

**Addendum to Disclosure Document dated October 7, 2015**

**Pricing Supplement Dated October 26, 2016**

**Private Placement of Unsecured, Redeemable, Non-Convertible Subordinated Debentures as Tier-II Capital issue of Tata Capital Financial Services Limited pursuant to Disclosure Document dated October 7, 2015**

Private Placement of 150 Unsecured, Redeemable, Non-Convertible, Subordinated Debentures as Tier-II Capital (the "Unsecured NCDs") of the Face Value of Rs. 10,00,000 (Rupees Ten Lacs only) each aggregating to Rs. 15,00,00,000 (Rupees Fifteen Crore only) to be listed on the WDM Segment of the NSE.

Security Name	8.45% Unsecured, Redeemable, Non-Convertible, Subordinated Debentures as Tier II Capital TCFSL Tier-II Bond "B" FY 2016-17 ✓
Issuer / Company	Tata Capital Financial Services Limited
Type of Instrument	Unsecured, Redeemable, Non-Convertible, Subordinated Debentures as Tier II Capital
Nature of Instrument	Un-Secured
Seniority	Subordinated Debt
Mode of Issue	Private Placement
Eligible Investors	Refer (IX) 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	CRISIL AA+ (Stable) by CRISIL LIMITED CARE AA+ by Credit Analysis & Research Limited
Issue Size	Rs. 15,00,00,000 (Rupees Fifteen Crore only) ✓
Option to retain oversubscription (Amount)	-
Object of the Issue	Refer (VII) Offering Information of the Information Memorandum
Details of the utilization of the proceeds	Refer (VII) Offering Information of the Information Memorandum
Coupon Rate	8.45% p.a. ✓
Step Up / Step Down Coupon Rate	Not Applicable
Coupon Payment Frequency	Annually & on Maturity
Coupon Payment Dates	Refer Cash-flow Sheet
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	3652 days from deemed date of allotment
Redemption Date	26/10/2026 ✓
Redemption Amount per NCD	Rs. 10,00,000 (Rupees Ten Lacs only)
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	None

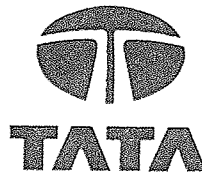
**TATA CAPITAL FINANCIAL SERVICES LIMITED**

Corporate Identity Number U67100MH2010PLC210201

Tower A 1101 Peninsula Business Park Ganpatrao Kadam Marg Lower parel Mumbai 400 013 India

Tel 91 22 6606 9000 Web www.tatacapital.com

Registered Office One Forbes Dr V B Gandhi Marg Fort Mumbai 400 001 India Tel 91 22 6745 9000



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 1 Debentures thereafter	Minimum Subscription of 1 NCD's (Face Value per NCD Rs. 10,00,000)	
Issue Timing		
Issue Opening Date	26 <sup>th</sup> October 2016	
Issue Closing Date	26 <sup>th</sup> October 2016	
Pay-in Date	26 <sup>th</sup> October 2016	
Deemed Date of Allotment	26 <sup>th</sup> October 2016	
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 (IX) Offering Information in Point No. 20 of the Information Memorandum	
Depository	National Securities Depository Limited & Central Depository Services (India) Limited	
Business Day Convention	Refer (IX) Offering Information of the Information Memorandum	
Record Date	15 Days prior to the relevant event.	
Security	Unsecured	
Security Cover	Not Applicable	
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 (IX) Offering Information in Point No.31 of the Information Memorandum	
Governing Law and Jurisdiction	India	
Arrangers /Broker's Name	Tipsons Consultancy Services Private Limited	

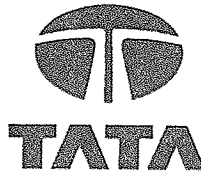
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## Redemption / Payment of Interest

If the Coupon payment date of the debt securities, falls on a Sunday or a holiday the coupon payment shall be made on the next working day.

If the maturity date of the debt securities, falls on a Sunday or a holiday, the redemption proceeds shall be paid on the previous working day. The Interest will be calculated and paid upto the previous day of redemption. The accrued interest and redemption amount will change accordingly. (Refer SEBI Circular CIR/IMD/DF/18/2013 dated October 29, 2013)

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).

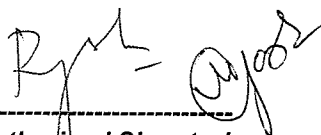
The Interest shall be computed on the basis of actual number of days elapsed in a year, for this purpose a year to comprise of a period of 365 days. If the interest period from start date to end date includes Feb 29, then interest shall be paid on the basis of (end date – start date)/366 days.

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.

No interest/interest on interest shall accrue on the Unsecured NCDs after the date of maturity of the respective instruments.

***(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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**Authorized Signatories**  
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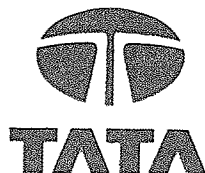
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Cashflow Sheet - TCFSL Tier-II Bond "B" Series FY 2016-17

Date	Event	From	To	Number of Days	Coupon Rate	Face Value per NCD	Amount in Rupees- (Per NCD)
26-Oct-17	Interest	26-Oct-16	25-Oct-17	365	8.45%	10,00,000	84,500
26-Oct-18	Interest	26-Oct-17	25-Oct-18	365	8.45%	10,00,000	84,500
28-Oct-19	Interest	26-Oct-18	27-Oct-19	367	8.45%	10,00,000	84,963
26-Oct-20	Interest	28-Oct-19	25-Oct-20	364	8.45%	10,00,000	84,038
26-Oct-21	Interest	26-Oct-20	25-Oct-21	365	8.45%	10,00,000	84,500
26-Oct-22	Interest	26-Oct-21	25-Oct-22	365	8.45%	10,00,000	84,500
26-Oct-23	Interest	26-Oct-22	25-Oct-23	365	8.45%	10,00,000	84,500
28-Oct-24	Interest	26-Oct-23	27-Oct-24	368	8.45%	10,00,000	84,962
27-Oct-25	Interest	28-Oct-24	26-Oct-25	364	8.45%	10,00,000	84,268
26-Oct-26	Interest	27-Oct-25	25-Oct-26	364	8.45%	10,00,000	84,268
26-Oct-26	Principal						10,00,000
	<b>Total</b>			<b>3652</b>			<b>18,45,000</b>

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