year Ended March 31, 2018		For the Year Ended March 31, 2017	
	Rs in Lakh	Rs in Lakh	Rs in lakh	Rs in lakh
(a) Advertisements and publicity		2,005		2,186
(b) Brand Equity and Business Promotion		1,243		1,171
(c) Corporate social responsibility cost [Refer note 27(c) below]		1,014		910
(d) Donations		4		3
(e) Equipment hire charges		348		316
(f) Incentive / commission/ brokerage		17,517		13,380
(g) Information technology expenses		8,045		6,544
(h) Insurance charges		744		616
(i) Legal and professional fees		3,867		3,312
(j) Loan processing fees		2,199		1,837
(k) Printing and stationery		783		615
(l) Provision for doubtful loans (net of recoveries)	32,575		88,475	
Less : Adjustment pursuant to Reduction of Share Capital (Refer note 38)	-		(31,789)	
Less : Delinquency Support	(5,731)	26,844	-	56,686
(m) Write off - Loans and advances	62,501		34,552	
Less : Provision reversal on write off	(62,501)	-	(34,552)	-
(n) Provision against assets held for sale		1,405		1,378
(o) Contingent provision against Standard Assets (Refer note 36)		3,664		3,008
(p) Provision against Restructured Advances		(1,409)		(827)
(q) Provision for diminution in value of investments (net of reversals)		(509)		(455)
(r) Provision on Current Investment	1463		732	
Less : Adjustment pursuant to Reduction of Share Capital (Refer note 38)	-	1,463	(349)	383
(s) Write-off - Investments	-		14,318	
Less : Adjustment pursuant to Reduction of Share Capital (Refer note 38)	-	-	(14,318)	-
(t) Write-off - Goodwill	-		7,804	
Less : Adjustment pursuant to Reduction of Share Capital (Refer note 38)	-	-	(7,804)	-
(u) Provision for Trade receivables		230		-
(v) Power and fuel		905		838
(w) Repairs and maintenance				
(i) Buildings	129		66	
(ii) Annual maintenance charges	99		239	
(iii) Others	174	402	129	434
(x) Rent		2,134		1,910
(y) Rates and taxes		119		133
(z) Stamp charges		502		541
(aa) Service providers' charges		14,045		10,814
(ab) Training and recruitment		510		597
(ac) Telephone, telex and leased line		767		653
(ad) Travelling and conveyance		2,630		2,214
(ae) Loss on sale of Non-current Investments		-		1,248
(af) Loss on sale of Current Investments (Net)		60		-
(ag) Amortisation of premium of forward foreign exchange cover		128		-
(ah) Directors remuneration		221		232
(ai) Loss on sale of assets		1,188		3,355
(aj) Other expenses [Refer note 27(a) below]		1,259		683
<b>Total</b>		<b>94,327</b>		<b>114,715</b>

**27. (a) Auditors' Remuneration (excluding taxes):**

Particulars	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017
	Rs in lakh	Rs in lakh
Audit Fees	106	110
Tax Audit Fees	4	5
Other Services	20	22
Out of Pocket Expenses	1	1
	<b>131</b>	<b>138</b>

(Auditors' remuneration is included in Other expenses)

**27. (b) Expenditure in Foreign Currency**

Particulars	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017
	Rs in lakh	Rs in lakh
Legal and professional fees	137	366
Commission paid	79	214
Information Technology Expenses	1,084	74
Training and recruitment	6	28
Other expenses	7	3
	<b>1,313</b>	<b>685</b>

**27. (c) Corporate social responsibility expenses**

(i) Gross amount required to be spent by the company during the year was Rs. 1,014 lakh (PY. 910 lakh).

(ii) Amount spent during the year on:

Particulars	Paid	Yet to be paid	Total
	Rs in lakh	Rs in lakh	Rs in lakh
Construction/acquisition of any asset	-	-	-
On purposes other than above	1,014	-	1,014

**28. Contingent Liabilities and Commitments:**

## (i) Contingent Liabilities :-

Claims not acknowledged by the Company relating to cases contested by the Company and which are not likely to be devolved on the Company relating to the following areas :

(Rs. in lakh)

Particulars	As at March 31, 2018	As at March 31, 2017
Income Tax (Pending before Appellate authorities)	1,916	1,786
VAT (Pending before Appellate authorities)	71	420

## (ii) Commitments :-

## (a) Undrawn Commitment given to Borrowers

As on March 31, 2018 Rs. 212,864 lakh (Previous Year: Rs. 211,584 lakh)

Less than 1 Year: Rs. 165,763 lakh (Previous Year: Rs. 178,908 lakh)

More than 1 Year: Rs. 47,101 lakh (Previous Year: Rs. 32,676 lakh)

## (b) Letter of Credit, Buyers Credit and Other Guarantees Rs. 44,200 lakh (Previous Year : Rs. 29,048 lakh)

## (c) Leases entered but not executed Rs. 89,148 lakh (Previous Year : Rs. 66,473 lakh)

## (d) Unamortised Forward Contract exposure Rs. 98 lakh (Previous Year : Rs. Nil lakh)

## (e) Estimated amount of contracts remaining to be executed on capital account and not provided for Rs.1,310 lakh

(as at March 31, 2017: Rs. 2,276 lakh).

- Tangible: Rs. 1,111 lakh (Previous year : Rs. 817 lakh)

- Intangible: Rs. 199 lakh (Previous year : Rs. 1,459 lakh)

**29. Employee Stock Purchase/Option Scheme**

Employees of the Company may be entitled to Stock Purchase / Stock Options Scheme offered by Tata Capital Limited.

**30. Employee benefits****Defined Contribution Plans**

The Company makes Provident Fund and Superannuation Fund contributions to defined contribution retirement benefit plans for eligible employees. Under the schemes, the Company is required to contribute a specified percentage of payroll costs to fund the benefits. The contributions as specified under the law are paid to the provident fund set up as a Trust by the Company. The Company is generally 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 under the Employee Provident Scheme, 1952 is recognised as an expense in the year in which it is determined.

The provident fund set up as a Trust by the Company manages the contributions from the Company and other participating subsidiaries. As of March 31, 2018, the accumulated members' corpus of the Company is Rs. 13,085 lakh whereas the total fair value of the assets of the fund and the total accumulated members' corpus is Rs. 21,026 lakh and Rs. 20,658 lakh respectively. In accordance with an actuarial valuation, there is no deficiency in the interest cost as the present value of the expected future earnings on the fund is greater than the expected amount to be credited to the individual members based on the expected guaranteed rate of interest of 8.55%. The actuarial assumptions include discount rate of 7.70%.

The Company recognised a charge of Rs. 1,189 lakh (Previous year Rs. 1,089 lakh) for provident fund and family pension fund contribution and Rs. 89 lakh (Previous year Rs. 97 lakh) for contribution towards the superannuation fund in the Statement of Profit and Loss.

**Defined Benefits Plans**

The Company offers its employees defined-benefit plans in the form of a gratuity scheme (a lump sum amount) (included as part of Contribution to provident and other fund in note 26 Employee Benefit Expenses). Benefits under the defined benefit plans are typically based on years of service and the employee's compensation (generally immediately before separation). The gratuity scheme covers 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 charged to the Statement of Profit and Loss.

**Reconciliation of Benefit Obligations and Plan Assets**

(Rs in lakh)

Particulars	2017-18	2016-17
<b>Change in Defined Benefit Obligation</b>		
Opening Defined Benefit Obligation	2,926	1,887
Current Service Cost	509	335
Interest Cost	211	148
Acquisitions Cost / (Credit)	(25)	(106)
Actuarial Losses / (Gain)	(77)	816
Benefits Paid	(219)	(154)
Closing Defined Benefit Obligation	3,326	2,926
<b>Change in the Fair Value of Assets</b>		
Opening Fair Value of Plan Assets	3,165	1,580
Transfer in	(25)	(106)
Expected Return on Plan Assets	253	184
Contributions by Employer	-	1,433
Actuarial Gains / (Losses)	(19)	74
Benefits paid	-	-
Closing Fair Value of Plan Assets	3,374	3,165
Insurer managed funds:		
Government Bonds	44%	33%
Equity of listed entities	12%	16%
Bonds / Debentures	43%	41%
Cash (including Special Deposits)	1%	10%
<b>Total</b>	<b>100%</b>	<b>100%</b>



Particulars	2017-18	2016-17
<b>Reconciliation of present value of the obligation and the fair value of the plan assets</b>		
Fair value of plan assets at the end of the year	3,374	3,165
Present value of the defined obligations at the end of the year	3,326	2,926
Funded status Surplus	49	239
Net Asset recognised in the Balance Sheet	49	239
<b>Net Gratuity cost for the year ended March 31, 2018</b>		
Service Cost	509	335
Interest on Defined benefit Obligation	211	148
Expected return on plan assets	(253)	(184)
Net actuarial loss recognised in the year	(58)	742
Net Gratuity Cost	409	1,041
<b>Actual contribution and benefit payments for the year</b>		
Actual benefit payments	(219)	(154)
Actual contributions	-	1,433

**Categorization of plan assets is as follows**

Investment Pattern	2017-18	2016-17
<b>Assumptions</b>		
Discount Rate	7.70%	7.50%
Expected Rate of Return on Plan Assets	8.00% p.a	8.00% p.a
Salary Escalation Rate	7.50% p.a for first 5 years and 6% thereafter.	7.50% p.a for first 5 years and 6% thereafter.
Mortality Rate	Indian Assured Lives Mortality (2006-08) (modified) Ult.	Indian Assured Lives Mortality (2006-08) (modified) Ult.
Withdrawal Rate	0-2 years - 10% 3-4 years - 5% 5-9 years - 2.5% 10 years & more - 1%	0-2 years - 10% 3-4 years - 5% 5-9 years - 2.5% 10 years & more - 1%

Experience History	2017-18	2016-17	2015-16	2014-15	2013-14
Present value of Defined Benefit Obligation	(3,326)	(2,926)	(1,887)	(1,571)	(1,026)
Fair value of Plan Assets	3,374	3,165	1,580	1,506	946
Excess of (obligation over plan assets)	49	239	(307)	(65)	(80)
Experience Gain/ (Loss) Adjustment :					
- On Plan Liabilities	34	(313)	(228)	(41)	(96)
- On Plan Assets	(19)	74	(90)	148	16
Actuarial Gain / (Loss) due to change in assumptions	44	(503)	54	(279)	116

The estimate of future salary increase, considered in the actuarial valuation, takes into account inflation, seniority, promotion, and other relevant factors. The above information is certified by the actuary.

The Company expects to contribute approximately Nil (Previous year Rs. 484 lakh) to the gratuity fund for the year 2018-19.

**Long Term Service Award :**

Long Term Service award is an employee benefit in recognition for their loyalty and continuity of service for five years and above, the same is actuarially valued (unfunded). The Long Term Service awards expense for financial year 2017-18 is Rs. 6 lakh (Previous year Rs. 51 lakh) and the provision as at March 31, 2018 is Rs. 164 lakh (Previous year Rs. 158 lakh).

- 31 The Company has investments in the following associates, which are accounted for on the Equity Method in accordance with the Accounting Standard 23 on 'Accounting for Investments in Associates in Consolidated Financial Statements':

The Particulars of investments in associates as on March 31, 2018 are as follows :

(Rs. in lakh)

Sr No	Name of Associates	Country of Incorporataion	Ownership Interest (%)	Original Cost of Investment	Amount of goodwill/ (Capital Reserve) in original cost	Share of post acquisition Reserves & Surplus	Carrying Amount of Investments
1	International Asset Reconstruction Company Private Limited (Refer footnote below)	India	NA 25.37%	NA 3,313	NA 483	NA 541	NA 3,854

Note:

International Asset Reconstruction Company Private Limited has ceased to be an Associate with effect from March 9th, 2018, figures in italics refer to March 31, 2017.

32 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

Name of the entity	2017-18		2016-17		2017-18		2016-17	
	Net assets, i.e., total assets minus total liabilities		Net assets, i.e., total assets minus total liabilities		Share of profit or loss		Share of profit or loss	
	As % of consolidated net assets	Rs in lakh	As % of consolidated net assets	Rs in lakh	As % of consolidated profit or loss	Rs in lakh	As % of consolidated profit or loss	Rs in lakh
<b>Parent:</b> Tata Capital Financial Services Limited	100.00%	496,718	99.05%	403,095	99.92%	48,258	99.06%	21,598
<b>Associates (Investment as per the equity method)</b>								
<b>Indian</b> International Asset Reconstruction Company Private Limited (Refer note 31)	0.00%	-	0.95%	3,854	0.08%	39	0.94%	204
<b>Total</b>	<b>100.00%</b>	<b>496,718</b>	<b>100.00%</b>	<b>406,949</b>	<b>100.00%</b>	<b>48,297</b>	<b>100.00%</b>	<b>21,802</b>

33. Disclosure as required by Accounting Standard (AS) – 18 on “Related Party Disclosures”

i. List of related parties and relationship :-

Ultimate Holding Company	Tata Sons Limited
Holding Company	Tata Capital Limited
Fellow Subsidiaries (with which the company had transactions)	Tata Securities Limited Tata Capital Pte. Limited Tata Capital Advisors Pte Limited Tata Capital Markets Pte Limited Tata Capital General Partners LLP Tata Capital Healthcare General Partners LLP Tata Opportunities General Partners LLP Tata Capital Pte Tata Capital Housing Finance Limited TC Travel and Services Limited (ceased to be subsidiary w.e.f. October 30, 2017) Tata Capital Forex Limited (ceased to be subsidiary w.e.f. October 30, 2017) Tata Cleantech Capital Limited
Subsidiaries of ultimate holding company (with which the company had transactions)	Conneqt Business Solutions Limited (formerly known as Tata Business Support Services Limited) (ceased to be subsidiary w.e.f. November 27, 2017) Tata Consultancy Services Limited Tata AIG General Insurance Company Limited Tata AIA Life Insurance Company Limited Infiniti Retail Limited Tata Consulting Engineers Limited Tata Housing Development Company Limited Tata Asset Management Limited Calsea Footwear Private Limited Automotive Stamping and Assemblies Limited Taj Air Limited Tata Advanced Systems Limited Tata Industries Limited Tata Lockheed Martin Aerostructures Limited Tata Teleservices Limited Tata Teleservices (Maharashtra) Limited MMP Mobi Wallet Payment Systems Limited Ardent Properties Private Limited Inshaallah Investments Limited Sector 113 Gatevida Developers Private Limited
Associates	International Asset Reconstruction Company Private Limited (ceased to be an associate with effect from 9th March 2018)
Key Management Personnel	Mr. Praveen P Kadle - Managing Director & CEO

ii. Transactions with related parties :

(Rs in lakh)

Sr. No.	Party Name	Nature of transaction	2017-18	2016-17
1	Tata Sons Limited	<p>a) Expenses :</p> <ul style="list-style-type: none"> <li>- Brand Equity and Business Promotion 1,243</li> <li>- Rent 29</li> <li>- Other charges 51</li> </ul> <p>b) Income :</p> <ul style="list-style-type: none"> <li>- Lease Income 6</li> </ul> <p>c) Finance Lease Facility :</p> <ul style="list-style-type: none"> <li>- Facility given during the year -</li> <li>- Repaid during year 8</li> <li>- Outstanding facility 50</li> </ul> <p>d) Asset :</p> <ul style="list-style-type: none"> <li>- Security deposit receivable -</li> <li>- Security deposit refund received 12</li> <li>- Balance receivable 5</li> </ul> <p>e) Liability :</p> <ul style="list-style-type: none"> <li>- Balance Payable 1,243</li> </ul>		<p>1,171</p> <p>26</p> <p>47</p> <p>8</p> <p>65</p> <p>7</p> <p>58</p> <p>12</p> <p>-</p> <p>16</p> <p>1,171</p>
2	Tata Capital Limited	<p>a) Expenses :</p> <ul style="list-style-type: none"> <li>- Interest expenses on Inter-Corporate Deposit 6,747</li> <li>- Interest expenses on debentures 89</li> <li>- Rent 1,036</li> <li>- Marketing &amp; managerial service fee 2,657</li> <li>- Other Expenses 111</li> </ul> <p>b) Income :</p> <ul style="list-style-type: none"> <li>- Preference share arranger fees 515</li> <li>- Reimbursement of Rent &amp; Guest house expenses 41</li> <li>- Fixed Asset transfer* 0</li> </ul> <p>c) Amount raised by issue of Perpetual Non-Convertible debentures 12,500</p> <p>d) Amount raised by issue of Compulsory Convertible Cumulative Preference Shares 57,500</p> <p>e) Interim dividend paid</p> <ul style="list-style-type: none"> <li>- Equity Shares 4,541</li> <li>- Preference Shares 8,726</li> </ul> <p>f) Inter-Corporate Deposit accepted / repaid during the year</p> <ul style="list-style-type: none"> <li>- Inter-Corporate Deposit received during year 463,617</li> <li>- Inter-Corporate Deposit repaid during year 474,662</li> </ul> <p>g) Security Deposit accepted / repaid during the year</p> <ul style="list-style-type: none"> <li>- Security deposit given 5,849</li> <li>- Security deposit received 4,667</li> </ul> <p>h) Asset :</p> <ul style="list-style-type: none"> <li>- Security Deposit Receivable 5,847</li> <li>- Balance Receivable -</li> </ul> <p>i) Liability :</p> <ul style="list-style-type: none"> <li>- Inter-Corporate Deposit Payable 33,784</li> <li>- Borrowings - Perpetual Non-Convertible debentures 12,500</li> <li>- Balance Payable 374</li> </ul>		<p>4,622</p> <p>1,124</p> <p>1,203</p> <p>1,445</p> <p>-</p> <p>435</p> <p>42</p> <p>-</p> <p>-</p> <p>78,500</p> <p>5,839</p> <p>4,230</p> <p>693,970</p> <p>699,693</p> <p>-</p> <p>-</p> <p>4,665</p> <p>61</p> <p>44,829</p> <p>5,000</p> <p>-</p>
3	Tata Securities Limited	<p>a) Expenses :</p> <ul style="list-style-type: none"> <li>- Reimbursement of expenses 1</li> <li>- Services Received 20</li> </ul> <p>b) Income :</p> <ul style="list-style-type: none"> <li>- Reimbursement of expenses - Rent &amp; Others 49</li> </ul> <p>c) Transfer of Fixed Assets (Purchase) 1</p> <p>d) Asset :</p> <ul style="list-style-type: none"> <li>- Balance Receivable 1</li> </ul>		<p>-</p> <p>7</p> <p>138</p> <p>1</p> <p>28</p>
4	Tata Capital Pte. Limited	<p>a) Income :</p> <ul style="list-style-type: none"> <li>- Income- SLA fees 13</li> <li>- Reimbursement of expenses 10</li> </ul> <p>b) Asset :</p> <p>Balance Receivable 13</p>		<p>13</p> <p>10</p> <p>13</p>
5	Tata Capital Advisors Pte Limited	<p>a) Income :</p> <ul style="list-style-type: none"> <li>- Income- SLA fees 7</li> <li>- Reimbursement of expenses 3</li> </ul> <p>b) Asset :</p> <p>Balance Receivable 7</p>		<p>7</p> <p>3</p> <p>7</p>
6	Tata Capital Markets Pte Limited	<p>a) Income :</p> <ul style="list-style-type: none"> <li>- Income- SLA fees 7</li> <li>- Reimbursement of expenses 3</li> </ul> <p>b) Asset :</p> <p>Balance Receivable 7</p>		<p>7</p> <p>3</p> <p>7</p>

Sr. No.	Party Name	Nature of transaction	2017-18	2016-17
7	Tata Capital General Partners LLP	a) Income : - Income- SLA fees * - Reimbursement of expenses  b) Asset : - Balance Receivable *	0 1  0	0 1  0
8	Tata Capital Healthcare General Partners LLP	a) Income : - Income- SLA fees * - Reimbursement of expenses  b) Asset : - Balance Receivable *	0 1  0	0 1  0
9	Tata Opportunities General Partners LLP	a) Income : - Income- SLA fees * - Reimbursement of expenses  b) Asset : - Balance Receivable *	0 1  0	0 1  0
10	Tata Capital Plc	a) Income : - SLA fees - Reimbursement of expenses  b) Asset : - Balance Receivable	7 3  7	7 8  7
11	Tata Capital Housing Finance Limited	a) Expenses : - Sourcing Fee - Rent & others  b) Income : - Loan Sourcing Fee - Reimbursement of Rent & Other expenses - Interest income on Tier II investment *  c) Fixed Asset : - Fixed Asset Purchased * - Fixed Asset Sold  d) Asset : - Balance Receivable	1 31  - 988 - 0 25  121	6 42  43 1,113 0 14 -  235
12	TC Travel and Services Limited	a) Expenses : -Travel related services -Others  b) Income : - Reimbursement of Rent & Other expenses  c) Asset : - Balance Receivable	492 -  55 -	715 35  106 264
13	Tata Capital Forex Limited	a) Income : - Reimbursement of Rent & Other expenses  b) Expenses : - Travel related services  c) Asset : - Balance Receivable	63  4 -	124  9 38
14	Tata Cleantech Capital Limited	a) Expenses : - Advisory Fees - Guest house expenses - Management Fee  b) Income : - Reimbursement of Rent & Other expenses  c) Fixed Asset transfer  d) Asset : - Balance Receivable	- 23 -  136 1 6	5 13 -  238 - 16
15	Conneqt Business Solutions Limited (formerly known as Tata Business Support Services Limited)	a) Expenses : - Service Provider Charges  b) Income : - Lease Income - Processing Fee - Syndication Fee - Reimbursement of Expenses - Interest Income on Loan  c) Finance Lease Facility : - Facility given during the year - Repaid during year - Outstanding facility  d) Asset : - Loan Outstanding - Loan repaid during the year - Lease Debtors  e) Liability : - Security Deposit - Balance Payable	4,374  453 - - 96 14  - - -  - - -	6,770  512 2 - 173 122  - 85 924  322 997 2  37 896

Sr. No.	Party Name	Nature of transaction	2017-18	2016-17
16	Tata Consultancy Services Limited	a) Expenses : - Information technology expenses  b) Income : - Lease Income - Reimbursement of expenses  c) Finance Lease Facility : - Facility given during the year - Repaid during year - Outstanding facility  d) Fixed Assets Purchased  e) Asset : - Balance Receivable  f) Liability : - Balance Payable	5,511  16 -  217 6 211  8  -  1,620	4,721  - 4  - - -  385  4  1,330
17	Tata AIG General Insurance Company Limited	a) Expenses : - Insurance Expenses  b) Income : - Insurance related revenue  c) Asset : - Balance Receivable	6  541  511	12  445  70
18	Tata AIA Life Insurance Company Limited	a) Expenses : - Insurance Expense for Employees  b) Income : - Insurance related revenue  c) Asset : - Balance Receivable	36  52  36	33  36  35
19	Infiniti Retail Limited	a) Expenses : - Incentive & others  b) Fixed Assets purchased  c) Income : - Lease Income - Processing fees  d) Liability : - Security deposit payable - Balance payable  e) Asset : - Balance Receivable	904  1  210 2  75 11  -	726  4  132 2  74 -  1
20	Tata Consulting Engineers Limited	a) Income : - Interest Income  b) Asset : - Inter-Corporate Deposit given during the year - Inter-Corporate Deposit repaid during the year	-  - -	93  1,000 2,000
21	Tata Housing Development Company Limited	a) Income : - Referral Fee  b) Asset : - Balance Receivable	5  -	25  14
22	International Asset Reconstruction Company Private Limited	a) Redemption of Security Receipts during the year  b) Asset : - Balance of Security Receipts	353  -	236  748
23	Tata Asset Management Limited	a) Income : - Portfolio Management Service  b) Asset : Balance Receivable	17  -	17  3
24	Calsea Footwear Private Limited	a) Income : - Interest income on Inter-Corporate Deposit  b) Asset : - Inter-Corporate Deposit given during the year - Inter-Corporate Deposit repaid during the year - Interest Accrued - Outstanding Inter-Corporate Deposit	141  1,500 1,300 38 1,500	124  1,300 1,100 35 1,300
25	Automotive Stamping And Assemblies Limited	a) Income : - Term Loan - Interest - Lease Rental - Processing Fees  b) Asset : - Loan given during the year - Loan repaid during the year - Outstanding loan - Interest receivable  c) Liability : - Balance in escrow account	242 62 6  4,900 3,950 2,584 16  35	188 62 -  - 240 1,634 2  -

Sr. No.	Party Name	Nature of transaction	2017-18	2016-17
26	Taj Air Limited	a) Income : - Term Loan - Interest  b) Asset : - Loan given during the year - Loan repaid during the year - Outstanding loan - Interest receivable	29  - 6,000 - -	517  2,500 - 6,000 39
27	Tata Advanced Systems Limited	a) Income : - Interest Income - Interim Rent *  b) Finance Lease Facility : - Facility given during the year - Repaid during year - Outstanding facility  c) Asset : - Balance receivable*	7 -  33 16 52  2	3 0  30 4 35  0
28	Tata Industries Limited	a) Income : - Lease Income - Sale of Assets  b) Expenses : - Project Expenses  c) Finance Lease Facility : - Facility given during the year - Repaid during year - Outstanding facility  d) Asset : - Balance Receivable  e) Liability : - Balance Payable	1,118 49  22  13 155 216  119  -	1,234 6  47  199 327 358  7  248
29	Tata Lockheed Martin Aerostructures Limited	a) Income : - Lease Income  b) Finance Lease Facility : - Facility given during the year - Repaid during year - Interest Receivable* - Outstanding facility	1  - 2 0 4	1  - 9 0 6
30	Tata Teleservices Limited	a) Income : - Lease Income  b) Expenses : - Communication Expenses - Rent Expenses  c) Finance Lease Facility : - Facility given during the year - Repaid during year - Outstanding facility  d) Asset : - Security Deposit Premises - Advances paid to vendors towards lease facility - Balance receivable  e) Liability : - Balance payable	748  111 25  145 854 625  8 - -  43	277  31 4  1,235 555 1,333  8 37 1  -
31	Tata Teleservices (Maharashtra) Limited	a) Income : - Lease Income  b) Expenses : - Communication Expenses  c) Liability : - Balance payable	71  277  10	2  101  -
32	MMP Mobi Wallet Payment Systems Limited	a) Income : - Lease Income  b) Asset : - Balance receivable	4  -	-  -
33	Ardent Properties Private Limited	a) Income : - Commission received  b) Asset : - Balance receivable	-  -	8  10
34	Inshaallah Investments Limited	a) Income : - Reimbursement of expenses*  b) Asset : - Balance receivable*	0  0	-  -
35	Sector 113 Gatevida Developers Private Limited	a) Income : - Commission received	8	-
36	Key Management Personnel	Expenses : Interest on Non – convertible debentures Liability : Outstanding Debentures	2 20	2 20



34. The Company avails from time to time non-cancelable long-term leases for office premises, including office furniture. The total of future minimum lease payments that the Company is committed to make is:

(Rs in lakh)

Lease Payments	As at March 31, 2018	As at March 31, 2017
- Within one year	15	497
- Later than one year and not later than five years	-	157
- Later than five years	-	25

The amount charged towards lease rentals (as part of Rent expenditure) is Rs. 2,134 lakh (Previous year: Rs. 1,910 lakh).

The Company has given assets under non-cancellable operating leases. The total of future minimum lease payments that the company is committed to receive is:

(Rs in lakh)

Lease Payments	As at March 31, 2018	As at March 31, 2017
- Within one year	20,259	17,254
- Later than one year and not later than five years	40,649	42,168
- Later than five years	1,759	403

Accumulated Depreciation on lease assets is Rs. 41,620 lakh (Previous year: Rs. 27,956 lakh).

Accumulated Impairment losses on the leased assets Rs. Nil (Previous year Rs. Nil)

35. **Earnings per Share (EPS):**

Particulars		2017-18	2016-17
Profit after tax	Rs. in lakh	48,297	21,802
Less: Preference dividend (including Dividend distribution tax)	Rs. in lakh	10,583	5,091
Profit after tax for Basic EPS	Rs. in lakh	37,714	16,711
Weighted average number of Equity shares used in computing Basic earnings per share	Nos.	1,297,550,000	1,297,550,000
Face value of equity shares	Rupees	10	10
<b>Basic earnings per share</b>	Rupees	2.91	1.29
Profit after tax for Basic EPS	Rs. in lakh	37,714	16,711
Add: Preference dividend on Compulsorily Convertible Cumulative Preference	Rs. in lakh	10,583	5,091
Profit after tax for diluted EPS	Rs. in lakh	48,297	21,802
Weighted average number of Equity Shares used in computing Basic earnings per share	Nos.	1,297,550,000	1,297,550,000
Add: Potential weighted average number of Equity shares that could arise on conversion of preference shares	Nos.	146,275,056	106,417,804
Weighted average number of shares in computing Diluted earnings per share	Nos.	1,443,825,056	1,403,967,804
Face value of equity shares	Rupees	10	10
<b>Diluted earnings per share</b>	Rupees	2.91	1.29

36. **Movement in Contingent provisions against Standard Assets during the year is as under:**

(Rs in lakh)

Particulars	As at March 31, 2018	As at March 31, 2017
	<b>Rs in lakh</b>	<b>Rs in lakh</b>
Opening Balance	11,591	8,583
Add : Additions during the year	3,664	3,008
Less : Utilised during the year	-	-
Closing Balance	15,255	11,591

### 37. Segment Reporting

In accordance with Accounting Standard 17 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

(Rs in lakh)

Particulars	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017
<b>I Segment Revenue</b>		
a) Financing Activity	420,730	384,660
b) Investment Activity	249	5,548
c) Others	34,251	28,996
<b>Total</b>	<b>455,230</b>	<b>419,204</b>
Less : Inter Segment Revenue	-	-
Add : Interest on Income Tax Refund	307	-
<b>Total Income</b>	<b>455,537</b>	<b>419,204</b>
<b>II Segment Results</b>		
a) Financing Activity	82,436	36,167
b) Investment Activity	1,344	4,755
c) Others	4,253	5,084
<b>Total</b>	<b>88,033</b>	<b>46,006</b>
Less : Unallocated Corporate Expenses	13,853	12,759
<b>Profit before taxation</b>	<b>74,180</b>	<b>33,247</b>
Less : Provision for taxation	25,922	11,649
<b>Profit after taxation</b>	<b>48,258</b>	<b>21,598</b>
<b>III Segment Assets</b>		
a) Financing Activity	3,745,609	3,267,819
b) Investment Activity	31,191	26,662
c) Others	88,782	84,118
d) Unallocated	63,110	71,954
<b>Total</b>	<b>3,928,692</b>	<b>3,450,553</b>
<b>IV Segment Liabilities</b>		
a) Financing Activity	3,323,089	2,948,168
b) Investment Activity	-	-
c) Others	90,868	81,377
d) Unallocated	18,017	14,059
<b>Total</b>	<b>3,431,974</b>	<b>3,043,604</b>
<b>V Capital Expenditure (Including Capital Work-In-Progress)</b>		
a) Financing Activity	-	-
b) Investment Activity	-	-
c) Others	27,391	28,479
d) Unallocated	3,444	3,977
<b>Total</b>	<b>30,835</b>	<b>32,456</b>
<b>VI Depreciation and Amortisation</b>		
a) Financing Activity	647	560
b) Investment Activity	-	-
c) Others	21,292	12,523
d) Unallocated	1,698	1,190
<b>Total</b>	<b>23,637</b>	<b>14,273</b>
<b>VII Significant Non-Cash Expenses Other than Depreciation and Amortisation</b>		
a) Financing Activity	33,079	61,177
b) Investment Activity	(1,023)	(455)
c) Others	230	-
<b>Total</b>	<b>32,286</b>	<b>60,722</b>

38. In the previous year ended March 31, 2017, the Company had provided/written off certain amounts comprising carrying value of investments acquired in settlement of claim, Goodwill, loans and credit substitutes and investment in the Statement of Profit and Loss.

The Shareholders of the Company at its meeting held on June 24, 2016 approved a Reduction of Share Capital (Securities Premium Account) in accordance with Section 52 of the Companies Act, 2013 read with Sections 100 to 103 of the Companies Act, 1956. The Hon'ble High Court of Judicature at Bombay approved the said arrangement by way of order dated August 5, 2016 which was filed with the Registrar of Companies on August 26, 2016. Pursuant to the order, the Company had credited its Statement of Profit and Loss for the financial year ended March 31, 2017 by appropriating an amount of Rs 40,558 lakh being the aggregate amount of (i) investments acquired in settlement of claim written off Rs. 14,318 lakh, (ii) goodwill written off Rs. 7,804 lakh, (iii) loans and credit substitutes provided Rs. 31,789 lakh and (iv) mark to market loss on current investment provided Rs. 349 lakh (net of taxes as applicable) from the amount standing to the credit of Securities Premium Account.

The aforementioned disclosure is made by the Company pursuant to the Institute of Chartered Accountant of India's guidance on disclosures relating to court order.

39. During the previous year, the Company changed its accounting policy with respect to amortisation of deferred revenue expenditure for share issue expenses. The Company now charges off the share issue expenses against amount standing to the credit of the Securities Premium Account. Prior to this change, the Company amortised the said share issue expenses over a period of 36 months from the month in which the expenses were incurred. The change in accounting policy is in accordance with the provisions of Section 52 of the Companies Act 2013, and it would result in a more appropriate presentation of financial statements of the Company.

On account of the change in the accounting policy, the profit before tax was higher by Rs. 76 lakh (net of taxes, as applicable) for the period year ended March 31, 2017 and deferred revenue expenditure was lower by Rs. 77 lakh (net of taxes, as applicable) as on March 31, 2017.

40. To comply with the RBI Master Direction DNBR - PD 008/03.10.119/2016-17 - RBI/DNBR/2016-17/45 dated September 01, 2016, the company has made an incremental standard asset provision of Rs. 1,531 lakh being 0.05% (CY 17-18 0.40%, PY 16-17 0.35%) of Standard Assets as of March 31, 2017.
41. During the period ended March 31, 2018, the Company has changed its NPA provisioning policy based on the RBI Master Direction DNBR - PD 008/03.10.119/2016-17 - RBI/DNBR/2016-17/45 dated September 01, 2016 pursuant to which loans outstanding for a period exceeding 90 days are classified as sub-standard assets and sub-standard assets for a period exceeding 12 months are classified as doubtful assets. The debit to the Statement of Profit and Loss on account of the change is Rs. 1,358 lakh and Rs. 868 lakh respectively.

During the corresponding period ended March 31, 2017, the Company had changed its NPA provisioning policy based on the above circular, pursuant to which loans outstanding for a period exceeding 120 days were classified as sub-standard assets and sub-standard assets for a period exceeding 14 months were classified as doubtful assets. The debit to the Statement of Profit and Loss on account of the change was Rs. 2,801 lakh and Rs.2,312 lakh respectively.

42. 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 and Advances – Financing Activity (Note 15). In the past these were classified as a part of Investments (Note 13). Management believes that the current period's classification results in a better presentation of the substance of these receivables and is in alignment with regulatory filings.
43. The Company 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 Accounting Standard - 29 on 'Provisions, Contingent Liabilities and Contingent Assets', the Company 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 Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial results.
44. During the year ended March 31, 2018, the Company has re-assessed the useful life of its leased assets and has changed the life of the assets given on operating lease. As a result of the change in the useful life of the asset, depreciation for year ended March 31, 2018 is higher by Rs. 8,145 lakh.

45. The figures for the year ended March 31, 2017 were audited by previous statutory auditors.

46. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

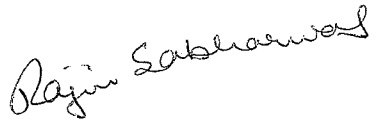
## DECLARATION

We, the Directors of the Company, hereby certify and declare that all the applicable legal requirements in connection with the Issue, including the relevant provisions of the Companies Act, 2013, as amended, and Rules prescribed thereunder as applicable on the date of this Shelf Prospectus, and the guidelines issued by the Government of India and/or the regulations, guidelines and the circulars issued by the Reserve Bank of India and the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, including the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended and the provisions under the Securities Contracts (Regulation) Act, 1956, as amended, have been complied with and no statement made in this Shelf Prospectus is contrary to the relevant provisions of applicable acts, rules, regulations, guidelines and circulars as applicable to this Shelf Prospectus.

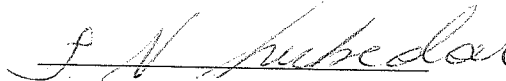
We further certify that all the disclosures and statements in this Shelf Prospectus are in conformity with applicable law and are true, accurate and correct in all material respects and do not omit disclosure of any material fact which may make the statements made therein, in light of circumstances under which they were made, misleading and that this Shelf Prospectus does not contain any misstatements.

### SIGNED BY THE DIRECTORS:

Rajiv Sabharwal  
*Non-Executive Director*



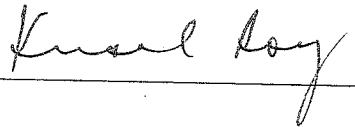
F. N. Subedar  
*Non-Executive Director*



Anuradha E. Thakur  
*Independent Director*



Kusal Roy  
*Managing Director*



Date: August 29, 2018

Place: Mumbai

## DECLARATION

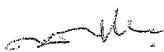
We, the Directors of the Company, hereby certify and declare that all the applicable legal requirements in connection with the Issue, including the relevant provisions of the Companies Act, 2013, as amended, and Rules prescribed thereunder as applicable on the date of this Shelf Prospectus, and the guidelines issued by the Government of India and/or the regulations, guidelines and the circulars issued by the Reserve Bank of India and the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, including the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended and the provisions under the Securities Contracts (Regulation) Act, 1956, as amended, have been complied with and no statement made in this Shelf Prospectus is contrary to the relevant provisions of applicable acts, rules, regulations, guidelines and circulars as applicable to this Shelf Prospectus.

We further certify that all the disclosures and statements in this Shelf Prospectus are in conformity with applicable law and are true, accurate and correct in all material respects and do not omit disclosure of any material fact which may make the statements made therein, in light of circumstances under which they were made, misleading and that this Shelf Prospectus does not contain any misstatements.

### SIGNED BY THE DIRECTOR:

M. D. Mallya

*Non-Executive Director*



Date:

August 29, 2018

Place:

Bengaluru

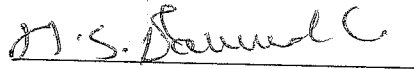
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We further certify that all the disclosures and statements in this Shelf Prospectus are in conformity with applicable law and are true, accurate and correct in all material respects and do not omit disclosure of any material fact which may make the statements made therein, in light of circumstances under which they were made, misleading and that this Shelf Prospectus does not contain any misstatements.

### SIGNED BY THE DIRECTOR:

Mukund S. Dharmadhikari  
*Independent Director*



Date: August 29, 2018  
Place: United States

TCFSL/204907/RB/08142018/1

August 27, 2018

**Mr. Kiran Joshi**

Head - Treasury

**Tata Capital Financial Services Limited**

Tower A 1101, Peninsula Business Park,

Ganpatrao Kadam Marg,

Lower Parel

Mumbai - 400013

Dear Mr. Kiran Joshi,

**Re: CRISIL Rating for the Rs.7500 Crore Retail Bonds\* of Tata Capital Financial Services Limited**

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

Please refer to our rating letters dated August 15, 2018 bearing Ref. no: TCFSL/204907/RB/08142018

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

S.No.	Instrument	Rated Amount (Rs. in Crore)	Rating Outstanding
1	Retail Bonds	7500	CRISIL AAA/Stable

For the purpose of issuance of the captioned debt issue, this letter is valid for 180 calendar days from the date of the letter. In the event of your company not placing the above instrument within this period, or in the event of any change in the size/structure of your proposed issue, the rating shall have to be reviewed and a letter of revalidation shall have to be issued to you. Once the instrument is issued, the above rating is valid throughout the life of the captioned debt instrument.

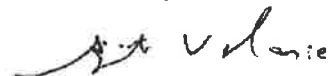
As per our Rating Agreement, CRISIL would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL reserves the right to withdraw or revise the ratings assigned to the captioned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

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

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

With warm regards,

Yours sincerely,



Ajit Velonie

Director- CRISIL Ratings



Nivedita Shibu

Associate Director - CRISIL Ratings



\*Includes Non-Convertible Debentures and Subordinated Debt

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



TCFSL/204907/RB/08142018  
August 15, 2018

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

Dear Mr. Kiran Joshi,

Re: CRISIL Rating for the Rs.7500 Crore Retail Bonds\* of Tata Capital Financial Services Limited

We refer to your request for a rating for the captioned Debt issue.

CRISIL has, after due consideration, assigned its "CRISIL AAA/Stable" (pronounced as CRISIL triple A rating with Stable outlook) rating for the captioned debt issue. Instruments with this rating are considered to have the highest degree of safety regarding timely servicing of financial obligations. Such instruments carry lowest credit risk.

For the purpose of issuance of the captioned debt issue, this letter is valid for 180 calendar days from the date of the letter. In the event of your company not placing the above instrument within this period, or in the event of any change in the size/structure of your proposed issue, the rating shall have to be reviewed and a letter of revalidation shall have to be issued to you. Once the instrument is issued, the above rating is valid throughout the life of the captioned debt instrument.

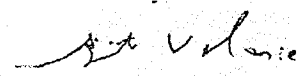
As per our Rating Agreement, CRISIL would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL reserves the right to withdraw or revise the ratings assigned to the captioned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

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

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

With warm regards,

Yours sincerely,

  
Ajit Velonie  
Director - CRISIL Ratings

  
Nivedita Shibu  
Associate Director - CRISIL Ratings



*\*Includes Non-Convertible Debentures and Subordinated Debt*

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

**Details of the Rs.7500 Crore Retail Bonds of  
Tata Capital Financial Services Limited**

	1st tranche		2nd tranche		3rd tranche	
Instrument Series:						
Amount Placed:						
Maturity Period:						
Put or Call Options (if any):						
Coupon Rate:						
Interest Payment Dates:						
Principal Repayment Details:	Date	Amount	Date	Amount	Date	Amount
Investors:						
Trustees:						

***In case there is an offer document for the captioned Debt issue, please send us a copy of it.***

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## Ratings



## Rating Rationale

August 15, 2018 | Mumbai

## Tata Capital Financial Services Limited

'CRISIL AAA/Stable' assigned to Retail bond ; Long term rating upgraded to 'CRISIL AAA/CRISIL AA+/Stable'

## Rating Action

Rs.7500 Crore Retail Bond*	CRISIL AAA/Stable (Assigned)
Non-Convertible Debentures Aggregating Rs.10240.50 Crore	CRISIL AAA/Stable (Upgraded from 'CRISIL AA+/Stable')
Subordinated Debt Aggregating Rs.1500 Crore	CRISIL AAA/Stable (Upgraded from 'CRISIL AA+/Stable')
Perpetual Bonds Aggregating Rs.500 Crore	CRISIL AA+/Stable (Upgraded from 'CRISIL AA/Stable')
Rs.15000 Crore Commercial Paper	CRISIL A1+ (Reaffirmed)

1 crore = 10 million

Refer to annexure for Details of Instruments &amp; Bank Facilities

\*Includes Non-Convertible Debentures and Subordinated Debt

## Detailed Rationale

CRISIL has upgraded its long-term rating on the debt instruments of Tata Capital Ltd (TCL) and its subsidiaries, including Tata Capital Financial Services Ltd (TCFSL), collectively referred to herein as the TCL group to 'CRISIL AAA/CRISIL AA+/Stable' from 'CRISIL AA+/CRISIL AA/Stable'. The rating on the commercial paper programmed has been reaffirmed that 'CRISIL A1+'. CRISIL has also assigned its rating of 'CRISIL AAA/Stable' to the retail bonds of Rs.7500 crore of TCFSL.

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

Tata Sons has already infused Rs 1250 crore of equity capital in fiscal 2019 till date and is committed to infuse additional Rs 1250 crore by March 2019. This equity capital infusion in fiscal 2019 is almost equal to the Rs 2800 crore of total equity capital infused from inception till March 31, 2018, and is a strong indicator of the focus on the lending business.

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

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

## Analytical Approach

For arriving at its ratings, CRISIL has combined the business and financial risk profiles of TCL and its subsidiaries TCFSL, Tata Capital Housing Finance Limited (TCHFL), and Tata Cleantech Capital Limited (TCCL). They have significant operational and management linkages, and operate under the common Tata Capital brand. Furthermore, most of TCL's earnings (on a consolidated basis; excluding one-offs) are accounted for by its two main subsidiaries, TCFSL and TCHFL.

## Key Rating Drivers &amp; Detailed Description

## Strengths

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

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

Tata Sons directly owns 93.22% of TCL's equity shares and most of the remaining stake is held by the other Tata group companies and trusts. TCL in turn holds 100% stake in its two main subsidiaries- TCFSL and TCHFL. Tata Sons also has personnel from its senior management on TCL's board. Tata Sons has infused equity capital of around Rs.4050 crore in TCL since TCL's inception; Rs 1250 crore of this has been infused just in fiscal 2019 till date indicating the intent of the group to step up its focus on the lending business.

TCL group, as the Tata group's non-captive lending vehicle, is the primary financial services arm, and remains critical to the group, given the growth opportunities in this sector over the medium to long term. TCL group is also strategically important to the Tata group because it caters to the funding requirements of various entities associated with the group, such as its suppliers, vendors, and dealers. The shared brand and infrastructural synergies with various Tata group companies strengthen the integration of the TCL group with the overall Tata group. Business synergies are set to increase further as TCL

taps into the Tata group ecosystem as part of its growth strategy. CRISIL believes that Tata Sons will continue to have majority ownership in, and management control of TCL and its subsidiaries, over the medium term.

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

TCL group has comfortable capitalisation, with absolute networth (on a consolidated basis) of Rs 6647 crore as March 31, 2018 (Rs 6044 crore as on March 31, 2017). The capital infusion in fiscal 2019 will further strengthen the networth. As on March 31, 2018, both TCFSL and TCHFL remained adequately capitalised with overall capital adequacy ratio of 16.68% and 17.22% respectively (16.07% and 16.01% respectively as on March 31, 2017 respectively) The gearing of TCFSL and TCHFL stood at 6.3 times and 10.3 times respectively as on March 31, 2018 (6.7 times and 11.9 times respectively as on March 31, 2017). TCL group's consolidated gearing stood at 8.0 times as on March 31, 2018. CRISIL believes that TCL group is adequately capitalised to absorb asset-side risks. CRISIL also believes that despite its significant growth plans, TCL group's capitalisation is expected to remain comfortable, given Tata Sons' commitment to support growth in the financial services business.

**\* Diversified resource profile**

TCL group also has access to funding from a diverse base of lenders; the funding profile is fairly balanced with a mix of non-convertible debentures, bank borrowings, and short-term debt. As on March 31, 2018, overall market borrowings stood at about 60% of total borrowings. TCL and its subsidiaries have the ability to mobilize debt at competitive costs, given their association with the Tata group.

**Weaknesses**

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

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

On a consolidated basis, TCL group's gross non-performing assets (NPAs) and net NPAs stood at 2.4% and 0.7% respectively as on March 31, 2018, lower than the 3.4% and 0.9% respectively as on March 31, 2017. In case of TCFSL, gross NPAs have come down to 3.3% as on March 31, 2018 from 4.9% in March 2017 and 5.3% in March 2016; a large part of this has been driven by write-offs in discontinued businesses. Asset quality in the continuing businesses is better and with the enhanced focus on risk management, is expected to improve going ahead. However, the impact of seasoning as well as the ability to manage the unsecured loan book, whose share is expected to increase, will need to be seen over time.

TCHFL's gross NPA, while remaining low, has inched up to 1.2% March 31, 2018 from 0.9% as on March 31, 2017 and 0.7% as on March 31, 2016. However, excluding proactive early recognition of a large account, gross NPA would have been 0.9% as on March 31, 2018, in line with industry average. Given TCHFL's strong growth, the impact of seasoning will be visible only over the medium term. TCCL had no gross NPAs as on March 31, 2018.

CRISIL will monitor the ability of these companies to maintain low delinquency levels across asset classes over economic cycles.

**\* Moderate, though improving earnings profile**

TCL group's profitability has been subdued in the past due to high credit costs. Net interest margins (based on total income) have been relatively stable at over 5% for the past 3 years. Reduction in credit costs in fiscal 2018, though partially offset by an increase in operating expenses, has led to an increase in the consolidated RoA to 1.3% in fiscal 2018 from 0.9% (reported; excluding impact of one-time write-offs through reserves) in fiscal 2017. TCFSL's RoA in fiscal 2018 improved to 1.3% as compared to 0.7% (reported) last year while TCHFL's RoA stood at 1.1%, almost unchanged from 1.2% last year.

With expected improvement in asset quality, earnings metrics are also expected to move up. The healthy CRISIL-adjusted provision coverage ratio (PCR), at around 73% for TCFSL and 61% for TCHFL, also support profitability. CRISIL will continue to monitor TCL group's profitability, especially credit costs and operating efficiencies over the medium term.

**Outlook: Stable**

CRISIL believes that TCL group will remain highly strategically important to Tata Sons, and continue to benefit from the strong parent support over the medium term. The outlook may be revised to 'Negative' in case of a decline in Tata Sons' credit quality or in CRISIL's view, a diminution in expected support to TCL group. The outlook may also be revised to 'Negative' in case of significant pressure on the TCL group's asset quality, impacting the group's earnings.

**About the Company**

Set up in November 2010, TCFSL is a wholly owned subsidiary of TCL. Following the change in the holding structure for the financial services businesses, TCL transferred its lending business and the corresponding part of its liabilities to TCFSL with effect from March 27, 2012. End fiscal 2018, the company had a sizable AUM of Rs 37,260 crore (Rs 32,900 crore as on March 31, 2017). It has a diversified product portfolio, with almost equal presence across both retail and wholesale finance segments. The company's principal business segments include channel financing, home equity, construction equipment financing, unsecured retail finance, and automobile finance for non-Tata vehicles. As on March 31, 2018, TCFSL had a net worth of Rs 4,961 crore (Rs 4,064 crore as on March 31, 2017)

For financial year ending March 31, 2018, the company reported a net profit of Rs 483 crore on total income (net of interest expenses) of Rs 2325 crore as against a net profit of Rs 216 crore on total income (net of interest expenses) of Rs 1,980 crore previous year.

TCL is the holding company for several of the financial services businesses of the Tata group and is registered with the Reserve Bank of India as a systemically important, non-deposit-taking, core investment company. TCL group has a diversified product portfolio with a presence in both the wholesale and retail finance segments. It had sizeable consolidated AUM of Rs 61,445 crore as on March 31, 2018 (Rs 51,847 crore as on March 31, 2017). The fund-based products and services are primarily offered by TCFSL (both wholesale and retail finance segments), TCHFL (mortgage finance), and TCCL

(infrastructure finance). The fee-based services ' distribution of mutual funds and insurance products, stock broking, and investment banking ' are offered through the wholly owned subsidiary, Tata Securities Ltd.

#### Key Financial Indicators

As On/For the year ended March 31	Unit	2018	2017
Total Assets	Rs. Cr.	39281	34500
Total income (net of interest expenses)	Rs. Cr.	2325	1980
Profit after tax	Rs. Cr.	482	216
Gross NPA	%	3.3	4.9
Return on assets	%	1.3	0.7
Gearing	Times	6.3	6.7

Any other information: Not applicable

#### Note on complexity levels of the rated instrument:

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

#### Annexure - Details of Instrument(s)

ISIN No.	Name of the instrument	Date of issuance	Coupon rate (%)	Maturity Date	Size of the issue (in Cr)	Rating assigned along with Outlook
NA	Retail Bond*@	NA	NA	NA	7500	CRISIL AAA/Stable
NA	Non convertible debentures@	NA	NA	NA	1000	CRISIL AAA/Stable
INE306N07468	Non convertible debentures^	09-Nov-12	10.10%	09-Nov-17	500	CRISIL AAA/Stable
INE306N07476	Non convertible debentures^	12-Nov-12	9.55%	10-Nov-17	30	CRISIL AAA/Stable
INE306N07500	Non convertible debentures^	05-Dec-12	9.52%	05-Dec-17	25	CRISIL AAA/Stable
INE306N07559	Non convertible debentures^	16-Jan-13	9.50%	16-Jan-18	65	CRISIL AAA/Stable
INE306N07567	Non convertible debentures^	22-Jan-13	9.60%	22-Jan-18	500	CRISIL AAA/Stable
INE306N07575	Non convertible debentures^	22-Jan-13	9.40%	22-Jan-18	25	CRISIL AAA/Stable
INE306N07633	Non convertible debentures^	26-Mar-13	9.30%	26-Mar-18	5	CRISIL AAA/Stable
INE306N07666	Non convertible debentures^	23-Apr-13	9.40%	23-Apr-18	85	CRISIL AAA/Stable
INE306N07690	Non convertible debentures^	07-May-13	9.10%	07-May-18	20	CRISIL AAA/Stable
INE306N07708	Non convertible debentures^	07-May-13	9.08%	07-May-18	50	CRISIL AAA/Stable
INE306N07740	Non convertible debentures^	22-May-13	9.05%	22-May-18	200	CRISIL AAA/Stable
INE306N07732	Non convertible debentures^	22-May-13	8.95%	22-May-18	25	CRISIL AAA/Stable
INE306N07807	Non convertible debentures	20-Aug-13	10.40%	20-Aug-18	43	CRISIL AAA/Stable
INE306N07831	Non convertible debentures^	26-Aug-13	10.75%	25-Aug-17	30	CRISIL AAA/Stable
INE306N07DQ3	Non convertible debentures^	14-Nov-14	9.11%	24-Nov-17	15	CRISIL AAA/Stable
INE306N07DR1	Non convertible debentures^	18-Nov-14	9.10%	20-Nov-17	10	CRISIL AAA/Stable
INE306N07DS9	Non convertible debentures^	19-Nov-14	9.10%	15-Nov-17	74	CRISIL AAA/Stable
INE306N07DT7	Non convertible debentures	20-Nov-14	9.36%	20-Nov-24	95	CRISIL AAA/Stable
INE306N07DU5	Non convertible debentures^	21-Nov-14	9.07%	20-Nov-17	38	CRISIL AAA/Stable
INE306N07DV3	Non convertible debentures^	21-Nov-14	9.07%	27-Nov-17	20	CRISIL AAA/Stable
INE306N07DW1	Non convertible debentures^	21-Nov-14	9.07%	29-Nov-17	15	CRISIL AAA/Stable
INE306N07EC1	Non convertible debentures	08-Dec-14	9.22%	06-Dec-24	75	CRISIL AAA/Stable
INE306N07EE7	Non convertible debentures^	08-Dec-14	8.90%	08-Dec-17	5	CRISIL AAA/Stable
INE306N07EJ6	Non convertible debentures^	16-Dec-14	8.90%	04-Jan-18	9	CRISIL AAA/Stable
INE306N07EL2	Non convertible debentures^	14-Jan-15	9.05%	10-Jan-18	16.2	CRISIL AAA/Stable
INE306N07EM0	Non convertible debentures^	15-Jan-15	9.10%	15-Jan-18	9.7	CRISIL AAA/Stable
INE306N07EN8	Non convertible debentures^	15-Jan-15	9.10%	05-Apr-18	5.9	CRISIL AAA/Stable
INE306N07EP3	Non convertible debentures^	20-Jan-15	8.92%	24-Jan-18	21	CRISIL AAA/Stable
INE306N07ER9	Non convertible debentures^	29-Jan-15	9.00%	29-Jan-18	300	CRISIL AAA/Stable
INE306N07ET5	Non convertible debentures^	04-Feb-15	8.90%	02-Feb-18	50	CRISIL AAA/Stable
INE306N07EW9	Non convertible debentures^	20-Feb-15	9.04%	12-Feb-18	6	CRISIL AAA/Stable
INE306N07FB0	Non convertible debentures^	02-Mar-15	9.05%	02-Mar-18	65	CRISIL AAA/Stable
INE306N07FD6	Non convertible debentures^	05-Mar-15	9.03%	10-Apr-17	11.5	CRISIL AAA/Stable
INE306N07FF1	Non convertible debentures^	05-Mar-15	9.03%	02-May-17	11	CRISIL AAA/Stable
INE306N07FI5	Non convertible debentures^	10-Mar-15	9.00%	09-Mar-18	50	CRISIL AAA/Stable
INE306N07FL9	Non convertible debentures^	20-Mar-15	9.00%	03-Apr-18	8	CRISIL AAA/Stable
INE306N07FM7	Non convertible debentures^	24-Mar-15	9.10%	23-Mar-18	15	CRISIL AAA/Stable
INE306N07FO3	Non convertible debentures^	15-Apr-15	8.85%	11-Apr-17	18	CRISIL AAA/Stable
INE306N07FP0	Non convertible debentures^	20-Apr-15	8.80%	22-May-17	102.6	CRISIL AAA/Stable
INE306N07FQ8	Non convertible debentures^	22-Apr-15	8.76%	19-Apr-17	32.6	CRISIL AAA/Stable
INE306N07FR6	Non convertible debentures^	22-Apr-15	8.76%	20-Apr-17	7	CRISIL AAA/Stable

INE306N07FS4	Non convertible debentures^	22-Apr-15	8.76%	25-Apr-17	85	CRISIL AAA/Stable
INE306N07FT2	Non convertible debentures^	22-Apr-15	8.74%	01-Jun-17	34	CRISIL AAA/Stable
INE306N07FU0	Non convertible debentures^	24-Apr-15	8.71%	03-Apr-17	64	CRISIL AAA/Stable
INE306N07FX4	Non convertible debentures^	24-Apr-15	8.76%	18-Apr-17	8.8	CRISIL AAA/Stable
INE306N07FV8	Non convertible debentures^	24-Apr-15	8.71%	04-Apr-17	19	CRISIL AAA/Stable
INE306N07FW6	Non convertible debentures^	24-Apr-15	8.71%	05-Apr-17	51	CRISIL AAA/Stable
INE306N07FY2	Non convertible debentures	05-May-15	8.88%	05-May-20	330	CRISIL AAA/Stable
INE306N07GA0	Non convertible debentures^	13-May-15	8.89%	24-May-17	35	CRISIL AAA/Stable
INE306N07GB8	Non convertible debentures^	13-May-15	8.89%	27-Apr-17	9	CRISIL AAA/Stable
INE306N07GC6	Non convertible debentures^	15-May-15	8.89%	17-Jul-17	127	CRISIL AAA/Stable
INE306N07GD4	Non convertible debentures^	15-May-15	8.91%	22-May-17	78	CRISIL AAA/Stable
INE306N07GE2	Non convertible debentures^	15-May-15	8.91%	12-May-17	25	CRISIL AAA/Stable
INE306N07GF9	Non convertible debentures^	15-May-15	8.91%	24-May-17	22	CRISIL AAA/Stable
INE306N07GG7	Non convertible debentures^	15-May-15	8.90%	20-Jun-17	18.7	CRISIL AAA/Stable
INE306N07GH5	Non convertible debentures^	15-May-15	8.90%	01-Jun-17	17.5	CRISIL AAA/Stable
INE306N07GI3	Non convertible debentures^	15-May-15	8.80%	11-Apr-17	12	CRISIL AAA/Stable
INE306N07GJ1	Non convertible debentures^	15-May-15	8.91%	15-May-17	10	CRISIL AAA/Stable
INE306N07GL7	Non convertible debentures^	22-May-15	8.91%	01-Jun-17	127.3	CRISIL AAA/Stable
INE306N07GM5	Non convertible debentures^	22-May-15	8.91%	17-May-17	20	CRISIL AAA/Stable
INE306N07GP8	Non convertible debentures^	22-May-15	8.90%	20-Jun-17	6.7	CRISIL AAA/Stable
INE306N07GS2	Non convertible debentures^	26-May-15	9.00%	24-May-17	525	CRISIL AAA/Stable
INE306N07GT0	Non convertible debentures^	09-Jun-15	8.96%	09-Jun-17	500	CRISIL AAA/Stable
INE306N07GU8	Non convertible debentures^	22-Jun-15	8.90%	22-Jun-18	380	CRISIL AAA/Stable
INE306N07GV6	Non convertible debentures^	24-Jun-15	8.95%	23-Jun-17	100	CRISIL AAA/Stable
INE306N07GW4	Non convertible debentures^	24-Jun-15	8.95%	23-Jun-17	75	CRISIL AAA/Stable
INE306N07GX2	Non convertible debentures^	24-Jun-15	8.95%	23-Jun-17	75	CRISIL AAA/Stable
INE306N07GZ7	Non convertible debentures^	07-Jul-15	8.99%	23-Jun-17	250	CRISIL AAA/Stable
INE306N07HA8	Non convertible debentures^	07-Jul-15	8.99%	07-Jul-17	25	CRISIL AAA/Stable
INE306N07HB6	Non convertible debentures^	09-Jul-15	8.99%	07-Jul-17	250	CRISIL AAA/Stable
INE306N07HC4	Non convertible debentures^	13-Jul-15	8.95%	13-Jul-18	5	CRISIL AAA/Stable
INE306N07HE0	Non convertible debentures^	31-Jul-15	8.85%	31-Jul-17	157	CRISIL AAA/Stable
INE306N07HV4	Non convertible debentures	24-May-16	8.67%	24-May-19	25	CRISIL AAA/Stable
INE306N07HW2	Non convertible debentures	30-May-16	8.70%	28-May-21	50	CRISIL AAA/Stable
INE306N07HX0	Non convertible debentures^	07-Jun-16	8.65%	10-Aug-17	40	CRISIL AAA/Stable
INE306N07HY8	Non convertible debentures^	10-Jun-16	8.75%	12-Jun-17	25	CRISIL AAA/Stable
INE306N07HZ5	Non convertible debentures	10-Jun-16	8.72%	23-Dec-19	13	CRISIL AAA/Stable
INE306N07IA6	Non convertible debentures^	15-Jun-16	8.71%	15-Jun-17	30	CRISIL AAA/Stable
INE306N07IB4	Non convertible debentures^	15-Jun-16	8.69%	15-Jun-17	25	CRISIL AAA/Stable
INE306N07IC2	Non convertible debentures^	24-Jun-16	8.66%	26-Dec-17	25	CRISIL AAA/Stable
INE306N07ID0	Non convertible debentures^	07-Jul-16	8.69%	08-Jan-18	25	CRISIL AAA/Stable
INE306N07IE8	Non convertible debentures^	08-Jul-16	8.55%	08-Sep-17	150	CRISIL AAA/Stable
INE306N07IF5	Non convertible debentures	12-Jul-16	8.82%	12-Jul-19	200	CRISIL AAA/Stable
INE306N07IG3	Non convertible debentures	19-Jul-16	8.66%	19-Jul-19	25	CRISIL AAA/Stable
INE306N07IH1	Non convertible debentures	29-Jul-16	8.62%	29-Jul-19	10	CRISIL AAA/Stable
INE306N07II9	Non convertible debentures^	02-Aug-16	8.62%	02-Aug-18	150	CRISIL AAA/Stable
INE306N07IJ7	Non convertible debentures^	12-Aug-16	8.15%	13-Aug-18	25	CRISIL AAA/Stable
INE306N07IK5	Non convertible debentures	16-Aug-16	8.30%	16-Aug-18	75	CRISIL AAA/Stable
INE306N07IL3	Non convertible debentures	25-Aug-16	8.20%	23-Aug-19	25	CRISIL AAA/Stable
INE306N07IM1	Non convertible debentures	26-Aug-16	8.25%	01-Jul-20	15	CRISIL AAA/Stable
INE306N07IN9	Non convertible debentures	31-Aug-16	8.16%	31-Aug-18	30	CRISIL AAA/Stable
INE306N07IO7	Non convertible debentures	31-Aug-16	8.16%	30-Aug-19	25	CRISIL AAA/Stable
INE306N07IP4	Non convertible debentures	06-Sep-16	8.20%	06-Sep-18	250	CRISIL AAA/Stable
INE306N07IQ2	Non convertible debentures	08-Sep-16	8.20%	08-Mar-19	250	CRISIL AAA/Stable
INE306N07IR0	Non convertible debentures^	30-Sep-16	7.88%	26-Mar-18	150	CRISIL AAA/Stable
INE306N07IS8	Non convertible debentures^	04-Oct-16	7.88%	26-Mar-18	350	CRISIL AAA/Stable
INE306N07IZ3	Non convertible debentures	28-Dec-16	7.58%	28-Dec-21	272	CRISIL AAA/Stable
INE306N08086	Non convertible debentures^	12-Aug-15	8.80%	10-Aug-18	200	CRISIL AAA/Stable
INE306N08094	Non convertible debentures^	01-Sep-15	8.91%	01-Sep-17	150	CRISIL AAA/Stable
INE306N08169	Non convertible debentures^	25-Apr-16	8.85%	25-Apr-18	300	CRISIL AAA/Stable
INE306N08177	Non convertible debentures^	27-Apr-16	8.85%	27-Apr-18	200	CRISIL AAA/Stable

NA	Perpetual debt@	NA	NA	NA	493.55	CRISIL AA+/Stable
INE976I08128	Perpetual debt	15-Nov-10	10.00%	Perpetual	0.75	CRISIL AA+/Stable
INE976I08136	Perpetual debt	14-Jan-11	10.00%	Perpetual	0.9	CRISIL AA+/Stable
INE976I08144	Perpetual debt	05-May-11	10.00%	Perpetual	1	CRISIL AA+/Stable
INE976I08151	Perpetual debt	08-Aug-11	11.25%	Perpetual	3.05	CRISIL AA+/Stable
INE976I08169	Perpetual debt	28-Sep-11	10.75%	Perpetual	0.5	CRISIL AA+/Stable
INE976I08177	Perpetual debt	07-Nov-11	10.75%	Perpetual	0.25	CRISIL AA+/Stable
NA	Subordinated debt@	NA	NA	NA	585	CRISIL AAA/Stable
INE306N08029	Subordinated debt	26-Sep-14	10.15%	26-Sep-24	100	CRISIL AAA/Stable
INE306N08037	Subordinated debt	07-Jan-15	9.35%	07-Jan-25	35	CRISIL AAA/Stable
INE306N08045	Subordinated debt	30-Jan-15	9.32%	30-Jan-25	75	CRISIL AAA/Stable
INE306N08052	Subordinated debt	31-Mar-15	9.37%	31-Mar-25	200	CRISIL AAA/Stable
INE306N08078	Subordinated debt	22-Jul-15	9.25%	22-Jul-25	90	CRISIL AAA/Stable
INE306N08151	Subordinated debt	30-Mar-16	9.17%	30-Mar-26	200	CRISIL AAA/Stable
INE306N08193	Subordinated debt	11-Aug-16	8.92%	11-Aug-26	200	CRISIL AAA/Stable
INE306N08201	Subordinated debt	26-Oct-16	8.45%	26-Oct-26	15	CRISIL AAA/Stable
NA	Commercial Paper	NA	NA	7-365 days	15000	CRISIL A1+

@Rated but unutilized

^CRISIL is awaiting independent confirmation of redemption before withdrawing ratings on these facilities

\* Includes Non-Convertible Debentures and Subordinated Debt

### Annexure - Rating History for last 3 Years

Instrument	Type	Current		2018 (History)		2017		2016		2015		Start of 2015
		Outstanding Amount	Rating	Date	Rating	Date	Rating	Date	Rating	Date	Rating	
Commercial Paper	ST	15000.00	CRISIL A1+	28-05-18	CRISIL A1+	21-11-17	CRISIL A1+		-		-	-
						04-09-17	CRISIL A1+					
Non Convertible Debentures	LT	10240.50	CRISIL AAA/Stable	28-05-18	CRISIL AA+/Stable	21-11-17	CRISIL AA+/Stable	14-09-16	CRISIL AA+/Stable	22-09-15	CRISIL AA+/Stable	CRISIL AA+/Stable
						04-09-17	CRISIL AA+/Stable	17-06-16	CRISIL AA+/Stable	29-07-15	CRISIL AA+/Stable	
						31-07-17	CRISIL AA+/Stable	27-05-16	CRISIL AA+/Stable	12-06-15	CRISIL AA+/Stable	
						22-03-17	CRISIL AA+/Stable	18-04-16	CRISIL AA+/Stable	13-02-15	CRISIL AA+/Stable	
						22-02-17	CRISIL AA+/Stable	19-01-16	CRISIL AA+/Stable			
Perpetual Bonds	LT	500.00	CRISIL AA+/Stable	28-05-18	CRISIL AA/Stable	21-11-17	CRISIL AA/Stable	14-09-16	CRISIL AA-/Stable	22-09-15	CRISIL AA-/Stable	CRISIL AA-/Stable
						04-09-17	CRISIL AA/Stable	17-06-16	CRISIL AA-/Stable	29-07-15	CRISIL AA-/Stable	
						31-07-17	CRISIL AA/Stable	27-05-16	CRISIL AA-/Stable	12-06-15	CRISIL AA-/Stable	
						22-03-17	CRISIL AA/Stable	18-04-16	CRISIL AA-/Stable	13-02-15	CRISIL AA-/Stable	
						22-02-17	CRISIL AA/Stable	19-01-16	CRISIL AA-/Stable			
Retail Bond	LT	7500.00	CRISIL AAA/Stable		-		-		-		-	-
Subordinated Debt	LT	1500.00	CRISIL AAA/Stable	28-05-18	CRISIL AA+/Stable	21-11-17	CRISIL AA+/Stable	14-09-16	CRISIL AA+/Stable	22-09-15	CRISIL AA+/Stable	CRISIL AA+/Stable
						04-09-17	CRISIL AA+/Stable	17-06-16	CRISIL AA+/Stable	29-07-15	CRISIL AA+/Stable	
						31-07-17	CRISIL AA+/Stable	27-05-16	CRISIL AA+/Stable	12-06-15	CRISIL AA+/Stable	
						22-03-17	CRISIL AA+/Stable	18-04-16	CRISIL AA+/Stable	13-02-15	CRISIL AA+/Stable	
						22-02-17	CRISIL AA+/Stable	19-01-16	CRISIL AA+/Stable			

All amounts are in Rs.Cr.

#### Links to related criteria

[CRISILs Approach to Financial Ratios](#)

[Rating Criteria for Banks and Financial Institutions](#)

[Rating Criteria for Finance Companies](#)

[CRISILs Criteria for Consolidation](#)

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

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

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**CARE/HO/RL/2018-19/2649**

**Mr. Kiran Joshi**

**Head Treasury**

Tata Capital Financial Services Limited

Tower A 1101 Peninsula Business Park

Ganpatrao Kadam Marg

Lower Parel

Mumbai - 400013

August 27, 2018

**Confidential**

Dear Sir,

**Credit rating for public issue of non-convertible debenture/subordinated debt**

Please refer to our letters dated August 14, 2018 and your request for revalidation of the rating assigned to the public issue of non-convertible debenture/subordinated debt of your company.

The following ratings have been reviewed by our Rating Committee:

Instrument	Amount (Rs. crore)	Rating <sup>1</sup>	Rating Action
Proposed Non-Convertible Debenture/ Subordinated Debt (Public Issue)	7500 (Rs. Seven Thousand and Five Hundred Crore only)	<b>CARE AAA; Stable (Triple A; Outlook Stable)</b>	<b>Reaffirmed</b>

- Please arrange to get the rating revalidated, in case the proposed issues are not made within six months from the date of this letter.
- Please inform us the below-mentioned details of issue immediately, but not later than 7 days from the date of placing the instrument:

Instrument type	ISIN	Issue Size (Rs cr)	Coupon Rate	Coupon Payment Dates	Terms of Redemption	Redemption date	Name and contact details of Debenture Trustee/IP A	Details of top 10 investors

- CARE reserves the right to undertake a surveillance/review of the rating from time to time, based on circumstances warranting such review, subject to at least one such review/surveillance every year.
- CARE reserves the right to revise/reaffirm/withdraw the rating assigned as also revise the outlook, as a result of periodic review/surveillance, based on any event or information which

<sup>1</sup>Complete definitions of the ratings assigned are available at [www.careratings.com](http://www.careratings.com) and in other CARE publications.

in the opinion of CARE warrants such an action. In the event of failure on the part of the entity to furnish such information, material or clarifications as may be required by CARE so as to enable it to carry out continuous monitoring of the rating of the bank facilities, CARE shall carry out the review on the basis of best available information throughout the life time of such bank facilities. In such cases the credit rating symbol shall be accompanied by "ISSUER NOT COOPERATING". CARE shall also be entitled to publicize/disseminate all the aforementioned rating actions in any manner considered appropriate by it, without reference to you.

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7. CARE ratings are **not** recommendations to buy, sell, or hold any securities.

If you need any clarification, you are welcome to approach us in this regard.

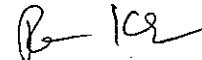
Thanking you,

Yours faithfully,



[Viraj Dhond]  
Deputy Manager

viraj.dhond@careratings.com



[Ravi Kumar Dasari]  
A.G.M.

ravi.kumar@careratings.com

Encl.: As above

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In case of partnership/proprietary concerns, the rating assigned by CARE is based on the capital deployed by the partners/proprietor and the financial strength of the firm at present. The rating may undergo change in case of withdrawal of capital or the unsecured loans brought in by the partners/proprietor in addition to the financial performance and other relevant factors.

No. CARE/HO/RL/2018-19/2527  
Mr. Kiran Joshi  
Head Treasury  
Tata Capital Financial Services Limited,  
Tower-A 1101 Peninsula Business Park  
Ganpatrao Kadam Marg  
Lower Parel  
Mumbai – 400013

August 14, 2018

**Confidential**

Dear Sir,

**Credit rating for proposed public issue of Non-Convertible Debenture/ Subordinated Debt**

Please refer to your request for rating of proposed public issue of non-convertible debenture/subordinated debt aggregating to Rs.7500 crore of your company. The following ratings have been assigned by our Rating Committee:

Instrument	Amount (Rs. crore)	Rating <sup>1</sup>	Rating Action
Proposed Non-Convertible Debenture/ Subordinated Debt (Public Issue)	7500 (Rs. Seven Thousand and Five Hundred Crore only)	CARE AAA; Stable (Triple A; Outlook Stable)	Assigned

3. Please arrange to get the rating revalidated, in case the proposed issue is not made within a period of six months from the date of our initial communication of rating to you (that is August 14, 2018).
4. In case there is any change in the size or terms of the proposed issue, please get the rating revalidated.
5. Please inform us the below-mentioned details of issue immediately, but not later than 7 days from the date of placing the instrument:

<sup>1</sup>Complete definitions of the ratings assigned are available at [www.careratings.com](http://www.careratings.com) and in other CARE publications.

Instrument type	ISIN	Issue Size (Rs cr)	Coupon Rate	Coupon Payment Dates	Terms of Redemption	Redemption date	Name and contact details of Debenture Trustee	Details of top 10 investors
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6. Kindly arrange to submit to us a copy of each of the documents pertaining to the NCD issue, including the offer document and the trust deed.
7. The rationale for the rating will be communicated to you separately.
8. CARE reserves the right to undertake a surveillance/review of the rating from time to time, based on circumstances warranting such review, subject to at least one such review/surveillance every year.
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10. Users of this rating may kindly refer our website [www.careratings.com](http://www.careratings.com) for latest update on the outstanding rating.
11. CARE ratings are **not** recommendations to buy, sell or hold any securities.

If you need any clarification, you are welcome to approach us in this regard. We are indeed, grateful to you for entrusting this assignment to CARE.

Thanking you,

Yours faithfully,



[Viraj Dhond]

Deputy Manager

viraj.dhond@careratings.com



[Ravi Kumar Dasari]

A.G.M

ravi.kumar@careratings.com

Encl.: As above

**Disclaimer**

CARE's ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. CARE has based its ratings/outlooks on information obtained from sources believed by it to be accurate and reliable. CARE does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by CARE have paid a credit rating fee, based on the amount and type of bank facilities/instruments.

In case of partnership/proprietary concerns, the rating/outlook assigned by CARE is based on the capital deployed by the partners/proprietor and the financial strength of the firm at present. The rating/outlook may undergo change in case of withdrawal of capital or the unsecured loans brought in by the partners/proprietor in addition to the financial performance and other relevant factors.

## Tata Capital Financial Services Limited

August 14, 2018

### Ratings

Instruments/facilities	Amount (Rs. crore)	Rating <sup>1</sup>	Rating Action
Long-term Bank Facilities	1,085	CARE AAA; Stable (Triple A; Outlook: Stable)	Revised from CARE AA+; Positive (Double A Plus; Outlook: Positive)
Non-Convertible Debentures	3,464	CARE AAA; Stable (Triple A; Outlook: Stable)	Revised from CARE AA+; Positive (Double A Plus; Outlook: Positive)
Subordinated Debt	2,000	CARE AAA; Stable (Triple A; Outlook: Stable)	Revised from CARE AA+; Positive (Double A Plus; Outlook: Positive)
Perpetual Debt	600	CARE AA+; Stable (Double A Plus; Outlook: Stable)	Revised from CARE AA; Positive (Double A; Outlook: Positive)
Non-Convertible Debentures/Subordinated Debt (Public Issue)	7500	CARE AAA; Stable (Triple A; Outlook: Stable)	Assigned
<b>Total Facilities</b>	<b>14,649</b> <b>(Rupees Fourteen</b> <b>Thousand Six Hundred</b> <b>And Forty Nine Crore</b> <b>only)</b>		

#### Details of instruments/facilities in Annexure-1

CARE has rated the aforesaid Perpetual Debt after taking into consideration their increased sensitiveness to the Capital Adequacy Ratio (CAR), capital raising ability and profitability during the long tenure of the instruments. The rating factors in the additional risk arising due to the existence of the lock-in clause in the instruments. Any delay in payment of interest/principal (as the case may be) following invocation of the lock-in-clause, would constitute as an event of default as per CARE's definition of default and as such these instruments may exhibit a somewhat sharper migration of rating compared to other debt instruments.

#### Detailed Rationale & Key Rating Drivers

The revision in ratings reflects recent capital infusion by the ultimate parent, Tata Sons Limited into Tata Capital Limited and firm commitment for further capital infusion during FY19. TCL has further infused these funds as capital into its lending subsidiaries including TCFSL thereby strengthening their capitalization and supporting their growth. The ratings factor in the strength of the lending business housed under TCL and its subsidiaries' (including TCFSL, TCCL and TCHFL) characterized by sizeable loan portfolio with diversified mix of retail and wholesale book. The demonstrated capital support also highlights Tata Sons' stance towards growing the group's financial services businesses which are housed under TCL.

The ratings continue to factor in strong parentage (Tata Sons Ltd) and brand equity associated with the Tata Group, experienced management team and strong financial flexibility by virtue of being a part of Tata group. The ratings further take into account adequate capitalisation and relatively high gearing of the group's financial services business. The asset quality on an aggregate basis (including TCFSL, TCCL and TCHFL) has witnessed improvement in FY18 on the back of healthy asset quality of TCCL and TCHFL's book and improvement in asset quality of TCFSL's book. Further, the ratings also take into account the moderate profitability of the lending business on aggregate basis. Continued parentage and support from Tata group, capitalization, leverage, profitability and asset quality are the key rating sensitivities.

#### Detailed description of the key rating drivers

##### Key Rating Strengths

##### Strong Parentage, Shared brand equity & Capital Support from Parent

<sup>1</sup>Complete definition of the ratings assigned are available at [www.careratings.com](http://www.careratings.com) and other CARE publications

Tata Capital Limited (TCL) being subsidiary of Tata Sons Limited, shares the brand equity of the Tata group. Tata Sons Limited holds 93.22% stake in TCL as on March 31, 2018. TCL is the financial services arm of the Tata Group and helps the group in diversifying its business in financial services domain through its subsidiaries TCFSL, TCCL and TCHFL. The strength of the Tata group helps in mobilizing funds from various sources at cost effective rates. The rating also factors expected managerial and financial support from Tata Sons. During June-July'18, TCL received capital infusion of Rs.1,250 crore from the parent Tata Sons Limited with further commitment for equity infusion in FY19. TCL has infused funds as capital into its lending subsidiaries and any further infusion from Tata Sons is also likely to be utilized for the same. TCL and its subsidiaries also derive support from the Tata group as it sources some part of business from the 'Tata Ecosystem'.

#### **Experienced management and board**

TCL is currently headed by Mr. Rajiv Sabharwal, who is the MD & CEO of the company. Mr. Sabharwal has over 27 years of experience in the banking and financial services industry. TCFSL is currently headed by Mr. Kusal Roy, who is the Managing Director of the company. The management team of TCCL is led by Mr. Manish Chourasia (Managing Director) having more than 20 years of experience in debt origination, credit risk assessment and syndication. Mr. Anil Kaul is the Managing Director of TCHFL, he has over two decades experience in the financial services sector. Board of Directors of Tata Capital Group includes eminent individuals with wide experience in business, administration and financial services. The management team is well qualified and has experience in various businesses and functional areas for NBFCs/HFC.

#### **Diversified resource profile and comfortable liquidity**

The TCL's aggregate resource profile is well diversified with term loans from banks/NHB, preference shares, market borrowings in the form of NCDs, sub-debt, perpetual debt and CPs. Of the total borrowings as on March 31, 2018, bank borrowings (including term loans, outstanding CC and OD facility) constituted 27%, NCD (including subordinated debt & perpetual) 40%, commercial paper 19%, Term loan from NHB 10% and redeemable preference shares 4%. Also being part of the Tata group helps in mobilizing of funds on a cost effective basis.

#### **Adequate capitalization**

TCFSL's capitalization levels remain adequate with total CAR of at 16.68% (FY17: 16.07%) as on March 31, 2018.

TCCL reported comfortable CAR of 19.53% (FY17: 23.01%) as on March 31, 2018.

TCHFL also remained adequately capitalized with overall capital adequacy ratio of 17.22% (FY17: 16.01%) as on March 31, 2018.

#### **Improved asset quality**

The TCFSL reported GNPA and NNPA ratio (on 90 d-p-d) of 3.32% and 0.90% as on March 31, 2018 as against GNPA and NNPA ratio (on 120 d-p-d) of 4.94% and 1.22% as on March 31, 2017. The company's NNPA ratio reduced significantly on account of higher provision coverage over past few years.

TCCL did not report any NPAs as March 31, 2018.

TCHFL has moderate asset quality with GNPA and NNPA of 1.22% and 0.48% respectively as on March 31, 2018. On aggregate basis, TCL's GNPA and NNPA stood at 2.4% (PY: 3.4%) and 0.7% (PY: 0.9%), respectively as on March 31, 2018.

#### **Diversified Portfolio mix**

At TCL level, loan book is well diversified with retail proportion of 57% (P.Y: 55%) and wholesale proportion of 43% (P.Y: 45%) considering the loan book of all the three subsidiaries including TCFSL, TCCL and TCHFL. The overall lending book stood at Rs.60,497 crore as on March 31, 2018 with TCFSL around 60% of the loan book. TCHFL and TCCL have contributed around 35% and 5% of the total loan book respectively. TCFSL is a wholly owned subsidiary of TCL. TCFSL provides a wide spectrum of products in the retail and corporate finance segment. TCFSL faces some concentration risk on account of large ticket exposure in its corporate finance portfolio. Top 5 exposures as a percentage of outstanding portfolio and tangible net worth as on March 31, 2018 stood at 3.56% and 28.34%, respectively.

TCCL's total loan book stood at Rs.3,085 crore at the end of March 2018 and is made up of exposure to 80 project exposures. Top 5 exposures accounted for 41% of the total loan book and 189% of tangible net worth as on March 31, 2018. Top 10 exposures accounted for 65% of the total loan book and 300% of tangible net worth as on March 31, 2018.

As on March 31, 2018, TCHFL's portfolio is fairly diversified with home loan segment accounting 70% of portfolio followed by LAP 20% and builder loans 10%.

#### **Key rating weaknesses**

##### **Moderate Profitability**

During FY18, TCFSL's outstanding net portfolio grew by 17% y-o-y and stood at Rs.36,319 crore. Profitability showed improvement in FY18 due to moderate operating expenses and lower provisioning/write off costs. Overall, the company reported PAT of Rs.483 crore in FY18 as against PAT of Rs.216 crore in FY17. As a result, TCFSL's ROTA improved to 1.35% in FY18 as compared to 0.69% in FY17. The Company's NIM improved during FY18 by 25 bps to 4.49% due to overall decline in borrowing cost.



TCCL's profitability has also improved over the years, albeit on a low base. During FY18, the company reported PAT of Rs.79 crore on total income of Rs.276 crore as against PAT of Rs.56 crore on total income of Rs.180 crore during FY17. The company reported RoTA of 3.09% in FY17 (FY17: 2.81%).

TCHFL reported PAT of Rs.214 crore on the total income of Rs.1984 crore in FY18 as compared to PAT of Rs.178 crore on the total income of Rs.1723 crore in FY17. TCHFL has average profitability with NIM and ROTA of 3.19% and 1.13% respectively.

#### Relatively high gearing of the lending entities housed under TCL

TCFSL has gearing of 6.93 times as on March'18 as compared to 7.90 times as on March'17. TCCL gearing stood at 3.56 times as on March'18 as compared to 2.35 times as on March'17. TCHFL has gearing of 10.59 times as on March'18 as compared to 11.40 times as March'18.

#### Financing renewable energy projects – a relatively new area of operations

TCCL commenced lending in FY14 into renewable energy segment. Financing of renewable energy projects is a relatively newer area for Tata group and the performance in this segment is yet to be seen.

**Analytical approach:** CARE has analyzed the aggregate financials of the three lending subsidiaries housed under TCL and the strong support from ultimate parent, Tata Sons Limited.

#### Applicable Criteria

[Criteria on assigning Outlook to Credit Ratings](#)

[CARE's Policy on Default Recognition](#)

[Criteria for Non-Banking Financial Companies](#)

[Financial ratios – Financial Sector](#)

[Factor Linkages in ratings](#)

[Policy on withdrawals of ratings](#)

#### About the Company

TCFSL is a wholly owned subsidiary of Tata Capital Limited (TCL) which in turn is a subsidiary of Tata Sons Limited (Tata Sons Limited holds a stake of 93.22% in TCL as on March 31, 2018). TCFSL is a systemically important non deposit taking Non-Banking Finance Company (NBFC). Net loan portfolio (including credit substitutes) of TCFSL stood at Rs.36,319 crore as on March 31, 2018. As on March 31, 2018, Retail loan book comprised 44% (P.Y.: 42%) of the total portfolio with the remaining 56% (P.Y.: 58%) made up of corporate loan portfolio. Retail portfolio is made up of personal loans, loan against property, business loans, consumer durable loans, auto loans and tractor loans. Corporate portfolio comprises term loans, loan against shares, supply chain financing, leasing, construction equipment financing and project financing. The company also provides credit cards (in partnership with SBI Cards and Payments Services Ltd.) and wealth management advisory services.

Brief Financials (Rs. crore) – TCFSL Standalone	FY17 (Audited)	FY18 (Audited)
Total Income	4192	4556
PAT	216	483
Interest coverage (times)	1.15	1.33
Total Tangible Assets	32676	38882
Net NPA (%)	1.22	0.90
ROTA (%)	0.69	1.35

#### Profile of Tata Capital Limited (TCL)

TCL is primarily a holding company, holding investments in its subsidiaries and other group companies and is the arm of Tata Group for financial services business. TCL is a subsidiary of Tata Sons Limited, which holds 93.22% in the company as on March 31, 2018. Tata Capital, through its subsidiaries, caters to the requirements of retail and corporate customers with different products and services. The lending portfolio of TCL grew by 21% in FY18 and stood at Rs.60,494 crore as on March 31, 2018 of which lending portfolio of Tata Capital Financial Services Limited (TCFSL) and Tata Capital Housing Finance Limited (TCHFL) accounted for 60% and 35%, respectively. The remaining 5% of the portfolio was accounted for by TCCL.

**Status of non-cooperation with previous CRA:** Not Applicable

**Any other information:** Not Applicable

**Rating History for last three years:** Please refer Annexure-2

**Note on complexity levels of the rated instrument:** CARE has classified instruments rated by it on the basis of complexity. This classification is available at [www.careratings.com](http://www.careratings.com). Investors/market intermediaries/regulators or others are welcome to write to [care@careratings.com](mailto:care@careratings.com) for any clarifications.

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**\*\*For detailed Rationale Report and subscription information, please contact us at [www.careratings.com](http://www.careratings.com)**

**About CARE Ratings:**

CARE Ratings commenced operations in April 1993 and over two decades, it has established itself as one of the leading credit rating agencies in India. CARE is registered with the Securities and Exchange Board of India (SEBI) and also recognized as an External Credit Assessment Institution (ECAI) by the Reserve Bank of India (RBI). CARE Ratings is proud of its rightful place in the Indian capital market built around investor confidence. CARE Ratings provides the entire spectrum of credit rating that helps the corporates to raise capital for their various requirements and assists the investors to form an informed investment decision based on the credit risk and their own risk-return expectations. Our rating and grading service offerings leverage our domain and analytical expertise backed by the methodologies congruent with the international best practices.

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In case of partnership/proprietary concerns, the rating /outlook assigned by CARE is based on the capital deployed by the partners/proprietor and the financial strength of the firm at present. The rating/outlook may undergo change in case of withdrawal of capital or the unsecured loans brought in by the partners/proprietor in addition to the financial performance and other relevant factors.

**Annexure-1: Details of Instruments/Facilities**

Name of the Instrument	Date of Issuance	Coupon Rate	Maturity Date	Size of the Issue (Rs. Cr.)	Rating assigned along with Rating Outlook
Debentures-Non Convertible Debentures	17-Aug-11	10.10%	17-Aug-18	4	CARE AAA;Stable
Debentures-Non Convertible Debentures	23-Sep-11	10.15%	23-Sep-18	10	CARE AAA;Stable
Debentures-Non Convertible Debentures	21-Oct-11	10.15%	21-Oct-18	15	CARE AAA;Stable
Debentures-Non Convertible Debentures	20-Nov-14	9.36%	20-Nov-24	95	CARE AAA;Stable
Debentures-Non Convertible Debentures	16-Dec-15	8.65%	16-Dec-20	10	CARE AAA;Stable
Debentures-Non Convertible Debentures	8-Jan-16	8.65%	8-Jan-19	25	CARE AAA;Stable
Debentures-Non Convertible Debentures	16-Mar-16	8.75%	16-Mar-21	7	CARE AAA;Stable
Debentures-Non Convertible Debentures	21-Mar-16	8.80%	19-Mar-21	10	CARE AAA;Stable
Debentures-Non Convertible Debentures	31-Mar-17	7.91%	31-Mar-22	40	CARE AAA;Stable
Debentures-Non Convertible Debentures	22-Jan-18	8.25%	20-Jan-23	48	CARE AAA;Stable
Debentures-Non Convertible Debentures (Proposed)	-	-	-	3200	CARE AAA;Stable
Bonds-Subordinated	4-Aug-09	10.50%	4-Aug-19	39	CARE AAA;Stable
Bonds-Subordinated	9-Sep-09	10.25%	9-Sep-19	170	CARE AAA;Stable
Bonds-Subordinated	28-Oct-09	10.25%	28-Oct-19	74	CARE AAA;Stable

Bonds-Subordinated	28-Oct-09	9.80%	28-Oct-19	79	CARE AAA;Stable
Bonds-Subordinated	30-Nov-09	ZCB	30-Nov-19	57	CARE AAA;Stable
Bonds-Subordinated	15-Dec-09	10.25%	15-Dec-19	286	CARE AAA;Stable
Bonds-Subordinated	18-Dec-09	9.80%	18-Dec-19	150	CARE AAA;Stable
Bonds-Subordinated	24-Dec-09	9.95%	24-Dec-19	50	CARE AAA;Stable
Bonds-Subordinated	26-Sep-14	10.15%	26-Sep-24	100	CARE AAA;Stable
Bonds-Subordinated	7-Jan-15	9.35%	7-Jan-25	35	CARE AAA;Stable
Bonds-Subordinated	30-Jan-15	9.32%	30-Jan-25	75	CARE AAA;Stable
Bonds-Subordinated	31-Mar-15	9.37%	31-Mar-25	200	CARE AAA;Stable
Bonds-Subordinated	22-Jul-15	9.25%	22-Jul-25	90	CARE AAA;Stable
Bonds-Subordinated	30-Mar-16	9.17%	30-Mar-26	200	CARE AAA;Stable
Bonds-Subordinated	11-Aug-16	8.92%	11-Aug-26	200	CARE AAA;Stable
Bonds-Subordinated	26-Oct-16	8.45%	26-Oct-26	15	CARE AAA;Stable
Bonds-Subordinated (Proposed)	-	-	-	180	CARE AAA;Stable
Debt-Perpetual Debt	15-Nov-10	10.00%	Perpetual	0.75	CARE AA+;Stable
Debt-Perpetual Debt	14-Jan-11	10.00%	Perpetual	0.9	CARE AA+;Stable
Debt-Perpetual Debt	5-May-11	10.00%	Perpetual	1	CARE AA+;Stable
Debt-Perpetual Debt	8-Aug-11	11.25%	Perpetual	3.05	CARE AA+;Stable
Debt-Perpetual Debt	28-Sep-11	10.75%	Perpetual	0.5	CARE AA+;Stable
Debt-Perpetual Debt	7-Nov-11	10.75%	Perpetual	0.25	CARE AA+;Stable
Debt-Perpetual Debt	27-Mar-14	10.95%	Perpetual	93.55	CARE AA+;Stable
Debt-Perpetual Debt	16-Jul-15	9.99%	Perpetual	100	CARE AA+;Stable
Debt-Perpetual Debt	6-Jan-16	9.86%	Perpetual	50	CARE AA+;Stable
Debt-Perpetual Debt	2-Feb-16	9.86%	Perpetual	50	CARE AA+;Stable
Debt-Perpetual Debt	9-Feb-16	9.86%	Perpetual	100	CARE AA+;Stable
Debt-Perpetual Debt	23-Mar-16	9.80%	Perpetual	100	CARE AA+;Stable
Debt-Perpetual Debt	30-Jun-16	9.80%	Perpetual	50	CARE AA+;Stable
Debt-Perpetual Debt	13-Jan-17	9.00%	Perpetual	10	CARE AA+;Stable
Debt-Perpetual Debt	8-Mar-17	9.05%	Perpetual	40	CARE AA+;Stable
LT-Bank Facility – CC	-	-	1 year	935	CARE AAA;Stable
LT-Bank Facility (Proposed)	-	-	1 year	150	CARE AAA;Stable
Debentures-Non Convertible Debentures /Subordinated Debt (Proposed) (Public Issue)	-	-	-	7500	CARE AAA;Stable

## Annexure-2: Rating History of last three years

Sr. No.	Name of the Instrument/Bank Facilities	Current Ratings			Rating history			
		Type	Amount Outstanding (Rs. crore)	Rating	Date(s) & Rating(s) assigned in 2018-2019	Date(s) & Rating(s) assigned in 2017-2018	Date(s) & Rating(s) assigned in 2016-2017	Date(s) & Rating(s) assigned in 2015-2016
1.	Bonds-Subordinated	LT	2000.00	CARE AAA; Stable	1)CARE AA+; Positive (3-Jul-18)	1)CARE AA+; Stable (9-Oct-17)	1)CARE AA+; Stable (26-Dec-16) 2)CARE AA+ (07-Nov-16)	1)CARE AA+ (02-Nov-15)
2.	Debentures-Non Convertible Debentures	LT	3464.00	CARE AAA; Stable	1)CARE AA+; Positive (3-Jul-18)	1)CARE AA+; Stable (9-Oct-17)	1)CARE AA+; Stable (26-Dec-16) 2)CARE AA+ (07-Nov-16)	1)CARE AA+ (02-Nov-15)
3.	LT-Bank Facility	LT	1085.00	CARE AAA; Stable	1)CARE AA+; Positive (3-Jul-18)	1)CARE AA+; Stable (9-Oct-17)	1)CARE AA+; Stable (26-Dec-16) 2)CARE AA+ (07-Nov-16)	1)CARE AA+ (02-Nov-15)
4	Perpetual Debt	LT	600	CARE AA+; Stable	1)CARE AA; Positive (3-Jul-18)	1)CARE AA; Stable (9-Oct-17)	1)CARE AA; Stable (26-Dec-16) 2)CARE AA+ (07-Nov-16)	1)CARE AA (02-Nov-15)
5	Non-Convertible Debentures / Subordinated debt (Public Issue)	LT	7500	CARE AAA; Stable	-	-	-	-

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CIN - L67190MH1993PLC071691

**ANNEXURE C**

Ref. No:- 5103

**VISTRA ITCL** 

July 12, 2018

To,  
Tata Capital Financial Services Ltd (Company)  
2nd Floor, B wing, 1 Forbes House  
Dr DN Road, Gandhi Marg, Fort  
Mumbai - 400001

PUBLIC ISSUE BY TATA CAPITAL FINANCIAL SERVICES LTD, ("COMPANY" OR "ISSUER") OF SECURED AND UNSECURED, REDEEMABLE NON-CONVERTIBLE DEBENTURES ("NCDS") ("ISSUE") AGGREGATING UP TO RS. 75,000,000,000

We, the undersigned, do hereby consent to act as a Debenture Trustee to the Issue and to our name being inserted as the Debenture Trustee to the Issue in the Draft Prospectus to be filed by the Company with the Securities and Exchange Board of India ("SEBI"), BSE Limited where the NCDs are proposed to be listed (the "BSE") and the Prospectus to be filed with SEBI, Stock Exchanges and the Registrar of Companies, Kerala and Lakshadweep, Cochin ("ROC") in respect of the Issue. The following details with respect to us may be disclosed:

Name: Vistra ITCL (India) Limited  
Address: The IL&FS Financial Centre, Plot C - 22, G Block,  
Bandra Kurla Complex, Bandra (East), Mumbai - 400051  
Tel: 022 - 2659 3333  
Fax: 022 - 26533297  
E-mail: [itclcomplianceofficer@vistra.com](mailto:itclcomplianceofficer@vistra.com)  
Investor Grievance e-mail: [investorgrievancesitcl@vistra.com](mailto:investorgrievancesitcl@vistra.com)  
Website: [www.vistraitcl.com](http://www.vistraitcl.com)  
Contact Person: Mr. Jatin Chonani- Compliance Officer  
SEBI Registration Number: IND000000578

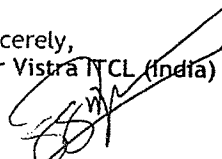
We confirm that we are registered with SEBI and that such registration is valid as on the date of this letter. We are enclosing herewith a copy of our registration certificate. We also confirm that we have not been prohibited by SEBI to act as an intermediary in capital market issues.

We further confirm that we have not received any communication from SEBI prohibiting us from acting as an intermediary.

We confirm that we will immediately inform the Company of any change, additions or deletions in respect of the matters covered in this certificate till the date when the NCDs offered, issued and allotted pursuant to the Issue, are admitted for trading on BSE. In the absence of any such communication from us, the above information should be taken as updated information until the listing and trading of NCDs on BSE.

We hereby authorise you to deliver this letter of consent to BSE, SEBI, the ROC and any other regulatory or statutory authority as required.

Sincerely,  
For Vistra ITCL (India) Limited

  
Authorised Signatory

Encl.: As stated above



Registered office:  
The IL&FS Financial Centre,  
Plot C- 22, G Block, 7th Floor  
Bandra Kurla Complex, Bandra (East),  
Mumbai 400051

Tel: +91 22 2659 3535  
Fax: +91 22 26533297  
Email: [mumbai@vistra.com](mailto:mumbai@vistra.com)  
[www.vistraitcl.com](http://www.vistraitcl.com)

Vistra ITCL (India) Limited  
(Formerly known as IL & FS Trust Company Limited)  
Corporate Identity Number (CIN) U68020MH1995PLC095507

एक पृष्ठ

FORM-B

DEBENTURE TRUSTEE

भारतीय प्रतिभूति और विनियम बोर्ड  
SECURITIES AND EXCHANGE BOARD OF INDIA

(डिबेंचर न्यासी) विनियम, 1993  
(DEBENTURE TRUSTEE) REGULATIONS, 1993

000 260

(विनियम 8)

(Regulation 8)

INITIAL REGISTRATION

रजिस्ट्रीकरण प्रमाणपत्र  
CERTIFICATE OF REGISTRATION

- 1) बोर्ड, भारतीय प्रतिभूति और विनियम बोर्ड विनियम, 1992 के अधीन डिबेंचर न्यासी के लिए बनाए गए नियमों और विनियमों के साथ शर्तों के अधीन इस अर्थान्वय की धारा-12 की उपधारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए,  
1) In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder for the debenture trustee the Board hereby grants a certificate of registration to

VISTRA ITCL (INDIA) LIMITED  
IL&FS FINANCIAL CENTRE,  
PLOT NO C-22, G BLOCK,  
BANDRA-KURLA COMPLEX, BANDRA (EAST)  
MUMBAI - 400051

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

2) डिबेंचर न्यासी के लिए रजिस्ट्रीकरण कूट

2) Registration Code for the debenture trustee is **IND000000578**

3) जब तक नवीकृत न किया जाए, रजिस्ट्रीकरण का प्रमाणपत्र

3) Unless renewed, the certificate of registration is valid from

से **27/09/2016** तक विवियमान्य है।  
to **26/09/2021**, unless suspended or cancelled by the Board

स्थान Place : MUMBAI

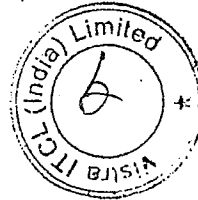
तादिख Date : SEPTEMBER 27, 2016



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

*M. Sonparote*  
MEDHA SONPAROTE

प्राधिकृत हस्ताक्षरकर्ता Authorised Signatory



**ANNEXURE D  
STATEMENT OF ACCOUNTING RATIOS**



**Annexure I: "Statement of Ratios"**

Particulars	For the year ended 31 March 2018
<b>Earnings per share (in Rs):</b>	
— Basic	2.90
— Diluted	2.90
<b>Debt equity ratio</b>	
Secured borrowings	1,691,009
Unsecured borrowings	1,442,856
Interest accrued but not due on borrowings	77,223
<b>Total debt funds (A)</b>	<b>3,211,088</b>
Share capital	281,755
Reserves and Surplus	214,383
Unamortised share issue expenses, prepaid expenses, unamortised loan processing fees	(18,770)
<b>Total shareholders' funds (B)</b>	<b>477,368</b>
<b>Debt Equity Ratio (A) / (B)</b>	<b>6.73</b>

For and on behalf of Tata Capital Financial Services Limited

Authorised Signatory





**ANNEXURE E**  
**STATEMENT OF CAPITALISATION**



**Annexure I: "Statement of capitalisation"**

Particulars	Amount Rs. in lakh as at 31 March 2018		
	Prior to the issue	Proposed issue	Post issue
Share capital	281,755	-	281,755
Reserves and Surplus	214,383	-	214,383
Unamortised share issue expenses, prepaid expenses, unamortised loan processing fees	(18,770)	-	(18,770)
<b>Total Shareholders' Funds</b>	<b>477,368</b>	<b>-</b>	<b>477,368</b>
Secured borrowings	1,691,009	750,000	2,441,009
Unsecured borrowings	1,442,856	-	1,442,856
Interest accrued but not due on borrowings	77,223	-	77,223
<b>Total Debt Funds</b>	<b>3,211,088</b>	<b>750,000</b>	<b>3,961,088</b>

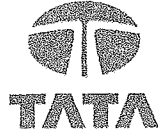
Note: The maximum amount proposed to be issued is assumed to be a secured borrowing by the Company.

**for and on behalf of Tata Capital Financial Services Limited**

Authorised Signatory



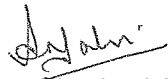
**ANNEXURE F**  
**STATEMENT OF DIVIDEND**



**Annexure I: "Statement of dividend paid / proposed and the rate of dividend per share"**

<b>Year ended 31 March 2018</b>	<b>Amount Rs. in lakhs</b>
Dividend paid on equity shares	4,541
Dividend distribution tax paid on equity shares	925
Dividend per equity share (Rs.)	0.35
Dividend paid on preference shares	8,726
Dividend distribution tax paid on preference shares	1,776

**for and on behalf of Tata Capital Financial Services Limited**



Authorised Signatory

