

**Addendum to Disclosure Document dated August 28, 2018**

**Pricing Supplement Dated January 22, 2019**

**B]**

Private Placement of 485 Secured, Redeemable, Non-Convertible, Debentures of the Face Value of Rs. 10,00,000 each aggregating to Rs. 48,50,00,000 (Rupees Fourty Eight Crore and Fifty Lacs Only) to be listed on the WDM Segment of the NSE.

ISIN Number	INE306N07KG9 ✓
Security Name	TCFSL NCD "D" FY18-19 ✓
Date of Allotment	October 22, 2018 ✓
Rate of Interest	9.4756% p.a. (Annual Compounding) ✓
Date of Maturity	April 8, 2022 ✓
Amount Allotted	Rs. 112,00,00,000 (Rupees One Hundred and Twelve Crores only) ✓

Further issuance of securities under the ISIN number INE30N07KG9 by way of Private Placement of 485 Secured, Redeemable, Non-Convertible, Debentures of the Face Value of Rs. 10,00,000 each aggregating to Rs. 48,50,00,000 (Rupees Fourty Eight Crores and Fifty Lacs only) to be listed on the WDM Segment of the NSE. ✓

Security Name	TCFSL NCD "D" FY 2018-19 ✓
Issuer / Company	Tata Capital Financial Services Limited
Type of Instrument	Secured, Redeemable Non-Convertible, Debentures
Nature of Instrument	Secured
Seniority	Senior Debt
Mode of Issue	Private Placement
Eligible Investors	Refer (X) Offering Information in Point No.09 of the Information Memorandum
Listing (including name of stock Exchange(s) where it will be listed and timeline for listing	On the Wholesale Debt Market (WDM) segment of National Stock Exchange of India Limited.
Rating of the instrument	ICRA AAA (Stable) by ICRA LIMITED ✓
Issue Size (Face Value)	Rs. 1,25,00,00,000 (Rupees One Hundred and Twenty Five Crores only)  Rs. 4,00,00,00,000 (Rupees Four Hundred Crores only) Green Shoe Option
Option to retain oversubscription	The Green Shoe parameter set for EBP Bidding was Rs 400 Crore.

**TATA CAPITAL FINANCIAL SERVICES LIMITED**

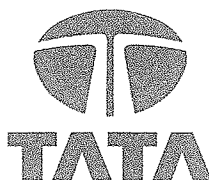
Corporate Identity Number U67100MH2010PLC210201

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

Tel 91 22 6606 9000 Web www.tatacapital.com

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

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(Amount)	We have not received and accepted bids under the Green Shoe Option
Issue Price	Clean Price :- 10,17,450.00 per NCD Accrued Interest :- 24,143.00 per NCD ✓ Dirty Price :- 10,41,593.00 per NCD
Total Consideration (485 NCDs of FV Rs, 10,00,000 each)	Consideration :- 49,34,63,250 Accrued Interest :- 1,17,09,355 ✓ <b>Total Consideration :- 50,51,72,605</b>
Object of the Issue	Refer (VIII) Offering Information of the Information Memorandum
Details of the utilization of the proceeds	Refer (VIII) Offering Information of the Information Memorandum
Coupon Rate	9.4756% p.a.(Annual Compounding) ✓
Step Up / Step Down Coupon Rate	Not Applicable
Coupon Payment Frequency	Compounded Annually payable on Maturity ✓
Coupon Payment Dates	08/04/2022 ✓
Coupon Type	Fixed Rate
Coupon Reset Process (including rates, Spread, effective date, interest rate cap and floor etc.	Not Applicable
Days Count Basis	Actual by Actual
Interest on Application Money	Not Applicable
Default Interest Rate	-
Tenor from Original date of allotment	1264 days ✓
Residual Tenor of further issuance	1171 days ✓
Redemption Date	08/04/2022 ✓
Redemption Amount per NCD	Redemption Face Value Per NCD Rs 10,00,000/- Accumulated Interest Per NCD Rs 3,69,278/- ✓ Redemption Price Per NCD Rs 13,69,278/-
Redemption Premium / Discount	Nil
Discount at which security is issued and the effective yield as a result of such discount	-
Put Option Price	None
Call Option Date	None
Call Option Price	None
Put Notification Time	None
Call Notification Time	None
Face Value	Rs. 10,00,000 (Rupees Ten Lacs only)
Issue Timing	
Issue Opening Date	22 <sup>nd</sup> January, 2019 (EBP Portal – Bidding Open – 11.00 a.m.)
Issue Closing Date	22 <sup>nd</sup> January, 2019 (EBP Portal – Bidding Close – 1.00 pm)
Pay-in Date	23 <sup>rd</sup> January 2019
Deemed Date of Allotment	23 <sup>rd</sup> January 2019
Minimum Application and in multiples of Debt securities thereafter	Minimum Subscription of 1NCD's (Face Value Per NCD Rs 10,00,000/-)
Funds Transfer Details	<b>Kindly Transfer Fund / RTGS to NSCCL Virtual account as per EBP guidelines</b>

### TATA CAPITAL FINANCIAL SERVICES LIMITED

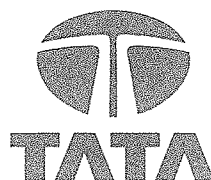
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*by [Signature]*



Bank Account details in case of application amount remitted by Real Time Gross Settlement (RTGS)	Name of beneficiary	Tata Capital Financial Services Limited
	Name of Bank	HDFC Bank Limited
	Account No	00600310030555
	Branch	Fort Branch
	Address of Bank / Branch	Motwani Chambers, Fort, Mumbai 400001
	IFSC Code	HDFC0000060
Issuance mode of the Instrument	Demat only	
Trading mode of the Instrument	Demat only	
Settlement mode of the Instrument	Refer (X) Offering Information in Point No.20 of the Information Memorandum	
Depository	National Securities Depository Limited & Central Depository Services (India) Limited	
Business Day Convention	Refer (X) Offering Information of the Information Memorandum	
Record Date	15 Days prior to the relevant event.	
Security	Specific immovable property and movable property of the Company (for details please refer to clause 26 on security / further borrowings under Section (X) – Offering Information of this Disclosure Document)	
Security Cover	“1.00” time Security for entire tenure of this issue size.	
Transaction Documents	As per Mutual Agreement and Relevant Applicable Guidelines	
Condition Precedent to Disbursement	None	
Condition Subsequent to Disbursement	None	
Events of Default	-	
Provision related to Cross Default Clause	-	
Role and Responsibilities of Debenture Trustee	Refer (X) Offering Information in Point No.31 of the Information Memorandum	
Governing Law and Jurisdiction	India	
Arrangers /Broker's Name	LKP Securities Limited ,Trust Investment Advisors Private Limited , Phronesis Capital Limited	

**Cashflow Sheet - TCFSL NCD "D" Series FY 2018-19**

Date	Event	Redemption Value Per NCD
8-Apr-22	Principal	1,000,000
8-Apr-22	Interest	369,278
	<b>Total</b>	<b>1,369,278</b>

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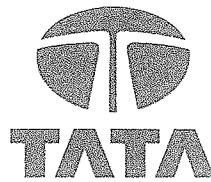
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### **Redemption / Payment of Interest**

In order to ensure uniformity for payment of interest / redemption with respect to debt securities, it has been decided that interest / redemption payments shall be made only on the days when the money market is functioning in Mumbai. (Refer SEBI Circular CIR/IMD/DF-1/122/2016 dated November 11, 2016)

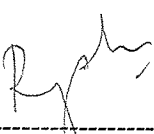
Redemption amount payable to each debenture holder shall be paid by warrants bearing the redemption payment dates or by way of RTGS where such details have been provided. Such warrants shall be dispatched to the debenture holders whose names appear on the register of debenture holders on the record date i.e. 15 days before the redemption payment date and in case of joint holders, to the one whose name appears first in the Register of debenture holders. In the event of the company not receiving any notice of transfer on the record date i.e. 15 days before the redemption payment date, the transferee(s) for the debentures shall not have any claim against the company in respect of amount so paid to the registered Debenture holders.

The interest payable to each Debenture Holder(s) / Investor(s) shall be paid by interest warrants bearing the interest payment dates or by way of RTGS where such details have been provided. Such warrants shall be dispatched to the Debenture Holder(s) / Investor(s) whose names appear on the register of Debenture Holder(s) / Investor(s) on the record date i.e. 15 days before the Interest payment date, and in case of joint holders, to the one whose name appears first in the Register of Debenture Holder(s) / Investor(s). In the event of the company not receiving any notice of transfer on the record date i.e. 15 days before the interest payment date, the transferee(s) for the NCDs shall not have any claim against the company in respect of amount so paid to the registered Debenture Holder(s) / Investor(s).

Wherever the signature(s) of such transferor(s) in the intimation sent to the company is/are not in accordance with the specimen signature(s) of such transferor(s) available on the records of the company, all payments on such debenture(s) will be kept at abeyance by the company till such time as the company is satisfied in this regard.

*(The Issuer reserves the right to vary any of the above dates at its sole discretion, without giving any reasons or prior notice)*

*For Tata Capital Financial Services Limited*

  
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*Authorised Signatories*



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