



**Addendum to Disclosure Document dated January 24, 2020**

**Pricing Supplement Dated January 29, 2020**

**Private Placement of Secured, Redeemable, Non-Convertible debenture issue of Tata Capital Financial Services Limited pursuant to Disclosure Document dated January 24, 2020**

Private Placement of 2000 Secured, Redeemable, Non-Convertible, Debentures of the Face Value of Rs. 10,00,000 each aggregating to Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only) to be listed on the WDM Segment of the NSE.

Security Name	TCFSL NCD "J" FY 2019-20
Issuer / Company	Tata Capital Financial Services Limited
Type of Instrument	Secured, Redeemable, Rated, Listed, Non-Convertible, Debenture ("NCD")
Nature of Instrument	Secured
Seniority	Senior Debt
Mode of Issue	Private Placement
Eligible Investors	Refer (X) Offering Information in Point No.09 of the Disclosure Document
Listing (including name of stock Exchange(s) where it will be listed and timeline for listing	On the Wholesale Deb Market(WDM) segment of National Stock Exchange of India Limited
Rating of the instrument	ICRA AAA (Stable) by ICRA LIMITED
Issue Size	Rs 20,00,00,000 (Rupees Twenty Crores only)  Rs. 300,00,00,000 (Rupees Three Hundred Crores only)
Option to retain oversubscription (Amount)	The Green Shoe parameter set for EBP Bidding was Rs 300.00 Crore. Company has received and accepted bids for an amount of Rs 180.00 under the Green Shoe Option
Object of the Issue	Refer (VIII) Offering Information of the Disclosure Document
Details of the utilization of the proceeds	Refer (VIII) Offering Information of the Disclosure Document
Coupon Rate	(Benchmark 12 month T-bill Rate) + Spread % p.a.
Benchmark	12 month T-bill Rate ("Rate") as published by Financial Benchmarks India Pvt Ltd ("FBIL") on the FBIL's website <a href="http://www.fbil.org.in/">http://www.fbil.org.in/</a> under the "T-Bill Rate" menu or on such other part of the respective website as may be reorganized from time to time."  In case of non-availability of the Rate from FBIL, the Issuer shall obtain the Rate from an alternate source as soon as practicable or at the latest within three Business Days of the respective Interest Reset Date.
Benchmark Determination Date	1 (one) Business Day prior to Bid date/Benchmark Reset Date, as the case may be.
Spread	260 basis point per annum.
Step Up / Step Down Coupon Rate	Not Applicable

*Handwritten signature/initials*

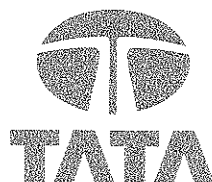
**TATA CAPITAL FINANCIAL SERVICES LIMITED**

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](http://www.tatacapital.com)

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



Coupon Payment Frequency	Annual & on maturity	
Coupon Payment Dates	01-02-2021, 31-01-2022, 29-04-2022	
Coupon Type	Simple interest, payable annually	
Coupon Reset Process (including rates, Spread, effective date, interest rate cap and floor etc.	Coupon will be reset annually from date of first subscription and will be linked to Benchmark Rate as defined above. The Spread will remain constant during the Tenor of the Instrument. Spread Reset Date : 29/01/2021, 28/01/2022	
Days Count Basis	Actual / Actual	
Interest on Application Money	Not Applicable	
Tenor from Deemed Date of allotment	820 Days form Deemed date of allotment	
Redemption Date	April 29, 2022	
Redemption Amount per NCD	Rs 10,00,000 per NCD	
Redemption Premium / Discount	NIL	
Issue Price	At Par, Rs. 10,00,000 (Rupees Ten Lacs only) per NCD	
Discount at which security is issued and the effective yield as a result of such discount	-	
Put Option Date /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)	
Minimum Application and in multiples of Debt securities thereafter	Minimum Subscription of 1 NCD's (Face Value per NCD Rs.10,00,000/-)	
<b>Funds Transfers Details</b>	<b>Kindly Transfer Fund / RTGS to NSCCL Virtual account as per EBP guidelines</b>	
<b>Issue Timing</b>		
Issue Opening Date	29 <sup>th</sup> January 2020 (EBP Portal – Bidding Open – 10.00 am)	
Issue Closing Date	29 <sup>th</sup> January 2020 (EBP Portal – Bidding Close – 11.00 am)	
Pay-in Date	30 <sup>th</sup> January 2020	
Deemed Date of Allotment	30 <sup>th</sup> January 2020	
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 Disclosure Document	

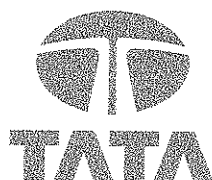
### TATA CAPITAL FINANCIAL SERVICES LIMITED

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



Depository	National Securities Depository Limited & Central Depository Services (India) Limited
Business Day Convention	<p>A "Business Day"/ "Working Day" shall be a day on which commercial banks are open for business in the city of Mumbai.</p> <p>If any Coupon Payment Date (except coupon falling due on the Redemption Date) falls on a day that is not a Business Day, the payment shall be made by the Issuer on the immediately succeeding Business Day and the interest amount will be the interest accrued on the NCDs until but excluding the Coupon Payment Date originally stipulated. However, the next interest period will continue to commence from the Coupon Payment Dates originally stipulated.</p> <p>If the Redemption Date (also being the last Coupon Payment Date) of the NCDs falls on a day that is not a Business Day, the redemption proceeds shall be paid by the Issuer on the immediately preceding Business Day.</p> <p>In the event the Record Date falls on a day which is not a Business Day, the immediately preceding Business Day will be considered as the Record Date.</p>
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.32 of the Disclosure Document
Governing Law and Jurisdiction	India
Arrangers / Broker's Name	Direct Deal
Additional covenants	<p>Default in Payment: In case of default in payment of Interest and/or principal redemption on the due dates, additional interest of atleast @ 2% p.a. over the coupon rate shall be payable by the Company for the defaulting period</p> <p>Delay in Listing: In case of delay in listing of the debt securities beyond 20 days from the deemed date of allotment, the Company shall pay penal interest of atleast @ 1 % p.a. over the coupon rate from the expiry of 30 days from the deemed date of allotment till the listing of such debt securities to the investor.</p>

82 y

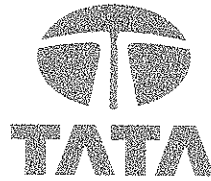
# TATA CAPITAL FINANCIAL SERVICES LIMITED

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



### **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)

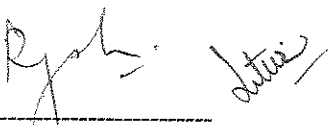
Redemption amount payable to each debenture holder shall be paid by warrants bearing the redemption payment dates or by way of RTGS where such details have been provided. Such warrants shall be dispatched to the debenture holders whose names appear on the register of debenture holders on the record date 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**

  
\_\_\_\_\_  
**Authorised Signatories**

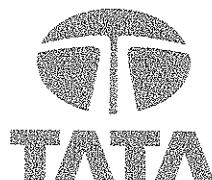
**TATA CAPITAL FINANCIAL SERVICES LIMITED**

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](http://www.tatacapital.com)

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



**Cash flow Sheet - TCFSL NCD "J" Series FY 2019-20**

Date	Event	From	To	Number of Days	Coupon Rate	Face Value per NCD	Amount in Rupees - Per NCD	
01-Feb-21	Interest	30-Jan-20	29-Jan-21	366	7.82%	1,000,000	78,200	
31-Jan-22	Interest	30-Jan-21	29-Jan-22	365	7.82%	1,000,000	78,200	*
29-Apr-22	Interest	30-Jan-22	28-Apr-22	89	7.82%	1,000,000	19,068	*
29-Apr-22	Principal						1,000,000	
	<b>Total</b>			<b>820</b>			<b>1,175,468</b>	

\* Interest is calculated at the current coupon rate but is subject to change on the reset dates according to the movement in the underlying benchmark

**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](http://www.tatacapital.com)

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