

PRIVATE AND CONFIDENTIAL (FOR ADDRESSEE ONLY)
(FOR PRIVATE CIRCULATION ONLY)

DOCUMENT CONTAINING DISCLOSURES AS PER SCHEDULE 1 OF SEBI (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008 AS AMENDED BY SEBI NOTIFICATION NO.: LAD-NRO/GN/2012-13/19/5329 DATED OCTOBER 12, 2012



TATA MOTORS FINANCE LIMITED

(Formerly known as Sheba Properties Limited)

(A Public Limited Company Incorporated under the Companies Act, 1956)

Date of Incorporation: January 24, 1989

Registered Office: 10th Floor, 106 A & B, Maker Chambers III, Jammalal Bajaj Marg Nariman Point, Mumbai 400021.

Website: www.tmf.co.in

Corporate Office: Building A, Lodha I Think Techno Campus, 2nd Floor, Off. Pokharan Road No.2, Thane(W)- 400607 Phone: (022) 61812900; Fax: (022) 61815817

Compliance Officer: Mr. Vinay Lavannis e-mail: Vinay.Lavannis@tmf.co.in

ISSUE BY TATA MOTORS FINANCE LIMITED (“Company” or “Issuer”) upto 500 SUBORDINATED UNSECURED, REDEEMABLE, NON CONVERTIBLE DEBENTURES (“Unsecured NCDs”) AS TIER II CAPITAL OF THE FACE VALUE OF RS. 10,00,000 EACH, AGGREGATING RS 50 CRORES ON A PRIVATE PLACEMENT BASIS (“Issue”) TO BE LISTED ON THE WHOLESALE DEBT MARKET SEGMENT OF THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED

Credit Rating: CARE AA+/Stable ICRA AA/Positive

RISKS IN RELATION TO TRADING OF SECURITIES

No assurance can be given regarding an active or sustained trading in the securities of the Company/Issuer nor regarding the price at which the securities will be traded after listing

GENERAL RISKS

Investors are advised to read the risk factors carefully before taking an investment decision in this private offering. For taking an investment decision, investors must rely on their own examination of the Issuer and the offer, including the risks involved. Securities and Exchange Board of India (“SEBI”), as a policy does not recommend or approve any issue nor does SEBI guarantee the accuracy or adequacy of this Disclosure Document.

Specific attention of the investors is drawn to the Statement of Risk Factors on page nos. 15 to 25 of this Disclosure Document. This Disclosure Document has not been submitted, cleared or approved by SEBI. It should be clearly understood that the Company is solely responsible for the correctness, adequacy and disclosure of all relevant information herein.

CREDIT RATING

The rating is not a recommendation to buy, sell or hold securities and investors should take their own decisions. The rating may be subject to revision or withdrawal at any time by the assigning rating agency on the basis of new information and each rating should be evaluated independently of any other rating.

**TATA MOTORS FINANCE LIMITED
ABSOLUTE RESPONSIBILITY**

Tata Motors Finance Limited having made all reasonable inquiries, accepts responsibility for, and confirms that this Disclosure Document contains all information with regard to the Issuer and the Issue, which is material in the context of the issue, that the Information contained in this Disclosure Document is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and there are no other facts, the omission of which makes this Disclosure Document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Unsecured, Redeemable, Non-Convertible Subordinated Debentures (NCDs) are proposed to be listed on the Wholesale Debt Market (WDM) segment of The National Stock Exchange of India Ltd. (NSE).

Registrars & Transfer Agents



TSR Darashaw Limited
6-10, Haji Moosa Patrawala Ind. Estate,
20, Dr. E. Moses Road, Mahalaxmi,
Mumbai - 400 011
Tel: 022-6617 8532
Contact : Mr. Prakash Sampat
SEBI REG.No. INR000004009

This Disclosure Document is dated November 09, 2017

Note: This Disclosure Document is neither a prospectus nor a Statement in lieu of prospectus. It does not constitute an offer or an invitation to the public to subscribe to the Debentures to be issued by Tata Motors Finance Limited. This Disclosure Document is intended to form the basis of evaluation for potential investors to whom it is addressed and who are willing and eligible to subscribe to these Debentures. The contents of this Disclosure Document are intended to be used by the investors to whom it is distributed. It is not intended for distribution to any other person and should not be reproduced by the recipient. The Company can, at its sole and absolute discretion change the terms of the offer.

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(I) DEFINITIONS / ABBREVIATIONS

Issuer / The Company	Tata Motors Finance Limited (Formerly known as Sheba Properties Limited) (Hereinafter called TMFL), is a public limited company incorporated under the Companies Act, 2013 and is registered with RBI under Section 45-IA of the RBI Act 1934, as a Systemically Important Non-Deposit taking Non-Banking Finance Company (NBFC) and has been classified as an Asset Financing Company
Arrangers	Lead Arranger and /or any other Arranger associated with the issuance , if any.
Private Placement	Private placement means non-public offering of NCDs by NBFCs to such number of select subscribers and such subscription amounts , as per the existing regulations issued by the RBI from time to time and as defined under section 42 of the Companies Act 2013
Articles	Articles of Association of Issuer
ALM	Asset Liability Management
Board / Board of Directors	The Board of Directors of the Issuer and includes any Committee Of Board of Directors thereof
BSE	Bombay Stock Exchange Limited
CAGR	Compounded Annual Growth Rate
CAR	Capital Adequacy Ratio
CARE	Credit Analysis & Research
CDSL	Central Depository Services (India) Limited
CRISIL	Credit Rating and Information Services of India Ltd
Debentures/ NCDs	500 Subordinated Unsecured, Redeemable, Non-Convertible Debentures in the nature of Tier II Capital of the face value of Rs.10,00,000/- each
Debenture holder	The holders of the Debentures allotted by Issuer
Depository(ies)	National Securities Depository Limited (NSDL) and /or Central Depository Services (India) Limited (CDSL)
Disclosure Document / Offer Document	This Disclosure Document through which the Debentures are being offered for Private Placement
DP	Depository Participant
EMI	Equated Monthly Installments
FY	Financial Year
IPO	Initial Public Offering
I.T. Act	The Income Tax Act, 1961 (as amended from time to time)
Issue	Private placement of Subordinated Unsecured Redeemable Non-Convertible Debentures in the nature of Tier II Capital of the face value of Rs.10,00,000/- each at par of Rs 50 crores
MCA	Ministry of Corporate Affairs, Government of India
MOA / AOA	Memorandum of Association and Articles of Association of Issuer
NAV	Net Asset Value
NBFC	A Non-Banking Financial Company (NBFC) means an NBFC as

	defined in Section 45 I (f) read with Section 45 I (c) of the RBI Act, 1934.												
NPA	Non Performing Assets												
NSDL	National Securities Depository Limited												
NSE	National Stock Exchange of India Limited												
Pricing Supplement	Pricing Supplement is the term sheet, if any, for this particular /issuance of Debentures containing the issue price, coupon rate and other conditions regarding Debentures, which is provided for in page 5 of this Disclosure Document												
Promoter	TMF Holdings Limited (formerly known as Tata Motors Finance Limited) (TMFHL) and Tata Motors Finance Solutions Limited (TMFSL)												
RBI	The Reserve Bank of India												
RBI Guidelines and circulars	RBI Master Direction DNBR. PD. 008/03.10.119/2016-17 dated September 01, 2016 and any other RBI circular, notification or guideline as may be applicable from time to time.												
Rs./ INR/ Rupees/	The lawful currency of the Republic of India.												
ROC	The Registrar of Companies												
RTGS	Real Time Gross Settlement System												
SEBI	Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992 (as amended from time to time)												
SEBI Guidelines and Notifications	SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time												
Subordinated Debt	<p>Subordinated Debt as per RBI Master Direction DNBR. PD. 008/03.10.119/2016-17 dated September 01, 2016 means an instrument, which is fully paid up, 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 non-banking financial company. The book value of such instrument shall be subjected to discounting as provided below:-</p> <table border="1"> <thead> <tr> <th><u>Remaining maturity of the instruments</u></th> <th><u>Rate of discount</u></th> </tr> </thead> <tbody> <tr> <td>a) Upto one year</td> <td>100%</td> </tr> <tr> <td>b) More than one year but upto two years</td> <td>80%</td> </tr> <tr> <td>c) More than two years but upto three years</td> <td>60%</td> </tr> <tr> <td>d) More than three years but upto four years</td> <td>40%</td> </tr> <tr> <td>e) More than four years but upto five years</td> <td>20%</td> </tr> </tbody> </table> <p>to the extent such discounted value does not exceed fifty percent of Tier I Capital.</p>	<u>Remaining maturity of the instruments</u>	<u>Rate of discount</u>	a) Upto one year	100%	b) More than one year but upto two years	80%	c) More than two years but upto three years	60%	d) More than three years but upto four years	40%	e) More than four years but upto five years	20%
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c) More than two years but upto three years	60%												
d) More than three years but upto four years	40%												
e) More than four years but upto five years	20%												
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.
Tier II Capital	<p>“Tier II capital” as per RBI Master Direction DNBR. PD. 008/03.10.119/2016-17 dated September 01, 2016 includes the following :-</p> <p>(a) preference shares other than those which are compulsorily convertible into equity;</p> <p>(b) revaluation reserves at discounted rate of fifty five percent;</p> <p>(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;</p> <p>(d) hybrid debt capital instruments;</p> <p>(e) subordinated debt; and</p> <p>(f) perpetual debt instruments issued by a Systemically important non-deposit taking non-banking financial company which is in excess of what qualifies for Tier I Capital.</p> <p>to the extent the aggregate does not exceed Tier I capital.</p>
The Act	<p>The Companies Act, 1956 (as amended from time to time) for those sections which are not notified for replacement by new Company Act 2013</p> <p>and</p> <p>The Companies Act, 2013 (as amended from time to time) to the extent notified as of date of issuing the said offer document</p>
Trustees	IDBI Trusteeship Services Limited
WDM	Wholesale Debt Market
“We”, “us” and “our”	Unless the context otherwise requires, Our Company and its subsidiaries

(II) SUMMARY TERM SHEET

Private Placement Of 500 Subordinated Unsecured, Redeemable, Non-Convertible Debentures in the nature of Tier II capital Of The Face Value Of Rs. 10,00,000 Each, For Cash Aggregating to Rs.50 Crores with a minimum subscription of Rs. 1,00,00,000 and above.

Terms & Conditions are as required under SEBI circular no. CIR/IMD/DF1/48/2016 dated April 21, 2016

Issuer	Tata Motors Finance Limited
	Option I
Security Name	TMFL Tier II Series A FY 17-18
Type of Instrument	Subordinated Unsecured, Redeemable, Non-convertible Debentures in the nature of Tier II Capital (“NCDs”)
Nature of Instrument	Unsecured
Seniority	Subordinated
Mode of Issue	Private placement
Eligible Investors	Refer to the clause “Who Can Apply”, on page number 84 of this Disclosure Document
Arrangers	ICICI Securities Primary Dealership Limited
Listing (including name of stock Exchange(s) where it will be listed and timeline for listing)	WDM Segment of NSE within 20 days from the date of allotment.
Rating of the Instrument	CARE AA+/Stable ICRA AA/Positive
Issue Size	Rs. 50 crores
Option to retain oversubscription (Amount)	No
Purpose & Objects of the Issue	To raise long term resources to support its business activities
Details of the utilization of the Proceeds	The funds raised through this Issue, after meeting the expenditure of and related to the Issue, will be used for our various financing activities, to repay our existing loans and for our business operations including for our capital expenditure and working capital requirements. The funds raised would constitute Tier II Capital of the Company in terms of RBI guidelines / circular issued for NBFCs.
Coupon Rate	8.35% p.a.
Step Up/Step Down Coupon Rate	NA
Coupon Payment Frequency	Annually and On Maturity
Yield	NA
Coupon payment dates	November 13 th every year. Note : 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 and interest accrued shall be paid on the previous working day
Coupon Type	Fixed
Coupon Reset Process (including rates, spread, effective date, interest rate cap and	NA

floor etc).	
Day Count Basis	Actual/ Actual
Interest on Application Money	At Coupon Rate from the date of realization of the cheque / receipt of funds in case of RTGS till one day prior to date of allotment. The interest will be paid within one month from the Allotment Date
Default Interest Rate	In case of default in payment of Interest and/or principal redemption on the due dates, additional interest of 2% p.a. over the coupon rate will be payable by the Company for the defaulting period
Tenor	10 years
Redemption Date	November 13, 2027
Issue Price	Rs. 10,00,000/-
Issue Price per NCD	Rs. 10,00,000/-
No Of NCDs	500
Redemption Amount	Rs 50,00,00,000/-
Redemption Amount per NCD	Rs. 10,00,000/-
Redemption Premium per NCD	NA
Discount at which security is issued and the effective yield as a result of such discount.	NA
Put option Date	NA
Put option Price	NA
Call Option Date	NA
Call Option Price	NA
Put Notification Time	NA
Call Notification Time	NA
Face Value	Rs. 10,00,000/-
Minimum Application	Rs.1 crore for 10 NCDs and in multiples of Rs.10 lakh thereafter.
Bidding Timing	
1.Bid Opening Date	November 09, 2017 at 10.30 pm
2.Bid Closing Date	November 09, 2017 at 11.00 pm
Issue Timing	
1.Issue Opening Date	November 13, 2017
2.Issue Closing Date	November 13, 2017
3.Pay-in Date	November 13, 2017
4.Deemed Date of Allotment	November 13, 2017
Issuance mode of the Instrument	Demat only (for private placement)
Trading mode of the Instrument	Demat only (for private placement)
Debenture Holders	Debenture Holders means the person or several person(s) who is/are, for the time being and from time to time, holder(s) of the Debentures and, who are entered in the register of Debentures as the holders of the Debentures, where such Debentures are held in physical form, or whose names appear in the register of beneficial owners, where such Debentures are held in dematerialised form, and “ Debenture Holder ” means each such person.
Settlement mode of the	Payment to the Debenture Holders will be made by way of direct credit through National

Instrument	Electronic Clearing Service (NECS), Real Time Gross Settlement (RTGS) or National Electronic Funds Transfer (NEFT) and where such facilities are not available the Company shall make payment of all such amounts by way of cheque(s)/demand draft(s)/interest warrant(s), which will be dispatched to the debenture holder(s) by registered post/ speed post/ courier or hand delivery
Depository	Both NSDL and CDSL
Business Day Convention	In the event that any date on which Coupon payment, if any, is required to be made by the Issuer is not a Business Day, the immediately succeeding Business Day shall be considered as the effective date(s) for that payment. In the event that the Maturity Date in respect of the Debentures is not a Business Day, the immediately preceding Business Day shall be considered as the effective date for redemption of debentures
Security (where applicable) (Including description, type of security, type of charge, likely date of creation of security, minimum security cover, revaluation, replacement of security).	The instrument is unsecured and is subordinated to the claims of other creditors
Security Cover	NA
Transaction Documents	Disclosure document Application form Debenture Trust Deed dated October 08, 2014 as amended from time to time PAS – 4 in the form prescribed under the Companies Act, 2013.
Conditions Precedent to Disbursement	NA
Condition Subsequent to Disbursement	NA
Events of Default & Remedies	As per Debenture Trust Deed dated October 08, 2014 as amended from time to time
Provisions related to Cross Default Clause	NA
Governing Law and Jurisdiction	The Debentures will be governed by the laws of India and the courts of Mumbai shall have the sole jurisdiction to deal with any disputes or matters arising pursuant to the Transaction Documents.
Role and Responsibilities of Debenture Trustee	As Per Securities And Exchange Board Of India (Debenture Trustees) Regulations, 1993 and Debenture Trust Deed dated October 08, 2014 as amended from time to time.

The Company will not be issuing any Debentures under this disclosure document which is having tenor of less than one year.

CASH FLOW

Annexure- A	
	Particulars
Company	Tata Motors Finance Limited
Series Name	TMFL Tier II Series "A" FY 17-18
Face Value (per security)	10,00,000
Date of Allotment	November 13, 2017
Redemption	November 13, 2027
Yield/Coupon	8.35 % p.a. (As negotiated on NSE EBP system)

Cash flows concerning interest payment and redemption of debt securities issued vide this disclosure document :

TMFL Tier II A FY 2017-18

Cash flows concerning interest payment and redemption of debt securities issued vide this disclosure document :

Date	Days	Amount Per NCD	Total Amount	Cashflow Description
Monday, November 13, 2017		1,000,000.00	500,000,000.00	Inflow
Tuesday, November 13, 2018	365	83,500.00	41,750,000.00	Outflow- Towards Interest
Wednesday, November 13, 2019	365	83,500.00	41,750,000.00	Outflow- Towards Interest
Friday, November 13, 2020	366	83,500.00	41,750,000.00	Outflow- Towards Interest
Saturday, November 13, 2021	365	83,500.00	41,750,000.00	Outflow- Towards Interest
Sunday, November 13, 2022	365	83,500.00	41,750,000.00	Outflow- Towards Interest
Monday, November 13, 2023	365	83,500.00	41,750,000.00	Outflow- Towards Interest
Wednesday, November 13, 2024	366	83,500.00	41,750,000.00	Outflow- Towards Interest
Thursday, November 13, 2025	365	83,500.00	41,750,000.00	Outflow- Towards Interest
Friday, November 13, 2026	365	83,500.00	41,750,000.00	Outflow- Towards Interest
Saturday, November 13, 2027	365	1,083,500.00	541,750,000.00	Outflow -Towards Interest Plus Principal

(III) GENERAL DISCLAIMER

Names And Designations Of Persons Authorized to issue this Disclosure Document

No.	Names of the Authorized Persons	Designation
1.	Mr. Shyam Mani	Non Executive Director
2.	Mr. Samrat Gupta	Chief Executive Officer
3.	Mr. Anand Bang	Chief Financial Officer
4.	Mr. Bhushan Tinekar	Head – Treasury
5.	Mr. Vinay Lavannis	Company Secretary
6.	Mr. Vishwanathan N	Authorised Signatory
7.	Mr. C. N. Nandakumar	Head – Operational Finance

This Disclosure Document (“Offer Document”) is neither a prospectus nor a statement in lieu of prospectus and does not constitute an offer to the public to subscribe for or otherwise acquire the Unsecured, Redeemable, Non Convertible Subordinated Debentures of face value of Rs. 10,00,000/- each (NCDs) issued the Company with a minimum subscription of Rs. 1 crore and above.

The private placement offer is made only to such persons whose names are recorded by the Company prior to the invitation to subscribe.

The issue of Debentures is being made strictly on a private placement basis. As per the latest RBI Master Direction No. DNBR. PD. 008/03.10.119/2016-17 dated September 01, 2016 there shall be no limit on the number of subscribers in respect of issuances with a minimum subscription of Rs. 1 crore and above for raising money through Private Placement of Non-Convertible Debentures (NCDs) by NBFCs. No invitation is being made to any persons, other than to those to whom application forms along with this Offer Document and the Pricing Supplement for each issuance has been sent. Any application by a person to whom the Offer Document, the Pricing Supplement for respective issuance and application form have not been sent by the Company or Arranger, if any, shall be rejected without assigning any reason. The person who is in receipt of this Offer Document shall maintain utmost confidentiality regarding the contents of this Offer Document and shall not reproduce or distribute in whole or in part or make any announcement in public or to a third party regarding the contents without the consent of the Issuer. Apart from this Offer Document, no Offer Document or prospectus has been prepared in connection with this NCD offer and that no prospectus in relation to the Issuer or the NCDs relating to this Offer has been delivered for registration nor such a document is required to be registered under the applicable laws.

This Offer Document is issued by the Company. The views contained in this Offer Document do not necessarily reflect the views of its directors, employees, affiliates, subsidiaries or representatives and should not be taken as such. The Offer Document has been prepared by the Company to provide general information on the The Company and does not purport to contain all the information a potential investor may require. Where this Offer Document summarizes the provisions of any other document, that summary should not be

relied upon and the relevant document should be referred to for the full effect of the provisions.

The information relating to the Company contained in Offer Document is believed by the Company to be accurate in all respects as of the date hereof.

The Offer Document shall not be considered as a recommendation to purchase the NCDs and recipients are urged to determine, investigate and evaluate for themselves, the authenticity, origin, validity, accuracy, completeness, adequacy or otherwise the relevance of information contained in this Offer Document. The recipients are required to make their own independent valuation and judgment of the Company and the NCDs. It is the responsibility of potential investors to also ensure that they will sell these NCDs in strict accordance with this Offer Document and other applicable laws, so that the sale does not constitute an offer to the public, within the meaning of the Companies Act 2013. The potential investors should also consult their own tax advisors on the tax implications relating to acquisition, ownership, sale or redemption of NCDs and in respect of income arising thereon. Investors are also required to make their own assessment regarding their eligibility for making investment(s) in the NCDs of the Company. The Company or any of its directors, employees, advisors, affiliates; subsidiaries or representatives do not accept any responsibility and/ or liability for any loss or damage however arising and of whatever nature and extent in connection with the said information.

Neither the Arranger, if any, nor any of their respective affiliates or subsidiaries have independently verified the information set out in this Offer Document or any other information (written or oral) transmitted or made to any prospective investor in the course of its evaluation of the Issuer.

The Arranger, if any, makes no representation or warranty, express or implied, as to the accuracy or completeness of the Offer Document, and the Arranger, if any, does not accept any responsibility for the legality, validity, effectiveness, adequacy or enforceability of any documentation executed or which may be executed in relation to this offer. The Arranger is not required to file this Offer Document with SEBI/ROC/RBI as it is strictly on private placement basis to the prospective Investor to whom it is distributed and not an offer to the general public.

The contents of this Offer Document are intended to be used only by those investors to whom it is distributed. It is not intended for distribution to any other person and should not be reproduced by the recipient.

Each person receiving and acting on this Offer Document acknowledges that:

- such person has been afforded an opportunity to request and to review and has received all additional information considered by him/her/it to be necessary to verify the accuracy of or to supplement the information herein and
- has not relied on any intermediary that may be associated with any tranche or issuance of NCDs in connection with its investigation of the accuracy of such information or its investment decision.

The Issuer does not undertake to update the Offer Document to reflect subsequent events after the date of the Offer Document and thus it should not be relied upon with respect to such subsequent events without first confirming its accuracy with the Issuer. Neither the delivery of

this Offer Document nor any sale of NCDs made hereunder shall, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of the Issuer since the date hereof.

However, the Issuer shall be, for every issue of NCDs under this Offer Document, file a Pricing Supplement and update this Offer Document to the extent necessary which besides being with the NSE shall be issued to the then potential investor of such issue of NCDs.

The Offer Document is made available to investors in the Issue on the strict understanding that it is confidential.

Disclaimer Clause of the Company

The Company has certified that the disclosures made in this Disclosure Document are adequate and in conformity with Section 42 of the Act and the Companies (Prospectus and Allotment of Securities) Rules, 2014, in force for the time being. The Company accepts no responsibility for statements made otherwise than in the Disclosure Document or any other material issued by or at the instance of the Company and that anyone placing reliance on any other source of information would be doing so at their own risk.

DISCLAIMER IN RESPECT OF JURISDICTION

Issue of these NCDs have been/will be made in India to investors as specified under clause “Who Can Apply”, on page number 84 of this Disclosure Document, who have been/shall be specifically approached by the Company. This Disclosure Document is not to be construed or constituted as an offer to sell or an invitation to subscribe to NCDs offered hereby to any person to whom it is not specifically addressed. Any disputes arising out of this Issue will be subject to the non-exclusive jurisdiction of the courts and tribunals at Mumbai. This Information Memorandum does not constitute an offer to sell or an invitation to subscribe to the NCDs herein, in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction.

Force Majeure

The Company reserves the right to withdraw the offer prior to the earliest closing date in the event of any unforeseen development adversely affecting the economic and regulatory environment or otherwise. In such an event, the Company will refund the application money, if any, along with interest payable on such application money, if any, without assigning any reason.

SEBI Disclaimer Clause

As per the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended by from time to time, a copy of this Offer Document is not required to be filed with or submitted to SEBI. It is to be distinctly understood that this Offer Document has not been cleared or vetted by SEBI. SEBI does not take any responsibility either for 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.

RBI Disclaimer Clause

The company is having a valid Certificate of Registration dated July 13, 2017 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 liabilities by the company.

Stock Exchange Disclaimer Clause

It is to be distinctly understood that submission of the Disclosure Document /Offer Document to the NSE should not in any way be deemed or construed to mean that the Disclosure Document/Offer Document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Disclosure Document/ Offer Document, nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the NSE; nor does it take any responsibility for the financial or other soundness of the Issuer, its promoters, its management or any scheme or project of the Issuer.

This Offer Document is to facilitate investors to take an informed decision for making investment in the proposed Issue.

Issue of Debentures in Dematerialized Form

The NCDs will be issued in dematerialized form. The Issuer has made arrangements with the Depositories for the issue of the NCDs in dematerialized form. The investor will have to hold the Debentures in dematerialized form as per the provisions of Depositories Act. The Issuer shall take necessary steps to credit the Debentures allotted to the beneficiary account maintained by the investor with its depository participant. The Issuer will make the Allotment to Investors on the Allotment Date after verification of the Application Form, the accompanying documents and on realisation of the application money.

(IV) RISK FACTORS

(A) Forward Looking Statements:

This Disclosure Document/Offer Document contains certain “forward-looking statements”. These forward looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “shall”, “will”, “will continue”, “will pursue”, “would”, “will likely result”, “is likely”, “expected to”, “will achieve”, “contemplate”, “seek to”, “target”, “propose to”, “future”, “goal”, “project”, “should”, “can”, “could”, “may”, “in management’s judgment” or other words or phrases of similar import or variations of such expressions. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements.

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 to differ materially from our expectations include, among others:

- General economic and business conditions in India and abroad;
- Our ability to successfully implement our strategy, our growth and expansion plans and technological changes;
- Our ability to compete effectively and access funds at competitive cost;
- Changes in the value of Rupee and other currency changes;
- Unanticipated turbulence in interest rates, equity prices or other rates or prices; the performance of the financial and capital markets in India and globally;
- Availability of funds and willingness of our lenders to lend;
- Changes in political conditions in India;
- The rate of growth of our loan assets in the new business lines and level of NPAs in our portfolio;
- The outcome of any legal or regulatory proceedings we are or may become a party to;
- Our ability to retain our management team and skilled personnel;
- Changes in Indian and foreign laws and regulations, including tax, accounting, banking, securities, investments and loans, foreign exchange, insurance and other regulations; changes in competition and the pricing environment in India; and regional or general changes in asset valuations; and
- Changes in laws and regulations that apply to NBFCs in India, including laws that impact our lending rates and our ability to enforce our collateral.

By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither The Company, nor its Directors and Officers nor any of their respective affiliates 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. For further discussion of factors that could cause our actual results to differ, see the section titled “Risk Factors”

(B) Use of Market Data

Unless stated otherwise, macroeconomic and industry data used throughout this Offer Document has been obtained from publications prepared by providers of industry information, government sources and multilateral institutions. Such publications generally state that the information contained therein 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 Issuer believes that industry data used in this Disclosure Document/Offer Document is reliable, but it has not been independently verified.

(C) RISK FACTORS

The following are the risks envisaged by the management, and Investors should consider the following risk factors carefully for evaluating The Company and its business before making any investment decision. Unless the context requires otherwise, the risk factors described below apply to Tata Motors Finance Limited only. The risks have been quantified wherever possible. If any one of the following stated risks actually occurs, the Company’s business, financial conditions and results of operations could suffer and therefore the value of the Company’s debt securities could decline.

Note: Unless specified or quantified in the relevant risk factors, the Company is not in a position to quantify the financial or other implications of any risk mentioned herein below:

A. INTERNAL RISK FACTORS

Delinquency Risk

1. As an NBFC, one of the most important risks affecting the profitability of the Company is the risk of non-payment by its borrowers and other counterparties.

The Company's gross receivables as on September 30, 2017 are Rs. 17,89,813 lakhs. The size of Issuer's/Company's loan assets is expected to continue to increase in the future as the Company expands its business in India and offers new products. Since most of the Company's borrowers are individuals and small and medium size companies, the Company's credit risk could be higher due to their potential inability to adapt to changes in the economic and industrial scenario and global technological changes as also changes in the Indian regulatory and political environment. This may lead to an increase in the number and value of the Company's NPAs.

The Company is exposed to the risk that third parties which owe us money, securities or other assets may not perform their obligations. These parties may default on their obligations to us due to various reasons including bankruptcy, lack of liquidity, operational failure, and other reasons. Further, any delay in enforcing the collateral due to delays in enforcement proceedings before Indian courts or otherwise could expose our Company to potential losses.

A nationwide credit bureau has only recently been established in India. This may affect the quality of information available to the Company about the credit history of the Company's new borrowers. In deciding whether to extend credit to or enter into transactions with customers and counter parties, the Company relies largely on information furnished by or on behalf of its customers, including financial information, based on which the Company performs its credit assessment. The Company may also depend on certain representations and undertakings as to the accuracy, correctness and completeness of information, and the verification of the same by agencies to which such functions are outsourced. Any such information, if materially misleading may increase the risk of default. The Company's financial condition and results of operations could be negatively affected by relying on information that may not be true or may be materially misleading.

Although the Company regularly reviews credit exposures to clients and counterparties and to industries and geographical regions that the Company believes may present credit concerns, defaults may arise from events or circumstances that are difficult to detect or foresee.

2. Our inability to control the number and value of NPAs in our portfolio could adversely affect our business and results of operations.

The Company's net non-performing assets were Rs. 104,708 lakh representing 5.97% of the value of our net receivables as on September 30, 2017. It may be difficult for the Company to control or reduce the number and value of NPAs of its portfolio due to adverse global and domestic economic conditions and a prolonged recession period. The Company may not be able to improve its collections and recoveries in relation to its existing NPAs. The

Company's inability to control or reduce the number and value of its NPAs may lead to deterioration of the quality of its loan portfolio and may severely impact its business.

The Company has made provisions of Rs. 37,300 lakh towards its gross NPAs as on September 30, 2017. Though the Company's total provisioning against the NPAs at present may be adequate to cover all the identified losses in our loan portfolio, there may not be any assurance that in future, the provisioning though compliant with regulatory requirements will be sufficient to cover all anticipated losses. Further, the Company may not be able to meet its recovery targets set for the particular financial year due to the economic slowdown and intense competition witnessed at both global and domestic levels. In such circumstances, there could be an increase in the number and value of our NPAs which can impact the Company.

3. The Company may be exposed to the potential loss of less recovery of value of collaterals due to delays in their enforcement on defaults by the its borrowers and also due to market conditions

The Company's total gross receivables as on September 30, 2017 are Rs 1789,813 lakhs which is fully secured by collaterals. The value of collaterals may decline due to adverse market conditions. Delays in bankruptcy and foreclosure proceedings, defects in title, documentation of collateral and the necessity of obtaining regulatory approvals for the enforcement of such collaterals may affect the valuation of the collateral and the Company may not be able to recover the estimated value of the collateral, thus exposing the Company to potential losses.

4. System failures, infrastructure bottlenecks and security breaches in computer systems may adversely affect our business.

The Company's businesses is highly dependent on its ability to process, on a daily basis, a large number of increasingly complex transactions. The Company's financial, accounting or other data processing systems may fail to operate adequately or become disabled as a result of events that are wholly or partially beyond its control, including a disruption of electrical or communications services. If any of these systems do not operate properly or are disabled or if there are other shortcomings or failures in the Company's internal processes or systems, it could affect its operations or result in financial loss, disruption in businesses, regulatory intervention or damage to the Company's reputation. In addition, the Company's ability to conduct business may be adversely impacted by a disruption in the infrastructure that supports its businesses and the localities in which the Company is located.

The Company's operations also rely on the secure processing, storage and transmission of confidential and other information in its computer systems and networks. The Company's 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.

5. The Company's lending activities are vulnerable to interest rate risks, market risks and asset liability mismatch risks which may have great impact on its financial performance.

Interest income forms a substantial part of the total income of the Company. The Company extends loans at fixed interest rates. The Company's borrowings are a mix of fixed and floating rates. A mismatch between assets and liabilities may cause gross spreads to decline and adversely affect the Company's profitability and liquidity conditions. The Company endeavors to match interest rate positions to minimize interest rate risk and avoid liquidity risks but may not be able to do so.

Operations of the Company are susceptible to interest rate movements. Interest rates are highly sensitive to many factors which are beyond our control, including the monetary policies of the RBI, de-regulation of the financial sector in India, domestic and international economic and political conditions, inflation and other factors.

6. The Company faces asset-liability mismatches in the short term, which could affect its liquidity position. A portion of the Company's funding requirement is through short-term funding sources and in the event lenders decide to withdraw the existing or committed credit facilities or do not roll over the existing credit facilities, the Company's business could be adversely affected.

The difference between the value of assets and liabilities maturing, in any time period category provides the measure to which we are exposed to the liquidity risk. As is typical for several NBFCs, a portion of our funding requirements is met through short-term funding sources, i.e. bank loans, working capital demand loans, cash credit, short term loans and commercial papers. However, a large portion of our assets have medium or long-term maturities. In the event that the existing and committed credit facilities are withdrawn or are not available to the Company, funding mismatches may be created and it could have an very adverse effect on business and future financial performance of the Company.

7. The Company's indebtedness and restrictive covenants imposed by its financing agreements, debenture trust deeds could restrict ability to conduct business and operations.

Should the Company breach any financial or other covenants contained in any of its financing agreements, debenture trust deeds, the Company may be required to immediately repay its borrowings either in whole or in part, together with any related costs. Under the terms of some of the loan agreements, the Company is required to obtain the prior written consent of the concerned lender prior to the Company entering into any scheme of expansion, merger, amalgamation, compromise or reconstruction or selling, leasing, transferring all or a substantial portion of its loan receivables/ current assets ; making any change in ownership or control or constitution of the Company, or in the shareholding or management or majority of directors, or in the nature of business of the Company; or making amendments in the Company's Memorandum and Articles of Association wherever applicable. This may restrict/ delay some of the actions / initiatives that the Company may like to take from time to time.

8. The Company may not get the benefits of being a Tata group company in case of any change of control.

In case of any change of control due to any event such as transfer of shares by the Company's Promoter, preferential allotment to any investor, our ability to leverage the "Tata" brand may get affected and the benefits of being a Tata group company including

leveraging of business from other Tata companies may become unavailable to the Company and consequently, could adversely impact its business operations and profitability.

9. The Company is exposed to various operational risks including the risk of fraud and other misconduct by employees or outsiders.

Like other financial intermediaries, the Company is also exposed to various operational risks which include the risk of fraud or misconduct by its employees or even an outsider, unauthorized transactions by employees or third parties, misreporting and non-compliance of various statutory and legal requirements and operational errors. It may not be always possible to deter employees from the misconduct or the precautions that the Company take to detect and prevent these activities may not be effective in all cases. Any such instances of employee's misconduct or fraud, or improper disclosure of confidential information, could result in regulatory and legal proceedings and may harm reputation and also operations of the Company.

10. The Company may not be able to attract or retain talented professionals required for our business.

The complexity of the Company's business operations requires highly skilled and experienced manpower. Such highly skilled personnel give a competitive edge to the Company. Further the successful implementation of the Company's growth plans would largely depend on the availability of such skilled manpower and its ability to attract such qualified manpower. The Company may lose many business opportunities and its business would suffer if such required manpower is not available on time. Though we have appropriate human resources policies in place, the Company may face the risk of losing its key management personnel due to reasons beyond its control and it may not be able to replace them in a satisfactory and timely manner which may adversely affect its business and its future financial performance.

11. The Company may not be able to access funds at competitive rates and higher cost of borrowings could have significant impact on the scale of our operations and also profit.

The Company's growing business needs would require it to raise funds through commercial borrowings. The Company's ability to raise funds at competitive rates would depend on its external credit rating, lenders' internal rating and credit norms, financial performance, regulatory environment in the country and the liquidity scenario in the markets and economy. The developments in the international markets affect the Indian economy including the financial liquidity position. The Company is exposed to the risk of liquidity in the financial markets. Changes in economic and financial conditions could make it difficult for the Company to access funds at competitive rates. Being an NBFC and asset finance company, the Company due to has restrictions from RBI to raise funds from international markets which are relatively cheaper sources of funds and this further constrains its ability to raise cheaper funds.

12. The Company has commitments and contingent liabilities as on September 30, 2017.

a. Commitments

- i. Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. 4,28.53 lakhs (at March 31, 2017: Rs. 2,53.84 lakhs).
 - ii. Loan commitment towards vehicle financing Rs.71.32 lakhs (at March 31, 2017: Rs. 63.09 lakhs).
 - iii. Commitment to invest in SBI Macquarie Infrastructure trust Rs. 56.12 lakhs (at March 31,2017: Rs. 63.17 lakhs).
- b. Contingent liabilities to the extent not provided for
- a) Claims against the Company not acknowledged as debts:

Particulars	Rs. in lakhs	
	As at September 30, 2017	As at March 31, 2017
In respect of value added tax and entry tax matters	6,45.06	6,45.06
In respect of consumer disputes	10,75.57	7,13.61
In respect of bonus under Payment of Bonus (Amendment) Act, 2015	26.15	26.15
Total	17,46.78	13,84.82

- b) Other money for which the company is contingently liable:

Particulars	Rs. in lakhs	
	As at September 30, 2017	As at March 31, 2017
Cash collateral with banks in respect of finance receivables assigned/secured	73,45.40	73,45.40
In respect of guarantees given by banks for liability against receivables assigned by way of securitisation	109,85.00	109,85.00
In respect of guarantees given by banks for liability against insurance portal business	1,50.00	3,10.00
In respect of CST and VAT registrations	14.50	-

13. The Company faces increasing competition from established banks and NBFCs. The successful implementation of the growth plans depends on the Company's ability to face the competition.

The Company's main competitors are established commercial banks and NBFCs. Over the past few years, the retail financing area has seen the entry of banks, both nationalized as well as foreign. Banks have access to more sources of funds at a low cost funds which enables them to enjoy higher net interest margins and / or offer finance at lower rates. The Company do not have access to deposits and some other sources as per restrictions levied by RBI, due to which it may be less competitive. Further, the Company has acquired New Vehicle Financing Business from TMF Holdings Limited with effect from January 31, 2017. It may therefore face competition from established banks and NBFCs in its operations and growth which are present for quite number of years.

14. The current trading of the Company's existing listed privately placed Secured Redeemable Non-Convertible Debentures, Unsecured, Redeemable, Non Convertible Subordinated Debentures and Unsecured, Non Convertible

Subordinated Perpetual Debentures may not reflect the liquidity of the Debentures being offered through this Issue.

Before this offering, the Company have Secured, Redeemable, Non Convertible Debentures outstanding aggregating to Rs 190,600 lakhs as of September 30, 2017 which are issued on a private placement basis and are listed on the WDM segment of NSE. The Company also has Secured, Redeemable, Non Convertible in the nature of Zero Coupon Debentures aggregating Rs.31,11,00 lakhs as of September 30, 2017 from on a private placement basis which are listed on the WDM segment of NSE. The Company has also Unsecured, Redeemable, Non Convertible Subordinated Debentures as Tier II aggregating Rs. 1134,90 lakh on a private placement basis out which are listed on the WDM segment of NSE. The Company has also Unsecured, Non Convertible Subordinated Perpetual Debentures axggregating Rs. 375,30 lakhs on a private placement basis which are listed on the WDM segment of NSE. There can be no assurance that an active market for the NCDs will develop, and if such a market were to develop, there is no obligation on the Company to maintain such a market. The liquidity and market prices of the NCDs can be expected to vary with changes in market and economic conditions, our financial condition and prospects and other factors that generally influence market price of NCDs. Such fluctuations may significantly affect the liquidity and market price of the NCDs, which may trade at a discount to the price at which the investors purchase the NCDs.

15. The Company may be unable to adequately protect our intellectual property since some of its trademarks, logos and other intellectual property are in the process of being registered and therefore do not enjoy any statutory protection. Further, the Company may be subject to claims alleging breach of third party intellectual property rights.

“Tata Motor Finance” is a registered trade mark of Tata Sons Limited under the provisions of the Trademarks Act, 1999. The Company cannot assure that Tata Sons Limited will continue to license the aforementioned trademark to it. Further, third parties may infringe the Company’s intellectual property, causing damage to its business prospects, reputation and goodwill. The Company’s efforts to protect its intellectual property may not be adequate and any third party claim on any of its unprotected brands may lead to erosion of its business value and its operations could be adversely affected. The Company may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others. Any such litigation could be time consuming and costly and a favorable outcome cannot be guaranteed. The Company may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect its intellectual property. The Company cannot assure that any unauthorized use by third parties of the trademark “Tata Motors finance” and other related trademarks will not similarly cause damage to its business prospects, reputation and goodwill. Further, the Company have entered into a Brand Equity and Business Promotion Agreement dated July 03, 2017 with Tata Sons Limited for the use of the Trademark “TATA”. Under various clauses mentioned in the agreement, Tata Sons Limited may terminate the aforementioned agreement. Further, only Tata Sons Limited has the right to apply for registration any mark containing the trademark/Trade Name “TATA” and the Company cannot assure that such marks would eventually be licensed to the Company by Tata Sons. The Company cannot guarantee that the aforementioned agreement will not be terminated in the future and this may result in it having to change the name of the Company.

16. The Company may have a high concentration of loans to certain customers or group of customers. If a substantial portion of these loans becomes non-performing, our business and financial performance could be affected.

The Company's business of retail lending with or without securities exposes it to the risk of third parties that owes it money. The Company's loan portfolio and non-performing asset portfolio has, or may in the future, have a high concentration in certain customers or groups of customers. These parties may default on their obligations to the Company due to bankruptcy, lack of liquidity, operational failure, breach of contract, government or other regulatory intervention and other reasons including inability to adapt to changes in the macro business environment or for reasons beyond the control of the Company. Historically, such borrowers or such borrowers' groups have been adversely affected by economic conditions in varying degrees. Credit losses due to financial difficulties of these borrowers/ borrowers' groups in the future could adversely affect the Company's business and its financial performance.

17. The Company have entered into transactions with related parties which create conflicts of interest for certain of its management and Board of Directors.

The Company have entered into transactions with related parties, including its Promoter and its affiliated companies. Such agreements may give rise to current or potential conflicts of interest with respect to dealings between the Company and such related parties. Additionally, there can be no assurance that any dispute that may arise between the Company and related parties will be resolved in the Company's favour.

18. The Company may incurred loss in future

If the Company incurs losses in future, the Company's results of operations and financial condition will be adversely affected.

Risks Relating to the Utilization of Issue Proceeds

19. Our management will have significant flexibility in applying proceeds of the Issue.

The funds raised through this Issue, after meeting the expenditures of and related to the Issue, will be used for our various financing activities to repay our existing loans, our business operations including capital expenditure and working capital requirements and all such activities and uses being subject to applicable law.

The Main Objects clause of the Memorandum of Association of the Company permits the Company to undertake the activities for which the funds are being raised through the present Issue and also the activities which the Company has been carrying on till date.

Pending utilization of the proceeds out of the Issue for the purposes described above, the Company intends to temporarily invest funds in high quality interest bearing liquid instruments including moneymarket mutual funds, deposits with banks or temporarily deploy the funds in investment grade interest bearing securities as may be approved by its Board of Directors.

Further as per the provisions of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, we are not required to appoint a monitoring agency and therefore no monitoring agency has been appointed for this Issue.

Risks Relating to the Debentures

20. Changes in general interest rates in the economy may affect the price of the Company's Debentures.

All securities where a fixed rate of interest is offered, such as the Company's Debentures, 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 Debentures.

21. The Company is not required to maintain any Debenture Redemption Reserve (DRR) for the Debentures issued under this Disclosure Document/ Offer Document.

No Debenture Redemption Reserve is being created for the issue of NCDs in pursuance of this Offer Document since creation of Debenture Redemption Reserve is not required for the proposed issue of Debentures. As per Companies (Share Capital and Debentures Rules, 2014), no DRR is required to be created for NCDs issued by NBFCs issued on private placement basis therefore the Company is exposed for redemption risk

22. Any downgrading in credit rating of the Company's Debentures may affect the value of Debentures and thus the Company's ability to raise further debts.

This Issue of NCDs has been rated by CARE as having CARE AA+/Stable rating and ICRA as having ICRA AA/positive rating . The Issuer cannot guarantee that these ratings will not be downgraded. Any downgrade in the above credit ratings may lower the value of the NCDs and may also affect the Issuer's ability to raise further debt. Moreover any upgrade in the above rating is not guaranteed by increase in or higher value of the Company's NCDs.

B. EXTERNAL RISK FACTORS

23. The Company is subject to regulatory and legal risk which may adversely affect its business.

The operations of a NBFC are subject to regulations framed by the RBI and other authorities. Under the guidelines issued by the RBI, the Company has been classified as a Systemically Important Non Deposit Accepting Asset Finance Company. The Company will be subject to the CAR prescribed by the RBI. Under the guidelines issued by the RBI dated September 01, 2016 vide circular No. DNBR. PD. 008/03.10.119/2016-17, the Company is required to maintain a CAR of 15% besides complying with other prudential norms.

The Company is also subject to changes in Indian laws, regulations and accounting principles. There can be no assurance that the laws governing the Indian financial services sector will not change in the future or that such changes or the interpretation or enforcement of existing and future laws and rules by governmental and regulatory authorities will not affect its business and future financial performance.

24. The Company's growth depends on the sustained growth of the Indian economy and growth plans of Tata Motors Limited. An economic slowdown in India and abroad with low volumes of Tata Motors Ltd could have direct impact on our operations and profitability.

Macroeconomic factors that affect the Indian economy and the global economic scenario have an impact on our business. The quantum of our disbursements is driven by the growth in demand for passenger cars, commercial vehicles etc. The Indian economy has been improving on macro factors..

In case the economy does not grow on macro factors and if TML sales volumes are low because of slow down in economy in future, it may have direct impact on the Company's disbursements and such prolonged slowdown of the economy as a whole can increase the level of defaults thereby adversely impacting the Company's growth plans and the quality of its portfolio.

25. Political instability or changes in the government could delay further liberalization of the Indian economy and adversely affect economic conditions in India generally, which could impact the Company's business.

The role of the Indian Central and State Governments in the Indian economy has remained significant over the years. Since 1991, the Government has pursued a policy of economic liberalization, including significantly relaxing restrictions on the private sector. There can be no assurance that these liberalization policies will continue in the future. The rate of economic liberalization could change, and specific laws and policies affecting financial services companies, foreign investment, currency exchange rates and other matters affecting investments in Indian companies could change as well. A significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India, thus affecting the Company's business. The current Government is and future Governments could be a coalition of several parties. The withdrawal of one or more of these parties could result in political instability. Any political instability in the country could materially impact the Company's business adversely.

26. Civil unrest, terrorist attacks and war could affect the Company's business.

Terrorist attacks and other acts of violence, war or conflicts, particularly those involving India, as well as the United States of America, the United Kingdom, Singapore and the European Union, may adversely affect Indian and global financial markets. Such acts may negatively impact business sentiment, which could adversely affect the Company's

business and profitability. India has from time to time experienced, and continues to experience, social and civil unrest, terrorist attacks and hostilities with neighboring countries. Also, some of India's neighboring countries have experienced, or are currently experiencing internal unrest. This, in turn, could have a material adverse effect on the market for securities including the Debentures. The consequences of any armed conflicts are unpredictable, and the Company may not be able to foresee events that could have an adverse effect on its business and the price and yield of its NCDs.

27. The Company's business may be adversely impacted by natural calamities or unfavorable climatic changes.

India, Bangladesh, Pakistan, Indonesia and other Asian countries have experienced natural calamities such as earthquakes, floods, droughts and a tsunami in recent years. Some of these countries have also experienced pandemics, including the outbreak of avian flu/ swine flu. The extent and severity of these natural disasters and pandemics determines their impact on these economies and in turn affects the financial services sector of which the Company is a part. Prolonged spells of abnormal rainfall and other natural calamities could have an adverse impact on the economies in which the Company have operations, which could adversely affect its business and the price of its Debentures.

28. Any downgrading of India's sovereign rating by an international rating agency(ies) may affect the Company's business and its liquidity to a great extent.

Any adverse revision to India's sovereign credit rating for domestic and international debt by international rating agencies may adversely impact the Company's ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on the Company's financial performance and its ability to obtain financing to fund its growth on favourable terms, or at all.

NOTES TO THE RISK FACTORS

Save, as stated elsewhere in this Disclosure Document / Offer Document, since the date of the audited financial accounts, no developments have taken place that are likely to materially and adversely affect the performance or prospects of the Company.

(V) OVERVIEW OF THE COMPANY

Promoters – Tata Motors Finance Limited (Formerly known as Sheba Properties Limited) (TMFL) is a company promoted by TMF Holdings Limited (Formerly Tata Motors Finance Limited) (TMFHL) along with Tata Motors Finance Solutions Limited. TMFHL has invested Rs. 3157.41 cr in the capital of TMFL as on March 31, 2017 and TMFSL has invested Rs. 105 cr in the Capital of TMFL as on March 31, 2017.

TMF Group recently completed the scheme of arrangement between TMFHL and TMFL. The respective Boards of Directors at its meetings held on 26th September 2016 had approved a scheme of arrangement under Section 391 to 394 of the Companies Act, 1956 (corresponding to Sections 230 to 231 of the Companies Act, 2013) ("Scheme"), for the transfer by the Company of its undertaking comprising the new vehicle finance line of business including its assets and liabilities comprising part

of that undertaking (“Transferred Undertaking”) to TMFL on the terms and conditions more particularly set out in the Scheme. The Scheme has been accepted and approved by NCLT on April 06, 2017 and has come into effect on May 09, 2017. Consequently, the name of Sheba Properties was changed to Tata Motors Finance Limited.

The rationale for the Scheme of arrangement was to convert the TMFHL into a Core Investment Company and also to consolidate various financing activities under TML Group.

The restructuring plan would assist in streamlining the various financing activities by TMFHL and its subsidiaries with each of such entities being able to devote its dedicated focus and time to the specific lines of business entrusted to them.

The conversion of TMFHL into CIC will achieve the strategic objective of consolidating all the financial sector companies within the TML group under TMFHL and to enable TMFHL to support other companies within the TML group through investments, leasing and lending.

After conversion, TMFHL will devote its complete business focus on meeting the financial requirements of companies within the TML group through making of investments, granting of loans, provision of guarantees and offering leasing solutions. In addition, TMFHL shall maintain an oversight on the various financial sector entities consolidated under it.

Tata Group: Tata Group founded by Jamsetji Tata in 1868. The Tata group is a global enterprise, headquartered in India, comprising over 100 independent operating companies. The group operates in more than 100 countries across six continents, with a mission 'To improve the quality of life of the communities we serve globally, through long-term stakeholder value creation based on Leadership with Trust'. In 2016-17, the revenue of Tata companies, taken together, was \$100.39 billion. These companies collectively employ over 695,000 people. There are 29 publicly-listed Tata enterprises with a combined market capitalization of about \$130.13 billion (as on March 31, 2017).

Tata Motors Limited:

TMFL is part of Tata Motors Group, a USD 42 billion organization, is a leading global automobile manufacturer with a portfolio that covers a wide range of cars, sports vehicles, buses, trucks and defence vehicles. Tata Motors is part of the USD 100 billion Tata group founded by Jamsetji Tata in 1868. Tata Motors is India’s largest automobile company. TML’s design and R&D centres located in India, the UK, Italy and Korea strive to innovate new products that achieve performances that will fire the imagination of GenNext customers.

TML now sells its vehicles in more than 50 countries. TML cars, buses and trucks roll out at 20 locations across the world – seven in India and the rest in the UK, South Korea, Thailand, South Africa and Indonesia

TML has built a strong global network of subsidiaries and associate companies, including Jaguar Land Rover in the UK and Tata Daewoo in South Korea. Tata Motors is also engaged in engineering and automotive solutions.

TML supports TMFL (through TMFHL) by way of regular equity infusions, management & systems support TML also extends management support through representation of its senior management on TMFL's board.

TMFL has an objective of becoming the preferred financier for Tata Motors customers and channel partners by capturing customer spending over the vehicle life-cycle, by extending value added products combining financing offerings with insurance and other products over a period of time.

TMFL has received RBI license for carrying on its business as a NBFC non-deposit taking systemically important (ND-SI) and has commenced its New vehicle financing business from May 09, 2017.

Business Model

TMFL carries out its business through two models:

Direct Model – This model will operate through our own branch network and Direct Sales/Marketing agencies. The business sourcing, collections and servicing will be done through TMFL's own branch network as well as a chain of sales and collection agencies.

Dealer Model – The Tata Motors' dealer will act as a business sourcing partner. Dealers will take up the responsibility for sourcing and servicing the customer over the life of the contract. Some of the key dealers in certain geographies in India will also undertake the responsibility of collections from the customers and shares certain risk of delinquency. Dealers will be remunerated for sourcing as well as for collections, based on their sourcing and or collection performance. This model will operate through about 300+ dealerships across the country.

Business verticals

TMFL provides finance for Tata Motors vehicles in the following business verticals :

1 New Vehicles Finance Business :

Commercial Vehicles – TMFL finances entire range of Commercial vehicles to transporters, fleet owners, First Time users,

Passenger Cars - TMFL finances multiutility vehicles (Safari/ Sumo/ Hexa/) and passenger cars (Indica/ Indigo/ Nano/Zest, Bolt, Tiago, Tigor, Nexon) mainly in the personal use segment and commercial taxi operators.

2. **Insurance Support Services** : TMFL helps its customers to have vehicles' insurance

Strengths

We believe that the following are our key strengths:

Experienced management team

The Company believe that its senior management and its talented and experienced professionals are and would continue to be the principal drivers of its growth and success in all of its businesses. Its senior management team is supported by professionals from varied backgrounds who bring significant expertise in their respective lines of business. The Company believes that the extensive experience and financial acumen of its management and professionals provide it with a distinct competitive advantage.

Innovative solutions model

The Company focus on coverage and ability to provide innovative solutions enables it to establish long-term relationships with corporate and retail clients. The Company's business model is based on providing services where it employ dedicated relationship and product managers for each key business line. This enables it to create capabilities and expertise for each product and which the Company believe benefits customers in achieving their desired financial objectives.

Respected brand

The Company's has taken over the business of new vehicle financing from its holding Company i.e., TMF Holdings Limited (formerly Tata Motors Finance Limited) along with similar Board and management consequent to the Scheme of arrangement which became effective on May 9, 2017. The success of TMFHL has built over a period of ten years which the Company expects to carry forward and thus as a provider of financial services is built upon the reputation and client comfort built around the Tata brand. The 'TATA' brand is recognized as amongst the most valuable brands in the world in a brand survey undertaken by Brand Finance Plc, a UK based consultancy (Source:<http://www.livemint.com/Companies/VPXs8HeCb7jEnZ2AapzB4H/At-15-billion-Tata-remains-Indias-most-valuable-brand.html>). The Company believes that the Tata name is associated with trust, security, knowledge leadership and high quality services and solutions for its customers and stakeholders. The reputation of the Tata brand and the Tata ecosystem is pivotal in its ability to reach out to customers as well as to access capital for its business.

Controls, processes and risk management systems

The Company believes that it has strong internal controls and risk management systems to assess and monitor risks across our various business lines. Its Board of Directors has appointed various committees including Asset Liability Supervisory Committee, Risk Management Committee and Audit Committee to monitor and manage risk at the standalone business level and at the consolidated company level. The Company's risk management department operates as an independent department with a dedicated centralized risk management team. All new lines of business and product launches follow a rigorous internal approval process that requires assessing risk, client suitability, understanding regulations and understanding regulatory and internal policy compliance prior to launch. The Company believes that it has effective procedures for evaluating and managing the market, credit and other relevant risks.

Access to capital

The Company will be subject to the CAR prescribed by the RBI. Under the guidelines issued by the RBI dated September 01, 2016 vide circular No. DNBR. PD. 008/03.10.119/2016-17 the Company is required to maintain a CAR of 15% besides complying with other prudential norms. The Company's CAR as on March 31, 2017 stood at 17.49 %. The Company has been rated CARE AA+/ Stable which indicates an high degree of safety with regard to timely servicing of financial obligations. The Company's credit rating, risk containment measures and brand value help it to access capital on relatively favourable terms.

Strategies

Leverage the Company's technology advantage

The Company plan to continue investing in state of the art technology to significantly enhance its technical capabilities across our products and services offerings. The Company believes that we have the technological platform and information technology systems in place to support significant growth in customer base and lines of business. The Company believes that technology will enable it to respond effectively to the needs of our customers and meet competitive challenges.

Attract and retain talented professionals

In financial services people are the most important asset, and it is their reputation, talent, integrity and dedication which contribute significantly to business success. The Company believe that the strong, team-based approach that exists within the organization will enable it to attract and retain employees. The Company has been successful in attracting key professionals from both Indian and foreign financial services organizations and intend to continue to seek out talent to further enhance and grow its business.

Our Services- Retail Finance

Over the last few years, the financial services industry has seen significant expansion of retail credit, with retail loans, accounting for most of this growth. Despite the hardening of interest rates, there is a strong potential for sustained growth in this segment driven primarily by fundamentals, such as continued GDP growth, growth in underlying assets, increased urbanization with rising income levels, growth in organized retailing coupled with the availability of credit, etc.

With an understanding of the latent potential of this segment, the Company decided to enter into the retail asset financing business. At present, the Company offer loans and used vehicles loans for Tata vehicles ie. passenger cars and commercial.

Management

The Company recognizes the importance of risk management on account of increased competition and market volatility in the financial services business. The Company regularly reviews all the Key risks prioritized for Management as a part of its enterprise risk management framework with Risk Management Committee' of Directors. The Company is

exposed to the following key risks - credit risk, operational risk, fraud risk, technology risk, liquidity risk and interest rate risk. By design, the Company caters to some high risk profile customers. The Company has a well-developed and robust credit appraisal process which is amended, as required, to address any regulatory changes in the financial sector.

The 'Asset Liability Supervisory Committee' of Directors continued to closely monitor mismatches of assets liabilities and the 'Risk Management Committee' of Directors oversees the management of the integrated risks of the Company

The Company has consciously re-aligned assets and customer profile mix in sourcing to build a risk balanced portfolio. Risk scoring model (RSPM) has been effectively leveraged for sourcing lower-risk profiles. Behavioral scorecards and recovery models have been comprehensively used to decide collection strategy on all delinquent cases. GNPA & NPA charge have been optimized while prioritizing vehicle-sale using advanced collection analytics.

Implementation of the sourcing & collections initiatives using analytical has started showing positive results in delinquency & NPA charge.

The Company's Employees

The Company lays great emphasis and focus on recruitment and retention of its employees which is the most valuable asset for a service industry like ours. The Company mainly hire professionals from the financial services industry. The Company's entry level talent intake programme injects young talent from top Business Schools across the country.

The Company is a 'talent-driven company' – with people being its principal investment towards driving strategy, sustainability and success. With an emphasis on creating a winning culture, the Company identify and groom people who have the intrinsic desire to succeed. A robust Performance Management System helps in identification of high potential performers and ensuring adequate rewards along with career growth.

The Company strive to incubate and nurture an environment of equal opportunity, high growth and meritocracy through various systems and processes. A focus on learning ensures adequate training for all employees. The Company leverage the Tata ecosystem and internal opportunities of learning, development and mobility. The Company's internal communication processes and employee engagement initiatives ensure retention and long term engagement of its talent. The Company aspire to be an "employer of choice" in the times to come.

Branding and advertising

The Company use the brand name "Tata Motors finance" for its products and services and this is registered under the provisions of Trademark Act 1999. The Company's brand is well recognized in India given its association with the name "TATA" which is a registered trademark of its ultimate promoter Tata Sons Limited. The "TATA" brand is recognized as among the most valuable brands in the world in a brand survey undertaken by Brand Finance Plc., a United Kingdom based consultancy (Source:livemint, September 16, 2008).

Information on Subsidiary :

Company does not have any subsidiary.

INFORMATION

Tata Motors Finance Limited

(Formerly known as Sheba Properties Limited)

(Incorporated on January 24, 1989 under the Companies Act, 2013)

Key management personnels of the Issuer

Smarat Gupta

Chief Executive Officer

Anand Bang

Chief Financial Officer

Vinay Lavannis

Company Secretary

CFO of the Issuer :

Mr. Anand Bang

Building 'A', Second Floor,

Lodha I Think Techno Campus, Off. Pokharan Road No. 2,

Thane(W)- 400607

Phone: (022) 6172 9600, Fax: (022) 61729619

Email: Anand.Bang@tmf.co.in

Registered Office:

10th Floor, 106, Maker Chambers III,

Jamnalal Bajaj Marg

Nariman Point, Mumbai 400021.

Board Line- 022-61729600

Website: www.tmf.co.in

Corporate Office:

Building 'A', Second Floor,

Lodha I Think Techno Campus, Off. Pokharan Road No. 2,

Thane(W)- 400607

Phone: (022) 61812900, Fax: (022) 61815817

Corporate Identification Number U45200MH1989PLC050444 dated January 24, 1989 issued by the Registrar of Companies, Maharashtra, Mumbai

NBFC registration: 13.00217 dated March 04, 1998, issued by the RBI.

Auditors of the Company

M/s BSR & Co. LLP

5th Floor, Lodha Excelus,

Apollo Mills Compound,

N. M. Joshi Marg, Mahalaxmi

Mumbai – 400 011.

During the year, There was a change in the Auditors of the company. M/s BSR & Co. LLP have been appointed as Statutory Auditors of the company from the conclusion of the AGM held on July 26, 2017 till the conclusion of next AGM of the Company to be held in the F.Y.2018-19.

Name & Address of previous auditors –

M/s. Deloitte Haskins & Sells LLP
Chartered Accountants
Tower 3, 27th -32ndFloor,
India Bulls Finance Centre,
Elphinstone Mill Compound,
Senapati Bapat Marg, Elphinstone (W)
Mumbai – 400 013

Compliance Officer:

Mr. Vinay B.Lavannis
Building ‘A’, Second Floor,
Lodha I Think Techno Campus, Off. Pokharan Road No. 2,
Thane(W)- 400607
Phone: (022) 61815640, Fax: (022) 61815817
Email: vinay.lavannis@tmf.co.in

Grievance Redressal:

In case of any grievance relating to the issue of the Unsecured NCDs by the Company, the same shall be addressed to the Compliance Officer @ vinay.lavannis@tmf.co.in.

Board of Directors

1. The details of Board of Directors of TMFL as on September 30, 2017:

Name, Designation and business address of the Directors	Date of Birth and Age	Director Since	Educational Qualifications	Total Work Experience	Directorships in other Companies
Nasser Munjee, Director and Chairman of Board DCB Bank, Trade Point, Kamala Mills Compound, Lower Parel, Mumbai-	November 18, 1952 63 years	May 19, 2017	Masters in Economics from London School of Economics, UK.	37 years	<ul style="list-style-type: none"> • ABB India Limited • Ambuja Cements Limited • Britannia Industries Limited • Cummins India Limited • DCB Bank

<p>400013.</p> <p>DIN: 00010180</p>					<p>Limited</p> <ul style="list-style-type: none"> • HDFC Limited • Tata Chemicals Limited • Tata Chemicals North America, INC, USA • Tata Chemicals European Holdings Ltd. • Karta Initiative India Foundation • Jaguar Land Rover Automative PLC, UK • Strategic Foods International Co. LLC, Dubai, UAE • Tata Motors Limited • Go Airlines (India) Limited • Indian Institute For Human Settlements • Aarusha Homes Private Limited • Aga Khan Rural Support Programme (India)
<p>Hoshang Sinor, Independent Director 764 – F, Sarosh Court, Tilak Road, Dadar,</p>	<p>December 05, 1944 71 years</p>	<p>March 29, 2016</p>	<p>B.Com L.L.B</p>	<p>43 years</p>	<ul style="list-style-type: none"> • Themis Medicare Ltd. • Tata Investment Corporation Ltd. • ICICI

Mumbai – 400014 DIN:00074905					<p>Venture Funds Management</p> <ul style="list-style-type: none"> • Cosmo Films Ltd. • TMF Holdings Ltd. • Tata Capital Markets Limited • ICICI Venture Funds Management Co. Ltd • JM Financial Asset Reconstruction Company Private Limited
<p>C Ramakrishnan, Non Executive Director</p> <p>Tata Motors Limited, BombayHouse, Homi Mody Street, Fort, Mumbai 400 001</p> <p>DIN: 00020076</p>	<p>June 27,1955 61 years</p>	<p>May 19, 2017</p>	<p>B.Com, ACA, AICWA</p>	<p>31 years</p>	<ul style="list-style-type: none"> • Tata Technologies Ltd. • TMF Holdings Limited • Tata Motors Finance Solutions Limited • Tata Hispano Motors Carrocera, SA, Spain • TML Holdings Pte Ltd. Singapore • Tata Motors (Thailand) Ltd, Thailand
<p>Ravindra Pisharody, Non Executive Director</p> <p>Tata Motors Limited BombayHouse, Homi Mody Street, Fort, Mumbai 400</p>	<p>November 24, 1955 60 years</p>	<p>May 19, 2017</p>	<p>Post-Graduate in Management- IIM Kolkata and B. Tech in Electronics Engineering- IIT, Kharagpur.</p>	<p>27 years</p>	<ul style="list-style-type: none"> • Tata Marcopolo Motors Limited • Tata International Limited • Tata Cummins Private Limited • Automobile Corporation of Goa Limited • Tata Hispano

<p>001</p> <p>DIN: 01875848</p>					<p>Motors Carrocera SA</p> <ul style="list-style-type: none"> • Tata Hispano Carrosseries Limited, Korea • Tata International Singapore Pte Limited • Nita Company Limited, Bangladesh • Tata Daewoo Commercial Company Limited, Korea • Tata Motors(SA) (PTY) Limited • Tata Motors(Thailand) Limited • PT Tata Motors Indonesia • PT Tata Motors Distribusi Indonesia • TNML Motor Service Nigeria Limited
<p>Shyam Mani, Non Executive Director</p> <p>Building 'A', Second Floor, Lodha I Think Techno Campus, Off. Pokharan Road No. 2, Thane(W)-400607</p> <p>DIN: 00273598</p>	<p>September 01,1953 62 years</p>	<p>March 29, 2016</p>	<p>B. Tech</p>	<p>35 years</p>	<ul style="list-style-type: none"> • Tata Motors Insurance Broking and Advisory Services Limited • Tata Motors Finance Solutions Limited • Tata Hitachi Construction Machinery Company Private Limited • Finance Industry Development Council

					<ul style="list-style-type: none"> • Serviplem, S.A.U. Spain • TMF Holdings Limited
<p>Vedika Bhandarkar, Independent Director</p> <p>B/8 Sea Face Park, Bhulabhai Desai Road, Worli, Mumbai</p> <p>DIN- 00033808</p>	19.12.1967, 48 Years	May 19, 2017	MBA from IIM, Ahmedabad	25 years	<ul style="list-style-type: none"> • Tata AutoComp Systems • Tata Motors Finance Solutions Limited • Tata Sky Limited • L&T Infotech Limited • Tata Investment Corporation Limited • Jai Vakeel Foundation (NGO) • IFMR Capital Finance Private Limited • Foundation for Accessible Aquanir and Sanitatio, (Section 8 Company)
<p>Mayank Pareek, Non Executive Director</p> <p>Flat # 4501 Lodha Belissimo, 45th Floor, A Wing, Lower Parel, Mumbai 400011</p> <p>DIN- 00139206</p>	01.03.1961, 55 Years	May 19, 2017	PGDBM from IIM, Bangalore and a B.E.from IIT, BHU.	20 years	<ul style="list-style-type: none"> • Concorde Motors (India) limited • TML Distribution Company Limited • Fiat India Automobile Private Limited • Tata Motors Insurance Broking and Advisory Services Limited
<p>Phillie Dara Karkaria,</p>	November 06, 1948	June 8, 2001	B.Com, Fellow of the	40 years	<ul style="list-style-type: none"> • Taj Air Limited

Independent Director			Chartered Institute of Management Accountants, London (CIMA)	<ul style="list-style-type: none"> • Tata Securities Limited Director • TRIL Highway Projects Limited • Zoroastrian Co-operative Bank Limited • TRIL Inforpark Limited • TSR Darashaw Limited • TRIL Roads Private Limited • Duville Estates Private Limited-Director • TMF Holdings Limited
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The name of the Company and or any of its Directors does not appear in the defaulters' list of Reserve Bank of India except our director Mr. Nasser Munjee and Mr. H N Sinor for which explanation is given below:

“We understand that:

- Reid & Taylor (India) Limited (R & T) is on the Reserve Bank of India (“RBI”) defaulter list. One of our directors, Mr. Nasser Munjee was an ‘independent director’ on the board of directors of R & T and his name has been mentioned against the name of R & T in the column titled ‘Director’ on the RBI defaulter list; also
- 3I INFOTECH LIMITED (“3I”) is on the Reserve Bank of India (“RBI”) defaulter list. One of our independent directors, Mr. Hoshang Sinor was also an ‘independent director’ on the board of directors of 3I and his name has been mentioned against the name of 3I in the column titled ‘Director’ on the RBI defaulter list.

In this regard, it is pertinent to refer to the Reserve Bank of India Circular dated April 23, 2015, bearing reference number DBR.No.CID.BC.89/20.16.001/2014-15, whereunder it is clearly indicated that a non-whole time director should not be considered a defaulter unless it is conclusively established that

- a. he was aware of the fact of default by the borrower by virtue of any proceedings recorded in the Minutes of the Board or a Committee of the Board and has not recorded his objection to the same in the Minutes, or
- b. the default had taken place with his consent or connivance.

We understand from Mr. Munjee and Mr. Sinor that neither paragraph a nor b above apply in his case. Accordingly, we state that, though Mr. Munjee's and Mr. Sinor's name currently continues to appear on the RBI defaulter list in their capacity as independent directors of R & T and 3I respectively, they cannot be considered as defaulters in terms of the RBI directions and the continuance of his name in the list is erroneous."

Please also note Mr. Munjee ceased to be Director of R & T with effect from 5th Sep, 2013 and Mr. Sinor ceased to be Director of 3 i with effect from 30th September, 2015

2. Details of change in directors since last three years as on September 30, 2017

Name DIN	Designation and	Date Appointment/Resignation	Of	Director of the Company since (in case of resignation)	Remarks
Shailesh Rajadhyaksha Director DIN: 00020465	Harishchandra	Feb 23, 2016		May 12, 2003	Resigned
P D KARKARIA Director DIN: 00059397		April 1, 2017		N.A	Re-appointed
Ravindra Pishrody Director DIN:01875848		May 19,2017		NA	Appointed
Naseer Munjee Chairman DIN:00010180		May 19,2017		NA	Appointed
Vedika Bhandarkar Independent Director DIN- 00033808		May 19,2017		N.A	Appointed
Mayank Pareek Director DIN – 00139206		May 19,2017		N.A.	Appointed
C Ramakrishnan Director DIN – 00020076		May 19,2017		N.A.	Appointed
Hoshang Sinor Director DIN – 00074905		March 29, 2016		N.A.	Appointed

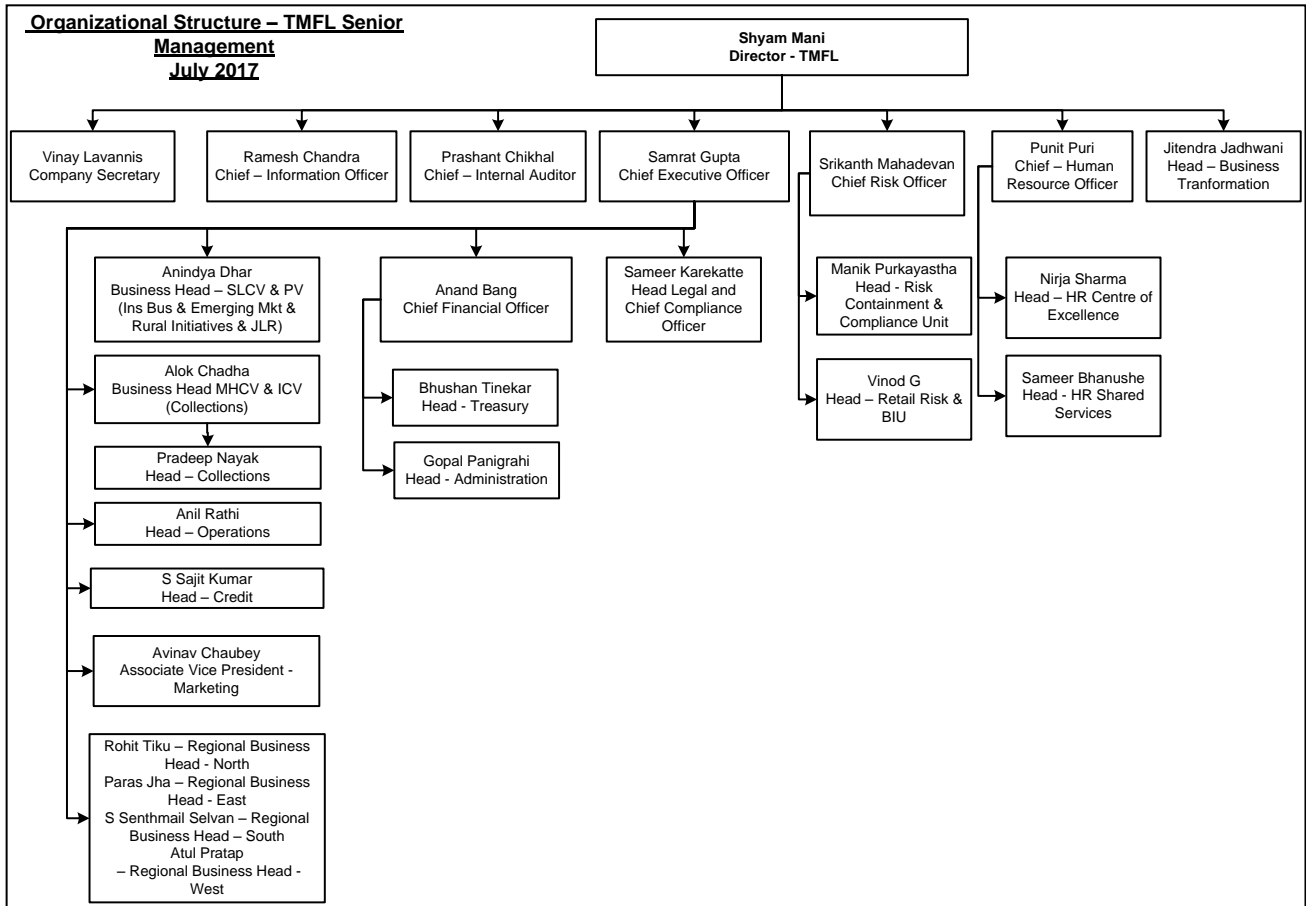
Shyam Mani Director DIN –00273598	March 29, 2016	N.A.	Appointed
Hoshang Sethna Director DIN: 00091532	May 19,2017	Aug 03, 2010	Resigned
Mani Raman Director DIN: 06782708	May 19,2017	Aug 03, 2015	Resigned

3. Details of Promoters of the Company as on September 30, 2017:-

Sr.No	Name of the shareholders	Total No of Equity shares	No of shares in Demat form	Total shareholding as % of total no of equity shares	No of shares pledged	% of shares pledged with respect to shares owned.
1	TMF Holdings Limited	47,326,990	47,326,990	96.29	Nil	Nil
2	Tata Motors Finance Solutions Limited	1,822,016	1,822,016	3.71	Nil	Nil
		49,149,006	49,149,006	100	Nil	Nil

Note: Shares pledged or encumbered by the promoters (if any) : NIL

Details of Corporate Structure of the Company as on July 2017



Rating Rationale



SHEBA PROPERTIES LIMITED

May 09, 2017

Ratings

Instrument	Amount (Rs. crore)	Rating ¹	Rating Action
Long Term Bank Facilities	17,000	CARE AA+; Stable (Double A Plus; Outlook: Stable)	Assigned
Total Facility	17,000		
Non-Convertible Debentures	1,527	CARE AA+; Stable (Double A Plus; Outlook: Stable)	Assigned
Subordinated Debt	265	CARE AA+; Stable (Double A Plus; Outlook: Stable)	Assigned
Perpetual Debt	39.70	CARE AA-; Stable (Double A Minus; Outlook: Stable)	Assigned
Commercial Paper	6,000	CARE A1+ (A One Plus)	Assigned

Details of instruments/facilities in Annexure-1

Detailed Rationale & Key Rating Drivers

The ratings assigned to debt instruments and facilities of Sheba Properties Limited (SPL) primarily factor in majority ownership by Tata Motor Finance Ltd. (TMFL) (rated CARE AA+; Stable, CARE A1+) which in turn is a majority owned subsidiary of Tata Motors Ltd. (TML, rated CARE AA+; Stable) and the strategic importance of SPL, to which a significant part of loan portfolio has been transferred from TMFL which is a captive finance arm for the parent (TML).

The ratings also take into account expected support from TML as well as strong operational linkages with TML, continued association of the common brand name as part of transfer, diversified resource profile, comfortable liquidity, and comfortable capitalization.

The ratings also factor in weak asset quality of the loan portfolio as well as profitability parameters of TMFL. Credit profile of the parent (TML), strategic importance of SPL, TMFL and TMFSL for TML, asset quality, profitability and capitalization are the key rating sensitivities.

Key Developments

TMFL is currently a non-deposit taking, systemically important NBFC classified as asset finance company and has two subsidiaries viz. Tata Motors Finance Solutions Ltd (TMFSL) and Sheba Properties Ltd. As per the scheme of transfer (approved by the board of TMFL, accepted and approved by NCLT), new vehicle financing business of TMFL has been transferred to Sheba Properties Ltd. The existing dealer/vendor financing business of TMFL is transferred to TMFSL. There upon, TMFL will be converted into a core investment company (CIC) post requisite approvals from RBI. The CIC will act as holding company of Sheba Properties Ltd. and TMFSL. Post transfer of existing business, the CIC will be renamed as Tata Motors Finance Holdings Limited and Sheba Properties Ltd. will be renamed as Tata Motors Finance Limited.

Detailed description of the key rating drivers

Key Rating Strengths

Strong parentage

TMFL is a majority owned subsidiary of Tata Motors Limited (rated CARE AA+; Stable) which is largest automobile manufacturer in Asia as well as largest commercial vehicle manufacturer by revenue in India. It is the leading player in the MHCV segment, with a market share of 52% as at March 31, 2016. TML offers a broad portfolio of automotive products, with CVs ranging from sub-1 ton to 49-ton gross vehicle weight (GVW), trucks (including pickup trucks) to small, medium, and large buses and coaches to passenger cars and defense vehicles. TMFL, being the only captive finance arm of TML, is strategically important subsidiary for TML.

¹Complete definitions of the ratings assigned are available at www.careratings.com and in other CARE publications.

Strategically important subsidiary for the parent

TMFL is an extremely important subsidiary for TML given the fact that it financed 23% of domestic sales volume of TML in FY16 (refers to period from April 01 to March 31)(P.Y.:24%). TMFL exclusively finances TML's vehicles only; both in the commercial and passenger vehicle category. TMFL is extremely critical for TML for achieving their growth expectations and in creating demand in newer markets. The strategic importance is also underlined by the fact that TML has supported TMFL in terms of providing limited / total credit loss cover for certain portion of the loan portfolio. TML also provides upfront credit subvention for certain loans disbursed by TMFL. TMFSL, the wholly owned subsidiary of TMFL would be critical in expanding into newer business areas like used vehicle financing, dealer/vendor financing.

Strong management and strong Board of Directors

Mr. Shyam Mani is the Managing Director of TMFL who has experience across various functions, including manufacturing, procurement, finance and sales and marketing. Mr. Mani had also been the Vice President – Sales & Marketing for the Commercial Vehicles Business Unit of Tata Motors Limited. Mr. Nasser Munjee is the Chairman of TMFL who played an important role in setting up of institutions like HDFC and IDFC. The other Board members are drawn from the senior management of TML while independent directors include eminent personalities with rich experience in their respective fields.

Capital support from parent leading to comfortable capital adequacy

TML has been regularly infusing equity capital in TMFL to support its business and to maintain a comfortable capital adequacy. TML has infused equity capital amounting to Rs.750 crore during FY12 to FY15. Also, during FY16, the company raised Rs.434 crore by issuance of compulsorily convertible preference shares to outside investors (other than TML). Total and Tier I capital adequacy ratio of TMFL stood at 21.9% and 16.8% as on December 31, 2016.

Strong operational linkages with TML

Being a captive financing arm of TML, it enjoys strong linkages and has relationship with the dealer network and preferred financier for most of its dealer network. TMFL is present at all the main dealerships of TML with its existing branch network of 264 branches as on December 31, 2016.

Diversified funding profile and comfortable liquidity profile

TMFL's funding profile is well diversified with resources being raised from various avenues like non-convertible debentures, subordinated debt, perpetual debt, term loan and cash credit facility from banks and commercial paper. Also, the company has bank lines from a variety of banks to meet its funding requirements. The company also securitises its portfolio which is another source of funding. Liquidity profile of the company as on December 31, 2016, is comfortable backed by large undrawn bank lines. Being part of the Tata Group, TMFL also has the strength to mobilise funds to meet any liquidity requirements.

Key Rating Weaknesses**Weak asset quality**

Asset quality parameters of the company are weak. Asset quality stress has been witnessed across all the asset classes financed by TMFL. However, it is to be noted that the loan portfolio of TMFL/TMFSL comprises of portfolio which has a limited/total loss cover from TML, dealer driven business portfolio (where credit loss is shared by the dealer), pure subvention and non-loss cover business. The company, on consolidated basis, reported GNPA and NNPA (150 dpd) of 19.2% and 13.3%, respectively as on December 31, 2016. However, standalone Gross NPA, Net NPA and Net NPA to Net worth (on 150 dpd) works out to 9.77%, 5.36% and 29%, respectively as on Dec. 31, 2016. NPAs on consolidated basis are higher on account of weak asset quality under manufacturer guaranteed business which is housed under TMFSL.

Weak profitability

Profitability has been under pressure since FY14 due to weak asset quality. The company, on consolidated basis, reported losses in FY15 on account of lower income due to interest reversals on NPAs and higher provisions/write offs. During FY16, the company reported Profit After Tax (PAT) of Rs.267 crore on consolidated basis on total income of Rs.3,229 crore. Consolidated Return on Total Asset (RoTA) for FY16 stood at 1.16%. However, during FY16, the company had a one-time gain of Rs.163 crore due to creation of additional asset in consolidated financials to take care of timing mismatch between NPA provision recognition and claim to TML. During 9MFY17 (refers to period from April 01 to March 31), TMFL (standalone) reported PAT of Rs.27 crore, SPL reported PAT of Rs.7 crore and TMFSL reported loss of Rs.32 crore. Going forward, profitability is likely to get impacted on account of additional provisions due to NPA recognition transition from 150 dpd to 90 dpd.

Analytical approach: Consolidated (Since SPL and TMFSL are subsidiaries of TMFL and as per the scheme of transfer, significant part of business has been transferred to SPL with the three entities being completely integrated in their operations, we have taken a consolidated approach for assigning the rating). Also, SPL's ratings derive significant support from the company's parentage of TML.

Applicable Criteria:

[Criteria on assigning Outlook to Credit Ratings](#)

[CARE Policy on Default Recognition](#)

[Rating Methodology: Factoring Linkages in Rating](#)

[Financial ratios - Financial Sector](#)

[Non-Banking Financial Companies](#)

About the Company

SPL

The company is a majority owned subsidiary of TMFL and is a NBFC registered with RBI.As on December 31, 2016, the company had total asset base of around Rs.205 crore largely comprising investments of equity shares, preference shares, bonds and mutual funds.

TMFL

The company is classified as a non-deposit taking, systemically important non-banking financial and asset finance company and is a majority owned subsidiary of Tata Motors Limited (TML, rated CARE AA+; Stable). The company is engaged in financing of Tata Motor's vehicles. The company operates through direct and dealer models and is present at all main dealerships of TML across India. TMFL's entire loan portfolio comprises of financing Tata Motor's vehicles. Being a strategically important subsidiary, TML has been extending support by way of capital from time to time. TML in order to increase its sales in the past has also given guarantee on some of the portfolio originated by TMFL, wherein TML would bear the losses in case of non-recovery (manufacturer guaranteed business). In March 2015, TMFL management initiated a business restructuring as part of which its manufacturer guaranteed and used vehicle finance businesses were transferred to a new formed wholly owned subsidiary Tata Motors Finance Solutions Limited (TMFSL). TMFL also extends insurance products to its clients.

At the end of FY16 (refers to period from April 01 to March 31), on a consolidated basis, TMFL had assets under management of Rs.22,017 crore comprising of majorly loans to commercial vehicles, utility vehicle, Corporate lending business and passenger vehicles.

TML

Incorporated in 1945, TML is one of the leading automotive manufacturers in India. Essentially a CV manufacturer, TML forayed into manufacturing of passenger vehicles across all product segments viz compact, mid-size and utility in 1998-99, broadening the business horizon of the company. TML forayed into the premium luxury car segment through acquisition of JLR in June 2008, which has a presence across various geographies such as Europe, US, China, Russia and Brazil. Through its subsidiaries and associates, TML also has a presence in Thailand, South Africa, South Korea and Indonesia. The company's manufacturing base in India is spread across Jamshedpur (Jharkhand), Pune (Maharashtra), Lucknow (Uttar Pradesh), Pantnagar (Uttarakhand), Sanand (Gujarat) and Dharwad (Karnataka). In addition, JLR has three manufacturing units and two product development centers in the UK.

Consolidated income and profit after tax (including share of profits from JVs and associates) in 9MFY17 (refers to period from April 01 to December 31) stood at Rs.202,597 crore and Rs.3,219 crore as compared with Rs.195,774 crore and Rs.6,468 crore, respectively, in 9MFY16.

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. Investors/market intermediaries/regulators or others are welcome to write to care@careratings.com for any clarifications.

Analyst Contact:

Name: Aditya Acharekar
 Tel: 022-67543458
 Mobile: + 91-9819013971
 Email: aditya.acharekar@careratings.com

****For detailed Rationale Report and subscription information, please contact us at 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.

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.

Annexure-1: Details of Instruments/Facilities

Name of the Instrument	Date of Issuance	Coupon Rate	Maturity Date	Size of the Issue (Rs. crore)	Rating assigned along with Rating Outlook
Bank Facilities-Fund-based/Non-fund-based-Long Term	-	-	-	17000.00	CARE AA+; Stable
Bonds-Perpetual Bonds	-	-	-	39.70	CARE AA-; Stable
Debt-Subordinate Debt	-	-	-	265.00	CARE AA+; Stable
Debentures-Non Convertible Debentures	-	-	-	1527.00	CARE AA+; Stable
Commercial Paper	-	-	-	6000.00	CARE A1+

Annexure-2: Rating History of last three years

Sr. No.	Name of the Instrument/Bank Facilities	Current Ratings			Rating history			
		Type	Amount (Rs. crore)	Rating	Date(s) & Rating(s) assigned in 2017-2018	Date(s) & Rating(s) assigned in 2016-2017	Date(s) & Rating(s) assigned in 2015-2016	Date(s) & Rating(s) assigned in 2014-2015
1.	Bank Facilities-Fund-based/Non-fund-based-Long Term	LT	17000.00	CARE AA+; Stable	-	-	-	-
2.	Bonds-Perpetual Bonds	LT	39.70	CARE AA-; Stable	-	-	-	-
3.	Debt-Subordinate Debt	LT	265.00	CARE AA+; Stable	-	-	-	-
4.	Commercial Paper	ST	6000.00	CARE A1+	-	-	-	-

5.	Debentures-Non Convertible Debentures	LT	1527.00	CARE AA+; Stable	-	-	-	-
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May 09, 2017

Sheba Properties Limited

Summary of Rated Instruments

Name of the Instrument*	Rated Amount	Rating	Rating Action
Non-Convertible Debentures	4,000	[ICRA]AA(Positive)	Assigned
Subordinated Debt	1,400	[ICRA]AA(Positive)	Assigned
Perpetual Debt	415	[ICRA]A+(Positive)	Assigned
Bank Lines	12,850	[ICRA]AA(Positive)	Assigned
Long term Fund based Limits#	5,223	[ICRA]AA(Positive)	Assigned
Non-fund based Limits	2,632	[ICRA]AA(Positive)	Assigned
Short term Fund based Limits#	5,523	[ICRA]A1+	Assigned
Commercial Paper/Short Term Debt	6,000	[ICRA]A1+	Assigned

Interchangeable between short term and long term fund based limits, out of Rs. 5,523 crore long term fund based utilization is subject to a limit of Rs. 5,223 crore

*Instrument details are provided in Annexure-1

Rating Action

ICRA has assigned the rating of [ICRA]AA (pronounced ICRA double A) to the Rs. 1,400 crore subordinated debt, Rs 4,000 crore non-convertible debenture programme, Rs 12,850 crore long term bank-lines programme, Rs 2,632 crore non-fund based programme and Rs. 5,223 crore of fund based bank facilities which are interchangeable between long term and short term limits of Sheba Properties Limited (Sheba)¹. ICRA has also assigned the rating of [ICRA]A+(pronounced ICRA A plus) to the Rs. 415 crore perpetual debt programme of Sheba. The outlook on the long term ratings is 'Positive'. ICRA has also assigned the rating of [ICRA]A1+(pronounced ICRA A one plus) to the Rs. 5,523 crore short term bank facilities and Rs. 6,000 crore commercial paper/short term debt of Sheba.

Rationale

The rating assigned to Sheba takes into account the strong parentage in the form of Tata Motors Limited (TML, rated at [ICRA]AA(positive)/ [ICRA]A1+) as the ultimate parent and the demonstrated support from TML in the form of equity infusion and management & systems to Sheba through Tata Motors Finance Limited (TMFL). ICRA notes that post the new scheme of arrangement approved by the board of the TMFL and Sheba, and further accepted and approved by NCLT, the New Vehicle Financing Business (NVF Business) of TMFL has been shifted to its subsidiary, Sheba, and going forward the incremental NVF Business would be done by Sheba., ICRA derives comfort from the entity being strategically important to its parent as a captive financier of TML vehicles (TMFL financed 22% of TML volumes in FY2017). The rating is underpinned by the TML's capacity to extend support to Sheba through TMFL as its net worth is small in relation to TMLs' consolidated net worth². ICRA notes that TML will continue to provide support to Sheba through TMFL to enable it to maintain a prudent capital structure (Erstwhile TMFL's Tier I ratio stood at 16.8% as on December 31, 2016), while maintaining its majority ownership. The ratings are however tempered by Sheba's concentration on TML vehicles, and its high delinquency level primarily on account of being a captive financier of TML.

¹ For complete rating scale and definitions, please refer to ICRA's website (www.icra.in) or other ICRA rating publications

² As on March 31, 2016, TML's consolidated net worth stood at Rs 80,945 while erstwhile entity, TMFL's standalone net worth stood at Rs. 3600 crore



ICRA takes note of the scheme of arrangement approved by the board, preference shareholders and creditors of TMFL in FY2017. The same is accepted and approved by NCLT. Under this scheme, TMFL's new vehicle financing business is transferred to Sheba (acquired from TML in March 2016). Also the existing dealer/vendor financing business has been transferred to Tata Motors Finance Solutions Limited (TMFSL). Subsequently, TMFL will be converted into a Core Investment Company (CIC), which will henceforth be the parent company of both Sheba and TMFSL while TML will continue to be the parent company of TMFL. The CIC will be responsible for lending to and investing in group companies.

Key rating drivers

Credit Strengths

- Strategic importance of Sheba to its ultimate parent, TML (rated [ICRA]AA (positive) and [ICRA]A1+); demonstrated capital support through capital infusion
- Being captive financier has high integration with TML and can leverage on its established market position, vast branch and distribution network
- Benefits of group association in terms of access to borrowings and low cost of funds
- Comfortable liquidity position, backed by large unutilized banking limits

Credit Weaknesses

- Elevated gross NPA levels. Demonetization may keep the asset quality stressed in the short term.
- Ability to improve earnings profile which has deteriorated sharply on account of build-up of delinquencies
- Exposed to concentration risks, with lending operations limited to TML vehicles

Description of key rating drivers highlighted above:

Sheba and TMFSL being captive financiers to TML are of strategic importance to the group. Under the new scheme of business restructuring, TMFL will be converted into a CIC and would be renamed as Tata Motors Finance Holdings Limited (TMFHL) while new vehicle finance business is transferred to Sheba. Going forward, Sheba would focus on NVF Business while TMFSL would focus on used vehicle financing, and Corporate Lending (i.e. extending finance to TML Dealers & Vendors) along with manufacturer guaranteed business which was acquired from TMFL in Mar 2015.

During 9MFY2017, erstwhile TMFL reported a sluggish growth of 5% (sequentially) on a standalone basis as its managed portfolio grew from Rs. 17,394 crore as on March 31, 2016 to Rs 18,238 crore as on December 31, 2016. Around 79 % of the portfolio comprised of commercial vehicles as on December 31, 2016. On a consolidated basis (including TMFSL), the company had a managed portfolio of Rs 22,721 crore as on December 31, 2016 out of which portfolio under total loss cover from TML was 16% (20% as on March 31, 2016).

The company's gross and net NPAs remained elevated at 9.77 % and 5.36 % as on December 31, 2016 (gross NPAs of 9.81% as on March 31, 2016). As a part of the company's collections are in cash and its borrowers also rely on cash income, ICRA has also noted the potential stress in collections due to demonetisation. ICRA however takes note of the management's initiatives to augment its recovery efforts and focus on partly and non-TML covered contracts, where credit selection criterion is stronger and asset quality relatively better. Some steps include installation of card swipe machines and point of sale (PoS) machines at all of its branches, assisting customers in opening bank accounts and developing online payment options on its websites to promote cash less transactions. Going forward, the company's ability to manage its asset quality and improve its earnings would remain a key rating sensitivity.



The rating also takes into account erstwhile TMFL's comfortable liquidity position on the back of a favourable ALM profile and sufficient unutilized bank lines as on December 31, 2016. Going forward, Sheba is expected to enjoy strong financial flexibility and access to long term funding at competitive rates by virtue of being a part of the Tata group. As on December 31, 2016, the company had a diverse funding mix with around 39% bank borrowings and the rest market borrowings. Erstwhile TMFL's capitalisation was above the regulatory required level with a CRAR of 21.9% (Tier I of 16.8 %) as on December 31, 2016. ICRA expects TML to continue to provide support to Sheba through TMFL to enable it to maintain a prudent capital structure, while maintaining its majority ownership.

On a standalone basis, erstwhile TMFL's net interest margins declined with the lowering of yields on advances following a change in the company's product mix during FY2016 and 9MFY2017. The decline in yields was partly offset by the decline in the company's cost of funds. The deterioration in asset quality continued to keep the credit cost high. In 9MFY2017, the company reported a net profit of Rs. 27.28 crore on a total income of Rs. 1771.63 crore compared with a net profit of Rs. 95.62 crore in FY2016. ICRA expects the company's earnings profile to remain muted over the near term. The improvement in asset quality and diversity in income streams, following the management's initiatives would have an important bearing on the company's future earnings profile.

Analytical approach:

For arriving at the rating ICRA has considered the consolidated performance of Sheba and TMFSL. Sheba's ratings derive significant support from the company's parentage and the demonstrated financial and operational support from TML.

Links to applicable Criteria

[ICRA's Credit Rating Methodology for Non-Banking Finance Companies](#)

Company Profile

Sheba was acquired by TMFL in FY2016 from TML as a part of the strategic initiative to consolidate all financial sector related subsidiaries under TMFL. Sheba had an investment portfolio of Rs. 197.51 crore and a total asset base of Rs 204.42 crore as on December 31, 2016. Under the new scheme of arrangement approved by the board, preference shareholders and creditors of TMFL, accepted and approved by NCLT, TMFL's new vehicle financing business is transferred to Sheba and going forward, the new vehicle business will be done by the company.

As on December 31, 2016, erstwhile TMFL operated through its pan-India network of 264 branches, against 245 branches as on March 31, 2016. During FY2016, the company reported a profit after tax (PAT) to Rs. 96 crore on an asset base (Balance Sheet Total) of Rs. 20,608 crore against a PAT of Rs. 181 crore on asset base (Balance Sheet Total) of Rs. 18,126 crore in FY2015.

Tata Motors Limited

Incorporated in 1945, Tata Motors Limited (TML) is India's largest automobile company and market leader in the domestic CV industry and one of the top five manufacturers of PVs in India. In the domestic CV industry, TML has one of the most diversified product portfolios with its presence spanning across light, medium & heavy duty segments. The company's product portfolio in the PV segment also spans across passenger car, utility vehicle and multi-purpose vehicle segments. In June 2008, TML acquired Jaguar Land Rover (JLR) from Ford Motor Company for US\$ 2.3 billion. Following the acquisition, TML's business profile underwent a significant change from being predominantly an India-centric OEM to one with presence in the premium and luxury segment cars and SUVs and presence across multiple markets in Europe, North America, China, Russia and Brazil. Apart from JLR which is wholly-owned by TML and contributed ~82% to its consolidated turnover in FY2016, the company has also historically



expanded its operations both in India and overseas through strategic alliances and mergers and acquisitions. Some of its key subsidiaries include Tata Motors Finance Limited (vehicle financing subsidiary), Tata Technologies Limited (a software firm engaged in providing IT solutions to the automotive industry), Tata Daewoo Commercial Vehicles Company Limited (CV operations in South Korea) and TML Drivelines Limited (its captive auto component manufacturer). The company also operates JVs with Marcopolo (for building bodies for buses & coaches) and Fiat (for PVs, Engines & Transmissions). TML has six manufacturing plants in India located at Pune (Maharashtra), Lucknow (Uttar Pradesh), Jamshedpur (Jharkhand), Pantnagar (Uttaranchal), Dharwad (Karnataka) and Sanand (Gujarat) in India. In addition, JLR operates three manufacturing facilities and two design centres in UK. In FY2013, JLR also formed a 50-50 JV with China-based Chery Automobiles to set-up a manufacturing facility in China, which commenced operations in H2 FY2015. JLR has also announced its plans of setting-up a manufacturing unit in Slovakia, which will gradually expand JLR's total production capacity over the medium term. Apart from these locations, as a group, TML also has assembly operations at multiple locations globally, through its subsidiaries/JVs.

For 9MFY2017, TML (standalone) reported a net loss of Rs. 1,650.9 crore on an operating income of Rs. 34,092.5 crore. For FY2016, TML (standalone) reported a net profit of Rs. 234.2 crore on an operating income of Rs. 42,369.8 crore as against a net loss of Rs. 4,739.0 crore on an operating income of Rs. 36,301.6 crore for FY2015.

For 9MFY2017, TML (consolidated) reported a net profit of Rs. 2137.7 crore on an operating income of Rs. 202,596.9 crore. For FY2016, TML (consolidated) reported a net profit of Rs. 11,108.3 crore on an operating income of Rs. 275,561.1 crore as against a net profit of Rs. 14,059.7 crore on an operating income of Rs. 263,159.0 crore for FY2015.

Status of non-cooperation with previous CRA: Not Applicable

Any other information: Not Applicable

Rating History for last three years:

Table: Rating History: Not applicable for fresh ratings

Complexity level of the rated instrument:

ICRA has classified various instruments based on their complexity as "Simple", "Complex" and "Highly Complex". The classification of instruments according to their complexity levels is available on the website www.icra.in

Annexure-1
Details of Instrument as of March 31, 2017³

Non-Convertible Debentures

Debenture	Date of Allotment	Coupon (Annual)	Redemption Date	Size of Issue (Rs. in Crs)	Current Rating and Outlook
TMFL NCD "B" FY 2016-17	7-Apr-16	9.20%	8-Apr-19	73	[ICRA]AA(Positive)
TMFL NCD "C" FY 2016-17	7-Apr-16	9.20%	6-Apr-21	20	[ICRA]AA(Positive)
TMFL NCD "I" FY 2016-17	31-May-16	9.16%	9-Mar-18	150	[ICRA]AA(Positive)
TMFL NCD "J" FY 2016-17	31-May-16	9.20%	31-May-19	20	[ICRA]AA(Positive)
TMFL NCD "K" FY 2016-17	10-Jun-16	9.20%	10-Jun-21	42	[ICRA]AA(Positive)
TMFL NCD "L" FY 2016-17	10-Jun-16	9.20%	10-Jun-19	20	[ICRA]AA(Positive)
TMFL NCD "N" FY 2016-17	10-Jun-16	9.20%	10-Jun-18	10	[ICRA]AA(Positive)
TMFL NCD "R" FY 2016-17	28-Jun-16	9.25%	22-Mar-18	50	[ICRA]AA(Positive)
TMFL NCD "Q" FY 2016-17	28-Jun-16	9.25%	20-Mar-18	25	[ICRA]AA(Positive)
TMFL NCD "S" FY 2016-17	28-Jun-16	9.30%	28-Jun-21	22	[ICRA]AA(Positive)
TMFL NCD "T" FY 2016-17	28-Jun-16	9.30%	28-Jun-19	69	[ICRA]AA(Positive)
TMFL NCD "U" FY 2016-17	22-Jul-16	9.20%	20-Jul-18	230	[ICRA]AA(Positive)
TMFL NCD "W" FY 2016-17	28-Jul-16	9.00%	28-Jul-21	1	[ICRA]AA(Positive)
TMFL NCD "X" FY 2016-17	28-Jul-16	9.00%	28-Jun-18	50	[ICRA]AA(Positive)
TMFL NCD "Y" FY 2016-17	19-Aug-16	8.58%	17-Aug-18	100	[ICRA]AA(Positive)
TMFL NCD Z FY 2016-17	25-Nov-16	7.95%	25-Nov-18	50	[ICRA]AA(Positive)
TMFL NCD AA FY 2016-2017	2-Dec-16	7.86%	2-Dec-18	200	[ICRA]AA(Positive)
TMFL NCD AC FY 2016-2017	28-Dec-16	8.05%	28-Dec-18	100	[ICRA]AA(Positive)
TMFL NCD "E" FY 2016-17	27-Apr-16	9.35%	12-Mar-19	500	[ICRA]AA(Positive)
TMFL NCD "H" FY 2016-17	31-May-16	9.20%	30-Mar-18	150	[ICRA]AA(Positive)
TMFL NCD "M" FY 2016-17	10-Jun-16	9.20%	10-Jun-21	5	[ICRA]AA(Positive)
TMFL NCD "O" FY 2016-17	10-Jun-16	9.20%	8-Jun-18	4	[ICRA]AA(Positive)
TMFL NCD "P" FY 2016-17	28-Jun-16	9.30%	20-Mar-18	125	[ICRA]AA(Positive)
TMFL NCD "V" FY 2016-17	28-Jul-16	9.00%	23-Jul-19	50	[ICRA]AA(Positive)
TMFL NCD "A" FY 2016-17	7-Apr-16	Zero Coupon	3-Apr-19	25	[ICRA]AA(Positive)
TMFL NCD "D" FY 2016-17	12-Apr-16	Zero Coupon	15-Mar-18	200	[ICRA]AA(Positive)
Total utilized amount				2291	[ICRA]AA(Positive)
Unutilized Amount				1709	[ICRA]AA(Positive)

³ The instruments were earlier rated by ICRA for the entity TMFL



Source: Company

Commercial Paper

Name of the instrument	Date of issuance	Coupon rate	Maturity Date	Size of the issue (in Crores)	Rating assigned along with Outlook
CP 33/16-17	15/Jul/16	8.65%	29/Jun/17	200	[ICRA] A1+
CP 34/16-17	21/Jul/16	8.65%	29/Jun/17	100	[ICRA] A1+
CP 35/16-17	2/Aug/16	8.20%	28/Jul/17	185	[ICRA] A1+
CP 55/16-17	6/Oct/16	7.87%	15/Sep/17	100	[ICRA] A1+
CP 56 A/16-17	6/Oct/16	7.87%	15/Sep/17	225	[ICRA] A1+
CP 56 B/16-17	6/Oct/16	7.87%	15/Sep/17	50	[ICRA] A1+
CP 57/16-17	6/Oct/16	7.87%	15/Sep/17	25	[ICRA] A1+
CP 58/16-17	25/Oct/16	7.56%	21/Apr/17	100	[ICRA] A1+
CP 59/16-17	27/Oct/16	7.56%	25/Apr/17	25	[ICRA] A1+
CP 63/16-17	2/Nov/16	7.60%	30/Oct/17	5	[ICRA] A1+
CP 65/16-17	4/Nov/16	6.46%	3/Nov/17	25	[ICRA] A1+
CP 74/16-17	10/Nov/16	7.75%	9/May/17	100	[ICRA] A1+
CP 75/16-17	11/Nov/16	7.75%	10/May/17	100	[ICRA] A1+
CP 84/1617	23/Dec/16	7.25%	22/Jun/17	75	[ICRA] A1+
CP 85/1617	28/Dec/16	7.25%	27/Jun/17	140	[ICRA] A1+
CP 86/1617	29/Dec/16	7.40%	28/Jun/17	500	[ICRA] A1+
CP 93/16-17	7/Feb/17	6.95%	8/May/17	50	[ICRA] A1+
CP 94 A/16-17	17/Feb/17	6.95%	18/May/17	250	[ICRA] A1+
CP 94 B/16-17	17/Feb/17	6.95%	18/May/17	250	[ICRA] A1+
CP 101/16-17	6/Mar/17	7.05%	4/Jul/17	200	[ICRA] A1+
Total utilized amount				2,705	
Total unutilized				3,295	

Source: Company

Subordinated Debt

Name of the Instrument	Date of Issuance	Coupon Rate	Maturity Date	Size of the Issue (Rs. crore)	Current Rating and Outlook
Subordinated Debt	20/01/10	10.90%	20/01/20	200.00	[ICRA]AA(Positive)
Subordinated Debt	25/03/10	10.75%	25/03/20	88.95	[ICRA]AA(Positive)
Subordinated Debt	12/04/10	10.70%	10/04/20	100.00	[ICRA]AA(Positive)
Subordinated Debt	28/04/10	10.70%	28/04/20	111.00	[ICRA]AA(Positive)
Subordinated Debt	19/09/11	11.00%	17/09/21	75.30	[ICRA]AA(Positive)
Subordinated Debt	02/03/12	11.00%	02/03/22	69.15	[ICRA]AA(Positive)
Subordinated Debt	26/03/12	11.00%	26/03/22	10.00	[ICRA]AA(Positive)
Subordinated Debt	22/05/12	11.00%	22/05/22	37.40	[ICRA]AA(Positive)
Subordinated Debt	03/08/12	10.65%	03/08/22	25.00	[ICRA]AA(Positive)
Subordinated Debt	28/12/14	10.46%	28/12/22	28.00	[ICRA]AA(Positive)
Subordinated Debt	24/05/13	9.85%	24/05/23	100.00	[ICRA]AA(Positive)
Subordinated Debt	28/05/13	10.15%	28/05/23	55.10	[ICRA]AA(Positive)
Subordinated Debt	12/09/15	10.60%	12/09/24	25.00	[ICRA]AA(Positive)
Subordinated Debt	26/09/14	10.35%	26/09/24	60.00	[ICRA]AA(Positive)
Subordinated Debt	19/12/14	9.70%	19/12/24	150.00	[ICRA]AA(Positive)
Total utilized amount				1,134.90	[ICRA]AA(Positive)
Unutilized Amount				265.10	[ICRA]AA(Positive)

Source: Company

Perpetual Debt

Name of the Instrument	Date of Issuance	Coupon Rate	Maturity Date	Size of the Issue (Rs. crore)	Current Rating and Outlook
Perpetual Debt	23/11/10	11.35%	23/11/20	150.00	[ICRA]A+(Positive)
Perpetual Debt	30/05/12	11.50%	30/05/22	26.90	[ICRA]A+(Positive)
Perpetual Debt	28/06/12	11.25%	28/06/22	73.10	[ICRA]A+(Positive)
Perpetual Debt	23/05/13	11.33%	23/05/23	22.30	[ICRA]A+(Positive)
Perpetual Debt	28/05/13	11.03%	28/05/23	52.70	[ICRA]A+(Positive)
Perpetual Debt	05/09/14	11.10%	05/09/24	50.30	[ICRA]A+(Positive)
Total utilized amount				375.30	[ICRA]A+(Positive)
Unutilized Amount				39.70	[ICRA]A+(Positive)

Source: Company

Bank Lines

Name of the Instrument	Date of Issuance	Coupon Rate	Maturity Date	Size of the Issue (Rs. crore)	Current Rating and Outlook
Bank lines*	NA	NA	NA	12850	[ICRA]AA(positive)
Long Term Fund Based \$	NA	NA	NA	5223	[ICRA]AA(positive)
Non Fund Based @	NA	NA	NA	2632	[ICRA]AA(positive)
Short Term Fund Based#	NA	NA	NA	5523	[ICRA]A1+

* Out of total rated amount of Rs 12850 crores, Rs 5550 crores are proposed limits as on March 31, 2017 and Rs. 7300 cr are sanctioned limits net of repayments as of March 31, 2017

\$ Out of total rated amount of Rs 5223 crores, Rs 750 crores are proposed limits as on March 31, 2017 and Rs. 4473 cr are sanctioned limits as of March 31, 2017

@ Out of total rated amount of Rs 2632 crores, Rs 1922 crores are proposed limits as on March 31, 2017 and Rs. 710 cr are sanctioned limits as of March 31, 2017.

Out of total rated amount of Rs 5523 crores, Rs 1170 crores are proposed limits as on March 31, 2017 and Rs. 4353 cr are sanctioned limits as of March 31, 2017

Source: Company



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About ICRA Limited:

ICRA Limited was set up in 1991 by leading financial/investment institutions, commercial banks and financial services companies as an independent and professional investment Information and Credit Rating Agency.

Today, ICRA and its subsidiaries together form the ICRA Group of Companies (Group ICRA). ICRA is a Public Limited Company, with its shares listed on the Bombay Stock Exchange and the National Stock Exchange. The international Credit Rating Agency Moody's Investors Service is ICRA's largest shareholder.

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Debenture Trustee

IDBI Trust Company Ltd
Asian Building, Ground Floor,
17, R. Kamani Marg, Ballard Estate,
Mumbai-400001
Tel: 022 - 4080 7000
Fax: 022 – 6631 1776
Contact : Mr. Nikhil Lohana

The Debenture Trustee has given its consent vide letter dated Mar 27, 2017

1. All the rights and remedies of the Debenture Holders under this issue shall vest in and shall be exercised by the Debenture Trustee in accordance with the terms of the Debenture Trust Deed. All investors under this issue are deemed to have irrevocably given their authority and consent to the Debenture Trustee appointed by the Company to act as their trustees and for doing such acts and signing such documents to carry out their duty in such capacity. Any payment by the Company to the Debenture Trustees on behalf of the Debenture holders, shall completely and irrevocably, from the time of making such payment, discharge the Company pro tanto as regards its liability to the Debenture Holders.

The Company undertake that it shall submit the following disclosures to the Debenture Trustee in electronic form (soft copy) at the time of allotment of the Debentures if required by applicable law:

- A. Memorandum and Articles of Association and necessary resolution(s) for the allotment of the Debentures;
- B. Copy of last three years' audited Annual Reports;
- C. Statement containing particulars of, dates of, and parties to all material contracts and agreements;
- D. Latest Audited / Limited Review Half Yearly Consolidated (wherever available) and Standalone Financial Information(Profit & Loss statement, Balance Sheet and Cash Flow statement) and auditor qualifications, if any.

Till the redemption of the debt securities, it shall submit the details mentioned in point (D) above to the Trustee within the timelines as mentioned in SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 dated September 02, 2015 as amended from time to time, for furnishing publishing its half yearly/ annual result. Further, the Issuer shall within 180 days from the end of the financial year, submit a copy of the latest annual report to the Trustee and the Trustee shall be obliged to share the details submitted under this clause with all 'Qualified Institutional Buyers' (QIBs) and other existing debenture-holders within two working days of their specific request.

Existing charges on debt contracted and permission to deal with assets charged

1. The Company's Current Assets are charged in favour of Vistra ITCL (India) Limited who is acting on behalf of various lending banks vide Security Trustee Agreement and Deed of Hypothecation dated January 12, 2007 and amendatory agreement dated January 20, 2009 as annexed with various accession deeds for charge created subsequently for various lenders for Rs. 12,000,00 lakhs.

Current Assets defined as:

- a. All receivables of the Company arising out of loan, lease and hire purchase transactions and trade advance
- b. All other book debts arising out of loan, lease and hire purchase transactions and trade advance
- c. Receivables from senior and junior pass through certificates in which the Borrower has invested
- d. Such other current assets as may be identified by the Company from time to time and accepted by the Security Trustee.

As per the Security Trustee Agreement cum Deed of Hypothecation dated January 12, 2007 and a amendatory agreement dated January 20, 2009, the Company has the right to deal with the Current Assets including the right to create further first pari-passu charge on the Current Assets, so long as the Asset Cover Ratio is maintained or if the Security Trustee or the lenders prohibit in writing such creation of a further first pari-passu charge.

2. The Secured, Redeemable Non Convertible Debentures issued by the Company under private placement together with interest, costs, charges, remuneration of the Debenture Trustee and all other moneys payable in respect thereof are secured vide Debenture Trust Deed dated March 06, 2013 and Supplemental Deed dated September 02, 2013 and Supplemental Deed dated February 06, 2014 for Rs. 2500,00 lakh by way of creation of:

(A) First parri passu charge by way of registered mortgage on Flat no. 703, Nilgiri (Building no. 5), Gawand Baug, Survey No. 271 / 1, Majiwade, Pokhran Road No 2, Thane (W) 400 610.

and

(B)

- i. All receivables arising out of loan, lease and hire purchase transactions, all other book debts, Trade Advances forming part of the Movable Property of the Company and such other current assets that may come into existence at any time. The Company has provided the details of Movable Property as on date to the Trustee.
- ii. To maintain the Required Security Cover, the Company may add and/ or substitute the aforesaid Current Assets. It shall be the responsibility of the Company to identify from time to time and indicate the Current Assets that are to be mortgaged under this Deed. The Company will indicate the same by furnishing to the additional /substituted lists of contracts at the end of every month. Upon such intimation, the assets so identified would deemed to have been mortgaged under these presents.

3. The Secured, Redeemable Non Convertible Debentures issued by the Company under private placement together with interest, costs, charges, remuneration of the Debenture Trustee and all

other moneys payable in respect thereof are secured vide Debenture Trust Deed dated July 30, 2014 for Rs. 1500,00 lakh by way of creation of:

(A) First parri passu charge by way of registered mortgage on Flat no. 703, Nilgiri (Building no. 5), Gawand Baug, Survey No. 271 / 1, Majiwade, Pokhran Road No 2, Thane (W) 400 610.

and

(B)

- i. All receivables arising out of loan, lease and hire purchase transactions all other book debts, Trade Advances and such other current assets as may be identified by the Company from time to time.
- ii. To maintain the Required Security Cover, the Company may add and/ or substitute the aforesaid Current Assets. It shall be the responsibility of the Company to identify from time to time and indicate the Current Assets that are to be mortgaged under this Deed. The Company will indicate the same by furnishing to the additional /substituted lists of contracts at the end of every month. Upon such intimation, the assets so identified would be deemed to have been mortgaged under these presents.

Under the Debenture Trust Deed dated July 30, 2014 securing the Secured, Redeemable, Non-Convertible Debentures issued on private placement basis the Company shall be entitled to borrow/raise loans or avail of financial assistance in whatever form and also issue debentures/bonds/ other securities in any manner having pari passu ranking/second charge and change the capital structure including the issue of shares of any class, on such terms and conditions as the Company may think appropriate, without the consent of, or intimation to, the Debenture Holders/ Beneficial Owners or the Debenture Trustee in this connection provided that the Required Security Cover is always maintained

4. The Secured, Redeemable Non Convertible Debentures issued by the Company under private placement are secured vide Debenture Trust Deed dated November 24, 2015 for Rs. 1000,00 lakh by way of creation of:

(A)

First pari passu mortgage on Flat no. 703, Nilgiri (Building no. 5), Gawand Baug, Survey No. 271 / 1, Majiwade, Pokhran Road No 2, Thane (W) 400 610.

and

(B)

First passu mortgage on all receivables arising out of loan, lease and hire purchase transactions, all other book debts, trade advances forming part of the Movable Property of the Company and such other Current Assets that may come into existence from time to time in each case as identified in writing by the Company to form part of the Movable Property

5. The Secured, Redeemable Non Convertible Debentures issued by the Company under private placement are secured vide Debenture Trust Deed dated May 11, 2016 for Rs. 3000,00 lakh by way of creation of:

(A) First parri passu mortgage on Flat no. 703, Nilgiri (Building no. 5), Gawand Baug, Survey No. 271 / 1, Majiwade, Pokhran Road No 2, Thane (W) 400 610.

and

(B)

First passu mortgage on all receivables arising out of loan, lease and hire purchase transactions, all other book debts, trade advances forming part of the Movable Property of the Company and such other Current Assets that may come into existence from time to time in each case as identified in writing by the Company to form part of the Movable Property.

Notwithstanding anything contained in this Deed, as long as the Required Security Cover is maintained, the Company shall have all the rights to deal with the Movable Properties in normal course of business including inter alia the right to securitize and / or to assign and/or to encumber the Movable Properties without an reference to the Debenture Trustee and/or the Debenture Holders; The Company shall intimate the Debenture Trustee of such assignment, securitisation or creation of encumbrance as and when the same occurs.

Notwithstanding anything contained in this Deed, the Company shall be entitled to create a further mortgage whether on a first pari passu basis or on a second ranking basis in favour of any other lenders (including other debenture holders) or persons without an reference to the Debenture Trustee and/or the Debenture Holders.

6. The Unsecured, Redeemable, Non-Convertible Subordinated Debentures issued on private placement basis by the Company are unsecured and subordinated to the claims of all creditors. The Company has executed Debenture Trustee Agreement upto an amount of Rs. 500 crore with IDBI Trusteeship Services Limited on January 13, 2010 for the above Subordinated Debentures.

Under the Trustee Agreement, the Company is required to inform the Trustees of further issue of Debentures and / or raise term loans or raise any further funds from time to time from such persons / banks / financial institutions / body corporate / any other agency.

7. The Unsecured, Non-Convertible Subordinated Perpetual Debentures issued on private placement basis by the Company are unsecured and subordinated to the claims of all creditors. The Company has executed Debenture Trust Deed upto an amount of Rs. 200 crore with IDBI Trusteeship Services Limited for the above Subordinated Perpetual Debentures.

Under the Debenture Trust Deed, the Company is required to inform the Trustees of further issue of Debentures and / or raise term loans or raise any further funds from time to time from such persons / banks / financial institutions / body corporate / any other agency.

8. The Unsecured, Redeemable, Non-Convertible Subordinated Debentures issued on private placement basis by the Company are unsecured and subordinated to the claims of all creditors. The Company has executed Trustee Agreement upto an amount of Rs. 300 crore with IDBI Trusteeship Services Limited on July 28, 2011 for the above Subordinated Debentures. The Company has entered into Debenture Trust Deed upto an amount of Rs. 300 crore with IDBI Trusteeship Services Limited on August 24, 2011 for the above Subordinated Debentures.

Under the Debenture Trust Deed, the Company is required to inform the Trustees of further issue of Debentures and / or raise term loans or raise any further funds from time

to time from such persons / banks / financial institutions / body corporate / any other agency.

9. The Unsecured, Non-Convertible Subordinated Perpetual Debentures issued on private placement basis by the Company are unsecured and subordinated to the claims of all creditors. The Company has entered into a Debenture Trust Agreement upto an amount of Rs. 100 crore with IDBI Trusteeship Services Limited on May 03,2012 for the above Subordinated Perpetual Debentures. The Company has entered into a Debenture Trust Deed upto an amount of Rs. 100 crore with IDBI Trusteeship Services Limited on May 21,2012 for the above Subordinated Perpetual Debentures.

Under the Debenture Trust Deed, the Company is required to inform the Trustees of further issue of Debentures and / or raise term loans or raise any further funds from time to time from such persons / banks / financial institutions / body corporate / any other agency.

10. The Unsecured, Non-Convertible Subordinated Perpetual Debentures issued on private placement basis by the Company are unsecured and subordinated to the claims of all creditors. The Company has entered into a Trust Agreement upto an amount of Rs. 75 crore with IDBI Trusteeship Services Limited on October 08, 2012 and debenture Trust deed dated June 05, 2013 and for the above Subordinated Perpetual Debentures.

11. The Unsecured, Redeemable, Non-Convertible Subordinated Debentures issued on private placement basis by the Company are unsecured and subordinated to the claims of all creditors. The Company has executed Trustee Agreement upto an amount of Rs. 275 crore with IDBI Trusteeship Services Limited on October 08, 2012 debenture Trust deed dated June 17, 2013 for the above Subordinated Debentures.

12. The Unsecured, Non-Convertible Subordinated Perpetual Debentures issued on private placement basis by the Company are unsecured and subordinated to the claims of all creditors. The Company has entered into a Trust Agreement upto an amount of Rs. 90 crore with IDBI Trusteeship Services Limited on July 08, 2014 and debenture Trust deed on September 19, 2014 for the above Subordinated Perpetual Debentures

13. The Unsecured, Redeemable, Non-Convertible Subordinated Debentures issued on private placement basis by the Company are unsecured and subordinated to the claims of all creditors. The Company has executed Trustee Agreement upto an amount of Rs. 500 crore with IDBI Trusteeship Services Limited on July 08, 2014 and debenture Trust deed on October 08, 2014 as amended from time to time for the above Subordinated Debentures.

The Boards of Directors of TMF Holdings Limited (Formerly known as Tata Motors Finance Limited) (TMFHL) and Tata Motors Finance Limited (Formerly known as Sheba Properties Limited) ("TMFL") at its meetings held on 26th September 2016 have approved a scheme of arrangement under Section 391 to 394 of the Companies Act, 1956 (corresponding to Sections 230 to 231 of the Companies Act, 2013) ("Scheme"), for the transfer by the Company of its undertaking comprising the new vehicle finance line of business including its assets and liabilities comprising part of that undertaking ("Transferred Undertaking") to its subsidiary, TMFL on the terms and conditions more particularly set out in the Scheme. The Scheme has been accepted and approved by NCLT and became effective on May 09, 2017. By virtue of said scheme all the documents, agreements as mentioned above (STA, DTA, DTDs) stand transferred to TMFL w.e.f. May 09, 2017. We are in the process of getting the charges, as filed and noted with the relevant Registrar of Companies and the Sub Registrar of Assurances, duly transferred as per the terms and conditions of the Scheme.

Note : “The Company hereby undertakes that permission/consent from the above mentioned Trustees (acting on behalf of the existing creditors/debenture holders) and other creditors holding charge on the said property has been obtained wherever it is required and applicable.

(VI) FINANCIAL INFORMATION

The following table presents the summary financial information of our Company for half year ended Sept 30, 2017 and year ended March 31, 2017, and the year ended March 31, 2016, March 31, 2015: (standalone)

Sheba Properties Limited (know known as Tata Motors Finance Limited)
Balance Sheet

(Rs. in Lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	716,49.01	75,00.00	75,00.00
(b) Reserves and Surplus	2348,47.58	122,60.70	115,55.94
	3064,96.59	197,60.70	190,55.94
(1A) Share Application money pending allotment			--
(2) Non-Current Liabilities			
(a) Long-term borrowings	8375,16.34	-	-
(b) Other Long term liabilities	38,80.97	2,35.00	2,35.00
(c) Long term provisions	156,88.08	-	-
	8570,85.39	2,35.00	2,35.00
(3) Current Liabilities			
(a) Short-term borrowings	3983,78.69	-	-
(b) Trade payables	121,31.10	,22.09	-
(c) Other Current liabilities	2905,78.82	,22.16	,33.80
(d) Short-term provisions	25,24.06	4,76.19	,63.52
	7036,12.67	5,20.44	,97.32
Total	18671,94.65	205,16.14	193,88.27
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	23,33.87	4,46.81	4,84.46
(ii) Intangible assets	1255,25.64	-	-
(iii) Capital work-in-progress	-	-	-
(b) Non-current investments	132,60.91	146,71.04	135,75.93
(c) Deferred tax assets (net)	-	,35.87	,38.31
(d) Finance Receivables	9607,75.79	-	-
(e) Long term loans and advances	22,85.18	2,43.69	2,43.69

(f) Other Non current assets	91,56.02	-	-
	11133,37.41	153,97.41	143,42.39
(2) Current assets			
(a) Current investments	125,59.16	46,69.43	29,71.94
(b) Trade receivables	10,19.88	-	-
(c) Cash and bank balances	715,45.50	,40.19	,10.51
(d) Finance Receivables	6563,10.36	,0.00	-
(e) Short term loans and advances	76,43.95	4,04.42	20,61.43
(f) Other current Assets	47,78.39	,4.69	,1.99
	7538,57.24	51,18.73	50,45.88
Total	18671,94.65	205,16.14	193,88.27

TATA MOTORS FINANCE LIMITED

Statement of Profit and Loss

Particulars	April 01, 2016 to March 31, 2017	April 01, 2015 to March 31, 2016	April 01, 2014 to March 31, 2015
I. Revenue from operations	375,24.49	,0.34	10,97.89
II. Other income	36,80.23	14,72.68	9,72.46
III. Total Revenue (I + II)	412,04.72	14,73.02	20,70.36
IV. Expenses:			
Employee benefits expenses	38,61.25	-	-
Finance cost	175,50.43	,0.32	-
Depreciation and Amortisation expense	2,43.74	,37.65	,37.65
Other expenses	139,04.79	2,21.03	1,22.62
Total expenses	355,60.21	2,59.00	1,60.27
V. Profit before exceptional and extraordinary items and tax (III-IV)	56,44.51	12,14.02	19,10.08
VI. Exceptional items	-	-	-
VII. Profit before extraordinary items and tax (V - VI)	56,44.51	12,14.02	19,10.08
VIII. Extraordinary Items	-	-	-

IX. Profit before tax from continuing operations (VII- VIII)	56,44.51	12,14.02	19,10.08
X. Tax expense:			
(1) Current tax	12,53.56	1,12.07	2,92.80
Less : MAT credit availed	-		
(2) Short provision for tax relating to prior years	-		
(3) Net current tax expense	-		
(4) Deferred tax			
	12,53.56	1,12.07	2,92.80
XI. Net Profit for the year from continuing operations (IX - X)	43,90.95	11,01.95	16,17.28
XII. Earnings per equity share (of Rs. 10/- each)			
Basic (in Rs.)	57.42	14.69	21.56
Diluted (in Rs.)	57.34	14.69	21.56

Particulars	April 01, 2016 to March 31, 2017	April 01, 2015 to March 31, 2016
CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES		
Net Profit for the year	56,44.51	12,14.02
	*(PBT)	*(PBT)
Adjustments for:		
Interest income	(338,72.70)	-
Interest income on long term trade investments, bank deposits, etc.	(6,76.73)	-
Discounting charges on Commercial Papers and discount on issue of Zero Coupon Bonds and amortisation of premium on redemption of Zero Coupon Bonds	37,37.35	-
Depreciation and amortisation expense	2,43.74	,37.65
Net gains on sale of current Investments	(21,66.11)	(4,39.64)
Dividend from long term investments	(4,85.48)	-
Interest expense and other borrowing costs	138,13.08	-
Share issue Expense	-	-
Write off, Loss on sale of fixed assets (net)	,0.16	-
Provision for Diminution in the value of Investment	2,92.04	1,50.00

Provision for employee benefit schemes	(,10.69)	-
Provision for Indirect tax	,6.65	-
Provision for doubtful finance receivables and finance receivables written off	48,95.10	(,2.67)
Provision in respect of liability for servicing direct assigned receivables	-	-
Provision for credit loss on securitization	-	-
Provisions on Standard Assets	2,58.80	(,3.95)
Provision for Doubtful Security Deposits	,11.89	-
Surplus on slump sale pursuant to Business transfer		
Operating cash flow before working capital changes and discounting charges	(83,08.39)	9,55.41
Movements in working capital:		
Other Assets	483,20.91	16,56.97
Short term advances	(23,75.81)	-
Finance Receivables	(577,30.13)	-
Long term advances	(2,25.64)	-
Trade Receivables	21,06.91	-
Trade payables	50,79.13	-
Other current liabilities	16,54.71	,10.46
Other Long term liabilities	(4,35.73)	-
	(36,05.65)	16,67.42
Current taxes paid (net)	(4,40.50)	(,90.20)
Discounting charges on commercial papers and Zero coupon bonds paid	(68,59.43)	-
Interest expense	(131,80.98)	-
Interest income	334,13.83	-
Net cash used in operating activities	10,18.88	25,32.63
CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES		
Purchase of fixed assets (including capital work-in-progress and capital advances)	(1,17.29)	-
Proceeds from sale of fixed assets	,3.71	-
Investment in Senior Pass Through Certificates	-	-
Purchase of long-term investments	(,24.15)	(12,55.11)

Realisation from long term Senior Pass Through Certificates	6,02.82	-
Purchase of current investments	(6488,33.71)	-
Proceeds from sale / redemption of current investments	6444,93.63	(12,57.85)
Consideration paid for acquisition of business	(2752,00.00)	-
Proceeds from sale/redemption of long-term investments	50,61.33	-
Dividend from long-term investments	4,85.48	-
Interest income on long term trade investments, bank deposits, etc.	42,99.53	-
Redemption of Non-Cumulative redeemable Preference shares	-	,10.00
Provision for diminution in the value of non-current investments	-	-
Expenses paid on sale of Business		
Net cash used in investing activities	(2692,28.66)	(25,02.95)
CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES		
Share issue expenses	(5,12.64)	-
Issue of share capital (including securities premium thereon)	2857,00.02	-
Increase/(Decrease) in cash credit (net)	1311,74.06	-
Repayments of short-term borrowings less than 3 months	(681,45.20)	-
Proceeds from short-term borrowings 3 months and above	195,46.94	-
Repayment of short-term borrowings 3 months and above	(431,71.85)	-
Proceeds from long-term borrowings	550,00.00	-
Repayment of long-term borrowings	(996,20.00)	-
Dividend Paid (including Corporate Dividend Tax)	(9,38.80)	-
Net cash from financing activities	2790,32.53	-
Net increase in cash and cash equivalents	108,22.74	,29.67

Particulars	April 01, 2014 to March 31, 2015
Cash flow from operating activities	*(PAT)
Profit after tax	1,617.28
Adjustments for :	-
Tax expense	292.80
Depreciation expense	37.65

Profit on sale of current Investments	(152.44)
Profit on sale of long-term investments (net)	(963.74)
Provision for diminution in the value of non-current investments	-
Provision for doubtful loans written back	(1.72)
Contingent provision / (write back) against standard assets	(1.68)
Operating profit before working capital changes	828.16
Adjustments for :	-
Other current and non - current assets	676.10
Other current and non - current liabilities	15.73
Cash from operations	1,519.99
	-
Direct taxes paid (net)	(308.21)
Net Cash from operating activities (A)	1,211.78
	-
Cash flow from investing activities	-
Purchase of long - term investments	(884.29)
Sale of long - term investments	1,273.15
Redemption of Non-Cumulative redeemable Preference shares	-
Sale / (purchase) of mutual funds (net)	(1,595.38)
Net cash (used in) investing activities (B)	(1,206.53)
	-
Cash flow from financing activities	-
	-
Net cash (used in) / from financing activities (C)	-
	-
Net increase in cash and cash equivalents [(A)+(B)+(C)]	5.25
	-
Cash and cash equivalents as at April 1, (opening balance)	5.26
	-
Cash and cash equivalents as at March 31, (closing balance)	10.51

Note: The detailed financials of the company will be provided to the investors as and when required.

Particulars	As at September 30, 2017
I. EQUITY AND LIABILITIES	
(1) Shareholders' funds	
(a) Share capital	716,49.01
(b) Reserves and surplus	2323,29.16
	3039,78.17
(2) Non-current liabilities	
(a) Long-term borrowings	8257,95.43

(b) Other long-term liabilities	44,80.54
(c) Long-term provisions	260,24.83
	8563,00.80
(3) Current liabilities	
(a) Short-term borrowings	4837,34.60
(b) Trade payables	
(i) Total outstanding dues of micro, small and medium enterprises	-
(ii) Total outstanding dues of creditors other than above	122,71.40
(c) Other current liabilities	3355,99.28
(d) Short-term provisions	322,37.45
	8638,42.73
Total	20241,21.70
II. ASSETS	
(1) Non-current assets	
(a) Fixed assets	
(i) Tangible assets	29,26.94
(ii) Intangible assets	1261,41.75
(b) Non-current investments	117,25.13
(c) Finance receivables	10478,65.92
(d) Long-term loans and advances	41,88.65
(e) Other non-current assets	84,29.66
	12012,78.05
(2) Current assets	
(a) Current investments	23,28.75
(b) Trade receivables	51,72.26
(c) Cash and cash equivalent	607,55.89
(d) Finance receivables	7415,26.83
(e) Short-term loans and advances	83,08.09
(f) Other current assets	47,51.83
	8228,43.65
Total	20241,21.70

Particulars	For six month period ended September 30, 2017
I. Revenue from operations	1098,25.05
II. Other income	40,23.66
III. Total Revenue (I + II)	1138,48.71

IV. Expenses:	
1. Employee benefits expense	110,34.62
2. Finance costs	506,94.83
3. Depreciation and amortisation expense	6,36.94
4. Other expenses	332,72.97
Total expenses	956,39.36
V. Profit before exceptional and extraordinary items and tax (III-IV)	182,09.35
VI. Exceptional items	-
VII. Profit before extraordinary items and tax (V + VI)	182,09.35
VIII. Extraordinary Items	-
IX. Profit before tax (VII - VIII)	182,09.35
X. Tax expense	79,86.77
XI. Net profit for the period (IX -X)	102,22.58
XII. Earnings per equity share (of Rs. 10/- each) (not annualised)	
Basic (in Rs.)	18.53
Diluted (in Rs.)	17.95

Particulars	For six month period ended September 30, 2017
A. CASH FLOWS FROM OPERATING ACTIVITY	
Net Profit before tax for the period	182,09.35
Adjustments for:	
Interest income	(1003,23.29)
Interest income on long-term trade investments, bank deposits, etc.	(17,06.59)
Dividend from long term investments	(2,64.33)
Discounting charges on commercial paper	113,05.92
Depreciation and amortisation expense	6,36.94

Net gains on sale/ redemption of Investments	(8,68.45)	
Share issue expenses		-
Interest expense and other borrowing costs	393,88.91	
Loss on sale of fixed assets (net)	56.36	
Provison for diminution in the value of long-term Investment	78.76	
Provision for employee benefit schemes	3,23.72	
Provision for Indirect tax	9.67	
Provision for doubtful finance receivables and finance receivables written off	150,47.31	
Provisions on standard assets	6,05.00	
Provision for doubtful loans and advances	3,87.53	
Operating cash flows before working capital changes and discounting charges	(171,13.19)	
Movements in working capital:		
Other assets	24,49.44	
Short-term advances	(10,51.67)	
Finance receivables	(1504,09.98)	
Long-term advances	(10,58.89)	
Trade receivables	(41,52.38)	
Trade payables	28,87.80	
Other current liabilities	(33,54.70)	
Other long-term liabilities	5,99.57	
	(1540,90.81)	
Current taxes paid (net)	(19,15.01)	
Discounting charges/premium on commercial papers and zero coupon bonds paid	(195,74.49)	
Interest expense	(388,28.09)	
Interest income	990,55.60	

Net cash (used in) / from operating activities	(1324,65.99)
B. CASH FLOWS FROM INVESTING ACTIVITY	
Purchase of fixed assets (including capital work-in-progress and capital advances)	(22,64.83)
Proceeds from sale of fixed assets	12.07
Realisation from short-term senior pass through certificates	6,39.74
Realisation from long-term investments	19,58.03
Purchase of long-term investments	-
Purchase of current investments	(5660,10.00)
Proceeds from sale/redemption of current investments	5761,04.31
Dividend from long-term investments	2,64.33
Interest income on long term trade investments, bank deposits, etc.	15,51.93
Net cash from investing activity	12,255.59
C. CASH FLOW FROM FINANCING ACTIVITIES	
Share issue expenses	-
Decrease in cash credit (net)	(347,15.11)
Proceeds from short-term borrowings less than 3 months	1896,73.18
Proceeds from short-term borrowings 3 months and above	1363,40.00
Repayment of short-term borrowings 3 months and above	(2019,23.47)
Proceeds from long-term borrowings	1175,00.00
Repayment of long-term borrowings	(934,58.57)
Dividend paid (including corporate dividend tax)	(39,95.24)
Net cash from / (used in) financing activities	1094,20.80
Net (decrease) / increase in cash and cash equivalents	(107,89.61)

-Summary of reservations or qualifications or adverse remarks of auditors in the last three years and their impact on the financial statements and financial position of TMFL

and the corrective steps taken and proposed to be taken by TMFL for each of the said reservations or qualifications or adverse remark.

For FY 14-15: NIL

For FY 15-16 : NIL

For FY 16-17 : NIL

FINANCIAL INFORMATION :

Standalone Information for TMFL`

For Financial Entities	Sep-17	Mar-17	Mar-16	Mar-15
	Amount In Lakhs	Amount In Lakhs	Amount In Lakhs	Amount In Lakhs
Net worth	3039,78.17	306496.59	19,760.70	19,055.94
Total Debt of which :				
-Non Current Maturities of Long Term Borrowing	8257,95.43	837516.34	-	-
- Short Term Borrowing	4837,34.60	398378.69	-	-
- Current Maturities of Long Term Borrowing	2896,95.21	55000	-	-
Net Fixed Assets	1290,68.69	127,859.51	446.81	484.46
Non Current Assets	10722,09.36	985,477.90	14,950.60	13,857.93
Cash and Cash Equivalents	607,55.89	71545.5	40.19	10.51
Current Investments	23,28.75	12559.16	4,669.43	2,971.94
Current Assets	7597,59.01	669752.58	409.11	2,063.43
Current Liabilities	3801,08.13	250233.98	520.44	97.32
Assets Under Management	20241,21.70	1867194.65	20,516.14	19,388.27
Off Balance Sheet Assets				
Interest Income	1098,25.05	37524.49	0.34	1,097.89
Interest Expense	506,94.83	17550.43	0.32	-
Provisioning & Write-offs	138,78.66	4716.53	(2.68)	(1.72)
PAT	102,22.58	4392.33	1,101.95	1,617.28
Gross NPA (%)	7.94%	9.84%	21.15%	5.07%
Net NPA (%)	5.97%	7.19%	0.00%	0.00%
Tier I Capital Adequacy Ratio (%)	10.78%	10.45%	96.11%	98.72%
Tier II Capital Adequacy Ratio (%)	4.84%	7.04%	0.01%	0.03%

(VII) BRIEF HISTORY, CAPITAL STRUCTURE, PURPOSE AND OBJECTS OF THE ISSUE

Brief History

The Company was incorporated on January 21, 1989 with the Registrar of Companies, Maharashtra, Bombay (Registration Number CIN: U45200MH1989PLC050444). The Registered Office of the Company is situated at 10th Floor, 106 A & B, Maker Chambers III, Nariman Point, Mumbai – 400 021. The name of company has been changed to Tata Motors Finance Limited w.e.f. June 30, 2017

TMFL has been registered with the RBI as a Systemically Important Non Deposit Accepting Asset Financing Company (NBFC-AFC) .

1. Details of Share Capital as on September 30, 2017:

Particulars	Aggregate Nominal Value (in Rs.)
Share Capital	
Authorised	
15,00,00,000 Equity shares of Rs. 100 each	15,00,00,00,000
5,00,00,000 Preference Shares of Rs. 100 each	5,00,00,00,000
Issued	
4,91,49,006 Equity Shares of Rs. 100 each	4,91,49,00,600
2,25,00,000 Compulsorily Convertible Preference Shares of Rs. 100 each	2,25,00,00,000
Subscribed & Paid Up	
4,91,49,006 Equity Shares of Rs. 100 each	4,91,49,00,600
2,25,00,000 Compulsorily Convertible Preference Shares of Rs. 100 each	2,25,00,00,000

1. Changes in its Capital Structure as on September 30, 2017 for the Last Five years:-

Date of Change (AGM/EGM)	Rs in lakhs	Particulars
March 31, 2017		Allotment of 39,826,990 Equity Shares of Rs. 100/- each at price of Rs. 578/- each shares aggregating to Rs. 23,020,000,220/-
March 31, 2017		Allotment of 22,500,000 Cumulative, Non-Participating Compulsorily Convertible Preference Shares (CCPS) of Rs. 100/- each at price of Rs.

		200/- each shares aggregating to Rs. 45,00,000,000/-
March 31, 2017		Allotment of 17,30,104 Equity Shares of Rs. 100/- each at price of Rs. 578/- each shares aggregating to Rs. 100,00,00,112/-
March 20, 2017		Memorandum of Association was modified to increase the Authorized Capital of the Company from the existing Rs.76,50,00,000/- (Rupees Seventy Six Crores and Fifty Lakhs divided into 76,50,000 (Seventy Six Lakhs Fifty Thousand) Equity shares of Rs.100/- each to Rs.1500,00,00,000/- (Rupees One Thousand and Five Hundred Crore only) divided into 10,00,00,000 (Ten Crores) Equity shares of Rs. 100/- each of an aggregate amount of Rs. 1000,00,00,000/- (Rupees One Thousand Crore) and 5,00,00,000 (Five Crore) Preference shares of Rs. 100/- each of an aggregate amount of Rs. 500,00,00,000 (Rupees Five Hundred Crores).
January 2, 2017		Allotment of 91,912 Equity Shares of Rs. 100/- each at price of Rs. 544/- each shares aggregating to Rs. 5,00,00,128/-
Sept 19, 2016		Memorandum of Association was modified to increase the Authorized Capital of the Company from the existing Rs. 75,00,00,000 (Rupees Seventy-Five Crore Only) divided into 75,00,000 Equity Shares of Rs 100 each to Rs. 76,50,00,000 (Rupees Seventy-Six Crore and Fifty Lakh Only) divided into 76,50,000 Equity Shares of Rs.100 each”

2. Equity Share Capital History of the Company as on September 30, 2017, for the last five years:-

Date Of Allotment	No of Equity shares and Face value	Issue Price	Consideration	Nature Of Allotment *	Cumulative		
					No of Equity Shares	Equity Share Capital	Equity Share Premium
March 31,	39,826,990	Rs.	Rs.	Physical	49149006	4914900600	19905099860

2017	Equity Shares of Rs. 100/- each	578/-	23,020,000,220/-				
March 31, 2017	22,500,000 Cumulative, Non-Participating Compulsorily Convertible Preference Shares (CCPS) of Rs. 100/- each	Rs.200/-	Rs. 45,00,000,000/-	Demat	22,500,000	2250000000	2250000000
March 31, 2017	17,30,104 Equity Shares of Rs.100/- each	Rs.578/-	Rs. 100,00,00,112/-	Demat	9322016	932201600	867798640
January 2, 2017	91,912 Equity Shares of Rs. 100/- each	Rs.544/-	Rs. 5,00,00,128/-	Demat	7591912	759191200	40808928
Opening Balance	7500000 Equity Shares of Rs.100/- each	100	750000000	Demat	7500000	750000000	0

3. Share holding pattern of the Company as on September 30, 2017:

Share Holding : Compulsory Convertible Preference Shares (CCPSs)				No. of Shares in Demat Form
Particulars	No. of Shares	Share Capital	% of Total Pref. Share Capital	
Indian Promoters :				
Individual	0	0	0	0
Bodies Corporate	0	0	0	0
Foreign Promoters	0	0	0	0

Sub Total (A)	0	0	0	0
Non- Promoters' Holding :				
Institutional Investors	0	0	0	0
Financial Institutions/ Banks	0	0	0	0
Insurance Companies	0	0	0	0
Mutual Funds	146921	14692100	0.65	146921
Provident Funds/ Pension Funds	0	0	0	0
Any Other	0	0	0	0
Non- Institution :				
Private Corporate Bodies:	8363745	836374500	37.18	8363745
Directors and Relatives	0	0	0	0
NBFCs	11251584	1125158400	50.00	11251584
Trusts	1000000	100000000	4.44	1000000
Individuals	1737750	173775000	7.73	1737750
HUFs	0	0	0	
Others	0	0	0	0
Sub Total (B)	2,25,00,000	225,00,00,000	100	2,25,00,000
TOTAL PREF. SHARE CAPITAL	2,25,00,000	225,00,00,000	100.00	2,25,00,000

No pledge and encumbrance of shares as of September 30, 2017

4. List of Ten largest equity shareholders of TMFL as on September 30, 2017 :

Sr. No.	Name and address of the Shareholder	Total No. of Equity Shares held	No Of Shares In Demat Form	Percentage (%) to Capital
1	Tata Motors Finance Limited	47,326,990	47,326,990	96.29
2	Tata Motors Finance Solutions Limited	1,822,016	1,822,016	3.71
	Total	4,91,49,006	4,91,49,006	100.00

1. List of top 10 debentureholders (Secured, Redeemable, Non-Convertible Debentures issued on private placement basis and not in reference to any particular series of debentures) as on September 30, 2017

Sr. No.	Name and address of the Debentureholders	Amount
1.	Kotak mahindra trustee co ltd. Ac kotak treasury advantage fund, deutsche Bank Agdb House, Hazarimal Somani	488,73,49,000

	Margpost Box No. 1142, Fortmumbai400001	
2.	Birla Sun Life Trustee Company Private Limited A/C Birla Sun Life Cash Dynamic Bond Fund citibank N.A. Custody Servicesfifc-11th Flr, G Blockplot C-54 And C-55, Bkcbandra-East, Mumbai – 400051	4,525,146,500
3.	Reliance Capital Trustee Co Ltd A/C- Reliance Medium Term Fund-Debt Optiondeutsche Bank Agdb House, Hazarimal Somani Margpost Box No. 1142, Fortmumbai400001	4,269,916,400
4.	Icici Prudential Liquid Plan, hdfc Bank Ltd, Custody Serviceslodha - I Think Techno Campusoff Flr 8, Next To Kanjurmarg Stnkanjurmarg East Mumbai400042	3,599,931,000
5.	Birla Sun Life Trustee Company Private Limited A/C Birla Sun Life Savings Fund citibank N.A. Custody Servicesfifc-11th Flr, G Blockplot C-54 And C-55, Bkcbandra-East, Mumbai400051	3,107,600,250
6.	Postal Life Insurance Fund A/C Sbifmplhdfc Bank Ltd, Custody Serviceslodha - I Think Techno Campusoff Flr 8, Next To Kanjurmarg Stnkanjurmarg East Mumbai400042	2,910,735,700
7.	–Birla Sun Life Trustee Company Private Limited A/C Birla Sun Life Short Term Opportunities Fund citibank N.A. Custody Servicesfifc-11th Flr, G Blockplot C-54 And C-55, Bkcbandra-East, Mumbai400051	223,93,48,500
8.	Union Bank of India, C/o. ILFS, ILFS House,Plot No.14, Raheja Vihar,Chandivali, Andheri (E), Mumbai – 400072	2,000,000,000
9.	Reliance Capital Trustee Co Ltd A/C- Reliance Regular Savings Fund-BalancedOption deutsche Bank, db House, Hazarimal Somani Margpost Box No. 1142, Fortmumbai400001	1,890,810,000
10.	DSP Blackrock Money Manager Fund citibank N.A. Custody Servicesfifc-11th Flr, G Blockplot C-54 And C-55, Bkcbandra-East, Mumbai400051	1,187,571,000

2. List Of Top 10 Debenture Holders (Unsecured, Redeemable Non-Convertible Subordinated Debentures Issued As Tier II Capital On Private Placement Basis And Not In Reference To Any Particular Series Of Debentures Issued) As On September 30, 2017

Sr. No.	Name And Address Of The Debenture Holders	Amount
1.	Hdfc Bank Limited Covered Employees Provident Fund Trustb Building, I-Think Techno Campuskanjur Marg Emumbai, Maharashtra400042	700,000,000
2.	PROVIDENT FUND OF TATA STEEL LIMITED, HDFC BANK LIMITED CUSTODY SERVICES, LODHA I THINK TECHNO CAMPUS BLDG, ALPHA 8TH FLR NR KANJURMARG RLY STN, KANJURMARG EAST MUMBAI-400042	580,000,000
3.	Tata Consultancy Services Employees Gratuity Fundhdfc Bank Ltd-Custody Serviceslodha-I Think Techno Campusoffice Flr 8 Next To Kanjurmarg Stnkanjurmarg-East, Mumbai400042	500,000,000
4.	United India Insurance Company (Employees) Pension Fundc/O United India Insurancecompany Ltd Head Office24 Whites Roadchennai600014	500,000,000
5.	Trustees Central Bank Of India Employees Provident Fundprovident Fund Department,Ncl Building, 4th Floor,Bandra Kurla Complex,Bandra (East), Mumbai400051	376,000,000

6.	TATA CONSULTANCY SERVICES EMPLOYEES PROVIDENT FUND, HDFC BANK LTD, CUSTODY SERVICES, LODHA - I THINK TECHNO CAMPUS, OFF. FLR 8, NEXT TO KANJURMARG STN, KANJURMARG EAST, MUMBAI-400042	359,500,000
7.	Capgemini India Pvt Ltd Employees Provident Fund-1, Technology Park midc Talwade pune 412114	352,000,000
8.	Tata Motors Limited Superannuation Fund 24 Homi Modi Street Bombay House Fort Mumbai 400023	310,000,000
9.	Tata Motors Limited Gratuity Fund Bombay House 24 Homi Modi Street Fort Mumbai 400001	290,000,000
10.	Tata Motors Limited Provident Fund Bombay House 24 Homi Modi Street Fort Mumbai 400023	280,000,000

3. List Of Top 10 Debentureholders (Unsecured Non-Convertible Subordinated Perpetual Debentures Issued As Tier I & Tier II Capital (Within The Eligible Limits As Prescribed By RBI) On Private Placement Basis And Not In Reference To Any Particular Series Of Debentures Issued) As On September 30, 2017

Sr. No.	Name And Address Of The Debenture holders	Amount
1.	Tata Motors Limited Provident Fund Bombay House 24 Homi Modi Street Fort Mumbai 400023	415,000,000
2.	SERUM INSTITUTE OF INDIA PVT LTD, SAROSH BHAVAN, 16/B-1 DR. AMBEDKAR ROAD, 0, PUNE-411001	300,000,000
3.	ALKEM LABORATORIES LIMITED, ALKEM HOUSE, DEVASHISH, ADJ. TO MATULYA HOUSE, S.B.MARG, LOWER PAREL, MUMBAI-400013	150,000,000
4.	Tata Motors Limited Gratuity Fund Bombay House 24 Homi Modi Street Fort Mumbai 400001	110,000,000
5.	Tata Motors Limited Superannuation Fund 24 Homi Modi Street Bombay House Fort Mumbai 400023	108,000,000
6.	Air- India Employees Provident Fund, Air India Employees Provident Fund Account Old Air Ports Antacruz Mumbai 400029	100,000,000
7.	Enam Investment & Services Pvt Ltd, 128-129 Mittal Chamber, 228 Nariman Point, Mumbai, Maharashtra. 400021	100,000,000
8.	The Tata Engineering And Locomotive Co. Ltd Employees Pension Fund Bombay House 24 Homi Modi Street Mumbai 400001	53,000,000
9.	Photon Infotech Private Limited 7th Floor Dlf It Park 1 124 Poonamallee Rd Shivaji Gardens Manapakkam Chennai Tamil Nadu India 600089	50,000,000
10.	Avalokiteshvar Valiniv Limited, Shiv Mahal, B 47, Connaught Place, 2nd Floor., 0, New Delhi-110001	50,000,000

4. List Of Top 10 Cumulative Debenture holders (Not In Reference To Any Particular Series Of Debentures) as of September 30, 2017

Sr. No.	Name And Address Of The Debenture holders	Amount
1.	Kotak Mahindra Trustee Co Ltd. Ac Kotak Treasury Advantage Fund, Deutsche Bank Agdb House, Hazarimal Somani Marg Post Box No. 1142, Fort Mumbai 400001	488,73,49,000

2.	Birla Sun Life Trustee Company Private Limited A/C Birla Sun Life Cash Dynamic Bond Fund citibank N.A. Custody Servicesfifc-11th Flr, G Blockplot C-54 And C-55, Bkcbandra-East, Mumbai – 400051	4,525,146,500
3.	Reliance Capital Trustee Co Ltd A/C- Reliance Medium Term Fund-Debt Optiondeutsche Bank Agdb House, Hazarimal Somani Margpost Box No. 1142, Fortmumbai400001	4,269,916,400
4.	Icici Prudential Liquid Plan, hdfc Bank Ltd, Custody Serviceslodha - I Think Techno Campusoff Flr 8, Next To Kanjurmarg Stnkanjurmarg East Mumbai400042	3,599,931,000
5.	Birla Sun Life Trustee Company Private Limited A/C Birla Sun Life Savings Fund citibank N.A. Custody Servicesfifc-11th Flr, G Blockplot C-54 And C-55, Bkcbandra-East, Mumbai400051	3,107,600,250
6.	Postal Life Insurance Fund A/C Sbifmplhdfc Bank Ltd, Custody Serviceslodha - I Think Techno Campusoff Flr 8, Next To Kanjurmarg Stnkanjurmarg East Mumbai400042	2,910,735,700
7.	–Birla Sun Life Trustee Company Private Limited A/C Birla Sun Life Short Term Opportunities Fund citibank N.A. Custody Servicesfifc-11th Flr, G Blockplot C-54 And C-55, Bkcbandra-East, Mumbai400051	223,93,48,500
8.	Union Bank of India, C/o. ILFS, ILFS House,Plot No.14, Raheja Vihar,Chandivali, Andheri (E), Mumbai – 400072	2,000,000,000
9.	Reliance Capital Trustee Co Ltd A/C- Reliance Regular Savings Fund-BalancedOption deutsche Bank, db House, Hazarimal Somani Margpost Box No. 1142, Fortmumbai400001	1,890,810,000
10.	DSP Blackrock Money Manager Fund citibank N.A. Custody Servicesfifc-11th Flr, G Blockplot C-54 And C-55, Bkcbandra-East, Mumbai400051	1,187,571,000

Listing

The NCDs to be issued in terms of this Offer Document are proposed to be listed on the Wholesale Debt Market (WDM) segment of the National Stock Exchange of India Limited (NSE). The Company shall comply with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 dated September 02, 2015 ref circular No. SEBI/LAD-NRO/GN/2015-16/013 dated September 02, 2015

Application shall be submitted to NSE to list the Debentures to be privately placed through Disclosure Document and to seek permission to deal in such Debentures.

The Company shall complete all the formalities relating to listing of the Debentures within 20 days from the date of allotment of such Debentures

Purpose & Objects of the Issue

The funds raised through this Issue, after meeting the expenditure of and related to the Issue, will be used for our various financing activities, to repay our existing loans and for our business operations including for our capital expenditure and working capital requirements. The funds raised would constitute Tier II Capital of the Company in terms of RBI guidelines / circular issued for NBFCs.

The Main Objects clause of the Memorandum of Association of the Company permits the Company to undertake the activities for which the funds are being raised through the present Issue and also the activities which the Company has been carrying on till date.

The Main Objects clause of the Memorandum of Association of the Company permits the Company to undertake the activities for which the funds are being raised through the present Issue and also the activities which the Company has been carrying on till date

Interim Use of Proceeds

The management of the Company, in accordance with the policies formulated by it from time to time, will have flexibility in deploying the proceeds received from the Issue. Pending utilization of the proceeds out of the Issue for the purposes described above, the Company 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. Such investment would be in accordance with the investment policies approved by the Board or the Investment Committee from time to time.

Until the allotment of the Debentures all monies received towards application for the Debentures shall be kept in a separate Bank account in a scheduled Bank and shall not be utilised for any purpose other than:

1. For adjustment against allotment of securities
2. For the repayment of monies where the company is unable to allot securities

Monitoring of Utilization of Funds

There is no requirement for appointment of a monitoring agency in terms of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended by SEBI notification no.: LAD-NRO/GN/2012-13/19/5329 dated October 12, 2012

Material Event / Development or change

There are no material events / developments or changes at the time of the Issue other than those mentioned in this Offer Document and clause 31 of the Offering Information which may affect the issue or the investor's decision to invest in the debt securities.

Particulars of debt securities issued in the past

Details of any outstanding borrowings taken/debt securities issued where taken/ issued (i) for consideration other than cash, whether in whole or part, (ii) at a premium or (iii) in pursuance of an option.

The Company has secured redeemable non convertible Secured Debentures in the nature of Zero Coupon Debentures amounting to Rs 311,100 lakhs (Face Value) which are outstanding as of September 30,2017 as per following details

Series Name *	Date of Allotment	Date of Redemption	Issue Price per NCD	Face Value Per NCD	Outstanding Secured NCDs
TMFL NCD AC FY 2013- 14	20/Mar/14	27/Feb/19	1,000,000	1,000,000	130
TMFL NCD A FY 2015-16	8/Sep/15	9/Mar/18	1,000,000	1,000,000	1,000
TMFL NCD B FY 2015-16	7/Oct/15	8/Oct/18	1,000,000	1,000,000	330

TMFL NCD D FY 2015-16	15/Oct/15	25/Sep/18	1,000,000	1,000,000	1,120
TMFL NCD E FY 2015-16	15/Oct/15	15/Oct/18	1,000,000	1,000,000	1,000
TMFL NCD G FY 2015-16	19/Nov/15	22/Dec/17	1,000,000	1,000,000	3,550
TMFL NCD K FY 2015-16	19/Nov/15	26/Nov/18	1,000,000	1,000,000	140
TMFL NCD H FY 2015-16	19/Nov/15	6/May/19	1,000,000	1,000,000	50
TMFL NCD L FY 2015-16	17/Dec/15	11/Apr/19	1,000,000	1,000,000	350
TMFL NCD "A" FY 2016- 17	7/Apr/16	3/Apr/19	1,000,000	1,000,000	250
TMFL NCD "D" FY 2016- 17	12/Apr/16	15/Mar/18	1,000,000	1,000,000	2,000
TMFL NCD "E" FY 2016- 17	27/Apr/16	12/Mar/19	1,000,000	1,000,000	5,000
TMFL NCD "F" FY 2016- 17	13/May/16	27/Apr/18	1,000,000	1,000,000	1,100
TMFL NCD "H" FY 2016- 17	31/May/16	30/Mar/18	1,000,000	1,000,000	1,500
TMFL NCD "M" FY 2016- 17	10/Jun/16	10/Jun/21	1,000,000	1,000,000	50
TMFL NCD "O" FY 2016- 17	10/Jun/16	8/Jun/18	1,000,000	1,000,000	40
TMFL NCD "P" FY 2016- 17	28/Jun/16	20/Mar/18	1,000,000	1,000,000	1,250
TMFL NCD V FY 2016-17	28/Jul/16	23/Jul/19	1,000,000	1,000,000	500
TMFL NCD A FY 2017-18	24/Apr/17	24/Apr/19	1,000,000	1,000,000	1250
SHEBA NCD B FY 2017-18	30/May/17	27/May/20	1,000,000	1,000,000	2900
SHEBA NCD C FY 2017-18	2/Jun/17	2/Jun/20	1,000,000	1,000,000	2500
SHEBA NCD D FY 2017-18	12/Jun/17	10/Jul/20	1,000,000	1,000,000	3600
TMFL NCD E FY 2017-18	24/Jul/17	25/Aug/20	1,000,000	1,000,000	1500
				Total	31,110

*Note : Issued at par and redeemable at premium

(VIII) DISCLOSURES ON EXISTING FINANCIAL INDEBTEDNESS

Details of borrowing outstanding as of September 30,2017 (Maturity Value) (Rs in Lakhs)
:

1. Details of Secured Loan Facilities :-

Lenders Name	Type of Facility	Amount Sanctioned	Principal amount Outstanding	Ratings	Last Repayment Date/ Schedule
Bank of India	Secured Term Loan	5,000	5,000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	30/Sep/19
Bank of India	Secured Term Loan	5,000	5,000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	31/Mar/20
Bank of India	Secured Term Loan	2,500	2,500	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	31/Dec/20
Bank of India	Secured Term Loan	5,000	5,000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	29/Jan/21
Bank of India	Secured Term Loan	5,000	5,000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	26/Feb/21
Bank of India	Secured Term Loan	2,500	2,500	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	14/Mar/21
Bank of India	Secured Term Loan	5,000	5,000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	28/Dec/21
Bank of India	Secured Term Loan	20,000	20,000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	24/Mar/22
Bank of Maharashtra	Secured Term Loan	2,500	2,500	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	30/Dec/20

Bank of Maharashtra	Secured Term Loan	5,000	5,000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	26/Feb/21
Bank of Maharashtra	Secured Term Loan	12,500	12,500	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	22/Mar/21
Canara Bank	Secured Term Loan	2,500	2,500	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	29/Jun/20
Canara Bank	Secured Term Loan	2,500	2,500	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	29/Jan/21
Canara Bank	Secured Term Loan	10,000	10,000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	26/Feb/21
Canara Bank	Secured Term Loan	25,000	25,000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	14/Mar/21
Canara Bank	Secured Term Loan	10,000	10,000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	22/Mar/21
Canara bank	Secured Term Loan	2,500	2,500	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	28/Dec/21
Canara bank	Secured Term Loan	5,000	5,000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	30/Mar/22
Canara bank	Secured Term Loan	42,500	-	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	-
Central bank	Secured Term Loan	5,000	5,000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	28/Dec/21
Central bank	Secured Term Loan	25,000	-	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	-
Corporation Bank	Secured Term Loan	2,500	2,500	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	29/Sep/21
Corporation Bank	Secured Term Loan	17,500	-	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	-
Federal Bank	Secured Term Loan	7,500	7,500	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	26/Sep/19

Federal Bank	Secured Term Loan	5,000	5,000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	29/Jun/19
Federal Bank	Secured Term Loan	2,500	2,500	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	29/Sep/19
Federal Bank	Secured Term Loan	5,000	5,000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	30/Nov/19
HDFC Bank	Secured Term Loan	8,571	8,571	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	4/Apr/20
OBC	Secured Term Loan	7,500	7,500	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	22/Mar/21
OBC	Secured Term Loan	5,000	5,000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	28/Sep/21
OBC	Secured Term Loan	5,000	5,000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	29/Dec/21
OBC	Secured Term Loan	7,500	7,500	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	27/Mar/22
Syndicate Bank	Secured Term Loan	5,000	5,000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	30/Dec/20
Syndicate Bank	Secured Term Loan	5,000	5,000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	29/Jan/21
Syndicate Bank	Secured Term Loan	5,000	5,000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	22/Jun/21
Union Bank	Secured Term Loan	22,500	22,500	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	30/Sep/21
Union Bank	Secured Term Loan	20,000	20,000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	27/Dec/21
Union Bank	Secured Term Loan	7,500	7,500	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	27/Mar/22
Vijaya Bank	Secured Term Loan	2,500	2,500	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	30/Sep/19

Vijaya Bank	Secured Term Loan	2,500	2,500	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	30/Sep/19
Vijaya Bank	Secured Term Loan	5,000	5,000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	30/Sep/19
Vijaya Bank	Secured Term Loan	5,000	5,000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	30/Sep/19
Vijaya Bank	Secured Term Loan	2,500	2,500	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	30/Sep/19
Vijaya Bank	Secured Term Loan	2,500	2,500	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	30/Sep/19
Vijaya Bank	Secured Term Loan	5,000	5,000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	30/Mar/21
Vijaya Bank	Secured Term Loan	10,000	-	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	-
		373,571	278,571		

Note : Security created on the secured loans as First Pari passu charge (along with other lenders) on the current assets and receivables of the Company by way of Security Trustee Agreement cum Deed of Hypothecation dated January 12, 2007 and and amendatory agreement dated January 20, 2009

2. Details of Unsecured Loan Facilities:-

Lenders Name	Type of Facility	Amount Sanctioned	Principal amount Outstanding	Ratings	Last Repayment Date/ Schedule
Axis Bank	Unsecured Term Loan	2500	2500	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	30/Dec/20
Axis Bank	Unsecured Term Loan	5000	5000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	30/Dec/20

Axis Bank	Unsecured Term Loan	12500	12500	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	30/Dec/20
Bank of Baroda	Unsecured Term Loan	2500	2500	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	30/Dec/17
Bank of Baroda	Unsecured Term Loan	2500	2500	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	30/Dec/17
Bank of Baroda	Unsecured Term Loan	15000	15000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	30/Dec/17
Bank of Baroda	Unsecured Term Loan	15000	15000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	30/Dec/17
Bank of Baroda	Unsecured Term Loan	2500	2500	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	30/Dec/17
Bank of Baroda	Unsecured Term Loan	12500	12500	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	30/Dec/17
Bank of Baroda	Unsecured Term Loan	40000	10000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	28/Dec/21
Bank of Baroda	Unsecured Term Loan	10000	10000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	28/Dec/21

Bank of India	Unsecured Term Loan	25000	25000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	17/Oct/19
Bank of India	Unsecured Term Loan	75000	0	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	
State Bank of India	Unsecured Term Loan	5000	5000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	28/Mar/19
State Bank of India	Unsecured Term Loan	2500	2500	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	30/Jun/19
State Bank of India	Unsecured Term Loan	2500	2500	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	29/Sep/19
Syndicate Bank	Unsecured Term Loan	5000	5000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	29/Jan/21
Syndicate Bank	Unsecured Term Loan	10000	10000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	10/Mar/21
Vijaya Bank	Unsecured Term Loan	10000	10000	CRISIL AA/Positive ICRA AA/Positive CARE AA+/Stable	30/Dec/18
	Total	255000	150000		

3. Details of NCD's:

Debenture	Coupon (Annual)	Amount	Date of Allotment	Redemption Date	Credit Rating	Secured/ Unsecured
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TMFL NCD B FY 2014-15	9.80%	8,500	10/Oct/14	10/Oct/17	CRISIL AA/Positive	Secured
TMFL NCD I FY 2015-16	9.10%	15,000	19/Nov/15	20/Nov/17	CRISIL AA/Positive	Secured
TMFL NCD C FY 2014-15	9.77%	7,900	10/Oct/14	26/Feb/18	CRISIL AA/Positive	Secured
TMFL NCD N FY 2015-16	9.25%	8,500	17/Dec/15	17/Dec/18	CRISIL AA/Positive	Secured
Series M (FY 13-14)	10.25%	2,000	10/Jan/14	10/Jan/19	CRISIL AA/Positive	Secured
TMFL NCD V FY 2013-14	10.25%	1,500	05/Mar/14	05/Mar/19	CRISIL AA/Positive	Secured
TMFL NCD AF FY 2013-14	10.26%	500	20/Mar/14	19/Mar/19	CRISIL AA/Positive	Secured
TMFL NCD X FY 2013-14	10.25%	2,000	20/Mar/14	20/Mar/19	CRISIL AA/Positive	Secured
TMFL NCD A FY 2014-15	9.85%	5,500	10/Oct/14	10/Oct/19	CRISIL AA/Positive	Secured
TMFL NCD D FY 2014-15	9.85%	10,000	17/Oct/14	17/Oct/19	CRISIL AA/Positive	Secured
TMFL NCD J FY 2015-16	9.10%	1,000	19/Nov/15	19/Nov/19	CRISIL AA/Positive	Secured
TMFL NCD M FY 2015-16	9.25%	4,000	17/Dec/15	17/Dec/20	CRISIL AA/Positive	Secured
TMFL NCD "B" FY 2016-17	9.20%	7,300	07/Apr/16	08/Apr/19	CRISIL AA/Positive ICRA AA/Positive	Secured
TMFL NCD "C" FY 2016-17	9.20%	2,000	07/Apr/16	06/Apr/21	CRISIL AA/Positive ICRA AA/Positive	Secured
TMFL NCD "G" FY 2016-17	9.20%	1,000	13/May/16	13/May/21	CRISIL AA/Positive	Secured
TMFL NCD "I" FY 2016-17	9.16%	15,000	31/May/16	09/Mar/18	CRISIL AA/Positive ICRA AA/Positive	Secured
TMFL NCD "J" FY 2016-17	9.20%	2,000	31/May/16	31/May/19	CRISIL AA/Positive ICRA AA/Positive	Secured
TMFL NCD "K" FY 2016-17	9.20%	4,200	10/Jun/16	10/Jun/21	CRISIL AA/Positive ICRA AA/Positive	Secured

TMFL NCD "L" FY 2016-17	9.20%	2,000	10/Jun/16	10/Jun/19	CRISIL AA/Positive ICRA AA/Positive	Secured
TMFL NCD "N" FY 2016-17	9.20%	1,000	10/Jun/16	10/Jun/18	CRISIL AA/Positive ICRA AA/Positive	Secured
TMFL NCD "R" FY 2016-17	9.25%	5,000	28/Jun/16	22/Mar/18	CRISIL AA/Positive ICRA AA/Positive	Secured
TMFL NCD "Q" FY 2016-17	9.25%	2,500	28/Jun/16	20/Mar/18	CRISIL AA/Positive ICRA AA/Positive	Secured
TMFL NCD "S" FY 2016-17	9.30%	2,200	28/Jun/16	28/Jun/21	CRISIL AA/Positive ICRA AA/Positive	Secured
TMFL NCD "T" FY 2016-17	9.30%	6,900	28/Jun/16	28/Jun/19	CRISIL AA/Positive ICRA AA/Positive	Secured
TMFL NCD "U" FY 2016-17	9.20%	23,000	22/Jul/16	20/Jul/18	CRISIL AA/Positive ICRA AA/Positive	Secured
TMFL NCD "W" FY 2016-17	9.00%	100	28/Jul/16	28/Jul/21	CRISIL AA/Positive ICRA AA/Positive	Secured
TMFL NCD "X" FY 2016-17	9.00%	5,000	28/Jul/16	28/Jun/18	CRISIL AA/Positive ICRA AA/Positive	Secured
TMFL NCD "Y" FY 2016-17	8.58%	10,000	19/Aug/16	17/Aug/18	CRISIL AA/Positive ICRA AA/Positive	Secured
TMFL NCD Z FY 2016-17	7.95%	5,000	25/Nov/16	25/Nov/18	CRISIL AA/Positive ICRA AA/Positive	Secured

TMFL NCD AA FY 2016-2017	7.86%	20,000	2/Dec/16	2/Dec/18	CRISIL AA/Positive ICRA AA/Positive	Secured
TMFL NCD AC FY 2016-2017	8.05%	10,000	28/Dec/16	28/Dec/18	CRISIL AA/Positive ICRA AA/Positive	Secured
Total		190,600				

4. Details of Secured ZCD's

Debenture Series	Yield	Amt (Rs. In Lakhs) (Maturity Value)	Date of Allotment	Redemption Date	Credit Rating	Secured/Unsecured
TMFL NCD AC FY 2013-14	10.25%	2,106	20/Mar/14	27/Feb/19	CRISIL AA/Positive	Secured
TMFL NCD A FY 2015-16	9.00%	12,406	08/Sep/15	09/Mar/18	CRISIL AA/Positive	Secured
TMFL NCD B FY 2015-16	9.20%	4,299	07/Oct/15	08/Oct/18	CRISIL AA/Positive	Secured
TMFL NCD D FY 2015-16	9.16%	14,502	15/Oct/15	25/Sep/18	CRISIL AA/Positive	Secured
TMFL NCD E FY 2015-16	9.16%	13,011	15/Oct/15	15/Oct/18	CRISIL AA/Positive	Secured
TMFL NCD G FY 2015-16	9.10%	42,599	19/Nov/15	22/Dec/17	CRISIL AA/Positive	Secured
TMFL NCD K FY 2015-16	9.10%	1,822	19/Nov/15	26/Nov/18	CRISIL AA/Positive	Secured
TMFL NCD H FY 2015-16	9.10%	676	19/Nov/15	06/May/19	CRISIL AA/Positive	Secured
TMFL NCD L FY 2015-16	9.25%	4,694	17/Dec/15	11/Apr/19	CRISIL AA/Positive	Secured
TMFL NCD "A" FY 2016-17	9.20%	3,252	07/Apr/16	03/Apr/19	CRISIL AA/Positive ICRA AA/Positive	Secured
TMFL NCD "D" FY 2016-17	9.35%	23,751	12/Apr/16	15/Mar/18	CRISIL AA/Positive ICRA AA/Positive	Secured

TMFL NCD "E" FY 2016-17	9.35%	64,645	27/Apr/16	12/Mar/19	CRISIL AA/Positive ICRA AA/Positive	Secured
TMFL NCD "F" FY 2016-17	9.20%	13,067	13/May/16	27/Apr/18	CRISIL AA/Positive	Secured
TMFL NCD "H" FY 2016-17	9.20%	17,622	31/May/16	30/Mar/18	CRISIL AA/Positive ICRA AA/Positive	Secured
TMFL NCD "M" FY 2016-17	9.20%	777	10/Jun/16	10/Jun/21	CRISIL AA/Positive ICRA AA/Positive	Secured
TMFL NCD "O" FY 2016-17	9.20%	477	10/Jun/16	08/Jun/18	CRISIL AA/Positive ICRA AA/Positive	Secured
TMFL NCD "P" FY 2016-17	9.30%	14,574	28/Jun/16	20/Mar/18	CRISIL AA/Positive ICRA AA/Positive	Secured
TMFL NCD "V" FY 2016-17	9.00%	6,468	28/Jul/16	23/Jul/19	CRISIL AA/Positive ICRA AA/Positive	Secured
TMFL NCD A FY 2017-18	7.99%	14,577	24/Apr/17	24/Apr/19	CARE AA+/Stable	Secured
SHEBA NCD B FY 2017-18	8.40%	36,923	30/May/17	27/May/20	CARE AA+/Stable	Secured
SHEBA NCD C FY 2017-18	8.40%	31,851	2/Jun/17	2/Jun/20	CARE AA+/Stable	Secured
SHEBA NCD D FY 2017-18	8.32%	46,045	12/Jun/17	10/Jul/20	CARE AA+/Stable	Secured
TMFL NCD E FY 2017-18	7.78%	18,908	12/Jun/17	10/Jul/20	CARE AA+/Stable	Secured
Total		389,052				

Note : Secured by way of First parri passu charge on specific immovable property of the Company. and First Pari passu charge (along with other lenders) on the specified receivables of the Company by way of Debenture Trust Deed dated March 06,2013 and July 31, 2014, November 24, 2015 and May 11, 2016

5. Details of Commercial Paper:-

The total Face Value of Commercial Papers Outstanding as on September 30,2017:

Rs. in Lakhs

Maturity Date	Amount Outstanding
30/Oct/17	500
03/Nov/17	2,500
20/Dec/17	7,500
28/Dec/17	14,000
27/Oct/17	10,000
27/Jul/18	18,500
27/Oct/17	20,000
27/Oct/17	2,500
31/Oct/17	50,000
02/Nov/17	10,000
02/Nov/17	2,000
02/Nov/17	10,000
02/Nov/17	8,000
17/Nov/17	10,000
02/Nov/17	20,000
29/Nov/17	40,000
27/Nov/17	25,000
29/Nov/17	10,000
29/Nov/17	10,000
05/Sep/18	2,500
07/Dec/17	32,500
14/Dec/17	5,000
04/Dec/17	20,000
15/Dec/17	30,000
15/Dec/17	20,000
22/Dec/17	10,000
Total	390,500

6. Details of unsecured redeemable non convertible Subordinated Debentures as Tier II aggregating to Rs. 1134.90 cr on a private placement basis which are outstanding as on September 30,2017 :

Name Of Facility	Type of facility/ Instrument	Amount Sanctioned/Issued	Principal Amount Outstanding	Repayment Date	Credit Rating	Secured/ Unsecured
A FY(09-10)	Tier II	200,00	200,00	20-Jan-2020	CRISIL“AA/ Positive” and ICRA AA/ Positive	Unsecured
B FY(09-10)	Tier II	88,95	88,95	25-Mar-2020	CRISIL“AA/ Positive” and ICRA AA/ Positive	Unsecured
C FY(09-10)	Tier II	100,00	100,00	10-Apr-2020	CRISIL“AA/ Positive” and	Unsecured

					ICRA AA/ Positive	
D FY(09-10)	Tier II	111,00	111,00	28-Apr-2020	CRISIL“AA/ Positive” and ICRA AA/ Positive	Unsecured
A FY(11-12)	Tier II	75,30	75,30	17-Sept-2021	CRISIL“AA/ Positive” and ICRA AA/ Positive	Unsecured
B FY(11-12)	Tier II	69,15	69,15	02-Mar-2022	CRISIL“AA/ Positive” and ICRA AA/ Positive	Unsecured
C FY(11-12)	Tier II	100,00	100,00	26-Mar-2022	CRISIL“AA/ Positive” and ICRA AA/ Positive	Unsecured
A FY(12-13)	Tier II	37,40	37,40	22-May- 2022	CRISIL“AA/ Positive” and ICRA AA/ Positive	Unsecured
B FY(12-13)	Tier II	25,00	25,00	03-Aug-2022	CRISIL“AA/ Positive” and ICRA AA/ Positive	Unsecured
C FY(12-13)	Tier II	28,00	28,00	28-Dec-2022	CRISIL“AA/ Positive” and ICRA AA/ Positive	Unsecured
A FY(13-14)	Tier II	5510	5510	28-May-2023	CRISIL“AA/ Positive” and ICRA AA/ Positive	Unsecured
B FY (13-14)	Tier II	10000	10000	24-May-2023	CRISIL“AA/ Positive” and ICRA AA/ Positive	Unsecured
Series A (14- 15)	Tier II	2500	2500	12/Sep/24	CRISIL“AA/ Positive” and ICRA AA/ Positive	Unsecured
Series B (14- 15)	Tier II	6000	6000	26/Sep/24	CRISIL“AA/ Positive” and ICRA AA/ Positive	Unsecured
Series C (14- 15)	Tier II	15000	15000	19/Dec/24	CRISIL“AA/ Positive” and ICRA AA/ Positive	Unsecured

		1134,90	1134,90			

7. Details of Unsecured Non-Convertible Subordinated Perpetual Debentures as Tier I & Tier II aggregating to Rs. 375.30 cr on a private placement basis which are outstanding as on September 30,2017 .

Name Of Facility	Type of facility/ Instrument	Amount Sanctioned/Issued	Principal Amount Outstanding	Repayment Date	Credit Rating	Seared/ Unsecured
A FY(10-11)	Perpetual	150,00	150,00	23/Nov/20	CRISIL A+/ Positive, ICRA A+ Positive	Unsecured
A FY(11-12)	Perpetual	27,90	27,90	30/May/22	CRISIL A+/ Positive, ICRA A+ Positive	Unsecured
A FY(11-12)	Perpetual	73,10	73,10	28/Jun/22	CRISIL A+/ Positive, ICRA A+ Positive	Unsecured
A FY(13-14)	Perpetual	52,70	5270	28/May/23	CRISIL A+/ Positive, ICRA A+ Positive	Unsecured
B FY(13-14)	Perpetual	22,30	2230	23/May/23	CRISIL A+/ Positive, ICRA A+ Positive	Unsecured
A (FY 14-15)	Perpetual	50,30	50,30	5/Sep/24	CRISIL A+/ Positive, ICRA A+ Positive	Unsecured
		375,30	375,30			

8. Working Capital Demand Loans and Cash Credit as on September 30, 2017 :
(Rs. In lakhs)

Name Of Facility	Type of facility/ Instrument	Amount Sanctioned/Issued	Principal Amount Outstanding	Repayment Date	Credit Rating (CRISIL)	Credit Rating (ICRA)	Credit Rating (CARE)	Secured/ Unsecured
Axis Bank	Cash Credit / WCDL	6000	0	NA	AA/ Positive	CC – AA/Positive WCDL – A1+	AA+/Stable	Secured
Bank of Bahrain & Kuwait	Cash Credit / WCDL	5500	0	NA	AA/Positive	CC – AA/Positive WCDL – A1+	AA+/Stable	Secured
Bank of India	Cash Credit / WCDL	25000	516.73	NA	AA/ Positive	CC – AA/Positive WCDL – A1+	AA+/Stable	Secured
Bank of Maharashtra	Cash Credit / WCDL	5000	4502.07	NA	AA/ Positive	CC – AA/Positive WCDL – A1+	AA+/Stable	Secured
Central Bank of	Cash Credit /	20000	0	NA	AA/ Positive	CC – AA/Positive	AA+/Stable	Secured

India	WCDL					WCDL – A1+		
Canara Bank	Cash Credit / WCDL	20000	15015.59	NA	AA/Positive	CC – AA/Positive WCDL – A1+	AA+/Stable	Secured
Corporation Bank	Cash Credit / WCDL	20000	10004.86	NA	AA/Positive	CC – AA/Positive WCDL – A1+	AA+/Stable	Secured
Deutsche Bank	Cash Credit / WCDL	1800	0	NA	AA/Positive	CC – AA/Positive WCDL – A1+	AA+/Stable	Unsecured
ICICI Bank	Cash Credit / WCDL	20000	0	NA	AA/Positive	CC – AA/Positive WCDL – A1+	AA+/Stable	Secured
IDBI Bank	Cash Credit	1000	0	NA	AA/Positive	CC - AA/Positive	AA+/Stable	Secured
HDFC Bank	Cash Credit / WCDL	20000	0	NA	AA/Positive	CC – AA/Positive WCDL – A1+	AA+/Stable	Secured
Punjab National Bank	Cash Credit / WCDL	50000	23522.90	NA	AA/Positive	CC – AA/Positive WCDL – A1+	AA+/Stable	Secured
RBL Bank	Cash Credit / WCDL	15000	0	NA	AA/Positive	CC – AA/Positive WCDL – A1+	AA+/Stable	Secured
State Bank of India*	Cash Credit / WCDL	100000	0	NA	AA/Positive	CC – AA/Positive WCDL – A1+	AA+/Stable	Secured
Syndicate Bank	Cash Credit	1000	0	NA	AA/Positive	CC - AA/Positive	AA+/Stable	Secured
Standard Chartered Bank	Cash Credit / WCDL	20000	0	NA	AA/Positive	CC – AA/Positive WCDL – A1+	AA+/Stable	Secured
Union Bank of India	Cash Credit / WCDL	30000	0	NA	AA/Positive	CC – AA/Positive WCDL – A1+	AA+/Stable	Secured
UCO Bank	Cash Credit / WCDL	10000	4999.93	NA	AA/Positive	CC – AA/Positive WCDL – A1+	AA+/Stable	Secured
United Bank of India	Cash Credit / WCDL	20000	0	NA	AA/Positive	CC – AA/Positive WCDL – A1+	AA+/Stable	Secured
Vijaya Bank	Cash Credit / WCDL	20000	12507.33	NA	AA/Positive	CC – AA/Positive WCDL – A1+	AA+/Stable	Secured
South Indian Bank	Cash Credit / WCDL	15000	50.91	NA	AA/Positive	CC – AA/Positive WCDL – A1+	AA+/Stable	Secured
Total		425300	71120.32					

Note: The CC lines have no Repayment date, they are repayable on demand.

The security for the above borrowings is governed primarily by the Security Trustee Agreement cum Deed of Hypothecation dated January 12, 2007 as amended by amendatory agreement dated January 20, 2009 entered into between the Company with Vistra ITCL (India) Limited (“**Security Trustee**”) along with the various lenders.

*Outstanding amount excludes CC limit earmarked for CPs and NCDs

Details of Non-Fund Based Borrowings as of September 30,2017 : (Rs in Lakhs)

Name of the Bank	Sanction	Outstanding Amt
BOI	15,000	9109
CBI	20,000	0
IDBI Bank	19,000	0
PSB	14,500	1876
Syndicate	2,500	150
	71,000	111,35

Under the Security Trustee Agreement, the Company is permitted to raise Rs. 1,200,000 lakhs. The security created under the Security Trustee Agreement is a hypothecation on the Current Assets present and future of the Company in favour of the Security Trustee, to be held in trust for the benefit of the Lenders. The security created or to be created under the Security Trustee Agreement is a continuing security ranking *pari passu inter se* without any preference or priority to one Lender over the others and shall remain in full force and effect until all amounts outstanding to the Lenders are discharged.

The Company is current on servicing existing debt securities and term loans availed from banks. In the past, the Company had issued short-term redeemable, non-convertible, debentures with daily put and call option.

Debt Equity Ratio

Rs. In Lakhs

Short Term Debt as on Sep 30,2017	7734,29.81	7734,29.81
Long Term Debt as on Sep 30,2017	8257,95.43	8307,95.43
Total Debt (Audited)	15992,25.24	16042,25.24
Share Capital as on Sep 30,2017 (Audited)	491,49.01	491,49.01
Cumulative Non-Participating Compulsarily Convertible Preference Shares (CCPS)	225,00.00	225,00.00
Reserves as on Sep 30,2017 (Audited)	2323,29.16	2323,29.16
Less: Miscellaneous Expenditure (to the extent not written off or adjusted) (as on Sep 30,2017 (Audited))	Nil	Nil
Less Debit Balance in profit and loss account (as on Sep 30, 2017)	Nil	Nil
Total Shareholders' funds (as Sep 30,2017) (Audited)	3039,78.17	3039,78.17
Debt Equity Ratio	5.26	5.27

**Assuming the entire Rs. 50 crs of Unsecured Subordinated NCDs proposed to be issued through series of such Disclosure Document will be fully subscribed on day one. However the Company will be issuing such NCDs in issuances over a period of time.

(IX) OFFERING INFORMATION

1. Terms of the Issue

For terms of Issue please refer paragraph titled ‘Summary Term Sheet’.

2. Rights of Debenture Holders

The Debenture Holders will not be entitled to any rights and privileges of shareholders other than those available to them under statutory requirements. The Debentures issued under this Offer Document shall not confer upon the Debenture Holders, the right to receive notice, or to attend and vote at the general meetings of shareholders or Debenture Holders issued under any other Offer Document or issued other than under this Offer Document or of any other class of securities of the Company.

3. Modification of Rights

The rights, privileges, terms and conditions attached to the Debentures under the Disclosure Documents may be varied, modified or abrogated with the consent, in writing or by way of electronic mail, of those registered holders of the Series of Debentures in the physical form and beneficial owners of the Debentures in the dematerialized form who hold at least three fourths of the outstanding amount of the relevant Series of Debentures or with the sanction accorded pursuant to a resolution passed at a meeting of the relevant Series of Debenture Holders, save and except any minor or technical modifications which the Debenture Trustee shall be authorized to execute and consent to on behalf of the Debenture Holders, provided however that nothing in such consent or resolution shall be operative against the Company where such consent or resolution modifies or varies the terms and conditions of the Debentures, if the same are not acceptable to the Company.

4. Minimum subscription

Minimum subscription to be Rs. 1 crore and above per investor, as per latest RBI Master Directions bearing No DNBR. PD. 008/03.10.119/2016-17. dated September 01, 2016

5. Issue Procedure

Application Process

Who Can Apply- Only the following categories of investors, when specifically contacted, are eligible to invest in these Debentures:

1. Companies
2. Scheduled Commercial Banks
3. Co-operative Banks
4. Financial Institutions
5. Insurance Companies
6. Mutual Funds
7. Provident Funds / Pension Funds / Gratuity Funds / Superannuation Funds
8. Any other persons who are entitled to subscribe to, purchase and deal with the Debentures

NRIs and FII's are not eligible to invest in this issue.

All investors are required to comply with the relevant regulations / guidelines applicable to them for investing in this issue of NCDs.

Every application is to be accompanied by bank account details and MICR code of the bank for the purpose of availing direct credit of interest and all amounts through electronic transfer of funds or RTGS.

Application by Scheduled Commercial Banks

The application must be accompanied by certified true copies of (i) Board Resolution authorising investments; (ii) Letter of Authorization or Power of Attorney and (iii) specimen signatures of authorised signatories

Application by Co-operative Banks

The application must be accompanied by certified true copies of: (i) Resolution authorizing investment along with operating instructions/power of attorney; and (ii) specimen signatures of authorised signatories

Applications by Companies/Financial Institutions

The applications must be accompanied by certified true copies of (i) Memorandum and Articles of Association/Constitution/Bye-laws (ii) resolution authorising investment and containing operating instructions and (iii) specimen signatures of authorised signatories.

Application by Mutual Funds

(i) 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. (ii) Applications made by the AMCs or custodians of a Mutual Fund shall clearly indicate the name of the concerned scheme for which application is being made. The applications must be accompanied by certified true copies of (i) SEBI Registration Certificate and Trust Deed (ii) resolution authorising investment and containing operating instructions and (iii) specimen signatures of authorised signatories.

Application by Insurance Companies

The applications must be accompanied by certified copies of (i) Memorandum and Articles of Association (ii) Power of Attorney (iii) Resolution authorising investment and containing operating instructions (iv) Specimen signatures of authorised signatories.

Application by Provident, Gratuity, Pension and Superannuation Funds

The applications must be accompanied by certified true copies of (i) Trust Deed/Bye Laws/ Resolutions, (ii) Resolution authorising investment and (iii) specimen signatures of the authorised signatories.

DISCLAIMER:

PLEASE NOTE THAT ONLY THOSE PERSONS TO WHOM THE INFORMATION DOCUMENT HAS BEEN SPECIFICALLY ADDRESSED ARE ELIGIBLE TO APPLY. HOWEVER, AN APPLICATION, EVEN IF COMPLETE IN ALL RESPECTS, IS LIABLE TO BE REJECTED WITHOUT ASSIGNING ANY REASONS FOR THE SAME. THE LIST OF DOCUMENTS PROVIDED IN THIS INFORMATION DOCUMENT IS ONLY INDICATIVE, AND AN INVESTOR IS REQUIRED TO PROVIDE ALL THOSE DOCUMENTS/AUTHORISATIONS/INFORMATION, WHICH ARE LIKELY TO BE REQUIRED BY THE COMPANY. THE COMPANY MAY, BUT IS NOT BOUND TO REVERT TO ANY INVESTOR FOR ANY ADDITIONAL

DOCUMENTS/INFORMATION, AND CAN ACCEPT OR REJECT AN APPLICATION AS IT DEEMS FIT. THE REGULATIONS/NOTIFICATIONS REGARDING INVESTMENT MENTIONED ABOVE ARE MERELY IN THE FORM OF GUIDELINES AND THE COMPANY DOES NOT WARRANT THAT THEY ARE ACCURATE, OR HAVE NOT BEEN MODIFIED. EACH OF THE ABOVE CATEGORIES OF INVESTORS IS REQUIRED TO CHECK AND COMPLY WITH EXTANT RULES/REGULATIONS/GUIDELINES, ETC. GOVERNING OR REGULATING THEIR INVESTMENTS AS ISSUED BY THEIR RESPECTIVE REGULATORY AUTHORITIES, AND THE COMPANY IS NOT, IN ANY WAY, DIRECTLY OR INDIRECTLY, RESPONSIBLE FOR ANY STATUTORY OR REGULATORY BREACHES BY ANY INVESTOR, NEITHER IS THE COMPANY REQUIRED TO CHECK OR CONFIRM THE SAME.

6. Applications under Power of Attorney/Relevant Authority

In case of an application made under a Power of Attorney or resolution or authority, a certified true copy thereof along with Document and Articles of Association and/or Bye laws must be attached to the Application Form at the time of making the application, failing which, the Company reserves the full, unqualified and absolute right to accept or reject any application in whole or in part and in either case without assigning any reason thereto. Names and specimen signatures of all the authorized signatories must also be lodged along with the submission of the completed application.

7. Market Lot

The market lot would be one debenture.

8. Issue Of Debentures only in Demat Form

TMFL will make necessary arrangements with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Limited (CDSL) for the issue of Debentures in Dematerialized form. Investors shall hold the Debentures and deal with the same as per the provisions of Depositories Act, 1996 /rules as notified by NSDL / CDSL from time to time.

Investors should mention their Depository Participants name, DP-ID and Beneficiary Account Number in the appropriate place in the Application Form. TMFL shall take necessary steps to credit the Depository Account of the allottee (s) with the number of debentures allotted. In case of incorrect details provided by the investors and inability of the Company to credit the depository account, the allotment of debentures would be held in abeyance till the investors furnish the correct depository account details to the Company.

9. Mode Of Subscription

During the period of the issue, investors can subscribe to the Debentures by completing the application forms for the Debentures in the prescribed form. The application form should be filled in block letters in English. Application forms must be accompanied by either a Demand Draft or Cheque or RTGS of the amount as intimated by the Arrangers/Issuer and made payable in favor of "*Tata Motors Finance Limited*" and should be crossed "*Account Payee only*".

Cheque/Demand Drafts may be drawn on any Scheduled Bank, which is situated at and is a member or sub-member of the Banker's Clearing-house located at Ahmedabad, Chennai, Delhi, Kolkata and Mumbai. Investors in other centers that do not have any bank, which is a member or sub-member of the Banker's Clearing House located at the above mentioned centers would be required to make payments only through demand drafts payable at any

one of the above-mentioned centers. Demand Draft charges in respect of such investor applications will be borne by the investor. Cash, outstation cheques, money orders, postal orders and stock invest will not be accepted. The Company assumes no responsibility for any applications / cheques / demand drafts lost in the mail.

In case the payment is made in RTGS the Funds must be credited to the Issuer's current account, the details of which are given below:

Name of Bank	HDFC Bank Limited
Address of Bank	Motwani Chambers, Fort, Mumbai 400001
IFSC Code	HDFC0000060
Bank Account Number	00600310008777
Name of beneficiary	Tata Motors Finance Limited

10. Refunds

For applicants whose applications have been rejected or allotted in part, refund orders will be dispatched within 7 (seven) days from the Deemed Date of Allotment of the Debentures without interest.

The Company shall allot the Debentures within 60 days from the receipt of application money for Debentures and if the Company is not able to allot the Debentures within such period, it shall repay the application money within 15 days from the date of completion of 60 days and if the Company fails to repay the application money within aforesaid period, it shall be liable to repay that money with interest at the rate of 12 % pa. from the expiry of the sixteenth day.

11. Deemed Date Of Allotment

The deemed date of allotment for each series will be mentioned in the respective term sheet.

12. Interest On The Coupon Bearing Debentures

Interest rate

1. In case of fixed rate Debentures, they shall carry interest at fixed coupon rate as per the respective pricing supplement from the corresponding deemed date of allotment.
2. In case of floating rate Debentures, the relevant coupon for any interest period shall be determined by the underlying benchmark, mark up/down on the same and the reset frequency as per the respective pricing supplement.

The interest shall be subject to deduction of tax at source at the rates prevailing from time to time under the provisions of the Income tax Act, 1961, or any other statutory modification or re-enactment thereof, for which a certificate will be issued by TMFL.

Computation of interest

Interest for each of the interest periods shall be computed on a 365 days a year basis on the principal outstanding on the Debentures at the coupon rate as mentioned in the pricing supplement.

Payment of interest

Payment of interest on the Debenture(s) will be made to those of the debenture holders whose name(s) appear in the register of debenture holder(s) (or to the first holder in case of joint holders) as on the Record Date fixed by the Company for this purpose and /or as per the list provided by NSDL/CDSL to the Company of the beneficiaries who hold Debentures in Demat form on such Record Date, and are eligible to receive interest. Payment will be made by the Company after verifying the bank details of the Investors by way of direct credit through Electronic Clearing Service (ECS), Real Time Gross Settlement (RTGS) or National Electronic Funds Transfer (NEFT) and where such facilities are not available the Company shall make payment of all such amounts by way of cheque(s)/demand draft(s)/interest warrant(s), which will be dispatched to the debenture holder(s) by registered post/ speed post/ courier or hand delivery on or before the Interest Payment Dates as specified in the relevant Pricing Supplement.

13. Interest On Application Money

Interest at the applicable coupon rate/implicit yield (subject to deduction of tax at source at the rates prevailing from time to time under the provisions of the Income Tax Act, 1961, or any other statutory modification or re- enactment thereof for which a certificate will be issued by TMFL) will be paid on the application money. Such interest shall be paid from the date of realization of the cheque(s) / demand draft(s) up to but not including the deemed date of allotment. The respective interest payment instruments along with the letters of allotment/ refund orders, as the case may be, will be dispatched by registered post to the sole / first applicant, at the sole risk of the applicant.

14. Tax Deduction At Source (TDS)

Tax as applicable under the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof will be deducted at source. For seeking TDS Exemption / lower rate of TDS, relevant certificate / document must be lodged by the debenture holders at the office of registrar and transfer agent, at least 15 days prior to the Interest Payment Date. Tax exemption certificate in respect of non- deduction of tax on interest on application money, must be submitted along with the Application Form to the satisfaction of the Issuer. The prospective investor is advised to consult his tax advisor before investing in the Debentures to be issued by the Issuer.

However, Investors may note that as per Finance Act, 2008, tax is not required to be deducted at source on interest payable on 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.

15. Redemption

The Debentures shall be redeemed at such price, at the expiry of the respective tenor as mentioned in the Pricing Supplement. In case the Deemed Date of Allotment is revised then the Redemption Date will also stand revised accordingly. The Company will not be issuing any Debentures under this disclosure document which is having tenor of less than one year

16. Mode of Transfer

All requests for transfer should be submitted to the respective Depository Participants prior to the Record Date for payment of interest/ principal.

Provided further that nothing in this section shall prejudice any power of the Company to register as Debenture holder any person to whom the right to any Debenture of the Company has been transmitted by operation of law.

Transfer of Debentures would be in accordance with the rules / procedures as prescribed by NSDL / CDSL/ Depository participant.

17. Payment On Redemption

- Debentures *held in Demat Form*

In case of the NCDs held in demat form, no action is required on the part of the debenture holder(s) at the time of redemption of the NCDs and on the Redemption Date, the redemption proceeds would be paid to those debenture holder(s) whose name(s) appear on the list of beneficial owners given by the Depositories to the Company. The name(s) would be as per the Depositories' records on the Record Date fixed for the purpose of redemption. All such NCDs will be simultaneously redeemed through appropriate debit corporate action.

The Company shall compute the redemption amounts to be paid to each of the debenture holders based on the relevant Pricing Supplement.

The redemption proceeds shall be directly credited through Electronic Clearing Service (ECS), RTGS or National Electronic Funds Transfer (NEFT) and where such facilities are not available the Company shall make payment of all such amounts by way of cheque/ demand draft. The cheque/demand draft for redemption proceeds, will be dispatched by courier or hand delivery or registered post at the address provided in the Application / at the address as notified by the debenture holder(s) or at the address with Depositories' record. Once the redemption proceeds have been credited to the account of the debenture holder(s) or the cheque/demand draft for redemption proceeds is dispatched to the debenture holder(s) at the addresses provided or available from the Depositories record, the Company's liability to redeem the NCDs on the date of redemption shall stand extinguished and the Company will not be liable to pay any interest, income or compensation of any kind from the date of redemption of the NCD(s).

18. Effect of Holidays

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 and interest accrued shall be paid on the previous working day

19. Debenture Certificate in Dematerialized mode

TMFL will make allotment of Debentures to investors in due course after verification of the application form, the accompanying documents and on realization of the application money. The allotted Debentures at the first instance will be credited in dematerialized form within two days of the date of allotment.

20. Right to accept or reject applications

TMFL is entitled at its sole and absolute discretion to accept or reject an application, in part or in full, without assigning any reason thereof. The application form, which is not complete in all respects, shall be liable to be rejected. Any application, which has been

rejected, would be intimated by TMFL along with the refund warrant / cheques.

21. Record Date

Record Dates for each interest payment/principal repayment or any other event will be 15 days prior to the relevant event.

22. Further Borrowings

These NCDs are unsecured in nature.

The Company shall be entitled to borrow / raise loans or avail financial assistance in whatever form as also issue Debentures / Notes / other securities in any manner with ranking as pari-passu basis or otherwise and to change its capital structure, including issue of shares of any class or redemption or reduction of any class of paid up capital, on such terms and conditions as the Company may think appropriate, without the consent of, or intimation to, the Debenture holder(s) or the Debenture Trustee in this connection

23. Notices

The notices to the Debenture holders required to be given by TMFL or the Trustees shall be deemed to have been given if sent by ordinary post to the sole/first allottee or sole/first registered holder of the Debentures, as the case may be. All notices to be given by debenture holders shall be sent by registered post or by hand delivery to TMFL at its Registered / Corporate Office.

24. Succession

In the event of demise of the Debenture holder, TMFL will recognize the executor or administrator of the deceased Debenture holder, or the holder of succession certificate or other legal representative as having title to the Debentures. TMFL shall not be bound to recognize such executor, administrator or holder of the succession certificate or other legal representative as having title to the Debentures, unless such executor or administrator obtains probate or letter of administration or such holder is the holder of succession certificate or other legal representation, as the case may be, from a competent Court in India having jurisdiction over the matter. The Directors of TMFL may, in their absolute discretion, where they think fit, dispense with production of probate or letter of administration or succession certificate or other legal representation, in order to recognize such holder as being entitled to the Debentures standing in the name of the deceased Debenture holder on production of sufficient documentary proof or indemnity.

25. Allotment Basis

Acceptance of the offer to invest and the allotment shall be decided by TMFL. The Company reserves the right to reject in full or part any or all of the offers received by them to invest in the debentures without assigning any reason for such rejection. Acceptance of the offer shall be subject to completion of subscription formalities as detailed in the application form.

26. Trustee

IDBI Trusteeship Limited has been appointed to act as the Trustees for the Debenture holders (hereinafter referred to as "Trustees"). All remedies of the Debenture holder(s) for

the amounts due on the Debentures will be vested with the Trustees on behalf of the Debenture holder(s).

The Debenture holders shall without any further act or deed be deemed to have irrevocably given their consent and authorize the Trustees or any of their Agents or authorized officials to do inter alia acts, deeds and things necessary in respect of or relating to the creation of security in terms of this Information Document of Private Placement.

27. Register of Debenture Holders

TMFL shall maintain Register of Debenture holders containing necessary particulars at its Registered Office / Registrar & Share Transfer Agent's office.

28. Tax Benefits

There are no specific tax benefits attached to the Debentures. Investors are advised to consider the tax implications of their respective investment in the Debentures.

29. Governing Laws

The Debentures are governed by and shall be construed in accordance with the existing Indian laws. Any dispute between the Company and the Debenture holder will be subject to the jurisdiction of the courts in the city of Mumbai.

30. Undertaking By TMFL

TMFL hereby undertakes that it shall use a common form of transfer for all debentures issued by the Issuer.

31. Any material event/ development or change having implications on the financials, credit quality (e.g. any material regulatory proceedings against the Issuer/promoters, tax litigations resulting in material liabilities. corporate restructuring event etc) at the time of issue which may affect the issue or the investor's decision to invest / continue to invest in the debt securities:

The Boards of Directors of TMF Holdings Limited (Formerly known as Tata Motors Finance Limited) (TMFHL) and Tata Motors Finance Limited (Formerly known as Sheba Properties Limited) ("TMFL") at its meetings held on 26th September 2016 have approved a scheme of arrangement under Section 391 to 394 of the Companies Act, 1956 (corresponding to Sections 230 to 231 of the Companies Act, 2013) ("Scheme"), for the transfer by the Company of its undertaking comprising the new vehicle finance line of business including its assets and liabilities comprising part of that undertaking ("Transferred Undertaking") to its subsidiary, TMFL on the terms and conditions more particularly set out in the Scheme. The Scheme has been accepted and approved by NCLT on April 06, 2017 and became effective on May 09, 2017.

32. Details of all default/s and/or delay in payments of interest and principal of any kind of term loans, debt securities and other financial indebtedness including corporate guarantee issued by the Company, in the past 5 years . NIL

(X) OTHER INFORMATION & DISCLOSURES & COVENANTS

List of Material Contracts and Documents

The list of material contracts and documents is as under:

1. Letters dated October 31, 2017 from CARE Limited and ICRA Limited assigning/reaffirming the credit rating to the NCDs issue of the Company.
2. Letter from IDBI Trusteeship Services Limited dated March 27, 2017 giving consent for acting as Trustees
3. Certificate of incorporation of the Company dated January 24, 1989 and Certificate of Incorporation pursuant to change of name dated June 30, 2017.
4. Memorandum of Association and Articles of Association of the Company
5. Copy of resolution passed by the shareholders of the Company at Extraordinary General Meeting of the Company held on May 19, 2017 approving the overall borrowing of the Company.
6. Shareholders resolution for borrowing by way of NCDs dated May 19, 2017
7. Copy of the Board Resolution dated May 19, 2017 approving this issue.
8. Tata Brand Equity and Business Promotion agreement dated July 03, 2017 entered into between Company and Tata Sons Limited for use of the Tata brand name.
9. Financials for the year ended Mar 17 Mar 16, Mar 15 and September 2017
10. Copy of scheme of arrangement between TMF Holdings Limited (Formerly known as Tata Motors Finance Limited) (TMFHL) and Tata Motors Finance Limited (Formerly known as Sheba Properties Limited) ("TMFL").

Other Disclosures:

1. Details of any Acquisition or Amalgamation in the last one year : NIL
2. Details of any Reorganization or Reconstruction in the last 1 year –

The Boards of Directors of TMF Holdings Limited (Formerly known as Tata Motors Finance Limited) (TMFHL) and Tata Motors Finance Limited (Formerly known as Sheba Properties Limited) (“TMFL”) at its meetings held on 26th September 2016 have approved a scheme of arrangement under Section 391 to 394 of the Companies Act, 1956 (corresponding to Sections 230 to 231 of the Companies Act, 2013) (“Scheme”), for the transfer by the Company of its undertaking comprising the new vehicle finance line of business including its assets and liabilities comprising part of that undertaking (“Transferred Undertaking”) to its subsidiary, TMFL on the terms and conditions more particularly set out in the Scheme. The Scheme has been accepted and approved by NCLT on April 06, 2017 and became effective on May 09, 2017.

3. In case of default in payment of Interest and/or principal redemption on the due dates, additional interest of 2% p.a. over the coupon rate will be payable by the Company for the defaulting period
4. In case of delay in listing of the debt securities beyond 20 days from the deemed date of allotment, the Company will pay penal interest of 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.
5. Project cost and means of financing, in case of funding of new projects : NIL
6. The amount of corporate guarantee issued by the Issuer along with name of the counterparty (like name of the subsidiary, JV entity, group company, etc) on behalf of whom it has been issued


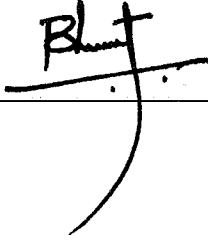
NIL- To the best of our knowledge no such corporate Guarantee was issued.

Note: The interest rates mentioned in above three cases are the minimum interest rates payable by the Company and are independent of each other.

DECLARATION

The Company hereby certifies that the disclosures made in this Disclosure Document are true and correct and generally adequate and in conformity with Schedule I of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time, and no statement made in this Disclosure Document shall contravene any of the provisions of the Companies Act, 2013 and the rules made thereunder. All the legal requirements connected with the said issue as also the guidelines, instructions, etc issued by SEBI, Government and any other competent authority in this behalf have been duly complied with.

Signed by:

Name, Designation	Signature
Mr. Anand Bang – Chief Financial Officer	
Mr. Bhushan Tinekar – Head Treasury	

Place: Mumbai

Date – November 09, 2017



CARE/HO/RL/2017-18/3073

Mr. Bhushan Tinekar

Head - Treasury

Tata Motors Finance Limited

(Formerly known as Sheba Properties Limited)

10th floor, 106 Makers chambers III,
Jamnalal Bajaj Marg, Nariman Point,
Mumbai – 400021

October 31, 2017

Confidential

Dear Sir,

Credit rating for proposed debt issue

Please refer to our letter dated April 28, 2017 and your request for revalidation of the rating assigned to the proposed subordinated-debt issue of your company, for a limit of Rs.265 crore.

2. The following rating has been reviewed:

Instrument	Amount (Rs. crore)	Amount Outstanding* (Rs. Crore)	Rating ¹	Rating Action
Proposed Subordinated Debt issue	265 (Rs. Two Hundred Sixty Five crore only)	-	CARE AA+; Stable (Double A Plus; Outlook: Stable)	Reaffirmed

*As on October 30, 2017

3. Please arrange to get the rating revalidated, in case the proposed issue is not made within six months from the date of this letter.

4. 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	Details of top 10 investors

¹Complete definitions of the ratings assigned are available on www.careratings.com and in other CARE publications. (Formerly known as Credit Analysis & Research Limited)

5. 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.
6. 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 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 debt instruments, CARE shall carry out the review on the basis of best available information throughout the life time of such instruments. In such cases the credit rating symbol shall be accompanied by "ISSUER NOT COOPERATING". CARE shall also be entitled to publicize/disseminate all the afore-mentioned rating actions in any manner considered appropriate by it, without reference to you.
7. Users of this rating may kindly refer our website www.careratings.com for latest update on the outstanding rating.
8. 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,



[Ashwitha Nandagopalan]

Analyst

ashwitha.n@careratings.com



[Aditya Acharekar]

Associate Director

aditya.acharekar@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.

CARE Ratings Limited

(Formerly known as Credit Analysis & Research Limited)

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CONFIDENTIAL

Ref: 2017-18/MUMR/1084

Date: October 31, 2017

Mr Bhushan Tinekar
Tata Motors Finance Limited
10th floor, 106 Maker Chambers III
Jamnalal Bajaj Marg
Narimal Point
Mumbai - 400021

Dear Sir,

Re: ICRA rating for Rs. 1400 crore Subordinate Debt Programme of Tata Motors Finance Limited (erstwhile Sheba Properties Limited)

This is with reference to your email/ letter dated October 30, 2017, for re-validating your rating for the Subordinate Debt Programme of Rs.1400 crore.

We confirm that the “[ICRA] AA” rating with a Positive outlook, assigned to the captioned Subordinate Debt Programmes of your company and last communicated to you vide our letter dated April 21, 2017 stands. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Instruments rated in this category carry very low credit risk.

The other terms and conditions for the credit rating of the aforementioned instrument shall remain the same vide our letter Ref: 2017-18/MUM/0112 dated April 21, 2017.

We look forward to further strengthening our existing relationship and assure you of our best services.

With kind regards,

Yours sincerely,

For ICRA Limited



ANJAN DEB GHOSH
Executive Vice President
aghosh@icraindia.com



KARTHIK SRINIVASAN
Senior Vice President
karthiks@icraindia.com

IDBI Trusteeship Services Ltd

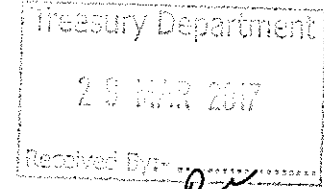
CIN : U65991MH2001GOI131154



No. 8245-B/ITSL/OPR/2016-17

Date: 27th March, 2017

Sheba Properties Limited
10th Floor 106 A & B, Makers Chambers III,
Nariman Point, Mumbai- 400021

**Kind Attn:** Mr. Rohit Kumar

Dear Sir,

Subject: Consent to act as Debenture Trustee for non-convertible debentures to be issued by Sheba Properties Limited ("Sheba Properties")

This has reference to our discussions regarding the appointment of IDBI Trusteeship Services Ltd. ("*ITSL*") as debenture trustee for Sheba Properties for the following non-convertible debentures to be issued (proposed to be listed) by Sheba Properties:

Sr No	Type	Amount
1.	Subordinated Unsecured Redeemable Non Convertible Debentures as Tier II Capital	Rs. 265 cr
2.	Subordinated Unsecured Perpetual Non Convertible Debentures as Tier I & Tier II Capital	Rs. 39.70 cr

We agree to act as the debenture trustee for the aforesaid issuances and provide our consent to act as the debenture trustee for the same.

For IDBI Trusteeship Services Limited
Authorised Signatory