(Please scan this QR code to view the Updated Draft Red Herring Prospectus – I)

UPDATED DRAFT RED HERRING PROSPECTUS - I
Dated: August 4, 2025
Please read Section 32 of the Companies Act, 2013
(This Updated Draft Red Herring Prospectus – I will be updated upon filing of the RHP with the RoC)
100% Book Built Offer

TATA CAPITAL LIMITED

Corporate Identity Number: U65990MH1991PLC060670

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013, Maharashtra, India	Ms. Sarita Kamath *Chief Legal and Compliance Officer & Company Secretary*	**Email:** investors@tatacapital.com **Tel:** +91 022 6606 9000	www.tatacapital.com

THE PROMOTER OF OUR COMPANY: TATA SONS PRIVATE LIMITED

DETAILS OF THE OFFER TO THE PUBLIC

TYPE	FRESH ISSUE SIZE	OFFER FOR SALE SIZE	TOTAL OFFER SIZE	ELIGIBILITY AND RESERVATIONS
Fresh Issue and Offer for Sale	Up to 210,000,000 equity shares of face value of ₹10 each (“**Equity Shares**”) aggregating up to ₹ [●] million	Up to 265,824,280 Equity Shares of face value of ₹10 each aggregating up to ₹[●] million	Up to 475,824,280 Equity Shares of face value of ₹10 each aggregating up to ₹[●] million	This Offer is being made in terms of Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”). For further details, see “*Other Regulatory and Statutory Disclosures – Eligibility for the Offer*” on page 679. For details of share reservation among QIBs, NIBs, RIIs and Eligible Employees, see “*Offer Structure*” beginning on page 717.

DETAILS OF THE OFFER FOR SALE

NAME OF SELLING SHAREHOLDERS	TYPE	NUMBER OF EQUITY SHARES OFFERED/ AMOUNT (₹ IN MILLION)	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹)*
Tata Sons Private Limited	Promoter Selling Shareholder	Up to 230,000,000 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million	34.0
International Finance Corporation	Investor Selling Shareholder	Up to 35,824,280 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million	25.0#

**As certified by Manian & Rao, Chartered Accountants by way of their certificate dated August 4, 2025.*
#Pursuant to merger of TCCL into our Company with effect from January 1, 2024, International Finance Corporation was allotted Equity Shares of our Company in the ratio of four Equity Shares of our Company for every five equity shares of TCCL held by International Finance Corporation. The consideration paid by International Finance Corporation for the acquisition of equity shares of TCCL has been considered as the consideration paid for the acquisition of Equity Shares of our Company.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10 each. The Floor Price and Cap Price, determined by our Company in consultation with the Book Running Lead Managers, and the Offer Price determined by our Company in consultation with the Book Running Lead Managers, in accordance with the SEBI ICDR Regulations, and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “*Basis for Offer Price*” beginning on page 139 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India (“**SEBI**”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Updated Draft Red Herring Prospectus - I. Specific attention of the investors is invited to “*Risk Factors*” beginning on page 45.

COMPANY’S AND SELLING SHAREHOLDERS’ ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Updated Draft Red Herring Prospectus - I contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Updated Draft Red Herring Prospectus - I is true and correct in all material aspects and is not misleading in any material respect, that opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Updated Draft Red Herring Prospectus - I as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Each of the Selling Shareholders, severally and not jointly, accepts responsibility for and only confirms the statements expressly and specifically made or confirmed by each such Selling Shareholder in this Updated Draft Red Herring Prospectus - I solely in relation to such Selling Shareholder and its respective portion of the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. No Selling Shareholder assumes any responsibility for any other statements, disclosures and undertakings, including without limitation, any of the statements, disclosures or undertakings

made or confirmed by or in relation to our Company or our Company's business, or any other Selling Shareholders or any other person(s), in this Updated Draft Red Herring Prospectus – I.
LISTING
The Equity Shares that will be offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges being BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**" and together with BSE, the "**Stock Exchanges**"). For the purposes of the Offer, the Designated Stock Exchange shall be [●].

BOOK RUNNING LEAD MANAGERS

Name of Book Running Lead Manager and Logo	Contact Person	Email and Telephone	Name of Book Running Lead Manager and Logo	Contact Person	Email and Telephone
Kotak Mahindra Capital Company Limited	Ganesh Rane	**E-mail:** tatacapital.ipo@kotak.com; **Tel:** +91 22 4336 0000	**HSBC Securities and Capital Markets (India) Private Limited**	Harsh Thakkar / Harshit Tayal	**E-mail:** tatacapipo@hsbc.co.in; **Tel:** +91 22 6864 1289
Axis Capital Limited	Ankit Bhatia	**E-mail:** tatacapital.ipo@axiscap.in; **Tel:** +91 22 4325 2183	**ICICI Securities Limited**	Tanya Tiwari	**E-mail:** tatacapital.ipo@icicisecurities.com; **Tel:** +91 22 6807 7100
BNP Paribas	Mahabir Kochar	**E-mail**: DL.TataCapital.IPO@bnpparibas.com; **Tel**: +91 22 3370 4000	**IIFL Capital Services Limited** ***(formerly known as IIFL Securities Limited)***	Nishita Mody/ Pawan Kumar Jain	**E-mail:** tatacapital.ipo@iiflcap.com; **Tel:** +91 22 4646 4728
Citigroup Global Markets India Private Limited	Karishma Asrani	**E-mail:** tatacapitalipo@citi.com; **Tel:** +91 22 6175 9999	**J.P. Morgan India Private Limited**	Krittvee Bastawala / Avinash Anand	**E-mail:** TataCapital_IPO@jpmorgan.com; **Tel:** +91 22 6157 3000
HDFC Bank Limited	Bharti Ranga/ Souradeep Ghosh	**E-mail:** tcl.ipo@hdfcbank.com; **Tel:** +91 22 3395 8233	**SBI Capital Markets Limited**	Kristina Dias	**E-mail:** tatacapital.ipo@sbicaps.com **Tel:** +91 22 4006 9807

REGISTRAR TO THE OFFER

NAME OF THE REGISTRAR	CONTACT PERSON	EMAIL AND TELEPHONE
MUFG Intime India Private Limited (*formerly Link Intime India Private Limited*)	Shanti Gopalkrishnan	**E-mail**: tatacapital.ipo@in.mpms.mufg.com **Tel**: + 91 810 811 4949

BID/OFFER PERIOD

ANCHOR INVESTOR BIDDING DATE(1)	[●]	BID/ OFFER OPENS ON(1)	[●]	BID/ OFFER CLOSES ON(2)	[●](3)

(1) *Our Company, in consultation with the Book Running Lead Managers, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date.*

(2) *Our Company, in consultation with the Book Running Lead Managers, may consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations.*

(3) *The UPI mandate end time and date shall be at 5.00 p.m. on the Bid/Offer Closing Date.*

UPDATED DRAFT RED HERRING PROSPECTUS - I
Dated: August 4, 2025
Please read Section 32 of the Companies Act, 2013
(*This Updated Draft Red Herring Prospectus – I will be updated upon filing of the RHP with the RoC*)
100% Book Built Offer

TATA CAPITAL LIMITED

Our Company was incorporated as 'Primal Investments & Finance Limited' as a public limited company under the Companies Act, 1956, pursuant to the certificate of incorporation dated March 8, 1991, issued by the Additional Registrar of Companies, Maharashtra at Bombay and commenced its operations pursuant to a certificate for commencement of business dated April 1, 1991, issued by the Additional Registrar of Companies, Maharashtra at Bombay. Subsequently, the name of our Company was changed to 'Tata Capital Limited' and a fresh certificate of incorporation consequent to name change dated May 8, 2007, issued by the Registrar of Companies, Maharashtra at Mumbai. For further details of changes in the name of our Company and the registered office, see "*History and Certain Corporate Matters – Brief History of our Company*" on page 361.

Registered and Corporate Office: 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013, Maharashtra, India;
Tel: +91 022 6606 9000; **Website**: www.tatacapital.com; **Contact person**: Ms. Sarita Kamath, Chief Legal and Compliance Officer & Company Secretary of our Company;
E-mail: investors@tatacapital.com; **Corporate Identity Number**: U65990MH1991PLC060670

THE PROMOTER OF OUR COMPANY: TATA SONS PRIVATE LIMITED

INITIAL PUBLIC OFFERING OF UP TO 475,824,280 EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") OF TATA CAPITAL LIMITED (OUR "COMPANY" OR THE "COMPANY") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹[●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹[●] MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO 210,000,000 EQUITY SHARES OF FACE VALUE OF ₹10 EACH AGGREGATING UP TO ₹ [●] MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 265,824,280 EQUITY SHARES OF FACE VALUE OF ₹10 EACH AGGREGATING UP TO ₹[●] MILLION (THE "OFFER FOR SALE"), CONSISTING OF UP TO 230,000,000 EQUITY SHARES OF FACE VALUE OF ₹10 EACH AGGREGATING UP TO ₹[●] MILLION BY TATA SONS PRIVATE LIMITED ("PROMOTER SELLING SHAREHOLDER") AND UP TO 35,824,280 EQUITY SHARES OF FACE VALUE OF ₹10 EACH AGGREGATING UP TO ₹[●] MILLION BY INTERNATIONAL FINANCE CORPORATION ("INVESTOR SELLING SHAREHOLDER") (THE PROMOTER SELLING SHAREHOLDER ALONG WITH THE INVESTOR SELLING SHAREHOLDER, COLLECTIVELY REFERRED TO AS THE "SELLING SHAREHOLDERS" AND SUCH EQUITY SHARES, THE "OFFERED SHARES").

THIS OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH (CONSTITUTING UP TO [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY) AGGREGATING UP TO ₹[●] MILLION FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (AS DEFINED HEREINAFTER) (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WILL CONSTITUTE [●]% AND [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY, RESPECTIVELY.

THE PRICE BAND AND THE MINIMUM BID LOT SHALL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLMS AND WILL BE ADVERTISED IN ALL EDITIONS OF FINANCIAL EXPRESS, AN ENGLISH NATIONAL DAILY NEWSPAPER, ALL EDITIONS OF JANSATTA, A HINDI NATIONAL DAILY NEWSPAPER AND THE MUMBAI EDITION OF NAVSHAKTI, A MARATHI DAILY NEWSPAPER (MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA, WHERE OUR REGISTERED AND CORPORATE OFFICE IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE STOCK EXCHANGES FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.

In case of any revision in the Price Band, the Bid/ Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company in consultation with the BRLMs, may, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to the Self-Certified Syndicate Banks ("**SCSBs**"), other Designated Intermediaries and the Sponsor Bank(s), as applicable.

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Offer shall be allocated on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") ("**QIB Portion**"), provided that our Company, in consultation with the Book Running Lead Managers may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("**Anchor Investor Portion**"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion ("**Net QIB Portion**"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, subject to valid Bids being received at or above the Offer Price, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to all QIBs. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders ("**RIBs**") in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. One-third of the Non-Institutional Portion shall be available for allocation to Non-Institutional Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000 and two-thirds of the Non-Institutional Portion shall be available for allocation to Non-Institutional Bidders with a Bid size of more than ₹1.0 million provided that under-subscription in either of these two sub-categories of the Non-Institutional Portion may be allocated to Non-Institutional Bidders in the other sub-category of Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids received from them at or above the Offer Price. All potential Bidders (except Anchor Investors) are mandatorily required to participate in the Offer through the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective ASBA accounts and UPI ID in case of UPI Bidders, as applicable, pursuant to which their corresponding Bid Amount will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") or by the Sponsor Bank(s) under the UPI Mechanism, as the case may be, to the extent of the respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see "*Offer Procedure*" beginning on page 721.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10 each. The Floor Price and Cap Price, determined by our Company in consultation with the BRLMs, and the Offer Price determined by our Company in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "*Basis for Offer Price*" beginning on page 139, in accordance with the SEBI ICDR Regulations, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Updated Draft Red Herring Prospectus - I. Specific attention of the investors is invited to "*Risk Factors*" beginning on page 45.

COMPANY AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Updated Draft Red Herring Prospectus - I contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Updated Draft Red Herring Prospectus - I is true and correct in all material aspects and is not misleading in any material respect, that opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Updated Draft Red Herring Prospectus - I as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Each of the Selling Shareholders, severally and not jointly, accepts responsibility for and only confirms the statements expressly and specifically made or confirmed by each such Selling Shareholder in this Updated Draft Red Herring Prospectus - I solely in relation to such Selling Shareholder and its respective portion of the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. No Selling Shareholder assumes any responsibility for any other statements, disclosures and undertakings, including without limitation, any of the statements, disclosures or undertakings made or confirmed by or in relation to our Company or our Company's business, or any other Selling Shareholders or any other person(s), in this Updated Draft Red Herring Prospectus - I.

LISTING

The Equity Shares to be Allotted through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters each dated May 8, 2025. For the purposes of the Offer, the Designated Stock Exchange shall be [●]. A signed copy of the Red Herring Prospectus and the Prospectus shall be delivered to the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/ Offer Closing Date, see "*Material Contracts and Documents for Inspection*" beginning on page 779.

BOOK RUNNING LEAD MANAGERS TO THE OFFER

Kotak Mahindra Capital Company Limited 1st Floor, 27 BKC, Plot No. C – 27 "G" Block, Bandra Kurla Complex Bandra (East) Mumbai 400 051 Maharashtra, India **Telephone:** +91 22 4336 0000 **E-mail:** tatacapital.ipo@kotak.com **Investor Grievance ID:** kmccredressal@kotak.com **Website:** https://investmentbank.kotak.com **Contact Person:** Ganesh Rane **SEBI Registration Number:** INM000008704	**Axis Capital Limited** 1st Floor, Axis House C-2, Wadia International Centre P.B. Marg, Worli Mumbai 400 025 Maharashtra, India **Telephone:** +91 22 4325 2183 **E-mail:** tatacapital.ipo@axiscap.in **Investor Grievance ID:** complaints@axiscap.in **Website:** www.axiscapital.co.in **Contact Person:** Ankit Bhatia **SEBI Registration Number:** INM000012029	**BNP Paribas** 1 North Avenue, Maker Maxity Bandra-Kurla Complex, Bandra (E) Mumbai 400 051 Maharashtra, India **Telephone:** +91 22 3370 4000 **E-mail:** DL.TataCapital.IPO@bnpparibas.com **Investor Grievance ID:** indiainvestors.care@asia.bnpparibas.com **Website:** www.bnpparibas.co.in **Contact Person:** Mahabir Kochar **SEBI Registration Number:** INM000011534	**Citigroup Global Markets India Private Limited** First International Financial Centre (FIFC) 12th Floor, C-54 & 55, G-Block Bandra Kurla Complex, Bandra East Mumbai 400 098 Maharashtra, India **Telephone:** +91 22 6175 9999 **E-mail:** tatacapitalipo@citi.com **Investor Grievance ID:** investors.cgmib@citi.com **Website:** www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm **Contact Person:** Karishma Asrani **SEBI Registration Number:** INM000010718	**HDFC Bank Limited** Investment Banking Group Unit no. 701, 702 and 702-A, 7th floor Tower 2 and 3, One International Centre Senapati Bapat Marg, Prabhadevi Mumbai 400 013 Maharashtra, India **Telephone:** +91 22 3395 8233 **E-mail:** tcl.ipo@hdfcbank.com **Investor Grievance ID:** Investor.redressal@hdfcbank.com **Website:** www.hdfcbank.com **Contact Person:** Bharti Ranga/ Souradeep Ghosh **SEBI Registration Number:** INM000011252	**HSBC Securities and Capital Markets (India) Private Limited** 52/60, Mahatma Gandhi Road Fort, Mumbai 400 001 Maharashtra, India **Telephone:** +91 22 6864 1289 **E-mail:** tatacapipo@hsbc.co.in **Investor Grievance E-mail**: investorgrievance@hsbc.co.in **Website**: www.business.hsbc.co.in **Contact Person**: Harsh Thakkar / Harshit Tayal **SEBI Registration Number**: INM000010353
ICICI Securities Limited ICICI Venture House Appasaheb Marathe Marg, Prabhadevi Mumbai 400 025 Maharashtra, India **Telephone:** +91 22 6807 7100 **Email:** tatacapital.ipo@icicisecurities.com **Website:** www.icicisecurities.com **Investor Grievance ID:** customercare@icicisecurities.com **Contact Person:** Tanya Tiwari **SEBI Registration Number:** INM000011179	**IIFL Capital Services Limited** (*formerly known as IIFL Securities Limited*) 24th floor, One Lodha Place Senapati Bapat Marg Lower Parel (West), Mumbai 400 013 Maharashtra, India **Telephone:** + 91 22 4646 4728 **E-mail:** tatacapital.ipo@iiflcap.com **Investor Grievance ID:** ig.ib@iiflcap.com **Website:** www.iiflcap.com **Contact Person:** Nishita Mody/ Pawan Kumar Jain **SEBI Registration Number:** INM000010940	**J.P. Morgan India Private Limited** J.P. Morgan Tower Off CST Road, Kalina Santacruz (East), Mumbai 400 098 Maharashtra, India **Telephone:** +91 22 6157 3000 **E-mail:** TataCapital_IPO@jpmorgan.com **Investor Grievance ID:** investorsmb.jpmipl@jpmorgan.com **Website:** www.jpmipl.com **Contact Person:** Krittvee Bastawala / Avinash Anand **SEBI Registration Number:** INM000002970	**SBI Capital Markets Limited** 1501, 15th Floor, A & B Wing G Block, Parinee Crescenzo Bandra Kurla Complex, Bandra (East) Mumbai 400 051 Maharashtra, India **Telephone:** +91 22 4006 9807 **E-mail:** tatacapital.ipo@sbicaps.com **Investor Grievance e-mail:** investor.relations@sbicaps.com **Website:** www.sbicaps.com **Contact Person:** Kristina Dias **SEBI Registration Number:** INM000003531	**REGISTRAR TO THE OFFER** **MUFG Intime India Private Limited** **(*formerly Link Intime India Private Limited*)** C-101, 247 Park, 1st Floor L.B.S. Marg, Vikhroli West Mumbai 400 083 Maharashtra, India **Telephone**: +91 810 811 4949 **Investor Grievance ID**: tatacapital.ipo@in.mpms.mufg.com **Website**: https://in.mpms.mufg.com/ **Contact Person**: Shanti Gopalkrishnan **SEBI Registration Number:** INR000004058	

ANCHOR INVESTOR BIDDING DATE	[●](1)	**BID/ OFFER OPENS ON**	[●](1)	**BID/ OFFER CLOSES ON**	[●](2)(3)

(1) Our Company in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date.
(2) Our Company in consultation with the BRLMs, may consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations
(3) The UPI mandate end time and date shall be at 5.00 p.m. on the Bid/Offer Closing Date.

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Updated Draft Red Herring Prospectus - I uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or unless otherwise specified, shall have the meanings as provided below. References to any legislation, act, regulation, rules, guidelines, clarifications or policies or articles of association or memorandum of association shall be to such legislation, act, regulation, rules, guidelines, clarifications or policies or articles of association or memorandum of association as amended, supplemented or re-enacted from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. In case of any inconsistency between the definitions provided in this Updated Draft Red Herring Prospectus - I and the definitions contained in the General Information Document, the definitions provided in this Updated Draft Red Herring Prospectus - I shall prevail.

The words and expressions used in this Updated Draft Red Herring Prospectus - I but not defined herein shall have, to the extent applicable, the same meanings ascribed to such terms under the SEBI ICDR Regulations, the SEBI Act, the Companies Act, the SCRA, the Depositories Act and the rules and regulations notified thereunder.

Notwithstanding the foregoing, the terms used in "Capital Structure", "Objects of the Offer", "Basis for Offer Price", "Statement of Possible Special Tax Benefits", "Industry Overview", "Key Regulations and Policies", "History and Certain Corporate Matters", "Restated Consolidated Financial Information", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Financial Indebtedness", "Outstanding Litigation and Material Developments", "Government and Other Approvals", "Other Regulatory and Statutory Disclosures" and "Description of Equity Shares and Terms of Articles of Association" beginning on pages 106, 133, 139, 155, 161, 341, 361, 424, 586, 622, 627, 657, 678 and 742 respectively, shall have the meanings ascribed to them in the relevant sections.

General Terms

Term	Description
"our Company" or "the Company" or "TCL"	Tata Capital Limited, a public limited company, incorporated under the Companies Act, 1956, having its Registered and Corporate Office at 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013, Maharashtra, India, unless the context otherwise indicates or implies
"we", "us" or "our"	Unless the context otherwise indicates or implies, refers to our Company and our Subsidiaries, collectively

Company Related Terms

Term	Description
"Articles of Association" or "AoA" or "Articles"	The articles of association of our Company, as amended
Audit Committee	The audit committee of our Board, as described in "*Our Management – Committees of our Board – Audit Committee*" on page 380
Audited Special Purpose Consolidated Financial Statements of our Company (excluding TMFL)	Special purpose consolidated financial statements of the Company and its subsidiaries and its associates excluding TMFL for the year ended March 31, 2025, which comprise the consolidated balance sheet as at March 31, 2025, the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including a summary of the material accounting policies and other explanatory information
Audited Special Purpose Financial Statements of TMFL	Special purpose financial statements of TMFL which comprise the balance sheet as at March 31, 2025, the statement of profit and loss (including other comprehensive income), statement of changes in equity and cash flow statement for the year ended on that date and notes thereto including a summary of material accounting policies and other explanatory information
"Auditors" or "Statutory Auditors" or "Joint Statutory Auditors"	The joint statutory auditors of our Company, being MSKA & Associates, Chartered Accountants and M P Chitale & Co., Chartered Accountants
Associate(s)	Associates of our Company in accordance with Regulation 2(1)(e) of the SEBI ICDR Regulations, namely: **Equity-listed entities:** i. Sakar Healthcare Limited; **Debt-listed entities:** ii. Auxilo Finserve Private Limited; **Unlisted entities:** iii. Anderson Diagnostic Services Private Limited; iv. Apex Kidney Care Private Limited; v. Atulaya Healthcare Private Limited;

Term	Description
	vi. Cellcure Cancer Centre Private Limited; vii. Cnergyis Infotech India Private Limited; viii. Deeptek Inc., incorporated in the United States of America; ix. Famescore Private Limited (formerly known as Finagg Technologies Private Limited); x. Fincare Business Services Limited (*currently under liquidation*); xi. Harsoria Healthcare Private Limited; xii. Indusface Private Limited; xiii. Kapsons Industries Private Limited; xiv. Linux Laboratories Private Limited; xv. Noble Medichem Private Limited; xvi. Novalead Pharma Private Limited; xvii. Orbicular Pharmaceutical Technologies Private Limited; and xviii. Sea6 Energy Private Limited
"Board" or "Board of Directors"	The board of directors of our Company, as described in "*Our Management – Our Board*" beginning on page 373
CCPS	Compulsorily convertible preference shares of our Company
Chairman and Non-Executive Director	The chairman and non-executive director of our Company, namely, Mr. Saurabh Agrawal. For further details, see "*Our Management – Our Board*" on page 373
Chief Financial Officer	Chief financial officer of our Company, namely, Mr. Rakesh Bhatia. For further details, see "*Our Management – Key Managerial Personnel of our Company*" on page 390
Chief Legal and Compliance Officer & Company Secretary	Chief – legal and compliance officer & company secretary of our Company, namely, Ms. Sarita Kamath. For further details, see "*Our Management – Key Managerial Personnel of our Company*" on page 390
Committee(s)	Duly constituted committee(s) of our Board of Directors, as described in "*Our Management – Committees of our Board*" on page 379
Corporate Social Responsibility Committee	The corporate social responsibility committee of our Board, as described in "*Our Management – Committees of our Board – Corporate Social Responsibility Committee*" on page 388
CRPS	Cumulative redeemable preference shares of our Company
Director(s)	The directors on our Board, as appointed from time to time and as described in "*Our Management – Our Board*" on page 373
Equity Shares	Equity shares of our Company of face value of ₹10 each
Executive Director(s)	The executive Directors on our Board, as disclosed in "*Our Management – Our Board*" beginning on page 373
Group Companies	Group companies of our Company in accordance with Regulation 2(1)(t) of the SEBI ICDR Regulations, as disclosed in *"Group Companies"* beginning on page 662
ICML	India Collections Management Limited
Independent Chartered Accountants	Manian & Rao, Chartered Accountants
Independent Directors	Independent directors on our Board, as disclosed in "*Our Management– Our Board*" beginning on page 373
Investor Selling Shareholder	International Finance Corporation
IPO Committee	The IPO committee of our Board
"Key Managerial Personnel" or "KMP(s)"	Key managerial personnel of our Company in accordance with Regulation 2(1)(bb) of the SEBI ICDR Regulations and as disclosed in "*Our Management – Key Managerial Personnel of our Company*" on page 390
Managing Director and CEO	Managing director and chief executive officer of our Company, namely, Mr. Rajiv Sabharwal. For details, see "*Our Management – Our Board*" beginning on page 373
"Material Subsidiary" or "TCHFL"	Tata Capital Housing Finance Limited
Materiality Policy	The materiality policy of our Company adopted pursuant to a resolution of our Board dated July 4, 2025, for the identification of (a) material outstanding litigation proceedings; (b) group companies; and (c) material creditors, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in this Updated Draft Red Herring Prospectus - I
"Memorandum of Association" or "MoA"	Memorandum of association of our Company, as amended
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, as described in "*Our Management – Committees of our Board – Nomination and Remuneration Committee*" on page 383
Non-executive Director(s)	Non-executive directors (other than the Independent Directors) on our Board, as disclosed in "*Our Management – Our Board*" beginning on page 373
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in "*Our Promoter and Promoter Group*" on page 394
"Promoter" or "Promoter Selling Shareholder"	Tata Sons Private Limited
Registered and Corporate Office	The registered and corporate office of our Company is located at 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013, Maharashtra, India
"Registrar of Companies" or "RoC"	Registrar of Companies, Maharashtra at Mumbai
Related Party(ies)	Entities with which our Company has had related party transactions for the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, and as reported in "*Restated Consolidated Financial Information—Notes forming part of the Restated Consolidated Financial Information—Note 42:*

Term	Description
	Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015" on page 509
Restated Consolidated Financial Information	Restated consolidated financial information of our Company, our Subsidiaries and our Associates comprising the restated consolidated statement of assets and liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023 and the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity, the restated consolidated statement of cash flows along with the statement of material accounting policies and other explanatory information for the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, prepared under Ind AS notified under Section 133 of the Companies Act, 2013, and in accordance with requirements of sub-section (1) of Section 26 of Part I of Chapter III of the Companies Act, SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, as amended from time to time
Risk Management Committee	The risk management committee of our Board, as described in "*Our Management – Committees of our Board – Risk Management Committee*" on page 386
Selling Shareholder(s)	Together, the Promoter Selling Shareholder and the Investor Selling Shareholder
Senior Management	The members of the senior management of our Company in accordance with Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as disclosed in "*Our Management – Members of the Senior Management of our Company*" on page 390
Shareholder(s)	Shareholder(s) of our Company from time to time
Stakeholders Relationship Committee	The stakeholders' relationship committee of our Board, as described in "*Our Management - Committees of our Board – Stakeholders Relationship Committee*" on page 386
"Subsidiary" or "our Subsidiary" or "Subsidiaries"	Subsidiaries of our Company as per the Companies Act, 2013. For further details, see "*History and Certain Corporate Matters – Our Subsidiaries*" on page 366 *Further certain entities namely, Tata Capital Employee Welfare Trust, Tata Capital Growth Fund I, Tata Capital Growth Fund II, Tata Capital Healthcare Fund I, Tata Capital Healthcare Fund II, Tata Capital Innovation Fund and Tata Capital Special Situations Fund are treated as subsidiaries, as applicable, in the Restated Consolidated Financial Information pursuant to the requirements under the IndAS and appear as subsidiary(ies) in the Restated Consolidated Financial Information. However, these entities have not been identified as subsidiaries in this Updated Draft Red Herring Prospectus – I since they do not meet the requirements of a 'subsidiary' in terms of the Companies Act, 2013*
TCCL	Tata Cleantech Capital Limited
TCFSL	Tata Capital Financial Services Limited
TCL ESOP Scheme	Tata Capital Limited Employees Stock Option Scheme
TICL	Tata Infrastructure Capital Limited
TMFHL	TMF Holdings Limited
TMFL	Tata Motors Finance Limited *(formerly known as Tata Motors Finance Solutions Limited)* which has been merged with our Company pursuant to the TMFL Scheme of Arrangement
TMFL Scheme of Arrangement	The scheme of arrangement between TMFL, our Company and the respective shareholders of TMFL and our Company, as sanctioned by the National Company Law Tribunal, Mumbai Bench by way of its order dated May 1, 2025. Pursuant to the receipt of approval from the NCLT and filing of the NCLT order with the RoC, such scheme of arrangement has become effective from May 8, 2025. The appointed date for the scheme of arrangement is April 1, 2024. For details, see, "*History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamations or any revaluation of assets, in the last 10 years - Scheme of arrangement between Tata Motors Finance Limited (formerly known as Tata Motors Finance Solutions Limited), our Company and the respective shareholders of TMFL and our Company, as sanctioned by the National Company Law Tribunal, Mumbai Bench by way of its order dated May 1, 2025*" on page 365

Offer Related Terms

Term	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by the SEBI in this behalf
Acknowledgement Slip	The slip or document to be issued by a Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form
"Allot" or "Allotment" or "Allotted"	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue and transfer of Offered Shares pursuant to the Offer for Sale, in each case to successful Bidders
Allotment Advice	The note or advice or intimation of Allotment sent to each of the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹100.0 million
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors during the Anchor Investor Bid/ Offer Period in terms of the Red Herring Prospectus and the Prospectus, which will be determined by our Company in consultation with the BRLMs
Anchor Investor Application	The application form used by an Anchor Investor to Bid in the Anchor Investor Portion and which will

Term	Description
Form	be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
"Anchor Investor Bidding Date" or "Anchor Investor Bid/ Offer Period"	The day, being one Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Managers will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	The final price at which the Equity Shares will be issued and Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be determined by our Company in consultation with the BRLMs
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), the Anchor Investor Bid/ Offer Period, and in the event the Anchor Investor Allocation Price is lower than the Anchor Investor Offer Price, not later than two Working Days after the Bid/ Offer Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion, which may be allocated by our Company in consultation with the BRLMs, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations
"Application Supported by Blocked Amount" or "ASBA"	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorising an SCSB to block the Bid Amount in the ASBA Account and will include applications made by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by the UPI Bidders
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder in which the Bid Amount is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidders
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Axis	Axis Capital Limited
Banker(s) to the Offer	Collectively, the Escrow Collection Bank(s), the Public Offer Account Bank(s), the Sponsor Bank(s) and the Refund Bank(s), as the case may be
Basis of Allotment	The basis on which Equity Shares will be Allotted to successful Bidders under the Offer, as described in "*Offer Procedure*" beginning on page 721
Bid	An indication to make an offer during the Bid/ Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Offer Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto, as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut-off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIBs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid Eligible Employees applying in the Employee Reservation Portion can apply at the Cut Off Price and the Bid amount shall be the Cap Price, multiplied by the number of Equity Shares Bid for such Eligible Employee and mentioned in the Bid cum Application Form The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000. Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000
Bid cum Application Form	Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares of face value of ₹10 each and in multiples of [●] Equity Shares of face value of ₹10 each thereafter
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be published in all editions of Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper and Mumbai edition of Navshakti, a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation. Our Company in consultation with the BRLMs, may, consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the revised Bid/ Offer Closing Date will be widely disseminated by notification

Term	Description
	to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the websites of the BRLMs and at the terminals of the Syndicate Members and communicated to the Designated Intermediaries and the Sponsor Bank(s), which shall also be notified in an advertisement in the same newspapers in which the Bid/ Offer Opening Date was published, as required under the SEBI ICDR Regulations
Bid/Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be published in all editions of Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper and Mumbai edition of Navshakti, a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation
Bid/ Offer Period	Except in relation to Bids received from the Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors Our Company may, in consultation with the BRLMs, consider closing the Bid/Offer Period for the QIB Category one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
BNPP	BNP Paribas
Book Building Process	The book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
"Book Running Lead Managers" or "BRLMs"	The book running lead managers to the Offer, namely, Kotak, Axis, BNPP, Citi, HDFC, HSBC, I-Sec, IIFL, J.P. Morgan and SBICAPS
Broker Centres	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price
Cash Escrow and Sponsor Bank(s) Agreement	The agreement to be entered amongst our Company, the Selling Shareholders, the BRLMs, Syndicate Members, the Banker(s) to the Offer and the Registrar to the Offer for, *inter alia*, appointment of the Escrow Collection Bank(s) and Sponsor Bank(s), collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account and where applicable, remitting refunds of the amounts collected from Anchor Investors, on the terms and conditions thereof
Citi	Citigroup Global Markets India Private Limited
Client ID	Client identification number maintained with one of the Depositories in relation to dematerialised account
"Collecting Depository Participant" or "CDP"	A depository participant as defined under the Depositories Act and registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of the SEBI ICDR Master Circular issued by SEBI as per the list available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time and the UPI Circulars
"Confirmation of Allocation Note" or "CAN"	The notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on or after the Anchor Investor Bid/ Offer Period
CRISIL	Crisil Intelligence (*formerly known as CRISIL Market Intelligence & Analytics*), a division of Crisil Limited
CRISIL Report	The report titled "*Analysis of NBFC Sector in India*" dated July, 2025 prepared by CRISIL, appointed by our Company pursuant to a technical proposal dated February 13, 2025, which has been commissioned and paid for by our Company exclusively in connection with the Offer for the purposes of confirming our understanding of the industry in which we operate. The CRISIL Report is available on the website of our Company and has been included in "*Material Contracts and Documents for Inspection – Material Documents*" on page 779
Cut-off Price	The Offer Price, finalised by our Company in consultation with the BRLMs, which shall be any price within the Price Band. Only RIBs Bidding in the Retail Portion and Eligible Employees Bidding in the Employee Reservation Portion are entitled to Bid at the Cut-off Price. QIBs (including the Anchor Investors) and NIBs are not entitled to Bid at the Cut-off Price
Demographic Details	The details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation, bank account details and UPI ID, wherever applicable
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the

Term	Description
	website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where ASBA Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with the names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account to the Public Offer Account or the Refund Account, as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, instruction issued through the Sponsor Bank(s)) for the transfer of the relevant amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account and/ or are unblocked, as the case may be, in terms of the Red Herring Prospectus and the Prospectus, after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares will be Allotted to successful Bidders in the Offer
Designated Intermediary(ies)	Collectively, the Syndicate Members, sub-syndicate or agents, SCSBs (other than in relation to RIBs using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the Offer. In relation to ASBA Forms submitted by RIBs and Eligible Employees Bidding in the Employee Reservation Portion (not using the UPI mechanism) by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs (excluding Anchor Investors) and NIBs (not using UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where Bidders (except Anchor Investors) can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with the names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time
Designated Stock Exchange	[●]
Eligible Employees	Permanent employees, working in India or outside India (excluding such employees who are not eligible to invest in the Offer under applicable laws), of our Company or Promoter or our Subsidiaries, subject to compliance with the applicable laws in the jurisdictions where our Subsidiaries or their employees are based and as may be decided by our Board; or a Director of our Company (excluding such Directors who are not eligible to invest in the Offer under applicable laws), whether whole-time or not, as on the date of the filing of the Red Herring Prospectus with the RoC and who continues to be a permanent employee of our Company or Promoter or our Subsidiaries or a Director of our Company, until submission of the Bid cum Application Form, but not including (i) Promoter; (ii) persons belonging to the Promoter Group; (iii) Directors who either themselves or through their relatives or through any body corporate, directly or indirectly, hold more than 10% of the outstanding Equity Shares of our Company; or (iv) permanent employees of the Company or Promoter or such Subsidiaries whose applicable laws in such jurisdictions, may, in the opinion of our Board, require our Company to undertake additional filings and compliances. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000. Only in the event of an under-subscription in the Employee Reservation Portion post initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000
Eligible FPI(s)	FPI(s) that are eligible to participate in the Offer in terms of applicable law and from such jurisdictions outside India where it is not unlawful to make an offer / invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares
Eligible NRI(s)	NRI(s) eligible to invest under Schedule 3 and Schedule 4 of the FEMA Rules, from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to purchase the Equity Shares
Employee Reservation Portion	The portion of the Offer being up to [●] Equity Shares of face value of ₹10 each (comprising up to [●]% of our post Offer Equity Share capital), aggregating up to ₹[●] million available for allocation to Eligible Employees, on a proportionate basis. Such portion shall not exceed 5% of the post-Offer Equity Share capital of our Company
Escrow Account(s)	The 'no-lien' and 'non-interest bearing' account(s) to be opened with the Escrow Collection Bank(s)

Term	Description
	and in whose favour the Bidders (excluding ASBA Bidders) will transfer money through NACH/direct credit/NEFT/RTGS in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank(s)	The bank(s) which are clearing members and registered with SEBI as banker to an issue under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended and with whom the Escrow Account(s) will be opened, in this case being [●]
"First Bidder" or "Sole Bidder"	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted
Fraudulent Borrower	A company or person, as the case may be, categorised as a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on fraudulent borrowers issued by the RBI and as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Fresh Issue	Fresh issue of up to 210,000,000 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million by our Company
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
"General Information Document" or "GID"	The general information document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars and any subsequent circulars or notifications issued by SEBI, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs
Gross Proceeds	Gross proceeds of the Fresh Issue that will be available to our Company
HDFC	HDFC Bank Limited
HSBC	HSBC Securities and Capital Markets (India) Private Limited
IIFL	IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*)
I-Sec	ICICI Securities Limited
J.P. Morgan	J.P. Morgan India Private Limited
Kotak	Kotak Mahindra Capital Company Limited
Monitoring Agency	[●], being a credit rating agency registered with SEBI
Monitoring Agency Agreement	The agreement to be entered into between our Company and the Monitoring Agency
Mutual Fund Portion	5% of the Net QIB Portion, or [●] Equity Shares of face value of ₹10 each which shall be available for allocation to Mutual Funds only, on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Net Offer	The Offer, less the Employee Reservation Portion
Net Proceeds	Proceeds of the Offer, i.e., gross proceeds of the Fresh Issue less the Offer Expenses. For further details regarding the use of the Net Proceeds and the Offer Expenses, see "*Objects of the Offer*" beginning on page 133
Net QIB Portion	The QIB Portion less the number of Equity Shares allocated to the Anchor Investors
"Non-Institutional Bidders" or "NIBs"	All Bidders, that are not QIBs (including Anchor Investors) or RIBs, Eligible Employees Bidding in the Employee Reservation Portion and who have Bid for Equity Shares for an amount of more than ₹200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Net Offer comprising [●] Equity Shares of face value of ₹10 each which shall be available for allocation to NIBs, subject to valid Bids being received at or above the Offer Price, in the following manner: (a) one-third of the portion available to NIBs shall be reserved for Bidders with application size of more than ₹200,000 and up to ₹1,000,000; and (b) two third of the portion available to NIBs shall be reserved for Bidders with application size of more than ₹1,000,000. Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to Bidders in the other sub-category of NIBs, in accordance with the SEBI ICDR Regulations
Non-Resident	Person resident outside India, as defined under FEMA, and includes a non-resident Indian, FVCIs and FPIs
Offer	The initial public offer of up to 475,824,280 Equity Shares of face value of ₹10 each for cash consideration at a price of ₹[●] each, aggregating up to ₹[●] million, comprising the Fresh Issue and the Offer for Sale
Offer Agreement	The agreement dated April 4, 2025 entered into amongst our Company, the Selling Shareholders and the BRLMs, pursuant to which certain arrangements have been agreed to in relation to the Offer
Offer for Sale	The offer for sale of up to 265,824,280 Equity Shares of face value of ₹10 each aggregating up to ₹[●] million being offered for sale by the Selling Shareholders consisting of up to 230,000,000 Equity Shares of face value of ₹10 each aggregating up to ₹[●] million by the Promoter Selling Shareholder and up to 35,824,280 Equity Shares of face value of ₹10 each aggregating up to ₹[●] million by the Investor Selling Shareholder
Offer Price	The final price within the Price Band at which the Equity Shares will be Allotted to successful ASBA Bidders in terms of the Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to

Term	Description
	Anchor Investors at the Anchor Investor Offer Price which will be decided by our Company in consultation with the BRLMs in terms of the Red Herring Prospectus and the Prospectus. The Offer Price will be decided by our Company in consultation with the BRLMs on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to our Company and the proceeds of the Offer for Sale which shall be available to each of the Selling Shareholders, to the extent of their respective portion of the Offered Shares. For further information about use of the Offer Proceeds, see "*Objects of the Offer*" beginning on page 133
Offered Shares	Up to 265,824,280 Equity Shares of face value of ₹10 each aggregating up to ₹[●] million being offered for sale by the Selling Shareholders in the Offer for Sale
"Pre-filed Draft Red Herring Prospectus" or "Pre-filed DRHP"	The pre-filed draft red herring prospectus dated April 4, 2025 filed with SEBI and the Stock Exchanges, in accordance with Chapter IIA of the SEBI ICDR Regulations, which did not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer
Price Band	Price band ranging from a minimum price of ₹[●] per Equity Share (i.e., the Floor Price) and the maximum price of ₹[●] per Equity Share (i.e., the Cap Price) including any revisions thereof. The Price Band and the minimum Bid Lot will be decided by our Company in consultation with the BRLMs, and will be advertised, at least two Working Days prior to the Bid/ Offer Opening Date, in all editions of Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper and Mumbai edition of Navshakti, a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation with the relevant financial ratios calculated at the Floor Price and at the Cap Price and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites
Pricing Date	The date on which our Company in consultation with the BRLMs, will finalise the Offer Price
Prospectus	The prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, and the SEBI ICDR Regulations containing, *inter alia*, the Offer Price, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account	The 'no-lien' and 'non-interest bearing' account to be opened with the Public Offer Account Bank, under Section 40(3) of the Companies Act to receive monies from the Escrow Account and ASBA Accounts on the Designated Date
Public Offer Account Bank(s)	The bank(s) which are a clearing member and registered with SEBI under the SEBI BTI Regulations, as a banker to an issue and with which the Public Offer Account will be opened for collection of Bid Amounts from the Escrow Account and ASBA Accounts on the Designated Date, in this case being [●]
QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Net Offer comprising [●] Equity Shares of face value of ₹10 each which shall be allocated to QIBs, on a proportionate basis, including the Anchor Investor Portion (which allocation shall be on a discretionary basis, as determined by our Company, in consultation with the BRLMs up to a limit of 60% of the QIB Portion) subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price (for Anchor Investors), as applicable
"Qualified Institutional Buyers" or "QIB(s)" or "QIB Bidders"	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
"Red Herring Prospectus" or "RHP"	The red herring prospectus to be issued by our Company in accordance with Section 32 of the Companies Act and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the Offer Price and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/ Offer Opening Date and will become the Prospectus upon filing with the RoC on or after the Pricing Date
Refund Account(s)	Account to be opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to the Bidders shall be made to Anchor Investors
Refund Bank(s)	The bank(s) which are clearing members registered with SEBI under the SEBI BTI Regulations, with whom the Refund Account(s) will be opened, in this case being [●]
Registered Brokers	The stock brokers registered under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992, as amended with SEBI and the Stock Exchanges having nationwide terminals, other than the BRLMs and the Syndicate Members and eligible to procure Bids in terms of circular no. CIR/ CFD/ 14/ 2012 dated October 4, 2012 issued by SEBI and the UPI Circulars
Registrar Agreement	The agreement dated March 31, 2025, entered into, amongst our Company, the Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
"Registrar and Share Transfer Agents" or "RTAs"	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of the SEBI RTA Master Circular, as per the list available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), and the UPI Circulars
"Registrar to the Offer" or "Registrar"	MUFG Intime India Private Limited (*formerly Link Intime India Private Limited*)
"Retail Individual Bidder(s)" or "RIB(s)"	Individual Bidders, whose Bid Amount for the Equity Shares is not more than ₹200,000 in any of the bidding options in the Offer (including HUFs applying through their karta and Eligible NRIs), and does not include NRIs other than Eligible NRIs
Retail Portion	Portion of the Offer being not less than 35% of the Net Offer consisting of [●] Equity Shares of face value of ₹10 each which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, which shall not be less than the minimum Bid Lot, subject to valid Bids

Term	Description
	being received at or above the Offer Price
Revision Form	The forms used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s), as applicable. QIB Bidders and NIBs are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIBs and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date
SBICAPS	SBI Capital Markets Limited
SCORES	SEBI Complaints Redress System
"Self-Certified Syndicate Bank(s)" or "SCSB(s)"	The banks registered with SEBI, which offer the facility of ASBA services: (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable and updated from time to time and at such other websites as may be prescribed by SEBI from time to time; and (ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be prescribed by SEBI and updated from time to time. Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism, which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time
Share Escrow Agent	Share escrow agent to be appointed pursuant to the Share Escrow Agreement being, [●]
Share Escrow Agreement	The agreement to be entered into amongst our Company, the Selling Shareholders, and the Share Escrow Agent in connection with the transfer of the respective portion of the Offered Shares by each Selling Shareholder and credit of such Equity Shares to the demat account of the Allottees in accordance with the Basis of Allotment
Specified Locations	Bidding Centres where the Syndicate shall accept ASBA Forms from Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time
Sponsor Bank(s)	Banker(s) to the Offer registered with SEBI, appointed by our Company to act as conduits between the Stock Exchanges and NPCI in order to push the mandate collect requests and/ or payment instructions of the UPI Bidders using the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars
Stock Exchanges	Together, BSE and NSE
"Syndicate" or "Members of the Syndicate"	Together, the BRLMs and the Syndicate Members
Syndicate Agreement	The agreement to be entered into amongst our Company, the Selling Shareholders, the BRLMs, the Registrar to the Offer and the Syndicate Members, in relation to collection of Bid cum Application Forms by the Syndicate
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the Book Running Lead Managers and the Syndicate Members, to collect ASBA Forms and Revision Forms
Syndicate Members	Merchant bankers or stock brokers registered with SEBI who are permitted to carry out activities as an underwriter, namely, [●]
Underwriters	[●]
Underwriting Agreement	The agreement to be entered into amongst our Company, the Selling Shareholders and the Underwriters in accordance with Regulation 40(3) of the SEBI ICDR Regulations
"Updated Draft Red Herring Prospectus - I" or "UDRHP - I"	This updated draft red herring prospectus - I dated August 4, 2025 filed with SEBI and the Stock Exchanges, after complying with the observations issued by SEBI and Stock Exchanges on the Pre-filed Draft Red Herring Prospectus and after incorporation of other updates, in accordance with the Chapter IIA of the SEBI ICDR Regulations and in compliance with the other applicable provisions of the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto
"Updated Draft Red Herring Prospectus - II" or "UDRHP - II"	The updated draft red herring prospectus - II to be filed with SEBI, if required, after incorporation of changes pursuant to comments from public, if any, on this Updated Draft Red Herring Prospectus - I, in compliance with the SEBI ICDR Regulations, which will not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto
UPI	Unified Payments Interface, which is an instant payment mechanism, developed by NPCI
UPI Bidders	Collectively, individual investors applying as (i) Retail Individual Bidders Bidding in the Retail Portion, (ii) Eligible Employees, under the Employee Reservation Portion, and (iii) Non-Institutional Bidders with an application size of up to ₹0.5 million Bidding in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered

Term	Description
	Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to SEBI ICDR Master Circular, all individual investors applying in public issues where the application amount is up to ₹0.5 million shall use UPI Mechanism, shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI RTA Master Circular (to the extent it pertains to UPI), SEBI ICDR Master Circular, along with circular issued by the NSE having reference no. 25/2022 dated August 3, 2022, and the circular issued by BSE having reference no. 20220803-40 dated August 3, 2022, and any subsequent circulars or notifications issued by SEBI in this regard
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidders by way of a notification on the UPI linked mobile application as disclosed by SCSBs on the website of SEBI and by way of an SMS on directing the UPI Bidders to such UPI linked mobile application) to the UPI Bidders initiated by the Sponsor Bank(s) to authorise blocking of funds on the UPI application and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that may be used by an UPI Bidders in accordance with the UPI Circulars to make an ASBA Bid in the Offer
UPI PIN	Password to authenticate UPI transaction
Wilful Defaulter	A company or person, as the case may be, categorised as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI and as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Working Day	All days on which commercial banks in Mumbai are open for business. In respect of announcement of Price Band and Bid/ Offer Period, Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. In respect of the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, Working Day shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays in India, as per circulars issued by SEBI, including the UPI Circulars

Technical, Industry and Business-Related Terms or Abbreviations

Term	Definition
12m ECL	12 months' expected credit loss
AAEC	Appreciable adverse effect on competition
Adjusted Net Worth Ratio	Computed from the standalone financial statements of the Company in accordance with relevant RBI guidelines applicable to a Core Investment Company as at the last day of the relevant Fiscal
AI	Artificial intelligence
AIF	Alternative investment funds
ALCO	Asset Liability Committee
ALM	Asset-liability management as calculated as per RBI's NBFC Scale Based Regulations
Application Programming Interface or API	A set of rules and tools that allow different software applications to communicate with each other
Average Total Assets	Simple average of Total Assets as at the last day of the relevant Fiscal and Total Assets as at the last day of the immediately preceding Fiscal. For Fiscal 2025, in the case of TCL: Simple average of: (a) Total Assets as at the last day of the relevant Fiscal; and (b) Total Assets as at the last day of the immediately preceding Fiscal plus the Total Assets acquired through the TMFL Scheme of Arrangement as of the acquisition date.
Average Total Borrowings	Simple average of Total Borrowings as at the last day of the relevant Fiscal and Total Borrowings as at the last day of the immediately preceding Fiscal. For Fiscal 2025, in the case of TCL: Simple average of: (a) Total Borrowings as at the last day of the relevant Fiscal; and (b) Total Borrowings as at the last day of the immediately preceding Fiscal plus Total Borrowings acquired through the TMFL Scheme of Arrangement as of the acquisition date
Average Total Equity	Simple average of Total Equity as at the last day of the relevant Fiscal and Total Equity as at the last day of the immediately preceding Fiscal. For Fiscal 2025, in the case of TCL: Simple average of: (a) Total Equity as at the last day of the relevant Fiscal and; (b) Total Equity as at the last day of the immediately preceding Fiscal plus equity shares issued less Goodwill arising on amalgamation and Settlement of Pre-existing relationship pursuant to the TMFL Scheme of Arrangement as of the acquisition date
Average Total Net Loans	Simple average of Total Net Loans as at the last day of the relevant Fiscal and Total Net Loans as at the last day of the immediately preceding Fiscal. For Fiscal 2025, in the case of TCL: Simple average of: (a) Total Net Loans as at the last day of the relevant Fiscal; and (b) Total Net Loans as at the last day of the immediately preceding Fiscal plus the Total Gross Loans acquired through the TMFL Scheme of Arrangement as of the acquisition date

Term	Definition
Brand Salience	Brand Salience is considered from the Spontaneous Awareness recorded in the Brand Track Survey conducted by an independent agency
CIC	Core Investment Company
Competition Act	Competition Act, 2002, of India, as amended
Competition Amendment Act	Competition (Amendment) Act, 2023
Consumer Credit Circular	Circular on 'Regulatory measures towards consumer credit and bank credit to NBFCs', dated November 16, 2023, as amended from time to time
CSR	Corporate social responsibility
CSR Policy	CSR policy
Digital Service Adoption Rate	Number of service requests resolved through digital channels as a percentage of the total number of digitally available service requests
DIY	Do-it-yourself
DPD	Days past due
DSA	Direct selling agent
EAD	Exposure at default
ECB	External commercial borrowings
ECL	Expected credit losses
Employee Benefit Expense	Employee Benefit Expense as reported in the Restated Consolidated Financial Information for the relevant Fiscal
ESOP Expenses	Share based payments to employees as reported in the Restated Consolidated Financial Information for the relevant Fiscal
Factoring	The business of acquisition of receivables of assignor by accepting assignment of such receivables or financing, whether by way of making loans or advances or in any other manner against the security interest over any receivables
Finance Lease	A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset
FMCG	Fast-moving consumer goods
FVTOCI	Fair value through other comprehensive income
GenAI	Generative artificial intelligence
Gross Stage 1 Loans	Total Gross Loans which are less than or equal to 30 DPD on their contractual payments or as prescribed by applicable regulations
Gross Stage 2 Loans	Total Gross Loans which are more than 30 DPD but less than or equal to 90 DPD on their contractual payments, or as prescribed by applicable regulations
Gross Stage 3 Loans	Total Gross Loans which are more than 90 DPD from their contractual payments or as prescribed by applicable regulations and includes Purchased or Originated Credit Impaired Loans (POCI)
HFC	Housing finance company
HQLA	High quality liquid assets
IDR	Issuer default ratings
IVR	Interactive voice response
LCR	Liquidity coverage ratio
LGD	Loss given default
LRM	Liquidity risk management
LTECL	Lifetime expected credit loss
Master Circular	Master Circular – Bank Finance to Non- Banking Financial Companies dated April 24, 2024, as amended
ML	Machine learning
MTM	Mark-to-market
Net Asset Value Per Share	Total Equity divided by Number of equity shares excluding the equity shares held by the ESOP trust as at the last day of relevant Fiscal
Net Stage 3 Loans	Gross Stage 3 Loans as reduced by impairment loan allowances provided on Gross Stage 3 Loans as at the last day of the specified Fiscal
Net Worth	Aggregate value of the paid-up share capital, instruments entirely equity in nature, share pending for issuance and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation
Number of Locations	Total number of operational locations as at the last day of the relevant Fiscal
OCI	Other comprehensive income
OEM	Original equipment manufacturer
Other Operating Expenses	Aggregate of Depreciation, amortization and impairment, and Other expenses as reported in the Restated Consolidated Financial Information for the relevant Fiscal
Organic Book	Total Gross Loans excluding loans disbursed under co-lending arrangements, or loans acquired from other banks/ NBFCs/HFCs through direct assignment.
PAN	Permanent account number

Term	Definition
PD	Probability of default
PE	Private equity
PFIC	Passive foreign investment company
PMS	Portfolio management services
POCI	Purchased or Originated Credit Impaired Loans are assets that are credit-impaired on initial recognition
PPE	Property, plant and equipment
Return on Net Worth	Profit After Tax divided by Net Worth at the end of the respective Fiscal
RPA	RPA or Robotic Process Automation is a technology that uses software robots—or "bots"—to perform repetitive tasks. These bots can interact with digital systems and applications to automate tasks such as data entry, invoice processing, customer support and generating reports
Secured Gross Loans	Total Gross Loans secured by tangible assets, intangible assets or covered by bank / government guarantees at the last day of the relevant Fiscal
System downtime and failure	Total number of downtime hours in all impacted business applications in a Fiscal as a percentage of the total number of hours for all impacted business applications in a Fiscal
Tata Brand Agreement	Tata Brand Equity and Business Promotion Agreement dated March 14, 2024 entered into amongst our Promoter, Tata Sons Private Limited and the Company
Tier I Capital	Tier I capital computed from the standalone financial statements of the Company, or TCHFL, as applicable, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal
Tier II Capital	Tier II capital computed from the standalone financial statements of the Company, or TCHFL, as applicable, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal
Total Assets	Total Assets as reported in the Restated Consolidated Financial Information (or Balance Sheet of TMFL, as applicable) as at the last day of the relevant Fiscal
Total Assets to Total Equity	Total Assets divided by Total Equity
Total Capital (Tier I and Tier II)	Computed from the standalone financial statements of the Company, or TCHFL as the total of Tier I Capital and Tier II Capital, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal
Total Net Loans	Loans as at the last day of the relevant Fiscal
Total risk weighted assets	Computed from the standalone financial statements of the Company in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal
Unsecured Gross Loans	The portion of Total Gross Loans which are unsecured as at the last day of the relevant Fiscal

Key Performance Indicators

Term	Definition
Average Cost of Borrowings Ratio	Finance Cost as a percentage of Average Total Borrowings for the relevant Fiscal
Average Yield	Interest Income as a percentage of Average Total Net Loans
Basic Earnings Per Equity Share	Basic Earnings Per Equity Share as reported in the Restated Consolidated Financial Information for the relevant Fiscal
Capital Risk Adequacy Ratio or CRAR	Computed from the standalone financial statements of the Company, TCHFL or TMFL, as applicable, as the sum of CRAR - Tier I and CRAR - Tier II
Capital Risk Adequacy Ratio – Tier I or CRAR – Tier I	Computed from the standalone financial statements of the Company, TCHFL or TMFL, as applicable, as Tier I Capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal
Capital Risk Adequacy Ratio – Tier II or CRAR – Tier II	Computed from the standalone financial statements of the Company, TCHFL or TMFL, as applicable, as Tier II Capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal
Cost to Income Ratio	Operating Expenses as a percentage of Net Total Income for the relevant Fiscal
Credit Cost	Impairment on financial instruments as reported in the Restated Consolidated Financial Information for the relevant Fiscal
Credit Cost Ratio	Credit Cost as a percentage of Average Total Net Loans
Disbursements	Loans disbursed during the relevant Fiscal across products other than channel finance, vendor finance and factoring
Disbursements YoY Growth	Percentage growth in disbursements for the relevant Fiscal over disbursements for the immediately preceding Fiscal
Fee Income	Rental income, Fees and Commission income, Net Gain on derecognition of financial instruments and Other Income as reported in the Restated Consolidated Financial Information for the relevant Fiscal
Finance Cost	Finance Cost as reported in the Restated Consolidated Financial Information for the relevant Fiscal
Gross Stage 3 Loans Ratio	Ratio of Gross Stage 3 Loans as a percentage of Total Gross Loans as at the last day of the relevant Fiscal
Interest Income	Interest Income as reported in the Restated Consolidated Financial Information for the relevant Fiscal
Investment Income	Dividend Income, Net gain on fair value changes and Net gain on derecognition of associates as reported in the Restated Consolidated Financial Information for the relevant Fiscal
Net Interest Income or Net Interest Margin (NIM)	Interest Income for the relevant Fiscal reduced by Finance Cost for the relevant Fiscal
Net Interest Margin Ratio	Net Interest Income as a percentage of Average Total Net Loans

Term	Definition
Net Stage 3 Loans Ratio	Gross Stage 3 Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as a percentage of Total Gross Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as at the last day of the relevant Fiscal
Net Total Income	Total Income reduced by Finance Cost for the relevant Fiscal
NIM + Fee Income Margin	Sum of Net Interest Income and Fee Income for the relevant Fiscal
NIM + Fee Income Ratio	NIM + Fee Income Margin as a percentage of Average Total Net Loans
Number of Branches	Total number of operational branches as at the last day of the relevant Fiscal
Number of Customers	Company: Total number of customers to whom we have advanced credit up to the last day of the relevant Fiscal since the commencement of our lending operations in 2007 TMFL: Total number of customers to whom TMFL has advanced credit as at the last day of the relevant Fiscal
Number of Employees	Total number of on-roll employees as at the last day of the relevant Fiscal
Operating Expenses	Aggregate of Employee Benefit Expense and Other Operating Expenses as reported in the Restated Consolidated Financial Information (or the Statement of Profit and Loss of TMFL, as applicable) for the relevant Fiscal
Operating Expenses Ratio	Operating Expenses as a percentage of Average Total Net Loans
Profit After Tax	Company: Profit/(loss) for the relevant Fiscal attributable to Owners of the Company as reported in the Restated Consolidated Financial Information for the relevant Fiscal TMFL: Profit/(loss) for the relevant Fiscal from continuing operations as reported in the Statement of Profit and Loss for the relevant Fiscal
Profit After Tax YoY Growth	Percentage growth in Profit After Tax for the relevant Fiscal over Profit After Tax for the immediately preceding Fiscal
Provision Coverage Ratio or PCR	Impairment allowances provided on Gross Stage 3 Loans as a percentage of Gross Stage 3 Loans as at the last day of the relevant Fiscal
Return On Assets	Profit After Tax as a percentage of Average Total Net Loans
Return On Equity	Profit After Tax as a percentage of Average Total Equity
Secured Gross Loans as Percentage of Total Gross Loans	Secured Gross Loans as a percentage of Total Gross Loans as at the last date of the relevant fiscal
Total Borrowings	Debt securities, Borrowings (Other than debt securities) and Subordinated liabilities as reported in the Restated Consolidated Financial Information as at the last day of the relevant Fiscal
Total Borrowings to Total Equity	Total Borrowings divided by Total Equity
Total Equity	Company: Equity attributable to owners of the Company reduced by Instruments entirely equity in nature as reported in the Restated Consolidated Financial Information as at the last day of the relevant Fiscal TMFL: Sum of Equity share capital and Other equity as reported in the Balance Sheet as at the last day of the relevant Fiscal
Total Gross Loans	Company: Total Net Loans adjusted for unamortised loan sourcing fees, unamortised loan sourcing costs and impairment allowances as at the last day of the relevant Fiscal TMFL: Amount of loans as reported in the Balance Sheet of TMFL as at the relevant Fiscal adjusted for impairment allowances as at the last day of the relevant Fiscal
Total Gross Loans YoY Growth	Percentage growth in Total Gross Loans for the relevant Fiscal over Total Gross Loans for the immediately preceding Fiscal
Total Income	Total Income as reported in the Restated Consolidated Financial Information for the relevant Fiscal

Conventional and General Terms or Abbreviations

Term	Description
"₹" or "Rs." Or "Rupees" or "INR"	Indian Rupees
AY	Assessment Year
"Bn" or "bn"	Billion
BNS	Bhartiya Nyaya Sanhita, 2023
BNSS	Bhartiya Nagrik Suraksha Sanhita, 2023
BSE	BSE Limited
CAGR	Compound annual growth rate
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as "Category I foreign portfolio investors" under the SEBI FPI Regulations
Category II AIF	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
Category II FPIs	FPIs who are registered as "Category II foreign portfolio investors" under the SEBI FPI Regulations
Category III AIF	AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations
CDSL	Central Depository Services (India) Limited
CERSAI	Central Registry of Securitisation Asset Reconstruction and Security Interest of India
CIN	Corporate Identity Number

Term	Description
Companies Act, 1956	The erstwhile Companies Act, 1956, read with the relevant rules, regulations, clarifications and modifications made thereunder
"Companies Act" or "Companies Act, 2013"	Companies Act, 2013, as amended, along with the relevant rules, regulations, clarifications and modifications made thereunder
CPC	Code of Civil Procedure, 1908
Consolidated FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT under DPIIT File Number 5(2)/2020-FDI Policy dated October 15, 2020, effective from October 15, 2020
Cr.P.C.	Code of Criminal Procedure, 1973
Depositories	Together, NSDL and CDSL
Depositories Act	Depositories Act, 1996, read with the relevant rules, regulations, clarifications and modifications made thereunder
DIN	Director Identification Number
DP ID	Depository Participant's Identification
"DP" or "Depository Participant"	A depository participant as defined under the Depositories Act
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (*formerly known as Department of Industrial Policy and Promotion*), Government of India
DRT	Debt Revenue Tribunal
EGM	Extraordinary general meeting
EPS	Earnings per equity share
FDI	Foreign direct investment
FEMA	The Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
"Financial Year" or "Fiscal" or "Fiscal Year" or "FY"	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FPI	Foreign portfolio investors as defined under the SEBI FPI Regulations
FVCI	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
"GoI" or "Government" or "Central Government"	Government of India
GST	Goods and services tax
IBC	Insolvency and Bankruptcy Code, 2016
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Income Tax Act	The Income-tax Act, 1961
Ind AS	Indian Accounting Standards notified under Section 133 of the Companies Act and referred to in the Companies (Indian Accounting Standards) Rules, 2015
India	Republic of India
"Indian GAAP" or "IGAAP"	Accounting Standards notified under Section 133 of the Companies Act and referred to in the Companies (Accounting Standards) Rules, 2014
IPC	Indian Penal Code, 1860
IPO	Initial public offering
IRDAI	Insurance Regulatory and Development Authority of India
IRDAI Act	Insurance Regulatory and Development Authority Act, 1999
IST	Indian Standard Time
IT	Information Technology
IT Act	The Information Technology Act, 2000
LLP	Limited Liability Partnership
KYC	Know Your Customer
MCA	Ministry of Corporate Affairs, Government of India
"Mn" or "mn"	Million
Mutual Fund(s)	Mutual fund(s) registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
NACH	National Automated Clearing House
National Investment Fund	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI, published in the Gazette of India
NAV	Net Asset Value
NBFC	Non-Banking Financial Companies
"NBFC-UL"	Upper Layer Non-Banking Financial Companies
"NBFC-ND-SI" or "Systemically Important NBFCs"	A non-deposit taking non-banking financial company registered with the Reserve Bank of India and recognised as systemically important non-banking financial company by the Reserve Bank of India
"NBFC Scale Based Regulations" or "SBR Regulations"	Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023
NCD	Non-convertible debentures
NCLT	National Company Law Tribunal
NEFT	National Electronic Fund Transfer
NHB	National Housing Bank
NI Act	Negotiable Instruments Act, 1881
NPA	Non-performing asset

Term	Description
NPCI	National Payments Corporation of India
NRE	Non-Resident External
NRO	Non-Resident Ordinary
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
"OCB" or "Overseas Corporate Body"	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
p.a.	Per annum
P/E Ratio	Price to Earnings Ratio
PAN	Permanent Account Number
QPs	"Qualified Purchasers", as defined under the U.S. Investment Company Act
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended
RBI Master Directions - HFC	Master Directions – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021
Regulation S	Regulation S under the U.S. Securities Act
RTGS	Real Time Gross Settlement
Rule 144A	Rule 144A under the U.S. Securities Act
SARFAESI Act	Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
SEBI FUTP Regulations	Securities and Exchange Board of India (Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI ICDR Master Circular	SEBI master circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI RTA Master Circular	SEBI Master Circular for Registrars to an Issue and Share Transfer Agents (bearing reference no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91, dated June 23, 2025 (including to the extent it pertains to the UPI Mechanism)
SEBI SBEB & SE Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI Settlement Regulations	Securities and Exchange Board of India (Settlement Proceedings) Regulations 2018
SEBI T+3 Circular	SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
"SGD" or "SG$"	Singapore Dollars
State Government	The government of a state in India
Stock Exchanges	BSE and NSE
STT	Securities Transaction Tax
"Systemically Important NBFC" or "NBFC-SI"	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
TAN	Tax deduction account number
"US GAAP" or "U.S. GAAP"	Generally Accepted Accounting Principles in the United States of America
U.S. QIBs	"Qualified Institutional Buyers", as defined in Rule 144A
U.S. Securities Act	U.S. Securities Act of 1933, as amended
"U.S." or "USA" or "United States"	United States of America including its territories and possessions, any State of the United States, and the District of Columbia
"USD" or "US$"	United States Dollars
VCFs	Venture capital funds as defined in and registered with the SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be

SUMMARY OF THE OFFER DOCUMENT

The following is a general summary of certain disclosures and the terms of the Offer and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Updated Draft Red Herring Prospectus - I or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Updated Draft Red Herring Prospectus - I, including "Risk Factors", "The Offer", "Capital Structure", "Objects of the Offer", "Industry Overview", "Our Business", "Our Promoter and Promoter Group", "Restated Consolidated Financial Information", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Outstanding Litigation and Material Developments", "Offer Procedure" and "Description of Equity Shares and Terms of the Articles of Association" on pages 45, 90, 106, 133, 161, 299, 394, 424, 586, 627, 721 and 742, respectively.

Summary of the primary business of our Company

We are the flagship financial services company of the Tata group and a subsidiary of Tata Sons Private Limited. Since the commencement of our lending operations in 2007, we have served 7.0 million customers up to March 31, 2025. Our Company is categorized as an Upper Layer NBFC by RBI. Through our comprehensive suite of 25+ lending products, we cater to a diverse customer base comprising salaried and self-employed individuals, entrepreneurs, small businesses, small and medium enterprises and corporates. Additionally, we distribute third-party products viz. insurance and credit cards, offer wealth management, and act as sponsor and investment manager to PE funds.

For further information, see "*Our Business*" beginning on page 299.

Summary of the industry in which our Company operates

According to the CRISIL Report, NBFCs have shown remarkable resilience and gained importance in the financial sector ecosystem, growing from less than ₹2 trillion AUM at the turn of the century to ₹48 trillion at the end of Fiscal 2025 (*section 4.3, page 39)*. NBFC credit growth has historically trended above India's GDP growth and is expected to continue rising at a faster pace (*section 4.3, page 39*). Going forward, CRISIL projects NBFC credit to grow at 15-17% between Fiscal 2025 and Fiscal 2028, driven by growth across retail, MSME and corporate segments (*section 4.3, page 39*).

For further information, see "*Industry Overview*" beginning on page 161.

Classification of the NBFCs

In terms of the NBFC Scale Based Regulations, NBFCs are categorized into four layers, namely (a) NBFC - Base Layer; (b) NBFC - Middle Layer; (c) NBFC - Upper Layer; and (d) NBFC - Top Layer. Our Company has been identified and categorized as an 'upper layer' NBFC by the RBI under the NBFC Scale Based Regulations. The upper layer comprises (a) top ten eligible NBFCs in terms of asset size; and (b) certain other NBFCs that are specifically identified by the RBI as warranting enhanced regulatory requirement based on parameters and scoring methodology as set out in the NBFC Scale Based Regulations. For further details in relation to the NBFC Scale Based Regulations, see *"Key Regulations and Policies – 1. Sector specific key regulations applicable to our Company and our Material Subsidiary - Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 dated October 19, 2023 ("NBFC Scale Based Regulations")*" on page 341.

Our Promoter

Tata Sons Private Limited is our Promoter. For details, see "*Our Promoter and Promoter Group*" beginning on page 394.

Offer Size

The following table summarizes the details of the Offer.

Offer of Equity Shares(1)(2)(3)	Up to 475,824,280 Equity Shares of face value of ₹10 each for cash at price of ₹[●] per Equity Share (including a premium of ₹[●] per Equity Share) aggregating up to ₹[●] million.
Of which:	
(i) Fresh Issue(1)	Up to 210,000,000 Equity Shares of face value of ₹10 each aggregating up to ₹[●] million.
(ii) Offer for Sale(2)	Up to 265,824,280 Equity Shares of face value of ₹10 each aggregating up to ₹[●] million.
The Offer comprises:	
Employee Reservation Portion(3)	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] million
Net Offer	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] million

(1) *The Offer has been authorised by our Board pursuant to the resolution passed at their meeting held on February 25, 2025, and our Shareholders have authorized the Fresh Issue pursuant to a special resolution passed at their meeting held on March 27, 2025, read with IPO Committee resolution dated July 11, 2025.*

(2) *Our Board has taken on record the consent of each of the Selling Shareholders to severally and not jointly participate in the Offer for Sale pursuant to its resolution dated March 27, 2025. Each of the Selling Shareholders has, severally and not jointly, authorised its respective participation in the Offer for Sale to the extent of its respective portion of the Offered Shares, as set out below:*

Selling Shareholder	Aggregate number of Equity Shares being offered in the Offer for Sale	Date of corporate approval/ authorisation	Date of consent letter
Tata Sons Private Limited	*Up to 230,000,000 Equity Shares of face value of ₹10 each*	*February 24, 2025*	*March 27, 2025*
International Finance Corporation	*Up to 35,824,280 Equity Shares of face value of ₹10 each*	*NA*	*March 27, 2025*

Further, each Selling Shareholder has, severally and not jointly, confirmed that its respective portion of the Offered Shares is eligible to be offered in the Offer for Sale in accordance with the SEBI ICDR Regulations. For further details, see "The Offer" and "Other Regulatory and Statutory Disclosures" beginning on pages 90 and 678, respectively.

(3) In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees Bidding in the Employee Reservation Portion who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation of up to ₹500,000), shall be added to the Net Offer.

The Offer and Net Offer shall constitute [●]% and [●]%, respectively, of the post-Offer paid-up Equity Share capital of our Company. For further details, see "*The Offer*" and "*Offer Structure*" beginning on pages 90 and 717, respectively.

Objects of the Offer

Our Company proposes to utilise the Net Proceeds towards funding the following objects:

(₹ in million)

S. No.	Particulars	Estimated Amount[1]
1.	Augmentation of our Company's Tier – I capital base to meet our Company's future capital requirements including onward lending	[●]

(1) To be finalised upon determination of the Offer Price and updated in the Prospectus prior to the filing of the Prospectus with the RoC.

For further details, see "*Objects of the Offer*" beginning on page 133.

Aggregate pre-Offer shareholding of our Promoter (also the Promoter Selling Shareholder), the Promoter Group and the Investor Selling Shareholder as percentage of our paid-up Equity Share capital

The aggregate pre-Offer shareholding of our Promoter (also the Promoter Selling Shareholder), Promoter Group and the Investor Selling Shareholder as a percentage of the paid-up Equity Share capital of our Company is set out below:

Name of shareholder	Pre-Offer Number of Equity Shares of face value of ₹10 each held	Percentage of pre-Offer paid-up Equity Share Capital on a fully diluted basis (%)	Post-Offer Number of Equity Shares of face value of ₹10 each^#	Percentage of the post-Offer paid-up Equity Share Capital on a fully diluted basis (%)^#
Promoter (also the Promoter Selling Shareholder)				
Tata Sons Private Limited	3,575,064,262	88.6	[●]	[●]
Total	**3,575,064,262**	**88.6**	**[●]**	**[●]**
Promoter Group (other than the Promoter)				
TMF Holdings Limited	186,224,770	4.6	[●]	[●]
Tata Investment Corporation Limited	82,936,767	2.1	[●]	[●]
Tata Motors Limited	4,326,651	0.1	[●]	[●]
Tata Chemicals Limited	3,230,859	0.1	[●]	[●]
The Tata Power Company Limited	2,333,070	0.1	[●]	[●]
Tata International Limited	824,470	Negligible	[●]	[●]
Tata Consumer Products Limited	613,598	Negligible	[●]	[●]
Total	**280,490,185**	**7.0**	**[●]**	**[●]**
Investor Selling Shareholder				
International Finance Corporation	71,648,559	1.8	[●]	[●]
Total	**71,648,559**	**1.8**	**[●]**	**[●]**

^ *Subject to completion of the Offer and finalization of the Basis of Allotment.*
\# *To be updated at the Prospectus stage.*

For further details of the Offer, see "*Capital Structure*" beginning on page 106.

Pre-Offer shareholding as at the date of the Price Band advertisement and post-Offer shareholding as at Allotment for Promoter, members of the Promoter Group and additional top 10 shareholders

Except as disclosed below, none of our Promoter, members of Promoter Group and additional top 10 shareholders hold any Equity Shares in our Company as at the date of the Red Herring Prospectus:

S. No.	Pre-Offer shareholding as at the date of Price Band advertisement			Post-Offer shareholding as at the date of Allotment^			
	Name of the shareholder	Number of Equity Shares*	Shareholding (in %)*	At the lower end of the price band (₹[●])		At the upper end of the price band (₹[●])	
				Number of Equity Shares*	Shareholding (in %)*	Number of Equity Shares*	Shareholding (in %)*
Promoter							
1.	Tata Sons Private Limited	[●]	[●]	[●]	[●]	[●]	[●]
Promoter Group							
1.	TMF Holdings Limited	[●]	[●]	[●]	[●]	[●]	[●]
2.	Tata Investment Corporation Limited	[●]	[●]	[●]	[●]	[●]	[●]
3.	Tata Motors Limited	[●]	[●]	[●]	[●]	[●]	[●]
4.	Tata Chemicals Limited	[●]	[●]	[●]	[●]	[●]	[●]
5.	The Tata Power Company Limited	[●]	[●]	[●]	[●]	[●]	[●]
6.	Tata International Limited	[●]	[●]	[●]	[●]	[●]	[●]
7.	Tata Consumer Products Limited	[●]	[●]	[●]	[●]	[●]	[●]
Additional top 10 Shareholders#							
1.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
2.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
3.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
4.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
5.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
6.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
7.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
8.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
9.	[●]	[●]	[●]	[●]	[●]	[●]	[●]
10.	[●]	[●]	[●]	[●]	[●]	[●]	[●]

** The pre-Offer and post-Offer shareholding shall be updated in the Prospectus.*
^ Assuming full subscription in the Offer. The post-Offer shareholding details as at Allotment will be based on the actual subscription and the Offer Price and updated in the Prospectus, subject to finalization of the Basis of Allotment.
 # To be updated in the Prospectus.

TMFL Scheme of Arrangement

Pursuant to a scheme of arrangement amongst TMFL, our Company and their respective shareholders, sanctioned by the National Company Law Tribunal, Mumbai vide its order dated May 1, 2025, our Board at its meeting dated May 13, 2025 approved the issue and allotment of 183,867,495 Equity Shares to TMF Holdings Limited. The TMFL Scheme of Arrangement has become effective from May 8, 2025 and the appointed date for the TMFL Scheme of Arrangement is April 1, 2024. Pursuant to the TMFL Scheme of Arrangement, the entire business of TMFL, including all of its assets, liabilities and undertakings has been transferred to our Company. For further details, see "*History and certain corporate matters - Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamations or any revaluation of assets, in the last 10 years*" and "*Our Merger with Tata Motors Finance Limited*" on pages 364 and 328, respectively.

Summary of Restated Consolidated Financial Information

The following details are derived from the Restated Consolidated Financial Information:

(₹ in million, unless otherwise stated)

Particulars	As at and for the Financial Year ended March 31, 2025	As at and for the Financial Year ended March 31, 2024	As at and for the Financial Year ended March 31, 2023
Equity share capital	37,624.4	37,030.5	35,070.7
Total Income	283,698.7	181,983.8	136,374.9
Revenue from operations	283,127.4	181,748.2	136,288.5
Profit After Tax(i)	36,646.6	31,502.1	30,292.0
Basic Earnings Per Equity Share(ii) (₹)	9.3	8.6	8.4
Diluted earnings per equity share (₹)	9.3	8.6	8.4
Total Borrowings(iii)	2,084,149.3	1,481,852.9	1,133,359.1
Net Worth(iv)	325,878.2	235,401.9	179,590.6
Return on Equity(v)	12.6%	15.5%	20.6%
Net Asset Value per Equity Share(vi) (₹)	79.5	63.2	49.4

Notes:
(i) Profit After Tax: Profit for the relevant Fiscal attributable to Owners of the Company as reported in the Restated Consolidated Financial Information for the relevant Fiscal
(ii) Basic Earnings Per Equity Share: Basic Earnings Per Equity Share as reported in the Restated Consolidated Financial Information.
(iii) Total Borrowings: Debt securities, borrowings (other than debt securities) and subordinated liabilities as at the last day of relevant Fiscal.

(iv) Net Worth: Aggregate value of the paid-up share capital, instruments entirely equity in nature, share pending for issuance and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Consolidated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
(v) Return On Equity: Profit after tax as a percentage to Average Total Equity.
(vi) Net Asset Value per Equity Share: Total Equity divided by the number of equity shares excluding the equity shares held by the ESOP Trust as at the last day of the relevant Fiscal.

For further details, see "*Restated Consolidated Financial Information*" beginning on page 424.

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Key Regulatory Financial and Operational Ratios

The table below sets out some key financial and operational ratios of our Company and Tata Capital Housing Finance Limited which are considered for regulatory limits, as stipulated by the RBI:

a. **Key financial and operational ratios of our Company**

Particulars	As at																	
	March 31, 2025						March 31, 2024						March 31, 2023					
	CRAR	CRAR Tier-I capital	CRAR Tier-II capital	LCR	PBC – 1	PBC – 2	CRAR	CRAR Tier-I capital	CRAR Tier-II capital	LCR	PBC - 1	PBC - 2	Capital Ratio	CRAR Tier-I capital	CRAR Tier-II capital	LCR	PBC - 3	PBC - 4
Company (in %)	16.9	12.8	4.1	116.0	93.6	99.4	16.7	11.9	4.9	112.0	94.3	99.6	64.3	NA	NA	NA	97.0	93.9
Minimum regulatory requirement (in %)	15	10	<10.0	100.0	>=50.0	>=50.0	15.0	10.0	<10.0	85.0	>=50.0	>=50.0	30.0	NA	NA	NA	>=90.0	>=60.0

Notes:

1. *CRAR: Computed from the standalone financial statements of our Company, as the sum of CRAR - Tier I and CRAR - Tier II.*
2. *CRAR – Tier I: Computed from the standalone financial statements of our Company, as Tier I Capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*
3. *CRAR – Tier II: Computed from the standalone financial statements of our Company, as Tier II Capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*
4. *LCR: Computed from the standalone financial statements of our Company, the LCR has been presented as simple averages of daily observations over the last quarter of the Fiscal.*
5. *Capital Ratio: Computed from the standalone financial statements of our Company, as adjusted net worth divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*
6. *PBC -1: Computed from the standalone financial statements of our Company, as financial assets divided by total assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*
7. *PBC -2: Computed from the standalone financial statements of our Company, as financial income divided by gross income, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*
8. *PBC -3: Computed from the standalone financial statements of our Company, as net assets divided by investment in shares and loans to group companies, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*
9. *PBC -4: Computed from the standalone financial statements of our Company, as net assets divided by investment in equity shares and compulsory convertible instruments of group companies, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

b. **Key financial and operational ratios of Tata Capital Housing Finance Limited**

Particulars	As at																	
	March 31, 2025						March 31, 2024						March 31, 2023					
	CRAR	CRAR Tier-I capital	CRAR Tier-II capital	LCR	PBC - 1	PBC - 2	CRAR	CRAR Tier-I capital	CRAR Tier-II capital	LCR	PBC - 1	PBC - 2	CRAR	CRAR Tier-I capital	CRAR Tier-II capital	LCR	PBC - 1	PBC - 2
TCHFL (in %)	19.0	16.8	2.2	104.8	65.4	54.3	18.8	15.8	3.0	94.7	67.5	56.8	18.2	15.0	3.2	73.1	67.1	54.5
Minimum regulatory requirement (in %)	15.0	10.0	<10.0	85.0	>=60.0	>=50.0	15.0	10.0	<10.0	70.0	>=60.0	>=50.0	15.0	10.0	<10.0	60.0	>=60.0	>=50.0

Notes:

1. *CRAR: Computed from the standalone financial statements of TCHFL, as the sum of CRAR - Tier I and CRAR - Tier II.*
2. *CRAR – Tier I: Computed from the standalone financial statements of TCHFL, as Tier I Capital divided by total risk weighted assets, in accordance with relevant NHB guidelines as at the last day of the relevant Fiscal.*

3. CRAR – Tier II: Computed from the standalone financial statements of TCHFL, as Tier II Capital divided by total risk weighted assets, in accordance with relevant NHB guidelines as at the last day of the relevant Fiscal.
4. LCR: Computed from the standalone financial statements of TCHFL, LCR has been presented as simple averages of daily observations over the last quarter of the Fiscal.
5. PBC -1: Computed from the standalone financial statements of TCHFL, as housing finance divided by total assets (net of intangible assets), in accordance with relevant NHB guidelines as at the last day of the relevant Fiscal.
6. PBC -2: Computed from the standalone financial statements of TCHFL, as housing finance for individuals divided by total assets (net of intangible assets), in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.

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Qualifications of the Statutory Auditors which have not been given effect to in the Restated Consolidated Financial Information

There are no qualifications included by the Statutory Auditors in their audit reports which have not been given effect to in the Restated Consolidated Financial Information.

Summary of Outstanding Litigation

A summary of outstanding litigation proceedings as on the date of this Updated Draft Red Herring Prospectus - I as disclosed in the section titled "*Outstanding Litigation and Material Developments*" beginning on page 627 in terms of the SEBI ICDR Regulations is provided below:

Name of Entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoter in the last five financial years, including outstanding action	Material civil litigations	Aggregate amount involved (₹ in million) ^
Company						
By our Company	135,407	-	NA	NA	3	79,353.5
Against our Company	277$	103	6	NA	Nil	7,668.3
Subsidiaries						
By our Subsidiaries	11,199	-	NA	NA	Nil	12,601.9
Against our Subsidiaries	15	13	3	NA	Nil	477.1
Directors						
By our Directors	Nil	Nil	NA	NA	Nil	Nil
Against our Directors	8	Nil	Nil	NA	Nil	Nil
Promoter						
By our Promoter	Nil	-	Nil	Nil	Nil	Nil
Against our Promoter	Nil	50	Nil	Nil	Nil	67,600.3
Key Managerial Personnel						
By our Key Managerial Personnel	Nil	NA	NA	NA	NA	Nil
Against our Key Managerial Personnel	8	NA	Nil	NA	NA	Nil
Senior Management						
By members of the Senior Management	Nil	NA	NA	NA	NA	Nil
Against members of the Senior Management	2	NA	NA	NA	NA	Nil

^ *To the extent quantifiable.*
$*This includes the criminal litigations outstanding against Mr. Rajiv Sabharwal, our Managing Director and CEO, Mr. Narendra Kamath, our Chief Operating Officer – SME Finance, and Mr. Neeraj Dhawan, our Chief Operating Officer – Motor Finance and Debt Service Management Group, who have been impleaded in such cases along with our Company.*

As on the date of this Updated Draft Red Herring Prospectus – I, there are no outstanding litigations involving the Group Companies, which may have a material impact on our Company.

For further details of the outstanding litigation proceedings, see "*Outstanding Litigation and Material Developments*" beginning on page 627.

Risk Factors

The following is a summary of the top ten risk factors in relation to our Company:

1. Our Gross Stage 3 Loans comprised 1.9%, 1.5% and 1.7% of our Total Gross Loans as at March 31, 2025, March 31, 2024 and March 31, 2023, respectively. Non-payment or default by our customers may adversely affect our business, results of operations, cash flows and financial condition.

2. Our provision coverage ratio was 58.5%, 74.1% and 77.1% as at March 31, 2025, March 31, 2024 and March 31, 2023 , respectively. Our inability to provide adequate provisioning coverage for non-performing assets may adversely affect our

business, results of operations, cash flows and financial condition.

3. Unsecured Gross Loans comprised 21.0%, 24.5% and 23.1% of our Total Gross Loans as at March 31, 2025, March 31, 2024 and March 31, 2023, respectively. Failure to recover such receivables in a timely manner or at all may adversely affect our business, results of operations, cash flows and financial condition.

4. Changes in our loan-mix may adversely affect our financial metrics and asset quality, which could adversely affect our business, financial condition, results of operations and cash flows.

5. Secured Gross Loans comprised 79.0%, 75.5% and 76.9% of our Total Gross Loans as at March 31, 2025, March 31, 2024 and March 31, 2023, respectively. We are exposed to potential losses in connection with recovery of the value of security or enforcement of collaterals.

6. Retail Finance comprised 62.3%, 58.9% and 56.7% of Total Gross Loans as at March 31, 2025, March 31, 2024 and March 31, 2023, respectively. Any adverse developments that reduce demand for loans amongst retail customers and/or increase loan default rates amongst retail customers will adversely affect our business, results of operations and prospects.

7. Home Loans, Loans Against Property and Developer Finance together amounted to 33.8%, 37.4% and 37.3% of our Total Gross Loans as at March 31, 2025, March 31, 2024 and March 31, 2023, respectively. In relation to our Home Loans, Loans Against Property and Developer Finance, we have significant exposure to the real estate sector and any negative trends affecting this sector could adversely affect our business and result of operations.

8. Our fixed interest rate loans comprised 38.6%, 32.0% and 32.6% of our Total Gross Loans and our fixed interest rate borrowings comprised 54.0%, 53.0% and 51.0% of our Total Borrowings as at March 31, 2025, March 31, 2024 and March 31, 2023, respectively. Any adverse changes in interest rates could impact our Average Cost of Borrowings Ratio and adversely impact our Net Interest Margin Ratio, demand for loans and profitability and cause a decrease in our Net Interest Income, any of which could adversely affect our business, results of operations, cash flows and financial condition.

9. Certain issuances of non-convertible debentures by TMFL and some of our CRPS issuances have been down sold by successful applicants in the past, leading to the number of holders of such securities exceeding the prescribed limits under the applicable laws. Accordingly, we may be subject to regulatory action, including penal action, which may adversely affect our business and reputation.

10. Our Average Cost of Borrowings Ratio was 7.8%, 7.3% and 6.6% for Fiscals 2025, 2024 and 2023, respectively. If we are unable to secure funding on acceptable terms and at competitive rates when needed, including due to any downgrade in our credit ratings, it could have a material adverse effect on our business, results of operations, cash flows and financial condition.

For further details of the risks applicable to us, see "*Risk Factors*" beginning on page 45. Investors are advised to read the risk factors carefully before making an investment decision in the Offer.

Summary of Contingent Liabilities

The details of our contingent liabilities as at March 31, 2025 are set forth in the table below:

(*₹ in million*)

S. No.	Particulars	As at March 31, 2025
a.	Income tax (pending before appellate authorities) (1)(4)	2,433.1
b.	VAT and GST (pending before appellate authorities) (2)(4)	1,544.0
c.	Customs (pending before appellate authorities) (3) (4)	61.4
d.	Suits filed against the group	288.2
e.	Letter of credit	1,454.7
f.	Letter of comfort	610.5
g.	Bank guarantees	13.0
h.	Corporate guarantee(5)	388.1
	Total	**6,793.0**

(1) These claims against us are arising on account of multiple issues of disallowances on completion of assessment proceedings under the Income Tax Act, 1961, such as disallowance of expenditure incurred in relation to income not includible in total income under section 14A of the Income Tax Act, 1961 and disallowance of interest expenditure on perpetual NCDs. These matters are pending before various appellate authorities and we expect that its position will likely be upheld on ultimate resolution and will not have a material adverse effect on our financial position. Hence, we have not recognised these uncertain tax positions in our books.

(2) These claims against us have arisen on account of multiple issues such as disallowances on Input Tax Credit under the erstwhile VAT Laws and GST Act, 2017 and disallowance of transitional credit to GST regime (TRAN-1).

(3) The customs authorities have raised a demand due to an issue with the Harmonized System of Nomenclature (HSN) classification, which has led to a shortfall in the payment of customs duty.

(4) These matters are pending before various appellate authorities and we expect that its position will likely be upheld on ultimate resolution and will not have a material adverse effect on our financial position. Hence, we have not recognised these uncertain tax positions in our books.

(5) Corporate Guarantee includes guarantees issued to National Housing Bank on behalf of TCHFL as of March 31, 2025 of ₹12,000 million, against which

the amount liable by TCHFL as of March 31, 2025 was ₹388.1 million. Pursuant to the terms of the Guarantee, our Company's liability on invocation is capped at the outstanding amount.

For further details, see "*Restated Consolidated Financial Information – Notes forming part of the Restated Consolidated Financial Information – Note 36: Provisions and Contingent Liabilities*" on page 498.

Summary of Related Party Transactions

The following is the summary of transactions with related parties for the Fiscals 2025, 2024 and 2023 as per Ind AS 24:

(*₹ in million*)

Sr. No.	Party Name	Nature of transaction	March 31, 2025	March 31, 2024	March 31, 2023
1	Agratas Energy Storage Solutions Private Limited (w.e.f. March 23, 2023)	Interest income on finance lease	0.4	-	-
		Operating lease rental	6.0	0.3	-
		Finance lease facility provided during the period	3.5	-	-
		Finance lease facility repayment received during the period	0.7	-	-
2	Air India Limited (w.e.f. January 27, 2022)	Management fees	-	2.5	-
		Operating lease rental	191.3	4.3	-
3	Air India SATS Airport Services Private Limited (w.e.f. January 27, 2022)	Operating lease rental	55.7	27.7	0.6
		Purchase of fixed assets	-	162.5	-
4	AISATS Noida Cargo Terminal Private Limited	Interest income on loan	388.8	-	-
		Loan given during the period	1,531.0	-	-
5	AIX Connect Private Limited (Merged with Air India Express Limited w.e.f. October 04, 2024)	Interest income on loan	-	227.6	445.5
		Loan given during the period	-	-	3,700.0
		Loan repayment received during the period	-	3,699.5	4,600.5
6	Anderson Diagnostic Services Private Limited (w.e.f. June 08, 2022)	Investment in compulsorily convertible preference shares during the period	-	-	400.0
7	Apex Kidney Care Private Limited (w.e.f. October 25, 2023)	Investment in compulsorily convertible preference shares during the period	-	155.0	-
		Investment in equity shares during the period	-	500.0	-
8	Atulaya Healthcare Private Limited (w.e.f. July 20, 2021)	Investment in compulsorily convertible preference shares during the period	-	-	150.0
9	Automotive Stampings and Assemblies Limited	Other income*	0.0	-	-
10	Auxilo Finserve Private Limited (w.e.f. July 19, 2023)	Interest income on loan	-	14.9	-
		Investment in compulsorily convertible preference shares during the period	-	2,150.0	-
		Investment in equity shares during the period*	-	0.0	-
		Loan given during the period	-	250.0	-
		Loan repayment received during the period	-	418.8	-
11	Capital Foods Private Limited (w.e.f. February 01,2024)	Operating lease rental	1.1	-	-
12	Cellcure Cancer Centre Private Limited (w.e.f. January 27, 2023)	Investment in compulsorily convertible preference shares during the period	-	-	750.0
13	CMS IT Services Private Limited (Ceased w.e.f. May 07, 2024)	Other income	-	0.3	-
14	Deeptek Inc, a Delaware Corporation	Investment in compulsorily convertible preference shares during the period	150.0	-	-
15	FinAGG Technologies Private Limited (w.e.f. January 16, 2024)	Commission expenses	15.0	1.1	-
		Professional fees	-	0.3	-
		Investment in compulsorily convertible preference shares during the period	-	200.0	-
		Investment in equity shares during the period	-	0.1	-
16	Fincare Business Services Limited	Interest income on loan	214.0	35.0	24.5
		Syndication fees	-	2.5	-
		Loan given during the period	-	4,650.0	-
		Loan repayment received during the period	4,650.0	-	202.3
17	Fincare Small Finance Bank Limited (ceased w.e.f. April 01, 2024)	Interest income on loan	-	80.0	40.9
		Management fees	-	17.1	-
		Loan given during the period	-	600.0	-
18	Fiora Hypermarket Limited	Commission expenses	0.2	0.2	0.8
		Staff welfare expenses	-	16.8	5.8
		Payments towards net settlement reward	51.2	33.2	44.0

Sr. No.	Party Name	Nature of transaction	March 31, 2025	March 31, 2024	March 31, 2023
		points			
19	Harsoria Healthcare Private Limited (w.e.f. December 31, 2024)	Investment in compulsorily convertible preference shares during the period	647.1	-	-
		Investment in equity shares during the period	352.9	-	-
20	Ideal Ice Limited (formerly known as Ideal Ice & Cold Storage Company Limited)	Interest income on finance lease	0.3	0.5	0.6
		Finance lease facility provided during the period	-	-	5.7
		Finance lease facility repayment received during the period	1.5	1.3	1.2
21	Indian Steel & Wire Products Limited (Merged with Tata Steel Limited w.e.f. September 01, 2024)	Interest income on finance lease	0.5	1.3	1.2
		Finance lease facility repayment received during the period	0.9	1.9	3.5
22	Indusface Private Limited	Information technology expenses	5.8	2.4	1.5
		Professional fees*	0.0	0.3	0.1
23	Industrial Minerals and Chemicals Company Private Limited	Interest income on loan	-	-	8.0
		Management fees	-	-	0.2
		Loan given during the period	-	-	255.0
24	Infiniti Retail Limited	Commission expenses	0.6	3.7	7.4
		Purchase of fixed assets*	-	-	0.0
		Staff welfare expenses	-	-	0.4
		Interest income on finance lease	4.7	6.5	7.4
		Interest income on loan	2.8	-	-
		Finance lease facility provided during the period	1.1	54.7	51.7
		Finance lease facility repayment received during the period	44.2	45.7	29.4
		Loan given during the period	24.5	-	-
		Loan repayment received during the period	8.2	-	-
		Payments towards net settlement reward points	166.1	153.0	153.9
		Security deposit received during the period	0.4	2.1	6.9
		Security deposit repaid / adjusted during the period	-	0.4	0.2
25	Innovative Retail Concepts Private Limited (w.e.f. May 28, 2021)	Staff welfare expenses	0.4	0.2	0.2
26	Jaguar Land Rover Automotive plc	Interest income on debentures	90.8	88.3	66.1
		Investment in debentures during the period	-	-	512.3
27	Key managerial personnel (KMP)	Dividend paid on cumulative redeemable preference shares	-	0.4	0.1
		Dividend paid on equity shares	0.1	0.1	0.1
		Post employment benefits	5.2	4.9	4.5
		Short term employee benefits	406.8	282.6	169.5
		Equity shares issued (including securities premium)	4.8	2.8	-
		Interest paid on non convertible debentures	1.5	0.5	0.5
		Paid towards redemption of cumulative redeemable preference shares	-	-	10.0
28	KMP of Holding Company	Equity shares issued (including securities premium)	4.9	-	-
29	Logicserve Digital Consultancy Services Private Limited (Ceased w.e.f. November 28, 2023)	Professional fees	-	0.5	-
30	Lokmanya Hospitals Private Limited (ceased to be an associate w.e.f. July 05, 2024)	Dividend income	9.6	-	-
31	Maithon Power Limited	Interest income on finance lease	0.3	0.6	0.6
		Finance lease facility provided during the period	-	1.0	-
		Finance lease facility repayment received during the period	1.4	3.4	1.1
32	Nelco Limited	Interest income on finance lease	1.0	1.3	0.8
		Operating lease rental	1.7	-	-
		Finance lease facility provided during the period	-	3.4	5.9
		Finance lease facility repayment received during the period	3.1	2.3	1.3

Sr. No.	Party Name	Nature of transaction	March 31, 2025	March 31, 2024	March 31, 2023
33	Niskalp Infrastructure Services Limited	Recovery of insurance expenses	0.1	0.1	0.1
34	Noble Medichem Private Limited (w.e.f. April 18, 2024)	Investment in compulsorily convertible preference shares during the period	340.0	-	-
		Investment in equity shares during the period	980.0	-	-
35	NourishCo Beverages Limited (Merged with Tata Consumer Products Limited w.e.f. August 31, 2024)	Interest income on finance lease	0.1	0.1	-
		Finance lease facility provided during the period	-	1.7	-
		Finance lease facility repayment received during the period*	0.1	0.0	-
36	Novamesh Limited (w.e.f. February 21, 2024)	Communication expenses	1.5	-	-
37	Orbicular Pharmaceutical Technologies Private Limited (w.e.f. May 31, 2024)	Investment in compulsorily convertible preference shares during the period	1,500.0	-	-
38	Piem Hotels Limited	Advertising expenses	-	0.2	-
		Staff welfare expenses*	0.0	0.4	2.8
39	Procam International Private Limited (Ceased w.e.f. January 15, 2024)	Staff welfare expenses	-	0.6	-
40	Rallis India Limited	Operating lease rental	0.5	-	-
		Other income*	-	0.0	-
41	Rallis India Limited Provident Fund	Interest paid on non-convertible debentures	2.9	2.9	2.9
42	Relative of KMP's	Dividend paid on cumulative redeemable preference shares	-	-	0.1
		Interest paid on non-convertible debentures	0.6	0.3	0.3
		Paid towards redemption of non-convertible debentures	0.4	0.5	5.0
43	Roots Corporation Limited	Staff welfare expenses	-	0.4	0.4
44	Sakar Healthcare Limited (w.e.f. August 29, 2023)	Investment in equity shares during the period	489.1	600.0	-
45	SIBMOST - TATA PROJECTS (JV)	Sale of fixed assets	9.7	-	-
46	Silly Point Productions LLP	Advertising expenses*	-	0.0	-
47	Solutions Infini Technologies(India) Private Limited (w.e.f. October 05, 2023)	Communication expenses	0.1	-	-
48	Stryder Cycle Private Limited	Interest income on finance lease	0.1	0.1	-
		Operating lease rental	0.8	-	-
		Finance lease facility provided during the period	-	1.0	-
		Finance lease facility repayment received during the period	0.2	0.1	-
49	Supermarket Grocery Supplies Private Limited (w.e.f. May 27, 2021)	Investment in equity shares during the period	-	-	972.0
50	TACO Air International Thermal Systems Private Limited (Formerly known as - Air International TTR Thermal Systems Private Limited)	Operating lease rental	3.1	3.0	2.6
51	TACO Prestolite Electric Private Limited (w.e.f. January 01, 2024)	Other income*	0.0	-	-
52	TACO Punch Powertrain Private Limited (w.e.f. December 24, 2022)	Operating lease rental	0.4	-	-
53	Taj Residency Employees Provident fund Trust (Bangalore unit)	Interest paid on non-convertible debentures	0.5	0.5	0.5
54	Taj SATS Air Catering Limited (w.e.f. August 01, 2024)	Operating lease rental	1.8	-	-
55	Tata 1mg Healthcare Solutions Private Limited (w.e.f. June 09, 2021)	Staff welfare expenses	0.6	-	-
56	Tata 1mg Technologies Private Limited (w.e.f. June 09, 2021)	Staff welfare expenses*	1.9	1.9	0.0
		Interest income on loan	0.5	-	-

Sr. No.	Party Name	Nature of transaction	March 31, 2025	March 31, 2024	March 31, 2023
		Management fees	2.0	-	-
		Loan given during the period	2,000.0	-	-
		Loan repayment received during the period	2,000.0	-	-
57	Tata Advanced Systems Limited	Interest income on finance lease	9.0	10.1	6.8
		Operating lease rental	7.7	-	-
		Finance lease facility provided during the period	1.3	48.4	31.5
		Finance lease facility repayment received during the period	28.7	22.8	15.8
		Security deposit received during the period	-	-	0.1
58	Tata AIA Life Insurance Company Limited	Insurance expenses	48.8	54.5	46.5
		Advertisement income	235.4	667.1	-
		Commission income	1,622.8	313.6	49.5
		Interest income on finance lease	11.3	10.3	5.7
		Operating lease rental	5.7	0.2	-
		Rental income	16.0	-	-
		Finance lease facility provided during the period	30.4	35.9	41.3
		Finance lease facility repayment received during the period	25.0	13.4	6.9
		Interest paid on non-convertible debentures	250.3	456.7	349.6
59	Tata AIG General Insurance Company Limited	Insurance expenses	639.1	22.1	15.9
		Advertisement income	-	302.4	-
		Commission income	1,176.4	257.7	99.1
		Interest paid on non-convertible debentures	48.2	101.5	101.5
		Paid towards redemption of non-convertible debentures	744.6	-	-
		Security deposit given during the period	2.0	-	-
60	Tata Asset Management Private Limited	Professional fees	3.5	-	-
		Commission income*	-	0.0	-
		Portfolio management services	12.8	10.7	6.3
61	Tata AutoComp Gotion Green Energy Solutions Private Limited (w.e.f. January 01, 2024)	Other income*	0.0	-	-
62	Tata AutoComp GY Batteries Private Limited	Income on invoice discounting	32.1	-	-
		Other income*	0.0	-	-
63	Tata Autocomp Hendrickson Suspensions Private Limited	Operating lease rental	0.2	-	-
		Other income*	0.0	-	-
64	Tata Autocomp Katcon Exhaust Systems Private Limited	Other income*	0.0	-	-
65	Tata Autocomp Systems Limited	Dividend income	113.5	176.9	193.2
		Interest income on finance lease	0.1	-	-
		Operating lease rental	69.4	70.6	57.2
		Finance lease facility provided during the period	1.4	-	-
		Finance lease facility repayment received during the period	0.3	-	-
		Security deposit repaid / adjusted during the period	-	-	47.3
66	Tata Boeing Aerospace Limited	Interest income on finance lease	0.2	0.2	0.1
		Operating lease rental	0.4	-	-
		Finance lease facility provided during the period	-	1.0	1.1
		Finance lease facility repayment received during the period	1.0	0.4	0.3
		Security deposit received during the period	-	-	0.2
		Security deposit repaid / adjusted during the period	0.2	-	-
67	Tata Business Hub Limited	Commission expenses	0.1	-	-
		Interest income on finance lease	1.1	2.4	2.8
		Interest income through factoring	1.5	-	-
		Finance lease facility provided during the period	-	0.2	14.2
		Finance lease facility repayment received during the period	13.7	7.4	7.8

Sr. No.	Party Name	Nature of transaction	March 31, 2025	March 31, 2024	March 31, 2023
		Receivables factored during the period	86.6	-	-
68	Tata Capital Limited Employees Provident Fund	Contribution to provident fund	519.2	392.3	277.7
		Employees contribution to provident fund	805.2	629.9	441.0
		Interest paid on non convertible debentures	-	0.5	0.5
		Paid towards redemption of non-convertible debentures	-	5.0	-
69	Tata Capital Limited Gratuity Scheme	Contribution to gratuity fund	138.2	41.4	86.5
70	Tata Capital Limited Superannuation Scheme	Contribution to superannuation fund	16.9	17.0	17.0
71	Tata Chemicals Limited	Dividend paid on equity shares	0.7	0.7	0.5
		Dividend income	0.2	-	-
72	Tata Chemicals Limited Provident Fund	Interest paid on non-convertible debentures	17.4	15.6	19.3
		Paid towards redemption of non-convertible debentures	3.0	20.0	-
73	Tata ClassEdge Limited (w.e.f. October 10, 2022)	Foreclosure charges	-	-	0.3
		Interest income on finance lease	2.7	8.6	6.8
		Finance lease facility provided during the period	-	1.4	1.8
		Finance lease facility repayment received during the period	34.5	50.6	24.1
74	Tata Coffee Staff Provident Fund Trust (Ceased w.e.f. February 28, 2024)	Interest paid on non-convertible debentures	-	5.3	8.3
75	Tata Communications Employee's Provident Fund Trust	Interest paid on non-convertible debentures	9.8	7.8	14.7
		Paid towards redemption of non-convertible debentures	-	45.0	-
76	Tata Communications Limited	Communication expenses	19.5	-	-
		Information technology expenses	78.4	72.1	70.5
		Finance lease facility repayment received during the period	-	0.1	-
77	Tata Consultancy Services Employees' Gratuity Fund	Interest paid on non-convertible debentures	48.5	-	-
		Paid towards redemption of non-convertible debentures	500.0	-	-
78	Tata Consultancy Services Limited	Information technology expenses	2,140.1	1,261.5	790.3
		Interest income on finance lease	6.2	6.7	6.6
		Operating lease rental	16.7	31.3	41.1
		Finance lease facility provided during the period	-	17.2	52.3
		Finance lease facility repayment received during the period	21.2	22.3	23.1
		Interest paid on non-convertible debentures	79.5	-	-
		Issuance of non-convertible debentures	5,053.0	-	-
		Purchase of fixed assets	127.7	36.6	15.5
		Sale of fixed assets*	0.0	-	-
		Security deposit received during the period	7.7	-	5.8
		Security deposit repaid / adjusted during the period	-	4.7	0.8
79	Tata Consulting Engineers Limited	Interest paid on non-convertible debentures	54.0	32.8	3.6
		Paid towards redemption of non-convertible debentures	400.0	250.0	-
80	Tata Consumer Products Limited	Dividend paid on equity shares	0.1	0.1	0.1
		Dividend income	0.1	-	-
		Interest income on finance lease	7.7	5.6	1.8
		Operating lease rental	12.1	6.4	6.1
		Other income*	0.0	-	-
		Finance lease facility provided during the period	8.6	36.6	19.1
		Finance lease facility repayment received during the period	10.9	5.9	3.2
		Sale of fixed assets	0.4	-	-
81	Tata Consumer Soulfull Private Limited (Merged with Tata Consumer Products Limited w.e.f. August 31, 2024)	Operating lease rental	0.4	-	-
82	Tata Digital Private Limited	Commission expenses	49.7	71.8	44.9

Sr. No.	Party Name	Nature of transaction	March 31, 2025	March 31, 2024	March 31, 2023
		Interest income on loan	-	-	136.9
		Operating lease rental	4.6	-	-
		Other income*	-	0.0	-
		Loan given during the period	-	-	9,000.0
		Loan repayment received during the period	-	-	9,000.0
83	Tata Electronics Private Limited	Interest income on finance lease	30.6	35.0	20.7
		Interest income on loan	23.9	41.3	-
		Operating lease rental	17.9	0.3	-
		Finance lease facility provided during the period	41.2	123.7	298.2
		Finance lease facility repayment received during the period	99.2	103.6	96.7
		Loan given during the period	136.0	1,275.0	-
		Loan repayment received during the period	36.4	1,153.6	-
		Security deposit repaid / adjusted during the period	-	1.5	-
84	Tata Electronics Systems Solutions Private Limited (w.e.f. March 18, 2024)	Other income*	0.0	-	-
85	Tata Elxsi (India) Limited Employees Provident Fund	Interest paid on non-convertible debentures	19.6	18.1	18.9
		Paid towards redemption of non-convertible debentures	8.0	-	-
86	Tata Elxsi Limited	Advertising expenses	-	1.7	-
		Printing and stationery	-	1.6	-
		Interest income on finance lease	4.0	3.3	2.5
		Operating lease rental	4.4	-	-
		Finance lease facility provided during the period	-	19.0	9.7
		Finance lease facility repayment received during the period	10.2	8.6	4.3
		Purchase of fixed assets	-	13.7	-
87	Tata Ficosa Automotive Systems Private Limited	Operating lease rental	0.2	-	-
		Other income*	0.0	-	-
88	Tata Industries Limited	Dividend paid on equity shares	-	-	0.4
		Foreclosure charges*	-	-	0.0
		Interest income on finance lease	-	-	7.6
		Syndication fees	-	-	1.7
		Finance lease facility provided during the period	-	-	1.3
		Finance lease facility repayment received during the period	-	-	23.4
89	Tata Industries Superannuation Fund Trust	Interest paid on non-convertible debentures	0.5	2.7	3.0
		Paid towards redemption of non-convertible debentures	-	24.0	-
90	Tata International Limited	Dividend paid on equity shares	0.2	0.2	0.1
		Dividend income	1.9	-	-
		Interest income on finance lease	1.6	1.3	1.7
		Operating lease rental	0.3	-	-
		Equity shares issued (including securities premium)	3.3	2.2	-
		Finance lease facility provided during the period	3.9	5.8	9.2
		Finance lease facility repayment received during the period	6.7	4.7	3.7
		Security deposit repaid / adjusted during the period	-	-	2.1
91	Tata International Limited Gratuity Fund	Interest paid on non-convertible debentures	2.0	2.0	1.0
92	Tata Investment Corporation Limited	Dividend paid on equity shares	16.9	16.4	12.4
		Equity shares issued (including securities premium)	332.2	439.8	130.4
		Interest paid on non-convertible debentures	35.6	35.6	35.6
93	Tata Investment Corporation Limited - Provident Fund	Interest paid on non-convertible debentures	0.5	0.5	0.5
94	Tata Lockheed Martin Aerostructures Limited	Interest income on finance lease	0.3	0.5	0.5
		Operating lease rental	0.2	-	-

Sr. No.	Party Name	Nature of transaction	March 31, 2025	March 31, 2024	March 31, 2023
		Finance lease facility provided during the period	-	-	4.4
		Finance lease facility repayment received during the period	0.7	1.5	1.4
		Security deposit received during the period	-	-	0.2
95	Tata Medical and Diagnostics Limited	Interest income on finance lease	0.3	0.4	0.4
		Finance lease facility provided during the period	-	-	2.7
		Finance lease facility repayment received during the period	0.4	0.4	0.3
96	Tata Metaliks Limited (Merged with Tata Steel Limited w.e.f. February 01, 2024)	Foreclosure charges	-	-	0.1
		Interest income on finance lease	-	1.7	2.2
		Operating lease rental	-	-	0.9
		Finance lease facility provided during the period	-	1.8	28.7
		Finance lease facility repayment received during the period	-	12.7	9.7
		Sale of fixed assets	-	-	0.4
		Security deposit received during the period	-	2.6	1.8
97	Tata Metaliks Limited Employees Provident fund	Interest paid on non-convertible debentures	-	0.2	0.2
		Paid towards redemption of non-convertible debentures	-	1.5	-
98	Tata Motors Body Solutions Limited (Name changed from Tata Marcopolo Motors Limited w.e.f. December 30, 2022)	Operating lease rental	0.7	0.1	-
99	Tata Motors Finance Limited (merged with Tata Capital Limited w.e.f. May 07, 2025)	Rent expenses	-	25.5	-
100	Tata Motors Global Services Limited (Formerly Known as TML Business Services Limited)	Professional fees	12.7	-	-
		Interest income on finance lease	6.9	4.8	4.4
		Operating lease rental	-	-	0.4
		Finance lease facility provided during the period	-	7.5	39.8
		Finance lease facility repayment received during the period	7.4	12.3	7.6
101	Tata Motors Insurance Broking and Advisory Services Limited	Rental income	2.8	-	-
102	Tata Motors Limited	Dividend paid on equity shares	0.9	0.9	0.7
		Professional fees	16.1	-	-
		Rent expenses	1.1	-	-
		Staff welfare expenses	0.2	-	-
		Foreclosure charges	-	-	0.1
		Interest income on debentures	-	2.2	10.4
		Interest income on finance lease	226.7	179.7	148.2
		Interest income through factoring	1.3	-	-
		Management fees	-	-	0.1
		Other income	13.7	1.3	0.8
		Advances given during the period	3,291.4	-	-
		Advances repayment received during the period	2,972.5	-	-
		Finance lease facility provided during the period	2.2	182.1	861.6
		Finance lease facility repayment received during the period	404.9	363.1	256.1
		Proceeds from redemption of debentures during the period	-	247.7	-
		Purchase of fixed assets	181.0	-	-
		Receivables factored during the period	14,183.6	-	-
103	Tata Motors Limited Gratuity Fund	Interest paid on non-convertible debentures	-	7.9	8.0
		Paid towards redemption of non-convertible debentures	-	82.0	-
104	Tata Motors Passenger Vehicles Limited (w.e.f. September 17, 2021)	Foreclosure charges*	-	-	0.0
		Interest income on finance lease	85.3	59.2	48.6
		Interest income through factoring	0.6	-	-
		Rental income	0.2	-	-

Sr. No.	Party Name	Nature of transaction	March 31, 2025	March 31, 2024	March 31, 2023
		Advances given during the period	2,329.2	-	-
		Advances repayment received during the period	2,056.4	-	-
		Finance lease facility provided during the period	-	61.5	271.9
		Finance lease facility repayment received during the period	128.6	129.0	73.3
		Receivables factored during the period	5,180.8	-	-
105	Tata Passenger Electric Mobility Limited (w.e.f. December 21, 2021)	Interest income on finance lease	20.5	12.3	5.4
		Interest income through factoring	0.3	-	-
		Advances given during the period	822.8	-	-
		Advances repayment received during the period	869.8	-	-
		Finance lease facility provided during the period	-	38.5	50.7
		Finance lease facility repayment received during the period	27.1	24.1	6.9
		Receivables factored during the period	312.2	-	-
106	Tata Pension Management Fund Private Limited (formerly known as Tata Pension Management Fund Limited)	Commission income*	-	0.0	-
		Issuance of non-convertible debentures	208.5	-	-
107	Tata Power Consolidated Provident Fund	Interest paid on non-convertible debentures	14.2	14.2	14.2
108	Tata Power Delhi Distribution Limited	Advertising expenses*	-	0.0	0.0
		Electricity expenses	0.4	-	-
		Interest income on finance lease*	0.0	-	-
		Other income*	0.0	-	-
		Finance lease facility provided during the period	0.7	-	-
		Finance lease facility repayment received during the period	0.1	-	-
109	Tata Power EV Charging Solutions Limited (Formerly Known as TP Solapur Limited)	Interest income on finance lease*	0.0	-	-
		Other income*	-	0.0	-
		Finance lease facility provided during the period	0.2	-	-
		Finance lease facility repayment received during the period*	0.0	-	-
110	Tata Power Renewable Energy Limited	Interest income on finance lease	0.5	-	-
		Other income*	-	0.0	-
		Finance lease facility repayment received during the period	1.8	-	-
111	Tata Power Solar Systems Limited (Merged with Tata Power Renewable Energy Limited w.e.f. October 01, 2024)	Interest income on finance lease	0.7	2.1	3.3
		Finance lease facility provided during the period*	-	0.0	5.3
		Finance lease facility repayment received during the period	3.7	6.4	9.2
		Purchase of fixed assets	26.7	3.3	-
112	Tata Precision Industries (India) Limited	Interest income on loan	0.6	0.9	1.0
		Loan repayment received during the period	1.9	1.9	1.9
113	Tata Projects Limited	Foreclosure charges	-	-	0.1
		Sale of fixed assets	19.1	39.2	123.0
		Interest income on finance lease	140.8	197.7	203.2
		Interest income on loan	-	56.8	309.5
		Operating lease rental	1,338.1	859.0	401.8
		Other income	0.1	-	-
		Finance lease facility provided during the period	67.3	773.5	1,191.1
		Finance lease facility repayment received during the period	445.7	1,091.8	384.4
		Loan repayment received during the period	-	4,120.0	-
		Purchase of fixed assets	-	-	571.2
		Security deposit received during the period	53.8	74.9	2.7
		Security deposit repaid / adjusted during the period	-	5.0	2.7
114	Tata Realty and Infrastructure	Interest income on loan	-	-	6.2

Sr. No.	Party Name	Nature of transaction	March 31, 2025	March 31, 2024	March 31, 2023
	Limited	Loan given during the period	-	-	950.0
		Loan repayment received during the period	-	-	950.0
115	Tata Securities Limited Employees Gratuity Scheme	Contribution to gratuity fund	1.3	0.9	-
116	Tata SIA Airlines Limited (Merged with Air India Limited w.e.f. November 12, 2024)	Staff welfare expenses	0.3	-	-
117	Tata Sikorsky Aerospace Limited	Interest income on finance lease	0.6	0.8	0.9
		Operating lease rental	0.2	-	-
		Finance lease facility provided during the period	-	1.0	4.3
		Finance lease facility repayment received during the period	2.2	2.1	3.2
		Security deposit received during the period	-	-	0.2
118	Tata Sons Consolidated Provident Fund	Interest paid on non-convertible debentures	2.8	3.7	3.6
		Paid towards redemption of non-convertible debentures	-	9.0	-
119	Tata Sons Consolidated Superannuation Fund	Interest paid on non-convertible debentures	-	4.1	4.1
		Paid towards redemption of non-convertible debentures	-	39.5	-
120	Tata Sons Limited H.O. Employees' Gratuity Fund	Interest paid on non-convertible debentures	0.1	0.1	0.1
121	Tata Sons Private Limited	Advertising expenses	3.0	3.6	-
		Finance lease facility repayment received during the period	-	-	7.1
		Brand equity & brand promotion expenses	789.1	504.5	384.3
		Dividend paid on equity shares	730.3	707.4	531.9
		Professional fees	0.4	1.2	2.8
		Training expenses	0.1	0.8	1.0
		Foreclosure charges	-	-	13.1
		Interest income on finance lease	-	-	0.4
		Operating lease rental	-	-	7.1
		Equity shares issued (including securities premium)	14,321.4	19,052.8	5,650.9
		Proceeds from sale of equity shares during the period	21,220.9	9,098.8	9,000.0
		Recovery of stamp duty expenses	2.7	1.0	1.1
		Sale of fixed assets	-	-	59.7
122	Tata Steel Downstream Products Limited	Interest income on finance lease*	0.3	0.4	0.0
		Interest income through factoring	1.5	-	-
		Operating lease rental	0.7	-	-
		Finance lease facility provided during the period	-	-	3.2
		Finance lease facility repayment received during the period	0.5	0.5	-
		Receivables factored during the period	574.2	-	-
123	Tata Steel Limited	Dividend income	22.6	0.7	0.9
		Interest income on debentures	17.4	24.0	23.5
		Interest income on finance lease	1.3	0.2	-
		Interest income through factoring	237.8	30.7	-
		Operating lease rental	0.6	-	-
		Finance lease facility repayment received during the period	8.4	1.4	-
		Proceeds from redemption of debentures during the period	251.1	-	-
		Receivables factored during the period	63,970.9	14,213.7	-
		Security deposit repaid / adjusted during the period	2.1	-	-
124	Tata Steel Limited Provident Fund	Interest paid on non-convertible debentures	49.5	38.2	59.6
125	Tata Steel Long product Limited employees providend fund trust	Interest paid on non-convertible debentures	2.2	2.2	2.2
126	Tata Steel Long Products Limited (Merged with Tata Steel Limited w.e.f. November 15, 2023)	Interest income through factoring	-	0.8	-
		Receivables factored during the period	-	160.0	-
127	Tata Steel Utilities and Infrastructure Services Limited	Foreclosure charges	-	-	0.3
		Interest income on finance lease	2.7	2.4	5.6

Sr. No.	Party Name	Nature of transaction	March 31, 2025	March 31, 2024	March 31, 2023
		Operating lease rental	36.6	36.7	8.8
		Finance lease facility provided during the period	-	-	31.2
		Finance lease facility repayment received during the period	14.4	16.4	11.1
		Security deposit received during the period	0.6	-	25.3
		Security deposit repaid / adjusted during the period	2.2	-	8.0
128	Tata Tea Limited Staff Pension Fund	Interest paid on non-convertible debentures	16.8	7.7	7.6
129	Tata Technologies Limited	Information technology expenses	131.5	52.7	43.7
		Dividend income	81.6	-	-
		Interest income on finance lease*	-	-	0.0
		Finance lease facility repayment received during the period*	-	-	0.0
		Proceeds from sale of equity shares during the period	-	-	794.8
		Purchase of fixed assets	15.2	-	-
130	Tata Teleservices (Maharashtra) Limited	Communication expenses	27.6	18.6	14.5
131	Tata Teleservices Limited	Communication expenses	4.2	3.4	3.3
		Interest income on finance lease	-	0.1	0.7
		Finance lease facility repayment received during the period	0.1	2.5	5.3
132	Tata Toyo Radiator Limited	Operating lease rental	214.8	225.1	201.9
		Security deposit received during the period	0.9	-	32.3
		Security deposit repaid / adjusted during the period	-	-	150.1
133	Tata Trustee Company Private Limited	Professional fees	3.2	3.2	3.2
134	Tata Unistore Limited (w.e.f. December 09, 2022)	Staff welfare expenses	0.3	0.2	0.1
		Other income*	0.0	-	-
135	TCE Employees' Provident Fund	Interest paid on non-convertible debentures	0.9	0.9	1.9
136	Tejas Networks Limited (w.e.f. 28.10.2021)	Operating lease rental	0.3	-	-
		Other income*	0.0	-	-
137	Tema India Private Limited (Ceased w.e.f. June 02, 2023)	Dividend income	-	-	2.4
		Interest income on loan	-	0.1	0.6
		Loan repayment received during the period	-	0.5	1.6
138	The Associated Building Company Limited	Interest expenses on inter corporate deposit	-	0.7	-
		Inter-corporate deposit received during the period	-	40.0	-
		Inter-corporate deposit repaid during the period	-	40.0	-
139	The Indian Hotels Company Limited	Staff welfare expenses	15.6	11.5	34.5
		Dividend income*	0.0	0.0	0.0
		Interest income on finance lease	0.1	0.1	0.2
		Operating lease rental*	0.5	0.0	-
		Finance lease facility provided during the period*	-	0.0	-
		Finance lease facility repayment received during the period	0.2	0.4	0.8
140	The Indian Hotels Company Limited Employees Provident Fund	Interest paid on non-convertible debentures	0.3	0.3	0.3
141	The Provident Fund of The Tinplate Company of India Limited	Interest paid on non-convertible debentures	1.4	1.4	1.4
142	The Tata Power Company Limited	Dividend paid on equity shares	0.5	0.5	0.4
		Dividend income*	0.0	-	-
		Interest income on finance lease	11.0	16.9	25.6
		Interest income through factoring	0.6	131.5	1.2
		Finance lease facility provided during the period	1.3	2.4	11.7
		Finance lease facility repayment received during the period	35.5	55.1	56.9
		Receivables factored during the period	-	-	1,464.4
143	The Tinplate Company Executive Staff Superannuation Fund	Interest paid on non-convertible debentures	0.4	0.4	0.4

Sr. No.	Party Name	Nature of transaction	March 31, 2025	March 31, 2024	March 31, 2023
144	The Tinplate Company of India Limited Gratuity Fund	Interest paid on non-convertible debentures	1.0	1.0	1.0
145	Titan Company Limited	Interest expenses on inter corporate deposit	-	-	15.5
		Loan repayment received during the period	5.0	2.9	0.1
		Staff welfare expenses*	-	0.1	0.0
		Interest income on finance lease	1.0	1.1	1.2
		Interest income on loan	2.6	3.1	0.2
		Finance lease facility repayment received during the period	1.0	0.9	1.3
		Inter-corporate deposit received during the period	-	-	1,500.0
		Inter-corporate deposit repaid during the period	-	-	1,500.0
		Interest paid on non-convertible debentures	202.1	138.4	-
		Loan given during the period	-	-	31.4
		Paid towards redemption of non-convertible debentures	-	300.0	-
146	Titan Industries Gratuity Fund	Interest paid on non-convertible debentures	19.9	15.7	11.7
		Paid towards redemption of non-convertible debentures	69.0	-	-
147	Titan Watches Provident Fund	Interest paid on non-convertible debentures	32.1	28.2	28.2
		Paid towards redemption of non-convertible debentures	53.0	-	-
148	TM Automotive Seating Systems Private Limited	Operating lease rental	0.6	-	-
149	TM Fainsa Railway Private Limited (w.e.f. January 06, 2023)	Other income*	0.0	-	-
150	TMF Business Services Limited	Rent expenses	-	7.9	33.5
		Interest income on inter corporate deposit	0.3	-	-
		Rental income	8.8	-	-
		Inter-corporate deposit placed during the period	120.0	-	-
		Inter-corporate deposit repayment received during the period	120.0	-	-
151	TMF Holdings Limited	Rent expenses	45.2	-	-
		Interest income on inter corporate deposit	5.2	-	-
		Rental income	10.5	-	-
		Inter-corporate deposit repayment received during the period	850.0	-	-
		Interest paid on non-convertible debentures	581.5	-	-
		Proceeds from sale of equity shares during the period	0.1	-	-
152	TML CV Mobility Solutions Limited (w.e.f. June 07, 2021)	Interest income on finance lease	0.1	-	-
		Other income*	0.0	-	-
153	TML Smart City Mobility Solutions Limited (w.e.f. May 25, 2022)	Interest income on finance lease	0.6	-	-
		Other income*	0.0	-	-
154	TMRP Auto Trims Private Limited (w.e.f. July 25, 2023)	Other income*	0.0	-	-
155	TP Ajmer Distribution Limited	Electricity expenses	0.2	-	-
		Interest income on finance lease	0.4	0.3	0.2
		Finance lease facility provided during the period	-	2.7	-
		Finance lease facility repayment received during the period	0.5	2.1	0.7
156	TP Central Odisha Distribution Limited	Electricity expenses	0.7	-	-
		Interest income on finance lease	0.8	1.2	1.9
		Finance lease facility provided during the period	0.3	5.8	-
		Finance lease facility repayment received during the period	3.6	4.6	3.6
157	TP Jalpura Khurja Power Transmission Limited (w.e.f. April 05, 2024)	Interest income on finance lease*	0.0	-	-
		Other income*	0.0	-	-
		Finance lease facility provided during the period	0.6	-	-
		Finance lease facility repayment received	0.1	-	-

Sr. No.	Party Name	Nature of transaction	March 31, 2025	March 31, 2024	March 31, 2023
		during the period			
158	TP Northern Odisha Distribution Limited (w.e.f. April 01, 2021)	Electricity expenses	0.1	-	-
		Interest income on finance lease*	0.0	0.4	0.5
		Finance lease facility provided during the period	0.2	0.4	0.7
		Finance lease facility repayment received during the period	0.3	1.0	1.2
159	TP Renewable Microgrid Limited	Interest income on finance lease*	0.0	0.0	0.0
		Finance lease facility provided during the period	-	-	0.4
		Finance lease facility repayment received during the period*	0.1	0.1	0.0
160	TP Southern Odisha Distribution Limited	Electricity expenses*	0.0	-	-
		Interest income on finance lease	0.3	0.2	0.3
		Finance lease facility provided during the period	-	0.7	1.3
		Finance lease facility repayment received during the period	1.1	0.2	0.1
161	TP Western Odisha Distribution Limited	Electricity expenses	0.1	-	-
		Interest income on finance lease	0.5	0.9	0.8
		Finance lease facility provided during the period	-	2.8	0.9
		Finance lease facility repayment received during the period	1.4	2.0	2.1
162	TPL - IAV VOZ CPRR Joint Venture	Interest income on finance lease	3.1	3.4	-
		Operating lease rental	88.8	11.0	-
		Finance lease facility provided during the period	1.5	34.7	-
		Finance lease facility repayment received during the period	10.4	5.3	-
		Security deposit repaid / adjusted during the period	11.9	-	-
163	Trent Limited	Payments towards net settlement reward points	34.3	29.4	31.6
164	TVS Emerald Limited (formerly known as Emerald Haven Realty Limited)	Advertising expenses	0.4	-	-
		Interest income on loan	233.9	109.5	103.7
		Management fees	-	-	6.2
		Processing fees	42.5	-	-
		Loan given during the period	4,250.0	-	1,101.0
		Loan repayment received during the period	1,103.0	398.5	417.7
165	TVS Supply Chain Solutions Limited (ceased w.e.f. July 28, 2023)	Income on invoice discounting	-	0.8	2.8
		Invoice discounted during the period	-	128.9	563.5
		Invoice discounted repayment received during the period	-	122.8	593.2
166	United Hotels Limited	Staff welfare expenses	-	-	0.1
		Interest income on finance lease	0.3	0.4	0.6
		Finance lease facility provided during the period*	-	0.0	-
		Finance lease facility repayment received during the period	1.2	0.7	0.6
167	Voltas Limited	Commission expenses	-	1.0	1.5
		Interest paid on non-convertible debentures	57.5	-	-
		Dividend paid on cumulative redeemable preference shares	21.4	36.6	36.6
		Electricity expenses	1.3	-	-
		Rent expenses	7.7	-	-
		Repairs and maintenance	8.7	3.6	5.7
		Interest income on finance lease	0.6	-	-
		Other income*	-	0.0	-
		Finance lease facility provided during the period	7.6	-	-
		Finance lease facility repayment received during the period	4.7	-	-
		Paid towards redemption of cumulative redeemable preference shares	300.0	-	-
		Purchase of fixed assets	17.7	53.0	38.1

Sr. No.	Party Name	Nature of transaction	March 31, 2025	March 31, 2024	March 31, 2023
168	Voltas Limited Employees' Superannuation Scheme	Interest paid on non-convertible debentures	4.0	1.6	1.6
		Paid towards redemption of non-convertible debentures	10.0	-	-
169	Voltas Limited Managerial Staff Gratuity Fund	Interest paid on non-convertible debentures	2.1	-	-
		Paid towards redemption of non-convertible debentures	20.0	-	-
170	Voltas Limited Provident Fund	Interest paid on non-convertible debentures	4.1	2.1	2.1
171	Voltas Managerial Staff Provident Fund	Interest paid on non-convertible debentures	19.1	12.0	7.3
		Paid towards redemption of non-convertible debentures	40.0	-	-
172	Walwhan Renewable Energy Limited (Merged with Tata Power Renewable Energy Limited w.e.f. October 01, 2024)	Other income*	-	0.0	-

* *Denoted amount is less than ₹0.05 million.*

For details of the related party transactions, see "*Restated Consolidated Financial Information—Notes forming part of the Restated Consolidated Financial Information—Note 42: Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015*" on page 509.

Average cost of acquisition of the Promoter (also the Promoter Selling Shareholder) and the Investor Selling Shareholder

The average cost of acquisition per Equity Share of our Promoter (also the Promoter Selling Shareholder) and the Investor Selling Shareholder as on the date of this Updated Draft Red Herring Prospectus – I is as follows:

Particulars	Number of Equity Shares of face value of ₹10 each held	Average cost of acquisition per Equity Share on a fully diluted basis (in ₹)*
Promoter (also the Promoter Selling Shareholder)		
Tata Sons Private Limited	3,575,064,262	34.0
Investor Selling Shareholder		
International Finance Corporation	71,648,559	25.0#

* *As certified by Manian & Rao, Chartered Accountants, pursuant to their certificate dated August 4, 2025.*

\# *Pursuant to merger of TCCL into our Company with effect from January 1, 2024, International Finance Corporation was allotted Equity Shares of our Company in the ratio of four Equity Shares of our Company for every five equity shares of TCCL held by International Finance Corporation. The consideration paid by International Finance Corporation for the acquisition of equity shares of TCCL has been considered as the consideration paid for the acquisition of Equity Shares of our Company.*

Weighted average price at which specified securities were acquired by our Promoter (also the Promoter Selling Shareholder) and the Investor Selling Shareholder in the one year preceding the date of this Updated Draft Red Herring Prospectus – I

The weighted average cost of acquisition at which Equity Shares were acquired by our Promoter (also the Promoter Selling Shareholder) and the Investor Selling Shareholder in the one year preceding the date of this Updated Draft Red Herring Prospectus – I are as follows:

Particulars	Number of Equity Shares of face value of ₹10 each acquired in last one year	Weighted average cost of acquisition per Equity Share (in ₹)*
Promoter (also the Promoter Selling Shareholder)		
Tata Sons Private Limited	97,348,478	310.5
Investor Selling Shareholder		
International Finance Corporation	NA	NA

* *As certified by Manian & Rao, Chartered Accountants, pursuant to their certificate dated August 4, 2025.*

Details of price at which specified securities were acquired in the last three years preceding the date of this Updated Draft Red Herring Prospectus – I by our Promoter (also the Promoter Selling Shareholder), members of the Promoter Group, the Investor Selling Shareholder and the Shareholders with rights to nominate directors or have other rights, are disclosed below:

Except as stated below, no specified securities were acquired in the last three years preceding the date of this Updated Draft Red Herring Prospectus – I, by our Promoter (also the Promoter Selling Shareholder), members of the Promoter Group and the Investor Selling Shareholder. Further, there are no Shareholders with special right to nominate one or more directors on the

Board of our Company.

Name of the acquirer/ Shareholder	Date of acquisition of Equity Shares	Number of Equity Shares acquired	Face value per Equity Share (in ₹)	Acquisition price per Equity Share (in ₹)*
Promoter (also the Promoter Selling Shareholder)				
Tata Sons Private Limited	March 23, 2023	41,827,522	10.0	135.1
Tata Sons Private Limited	March 27, 2023	2,272,346	10.0	135.1
Tata Sons Private Limited	September 29, 2023	58,388,959	10.0	162.9
Tata Sons Private Limited	December 29, 2023	50,643,437	10.0	188.4
Tata Sons Private Limited	March 21, 2025	50,965,679	10.0	281.0
Tata Sons Private Limited	July 18, 2025	46,382,799	10.0	343.0
Promoter Group				
Tata Investment Corporation Limited	March 23, 2023	964,957	10.0	135.1
Tata Investment Corporation Limited	September 29, 2023	1,347,612	10.0	162.9
Tata Investment Corporation Limited	December 29, 2023	1,169,252	10.0	188.4
Tata International Limited	December 29, 2023	11,684	10.0	188.4
Tata Investment Corporation Limited	March 21, 2025	1,182,336	10.0	281.0
Tata International Limited	March 21, 2025	11,758	10.0	281.0
TMF Holdings Limited	May 13, 2025	183,867,495	10.0	270.3^
TMF Holdings Limited	July 18, 2025	2,357,275	10.0	343.0
Tata Investment Corporation Limited	July 18, 2025	1,076,019	10.0	343.0
Tata International Limited	July 18, 2025	10,436	10.0	343.0
Investor Selling Shareholder				
International Finance Corporation	January 2, 2024	71,648,559	10.0	25.0#

**As certified by Manian & Rao, Chartered Accountants, pursuant to their certificate dated August 4, 2025.*

#Pursuant to merger of TCCL into our Company with effect from January 1, 2024, International Finance Corporation was allotted Equity Shares of our Company in the ratio of four Equity Shares of our Company for every five equity shares of TCCL held by International Finance Corporation. The consideration paid by International Finance Corporation for the acquisition of equity shares of TCCL has been considered as the consideration paid for the acquisition of Equity Shares of our Company.

^ Pursuant to merger of TMFL into our Company with effect from April 1, 2024, TMF Holdings Limited was allotted equity shares of our Company in the ratio of 37 Equity Shares of our Company for every 100 equity shares of face value of ₹100 of TMFL held by TMF Holdings Limited. The consideration paid by TMF Holdings Limited for the acquisition of equity shares of TMFL has been considered as the consideration paid for the acquisition of Equity Shares of our Company.

Weighted average cost of acquisition of all shares transacted in one year, eighteen months and three years immediately preceding this Updated Draft Red Herring Prospectus – I

Period	Weighted Average Cost of Acquisition (in ₹)^$	Cap Price is 'X' times the Weighted Average Cost of Acquisition*	Range of acquisition price: Lowest Price - Highest Price (in ₹)^$
Last one year	284.9	[●]	270.3 to 343.0
Last eighteen months	284.9	[●]	270.3 to 343.0
Last three years	211.7#	[●]	25.0# to 343.0

**To be updated on finalisation of the Price Band.*

 # Pursuant to merger of TCCL into our Company with effect from January 1, 2024, International Finance Corporation was allotted equity shares of our Company in the ratio of 4 Equity Shares of our Company for every 5 equity shares of TCCL held by International Finance Corporation. The consideration paid by International Finance Corporation for the acquisition of equity shares of TCCL has been considered as the consideration paid for the acquisition of Equity Shares of our Company.

$ Pursuant to merger of TMFL into our Company with effect from April 1, 2024, TMF Holdings Limited was allotted equity shares of our Company in the ratio of 37 Equity Shares of our Company for every 100 equity shares of face value of ₹100 of TMFL held by TMF Holdings Limited. The consideration paid by TMF Holdings Limited for the acquisition of equity shares of TMFL has been considered as the consideration paid for the acquisition of Equity Shares of our Company.

^As certified by Manian & Rao, Chartered Accountants, pursuant to their certificate dated August 4, 2025.

Issue of Equity Shares made in the last one year for consideration other than cash

Except as stated below, our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Updated Draft Red Herring Prospectus – I.

Date of allotment	Number of Equity Shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Reason for allotment	Benefits accrued to our Company
May 13, 2025	183,867,495	10	NA	Pursuant to a scheme of arrangement amongst TMFL, our Company and their respective shareholders, sanctioned by the National Company Law Tribunal, Mumbai *vide* its order dated May 1, 2025, our Board at its meeting dated May 13, 2025 approved the	TMFL was an NBFC operating as a NBFC - ICC involved in the business of (a) granting loans and facilities for, inter-alia, financing the purchase of (i) new vehicles manufactured by Tata Motors Limited and its group companies (ii) pre-

Date of allotment	Number of Equity Shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Reason for allotment	Benefits accrued to our Company
				issue and allotment of 183,867,495 Equity Shares to TMF Holdings Limited. For further details, see *"History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamations or any revaluation of assets, in the last 10 years"* on page 364	owned vehicles including refinancing loans where TMFL provided funding against pre-owned commercial vehicles; and (b) granting of loans and advances largely to transporters, dealers and vendors of Tata Motors Limited including the provision of working capital facilities, invoice discounting facilities and factoring facilities. The primary rationale for the merger was to consolidate businesses in order to simplify, scale and synergize the businesses.

Split or consolidation of Equity Shares in the last one year

Our Company has not undertaken split or consolidation of the Equity Shares of our Company in the last one year preceding the date of this Updated Draft Red Herring Prospectus – I.

Financing Arrangements

There have been no financing arrangements whereby our Promoter, members of our Promoter Group, our Directors and their relatives have financed the purchase by any other person of securities of our Company, during the period of six months immediately preceding the date of the Pre-filed Draft Red Herring Prospectus and this Updated Draft Red Herring Prospectus – I.

Details of pre-IPO placement

Our Company is not contemplating a pre-IPO placement. For details in relation to the proposed rights issue, please see "*Capital Structure*" beginning on page 106.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

Our Company has not applied for or received any exemption from the SEBI from complying with any provisions of securities laws, as on the date of this Updated Draft Red Herring Prospectus – I.

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

All references in this Updated Draft Red Herring Prospectus – I to "India" are to the Republic of India and its territories and possessions and all references to the "Government", "Indian Government", "GOI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

All references to the "US", "U.S.", "USA" or "United States" are to the United States of America and its territories and possessions.

Unless stated otherwise, all references to page numbers in this Updated Draft Red Herring Prospectus – I are to the corresponding page numbers of this Updated Draft Red Herring Prospectus – I. Unless otherwise specified, any time mentioned in this Updated Draft Red Herring Prospectus – I is in IST. Unless indicated otherwise, all references to a year in this Updated Draft Red Herring Prospectus – I are to a calendar year.

Financial Data

Our Company's Financial Year commences on April 1 and ends on March 31 of the next year. Unless stated otherwise, all references in this Updated Draft Red Herring Prospectus – I to the terms Fiscal or Fiscal Year or Financial Year are to the 12 months ended March 31 of such year.

Unless the context requires otherwise, the financial information in this Updated Draft Red Herring Prospectus – I is derived from the restated consolidated financial information of our Company, our Subsidiaries and our Associates comprising the restated consolidated statement of assets and liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023 and the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity, the restated consolidated statement of cash flows along with the statement of material accounting policies and other explanatory information for the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, prepared under Ind AS notified under Section 133 of the Companies Act, 2013, and in accordance with requirements of sub-section (1) of Section 26 of Part I of Chapter III of the Companies Act, SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India as amended from time to time. For further information, see "*Summary of Financial Information*", "*Restated Consolidated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 92, 424 and 586, respectively.

Unless otherwise specified, the consolidated financial and operational data as of and for the financial year ended March 31, 2025, reflects the acquisition of TMFL pursuant to TMFL Scheme of Arrangement, which was completed in May 2025 with an appointed date of April 1, 2024. Consequently, the financial and operational figures for the fiscal years ended March 31, 2025, March 31, 2024, and March 31, 2023 are not entirely comparable. Additionally, we have disclosed certain financial information and ratios pertaining to our Company (excluding TMFL) for the fiscal year ended March 31, 2025, which have been derived from the Audited Special Purpose Consolidated Financial Statements of our Company (excluding TMFL) as at and for the fiscal year ended March 31, 2025, and is not directly comparable to the Restated Consolidated Financial Information included in this Updated Draft Red Herring Prospectus – I.

There are significant differences between Ind AS, Indian GAAP, US GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or US GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Updated Draft Red Herring Prospectus – I and it is urged that you consult your own advisors regarding such differences and their impact on our Company's financial data. For details in connection with risks involving differences between Ind AS, U.S. GAAP and IFRS see "*Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as IFRS and U.S. GAAP, which may be material to investors' assessments of our financial condition, result of operations and cash flows*" on page 83. The degree to which the financial information included in this Updated Draft Red Herring Prospectus – I will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, 2013, Ind AS and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Updated Draft Red Herring Prospectus – I should accordingly be limited.

Unless the context otherwise indicates, any percentage amounts, or ratios as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 45, 299 and 586, respectively, and elsewhere in this Updated Draft Red Herring Prospectus – I have been calculated on the basis of amounts derived from our Restated Consolidated Financial Information.

Non-GAAP Financial Measures

Certain non-GAAP measures have been included in this Updated Draft Red Herring Prospectus – I and are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, IFRS or US GAAP. Further, these non-GAAP measures are not a measurement of our financial performance or liquidity under Ind AS, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the period / year or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, IFRS or US GAAP. These non-GAAP financial measures and other information relating to financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and, therefore a comparison of similarly titled non-GAAP Measures or other information relating to operations and financial performance between companies may not be possible. Other companies may calculate the non-GAAP Measures differently from us, limiting their usefulness as a comparative measure. Although the non-GAAP measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful information in relation to our business and financial performance. For further details, see "*Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as IFRS and U.S. GAAP, which may be material to investors' assessments of our financial condition, result of operations and cash flows"* on page 83.

Currency and Units of Presentation

All references to:

- "Rupees" or "₹" or "INR" or "Rs." are to Indian Rupees, the official currency of the Republic of India; and
- "USD" or "US$" or "$" are to United States Dollar, the official currency of the United States of America.

Our Company has presented certain numerical information in this Updated Draft Red Herring Prospectus - I in "million" and "billion" units or in whole numbers where the numbers have been too small to represent in millions or billions. One million represents 1,000,000, one billion represents 1,000,000,000 and one trillion represents 1,000,000,000,000. Figures sourced from third-party industry sources may be expressed in denominations other than millions and such figures have been expressed in this Updated Draft Red Herring Prospectus – I in such denominations as provided in such respective sources.

In this Updated Draft Red Herring Prospectus – I, all figures in decimals have been rounded off to one decimal place and all percentage figures have been rounded off to one decimal place. In certain instances, due to rounding off, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than one decimal point in their respective sources, such figures appear in this Updated Draft Red Herring Prospectus – I as rounded-off to such number of decimal points as provided in such respective sources.

Exchange Rates

This Updated Draft Red Herring Prospectus – I contains conversion of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and other foreign currencies:

(Amount in ₹, unless otherwise specified)

Currency	Exchange rate as at		
	March 31, 2025	March 31, 2024	March 31, 2023
1 USD	85.5	83.3	82.2

Source: www.oanda.com

Industry and Market Data

Unless stated otherwise, information pertaining to the industry in which our Company operates in, contained in this Updated Draft Red Herring Prospectus – I is derived from the CRISIL Report which has been commissioned and paid for by our Company exclusively in connection with the Offer for the purposes of confirming our understanding of the industry in which we operate. This Updated Draft Red Herring Prospectus – I contains certain data and statistics from the CRISIL Report, which is available on the website of our Company at https://www.tatacapital.com/about-us/investor-information-and-financials.html.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources. Although the industry and market data used in this Updated Draft Red Herring Prospectus – I is reliable, the data used in these sources may have been re-classified for the purposes of presentation, however, no material data in connection with the Offer has been omitted. Data from these sources may also not be comparable.

Such industry sources and publications may also base their information on estimates, projections, forecasts and assumptions. The extent to which the industry and market data presented in this Updated Draft Red Herring Prospectus - I is meaningful depends upon the reader's familiarity with, and understanding of, the methodologies used in compiling such information. There are no standard data gathering methodologies in the industry in which our Company conducts business and methodologies and assumptions may vary widely among different market and industry sources. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "*Risk Factors – We have included data derived from the CRISIL Report titled "Analysis of NBFC Sector in India" which has been prepared by CRISIL, exclusively for the Offer and commissioned and paid for by us and any reliance on such information for making an investment decision in the Offer is subject to inherent risks*" on page 75.

The excerpts of the CRISIL Report are disclosed in this Updated Draft Red Herring Prospectus – I and there are no parts, information, data (which may be material and relevant for the proposed Offer), left out or changed in any manner.

In accordance with the SEBI ICDR Regulations, "*Basis for Offer Price*" beginning on page 139 includes information relating to our peer group companies. Such information has been derived from publicly available sources specified herein. Accordingly, no investment decision should be made solely on the basis of such information.

CRISIL Intelligence (formerly known as CRISIL Market Intelligence & Analytics, a division of CRISIL Limited) has required us to include the following in connection with the CRISIL Report:

*"**About CRISIL Intelligence:***

Crisil Intelligence, a division of Crisil Limited, provides independent research, consulting, risk solutions, and data & analytics to its clients. Crisil Intelligence operates independently of Crisil's other divisions and subsidiaries, including, Crisil Ratings Limited. Crisil Intelligence's informed insights and opinions on the economy, industry, capital markets and companies drive impactful outcomes for clients across diverse sectors and geographies. For the preparation of this Report, Crisil Intelligence has relied on third party data and information obtained from various sources. Any forward-looking statements contained in this Report are based on certain assumptions which in its opinion are true as on the date of the Report and could fluctuate due to changes in underlying factors or events in future. The Report does not consist of any investment advice and nothing contained in the Report should be construed as a recommendation to invest/disinvest in any entity. The Company will be responsible for ensuring compliance and consequence of non compliance for use of the Report and part thereof outside India."

Notice to Prospective Investors in the United States

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Updated Draft Red Herring Prospectus – I or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Offer, including the merits and risks involved. The Equity Shares offered in the Offer have not been and will not be registered under the United States Securities Act of 1933, as amended ("**U.S. Securities Act**") or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws in the United States. Accordingly, the Equity Shares are being offered and sold (a) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Updated Draft Red Herring Prospectus – I as "**U.S. QIBs**"; for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Updated Draft Red Herring Prospectus - I as "**QIBs**") in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and (b) outside the United States in "offshore transactions" as defined in, and in reliance on, Regulation S under the U.S. Securities Act ("**Regulation S**") and, in each case, in compliance with the applicable laws of the jurisdiction where those offers and sales are made. See "*Other Regulatory and Statutory Disclosures – Eligibility and Transfer Restrictions*" on page 681.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made, by persons in any such jurisdiction except in compliance with the applicable laws of such jurisdiction.

Notice to Prospective Investors in the European Economic Area

This Updated Draft Red Herring Prospectus - I is not a prospectus for the purposes of Regulation (EU) 2017/1129, as amended ("**Prospectus Regulation**"). This Updated Draft Red Herring Prospectus - I has been prepared on the basis that any offer to the public of Equity Shares in any Member State of the European Economic Area ("**EEA**") (each a "**Member State**") will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus.

Accordingly, any person making or intending to make an offer to the public in any Member State of Equity Shares which are the subject of the Offer contemplated in this Updated Draft Red Herring Prospectus - I may only do so in circumstances in which no obligation arises for our Company, the Selling Shareholders or any of the BRLMs to publish a prospectus pursuant to Article 3 of the Prospectus Regulation in relation to such offer. None of our Company, the Selling Shareholders or the BRLMs have authorised, nor do they authorise, the making of any offer of Equity Shares through any financial intermediary, other than the offers made by the Book Running Lead Managers which constitute the final placement of Equity Shares contemplated in this Updated Draft Red Herring Prospectus – I.

For the purposes of this provision, the expression an "offer to the public" in relation to the Equity Shares in any Member State means the communication in any form and by any means of sufficient information on the terms of the Offer and any Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Equity Shares.

Information to EEA Distributors (as defined below)

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Equity Shares have been subject to a product approval process, which has determined that such Equity Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II ("**Target Market Assessment**"). Notwithstanding the Target Market Assessment, "distributors" (for the purposes of the MiFID II Product Governance Requirements) ("**EEA Distributors**") should note that: the price of the Equity Shares may decline and investors could lose all or part of their investment; the Equity Shares offer no guaranteed income and no capital protection; and an investment in the Equity Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Book Running Lead Managers will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Equity Shares. Each EEA Distributor is responsible for undertaking its own target market assessment in respect of the Equity Shares and determining appropriate distribution channels.

Notice to Prospective Investors in the United Kingdom

This Updated Draft Red Herring Prospectus - I is not a prospectus for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law in the United Kingdom ("**UK Prospectus Regulation**"). This Updated Draft Red Herring Prospectus - I has been prepared on the basis that any offer to the public of Equity Shares in the United Kingdom will be made pursuant to an exemption under the UK Prospectus Regulation from the requirement to publish a prospectus. Accordingly, any person making or intending to make an offer to the public within the United Kingdom of Equity Shares which are the subject of the Offer contemplated in this Updated Draft Red Herring Prospectus - I should only do so in circumstances in which no obligation arises for our Company, the Selling Shareholders or any of the BRLMs to publish a prospectus pursuant to Section 85 of the United Kingdom's Financial Services and Markets Act 2000, as amended (the "**FSMA**") in relation to such offer. None of our Company, the Selling Shareholders or the BRLMs have authorized, nor do they authorize, the making of any offer of Equity Shares through any financial intermediary, other than the offers made by the members of the Syndicate which constitute the final placement of Equity Shares contemplated in this Updated Draft Red Herring Prospectus – I.

The communication of this Updated Draft Red Herring Prospectus - I and any other document or materials relating to the issue of the Equity Shares offered hereby is not being made, and this Updated Draft Red Herring Prospectus - I and such other documents and/or materials have not been approved, by an authorized person for the purposes of Section 21 of the FSMA. Accordingly, this Updated Draft Red Herring Prospectus - I and such other documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. This Updated Draft Red Herring Prospectus - I and such other documents and/or materials are for distribution only to persons who (i) have professional experience in matters relating to investments and who fall within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Financial Promotion Order**")), (ii) fall within Article 49(2)(a) to (d) of the Financial Promotion Order, (iii) are outside the United Kingdom, or (iv) are other persons to whom it may otherwise lawfully be communicated or distributed under the Financial Promotion Order (all such persons together being referred to as "**relevant persons**"). This Updated Draft Red Herring Prospectus - I and any such other documents and/or materials are directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this Updated Draft Red Herring Prospectus - I and any such other documents and/or materials relate will be engaged in only with relevant persons. Any person in the United Kingdom that is not a relevant person should not act or rely on this Updated Draft Red Herring Prospectus - I or any other documents and/or materials relating to the issue of the Equity Shares offered hereby or any of their contents.

For the purposes of this provision, the expression an "**offer to the public**" in relation to the Equity Shares in the United Kingdom means the communication in any form and by any means of sufficient information on the terms of the Offer and any Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Equity Shares.

Information to UK distributors

Solely for the purposes of the product governance requirements contained within the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the UK MiFIR Product Governance Rules) may otherwise have with respect thereto, the Equity Shares have been subject to a product approval process, which has determined that such Equity Shares are: (i) compatible with an end target market of: (a) investors who meet the criteria of professional clients as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law; (b) eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"); and (c) retail clients who do not meet the definition of professional client under (a) or eligible counterparty per (b); and (ii) eligible for distribution through all distribution channels as permitted by the UK MiFIR Productive Governance Rules (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, distributors (for the purposes of the UK MiFIR Product Governance Rules) ("**UK Distributors**") should note that: the price of the Equity Shares may decline and investors could lose all or part of their investment; the Equity Shares offer no guaranteed income and no capital protection; and an investment in the Equity Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer.

Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Book Running Lead Managers will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of COBS 9A and COBS 10A respectively; or (b) a recommendation to any investor or group of investors to invest in, or purchase or take any other action whatsoever with respect to the Equity Shares. Each UK Distributor is responsible for undertaking its own target market assessment in respect of the Equity Shares and determining appropriate distribution channels.

Available Information

Our Company is not currently required to file periodic reports under Section 13 or 15 of the Securities Exchange Act of 1934, as amended (the "**U.S. Exchange Act**"). In order to permit compliance with Rule 144A under the U.S. Securities Act in connection with the resales of the Equity Shares, we agree to furnish upon the request of a shareholder or a prospective purchaser the information required to be delivered under Rule 144A(d)(4) of the U.S. Securities Act if at the time of such request we are not a reporting company under Section 13 or Section 15(d) of the U.S. Exchange Act, or are not exempt from reporting pursuant to Rule 12g3-2(b) thereunder.

FORWARD-LOOKING STATEMENTS

This Updated Draft Red Herring Prospectus – I contains certain forward-looking statements. All statements contained in this Updated Draft Red Herring Prospectus – I that are not statements of historical fact constitute "forward-looking statements". All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "continue", "expect", "estimate", "intend", "likely to", "seek to", "shall", "objective", "plan", "project", "propose", "will", "will continue", "will pursue", "seek to", "will achieve", "will likely" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements.

All forward-looking statements regarding our Company, whether made by us or any third parties in this Updated Draft Red Herring Prospectus – I are based on our current plans, estimates, presumptions and expectations and actual results may differ materially from those suggested by such 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 statements, including but not limited to, regulatory changes pertaining to the industry in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and globally, which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic and international laws, regulations and taxes, incidence of any natural calamities and/or violence and changes in competition in our industry. For details, see "*Risk Factors*" beginning on page 45.

Forward-looking statements reflect current views of our Company as on the date of this Updated Draft Red Herring Prospectus – I and are not a guarantee of future performance. There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

These statements are based on our management's belief and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based on are reasonable, any of these assumptions could prove to be inaccurate and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, the Selling Shareholders, our Directors, the BRLMs 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. In accordance with the requirements of the SEBI, our Company and the BRLMs shall ensure that Bidders in India are informed of material developments, in relation to statements and undertakings specifically confirmed and undertaken by our Company and the Selling Shareholders, severally and not jointly, solely, in relation to itself as a Selling Shareholder and its respective portion of the Offered Shares, in the Red Herring Prospectus, from the date thereof until the time of the grant of listing and trading permission by the Stock Exchanges for the Offer. Further, only statements and undertakings which are specifically confirmed or undertaken by each Selling Shareholder, as the case may be, in this Updated Draft Red Herring Prospectus – I shall be deemed to be statements and undertakings made by such Selling Shareholder as on the date of this Updated Draft Red Herring Prospectus – I.

SECTION II: RISK FACTORS

An investment in our Equity Shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Updated Draft Red Herring Prospectus-I, including the risks and uncertainties described below before making an investment in our Equity Shares.

We have described the risks and uncertainties that we believe are material, but these risks and uncertainties may not be the only risks relevant to us, our Equity Shares, or the industry in which we currently operate or propose to operate. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also have an adverse effect on our business, prospects, results of operations, financial condition and cash flows. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks mentioned in this section. If any or a combination of the following risks actually occur, or if any of the risks that are currently not known or deemed to be not relevant or material now actually occur or become material in the future, our business, cash flows, prospects, financial condition and results of operations could suffer, the trading price of our Equity Shares could decline, and you may lose all or part of your investment. For more details on our business and operations, see "Our Business", "Industry Overview", "Key Regulations and Policies", "Selected Statistical Information", "Restated Consolidated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 299, 161, 341, 404, 424 and 586, respectively, as well as other financial information included elsewhere in this Updated Draft Red Herring Prospectus-I. In making an investment decision, you must rely on your own examination of our Company and the terms of the Offer, including the merits and risks involved, and you should consult your tax, financial and legal advisors about the particular consequences of investing in the Offer. You should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment which may differ in certain respects from that of other countries.

This Updated Draft Red Herring Prospectus-I also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including but not limited to the considerations described below and elsewhere in this Updated Draft Red Herring Prospectus-I. For details, see "Forward-Looking Statements" beginning on page 44.

Unless otherwise indicated or the context requires otherwise, the financial information included herein is derived from our Restated Consolidated Financial Information for Fiscals 2025, 2024 and 2023 included in this Updated Draft Red Herring Prospectus-I. For further information, see "Restated Consolidated Financial Information" beginning on page 424. Unless otherwise indicated or the context requires, in this section, references to "we", "us" and "our" are to our Company and our Subsidiaries on a consolidated basis.

Unless otherwise specified, the consolidated financial and operational data as at and for the financial year ended March 31, 2025, reflects the acquisition of TMFL pursuant to TMFL Scheme of Arrangement, which was completed in May 2025 with an appointed date of April 1, 2024. Consequently, the financial and operational figures for the fiscal years ended March 31, 2025, March 31, 2024, and March 31, 2023 are not entirely comparable. Additionally, we have disclosed certain financial information and ratios pertaining to our Company (excluding TMFL) for the fiscal year ended March 31, 2025, which have been derived from the Audited Special Purpose Consolidated Financial Statements of our Company (excluding TMFL) as at and for the fiscal year ended March 31, 2025, and is not directly comparable to the Restated Consolidated Financial Information included in this Updated Draft Red Herring Prospectus-I.

*Unless otherwise indicated or the context otherwise requires, industry and market data used in this section have been extracted from the industry report titled "Analysis of NBFC Sector in India" prepared and issued by CRISIL (the "**CRISIL Report**"), which has been commissioned by our Company exclusively in connection with the Offer for the purposes of confirming our understanding of the industry in which we operate. For further details and risks in relation to the CRISIL Report, see "Risk Factors— We have included data derived from the CRISIL Report titled "Analysis of NBFC Sector in India" which has been prepared by CRISIL, exclusively for the Offer and commissioned and paid for by us and any reliance on such information for making an investment decision in the Offer is subject to inherent risks" on page 75. The CRISIL Report will form part of the material documents for inspection and is available on the website of our Company. The information in the following section is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Updated Draft Red Herring Prospectus-I, including the information contained in "Risk Factors", "Industry Overview", "Restated Consolidated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 45, 161, 424 and 586, respectively. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation—Industry and Market Data" on page 40.*

Our Company's financial year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular financial year are to the 12 months ended March 31 of that year.

INTERNAL RISKS

1. ***Our Gross Stage 3 Loans comprised 1.9%, 1.5% and 1.7% of our Total Gross Loans as at March 31, 2025, March 31, 2024 and March 31, 2023, respectively. Non-payment or default by our customers may adversely affect our business, results of operations, cash flows and financial condition.***

We are subject to customer default risks, including delay or default in repayment of principal or interest on loans. Customers may default on their obligations as a result of various factors, such as bankruptcy, operational failure, lack of liquidity, lack of business, unemployment, adverse developments in the Indian and global economy, or adverse changes to interest rates. If customers fail to repay loans in a timely manner or at all, our financial condition, results of operations and cash flows will be adversely impacted. An increase in delayed payments or in the level of customer defaults may increase the portion of loans classified as a NPA and reduce our interest income, in turn, lowering our revenue and increasing our credit costs, while also leading to higher expenses required to service and collect delinquent loans. This would adversely affect our business, results of operations, cash flows and financial condition. We may not be able to maintain or reduce the level of NPAs as we continue to grow our loan portfolio. We cannot assure you that we will be able to improve collections and recoveries in relation to NPAs. Any non-payment or default by our customers may adversely affect our business, results of operations, cash flows and financial condition.

The table below provides a breakdown of Gross Stage 3 Loans and Net Stage 3 Loans in absolute amounts and as percentages of the Total Gross Loans as at the dates indicated. See also "*Selected Statistical Information—Selected Statistical Information of Our Company—Asset Quality*" on page 407.

Particulars	**TCL (ex-TMFL)**		**TCL**					
	As at March 31,							
	2025		**2025**		**2024**		**2023**	
	(₹ in million)	*Ratio*	*(₹ in million)*	*Ratio*	*(₹ in million)*	*Ratio*	*(₹ in million)*	*Ratio*
Total Gross Loans[(1)]	**1,981,639.5**	**100.0%**	**2,265,529.6**	**100.0%**	**1,612,310.8**	**100.0%**	**1,201,968.6**	**100.0%**
Gross Stage 3 Loans[(2) (3)]	30,704.2	1.5%	42,342.8	1.9%	23,643.2	1.5%	20,596.9	1.7%
Net Stage 3 Loans[(4)(5)]	10,495.5	0.5%	17,569.8	0.8%	6,118.8	0.4%	4,721.6	0.4%

Notes:

(1) ***Total Gross Loans****: Total Net Loans adjusted for unamortised loan sourcing fees, unamortised loan sourcing costs and impairment allowances as at the last day of the relevant Fiscal.*

(2) ***Gross Stage 3 Loans****: Total Gross Loans which are more than 90 DPD from their contractual payments or as prescribed by applicable regulations and includes Purchased or Originated Credit Impaired Loans (POCI)*

(3) ***Gross Stage 3 Loans Ratio:*** *Ratio of Gross Stage 3 Loans as a percentage of Total Gross Loans as at the last day of the relevant Fiscal.*

(4) ***Net Stage 3 Loans****: Gross Stage 3 Loans as reduced by impairment loan allowances provided on Gross Stage 3 Loans as at the last day of the relevant Fiscal.*

(5) ***Net Stage 3 Loans Ratio****: Gross Stage 3 Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as a percentage of Total Gross Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as at the last day of the relevant Fiscal.*

We cannot assure you that we will be able to maintain or reduce our current levels of Gross Stage 3 Loans or Net Stage 3 Loans in the future. Any further increase in our Gross Stage 3 Loans or Net Stage 3 Loans could lead to the deterioration of the quality of our portfolio, adversely affect our credit ratings and increase our borrowing costs, which could in turn adversely affect our interest margins, our business, financial condition, results of operations and cash flows.

We may not be able to meet our recovery targets set for a particular fiscal year if there is an economic slowdown. In such circumstances, an increase in the number and value of NPAs can adversely affect our business, results of operations, cash flows and financial condition. The following table provides our recovery rate with respect to Gross Stage 3 Loans for the Fiscal indicated.

Particulars	**TCL (ex-TMFL)**	**TCL**		
	Fiscal			
	2025	**2025**	**2024**	**2023**
Recovery rate of Gross Stage 3 Loans (%)	17.1%	19.8%	18.9%	26.9%

2. ***Our provision coverage ratio was 58.5%, 74.1% and 77.1% as at March 31, 2025, March 31, 2024 and March 31, 2023, respectively. Our inability to provide adequate provisioning coverage for non-performing assets may adversely affect our business, results of operations, cash flows and financial condition.***

We cannot assure you that our established risk management controls and procedures, including our provisioning for NPAs, will be sufficient to prevent future losses on account of customer defaults which could have a materially adverse impact on our business and operations. If our NPAs increase, we may be required to increase our provisions.

The following table provides our Provision Coverage Ratio as at the dates indicated.

Particulars	TCL (ex-TMFL)	TCL		
	As at March 31,			
	2025	2025	2024	2023
Provision Coverage Ratio[1] (%)	65.8%	58.5%	74.1%	77.1%

Note:
(1) ***Provision Coverage Ratio****: Impairment allowances provided on Gross Stage 3 Loans as a percentage to Gross Stage 3 Loans as at the last day of the relevant Fiscal.*

The following table provides our Net Stage 3 Loans and Net Stage 3 Loan Ratio as at the dates indicated.

Particulars	TCL (ex-TMFL)	TCL		
	As at March 31,			
	2025	2025	2024	2023
	(₹ in million, except for percentages)			
Net Stage 3 Loans[1]	10,495.5	17,569.8	6,118.8	4,721.6
Net Stage 3 Loans Ratio[2]	0.5%	0.8%	0.4%	0.4%

Notes:
(1) ***Net Stage 3 Loans****: Gross Stage 3 Loans as reduced by impairment loan allowances provided on Gross Stage 3 Loans as at the last day of the relevant Fiscal.*
(2) ***Net Stage 3 Loans Ratio****: Gross Stage 3 Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as a percentage of Total Gross Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as at the last day of the relevant Fiscal.*

Any incorrect estimation of risks or regulatory changes in mandated provisioning methodologies may result in our provisions not being adequate to cover increases in NPAs or any deteriorations in our NPA portfolio.

Pursuant to the Scale Based Regulations applicable to NBFCs, the Company maintains impairment allowances in line with the requirements of Indian Accounting Standards (Ind AS), specifically Ind AS 109 – Financial Instruments. In addition, the Company adheres to the extant prudential norms on Income Recognition, Asset Classification and Provisioning, including borrower/beneficiary-wise asset classification, provisioning for standard and restructured assets, ageing analysis of Non-Performing Assets ("**NPAs**"), and other applicable criteria. If there is any change in such regulatory framework, including from the RBI, regarding Gross Stage 3 Loans and provisioning for such assets, the level of our Gross Stage 3 Loans as well as provisions could increase, which may have an adverse effect on our business, result of operations, cash flows and financial condition.

3. ***Unsecured Gross Loans comprised 21.0%, 24.5% and 23.1% of our Total Gross Loans as at March 31, 2025, March 31, 2024 and March 31, 2023, respectively. Failure to recover such receivables in a timely manner or at all may adversely affect our business, results of operations, cash flows and financial condition.***

We offer unsecured loans to our Retail, SME and Corporate customers. Unsecured loans pose a higher credit risk compared to our secured loan portfolio because they are not supported by realisable collateral that could help ensure an adequate source of repayment for the loan.

The following table shows the amount of Unsecured Gross Loans, in absolute amounts and as a percentage of Total Gross Loans, as at the dates indicated.

Particulars	As at March 31,		
	2025	2024	2023
	(₹ in million, except percentages)		
Total Gross Loans[1]	2,265,529.6	1,612,310.8	1,201,968.6
Unsecured Gross Loans[2]	475,176.4	394,599.9	277,553.4
Unsecured Gross Loans as a percentage of Total Gross Loans	21.0%	24.5%	23.1%

Notes:
(1) ***Total Gross Loans****: Total Net Loans adjusted for unamortised loan sourcing fees, unamortised loan sourcing costs and impairment allowances as at the last day of the relevant Fiscal.*
(2) ***Unsecured Gross Loans****: The portion of Total Gross Loans which are unsecured as at the last day of the relevant Fiscal.*

The following table provides a breakdown of Total Gross Loans by Gross Stage 3 Loans and Net Stage 3 Loans, as at the dates indicated.

Particulars	TCL (ex-TMFL)		TCL					
	As at March 31,							
	2025		2025		2024		2023	
	(₹ in million)	*Ratio*	*(₹ in million)*	*Ratio*	*(₹ in million)*	*Ratio*	*(₹ in million)*	*Ratio*
Total Gross Loans[1]	**1,981,639.5**	**100.0%**	**2,265,529.6**	**100.0%**	**1,612,310.8**	**100.0%**	**1,201,968.6**	**100.0%**
Gross Stage 3 Loans[2][3]	30,704.2	1.5%	42,342.8	1.9%	23,643.2	1.5%	20,596.9	1.7%
Net Stage 3 Loans[4][5]	10,495.5	0.5%	17,569.8	0.8%	6,118.8	0.4%	4,721.6	0.4%

Notes:
(1) ***Total Gross Loans****: Total Net Loans adjusted for unamortised loan sourcing fees, unamortised loan sourcing costs and impairment allowances as at the last day of the relevant Fiscal.*
(2) ***Gross Stage 3 Loans****: Total Gross Loans which are more than 90 DPD from their contractual payments or as prescribed by applicable regulations and includes Purchased or Originated Credit Impaired Loans (POCI)*
(3) ***Gross Stage 3 Loans Ratio:*** *Ratio of Gross Stage 3 Loans as a percentage of Total Gross Loans as at the last day of the relevant Fiscal.*
(4) ***Net Stage 3 Loans****: Gross Stage 3 Loans as reduced by impairment loan allowances provided on Gross Stage 3 Loans as at the last day of the relevant Fiscal.*
(5) ***Net Stage 3 Loans Ratio****: Gross Stage 3 Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as a percentage of Total Gross Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as at the last day of the relevant Fiscal.*

There can be no assurance that our monitoring and risk management procedures will be effective or that our loan provisioning or reserves will be sufficient to cover any actual losses incurred. The IBC does not make any distinction between secured creditors and unsecured creditors during the corporate insolvency resolution process, although the liquidation waterfall applicable to a creditor in liquidation depends on whether the creditor is secured or unsecured.

If there is a default by customers on repayment of unsecured loans or we are unable to recover our principal and interest through such legal proceedings, we may experience increased levels of NPAs and we may be required to make related provisions that may have an adverse effect on our business prospects, financial condition and results of operations.

In addition, a significant increase in our Net Stage 3 Loans may result in our breach of covenants stipulated in our financing agreements with our lenders and/ or a rating downgrade by rating agencies, either of which may restrict our ability to raise new debt. Any failure to recover the full amount of principal and interest on unsecured loans given to our customers could adversely affect our business, results of operations, cash flows and financial condition.

4. ***Changes in our loan-mix may adversely affect our financial metrics and asset quality, which could adversely affect our business, financial condition, results of operations and cash flows.***

Our loan-mix represents the proportion of our Total Gross Loans across our Lending Business verticals, comprising Retail Finance, SME Finance and Corporate Finance. In our Retail Finance vertical, we typically offer to salaried and self-employed individuals and owners of small businesses a wide range of loans, such as home loans, loans against property, personal loans, business loans, two-wheeler loans, car loans, commercial vehicle loans, construction equipment loans, loans against securities, microfinance loans, and education loans. In our SME Finance vertical, we offer supply chain finance, equipment finance, and leasing solutions to our customers. Further, we offer term loans, cleantech and infrastructure finance, and developer finance to businesses with latest available turnover of less than or equal to ₹2.5 billion. In our Corporate Finance vertical, we offer term loans, cleantech and infrastructure finance, and developer finance to businesses with latest available turnover of more than ₹2.5 billion. See "*Our Business—Overview—Who We Are*" on page 299.

The table below shows the changes in our loan-mix as at the dates indicated:

Particulars	**As at March 31,**					
	2025		**2024**		**2023**	
	(₹ in million)	*Ratio*	*(₹ in million)*	*Ratio*	*(₹ in million)*	*Ratio*
Retail Finance	1,411,142.1	62.3%	950,316.8	58.9%	681,879.3	56.7%
SME Finance	594,629.8	26.2%	467,614.8	29.0%	392,028.3	32.6%
Corporate Finance	259,757.7	11.5%	194,379.2	12.1%	128,061.0	10.7%
Total Gross Loans[(1)]	**2,265,529.6**	**100.0%**	**1,612,310.8**	**100.0%**	**1,201,968.6**	**100.0%**

Note:
(1) ***Total Gross Loans****: Total Net Loans adjusted for unamortised loan sourcing fees, unamortised loan sourcing costs and impairment allowances as at the last day of the relevant Fiscal.*

As set out in the table above, our loan-mix has changed over the years, in line with our focus on building a granular, retail-focused loan book and driving sustainable growth and as a result of our merger with TMFL. This also reflects our response to macroeconomic and demand trends, entry into new business lines to tap into market opportunities and efforts to deepen market presence, while maintaining asset quality through prudent risk management. Changes in loan-mix impact our financial performance and asset quality, as different Lending Business verticals and lending products have different interest rates, margins, costs, risks, and delinquency levels. Therefore, any significant and adverse change in our loan-mix may affect our Net Interest Income, Net Interest Margin Ratio, operating expenses, provisioning, profitability, Return on Assets, capital adequacy, and asset quality ratios. We cannot assure you that we will be able to maintain an optimal loan-mix that balances our growth, profitability, and risk objectives, or that we will be able to adapt to changing market conditions and customer preferences in a timely and effective manner. We have not experienced any adverse effects from changes in our loan-mix during Fiscals 2025, 2024 and 2023. Any future adverse change in our loan-mix or our inability to manage associated risks may have an adverse effect on our business, financial condition, results of operations, and cash flows.

5. ***Secured Gross Loans comprised 79.0%, 75.5% and 76.9% of our Total Gross Loans as at March 31, 2025, March 31, 2024 and March 31, 2023, respectively. We are exposed to potential losses in connection with recovery of the value of security or enforcement of collaterals.***

We offer various secured loans to our Retail, SME and Corporate customers. We receive collateral in the form of securities, residential, commercial and industrial properties, vehicles, construction equipment and industrial equipment, among others. In case of a customer default, we may face difficulties in locating or seizing the underlying collateral and there is no assurance that such collateral will be sufficient to cover our losses.

The following table shows the amount of Secured Gross Loans, in absolute amounts and as a percentage of Total Gross Loans, as at the dates indicated.

Particulars	**As at March 31,**		
	2025	**2024**	**2023**
	(₹ in million, except percentages)		
Total Gross Loans(1)	2,265,529.6	1,612,310.8	1,201,968.6
Secured Gross Loans(2)	1,790,353.2	1,217,710.9	924,415.2
Secured Gross Loans as a percentage of Total Gross Loans	79.0%	75.5%	76.9%

Notes:

*(1) **Total Gross Loans**: Total Net Loans adjusted for unamortised loan sourcing fees, unamortised loan sourcing costs and impairment allowances as at the last day of the relevant Fiscal.*

*(2) **Secured Gross Loans:** Total Gross Loans secured by tangible assets, intangible assets or covered by bank / government guarantees as at the last day of the relevant Fiscal.*

The value of collateral used to secure loans may decline due to various factors, such as adverse market conditions, defects or deficiencies in perfection of the collateral, fluctuations in share prices, errors in assessing the value of the collateral and deterioration in asset values. Such risk is particularly pronounced in situations where the collateral is in the form of depreciating fixed assets such as vehicles, construction equipment and heavy machinery.

In the case where the collateral takes the form of mortgage against our customers' residential, commercial or industrial property, we are exposed to adverse movements in the price of such immoveable property and the real estate market in general. See "*—Home Loans, Loans Against Property and Developer Finance together amounted to 33.8%, 37.4% and 37.3% of our Total Gross Loans as at March 31, 2025, March 31, 2024 and March 31, 2023, respectively. In relation to our Home Loans, Loans Against Property and Developer Finance, we have significant exposure to the real estate sector and any negative trends affecting this sector could adversely affect our business and result of operations.*" on page 50. There can also be no assurance that in such cases, we would be able to enforce our security interests in the collateral, which could adversely affect our profitability and cash flows.

The initial valuation of the equipment and the mortgaged property is conducted by our internal valuation teams and/ or external agencies and there can be no assurance that such valuation is accurate or free from errors. We sanction credit that is typically less than the value of the collateral taken, up to a specified percentage of the value of the collateral. Any errors in the initial valuation, any significant deterioration in collateral value, or disappearance or destruction of the collateral or frauds may cause the realised value of collateral, when liquidated, to be lower than the outstanding loan to such customers. Further, collateral may not be liquid, which would impact our ability to recover our dues.

We may face delays in enforcing our legal rights, which may result in depreciation in the value of any underlying collateral and adversely affect our ability to recover the amounts owed to us. For example, we may not be able to sell repossessed vehicles at commercially favourable prices, in a timely manner or at all. See "*—We may face potential delays and additional expenses in enforcing our legal rights and may not be able to recover amounts owed by defaulting customers in a timely manner or at all.*" on page 68.

We have not experienced any losses on loan collateral that have materially and adversely affected our business or results of operations for Fiscals 2025, 2024 and 2023. There is no assurance that such issues will not arise in the future.

6. ***Retail Finance comprised 62.3%, 58.9% and 56.7% of Total Gross Loans as at March 31, 2025, March 31, 2024 and March 31, 2023, respectively. Any adverse developments that reduce demand for loans amongst retail customers and/or increase loan default rates amongst retail customers will adversely affect our business, results of operations and prospects.***

Our Retail Finance loans typically comprise loans to salaried and self-employed individuals and owners of small businesses ("**Retail Customers**") such as home loans, loans against property, personal loans, business loans, two-wheeler loans, car loans, commercial vehicle loans, construction equipment loans, loans against securities, microfinance loans, and education loans. As such, we are susceptible to adverse developments that have the effect of reducing demand for Retail Finance loans and/ or increasing loan default rates amongst Retail Customers. Such factors include any adverse developments in real estate prices, regulatory changes, layoffs, the economy in India or globally, inflation, natural calamities (such as COVID-19), interest rates, and geopolitical relations. If there is an increase in NPAs, credit losses may increase and any secured collateral may be insufficient to cover such losses, which may impact our profitability. If there is a decline in demand for loans amongst Retail Customers, our revenue may decline and our prospects may be adversely affected.

The following table provides our retail lending, in absolute amounts and as percentages of our Total Gross Loans as at the dates indicated. See also "*Our Business—Who We Are*" on page 299.

Particulars	**As at March 31,**					
	2025		**2024**		**2023**	
	(₹ in million)	*Ratio*	*(₹ in million)*	*Ratio*	*(₹ in million)*	*Ratio*
Retail Finance	1,411,142.1	62.3%	950,316.8	58.9%	681,879.3	56.7%
Total Gross Loans(1)	2,265,529.6	100.0%	1,612,310.8	100.0%	1,201,968.6	100.0%

Note:

*(1) **Total Gross Loans**: Total Net Loans adjusted for unamortised loan sourcing fees, unamortised loan sourcing costs and impairment allowances as at the last day of the relevant Fiscal.*

While we have in the past experienced pockets of stress in unsecured and microfinance loans, we did not experience any adverse developments that adversely impacted demand for loans or repayment rates amongst Retail Finance customers in Fiscals 2025, 2024 and 2023. Further, there can be no assurance that such issues will not arise in the future.

7. ***Home Loans, Loans Against Property and Developer Finance together amounted to 33.8%, 37.4% and 37.3% of our Total Gross Loans as at March 31, 2025, March 31, 2024 and March 31, 2023, respectively. In relation to our Home Loans, Loans Against Property and Developer Finance, we have significant exposure to the real estate sector and any negative trends affecting this sector could adversely affect our business and result of operations.***

Our Home Loans, Loans Against Property and Developer Finance are primarily secured by residential, commercial and industrial properties. The value of these underlying loan collateral is largely dependent on prevailing real estate market conditions, including prevailing discount rates, property cooling, stimulus or other measures introduced by the relevant local, state or central government, prices of commodities, inflation and secular trends relating to population growth, ageing and urbanisation, all of which may affect either or both the supply and demand, and hence price, of housing stock or other real estate property in the market. In addition, our Developer Finance loans are secured by underlying projects and where applicable, the cash flows, project inventory, land and development rights of the projects, against which the loans are made. In the event of any adverse developments in the real estate market, such as economic downturns or changes in applicable regulations, there can be a decline in the demand or price of real estate properties or other collateral. Failure to recover the expected value of collateral could expose TCL or TCHFL to losses. Any of the foregoing could adversely affect TCL and TCHFL's business, results of operations and financial condition.

The following table provides an overview of the Gross Loans contribution from Home Loans, Loans Against Property and Developer Finance as at the dates indicated.

Particulars	**As at March 31,**					
	2025		**2024**		**2023**	
	(₹ in million)	*(percentage of Total Gross Loans)*	*(₹ in million)*	*(percentage of Total Gross Loans)*	*(₹ in million)*	*(percentage of Total Gross Loans)*
Home Loans Gross Loans	384,027.4	17.0%	308,532.3	19.1%	221,048.6	18.4%
Loans Against Property Gross Loans	264,145.3	11.7%	201,865.5	12.5%	161,721.2	13.5%
Developer Finance Gross Loans	115,650.1	5.1%	92,775.0	5.8%	65,538.1	5.5%

Further, the Real Estate (Regulation and Development) Act, 2016, imposes various obligations on real estate project developers, including mandatory project registration, enhanced disclosure norms and penal provisions for violation of applicable rules, which increase compliance costs and regulatory procedures for the development of real estate projects. This may hinder the anticipated growth of the housing sector, which may adversely affect our business.

8. ***Our fixed interest rate loans comprised 38.6%, 32.0% and 32.6% of our Total Gross Loans and our fixed interest rate borrowings comprised 54.0%, 53.0% and 51.0% of our Total Borrowings as at March 31, 2025, March 31, 2024 and March 31, 2023, respectively. Any adverse changes in interest rates could impact our Average Cost of Borrowings Ratio and adversely impact our Net Interest Margin Ratio, demand for loans and profitability and cause a decrease in our Net Interest Income, any of which could adversely affect our business, results of operations, cash flows and financial condition.***

We have a mix of fixed interest rate and floating interest rate loans and borrowings. Fluctuations in interest rates may affect the cost of borrowings under floating interest rate loans, thereby impacting our Net Interest Margin Ratio, which may have an adverse effect on our business, results of operations, cash flows and financial condition.

Set out below is a table showing our fixed and floating rate loans, in absolute amounts and as percentages of our Total Gross

Loans, as at the dates indicated:

Particulars	As at March 31,					
	2025		2024		2023	
	(₹ in million)	Ratio	(₹ in million)	Ratio	(₹ in million)	Ratio
Fixed interest rate loans	875,252.2	38.6%	515,854.6	32.0%	392,092.3	32.6%
Floating interest rate loans	1,390,277.4	61.4%	1,096,456.2	68.0%	809,876.3	67.4%
Total Gross Loans[(1)]	**2,265,529.6**	**100.0%**	**1,612,310.8**	**100.0%**	**1,201,968.6**	**100.0%**

Note:

*(1) **Total Gross Loans**: Total Net Loans adjusted for unamortised loan sourcing fees, unamortised loan sourcing costs and impairment allowances as at the last day of the relevant Fiscal.*

Set out below is a table showing our fixed and floating rate borrowings, in absolute amounts and as percentages of our Total Borrowings, as at the dates indicated:

Particulars	As at March 31,					
	2025		2024		2023	
	(₹ in million)	Ratio	(₹ in million)	Ratio	(₹ in million)	Ratio
Fixed interest rate borrowings	1,125,440.6	54.0%	785,382.0	53.0%	578,013.1	51.0%
Floating interest rate borrowings	958,708.7	46.0%	696,470.9	47.0%	555,346.0	49.0%
Total Borrowings[(1)]	**2,084,149.3**	**100.0%**	**1,481,852.9**	**100.0%**	**1,133,359.1**	**100.0%**

Note:

*(1) **Total Borrowings**: Debt securities, Borrowings (Other than debt securities) and Subordinated liabilities as reported in the Restated Consolidated Financial Information as at the last day of the relevant Fiscal.*

Interest rates are sensitive and volatility in interest rates could be a result of many factors, including the monetary policies of the RBI, aggressive pricing by competitors, de-regulation of the financial services sector in India, domestic and international economic and political conditions, inflation, monetary policies of global central banks and macro-economic environment and policies in India.

In the event of an increase in interest rates on our borrowings, we may not be able to fully pass on the increased cost of funds to our loan customers, particularly in the case of fixed interest rate loan customers, resulting in an adverse impact on our Net Interest Income and Net Interest Margin Ratio. Such increase in interest rates could also affect our ability to raise low-cost funds as compared to some of our competitors who may have access to lower-cost funds. Increased interest rates could reduce the volume of loans as customers are deterred from taking loans at high interest rates to finance their purchases or investments, and we may also lose customers if they opt to prepay our loans in favour of less expensive loans from other lenders. Any increase in the interest rates we levy on loans disbursed to customers at floating interest rates could also result in the extension of loan maturities or higher monthly instalments due from customers, which in turn, could result in higher rates of default.

In a declining interest rate environment, if our cost of funds does not decline simultaneously or to the same extent as the yield on our interest-earning assets, it could lead to a reduction in our Net Interest Income and Net Interest Margin Ratio. Declining interest rates could also result in customers opting to prepay our loans to take advantage of the lower interest rate, or a higher component of principal being repaid in every interest payment cycle, resulting in a reduction of our loan portfolio. Any of the aforementioned contingencies could adversely impact our business, financial condition and results of operations.

We have not experienced any fluctuations in interest rates that materially impacted our Net Interest Margin Ratio in Fiscals 2025, 2024 and 2023. Any such impacts in future could adversely affect our business, results of operations, cash flows and financial condition.

9. ***Certain issuances of non-convertible debentures by TMFL and some of our CRPS issuances have been down sold by successful applicants in the past, leading to the number of holders of such securities exceeding the prescribed limits under the applicable laws. Accordingly, we may be subject to regulatory action, including penal action, which may adversely affect our business and reputation.***

TMFL in its ordinary course of business allotted non-convertible debentures ("**NCDs**") under five ISINs to successful applicants between November 2019 to July 2022. These allotments were made within prescribed limits of subscribers under Section 42 of the Companies Act, 2013, read with Clause 2(iv) of Annex XV of the NBFC Scale Based Regulations issued by the RBI, as amended.

Subsequently, these five ISINs of NCDs were down sold by certain successful applicants to other investors which resulted in the holders of these NCDs exceeding the limit of 200 holders prescribed under the applicable laws.

The details of these NCDs are provided in the table below:

Sr No	ISIN	Date of Allotment	Date of Listing	Maturity date (Call option date)	Original no. of Allottees	No. of holders prior to listing date / within 6 months from date of allotment in case of unlisted NCDs	Amount outstanding (in ₹ million)
1	INE601U08093	November 1, 2019	November 13, 2019	November 1, 2029	12	263	600.0
2	INE601U08150	November 11, 2020	November 13, 2020	November 11, 2030	3	311	850.0
3	INE477S08126	March 22, 2022	Unlisted	March 22, 2032	4	479	1,000.0
4	INE477S08134	June 3, 2022	Unlisted	June 3, 2032	5	1,065	2,000.0
5	INE477S08142	July 12, 2022	Unlisted	July 12, 2032	2	628	1,600.0

SEBI *vide* its letter dated February 5, 2025 had advised early redemption of the abovementioned NCDs and RBI had also granted its "no-objection" for the said redemption. TMFL had redeemed all of the above mentioned NCDs on April 11, 2025. The settlement application dated March 27, 2025 filed by TMFL with SEBI under the Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018 ("**Settlement Regulations**") is pending as on the date of this Updated Draft Red Herring Prospectus-I.

Further, our Company in its ordinary course of business, allotted unlisted CRPS within prescribed limits of subscribers under Section 42 of the Companies Act, 2013. Subsequently, these CRPS were down sold by certain successful applicants to other investors which resulted in the number of holders of these CRPS exceeding the limit prescribed under the applicable laws. The details of these CRPS are provided in the table below:

Sr No	ISIN	Date of Allotment	Date of Maturity	Date of Redemption	Details of listing	Original no. of Allottees	No. of holders post 6 months from date of allotment	Number of CRPS allotted	Amount (in ₹ million)
1	INE976I04143	April 22, 2015	April 21, 2022	August 8, 2019	Unlisted	90	931	4,648,500	4,648.5
2	INE976I04200	March 10, 2017	March 9, 2024	March 9, 2024	Unlisted	30	210	1,350,000	1,350.0

Our Company has also filed a separate *suo motu* settlement application dated March 24, 2025, with SEBI under the Settlement Regulations. The settlement application is pending as on the date of this Updated Draft Red Herring Prospectus-I.

10. ***Our Average Cost of Borrowings Ratio was 7.8%, 7.3% and 6.6% for Fiscals 2025, 2024 and 2023, respectively. If we are unable to secure funding on acceptable terms and at competitive rates when needed, including due to any downgrade in our credit ratings, it could have a material adverse effect on our business, results of operations, cash flows and financial condition.***

As a non-deposit taking NBFC, we rely on a variety of borrowing sources. We have historically relied on a combination of funding sources to meet our capital requirements, including public sector banks, private sector banks, foreign banks, mutual funds, insurance companies and provident and pension funds, among others. Our borrowings comprise short and long term loans from banks, non-convertible debentures, notes, market-linked debentures, subordinated and perpetual debt, external commercial borrowings and commercial papers. We also assign a part of our receivables or transfer loan assets to banks and other financial institutions through the direct assignment method. In Fiscals 2025, 2024 and 2023, we did not undertake any securitization transactions.

Our ability to raise funds on acceptable terms, at competitive rates and in a timely manner, depends on various factors, including our current and future results of operations and financial condition, credit ratings, interest rate fluctuations, brand equity, the regulatory environment and policy initiatives in India and developments in the international markets affecting the Indian economy including liquidity in the market. Any event affecting the market sentiment surrounding the financing sector could adversely affect our borrowings.

The table below sets forth a breakdown of our funding sources and their respective contribution as a percentage of our total borrowings, for the years and as at the dates indicated.

Particulars	As at March 31,					
	2025		2024		2023	
	Source of funds (₹ in million)	*Contribution to our total borrowings Ratio*	*Source of funds (₹ in million)*	*Contribution to our total borrowings Ratio*	*Source of funds (₹ in million)*	*Contribution to our total borrowings Ratio*
Loans from banks and financial institutions	1,185,948.9	56.9%	791,019.2	53.4%	548,821.5	48.4%
Non-convertible debentures and other debt instruments	656,569.5	31.5%	506,777.8	34.2%	431,729.5	38.1%
Commercial paper	144,846.2	7.0%	98,259.0	6.6%	82,026.3	7.2%
Subordinated debt	81,977.7	3.9%	66,192.5	4.5%	47,390.2	4.2%
Perpetual debt	11,246.7	0.5%	11,240.9	0.8%	12,170.3	1.1%
Inter corporate deposit	255.1	Negligible	409.6	Negligible	519.8	Negligible
Cumulative Redeemable Preference Shares (CRPS)	3,305.2	0.2%	7,953.9	0.5%	10,701.5	0.9%
Total borrowings	**2,084,149.3**	**100.0%**	**1,481,852.9**	**100.0%**	**1,133,359.1**	**100.0%**

The following table sets forth our finance cost and average cost of borrowings ratio for the years indicated.

Particulars	Fiscal		
	2025	2024	2023
Finance Cost *(₹ in million)* (1)	150,296.4	95,682.3	66,006.4
Average Cost of Borrowings Ratio(2)	7.8%	7.3%	6.6%

Notes:

*(1) **Finance Cost**: Finance Cost as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*

*(2) **Average Cost of Borrowings Ratio**: Finance Cost as a percentage of Average Total Borrowings for the relevant Fiscal.*

Our Company's Average Cost of Borrowings Ratio increased from 6.6% in Fiscal 2023 to 7.8% for Fiscal 2025, due to an increase in interest rate cycle in domestic and global markets. Our Average Cost of Borrowings Ratio may continue to remain high or increase so long as interest rates remain elevated.

Our ability to raise debt to meet our funding requirements is also restricted by the limits prescribed under applicable regulations, including guardrails set by RBI in bank finance to NBFCs and NBFC lending caps imposed by SEBI on mutual Funds, gratuity funds and provident funds. Also, our ability to raise debt may also be impacted due to group exposure norms applicable to banks. In addition, various regulatory changes may affect our fundraising since they could impact the quantum of funds that can be raised, and the ability of investors/lenders to provide funds. Further, funds raised are subject to regulations prescribed by RBI/ SEBI regarding their end-use.

We have not defaulted under the terms of our borrowing arrangements in Fiscals 2025, 2024 and 2023. There can be no assurance that we will not do so in the future. Any default or breach of covenants under the terms of such borrowings could result in acceleration of our borrowings, cross-defaults under our other indebtedness, and expose us to damages and other liabilities to our lenders. In addition, a significant negative ratings action by a rating agency, an adverse action by a regulatory authority or a general deterioration in prevailing economic conditions that constricts the availability of credit may increase our cost of funds and make it difficult for us to access financing in a cost-effective manner, and there can be no assurance that we will be able to raise additional funds on commercially reasonable terms or at all. Additional debt financing could increase our finance costs and require us to comply with additional restrictive covenants in our financing agreements and any disruption in sources of funds or increase in cost of funds may adversely affect our liquidity and financial condition. See "*—We had borrowings of ₹2,057,712.4 million as at May 31, 2025. Our financing arrangements provide certain conditions and restrictions, and non-compliance could adversely affect our business, results of operations and financial condition*." on page 72.

11. ***We had Net Interest Income of ₹106,901.3 million, ₹67,982.4 million and ₹53,102.6 million, Average Cost of Borrowings Ratio of 7.8%, 7.3% and 6.6% and Net Interest Margin Ratio of 5.2%, 5.0% and 5.1% in Fiscals 2025, 2024 and 2023, respectively. A reduction in our interest income and/or an increase in our Average Cost of Borrowings Ratio, and in turn, finance cost, could result in a corresponding decrease in Net Interest Income and Net Interest Margin Ratio, which would adversely affect our profitability and results of operations.***

The interest rate changes on our Total Gross Loans and our Total Borrowings affect our interest income and Average Cost of Borrowings Ratio. A reduction in our interest income and/or an increase in our Average Cost of Borrowings Ratio and, in turn, our finance cost, can lower our Net Interest Income and Net Interest Margin Ratio, thereby adversely affecting our profitability and results of operations. See "- *Our fixed interest rate loans comprised 38.6%, 32.0% and 32.6% of our Total Gross Loans and our fixed interest rate borrowings comprised 54.0%, 53.0% and 51.0% of our Total Borrowings as at March 31, 2025, March 31, 2024 and March 31, 2023, respectively. Any adverse changes in interest rates could impact our Average Cost of Borrowings Ratio and adversely impact our Net Interest Margin Ratio, demand for loans and profitability and cause a decrease in our Net Interest Income, any of which could adversely affect our business, results of operations, cash flows and financial condition*." on page 50. In addition, our Net Interest Income and Net Interest Margin Ratio depends on our product mix and our ability to balance and optimise yields on loans. See "- *Changes in our loan-mix may adversely affect our financial metrics and asset quality, which could adversely affect our business, financial condition, results of operations and cash flows*." on page 48.

The following table sets forth our Net Interest Income, Average Cost of Borrowings Ratio and Net Interest Margin Ratio for the periods/Fiscals indicated. See "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Principal Factors Affecting our Financial Condition and Results of Operations – Ability to maintain or increase our Net Interest Margin Ratio*" on page 588 for more details.

Particulars	**Fiscals**		
	2025	**2024**	**2023**
	(₹ in million, except for percentages)		
Net Interest Income[(1)]	106,901.3	67,982.4	53,102.6
Average Cost of Borrowings Ratio[(2)] (%)	7.8%	7.3%	6.6%
Net Interest Margin Ratio[(3)] (%)	5.2%	5.0%	5.1%

Notes:

*(1) **Net Interest Income**: Interest Income for the relevant Fiscal reduced by Finance Cost for the relevant Fiscal.*

*(2) **Average Cost of Borrowings Ratio**: Finance Cost as a percentage of Average Total Borrowings for the relevant Fiscal.*

*(3) **Net Interest Margin Ratio**: Net Interest Income as a percentage of Average Total Net Loans.*

12. ***We are affected by volatility in interest rates for both our lending and treasury operations, which could cause our earnings and associated key financial metrics to vary, which may adversely affect our business, financial condition, results of operations and cash flows.***

Interest rates are sensitive and may vary based on multiple factors beyond our control, including the monetary policies of the RBI, regulatory developments in the financial sector in India, domestic and international economic and political conditions and inflation, among others. Changes in interest rates can significantly affect our earnings and associated key financial metrics, including Net Interest Income, Net Interest Margin Ratio, Cost to Income Ratio, Return on Assets, and Return on Equity, among others. See "*–Our fixed interest rate loans comprised 38.6%, 32.0% and 32.6% of our Total Gross Loans and our fixed interest rate borrowings comprised 54.0%, 53.0% and 51.0% of our Total Borrowings as at March 31, 2025, March 31, 2024 and March 31, 2023, respectively. Any adverse changes in interest rates could impact our Average Cost of Borrowings Ratio and adversely impact our Net Interest Margin Ratio, demand for loans and profitability and cause a decrease in our Net Interest Income, any of which could adversely affect our business, results of operations, cash flows and financial condition*." on page 50, and "*–Our Average Cost of Borrowings Ratio was 7.8%, 7.3% and 6.6% for Fiscals 2025, 2024 and 2023, respectively. If we are unable to secure funding on acceptable terms and at competitive rates when needed, including due to any downgrade in our credit ratings, it could have a material adverse effect on our business, results of operations, cash flows and financial condition*." on page 52.

Below table illustrates impact on earnings and equity based on interest rate sensitivity analysis, on account of 100 bps change in the interest rate for our rate sensitive assets and liabilities due for repayment / rate reset in next one year.

	Earnings *(₹ in million)*		**Equity, net of tax *(₹ in million)***	
As at March 31, 2025	**100 bp increase**	**100 bp decrease**	**100 bp increase**	**100 bp decrease**
Rate sensitivity assets	16,938.0	(16,938.0)	12,675.1	(12,675.1)
Rate sensitivity liabilities	11,837.2	(11,837.2)	8,858.1	(8,858.1)
Net	**5,100.8**	**(5,100.8)**	**3,817.0**	**(3,817.0)**
As at March 31, 2024				
Rate sensitivity assets	11,821.9	(11,821.9)	8,846.6	(8,846.6)
Rate sensitivity liabilities	8,101.1	(8,101.1)	6,062.2	(6,062.2)
Net	**3,720.8**	**(3,720.8)**	**2,784.4**	**(2,784.4)**
As at March 31, 2023				
Rate sensitivity assets	9,341.3	(9,341.3)	6,990.3	(6,990.3)
Rate sensitivity liabilities	6,041.2	(6,041.2)	4,520.8	(4,520.8)
Net	**3,300.1**	**(3,300.1)**	**2,469.5**	**(2,469.5)**

13. ***We may face asset-liability mismatches, which could adversely affect our liquidity and consequently affect our profitability, business, results of operations, cash flows and financial condition.***

Asset-liability mismatches may arise if assets and liabilities mature over different periods. A significant portion of our assets, such as mortgage loans disbursed by us, and certain structured finance loans secured by collateral have maturities with longer terms than our borrowings. A portion of our funding requirements are met through short and medium-term borrowings such as term loans and working capital loans from banks and financial institutions, non-convertible debentures, commercial papers and external commercial borrowings. Our inability to obtain additional credit facilities or renew our existing credit facilities in a timely and cost-effective manner to meet our maturing liabilities, or at all, may lead to mismatches in the maturity profile of our assets and liabilities, which in turn may adversely affect our liquidity position, and in turn, our operations, cash flows and financial performance.

The table below provides an overview of our standalone asset and liability maturity pattern as at March 31, 2025. See also "*Selected Statistical Information—Selected Statistical Information of our Company—Asset Liability Management*" on page 408.

Particulars	Liabilities	Assets	Cumulative mismatch
	(*₹ in million*)		
Maturity Period			
Less than one month(1)	154,536.0	409,227.0	254,691.0
Over one month up to three months	208,106.1	209,136.4	255,721.2
Over three months up to one year	393,305.0	457,397.1	319,813.4
Over one year up to five years	805,908.6	634,269.6	148,174.4
Over five years	407,713.3	304,783.3	45,244.5

Note:
(1) Assets maturing in less than one month includes cash and liquid investments.

The table below provides an overview of TCHFL's asset and liability maturity pattern as at March 31, 2025. See also "*Selected Statistical Information—Selected Statistical Information of TCHFL—Asset Liability Management*" on page 417.

Particulars	Liabilities	Assets	Cumulative mismatch
	(*₹ in million*)		
Maturity Period			
Less than one month(1)	21,599.2	88,689.8	67,090.6
Over one month up to three months	80,376.7	40,247.7	26,961.7
Over three months up to one year	116,989.7	83,987.4	(6,040.7)
Over one year up to five years	438,415.7	160,624.2	(283,832.2)
Over five years	160,492.1	393,729.0	(50,595.3)

Note:
(1) Assets maturing in less than one month includes cash and liquid investments.

We cannot assure you that our businesses will generate sufficient cash flow from operations such that our anticipated revenue growth will be realised or that future borrowings will be available to us under credit facilities in amounts sufficient to enable us to repay our existing indebtedness or fund our expansion efforts or other liquidity needs. We have not faced any breach of tolerance limits prescribed under regulatory guidelines in Fiscals 2025, 2024 and 2023. There is no assurance that we will be able to maintain or raise funds to achieve such profile. Any adverse instances in the future may lead to a liquidity risk and have an adverse effect on our business, results of operations, financial condition and cash flows.

14. ***Our Company, Subsidiaries, Directors, Promoter, Key Managerial Personnel and members of the Senior Management are or may be involved in certain legal proceedings and any adverse outcomes in such proceedings may have a material adverse effect on our reputation, business, results of operations, cash flows and financial condition.***

In the ordinary course of business, our Company, Subsidiaries, Directors, Promoter, Key Managerial Personnel and members of the Senior Management are or may be involved in certain legal proceedings, which are pending at varying levels of adjudication at different fora.

We have initiated certain recovery proceedings against some of our customers, in respect of dishonoured cheques and electronic funds transfers and have filed applications under the SARFAESI Act for the enforcement of security interests. We have also, in the ordinary course of our business, filed certain complaints with respect to offences such as fraudulent activities committed by certain customers. These proceedings are pending at various stages of adjudication before various fora and there can be no assurance that such proceedings will be resolved in our favour. We may be required to devote management and financial resources in the defence or prosecution of such legal proceedings and any adverse findings by the courts or other adjudicative fora may have an adverse effect on our business, reputation, standing in the marketplace, results of operations, financial condition and cash flows.

There can also be no assurance that we will be able to recover any losses incurred from third parties. Even if we are successful in defending such cases, we may be subject to legal and other costs incurred pursuant to defending such litigation, and such costs may be substantial and not recoverable. Our losses relating to litigation or arbitration may also not be covered by insurance and our provisioning for such proceedings may not be sufficient to cover the costs we incur as a result of such proceedings, any of which could have a material adverse effect on our business, results of operations, financial condition and cash flows.

A summary of the nature and number of outstanding litigation as on the date of this Updated Draft Red Herring Prospectus-I, as further detailed in "*Outstanding Litigation and Material Developments*" on page 627, involving our Company, Subsidiaries, Directors, Promoter, Key Managerial Personnel and members of the Senior Management, as applicable, along with the amount involved, to the extent quantifiable, has been set out below:

Name of Entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoter in the last five financial years, including outstanding action	Material civil litigations	Aggregate amount involved (₹ in million)^
Company						
By our Company	135,407	-	NA	NA	3	79,353.5
Against our Company	277$	103	6	NA	Nil	7,668.3
Subsidiaries						
By our Subsidiaries	11,199	-	NA	NA	Nil	12,601.9
Against our Subsidiaries	15	13	3	NA	Nil	477.1
Directors						
By our Directors	Nil	Nil	NA	NA	Nil	Nil
Against our Directors	8	Nil	Nil	NA	Nil	Nil
Promoter						
By our Promoter	Nil	-	Nil	Nil	Nil	Nil
Against our Promoter	Nil	50	Nil	Nil	Nil	67,600.3
Key Managerial Personnel						
By our Key Managerial Personnel	Nil	NA	NA	NA	NA	Nil
Against our Key Managerial Personnel	8	NA	Nil	NA	NA	Nil
Senior Management						
By members of the Senior Management	Nil	NA	NA	NA	NA	Nil
Against members of the Senior Management	2	NA	NA	NA	NA	Nil

^ *To the extent quantifiable.*

$ *This includes the criminal litigations outstanding against Mr. Rajiv Sabharwal, our Managing Director and CEO, Mr. Narendra Kamath, our Chief Operating Officer – SME Finance, and Mr. Neeraj Dhawan, our Chief Operating Officer – Motor Finance and Debt Service Management Group, who have been impleaded in such cases along with our Company.*

For further details, see *"Outstanding Litigation and Material Developments"* on page 627.

15. ***Any downgrade in our credit ratings in future could increase our existing and future borrowing costs and adversely affect our access to capital and debt markets, which could in turn adversely affect our interest margins, our business, results of operations, cash flows and financial condition.***

The cost and availability of capital depends in part on our short-term and long-term credit ratings. Credit ratings provided by credit rating agencies may be suspended, withdrawn or revised at any time by the assigning rating agencies and should be evaluated independently of any other rating. Any downgrade in our credit ratings in future could increase our existing and future borrowing costs and adversely affect our access to capital and debt markets, which could in turn adversely affect our interest margins, our business, results of operations, cash flows and financial condition. A downgrade in our credit ratings could result in our lenders imposing additional terms and conditions to financing arrangements we enter into in the future.

The following table sets forth certain information with respect to our credit ratings as at March 31, 2025.

Facility	CRISIL Ratings Limited	ICRA Limited	CARE Ratings Limited	India Ratings and Research
Non-convertible debentures	AAA/Stable	AAA (Stable)	AAA; Stable	AAA/Stable
Preference shares	AAA/Stable	-	-	-
Commercial paper	A1+	A1+	-	A1+
Total bank loan facilities rated – Long-term rating	AAA/Stable	-	-	-
Bank loans	-	-	-	AAA/Stable
Long-term / Short-term fund-based / non fund-based	-	AAA (Stable) / A1+	-	-
Long-term principal protected market linked debentures	PP MLD AAA/Stable	-	-	-
Perpetual bonds	AA+/Stable	AA+ (Stable)	AA+; Stable	-
Subordinated debt	AAA/Stable	AAA (Stable)	AAA; Stable	-
Retail bond	AAA/Stable	AAA (Stable)	AAA; Stable	-

In addition, S&P Global Ratings has assigned 'BBB-' long-term with a positive outlook and 'A-3' short-term issuer credit ratings with a positive outlook and Fitch Ratings has assigned Long-Term Foreign- and Local-Currency Issuer Default Ratings ("**IDR**") of 'BBB-' with a stable outlook to our Company. See also "*Our Business—Treasury Operations and Funding*" on page 322. We have not experienced any credit ratings downgrade in Fiscals 2025, 2024 and 2023. There can be no assurance that we will not be subject to ratings downgrades in future, which may have an adverse effect on our cost and availability of capital and hence our business, financial condition and results of operations.

16. ***We rely on the strength of the "Tata" brand, which we use pursuant to licensing arrangements with our Promoter, Tata Sons Private Limited. Any improper use of the associated trademarks by the licensor or any other third parties, or any negative publicity affecting the brand, could materially and adversely affect our business, financial condition and results of operations.***

Rights to trade names and trademarks are a crucial factor in marketing our products and the establishment of the "Tata" word mark and logo mark, in and outside India, is material to our operations. Our Company has been granted a non-exclusive, revocable and non-assignable subscription for the use of the "Tata" brand pursuant to the Tata Brand Equity and Business Promotion Agreement dated March 14, 2024 entered into amongst our Promoter, Tata Sons Private Limited and our Company (the "**Tata Brand Agreement**"), effective from April 1, 2023, in supersession of the previous arrangement in this regard. The Tata Brand Agreement has been entered into pursuant to the Tata Brand Equity & Business Promotion Scheme of Tata Sons Private Limited, with the objective of, *inter alia*, systematically developing, promoting and enhancing the goodwill and brand awareness attached to the 'Tata' brand, thereby providing the collective strength of the brand to the businesses of individual entities forming part of the Tata group. Under the Tata Brand Agreement, our Company is required to, *inter alia*, pay an annual subscription fee of 0.25% of our annual net revenue to Tata Sons Private Limited. In terms of the Tata Brand Agreement, Tata Sons Private Limited has the right to review and revise the subscription fee from time to time.

The Tata Brand Agreement may be terminated by written agreement between the parties or by Tata Sons Private Limited on six months' notice in writing for reasons to be recorded, or by Tata Sons Private Limited upon breach by our Company where our Company fails to rectify such breach within 30 days of receiving written notification of such breach from Tata Sons Private Limited. Further, Tata Sons Private Limited has the right to terminate the Tata Brand Agreement with immediate effect, on certain grounds including (a) failure to pay the subscription fee as required under the Tata Brand Agreement; (b) inability of our Company to secure and maintain necessary operating licenses from the government; or (c) inability of our Company to secure and maintain necessary consents from our shareholders to undertake the business for which the subscription is granted. See "*—We may be subject to unauthorised use of our intellectual property and may in the future become subject to patent, trademark and/or other intellectual property infringement claims.*" on page 74. Any disputes arising out of or affecting the Tata Brand Agreement is required to be resolved by way of mutual consultation between senior representatives of the parties to the Tata Brand Agreement. In the event that the parties are unable to resolve the dispute within 120 days from the date of such dispute being referred, then either party can refer the dispute to arbitration, in accordance with the Arbitration and Conciliation Act, 1996, as amended. Further, the arbitral award will be final and binding on the parties and the parties have agreed to the exclusive jurisdiction of the courts at Mumbai.

Any damage to our reputation, or that of the "Tata" brand name, could substantially impair our ability to maintain or grow our business. In particular, any adverse publicity (including through social media), press speculation, litigation, negative campaigns or movements targeting the brand, customers' dissatisfaction over the Tata group's services, allegations of, or actual, misconduct, operational failure, negligence, accidents or any action on the part of any of the companies in the Tata group that negatively impacts the "Tata" brand could reduce our customers' confidence in our services and have a material adverse effect on our business, financial condition and results of operations.

17. ***Failure to integrate the operations of, or leverage potential operating and cost efficiencies from, the amalgamation of TMFL with TCL, or other acquisitions and investments undertaken by us, may prevent us from achieving the expected benefits from such transactions.***

Pursuant to a scheme of arrangement amongst TMFL, our Company and their respective shareholders, sanctioned by the National Company Law Tribunal, Mumbai *vide* its order dated May 1, 2025, our Board at its meeting dated May 13, 2025 approved the issue and allotment of 183,867,495 Equity Shares to TMF Holdings Limited. The TMFL Scheme of Arrangement has become effective from May 8, 2025 with the appointed date being April 1, 2024. Pursuant to the TMFL Scheme of Arrangement, the entire business of TMFL, including all of its assets, liabilities and undertakings has been transferred to our Company. For details, see, "*History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamations or any revaluation of assets, in the last 10 years*" on page 364.

This amalgamation of TMFL is expected to help us to achieve our business and growth strategies, including expansion into new or adjacent businesses. There can be no assurance, however, that we will be able to achieve anticipated benefits or successfully integrate TMFL with TCL.

The following table sets forth certain details of TMFL for the periods indicated as per the Audited Special Purpose Financial Statements of TMFL. See also "*Our Merger with Tata Motors Finance Limited - Select Operational and Financial Metrics*" on page 333.

Particulars	Fiscal	
	2025	2024
	(₹ in million, except as stated otherwise)	
Profit/ (loss) for the period from continuing operations	(1,813.1)	518.8
Net Interest Margin Ratio (1) (%)	3.9%	4.1%
Gross Stage 3 Loans Ratio (2) (%)	7.1%	6.1%
Net Stage 3 Loans Ratio (3) (%)	4.4%	3.4%
Average Cost Of Borrowings Ratio(4) (%)	8.4%	7.8%

Notes:

*(1) **Net Interest Margin Ratio**: Net Interest Income as a percentage of Average Total Net Loans.*

*(2) **Gross Stage 3 Loans Ratio**: Ratio of Gross Stage 3 Loans as a percentage of Total Gross Loans as at the last day of the relevant Fiscal.*

*(3) **Net Stage 3 Loans Ratio**: Gross Stage 3 Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as a percentage of Total Gross Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as at the last day of the relevant Fiscal.*

*(4) **Average Cost of Borrowings Ratio**: Finance Cost as a percentage of Average Total Borrowings for the relevant Fiscal.*

There is no assurance that we will be able to increase our revenue or grow our business from operations that we acquired from TMFL. The revenue may decline due to a number of factors, including slowing demand in the auto loan industry, failure to capitalise on growth opportunities, and increasing regulatory and compliance costs. Any of the aforementioned factors could prevent us from achieving, maintaining or increasing profitability.

18. ***We operate in a regulated industry and as such changing laws, rules and regulations as well as legal uncertainties in India may adversely affect our business, prospects, results of operations, cash flows and financial condition.***

We operate in a regulated industry, and we have to adhere to various laws, rules and regulations. The laws and regulations governing the banking and financial services industry in India have become increasingly complex and cover a wide variety of areas, such as interest rates, liquidity, treatment of customers, treatment of employees, investments, money laundering and privacy. These laws and regulations can be amended, supplemented, interpreted differently or changed at any time such that we may be required to restructure our activities and incur additional expenses to comply with such laws and regulations, which could materially and adversely affect our business and financial performance.

As an NBFC, we are regulated principally by and have reporting obligations to the RBI. We are subject to RBI's guidelines on financial regulation of NBFCs, including capital adequacy, exposure and other prudential norms. RBI regulates the credit flow by banks to NBFCs and provides guidelines to commercial banks with respect to their investment and credit exposure norms for lending to NBFCs. Under the provisions of the NBFC Scale Based Regulations, our Equity Shares are required to be mandatorily listed on the Stock Exchanges within three years of identification as NBFC upper layer i.e., on or prior to September 30, 2025. Whilst we are in the process of undertaking an initial public offering, we may not be able to complete our initial public offering within the timelines prescribed under the NBFC Scale Based Regulations. In the event we fail to comply with the aforesaid requirement under the NBFC Scale Based Regulations, the RBI may take regulatory action and we are not in a position to determine the nature of such regulatory action as at the date of this Updated Draft Red Herring Prospectus-I. Any such actions by the RBI could adversely impact our business, financial condition, results of operation and cash flows.

Additionally, as a high value debt listed entity, we are required to comply with certain SEBI regulations as well, including but not limited to the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, which governs the issuance and listing of non-convertible securities on recognized stock exchanges in India and the SEBI Listing Regulations, which govern the compliance obligations and disclosure requirements for all companies with listed securities on recognized stock exchanges in India. Further, upon listing of our Equity Shares, we will also be required to comply with additional SEBI regulations including the SEBI (Prohibition of Insider Trading) Regulations, 2015, among others. For details, see "*Key Regulations and Policies – SEBI Regulations*" on page 358.

We are also required to comply with the prescribed requirements, including classification of NPAs and provisioning, KYC requirements, and other internal control mechanisms. Further, we are subject to certain IT laws, data privacy laws, rules and regulations that regulate the use of customer and other data and our branches are required to be registered under the relevant shops and establishments laws of the states in which they are located. Certain of these laws, rules and regulations are relatively new and their interpretation and application remain uncertain. Data privacy laws, rules and regulations are also subject to change and may become more restrictive in the future.

In addition, we are subject to the restrictions and conditions imposed on NBFCs by RBI through: (i) Master Circular – Bank Finance to Non- Banking Financial Companies dated April 24, 2024, as amended ("**Master Circular**"); and (ii) Circular on 'Regulatory measures towards consumer credit and bank credit to NBFCs', dated November 16, 2023, as amended from time to time ("**Consumer Credit Circular**").

These restrictions adversely affect our access to bank financing for the above categories of lending, which may in turn adversely affect our financial condition, results of operations and cash flows in the event that we are unable to source borrowings from other sources to fund such business activities.

Additionally, since our Material Subsidiary, TCHFL has been identified and categorized as a 'Middle Layer' NBFC by the RBI under the "Scale Based Regulations (SBR): A Revised Regulatory Framework for NBFCs" dated October 22, 2021, it is subject to enhanced regulatory requirements. For a description of the material laws, rules and regulations applicable to us, see "*Key Regulations and Policies*" on page 341.

We have also invested, through our PE business, in certain entities who are also our customers to whom we provide loans. As per the NBFC Scale Based Regulations, the overlap between the investor-investee and lender-borrower relationship what we have with such entities may lead to a potential provisioning impact. However, post the issuance of the RBI circular bearing reference number RBI/2023-24/140 DOR.STR.REC.85/21.04.048/2023-24, dated March 27, 2024, we have put internal processes in place to ensure that we do not lend to entities in which our Company has such investments.

The regulatory and legal framework governing us may change as India's economy and commercial and financial markets evolve. The Government of India may implement new laws, regulations and policies. The RBI and/ or NHB have, and may in the future, amend the regulatory framework governing our Company and/ or our Material Subsidiary. Such amendments may require us to follow additional procedures, modify or restructure our activities, obtain new and additional licenses or incur additional costs or otherwise which may adversely affect our business and our financial performance. We have yet to determine the impact of all or some new or amended laws on our business and operations which may restrict our ability to grow our business in the future. The implementation of such laws has the ability to increase our costs, thereby adversely impacting our business, results of operations, cash flows and financial condition.

We may incur increased costs and other burdens relating to compliance with new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations, cash flows, financial condition and prospects. Uncertainty in the applicability, interpretation, implementation or compliance costs of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and impact the viability of our current businesses, adversely affect our reputation and restrict our ability to grow our businesses in the future. In addition, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws and stamp duty laws governing our business, operations, and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We cannot predict whether any tax laws or other regulations will be enacted or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have an adverse effect on our business, financial condition, results of operations and cash flows.

19. ***Loans to small and medium enterprise businesses comprised 26.2%, 29.0% and 32.6% of Total Gross Loans as at March 31, 2025, March 31, 2024 and March 31, 2023 , respectively. Our loans to small and medium enterprise businesses depend on the performance of the small and medium enterprises sector in India, which may be affected by government policies and statutory and/or regulatory reforms relating to the small and medium enterprises sector.***

We offer supply chain finance, equipment finance, and leasing solutions to our customers. Further, we offer term loans, cleantech and infrastructure finance, and developer finance to businesses with latest available turnover of less than and equal to ₹2.5 billion ("**SME Customers**"). SMEs are generally less financially resilient than larger corporate customers and, as a result, they can be more adversely affected by declining economic conditions. This may make it difficult for such SME customers to make timely repayments on loans availed by them. Any adverse changes in regulatory requirements or government policies relating to the SME sector could also affect the business performance of our SME customers and their demand for financing, and, in turn, our business and results of operations.

The following table provides our SME Finance lending, in absolute amounts and as percentages of our Total Gross Loans, as at the dates indicated. See also "*Our Business—Who We Are*" on page 299.

Particulars	As at March 31,					
	2025		2024		2023	
	(₹ in million)	*Ratio*	*(₹ in million)*	*Ratio*	*(₹ in million)*	*Ratio*
SME Finance	594,629.8	26.2%	467,614.8	29.0%	392,028.3	32.6%
Total Gross Loans(1)	**2,265,529.6**	**100.0%**	**1,612,310.8**	**100.0%**	**1,201,968.6**	**100.0%**

Note:

*(1) **Total Gross Loans**: Total Net Loans adjusted for unamortised loan sourcing fees, unamortised loan sourcing costs and impairment allowances as at the last day of the relevant Fiscal.*

The Government of India has from time to time introduced economic policy initiatives to promote the SME sector and provide credit to the SME sector. Some of the Government's initiatives to support SME financing include setting up a credit guarantee fund trust for small industries, risk sharing facilities, venture capital funding and micro credit. Any withdrawal of or material changes in such guarantee schemes or policies may have an adverse effect on the SME sector which may, in turn, adversely affect our business and results of operations.

We have not experienced any adverse developments that have materially and adversely impacted demand for loans or repayment of loans amongst our SME customers in Fiscals 2025, 2024 and 2023. There can be no assurance that such issues will not arise in the future.

20. ***Our contingent liabilities as per Ind AS 37 derived from our Restated Consolidated Financial Information were ₹6,793.0 million, ₹7,375.0 million and ₹7,990.1 million, as at March 31, 2025, March 31, 2024 and March 31, 2023, respectively. We have certain contingent liabilities as per Ind AS 37 that have not been provided for in our financial statements, which if they materialise, may adversely affect our business, results of operations, cash flows and financial condition.***

The details pertaining to our contingent liabilities as per Ind AS 37 derived from our Restated Consolidated Financial Information are set forth in the table below. These include letters of comfort which are legally binding, enforceable and valid. Our contingent liabilities as at March 31, 2025 amounted to 18.5% of our profit after tax for Fiscal 2025.

Particulars	As at March 31,		
	2025	2024	2023
	(₹ in million)		
Income Tax (Pending before Appellate Authorities)(1)(4)	2,433.1	2,209.7	1,582.6
VAT and GST (Pending before Appellate Authorities)(2)(4)	1,544.0	166.8	183.5
Customs (Pending before Appellate Authorities)(3)	61.4	-	-
Suits filed against the Group	288.2	52.5	62.7
Letter of credit	1,454.7	2,214.7	2,524.4
Letter of Comfort	610.5	1,900.6	2,325.8
Bank Guarantees	13.0	20.7	15.7
Corporate Guarantee(5)	388.1	810.0	1,295.4
Total	**6,793.0**	**7,375.0**	**7,990.1**

Notes:

(1) The claims against the Group not acknowledged as debts in respect of income tax matters as at March 31, 2025: ₹2,433.1 million, March 31, 2024: ₹2,209.7 million, March 31, 2023: ₹1,582.6 million. These claims against the Group are arising on account of multiple issues of disallowances on completion of assessment proceedings under the Income-tax Act, 1961, such as disallowance of expenditure incurred in relation to income not includible in total income u/s 14A of the Income Tax Act, 1961 and disallowance of interest expenditure on perpetual NCDs. These matters are pending before various appellate authorities and the Management expect that its position will likely be upheld on ultimate resolution and will not have a material adverse effect on the Group financial position. Hence, the Group has not recognized these uncertain tax positions in its books.

(2) Claims against the Group not acknowledged as debts in respect of indirect tax (VAT and GST) matters amounting to ₹1,544.0 million as at March 31, 2025, ₹166.8 million as at March 31, 2024 and ₹183.5 million as at March 31, 2023. These claims against the Group are arising on account of multiple issues such as disallowances on Input Tax Credit under the erstwhile VAT Laws and GST Act, 2017 and disallowance of transitional credit to GST regime (TRAN-1).

(3) The customs authorities have raised a demand due to an issue with the Harmonized System of Nomenclature (HSN) classification, which has led to a shortfall in the payment of customs duty.

(4) These matters are pending before various appellate authorities and we expect that its position will likely be upheld on ultimate resolution and will not have a material adverse effect on our financial position. Hence, we have not recognised these uncertain tax positions in its books.

(5) Corporate Guarantee includes guarantees issued to National Housing Bank on behalf of Tata Capital Housing Finance Limited as at March 31, 2025: ₹12,000.0 million, March 31, 2024: ₹12,000.0 million and March 31, 2023: ₹12,000.0 million, against which the amount liable by Tata Capital Housing Finance Limited as at March 31, 2025: ₹388.1 million, March 31, 2024: ₹810.0 million and March 31, 2023: ₹1,295.4 million. Pursuant to the terms of the Guarantee, the Company's liability on invocation is capped at the outstanding amount.

There can be no assurance that we will not incur similar or increased levels of contingent liabilities in the current Fiscal or in the future. If any of these contingent liabilities materialise, our business, results of operations, cash flows and financial condition could be materially and adversely affected. For details regarding our contingent liabilities, see "*Restated Consolidated Financial Information—Notes forming part of the Restated Consolidated Financial Information—Note 36: Provisions and Contingent Liabilities*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Contingent Liabilities and Commitments*" on pages 498 and 604, respectively.

21. ***We are required to maintain applicable capital adequacy ratios and failure to comply with the capital adequacy ratios prescribed by the Reserve Bank of India could adversely affect our business, results of operations, cash flows and financial condition.***

As an NBFC, we are required to maintain a capital-to-risk weighted assets ratio ("**CRAR**") consisting of Tier I and Tier II capital of at least 15.0% of our total risk-weighted assets of our balance sheet (on-balance sheet and of risk adjusted value of off balance sheet items) on an ongoing basis, under the NBFC Scale Based Regulations, with a minimum Tier-I capital of 10.0% at any point of time. Further, since we have been identified and categorized as an 'upper layer' NBFC by RBI under the NBFC Scale Based Regulations, we are required to maintain, on an ongoing basis, Common Equity Tier 1 (CET1) capital of at least 9.0% of total risk weighted assets. As we continue to grow our loan portfolio and asset base, we will be required to raise additional Tier I and Tier II capital in order to continue to meet applicable capital adequacy ratios with respect to our business.

Any changes in the regulatory framework affecting non-banking financial services companies, including capital adequacy requirements, or differences in interpretation of the same, could adversely affect our profitability or our future financial performance, by requiring a restructuring of our activities or an increase in our costs to comply with regulations applicable to us.

The table below shows our standalone CRAR as at the dates indicated:

Particulars	As at March 31,		
	2025	2024	2023[8]
Minimum CRAR as per RBI	15.0%	15.0%	NA
Tier I Capital *(₹ in million)*[1]	217,864.6	142,655.3	NA
Tier II Capital *(₹ in million)*[2]	69,934.4	58,381.4	NA
Total Capital (Tier I and Tier II) *(₹ in million)*[3]	287,799.0	201,036.7	NA
Total risk weighted assets *(₹ in million)* [4]	1,702,424.7	1,202,297.6	NA
CRAR[5][8]	16.9%	16.7%	NA[8]
CRAR – Tier I[6]	12.8%	11.9%	NA[8]
CRAR – Tier II[7]	4.1%	4.9%	NA[8]

Notes:

*(1) **Tier I Capital**: Computed from the standalone financial statements of the Company in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

*(2) **Tier II Capital**: Computed from the standalone financial statements of the Company in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

*(3) **Total Capital (Tier I and Tier II)**: Computed from the standalone financial statements of the Company as the total of Tier I Capital and Tier II Capital, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

*(4) **Total risk weighted assets**: Computed from the standalone financial statements of the Company in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

*(5) **Capital Risk Adequacy Ratio (CRAR)**: Computed from the standalone financial statements of the Company, as the sum of CRAR - Tier I and CRAR - Tier II.*

*(6) **Capital Risk Adequacy Ratio – Tier I (CRAR – Tier I)**: Computed from the standalone financial statements of the Company as Tier I capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

*(7) **Capital Risk Adequacy Ratio – Tier II (CRAR – Tier II)**: Computed from the standalone financial statements of the Company as Tier II capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

(8) Prior to the merger with TCFSL and TCCL, our Company was registered as a Core Investment Company, and accordingly we were required to maintain regulatory ratios relevant to CICs for Fiscal 2023.

As a housing finance company ("**HFC**"), our Material Subsidiary, TCHFL, is required to maintain CRAR, consisting of Tier I and Tier II Capital of not less than 15.0% of the aggregate of the HFC's risk-weighted assets and risk adjusted value of off-balance sheet items, pursuant to the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021. Tier I Capital must be at least 10.0%, at any point of time, of the total risk weighted assets and Tier II Capital must not exceed 100.0% of the Tier I Capital.

The table below shows TCHFL's CRAR as at the dates indicated:

Particulars	As at March 31,		
	2025	2024	2023
Minimum CRAR as per NHB	15.0%	15.0%	15.0%
Tier I Capital *(₹ in million)*[1]	84,858.4	62,920.3	44,858.4
Tier II Capital *(₹ in million)*[2]	11,108.2	11,875.5	9,594.0
Total Capital (Tier I and Tier II) *(₹ in million)*[3]	95,966.6	74,795.8	54,452.4
Total risk weighted assets *(₹ in million)* [4]	504,784.9	397,874.1	299,151.2
CRAR [5]	19.0%	18.8%	18.2%
CRAR - Tier I [6]	16.8%	15.8%	15.0%
CRAR - Tier II [7]	2.2%	3.0%	3.2%

Notes:

*(1) **Tier I Capital**: Computed from the standalone financial statements of TCHFL in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

*(2) **Tier II Capital**: Computed from the standalone financial statements of TCHFL in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

*(3) **Total Capital (Tier I and Tier II)**: Computed from the financial statements of TCHFL as the total of Tier I Capital and Tier II Capital, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

*(4) **Total risk weighted assets**: Computed from the financial statements of TCHFL in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

*(5) **Capital Risk Adequacy Ratio (CRAR)**: Computed from the financial statements of TCHFL, as the sum of CRAR - Tier I and CRAR - Tier II.*

*(6) **Capital Risk Adequacy Ratio – Tier I (CRAR – Tier I)**: Computed from the financial statements of TCHFL as Tier I capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

*(7) **Capital Risk Adequacy Ratio – Tier II (CRAR – Tier II)**: Computed from the financial statements of TCHFL as Tier II capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

Our CRAR has not fallen below the level prescribed by the RBI (or, in the case of TCHFL, the NHB) in Fiscals 2025, 2024 and 2023 (to the extent applicable). There have been a few instances where RBI's assessment of our CRAR has differed from our assessment of our CRAR. For instance, in Fiscal 2024, the reported CRAR of the Company was 16.7% while the RBI assessed CRAR was 16.6% primarily due to the divergence assessed in risk-weighted assets. The Company undertook measures to rectify the divergence.

There can be no assurance that our calculation of CRAR will continue to conform with the calculation of CRAR by the RBI in the future. In particular, the RBI's assessment of our CRAR may differ from our own.

Furthermore, if we continue to grow, we will be required to raise additional Tier I capital and Tier II capital in order to continue to maintain applicable capital adequacy ratios with respect to our business pursuant to the applicable regulations and/ or directions. There can be no assurance that our Promoter or shareholders will approve additional investments into our Company, or that we will be able to source for alternative sources of capital, in a timely manner or at all. This could result in non-compliance with applicable capital adequacy ratios, which could have a material adverse effect on our business, results of operations, cash flows and financial condition.

22. ***We are subject to prudential norms on expected credit loss, credit concentration and excessive interest charged by the Reserve Bank of India, and compliance therewith may adversely affect our business, profitability, liquidity and reputation.***

As an NBFC, we are required to comply with the prudential norms on expected credit loss, credit concentration and excessive interest charged by the RBI, which are aimed at ensuring sound risk management practices and financial stability in the sector. These norms may impact our asset quality, profitability and capital adequacy.

Expected credit loss: We are required to measure and recognise impairment allowances for our financial assets based on the expected credit loss ("**ECL**") model under Ind AS 109, which considers the probability of default and the loss given default over the lifetime of the asset. We are also required to maintain a prudential floor for ECL, which is the minimum provision to be made in accordance with the applicable Income Recognition, Asset Classification and Provisioning norms of the RBI, including in terms of borrower/beneficiary wise classification, provisioning for standard as well as restructured assets, NPA ageing, among other factors. The ECL model and the prudential floor may result in higher and more volatile provisions than the previous incurred loss model, which could adversely affect our profitability and capital adequacy.

Credit concentration: The RBI prescribes prudential guidelines on exposure norms which seek to address credit risk concentration in NBFCs. As an Upper Layer NBFC ("**NBFC-UL**"), we are subjected to the NBFC Scale Based Regulations. Under the NBFC Scale Based Regulation, certain limits have been prescribed in relation to exposure towards a single counter party and group of interconnected counter parties. NBFC-ULs are required to review their extant sectoral exposure which includes exposures to sensitive sectors like capital market, real estate, unsecured lending, consumer credit and unsecured consumer credit. Thresholds have been put in place in respect of these sectors as part of prudent risk management and are reviewed by the Risk Management Committee on a regular basis. These limits may restrict our ability to lend to these sectors, thereby affecting our business and profitability.

Excessive interest charged: In terms of the NBFC Scale Based Regulations, we are required to adopt an interest rate model taking into account relevant factors such as cost of funds, margin and risk premium and determine the rate of interest to be charged for loans and advances, for which we have a Board approved Policy for Determining Interest Rates, Processing and Other Charges. The rate of interest and the approach for gradations of risk and rationale for charging different rate of interest to different categories of borrowers are required to be disclosed to the borrower or customer in the application form and communicated explicitly in the sanction letter. We are also required to disclose the rate of interest and the approach for gradation of risks on our website or publish the same in relevant newspapers. The RBI may consider the rates of interest charged by us as excessive if they are beyond a certain level and may impose penalties or take other regulatory actions against us. This may affect our reputation, business and profitability.

23. ***We are subject to the liquidity risk management rules promulgated by the RBI. There can be no assurance that we will be able to maintain such liquidity ratios, which may expose us to regulatory penalties, with a consequent effect on our business, financial condition and results of operations.***

The RBI has implemented the Liquidity Risk Management Framework for Non-Banking Financial Companies and Core Investment Companies on November 4, 2019 ("**LRM Framework**"). Under this LRM Framework, all non-deposit taking NBFCs with an asset size of ₹100,000.0 million and above, and all deposit taking NBFCs irrespective of their asset size, are required to maintain a minimum liquidity coverage ratio ("**LCR**"), which is a measure of an entity's stock of high quality liquid assets divided by its total net cash outflows over a 30-day stress period. The minimum LCR for such NBFCs was set at 50.0% from December 1, 2020 and was gradually stepped up to 100.0% from December 1, 2024.

Set out below is a table showing TCL's standalone LCR, and the prevailing minimum LCR as at the dates presented:

Particulars	**Fiscal**		
	2025	**2024**	**2023**
LCR(1)	116.0%	112.0%	NA(2)
Minimum LCR(3)	100.0%	85.0%	70.0%

Notes:

*(1) **LCR**: The LCR has been presented as simple averages of daily observations over the last quarter of the Fiscal.*

(2) As TCL was a CIC as at March 31, 2023, LCR requirements were not applicable to TCL.

(3) As prescribed under the LRM Framework.

The LRM Framework also stipulates minimum LCR requirements for all non-deposit taking HFCs with an asset size of ₹100,000.0 million and above, and all deposit taking HFCs irrespective of their asset size. The minimum LCR for such HFCs was set at 50.0% from December 1, 2021 and was gradually stepped up to 85.0% from December 1, 2024. The minimum LCR is expected to increase to 100.0% from December 1, 2025.

Set out below is a table showing TCHFL's LCR, and the prevailing minimum LCR as at the dates presented:

Particulars	Fiscal		
	2025	2024	2023
LCR[(1)]	104.8%	94.7%	73.1%
Minimum LCR[(2)]	85.0%	70.0%	60.0%

Notes:
*(1) **LCR**: The LCR has been presented as simple averages of daily observations over the last quarter of the Fiscal.*
(2) As prescribed under the LRM Framework.

TCL and TCHFL have been in compliance with the LRM Framework in Fiscals 2025, 2024 and 2023. There can be no assurance, however, that we will be able maintain our respective LCR at or above the ratios required by the RBI, which may expose us to regulatory or other penalties, and may consequently have an adverse effect on our business, financial condition and results of operations.

24. ***Our Auditors' examination report on the Restated Consolidated Financial Information includes observations related to the scheme of arrangement for amalgamation of TMFL with our Company and the scheme of amalgamation of TCFSL and TCCL with our Company. If such observations are included in future audit reports or examination reports, the trading price of the Equity Shares may be adversely affected.***

Our Auditors' examination report on the Restated Consolidated Financial Information as at March 31, 2025, March 31, 2024 and March 31, 2023 and for Fiscals 2025, 2024 and 2023 included the following emphasis of matter paragraphs, which has been reproduced below:

- "We draw attention to Note 48 to the Consolidated Financial Statements with respect to approval of scheme of Arrangement for amalgamation of Tata Motors Finance Limited (formerly known as Tata Motors Finance Solutions Limited) ("TMFL"), with and into Tata Capital Limited (TCL) and their respective shareholders effective April 01, 2024. Our opinion is not modified in respect of the above matter."

- "We draw attention to Note 52 to the Consolidated financial statements narrating the scheme of amalgamation of Tata Capital Financial Services Limited ("TCFSL") and Tata Cleantech Capital Limited ("TCCL") with the Company, which became effective on January 1, 2024 and was accounted as a common control business combination in accordance with Appendix C of Ind AS 103 - "Business Combinations" from the appointed date i.e. April 1, 2023. Our opinion is not modified in respect of this matter."

There can be no assurance that the audit reports or examination reports for any future fiscals will not contain such observations. Investors should consider these observations in evaluating our financial condition, results of operations and cash flows. Please see the "*Restated Consolidated Financial Information*" on page 424 for more information.

25. ***As an NBFC, we are subject to regulations and periodic inspections by regulatory authorities in India. The RBI and NHB have observed certain non-compliances in the past and any non-compliance with such regulations in the future could subject us to penalties, restrictions and cancellation of the relevant license.***

As an NBFC, we are subject to regulatory oversight and periodic inspection by the RBI under the RBI Act, pursuant to which the RBI inspects our books of accounts, our operations, risk management systems, internal controls, regulatory compliance and credit monitoring systems and other records. During the course of finalising inspections, the RBI shares its findings and recommendations with us. The Company provides additional information and clarifications, as applicable. Upon final receipt of the inspection report from the RBI, we are required to take actions specified therein by the RBI to its satisfaction. In addition, the RBI conducts thematic audits on information technology, KYC, etc., and shares its recommendations, post which we undertake appropriate actions to the satisfaction of the RBI. We are also subject to regulatory oversight of SEBI (as we are a debt listed entity) and of IRDAI (as we are a corporate agent registered with the IRDAI for distribution of insurance products).

The RBI, in its past inspection reports of our Company for Fiscals 2024, 2023 and 2022, has observed, *inter alia*, that: (i) there were certain instances of allotment of multiple UCIC codes to the same customer and non-masking of Aadhaar which were not in line with the provisions of the KYC and AML guidelines; (ii) there were inaccuracies in reporting made to CRILC; (iii) there was an instance of sale of unlisted NCDs (in the nature of credit substitutes) within six months of disbursement which was not in line with the extant RBI Master Direction - Transfer of Loan Exposures, amongst other things; (iv) there were instances of violation of digital lending guidelines relating to non-receipt of certain MIS and certain clauses were not appropriately disclosed; (v) the amount of debt service reserve account collected from borrowers was recorded in the balance sheet, resulting in a violation of one of the conditions forming part of the NBFC license issued by the RBI; (vi) there were deficiencies in loan application forms and customer consent processes; (vii) there were instances of violation of RBI Master Direction - Prudential norms on Income Recognition, Asset Classification and Provisioning pertaining to Advances; (viii) there were discrepancies in loan-to-value calculations; (ix) there were minor differences in reported and assessed CRAR; and (x) stress testing for securitization transactions was not conducted. In addition, the RBI has made certain observations with respect to our microfinance lending business, in relation to our method of assessment of household income, income verification procedures, recording of income and expenditure of borrowers, and categorization of borrowers for pricing, amongst other things. As on the date of this Updated Draft Red Herring Prospectus-I, RBI is yet to conclude inspection for our Company for Fiscal 2025.

The RBI, in its past inspection reports of TMFL (now merged with our Company pursuant to TMFL Scheme of Arrangement) for Fiscals 2024, 2023 and 2022, has observed, *inter alia*, that: (i) there were shortcomings in root cause analysis of the increasing trend in customer complaints; (ii) there were certain instances such as multiple UCIC codes linked to a single PAN and incorrect redaction of Aadhaar details which were not in line with the KYC and AML guidelines; (iii) there have been instances of violation of RBI Master Direction - Prudential norms on Income Recognition, Asset Classification and Provisioning pertaining to Advances; (iv) there were deficiencies in loan application forms and customer consent processes; (v) there has been an instance of down selling of NCDs in violation of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, amongst other things; and (vi) there were instances of loans being granted by different branches of TMFL against the same collateral. Pursuant to the TMFL Scheme of Arrangement, no separate inspection will be undertaken by the RBI for TMFL for Fiscal 2025.

Further, our Material Subsidiary, TCHFL, is subject to periodic inspections by the NHB under the NHB Act. The NHB, in its past inspection reports of TCHFL for Fiscals 2024, 2023 and 2022, has observed, *inter alia*, that (i) certain declarations on loan applications were not in line with the fair practice code as per the RBI Master Directions – HFC; (ii) there were instances of fraud and mismatches in receipt entries by one of the recovery agents; (iii) certain customer complaints/ grievances received by some of the branches were not consolidated in any database or register at the branch level; (iv) there were certain instances where the tenure of loans exceeded the tenure permitted by the extant policy of TCHFL; (v) there have been instances of lack of end-use monitoring in some instances; and (vi) there were instances of non-compliance with prescribed lending caps under the RBI Master Directions – Priority Sector Lending (PSL) – Targets and Classification. As on the date of this Updated Draft Red Herring Prospectus-I, NHB is yet to conclude inspection for our Material Subsidiary i.e. TCHFL, for Fiscal 2025.

Non-compliance with observations made by the RBI during these inspections could expose us to penalties, restrictions and cancellation of licenses/ permissions, including directions to stop any specific business line. The RBI and/or NHB has not levied any penalty for such non-compliances in Fiscals 2025, 2024 and 2023 and we have provided necessary clarifications or undertaken to ensure compliance with the relevant observations, as applicable. There can be no assurance that such steps will be satisfactory and that the RBI and/or NHB will not have follow-up observations in the future or will not impose any penalties for non-compliance.

We cannot assure you that the RBI, NHB, IRDAI, or any other regulatory authority will not make similar or other observations in the future or impose any penalties or restrictions on us including having approvals withheld, receiving conditional approvals, or having our licenses cancelled. Additionally, our management may be required to divert substantial time and effort towards meeting such enhanced compliance requirements and may be unable to devote adequate time and efforts towards our business, which may have an adverse effect on our reputation, business, results of operations, financial condition, and cash flows.

26. ***We use services of some third-party vendors for certain operations such as application processing (loan origination of financial products), document processing, data processing, back office related activities, cash collection and IT services. Any disruption, negligence, fraud, deficiency or inefficiency in the services provided by such third parties could adversely affect our business, reputation, results of operations, financial condition and cash flows.***

We undertake core management functions in-house, such as sales, credit underwriting, risk, strategy, finance, compliance, HR, internal audit and management of investment portfolio. Further, we use services of various external vendors and services providers, subject to applicable laws and directives issued by RBI from time to time, to undertake certain activities such as application processing (loan origination of financial products), document processing, data processing, back office related activities, cash collection and IT services, amongst others. Our external vendors or service providers may fail to fulfil their contractual obligations, whether due to operational errors on the part of their respective employees or for other reasons, engage in fraud or misdemeanours whether directly or indirectly, fail to maintain the security of their data systems, or experience other disruptions to their business.

We are responsible for the actions of our service providers, including direct sales agents and recovery agents and the confidentiality of information pertaining to our customers that is made available to our service providers. We perform due diligence in relation to entering into and renewing outsourcing arrangements, including assessing qualitative, quantitative, financial, operational and reputational factors of potential service providers, as well as compliance with our KYC/ AML policies and code of conduct. However, we may be held liable for any deficiency of services, disruption, fraud, misconduct, negligence, inefficiency or misdemeanours on the part of such service providers, which could adversely impact the quality of service provided to customers, and in turn, our reputation and business.

Our arrangements with our third-party contractual staff are generally on a non-exclusive basis. Such third-party contractual staff may fail to fulfil contractual obligations whether as a result of a lack of sufficient or appropriate training or as a result of a failure to integrate such third-party contractual staff into our Company, among other reasons, and temporarily impact our business operations to the extent of unavailability of contract labour. Contract labourers may also claim that they are employees and entitled to employment benefits. Even if such claims are ultimately unsuccessful, any disputes relating to employment may distract management attention, require the expenditure of considerable resources defending such claims or result in negative publicity for our Company, which may have an adverse effect on our business, financial condition and results of operations.

If our distributors fail to effectively market our products, promote our competitor's products more than ours, select the wrong customers for our products, input incorrect details into our systems, or otherwise fail to comply with the regulatory, procedural and other conditions specified by us in connection with our arrangements with them, we could lose potential customers and our brand and reputation may be adversely affected, thus adversely impacting our income and results of operations. In addition, we may face difficulties finding suitable third-party service providers with whom we can partner on commercially reasonable terms. We have not experienced instances of the aforementioned risks having a material adverse impact on our business and results of operations in Fiscals 2025, 2024 and 2023. If any such risks were to materialise in the future, it could result in losses to our Company which we may not be able to recover from such third-party service providers in full or at all.

27. ***We face the threat of fraud and cyber-attacks targeted at disrupting our services and/ or stealing sensitive internal data or customer information. Such attacks may adversely impact our business, operations and financial results.***

Our hardware and software systems are subject to potential internal and external disruptions such as cyber-attacks, phishing and trojan attacks, hacking attempts, data theft, advanced persistent system threats, incapacitation by human error, natural disasters, power loss, nation/ region-wide interruptions in the infrastructure, sabotage, computer viruses, and similar events or the loss of support services from third parties such as internet backbone providers. We undertake a high volume of transactions through our systems and cannot assure you that we will be able to prevent occurrence of any disruption or successfully contain the consequences of such disruptions. Data security breaches could lead to the loss of trade secrets or other intellectual property or public exposure of personal information (including sensitive financial and personal information) of our customers and employees. See "*—We operate in a regulated industry and as such changing laws, rules and regulations as well as legal uncertainties in India may adversely affect our business, prospects, results of operations, cash flows and financial condition*." on page 58.

We have established data privacy policies and put in place cybersecurity and information security frameworks. There is no assurance, however, that such policies and frameworks will be effective in preventing any data leakage. Any non-compliance by our employees or network partners of our data privacy policies or measures to prevent data leakage could also adversely affect our business, financial condition and results of operations. In addition, any cyber attacks on our network partners' platforms could also result in leakage of data relating to us and our customers.

We have not, in Fiscals 2025, 2024 and 2023, experienced any data breaches, disruptions to our hardware and software systems or data leakages that impacted our business. There can be no assurance that our security measures will be adequate or successful in preventing future security breaches or infringements. Any such security breaches or compromises of technology systems in the future could result in the institution of legal proceedings against us and the potential imposition of penalties. Any of the foregoing could have a material adverse effect on our business and our future financial performance.

Any unauthorised use or disclosure of confidential information by our employees or network partners could also result in data leakage that would diminish our customers' trust in us, causing us to lose customers and adversely impacting our business, reputation, results of operations and prospects. We have not experienced any adverse incidents of unauthorised use or disclosure of confidential information that materially and adversely affected our business or results of operations in Fiscals 2025, 2024 and 2023. There is no assurance that we will be able to prevent such incidences in the future.

28. ***Our funding requirements and the proposed deployment of Net Proceeds are based on management estimates, and have not been independently appraised. Any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior Shareholders' approval.***

We propose to utilise the Net Proceeds towards augmentation of our Company's Tier – I Capital base to meet our future capital requirements, including towards onward lending. For further information of the proposed objects of the Offer, see "*Objects of the Offer*" on page 133. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Sections 13(8) and 27 of the Companies Act, 2013, we cannot undertake any variation in the utilisation of the Net Proceeds without obtaining shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain shareholders' approval in a timely manner, or at all. Any delay or inability to obtain such shareholders' approval may adversely affect our business or operations.

Further, our Promoter would be required to provide an exit opportunity to Shareholders who do not agree with our proposal to change the objects of the Offer or vary the terms of such contracts, at a price and in such manner as prescribed by the SEBI. Additionally, the requirement on our Promoter to provide an exit opportunity to such dissenting Shareholders may deter our Promoter from agreeing to the variation of the proposed utilisation of the Net Proceeds, even if such variation is in the interests of our Company. Further, our Promoter may not have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by the SEBI.

In light of these factors, we may not be able to undertake variation of the objects of the Offer to use any unutilised proceeds of the Offer, if any, or vary the terms of any contract referred to in this Updated Draft Red Herring Prospectus-I, even if such variation is in the interests of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilised portion of Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business and results of operations.

Subject to compliance with requirements under the Companies Act, the SEBI ICDR Regulations, and other applicable laws, our planned use of the proceeds of the Offer may change. These are based on current conditions and are subject to change in light of changes in external circumstances or costs or in other financial conditions or our business strategy. Further, our funding requirements and deployment of the Net Proceeds, based on internal management estimates based on current market conditions, have not been appraised by any bank or financial institution or other independent agency. Furthermore, in the absence of such independent appraisal, our funding requirements may be subject to change based on various factors which are beyond our control such as interest or exchange rate fluctuations, among others. The deployment of the Net Proceeds will be at the discretion of our Board, subject to applicable laws and regulations. However, the deployment of the Net Proceeds will be monitored by the Monitoring Agency. Accordingly, prospective investors in the Offer will need to rely upon our management's judgment with respect to the use of the Net Proceeds. For details, see "*Objects of the Offer*" on page 133.

29. ***Any failure or significant weakness of our internal control systems could result in operational errors or incidents of fraud, which may adversely affect our profitability and reputation.***

We have documented internal controls which are periodically assessed by the operational risk team and refreshed on an annual basis. Our internal audit evaluates the adequacy and effectiveness of internal systems on an ongoing basis to ensure adherence to our policies, compliance requirements and internal guidelines.

We believe that our management of various risks including operational and fraud risks is commensurate with the size and complexity of our operations. However, we are still exposed to such risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to ensure effective internal controls in all circumstances.

Failures or material errors in our internal systems may lead to pricing errors, deficiencies in the credit sanction process, settlement problems, inaccurate financial reporting, fraud and failure of critical systems and infrastructure. Such instances may also adversely affect our reputation, business, results of operations, cash flows and financial condition. Although we have not encountered any material lapses in our internal control systems and practices, we cannot assure you that such internal control systems and practices that we have put in place will be sufficient in monitoring or detecting any fraud that occurs.

30. ***Failure to identify, monitor and manage risks and effectively implement our risk management policies could expose us to legal and regulatory liability or cause us to take inappropriate risks in our operations, thereby adversely affecting our business, financial condition and results of operations.***

Our Company is exposed to a variety of risks, including credit risk, market risk, operational risk and fraud risk, compliance and governance risk, information security and cyber security risk and reputational risk. The effectiveness of our risk management policies and procedures is limited by the quality and timeliness of available data. In certain cases, management of our risks depends upon the use of analytical and/ or forecasting models, which may be less accurate than expected for various reasons, including as a result of errors in constructing, interpreting or using the models or the use of inaccurate assumptions (including failures to update assumptions appropriately or in a timely manner). Our assumptions may be inaccurate due to certain matters being inherently difficult to predict. As we expand our business, we may not be able to develop commensurate risk management policies and procedures that fully address the risks associated with our business growth. If we fail to identify, monitor and manage our risks and effectively implement our risk management policies, our business, results of operations, cash flows and financial condition could be adversely affected.

Some of our risk management strategies may not be effective in a difficult or less liquid market environment, where other market participants may be attempting to use the same or similar strategies to deal with the difficult market conditions. In such circumstances, it may be difficult for us to reduce our risk positions due to the activity of such other market participants. Other risk management methods depend upon an evaluation of information regarding the markets in which we operate, the customers we service and certain other matters, which may not be accurate, complete, up-to-date or properly evaluated. Our investment and interest rate risk are also determined by our ability to properly identify, and mark to market changes in the value of financial instruments caused by changes in market prices or rates. Our earnings are dependent upon our ability to manage changes in credit quality and risk concentrations, the accuracy of our valuation models and our critical accounting estimates and the adequacy of our provision for loan losses. We have not experienced instances of the aforementioned risks in Fiscals 2025, 2024 and 2023 that had a material adverse impact on our business and operations. To the extent our assessments, assumptions or estimates prove inaccurate or not predictive of actual results, we could suffer higher than anticipated losses in the future.

31. ***We are exposed to fluctuations in the market values of our investment portfolio.***

We make investments in equity shares, private equity ("**PE**") funds, mutual funds, debentures, government securities and treasury bills. We have not faced any material declines in the value of our investments in Fiscals 2025, 2024 and 2023. There can be no assurance that we will not experience a decline in the value of our investments which could have an adverse effect on our business, results of operations, cash flows and financial condition.

The following table provides details of our investment portfolio. See also Note 8 to the Restated Consolidated Financial Information.

Particulars	As at March 31,		
	2025	2024	2023
	(₹ *in million*)		
Investment in Debentures	-	84.4	342.3
Investment in Government Securities	28,679.4	16,559.3	13,496.6
Investment in Tri-party Repo (TREPS)	4,998.0	-	-
Investment in Treasury Bill	3,988.9	4,269.8	8,608.9
Investment in Fully Paid Non-Cumulative Redeemable Preference shares	3.8	-	-
Investment in State Development Loan	24,694.9	19,069.8	17,450.1
Investment in Equity Shares:			
Quoted	8,123.3	8,982.0	2,196.9
Unquoted	4,606.2	23,808.0	31,799.1
Investment in Debt Securities	2,311.7	2,373.3	2,243.8
Investment in Preference Shares	-	-	1,150.0
Investment in Mutual Fund	7,531.5	1,269.5	45,883.0
Investment in Venture capital fund	1,921.3	2,014.4	2,410.0
Investment in Alternate investment fund	318.9	326.9	297.6
Investment in Multi-asset fund	-	-	507.7
Investment in Structured product	-	262.8	203.7
Investment in Security receipts	-	-	-
Total	**87,177.9**	**79,020.2**	**126,589.7**

There can be no assurance that our private equity investments can generate returns/ provide timely exit opportunities. In case of unlisted securities, there can also be no assurance that investments will ultimately be realised for amounts equal to, or greater than, expected valuations.

The value of our investments may also be affected by deterioration of the credit and capital markets, including due to market volatility and changes in interest rates and currency exchange rates, and a negative economic outlook, which could result in volatility of our investment earnings and impairments to our investment and asset portfolio, all of which could negatively impact our financial condition.

32. ***Our business depends substantially on the efforts of our Key Managerial Personnel, members of the Senior Management, and failure to attract or retain such persons could adversely affect our business, results of operations, cash flows and financial condition.***

The success of our business operations partly depends on our ability to attract and retain our Key Managerial Personnel and members of the Senior Management, who are critical to our ability to address emerging business and operating challenges and ensure a high standard of customer service, including in areas such as sales, product development, credit, collections and technology. We cannot assure you that we will be able to successfully retain our Key Managerial Personnel and members of the Senior Management, and our business may be adversely affected if a substantial number of such personnel either perform at less-than-optimal efficiency or leave us. The table below provides an overview of the attrition rate of our Key Managerial Personnel and members of the Senior Management for the years and as at the dates indicated:

Particulars	As at March 31, / Fiscal		
	2025	2024	2023
Number of Key Managerial Personnel and members of the Senior Management	13	12	10
Attrition rate of Key Managerial Personnel and members of the Senior Management[(1)]	Nil	Nil	10.0%

Note:

(1) ***Attrition rate of Key Managerial Personnel and members of the Senior Management****: Attrition is where the employee has resigned or services have been terminated by the organization on account of various reasons, including fraud, disciplinary issues, violation of our code of conduct and performance issues. However, it does not include any transfers within the Tata group.*

The loss of our Key Managerial Personnel and members of the Senior Management may diminish the quality of customer service, divert management resources, increase our exposure to high-risk credit and impose significant costs on us, and consequently have an adverse effect on our business, results of operations, cash flows and financial condition.

33. ***We may face potential delays and additional expenses in enforcing our legal rights and may not be able to recover amounts owed by defaulting customers in a timely manner or at all.***

We may face potential delays and additional expenses in enforcing our legal rights in judicial forums and may not be able to fully, or even partially, recover amounts owed by defaulting customers in a timely manner or at all. Delays in the course of recovery proceedings, defects in title, documentation of collateral, the possibility of being required to obtain regulatory or judicial approvals for the enforcement of such collateral, including security over real property, securities, vehicles, and other items, and any adverse judicial pronouncements may affect recoveries directly from borrowers or over such collateral, thus exposing us to potential losses. Further, if any of our borrowers take recourse to arbitration or litigation against our recovery claims, it may cause a further delay in our recovery process, which may lead to depreciation of the secured asset. In addition, the laws and regulations governing our ability to enforce our loan agreements or our collateral can be amended, supplemented, interpreted differently or changed at any time, which may adversely affect the cost and time required, or otherwise affect or restrict our ability or strategies to recover on our secured loans. See "—*We operate in a regulated industry and as such changing laws, rules and regulations as well as legal uncertainties in India may adversely affect our business, prospects, results of operations, cash flows and financial condition.*" on page 58.

With respect to collateral properties, there is no central title registry for real estate or immovable property in India and the documentation of land records in India are maintained at the state/ district/ local sub-registrar level and in local languages and are updated manually through physical records which have not been fully digitised. Therefore, title deeds and property records may not be available online for inspection, may be illegible, untraceable, tampered, forged, defective and incomplete, may not have been updated regularly, may be inaccurate in certain respects or may have been kept in poor condition which may impede title investigations or our ability to rely on such property records. Title to land in India is often fragmented, and in many cases, land may have multiple owners. Title may also suffer from irregularities, such as non-execution or non-registration of conveyance/title deeds and inadequate stamping and may be subjected to encumbrances that we are unaware of and that may not be apparent on the face of the relevant documentation. Any defects in, or irregularities of, title may result in a loss of development or operating rights over the land, which may prejudice our ability to realise the loan amount extended to our customers in case of a default in payment. This may compel us to write off such loans or litigate the cases with heavy costs and inordinate delay time to resolution, which will adversely affect our revenues.

Although the Government of India has established and operationalised CERSAI under the SARFAESI Act to create a central database of all charges on receivables and moving assets (including mortgages) created by lending institutions, the management and maintenance of this database is subject to the accuracy of descriptions of property submitted by lending institutions and set out in the relevant property deeds. Potential disputes or claims over title to our mortgaged properties may arise, despite data being required to be updated on the CERSAI portal. Title to the property may be disputed including with respect to alleged short payment of stamp duty or registration fees, which may render the title documents inadmissible in evidence.

Additionally, in respect of loans which have been classified as non-performing, we are allowed to foreclose on the relevant secured property in accordance with the procedure set out in the SARFAESI Act. Although the enactment of the SARFAESI Act has strengthened creditors' rights by allowing expedited enforcement of security in an event of default, there is no assurance that we will be able to realise the full value of our collateral, due to, among other things, delays on our part in taking action to secure the property, delays in bankruptcy foreclosure proceedings, economic downturns, defects in the perfection of collateral and fraudulent transfers by customers.

The agreements entered into with our customers provide for a mechanism to refer any disputes, differences, or claims arising between the parties to arbitration. Such arbitration proceedings are required to be conducted in accordance with the provisions of the Arbitration and Conciliation Act, 1996, and the arbitral award passed in such proceedings are binding upon the parties concerned. In addition, the DRT has the power to issue a stay order prohibiting the lender from selling the assets of a defaulted customer or set aside the proceedings or grant such other relief as it may deem fit. As a result, there can be no assurance that a foreclosure proceeding would not be stayed or set aside by the DRT or any other relevant authority. In the event that a regulatory agency asserts jurisdiction over the enforcement proceedings, creditor actions can be further delayed.

There have been instances in the past where there has been a delay on foreclosure of loan collateral or where we have not been able to realise the full value of loan collateral. These instances did not have any material adverse impact on the operations and financials of our Company. There can be no assurance that we will in the future be able to foreclose on collateral on a timely basis, or at all, or, if we are able to foreclose on the collateral, that the value will be sufficient to cover the outstanding amounts owed to us. Any of the foregoing could have a material adverse effect on our business, results of operations, cash flows and financial condition.

34. ***Our system downtime and failure was 0.2%, 0.7% and 0.1% for Fiscals 2025, 2024 and 2023, respectively. Our information technology systems are critical to the operation of our business and any unforeseen internal or external disruptions, downtime and inadequacy may cause disruptions to our business.***

Our information technology ("**IT**") systems play a pivotal role in enabling us to manage, among other things, our risk management, financial controls, transaction processing, collections and loan origination functions, as well as increasing the number of financial products and services we offer. We are highly dependent on our IT systems, which cover all key areas and stages of our business, including customer sourcing, onboarding, underwriting as well as collections. Due to the growth of our business, we are required to process a large number of transactions on a daily basis. Thus, our ability to operate and remain competitive will depend in part on our ability to maintain and upgrade our IT systems on a timely and cost-effective basis. Our IT systems may fail to operate adequately or become disabled as a result of events that are wholly or partially beyond our control, including a disruption of electrical or communications services, which could cause business disruptions and adversely affect our results of operations, cash flows and reputation. For details of our IT systems, see "*Our Business—Our Technology Platform*" on page 320.

The table below shows our system downtime and failure for the years indicated:

Particulars	Fiscal		
	2025	2024	2023
System downtime and failure [(1)]	0.2%	0.7 %	0.1%

Note:

(1) ***System downtime and failure****: Total number of downtime hours in all impacted business applications in a Fiscal as a percentage of the total number of hours for all impacted business applications in a Fiscal.*

From time to time, our IT systems require maintenance and upgrades, including in response to technological advances and emerging banking and other financial services industry standards and practices. Any failure to do so, in a timely manner or at all, could result in disruption, breach or failure of our IT infrastructure, and could result in the malfunctioning of financial, accounting or data processing systems, inability to onboard and appraise customers, inability to service our customers and partners on a timely basis or at all, non-availability of certain information for our management to enable them to plan for or respond to contingencies and changes in market conditions in a timely manner or at all, or loss of confidential or material data, any of which could result in a loss of customers, damaged reputation and weakening of our competitive position, and have an adverse effect on our financial condition and results of operations. We may also experience difficulties in upgrading, developing and expanding our IT systems to accommodate our growing customer base and product range. Further, we have entered into agreements with several IT vendors with respect to the operations and update of our IT infrastructure. We have put in place a business continuity plan to manage potential disruptions and have a disaster recovery plan that will be activated in exigent situations. However, any failure of our IT vendors to fulfil their contractual obligations could adversely affect the performance and continuity of our IT systems.

Such instances of system downtimes and failures have not had any material adverse impact on our business and operations in Fiscals 2025, 2024 and 2023. Similar system downtimes and failures for a prolonged period of time and/ or at a large scale in the future could potentially impact our business, results of operations, cash flows, financial condition and reputation.

35. ***Our total foreign currency borrowings as a percentage of Total Borrowings were 11.4%, 7.3% and 5.9% as at March 31, 2025, March 31, 2024 and March 31, 2023, respectively. The hedging arrangements that we have entered into with respect to fluctuations in interest rates or currency exchange rates may be inadequate and are subject to default risk.***

A portion of our borrowings are denominated in foreign currencies. We do not extend any foreign currency loans to our customers. The table below sets out our foreign currency borrowings, in absolute amounts and as a percentage of our Total Borrowings as at March 31, 2025, March 31, 2024 and March 31, 2023:

Particulars	As at March 31,		
	2025	2024	2023
	(*₹ in million, except percentages*)		
Total foreign currency borrowings[(1)]	237,094.7	107,752.5	66,913.4
Total foreign currency borrowings as a percentage of Total Borrowings[(2)]	11.4%	7.3%	5.9%

Notes:

(1) ***Total foreign currency borrowings****: The aggregate amount of term loans in the form of foreign currency secured loans, secured ECBs and debt securities in the form of unsecured medium-term notes.*

(2) ***Total Borrowings****: Debt securities, Borrowings (Other than debt securities) and Subordinated liabilities as reported in the Restated Consolidated Financial Information as at the last day of* ***the*** *relevant Fiscal*

Exchange rates fluctuate and may be affected, among other things, by factors including the monetary policies of the RBI, domestic and international economic and political conditions, inflation, trade imbalances, interest rates, monetary policies of global central banks and macro-economic environment and policies in and outside India. We have entered into various hedging arrangements to hedge the foreign currency and interest rate risks arising out of such borrowings. For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Quantitative and Qualitative Disclosures about Market Risks—Currency risk*" on page 605. There can be no assurance that our hedging arrangements will continue to adequately reduce our foreign currency risk or interest rate risk, or that such hedging arrangements will protect us against any unfavourable fluctuations in exchange rates or interest rates. Further, the relevant counterparty may fail to perform its obligations under the hedging arrangement. If we are unable to pass on any increase in our costs due to fluctuations in interest rates or exchange rates to our customers, it could reduce our profitability and result in a material and adverse effect on our business, results of operations, cash flows and financial condition.

36. ***The lending services industry in India is competitive and our inability to compete effectively could adversely affect our business, results of operations, cash flows and financial condition.***

The majority of our total income in Fiscals 2025, 2024 and 2023 was attributable to our Lending Business. The table below sets out the respective contributions of our Lending Business and Non-lending Businesses to our total income, for the periods indicated:

Particulars	**Fiscals**					
	2025		**2024**		**2023**	
	(₹ in million)	*(% of total income)*	*(₹ in million)*	*(% of total income)*	*(₹ in million)*	*(% of total income)*
Lending Business	276,465.8	97.5%	176,350.2	96.9%	125,904.0	92.3%
Non-lending Business	7,232.9	2.5%	5,633.6	3.1%	10,470.9	7.7%
Total income	**283,698.7**	**100.0%**	**181,983.8**	**100.0%**	**136,374.9**	**100.0%**

The lending services industry in India is competitive. The success of our business depends on our ability to compete with established NBFCs, banks and other financiers in the geographies in which we operate. Some of our competitors may have greater financial resources, greater brand recognition among customers, better customer loyalty, better institutional distribution platforms, long-standing partnerships, more attractive and innovative financial products or lower cost of funds, and may offer their customers other forms of financing that we do not provide. Our competitors may make more significant and effective investments in innovation, growth of their businesses and enhancing their customer reach and engagement and may outcompete us in any of these areas. For further details on our competitive landscape, see "*Our Business—Competition*" on page 325.

Competition may have an adverse impact on our growth and result in downward pressure on interest rates, thereby reducing our profit margins. There can be no assurance that we will be able to effectively react to such developments or compete with new and existing players in the increasingly competitive financing industry.

37. ***We have experienced growth in our Total Gross Loans from ₹1,201,968.6 million as at March 31, 2023 to ₹1,612,310.8 million as at March 31, 2024 and, ₹2,265,529.6 million as at March 31, 2025. There is no assurance that we will be able to sustain our business growth in the future.***

Our business has grown significantly in Fiscals 2025, 2024 and 2023. Such historical growth rate is not necessarily indicative of future growth or profitability. There is no assurance that we will be able to sustain the growth of our business.

The following table sets forth certain key financial data of our Company for the years and as at the dates indicated. For additional details, see "*Select Statistical Information*" on page 404.

Particulars	**As at March 31, /Fiscal**		
	2025	**2024**	**2023**
	(₹ in million)		
Total Gross Loans[(1)]	2,265,529.6	1,612,310.8	1,201,968.6
Interest Income[(2)]	257,197.7	163,664.7	119,109.0
Profit After Tax[(3)]	36,646.6	31,502.1	30,292.0

Notes:

(1) ***Total Gross Loans****: Total Net Loans adjusted for unamortised loan sourcing fees, unamortised loan sourcing costs and impairment allowances as at the last day of the relevant Fiscal.*

(2) ***Interest Income****: Interest Income as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*

(3) ***Profit After Tax****: Profit/(loss) for the relevant Fiscal attributable to Owners of the Company as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*

Sustained growth puts pressure on our ability to effectively manage and control current and emerging risks. Our inability to effectively manage any of these issues may adversely affect our business growth and, as a result, impact our businesses, prospects, financial condition and results of operations. Our ability to grow our business depends on our ability to execute on our growth strategies, which include enhancing our product offerings and strengthening our distribution network, continuing to strengthen our risk management framework, credit underwriting and collections infrastructure, continuing to leverage technology and analytics, attracting, training and retaining talented employees, and harnessing synergies from our merger with TMFL. See "*Our Business—Our Strategies*" on page 309. We may face challenges and risks in executing such strategies. Failure to manage such risks may result in higher NPAs than anticipated, frauds, regulatory and legal actions. Such growth also places significant demands on the management, requires significant financial and other resources and will require us to continuously develop and improve our operational, financial and internal controls.

We may not be able to effectively manage the growth of our business or achieve the desired profitability in the expected timeframe or at all. If we grow our business assets too quickly or fail to make proper assessments of credit risks associated with new customers, a higher percentage of our loans may become NPAs. This would have a negative impact on the quality of our assets, financial condition and results of operations.

38. ***We may not be able to successfully diversify our product portfolio, enter new lines of business or expand business in new markets, and maintain arrangements with our partners such as DSAs, OEMs and dealers, which may materially and adversely affect our business prospects and impact our future financial performance.***

We continue to evaluate attractive growth opportunities to diversify our product portfolio and expand our business into new markets, including by opening new branches. Factors such as competition, culture, regulations, business practices and customs and customer requirements in these new markets may differ from those in our current markets and our experience in our current markets may not be applicable to these new markets. In addition, as we enter new markets and geographical regions, we are likely to compete with other banks and financial institutions that already have a presence in those jurisdictions and markets. As these banks and financial institutions are more familiar with local regulations, business practices and customs, they may have developed stronger relationships with customers. As we operate in a competitive industry, we may have to revise our estimates and our expansion strategies, from time to time, which may result in significant changes in our funding requirements and may put significant strain on our resources.

Further, we leverage partners such as DSAs, OEMs and dealers to source our customers and broaden our reach. As at March 31, 2025, we have partnered with over 30,000 DSAs, over 400 OEMs and over 8,000 dealers. We cannot assure you that we will be successful in maintaining existing arrangements with such partners or receive continued support from them. Further, our reliance on such partners exposes us to risk on account of negligence, fraud or inefficiency in the services provided by them.

Our inability to successfully diversify our product portfolio, establish and maintain arrangements with the DSAs, and enter new lines of business or expand business in new regions and markets could materially and adversely affect our business and impact our business prospects and future financial performance.

39. ***We rely on the parentage of our Promoter, which holds 88.6% of the paid-up capital of our Company as on the date of this Updated Draft Red Herring Prospectus-I. We will continue to be controlled by our Promoter after the completion of the Offer, and our Promoter's interest may differ from those of other shareholders.***

As on the date of this Updated Draft Red Herring Prospectus-I, our Promoter, holds 88.6% stake of the issued paid up capital of our Company. Furthermore, after the completion of the Offer, our Promoter will control, directly or indirectly, a substantial portion of our outstanding Equity Shares. As a result, our Promoter will continue to exercise significant control over us. Our Promoter may take or block actions with respect to our business, which may conflict with our interests or the interests of our minority shareholders, such as actions which delay, defer or cause a change of our control or a change in our capital structure, merger, consolidation, takeover or other business combination involving us, or which discourage or encourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of us. In the event of any such change of control, merger, consolidation, takeover or other business combination involving us, a transfer of shares by our Promoter, or actions such as a preferential allotment to any investor or a conversion of any convertible instruments which could result in us ceasing to be a part of Tata group, our ability to leverage the "Tata" brand may be adversely affected, which could materially and adversely affect our business, future financial performance and results of operations. See, "*—We rely on the strength of the "Tata" brand, which we use pursuant to licensing arrangements with our Promoter, Tata Sons Private Limited. Any improper use of the associated trademarks by the licensor or any other third parties, or any negative publicity affecting the brand, could materially and adversely affect our business, financial condition and results of operations*" on page 57.

Further, as on the date of this Updated Draft Red Herring Prospectus - I, our Company does not have any agreement with our Promoter or existing policy laid down within the Tata group to address the conflicts of interest of our Company and our minority shareholders with our Promoter, who holds majority shareholding in our Company. Our Company will adopt necessary procedures and practices as permitted by law to address any situations of conflict of interest, if and when they arise.

40. ***We rely on credit bureaus and information provided by our customers or employees in evaluating customer credit profiles and any inaccuracies or misleading information may affect our assessment of our customers' credit worthiness and the value of and title to collateral.***

We depend on credit bureaus to check the creditworthiness of our customers. We may receive inaccurate or incomplete information as a result of negligence or fraudulent misrepresentation and our risk management measures may not be adequate to detect or prevent such activities in all cases. Difficulties in assessing credit risks associated with our day-to-day lending operations may lead to an increase in the level of our non-performing assets.

In addition, we rely on the information furnished to us by our customers, such as their financial transactions, collateral related information, credit history and the purpose of their loan application in evaluating their credit profiles and deciding whether to extend credit to customers. We also use account aggregators to obtain financial information of current and potential customers. We may not receive updated information regarding any change in the financial condition of our customers at all or in a timely manner or may receive inaccurate or incomplete information as a result of any fraudulent misrepresentation on the part of the customers. We may fail to detect inaccuracies or incompleteness in information submitted by customers or through our employees in a timely manner or at all. Credit information on retail customers and SMEs in India is also more limited than for larger corporate customers, which reduces our ability to accurately assess the credit risk associated with such lending. As a part of our underwriting process, we conduct credit checks of all our customers, including with credit bureaus, and conduct site-visits and personal discussions. However, there can be no assurance that such credit information will be accurate or comprehensive. We neither have access to the Central Repository of Information on Large Credits ("**CRILC**") for special mention accounts reporting nor the frauds data base of banks which could further impact credit decisions. As a result, our assessments of a customer's creditworthiness and the value of and title to their collateral may not be accurate.

Difficulties or inaccuracies in assessing credit risks associated with our day-to-day lending operations may lead to, among others, an increase in the level of our non-performing assets which could adversely affect our business, results of operations, cash flows and financial condition. We have put in place risk management procedures to address such risks, although there is no assurance that they will be fully effective. Failure to accurately assess customer creditworthiness and monitor the loan contracts, particularly for individual customers, could adversely affect our credit portfolio, which could have a material and adverse effect on our results of operations, financial condition and cash flows. We have not experienced any such instances that have materially and adversely affected our business or results of operations in Fiscals 2025, 2024 and 2023. There is no assurance that such issues will not arise in the future, and any inaccurate or incomplete information received from the credit bureaus, our customers or our employees in the future may have an adverse effect on our business, reputation, results of operations, financial condition and cash flows.

41. ***We have entered into and may continue to enter into related party transactions. Failure to ensure that such related party transactions are entered into on an 'arm's length' basis could have an adverse effect on our business, financial condition or results of operations.***

We have entered into and may in the course of our business continue to enter into transactions with related parties, as specified in the Restated Consolidated Financial Information contained in this Updated Draft Red Herring Prospectus-I. For further details, see "*Restated Consolidated Financial Information—Notes forming part of the Restated Consolidated Financial Information—Note 42: Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015*" on page 509. As certified by Manian & Rao, Chartered Accountants pursuant to their certificate dated August 4, 2025, all related party transactions of our Company as disclosed in the Restated Consolidated Financial Information (i) have been undertaken at an 'arm's length' basis; and (ii) are in compliance with the applicable laws, including the Companies Act, 2013 and rules made thereunder and pursuant to the necessary approval/ resolution from our Audit Committee, Board of Directors and our Shareholders, to the extent applicable. It is likely that we may enter into related party transactions in the future, which will be subject to approval by our Audit Committee, Board or shareholders, as required under the Companies Act, 2013 and the SEBI Listing Regulations. There can be no assurance that such approvals will be issued to us in a timely manner, or at all. If we do not receive such approvals in a timely manner or at all, there can be no assurance that such transactions, individually or in the aggregate, will not have a material adverse effect on our financial condition and results of operations. Furthermore, there can be no assurance that future contracts with such related parties will be entered into on similar or more favourable terms than transactions with unrelated parties.

42. ***We had negative cash flows from operations of ₹298,724.8 million, ₹379,985.4 million and ₹231,896.0 million in the Fiscals 2025, 2024 and 2023, and may continue to do so in the near term as we expand our business, and enhance our product offerings. Failure to generate sufficient cash from operations could adversely affect our liquidity, ability to service our indebtedness and fund our operations.***

The table below shows our Restated Consolidated Financial Information on cash flows for the years indicated.

Particulars	**Fiscal**		
	2025	**2024**	**2023**
	(₹ in million)		
Net cash (used in) operating activities	(298,724.8)	(379,985.4)	(231,896.0)
Net cash (used in)/ generated from investing activities	(395.2)	57,572.1	(22,695.7)
Net cash generated from financing activities	2,94,124.0	359,524.2	264,295.7
Net (decrease)/increase in cash and cash equivalents	(4,996.0)	37,110.9	9,704.0

Our net cash used in operating activities for Fiscals 2025, 2024 and 2023 was primarily attributable to an increase in loans. Our net cash used in/generated from investing activities in Fiscal 2025, 2024 and 2023 was primarily attributable to purchase and sale of investments. Our net cash generated from financing activities for Fiscals 2025, 2024 and 2023 was primarily attributable to repayment of borrowings and debt securities. For further details on our cash flows, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Cash Flows*" and the "*Restated Consolidated Financial Information"* on pages 601 and 424, respectively. Negative cash flows over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. We believe that our cash flow from operations, available cash and borrowings will be adequate to meet our future liquidity needs. However, we have substantial debt service obligations and working capital requirements. There can be no assurance that our business will generate sufficient cash flow from operations such that our anticipated revenue growth will be realised, or that future borrowings will be available to us under credit facilities in amounts sufficient to enable us to repay our existing indebtedness, fund our expansion efforts or fund our other liquidity needs. If we do not generate sufficient cash flow from operations to service our debt obligations and working capital requirements, it may have an adverse effect on our business prospects, financial condition and results of operations.

43. ***We had borrowings of ₹2,057,712.4 million as at May 31, 2025. Our financing arrangements provide certain conditions and restrictions, and non-compliance could adversely affect our business, results of operations and financial condition.***

As at May 31, 2025, our consolidated total borrowings amounted to ₹2,057,712.4 million. Our financing agreements, *inter alia*, include certain conditions and covenants such as restrictions against altering our capital structure, changing our current ownership/ control, formulating a scheme of amalgamation, compromise or reconstruction, changing our constitutional documents including our memorandum of association and articles of association, change in controlling interest or management set up of our Company, as applicable, undertaking guarantee obligations, declaration of dividend or distribution of profits, and creating an encumbrance or lien or disposing of assets that have been charged in favour of the lenders. These covenants vary depending on the requirements of the financial institution extending such loan and the conditions negotiated under each financing agreement and may restrict or delay certain actions or initiatives that we may propose to take from time to time. We do not expect a breach of any such terms or covenants that may get triggered pursuant to any action taken in connection with the Offer under our loan documents, which may have an adverse impact on our business, results of operations, cash flows and financial condition. Further, for the purpose of the Offer, our Company has made the required intimations to and obtained necessary consents from the relevant lenders, under the relevant loan documents for undertaking activities relating to the Offer.

There have not been instances of failures to meet our obligations under or non-compliances with our financing agreements that had a material adverse effect on our business in Fiscals 2025, 2024 and 2023. Any failure to observe the covenants and other requirements under our financing arrangements or to obtain necessary waivers may lead to the termination of our credit facilities, acceleration of amounts due under such facilities and the enforcement of any security provided. If the obligations under any of our financing documents are accelerated or the lenders enforce against any security created under such agreements, we may have to dedicate a substantial portion of our cash flows towards payments under such financing documents, thereby reducing the amounts available for business growth, working capital, capital expenditure and general corporate purposes. Furthermore, during any period in which we are in default, we may be unable to raise, or face difficulties raising, additional financing or refinancing our indebtedness on commercially acceptable terms. Any of these circumstances could adversely affect our business, credit rating, financial condition, results of operations and cash flows. See "—*Our Average Cost of Borrowings Ratio was 7.8%, 7.3% and 6.6% for Fiscals 2025, 2024 and 2023, respectively. If we are unable to secure funding on acceptable terms and at competitive rates when needed, including due to any downgrade in our credit ratings, it could have a material adverse effect on our business, results of operations, cash flows and financial condition*." on page 52.

The table provides a breakdown of our Total Borrowings as at the dates indicated. See also "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Indebtedness*" and "*Financial Indebtedness*" on pages 603 and 622, respectively.

Particulars	As at March 31,					
	2025		2024		2023	
	(₹ in million)	*Ratio*	*(₹ in million)*	*Ratio*	*(₹ in million)*	*Ratio*
Loans from banks and financial institutions	1,185,948.9	56.9%	791,019.2	53.4%	548,821.5	48.4%
Non-convertible debentures and other debt instruments	656,569.5	31.5%	506,777.8	34.2%	431,729.5	38.1%
Commercial paper	144,846.2	7.0%	98,259.0	6.6%	82,026.3	7.2%
Subordinated debt	81,977.7	3.9%	66,192.5	4.5%	47,390.2	4.2%
Perpetual debt	11,246.7	0.5%	11,240.9	0.8%	12,170.3	1.1%
Inter Corporate Deposit	255.1	Negligible	409.6	Negligible	519.8	Negligible
Cumulative Redeemable Preference Shares (CRPS)	3,305.2	0.2%	7,953.9	0.5%	10,701.5	0.9%
Total Borrowings	**2,084,149.3**	**100.0%**	**1,481,852.9**	**100.0%**	**1,133,359.1**	**100.0%**

44. ***We are exposed to portfolio attrition risks and may face declines or slowed growth of our Total Gross Loans if customers transfer their loans from us to other banks or financial institutions.***

Some of our customers may opt to refinance their loans through balance transfer to other banks and financial institutions for various reasons, such as more attractive interest rates on loans offered by our competitors. In Fiscals 2025, 2024 and 2023, such balance transfer to other banks and financial institutions and prepayment of loans did not have a material adverse effect on the financial condition and business of our Company. A loss of customers to our competitors would result in a loss of interest income from such loans. As our loan origination costs, including any commission paid to our third-party distribution channel partners, are amortised over the tenure of the loans, loan transfers or pre-payments result in higher expenses on account of the unrecoverable cost of loan acquisition, which in turn adversely affect our financial performance and profitability. Any inability or failure on our part to refinance our customers' existing loans from other banks or financial institutions could also adversely affect our business and prospects.

45. ***Our non-convertible debentures, commercial papers and Notes are listed on the BSE, NSE, and India International Exchange Limited and we are subject to strict regulatory requirements with respect to such listed non-convertible debentures. Our inability to comply with or any delay in compliance with such laws and regulations may have an adverse effect on our business, results of operations, cash flows and financial condition.***

Our NCDs issued to the public are listed on the BSE and NSE, and our NCDs issued on a private placement basis are listed on the NSE. Further, the commercial papers issued by our Company are listed on the NSE and our U.S. Dollar-denominated bonds issued under our medium term note programme (“**MTN**”) are listed on the India International Exchange Limited (“**INX**”). For details of such listed instruments, see “*Financial Indebtedness—Details of listed non-convertible debentures issued by our Company*” on page 624. We are required to comply with various applicable rules and regulations, including the Securities and Exchange Board of India (Issue and Listing of Securitised Debt Instruments and Security Receipts) Regulations, 2008, as amended and SEBI Listing Regulations in terms of our listed notes, NCDs and commercial papers. In the event of non-compliance with such rules and regulations, we may be subject to certain penal actions including, *inter alia*, restrictions on further issuance of securities and freezing of transfer of securities. Our inability to comply with or any delay in compliance with such rules and regulations may have an adverse effect on our business, results of operations, financial condition and cash flows. We have, as at the date of this Updated Draft Red Herring Prospectus-I, been compliant in all material respects with all relevant rules and regulations. There can be no assurance that we will not, in future, be found to be in non-compliance with such rules and regulations, and any non-compliance could subject us to legal liability and consequently adversely affect our business, financial position and results of operations.

Further, we are qualified as a ‘high value debt listed entity’ as per the thresholds set out under the SEBI Listing Regulations. As a ‘high value debt listed entity’, Chapter IV and Chapter VA of the SEBI Listing Regulations is applicable to us on a mandatory basis. Accordingly, the required compliance with Chapter IV and Chapter VA of the SEBI Listing Regulations may cause additional compliance and legal costs for us and any non-compliance in relation to this may attract penalties, which may have an adverse effect on our business, results of operations, financial condition.

46. ***We may be subject to unauthorised use of our intellectual property and may in the future become subject to patent, trademark and/or other intellectual property infringement claims.***

We rely on a combination of trademarks, domains and intellectual property licenses and other contractual rights to protect our business and intellectual property. As at the date of this Updated Draft Red Herring Prospectus-I, we have 20 trademarks registered. Further, we have made 10 trademark applications that are currently pending for registration before the registry. For additional details, see “*Our Business—Intellectual Property*” on page 324. We cannot be certain that the steps we have taken will prevent unauthorised use of our intellectual property. Furthermore, the laws of India or other countries where we operate may not protect proprietary rights to the same extent as laws in certain other countries such as the United States. Therefore, our efforts to protect our intellectual property may not be adequate. Our competitors may independently develop similar technology or duplicate our services or solutions. Unauthorised use of our intellectual property rights by third parties could adversely affect our reputation. Our inability to prevent violation or misuse of our intellectual property could cause significant damage to our reputation and adversely affect our business, financial condition and results of operations.

Further, our Promoter, Tata Sons Private Limited, has granted us rights to use the logo, “ TATA ” and the trademark associated with such logo, pursuant to an agreement dated March 14, 2024, effective from April 1, 2023 (“**Tata Brand Agreement**”), in supersession of the previous arrangement in this regard. The Tata Brand Agreement will continue to be in force until terminated by either party to the said agreement. See “*—We rely on the strength of the “Tata” brand, which we use pursuant to licensing arrangements with our Promoter, Tata Sons Private Limited. Any improper use of the associated trademarks by the licensor or any other third parties, or any negative publicity affecting the brand, could materially and adversely affect our business, financial condition and results of operations.*” on page 57.

Although we believe that our intellectual property rights do not infringe on similar rights of other parties, we cannot assure you that infringement claims will not be asserted by third parties against us in the future. If we become liable to third parties for infringing their intellectual property rights, we could be required to pay a substantial damage award. We may also face litigation or incur additional fees and be required to pay damages for violating contractual terms, misuse or excessive use of our license to intellectual property rights, which could cause significant damage to our reputation and adversely affect our business, financial condition and results of operations.

Litigation or other legal proceedings relating to intellectual property claims, regardless of merit, may cause us to incur significant expenses and divert the attention and resources of our management and key personnel. We have not been party to or subject to any legal proceedings relating to infringement of intellectual property rights for Fiscals 2025, 2024 and 2023. Failure to defend, maintain or protect these rights could harm our business. Any unauthorised use of our intellectual property by third parties may adversely affect our current and future revenues and our reputation.

47. ***We are subject to counter-terrorism financing, anti-bribery and corruption and anti-money laundering laws, and failure to detect non-compliances or other illegal activities in a timely manner may expose us to liabilities and adversely affect our business and reputation.***

In accordance with the requirements applicable to our Company, we are mandated to comply with anti-money laundering ("**AML**"), counter-terrorism financing ("**CTF**"), anti-bribery and corruption ("**ABC**") and know your customer ("**KYC**") regulations in India. See "*Key Regulations and Policies*" on page 341. Our policies and procedures aimed at collecting and maintaining relevant AML, CTF, ABC and KYC related information from our customers may prove to be ineffective, and there may be instances where our collected information may be used by other parties in attempts to engage in money-laundering, terrorism financing, bribery, corruption and other illegal or improper activities.

We are required to undertake customer due diligence procedures, including but not limited to verification of officially valid documents in accordance with the Master Direction – Know Your Customer (KYC) Direction, 2016, as amended from time to time. In instances where authentication of Aadhaar is not required, NBFCs are required to ensure that the Aadhaar number is redacted. Any failure to comply with the applicable laws relating to Aadhaar or otherwise may expose us to penalties and regulatory scrutiny which may damage our reputation and lead to loss of customer confidence which could have a material adverse impact on our business, results of operations, cash flows and financial condition.

In the past, there have been certain instances which were not aligned with the provisions/requirements of the KYC and AML guidelines as observed by the RBI in their inspection reports, see "*—As an NBFC, we are subject to regulations and periodic inspections by regulatory authorities in India. The RBI and NHB have observed certain non-compliances in the past and any non-compliance with such regulations could subject us to penalties, restrictions and cancellation of the relevant license.*" on page 75. There were no instances of breach of any applicable AML, ABC, CTF or KYC regulations for Fiscals 2024 and, 2023 that had a material adverse impact on our business and operations. We have put in place internal policies, processes and controls designed to prevent and detect AML activities and ensure KYC compliance. There can be no assurance, however, that we will be able to fully control instances of any potential or attempted AML, ABC, CTF or KYC violation by other parties and may accordingly be subject to regulatory actions, including imposition of fines and other penalties by the relevant agencies to whom we report to, including the Financial Intelligence Unit – India. Our business and reputation could suffer if any such parties use or attempt to use us for money-laundering, terrorism financing or illegal or improper purposes, and such attempts are not detected or reported to the appropriate authorities in compliance with applicable regulatory requirements.

48. ***We have included data derived from the CRISIL Report titled "Analysis of NBFC Sector in India" which has been prepared by CRISIL, exclusively for the Offer and commissioned and paid for by us and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.***

We have commissioned the services of an independent third-party research agency, CRISIL, and have relied on the CRISIL Report titled "*Analysis of NBFC Sector in India*", exclusively prepared and issued by CRISIL for the purposes of the Offer, for certain industry-related data in this Updated Draft Red Herring Prospectus-I and for the purpose of confirming our understanding of the industry in connection with the Offer, pursuant to a technical proposal dated February 13, 2025. We commissioned and paid for the CRISIL Report for the purpose of confirming our understanding of the industry in connection with the Offer. All such information in this Updated Draft Red Herring Prospectus-I indicates the CRISIL Report as its source. Accordingly, any information in this Updated Draft Red Herring Prospectus-I derived from, or based on, or extracted from, the CRISIL Report should be read taking into consideration the foregoing.

The information is subject to various limitations, highlights certain industry and market data relating to us and our competitors which may not be based on any standard methodology, and is based upon certain assumptions that are subjective in nature. Accordingly, you should read the industry related disclosures in this Updated Draft Red Herring Prospectus-I in this context. The CRISIL Report may use certain methodologies for market sizing and forecasting, and may include numbers relating to our Company that differ from those we record internally. Some of these methodologies include using industry sources and publications which are prepared based on information as at specific dates and may no longer be current or reflect current trends. Such industry sources and publications may also base their information on estimates, projections, forecasts and assumptions. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Updated Draft Red Herring Prospectus-I. Accordingly, you should not place undue reliance on, or base your investment decision solely on this information. Neither our Company nor the BRLMs are related to CRISIL. The CRISIL Report is not a recommendation to invest/disinvest in any company covered in the CRISIL Report.

For further details, see "*Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation—Industry and Market Data*" on page 40.

49. ***We are required to hold certain statutory and regulatory permits and approvals for the operation of our business, and failure to obtain, renew or maintain such permits and/or approvals may adversely affect our business, results of operations and prospects.***

As part of our operations, we are required to obtain, renew and maintain certain statutory and regulatory permits and approvals under central, state and local government rules in India for carrying out our business. For further details of the permits and approvals we have received and those which we have applied for, see "*Government and Other Approvals*" on page 657. We have obtained the material licenses, registrations, permits and approvals for our existing business operations. However, certain approvals, licenses and registrations may have lapsed in their normal course, and we have either made applications to the appropriate authorities for renewal of such licenses, approvals and registrations or are in the process of making such applications. There can be no assurance that we will be able to maintain or renew such licenses, registrations, permits or approvals nor that we will not be subject to new licensing requirements, particularly in relation to new business operations. For instance, failure to meet the conditions prescribed in the certificate of registration issued by RBI to our Company to carry on the business of a non-banking financial institution without accepting public deposits could entail penalties and/or regulatory action(s) by the RBI. Further, pursuant to the TMFL Scheme of Arrangement, licenses, permissions, registrations, and approvals required/ obtained by TMFL, for its branches, from various governmental agencies and other statutory and/ or regulatory authorities are required to be obtained by our Company, as may be applicable. Our Company is in the process of obtaining such licenses, permissions, registrations, and approvals from various governmental agencies and other statutory and/ or regulatory authorities. We cannot assure you that the relevant authorities will grant the required permissions or renew the expired licenses and approvals in a timely manner or at all. In addition, any non-compliance with the terms and conditions of such licenses, registrations, permits or approvals could result in the suspension or revocation of such licenses, registrations, permits or approvals. This could cause business disruptions and adversely affect our business, results of operations, cash flows and financial condition.

50. ***Any delays in payment of employee related statutory dues by our Company may attract financial penalties from the respective government authorities and in turn may have a material adverse impact on our financial position and cash flows.***

Our Company is required to pay certain statutory dues including provident fund contributions and employee state insurance contributions under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and the Employees' State Insurance Act, 1948, respectively, state labour welfare funds, gratuity and professional taxes. The table below sets forth the statutory dues paid by our Company in relation to TCL's employees (on a standalone basis) for the years indicated below:

Particulars	**Fiscal**		
	2025	**2024**	**2023**
	(₹ in million)		
Employee State Insurance	103.8	13.6	-
Gratuity	135.2	18.6	9.3
Provident Fund	1,478.4	244.0	49.4
Superannuation	25.2	17.0	17.0
Profession Tax	37.2	5.9	0.1
Labour Welfare Fund	2.2	0.2	0.0[(1)]
Tax Deducted at Source on Salary	3,381.7	963.2	400.0

Note:
(1) "0.0" represents a number which is less than ₹0.05 million.

The table below sets forth the details of TCL's employees (on a standalone basis) as at the dates indicated:

Particulars	**As at March 31,**		
	2025[(2)]	**2024**	**2023**[(3)]
Number of Employees[(1)]	24,715	14,892	37

Notes:
(1) Number of Employees: Total number of on-roll employees, as at the date last day of the relevant Fiscal.
(2) Number of Employees for 2025 are for TCL, post-merger with TMFL pursuant to the TMFL Scheme of Arrangement.
(3) Number of Employees for 2023 are for TCL, prior to merger with TCFSL and TCCL.

We have not experienced any material delays in payments of employee provident fund, ESI, Superannuation, Profession Tax, Labour welfare fund or TDS dues for Fiscals 2025, 2024 and 2023. There can be no assurance that we will not experience issues with payments, including as a result of system failures or server downtimes, which may result in penalties and fines and have a material adverse impact on our financial condition and cash flows.

51. ***Our insurance coverage of ₹6,357.5 million as at March 31, 2025 may not be adequate to protect us against all potential losses, which can adversely affect our business, financial condition and results of operations.***

We maintain insurance coverage of the type and in the amounts which we believe is commensurate with our operations. However, our insurance policies may not provide adequate coverage for any damage or loss suffered by our Company and are subject to certain deductibles, exclusions and limits on coverage. The following table sets forth details of our insurance coverage as at the dates indicated. For more details, see "*Our Business – Insurance*" on page 327.

Particulars	Amount of insurance coverage (₹ in million)	Net Value of Assets (₹ in million)	Percentage of insurance coverage to Net Value of Assets (in %)
As at March 31, 2025			
Tangible Insured Assets*	6,357.5	3,462.5	183.6%
As at March 31, 2024			
Tangible Insured Assets*	4,148.8	3,091.4	134.2%
As at March 31, 2023			
Tangible Insured Assets*	4,420.8	2,004.3	220.6%

Notes:
** Tangible Insured Assets includes the net carrying amount of property, plant and equipment under owned assets – Buildings, Leasehold Improvements, Furniture & Fixtures, Computer Equipment, Office Equipment, Plant & Machinery and Vehicles.*
The Property, Plant, and Equipment assets given under operating lease/rental are required to be insured by the lessee(s), as stipulated in the lease agreement(s).

Our operations are subject to various risks inherent in the industry in which we operate as well as fire, theft, earthquake, flood, acts of terrorism and other force majeure events. Our insurance cover includes, among others, insurance for money maintained in safe and money in transit, burglary, public liability, electronic equipment, fire and special peril, buildings, IT equipment and property damage and claims. There can be no assurance that the terms of our Company's insurance policies will be adequate to cover any damage or loss suffered by our Company, that such coverage will continue to be available on reasonable terms or any claims filed will be honoured fully or timely under our insurance policies. Any such uninsured losses or liabilities could result in an adverse effect on our business operations, financial condition, results of operations and cash flows. We have not experienced any instances in which the amount of our insurance claim exceeded the insured amount under our insurance policies and have not incurred any material losses in relation to Tangible Insured Assets in Fiscals 2025, 2024 and 2023. There is no assurance that our insurance policies will adequately cover any future damages or losses suffered by us.

52. ***The bankruptcy code in India may affect our right to recover loans from our customers.***

The IBC offers a uniform and comprehensive insolvency legislation encompassing all companies. However, the IBC has not yet been notified for individuals and partnership firms (unless such partnership firms are guarantors for companies). It allows creditors to assess the viability of a debtor as a business decision and agree upon a plan for its revival or a speedy liquidation. The IBC creates a new institutional framework, consisting of a regulator, insolvency professionals, information utilities and adjudicatory mechanisms, which facilitates a formal and time-bound insolvency resolution and liquidation process.

If insolvency proceedings are initiated against any of our debtors, we may not have complete control over the recovery of amounts due to us. Under the IBC, upon invocation of an insolvency resolution process, a committee of creditors is constituted by the interim resolution professional, wherein each financial creditor is given a voting share proportionate to the debts owed to it. Any decision of the committee of creditors must be taken by a vote of not less than 51.0% of the voting share of all financial creditors, unless otherwise specified in the IBC. Any resolution plan approved by committee of creditors is binding upon all creditors, even if they vote against it. For further details, see "*Key Regulations and Policies*" on page 341. In addition, if the corporate insolvency resolution process is initiated and admitted before the NCLT under the IBC, against any of the corporate debtors of our Company, then it may affect our ability to recover amounts due under the loans made available to the said customers, during the moratorium period as part of the resolution proceedings under the IBC.

If the liquidation process is opted for, the IBC provides for a fixed order of priority in which proceeds from the sale of the debtor's assets are to be distributed. Before sale proceeds are distributed to a secured creditor, they are to be distributed for the costs of the insolvency resolution and liquidation processes and debts owed to workmen and other employees. Pursuant to an amendment to the IBC, allottees in a real estate project are considered at par with financial creditors. Moreover, other secured creditors may decide to opt out of the process, in which case they are permitted to realise their security interests in priority. Accordingly, if provisions of IBC are invoked against any of our customers, it may affect our ability to recover our loans from the customers and enforcement of our rights will be subject to the IBC.

53. ***We lease the majority of properties in which our branches are located. Any termination or failure by us to renew the lease agreements in a favourable and timely manner, or at all, could adversely affect our business, cash flows, results of operations, and financial condition.***

We provide our offerings through our network of branches. As at March 31, 2025, we had a total of 1,496 branches, spread across 27 States and Union Territories. Eight premises on which our branches are located are owned by us. 1,488 branches are located on leased premises. Further, 0.3% of our leased properties have been leased from our Promoter or members of Promoter Group. The lease agreements can be terminated, and any such termination could result in any of our branches being shifted or shut down.

We have not faced any issues in renewing the leases of our branches in the past. If these lease agreements are not renewed or not renewed on terms favourable to us, we may suffer a disruption in our operations or increased costs, or both, which may affect our business and results of operations. Further, some of our lease agreements may not be adequately stamped or duly registered. Unless such documents are adequately stamped or duly registered, such documents may be rendered inadmissible as evidence in a court in India or may not be authenticated by any public officer and the same may attract penalty as prescribed under applicable law or may impact our ability to enforce these agreements legally, which may result in an adverse effect on our business, results of operations, cash flows and financial condition.

54. ***Our ESOP expenses were ₹376.5 million, ₹341.7 million and ₹214.8 million for Fiscals 2025, 2024 and 2023, respectively. The grant of options under our employee stock option plan may result in a charge to our profit and loss account and may adversely impact our net income.***

Our Company, pursuant to the resolution passed by our Board on February 1, 2010 and our Shareholders on March 2, 2010 adopted the TCL ESOP Scheme. As at the date of this Updated Draft Red Herring Prospectus-I, under the TCL ESOP Scheme, an aggregate of 73,106,031 options have been granted (including an aggregate of 14,010,817 lapsed/forfeited options), 4,721,548 options have vested but not exercised, and an aggregate of 44,266,193 options have been exercised. For further details on the grants, see "*Capital Structure—Employee stock option plans—TCL ESOP Scheme*" on page 129. Under Ind AS, the grant of stock options under employee stock option schemes will result in a charge to our profit and loss over the vesting period, based on the fair value of options determined on the date of grant. As on date, the TCL Employee Welfare Trust holds 29,531,018 Equity Shares of the Company aggregating to 0.7% of the total shareholding of the Company on a fully diluted basis.

The table below shows the impact of ESOP expenses on our Restated Consolidated Financial Information for Fiscals 2025, 2024 and 2023.

Particulars	**Fiscal**		
	2025	**2024**	**2023**
	(*₹ in million*)		
ESOP Expenses[(1)]	376.5	341.7	214.8

Note:
*(1) **ESOP Expenses**: Share based payments to employees as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*

We may continue to introduce employee stock option schemes in the future, where options may be issued to our employees. The holders of our Equity Shares may also experience dilution of their shareholding to the extent that we issue any Equity Shares pursuant to any options issued under our employee stock option scheme.

55. ***This Updated Draft Red Herring Prospectus-I includes certain non-GAAP and non-Ind AS financial measures and certain other selected statistical information related to our operations and financial performance that may vary from any standard methodology in our industry, and such measures are not verified.***

Certain non-GAAP and non-Ind AS financial measures and certain other statistical information relating to our operations and financial performance have been included in this Updated Draft Red Herring Prospectus-I. For details on the various non-GAAP and non-Ind AS financial measures and the reconciliation of non-GAAP measures, see "*Selected Statistical Information*" on page 404. These non-GAAP and non-Ind AS measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or U.S. GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit and loss for the respective fiscals or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. These non-GAAP and non-Ind AS measures and such other industry related statistical and operational information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial and operational measures, and industry related statistical information of similar nomenclature that may be computed and presented by other similar companies. In addition, these non-GAAP and non-Ind AS measures are not standardised terms, hence a direct comparison of these non-GAAP and non-Ind AS measures between companies may not be possible. Other companies may calculate these non-GAAP and non-Ind AS measures differently from us, limiting its usefulness as a comparative measure. Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and you are cautioned against considering such information either in isolation or as a substitute for an analysis of our Restated Consolidated Financial Information disclosed elsewhere in this Updated Draft Red Herring Prospectus-I.

56. ***Our ability to pay dividends in the future will depend on our earnings, financial condition, capital expenditures and restrictive covenants of our financing arrangements.***

The declaration and payment of dividend will depend on a number of internal and external factors. Pursuant to the notification dated June 24, 2021 issued by the RBI, the declaration of dividend of our Company shall, among other things, be dependent on the supervisory findings of the RBI in relation to non-performing assets of our Company, along with the capital adequacy requirements and the maximum dividend payout ratio prescribed under applicable laws. Additionally, our ability to pay dividends may also be restricted by regulatory restriction and the terms of financing arrangements that we may enter. The external factors on the basis of which our Company may declare the dividend shall, among other things, include macroeconomic conditions, competitive business landscape, government policies and regulatory provisions, including taxation, inflation rates and cost of raising funds from alternate sources. Any dividends to be declared and paid in the future are required to be recommended by our Board of Directors and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable laws, including the NBFC Scale Based Regulations and the Companies Act, 2013. For further details, see "*Dividend Policy*" on page 403.

57. ***Certain of our operational metrics are subject to inherent challenges in measurement and any real or perceived inaccuracies in such metrics may adversely affect our business and reputation.***

Certain of our operational metrics are prepared with internal systems and tools that are not independently verified by any third party and which may differ from estimates or similar metrics published by third parties due to differences in sources, methodologies, or the assumptions on which we rely. In addition, our methodologies for tracking these metrics may change over time, which could result in unexpected changes to our metrics, including the metrics we publicly disclose. If the internal systems and tools we use to track these metrics under count or over count performance or contain algorithmic or other technical errors, the data we report may not be accurate. There are inherent challenges in measuring how our platform is used across large populations. Limitations or errors with respect to how we measure data or with respect to the data that we measure may affect our understanding of certain details of our business, which could affect our long-term strategies. If our operating metrics are not accurate representations of our business, if investors do not perceive our operating metrics to be accurate or if we discover material inaccuracies with respect to these figures, we expect that our business, reputation, financial condition and results of operations would be adversely affected. Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of our Restated Consolidated Financial Information on page 424.

58. ***If we were deemed to be an investment company under the U.S. Investment Company Act of 1940, as amended (the "1940 Act"), applicable restrictions could make it impractical for us to continue our business as contemplated and could have a material adverse effect on our business, financial condition and results of operations.***

Under Sections 3(a)(1)(A) and (C) of the 1940 Act, a company generally will be deemed to be an "investment company" for purposes of the 1940 Act if (1) it is, or holds itself out as being, engaged primarily, or proposes to engage primarily, in the business of investing, reinvesting or trading in securities or (2) it engages, or proposes to engage, in the business of investing, reinvesting, owning, holding or trading in securities and it owns or proposes to acquire investment securities having a value exceeding 40.0% of the value of its total assets (exclusive of U.S. government securities and cash items) on an unconsolidated basis. We do not believe that we are an "investment company," as such term is defined in either of those sections of the 1940 Act. We also believe that we meet the requirements to rely on the exclusion from the definition of "investment company" in Section 3(c)(5) of the 1940 Act, and that other exclusions or exemptions also may be available to our Company.

We intend to conduct our operations so that we will not be deemed an investment company. However, if we were to be deemed an investment company, restrictions imposed by the 1940 Act, including limitations on our capital structure and our ability to transact with affiliates, could make it impractical for us to continue our business as contemplated and could have a material adverse effect on our business, financial condition and results of operations.

59. ***Due to the nature of our business, we expect to be classified as a passive foreign investment company for U.S. federal income tax purposes. Assuming we are so classified, U.S. investors in the Equity Shares would generally be subject to material adverse U.S. federal income tax consequences.***

A non-U.S. corporation will be classified as a passive foreign investment company (a "**PFIC**") for any taxable year if either: (a) at least 75% of its gross income for such year is "passive income" for purposes of the PFIC rules or (b) at least 50% of the value of its assets (generally determined on the basis of a quarterly average) during such year is attributable to assets that produce or are held for the production of passive income. For this purpose, passive income generally includes interest, dividends, rents, royalties and certain capital gains, with certain exceptions including those described below. We mainly engage in the business of making loans to customers and our revenue mostly consists of interest income. We are not licensed as a bank in any jurisdiction and do not accept deposits. Under the Code (as defined below) and U.S. Treasury regulations proposed in 2021 (the "**2021 Proposed Regulations**"), interest income is generally considered "passive income" for purposes of the PFIC test unless such interest income is derived in banking activities conducted by a U.S. licensed bank or a foreign corporation engaged in the banking business that is licensed as a bank in the country in which it is chartered or incorporated and regularly accepts deposits from and engages in one or more of certain enumerated banking activities with unrelated customers as part of its banking business. Alternatively, U.S. taxpayers are permitted to rely on certain previously published proposed U.S. Treasury regulations and certain administrative guidance defining active banking income until such time that the 2021 Proposed Regulations become finalized. We do not expect that we will satisfy the requirements under any such authority to treat interest income earned by us as other than "passive income" for purposes of the aforementioned PFIC active banking income rules. In addition, there are other exceptions from the passive income treatment, although we do not expect our interest income will satisfy any other exception under the PFIC rules. As a result, we expect to be a PFIC for the current taxable year and in the foreseeable future. However, certain aspects of the PFIC rules are not entirely certain and the determination of whether a non-U.S. corporation is classified as a PFIC in any year under either the income or asset test discussed above depends on the actual financial results and operations for each year in question. Accordingly, it is possible that we may not be treated as a PFIC in any future taxable year due to changes in our asset or income composition.

If we are treated as a PFIC for any taxable year during which a U.S. investor held Equity Shares, such U.S. investor would generally be subject to material adverse U.S. federal income tax consequences with respect to its Equity Shares, including being subject to U.S. tax at ordinary rates with an interest charge on any "excess distribution" received and any gain realized from a sale or other disposition of its Equity Shares, and annual information reporting requirements. In addition, if we are a PFIC, a U.S. investor will be deemed to own its proportionate share of any of our subsidiaries that are treated as PFICs and will be subject to the material adverse U.S. federal income tax consequences described in the preceding sentence. If we are a PFIC for any taxable year during which a U.S. investor holds Equity Shares, we generally would continue to be treated as a PFIC with respect to that U.S. investor's ownership in such Equity Shares for all succeeding years during which the U.S. investor holds such Equity Shares, even if we ceased to meet the threshold requirements for PFIC status, unless a U.S. investor has also made a "deemed sale" election under the PFIC rules. Certain elections that may alleviate such material adverse U.S. federal income tax consequences may be available, including a qualified electing fund election and a mark-to-market election. However, we do not intend to provide the information necessary for U.S. investors to make qualified electing fund elections and, therefore, we do not expect that a U.S. investor will be eligible to make a qualified electing fund election with respect to the Equity Shares. An election to include gain on Equity Shares as ordinary income under a mark-to-market method may be available, although there is no assurance that Equity Shares will qualify for such election in any particular tax year. Each prospective U.S. investor is urged to consult with its own tax advisor concerning the U.S. federal income tax consequences of holding Equity Shares if we are a PFIC in any taxable year during its holding period, including the availability and desirability of making a mark-to-market election.

EXTERNAL RISKS

Risks Related to India

60. ***Any downturn in the macroeconomic environment in India could adversely affect our business, results of operations, cash flows, financial condition and profitability.***

Our Company is incorporated in India and we derive our revenue primarily from operations in India and our assets are primarily located in India. As such, our financial performance depends significantly on the condition of the Indian economy, which can impact our customers' ability to borrow and repay loans. Factors that may adversely impact the Indian economy, and hence our results of operations, include:

- any increase in interest rates or inflation in India;
- any exchange rate fluctuations, imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian companies and consumers;
- changes in India's tax, trade, fiscal or monetary policies;
- downgrading of India's sovereign debt rating by rating agencies;
- changes in political environment on account of elections;
- changes in laws or regulatory environment;
- geopolitical tensions;
- political instability, terrorism or military conflict in India or in countries in the region or globally;
- macroeconomic factors and central bank regulation, including in relation to interest rates movements, which may in turn adversely impact our access to capital, fund raising avenues and increase our borrowing costs;
- occurrence of natural or man-made disasters or outbreak of an infectious disease or epidemic such as COVID-19 or any other force majeure events in the region or globally, including in India's neighbouring countries;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- prevailing regional or global economic conditions;

- any liquidity crisis affecting the financial services industry or NBFCs;
- any trade barriers and tariffs raised against India by other countries and any non-satisfactory resolution of trade conflicts between the concerned countries and India;
- any decline in India's foreign exchange reserves which may affect liquidity in the Indian economy; and
- any downgrading of India's debt rating by a domestic or international rating agency.

Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy or certain regions in India, could reduce demand for our loans, increase loan default rates amongst our customers and generally adversely affect our business, results of operations, cash flows and financial condition as well as price of the Equity Shares. We have not been materially affected by such a slowdown in Fiscals 2025, 2024 and 2023. Any future downturn in the macroeconomic environment in India could have a material and adverse impact on our business, results of operation, cash flows and financial condition.

61. ***Changing laws, rules and regulations in India and legal uncertainties including any adverse application of corporate and tax laws, may adversely affect our business, cash flows, prospects and results of operations.***

The regulatory and policy environment in which we operate is evolving and is subject to change. The Government of India or the Government of any State or any other statutory or regulatory authority or any court or other competent authority may implement new laws or other regulations and policies, or change the applicability, implementation, or interpretations of existing laws, that could affect our industry in general, which could lead to new compliance requirements, including requiring us to obtain approvals and licences from the government and other regulatory bodies, or impose onerous requirements. We may incur increased costs and other burdens relating to compliance with new or amended requirements under any laws applicable to us, which may require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations, financial condition, cash flows and prospects. For example, the Parliament has passed the Digital Personal Data Protection Act on August 9, 2023 to replace the existing data protection provision, as contained in Section 43A of the IT Act. Further, the Indian Ministry of Electronics and Information Technology has also recently released the Draft Digital Personal Data Protection Rules, 2025 for public consultation. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. For instance, the Supreme Court of India has in a decision clarified the components of basic wages which need to be considered by companies while making provident fund payments, which resulted in an increase in the provident fund payments to be made by companies. Any of the foregoing could adversely impact our business and financial performance.

NBFCs are currently regulated by the RBI, although the respective state governments where we operate may pass laws that impact the business of NBFCs. For example, certain states, including those in which we have operations, have in the past instituted microfinance loan waivers, which may result in a rise in customers wilfully defaulting on their loans. We have not been subject to any such adverse government policies for Fiscals 2025, 2024 and 2023. If such event were to occur, we may face heightened credit risks and costs in the relevant states. In the event that the government of any state in India requires us to comply with their respective state moneylending laws and requires us to waive certain loans, or imposes any penalty against us, our Directors or our officers, including for non-compliance with such laws, our business and results of operations may be adversely affected.

Additionally, as a high value debt listed entity, we are required to comply with certain SEBI regulations as well, including but not limited to the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, which governs the issuance and listing of non-convertible securities on recognized stock exchanges in India and the SEBI Listing Regulations, which govern the compliance obligations and disclosure requirements for all companies with listed securities on recognized stock exchanges in India. Further, upon listing of our Equity Shares, we will also be required to comply with additional SEBI regulations including the SEBI (Prohibition of Insider Trading) Regulations, 2015, among others. For details, see "*Key Regulations and Policies – SEBI Regulations*" on page 358.

Taxes and other levies imposed by the central and state governments in India that affect our tax liability include central and state taxes and other levies, income tax, turnover tax, goods and service tax, stamp duty and other special taxes and surcharges that are introduced on a temporary or permanent basis from time to time. The final determination of our tax liabilities involves the interpretation of local tax laws and related regulations in each jurisdiction as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned, and expenditures incurred. Moreover, the central and state tax scheme in India is extensive and subject to change from time to time. Any future increases or amendments could affect the overall tax efficiency of companies operating in India and could result in significant additional taxes becoming payable. If the tax costs associated with certain transactions because of a particular tax risk materialising are greater than anticipated, it could affect the profitability of such transactions.

We are also subject to various labour laws and regulations governing our relationships with our employees and contractors, including in relation to minimum wages, working hours, overtime, working conditions, hiring and terminating the contracts of employees and contractors, contract labour and work permits. A change of law or interpretation/ implementation of law that requires us to increase the benefits to the employees from the benefits now being provided may create potential liability for us. Such benefits could also include provisions which reduce the number of hours an employee may work for or increase the benefits for work or increase the number of mandatory leaves, all of which can affect the productivity of employees. Moreover, a change of law or interpretation/ implementation of law that requires us to treat and extend benefits to our outsourced personnel, and personnel retained on a contractual basis, similar to our full-time employees, or that requires changes in the treatment of workmen/ non-workmen, may create potential liability for us. If we fail to comply with current and future health and safety and labour laws and regulations at all times, including obtaining relevant statutory and regulatory approvals, this could materially and adversely affect our business, results of operations, cash flows and financial condition.

62. ***Natural or man-made disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business, cash flows, financial condition, and results of operations.***

Natural disasters, such as typhoons, droughts, flooding and earthquakes, as well as fires, epidemics, pandemics such as COVID-19, highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in birds and swine and man-made disasters such as acts of war, terrorist attacks, civil unrest, geopolitical uncertainty, such as the Russia-Ukraine war and the Israel-Gaza conflict, and other events, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn materially and adversely affect our business, results of operations, cash flows and financial condition. Our operations and employees are primarily located in India and there can be no assurance that we will not be affected by natural disasters in India in the future. Our operations may be adversely affected by fires, natural disasters and/ or severe weather, which can result in damage to our property and may require us to evacuate personnel and suspend operations. The threat or occurrence of terrorist attacks, enhanced national security measures, conflicts in several regions in which we operate, strained relations arising from these conflicts and the related decline in customer confidence may hinder our ability to do business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares.

63. ***India's existing credit information infrastructure may cause increased risks of loan defaults.***

The majority of our business is located in India. India's existing credit information infrastructure may pose problems and difficulties in running a robust credit check on our customers. We may not be able to run comprehensive searches relating to the security and there are no assurances that any searches we undertake will be accurate or reliable. Hence, our overall credit analysis could be less robust as compared to similar transactions in more developed economies. Any inability to undertake a comprehensive due diligence or credit check might result in an increase in our NPAs and we may have to increase our provisions correspondingly. Any of the foregoing may have a material adverse effect on our business, results of operations, cash flows and financial condition.

64. ***A downgrade in ratings of India, may affect the trading price of the Equity Shares.***

India's sovereign debt rating could be downgraded due to several factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, all which are outside the control of our Company. Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional external financing, and the interest rates and other commercial terms at which such additional financing is available. Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. India's sovereign rating improved from Baa3 with a "negative" outlook to Baa3 with a "stable" outlook by Moody's in October 2021 and improved from BBB- with a "negative" outlook to BBB- with a "stable" outlook by Fitch in June 2022; and DBRS confirmed India's rating as BBB "low" in May 2023. India's sovereign rating from S&P is BBB- with a "stable" outlook. Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any overseas additional financing. This could also have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business, cash flows and financial performance and the price of our Equity Shares.

65. ***Our business may be affected by seasonal trends in the Indian economy and geopolitical conditions.***

Our results of operations may be affected by seasonal trends in the Indian economy and geopolitical conditions. In particular, demand for two-wheelers and used cars generally peaks during festive seasons and year-end discount periods between September and November, when consumers make high-value purchases. Changes in fuel prices, government policies, and monsoon conditions (affecting rural demand) can also influence borrowing patterns for Two-Wheeler Loans and Car Loans. In addition, our Microfinance Loans are also sensitive to agricultural cycles, with demand increasing during sowing and harvesting seasons. External factors such as monsoons and rural cash flows can also significantly impact loan origination and repayment behaviour. Our Education Loans also demonstrate seasonal behaviour in line with the academic cycle, peaking around admissions seasons in the first and third quarters of the financial year. Such Education Loans are primarily made available to students for studies outside India and may also be affected by factors including domestic policies or adverse situations and changing immigration and visa policies in the countries in which such students are or have planned their studies, which can lead to a hostile climate and fewer student visas being granted to such students. We are also exposed to seasonal trends in our Construction Equipment Loans and Commercial Vehicle Loans, where demand for such loans is impacted by the monsoon season, which affects construction, mining and other related activities and which may cause such assets to be off-road or idle and hence non-revenue generating. Festive seasons also affect activity at construction sites and therefore affecting the demand for our Developer Finance loans, due to the migratory nature of the labour population at construction sites.

Accordingly, our results of operations and financial condition in one quarter may not accurately reflect the trends for the entire Fiscal and may not be comparable with our results of operations and financial condition for other quarters.

66. ***If inflation rises in India, increased costs may impact our ability to maintain or achieve profitability.***

India has experienced high inflation relative to developed countries in the recent past. Increasing inflation in India could cause a rise in the costs of rent, wages and other expenses. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our customers, whether entirely or in part, and may adversely affect our business and financial condition. If we are unable to increase our revenues sufficiently to offset our increased costs due to inflation, it could have an adverse effect on our business, prospects, financial condition, results of operations and cash flows. Further, the Government of India has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that inflation levels in India will not worsen in the future.

67. ***Significant differences exist between Ind AS and other accounting principles, such as IFRS and U.S. GAAP, which may be material to investors' assessments of our financial condition, result of operations and cash flows.***

Our Restated Consolidated Financial Information included in this Updated Draft Red Herring Prospectus-I are prepared under Ind AS, which differs from accounting principles with which prospective investors may be familiar, such as Indian GAAP, IFRS and U.S. GAAP. We have not attempted to quantify the impact of US GAAP or IFRS on the financial data included in this Updated Draft Red Herring Prospectus-I, nor do we provide a reconciliation of our financial information to those of US GAAP or IFRS. US GAAP and IFRS differ in significant respects from Ind AS and Indian GAAP. Accordingly, the degree to which the Ind AS financial statements will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting standards and practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Updated Draft Red Herring Prospectus-I should be limited accordingly.

68. ***Non-resident investors are subject to investment restrictions under Indian laws which limit our ability to attract foreign investors, which may adversely impact the market price of our Equity Shares.***

Under foreign exchange regulations currently in force in India, the transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to in the FEMA Rules, a prior regulatory approval will be required. Further, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries and/ or departments are responsible for granting approval for foreign investment. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. Furthermore, this is subject to the shares having been held on a repatriation basis and, either the security having been sold in compliance with the pricing guidelines or, the relevant regulatory approval having been obtained for the sale of shares and corresponding remittance of the sale proceeds.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, investments where the beneficial owner of the equity shares is situated in or is a citizen of a country which shares a land border with India can only be made through the government approval route. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction and/ or purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made similar amendment to the FEMA Rules. We cannot assure investors that any required approval from the RBI or any other government agency can be obtained on any particular terms or conditions or at all. For further information, see "*Restrictions on Foreign Ownership of Indian Securities*" beginning on page 740.

The Government of India may impose foreign exchange restrictions in certain emergency situations, including those where there are sudden fluctuations in interest rates or exchange rates, where the Government of India experiences extreme difficulty in stabilising the balance of payments or where there are substantial disturbances in the financial and capital markets in India. These restrictions may require foreign investors to obtain the Government of India's approval before acquiring Indian securities or repatriating the interest or dividends from those securities or the proceeds from the sale of those securities. There can be no assurance that any approval required from the RBI or any other governmental agency can be obtained on any particular terms or at all.

69. ***Any deficiencies in India's telecommunication and internet infrastructure could impair the functioning of our technology systems and the operation of our business.***

Our business depends on the performance, reliability and security of the telecommunications and internet infrastructure in India. Access to internet in India is maintained through telecommunications carriers and the industry is highly concentrated. We obtain access to end-user networks operated by such telecommunications carriers to give customers access to our platform, and such carriers could take actions that degrade, disrupt or increase the cost of customers' ability to access our platform. We may not have access to alternative networks in the event of disruptions, failures or other problems with the telecommunication and internet infrastructure in India. The failure of telecommunication and internet network operators to provide us with the requisite bandwidth could also interfere with the speed and availability of our platforms. Any of such occurrences could delay or prevent customers from accessing our website and mobile application and frequent interruptions could frustrate customers and discourage them from using our services, which could cause us to lose customers and harm our results of operations. In addition, the internet infrastructure that we and customers rely on in any particular geographic area may be unable to support the demands placed upon it and could interfere with the speed and availability of our platform. Any such failure in Internet or mobile device or computer accessibility, even for a short period of time, could adversely affect our business, financial condition and results of operations.

70. ***We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could adversely affect our business and activities.***

The Competition Act, 2002, of India, as amended ("**Competition Act**"), regulates practices having an appreciable adverse effect on competition in the relevant market in India ("**AAEC**"). Under the Competition Act, any formal or informal arrangement, understanding, or action in concert, which causes or is likely to cause an AAEC, is considered void and may result in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment, or the provision of services or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or number of customers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise.

On April 11, 2023, the Competition (Amendment) Bill 2023 received the assent of the President of India to become the Competition (Amendment) Act, 2023 ("**Competition Amendment Act**") amending the Competition Act and giving the CCI additional powers to prevent practices that harm competition and the interests of consumers. It has been enacted to increase the ease of doing business in India and enhance transparency. The Competition Amendment Act, *inter alia*, modifies the scope of certain factors used to determine AAEC, reduces the overall time limit for the assessment of combinations by the CCI and empowers the CCI to impose penalties based on the global turnover of entities, for anti-competitive agreements and abuse of dominant position.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, all agreements entered by us could be within the purview of the Competition Act. Further, the CCI has extraterritorial powers and can investigate any agreements, abusive conduct, or combination occurring outside India if such agreement, conduct, or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered by us cannot be predicted with certainty at this stage. We may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations, cash flows and financial condition. For details of certain outstanding litigation against us with respect to the applicable provisions of the Competition Act, see "*Outstanding Litigation and Material Developments*" beginning on page 627.

71. ***Pursuant to listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measure ("ASM") and Graded Surveillance Measures ("GSM") by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.***

SEBI and the Stock Exchanges have introduced various pre-emptive surveillance measures with respect to the shares of listed companies in India in order to enhance market integrity and safeguard the interests of investors, including ASM and GSM. ASM and GSM are imposed on securities of companies based on various objective criteria such as significant variations in price and volume, concentration of certain client accounts as a percentage of combined trading volume, average delivery, securities which witness abnormal price rise not commensurate with financial health and fundamentals such as earnings, book value, fixed assets, net worth, price/ earnings multiple, market capitalisation. Upon listing, the trading of our Equity Shares would be subject to differing market conditions as well as other factors which may result in high volatility in price, low trading volumes, and a large concentration of client accounts as a percentage of combined trading volume of our Equity Shares. The occurrence of any of the abovementioned factors or other circumstances may trigger any of the parameters prescribed by SEBI and the Stock Exchanges for placing our securities under the GSM and/ or ASM framework or any other surveillance measures, which could result in significant restrictions on trading of our Equity Shares being imposed by SEBI and the Stock Exchanges. These restrictions may include requiring higher margin requirements, requirement of settlement on a trade for trade basis without netting off, limiting trading frequency, reduction of applicable price band, requirement of settlement on gross basis or freezing of price on upper side of trading, as well as mentioning of our Equity Shares on the surveillance dashboards of the Stock Exchanges. The imposition of these restrictions and curbs on trading may have an adverse effect on market price, trading and liquidity of our Equity Shares and on the reputation and conditions of our Company.

Risks Related to this Offer

72. ***The determination of the Price Band is based on various factors and assumptions and the Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Offer. Further, the current market price of some securities listed pursuant to certain previous issues managed by the Book Running Lead Managers is below their respective issue prices.***

The determination of the Price Band is based on various factors and assumptions and will be determined by our Company in consultation with the BRLMs. Furthermore, the Offer Price of the Equity Shares will be determined by our Company in consultation with the BRLMs through the Book Building Process. These will be based on numerous factors, including factors as described under "*Basis for Offer Price*" on page 139 and may not be indicative of the market price for the Equity Shares after the Offer.

The market price of the Equity Shares could be subject to significant fluctuations after the Offer and may decline below the Offer Price. We cannot assure you that investors will be able to resell their Equity Shares at or above the Offer Price resulting in a loss of all or part of the investment. The relevant financial parameters based on which the Price Band would be determined shall be disclosed in the advertisement to be issued for publication of the Price Band. For further details, see "*Basis for Offer Price*" on page 139.

Further, there can be no assurance that our KPIs shall become better than our listed comparable industry peers in the future. Our inability to improve, maintain or compete, or any reduction in the values of such KPIs in comparison with the listed comparable industry peers may adversely affect the market price of the Equity Shares. There can be no assurance that our methodologies are correct or will not change and accordingly, our position in the market may differ from that presented in this Updated Draft Red Herring Prospectus-I.

The disposal of Equity Shares by our Promoter or any of our Company's other shareholders or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India may adversely affect the trading price of the Equity Shares. We cannot assure you that our Promoter and other shareholders will not dispose of, pledge or encumber their Equity Shares in the future. Further, we cannot assure you that the disposal of the Equity Shares in the future, if any, by our Promoter or other shareholders will not be at a price higher than the Offer Price.

In addition to the above, the current market price of securities listed pursuant to certain previous initial public offerings managed by the BRLMs is below their respective issue price. For further details, see "*Other Regulatory and Statutory Disclosures – Price information of past issues handled by the BRLMs*" on page 691. The factors that could affect the market price of the Equity Shares include, among others, broad market trends, financial performance, results of our Company post-listing, and other factors beyond our control.

73. ***Our Company's Equity Shares have never been publicly traded and may experience price and volume fluctuations following the completion of the Offer, an active trading market for the Equity Shares may not develop, the price of our Equity Shares may be volatile may not be indicative of the market price of the Equity Shares after the Offer and you may be unable to resell your Equity Shares at or above the Offer Price or at all.***

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for our Equity Shares will develop or, if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares will be determined by our Company in consultation with the BRLMs through a Book Building Process and may not be indicative of the market price of our Equity Shares at the time of commencement of trading of our Equity Shares or at any time thereafter. Further, the price of the Equity Shares may be volatile, and the investors may be unable to resell the Equity Shares at or above the Offer Price, or at all. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India and volatility in the Stock Exchanges and securities markets elsewhere in the world. We cannot provide any assurance regarding the price at which the Equity Shares will be traded after listing.

There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after this Offer could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Updated Draft Red Herring Prospectus-I. The market price of our Equity Shares may be influenced by many factors, some of which are beyond our control, including:

- failure of security analysts to cover the Equity Shares after this Offer, or changes in the estimates of our performance by analysts;
- activities of competitors;
- future sales of the Equity Shares by us or our shareholders;
- investor perception of us and the industry in which we operate;
- our quarterly or annual earnings or those of our competitors;
- developments affecting fiscal, or sectoral regulations;
- the public's reaction to our press releases and adverse media reports; and
- general economic conditions.

Furthermore, a decrease in the market price of our Equity Shares could cause investors to lose some or all of their investment. Significant events affecting listed companies within the Tata group could lead to volatility in their share prices. Such fluctuations may also impact the valuation of our Company, reflecting in our share price performance.

74. ***Our Company has issued Equity Shares during the preceding one year at a price that may be below the Offer Price.***

In the preceding one year from the date of this Updated Draft Red Herring Prospectus-I, our Company has issued Equity Shares at a price that may be lower than the Offer Price. For details of the issued Equity Shares in the preceding one year from the date of this Updated Draft Red Herring Prospectus-I, see "*Capital Structure*" on page 106. The price at which Equity Shares have been issued by our Company in the preceding one year is not indicative of the price at which they will be issued or traded after listing.

75. ***A portion of the proceeds from this Offer will not be available to us.***

This Offer includes an offer for sale of up to 265,824,280 Equity Shares of face value of ₹10 each aggregating to ₹[●] million by the Selling Shareholders. The proceeds from the Offer for Sale will be transferred to each of the Selling Shareholders, in proportion to their respective portion of the Offered Shares transferred by Selling Shareholders in the Offer for Sale. Our Company will not receive any of the proceeds from the sale of Offered Shares by the Selling Shareholders. For details, see "*Objects of the Offer*" beginning on page 133.

76. ***Investors may be subject to Indian taxes arising out of income or capital gains arising on the sale of the Equity Shares.***

Under current Indian tax laws and regulations, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any capital gain realised on the sale of listed equity shares on a recognised stock exchange will be subject to capital gains tax in India at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the recognised stock exchanges, time period for which the shares were held, etc. In case of non-resident seller, capital gains arising from the sale of the listed equity shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares. Accordingly, you may be subject to payment of long-term capital gains tax in India, on the sale of any listed equity shares held for more than 12 months immediately preceding the date of transfer. Further, any capital gains realised on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short-term capital gains tax in India. In addition to capital gains tax, Securities Transaction Tax ("**STT**"), will be levied on and collected by a domestic stock exchange on which the equity shares are sold as per the rates prescribed.

In terms of the Finance Act (No. 2), 2024, taxes payable by investors on long-term capital gains arising from transfer taking place on or after July 23, 2024 shall be calculated at the rate of 12.5% (plus applicable surcharge and cess), where the long-term capital gains exceed ₹125,000.0, subject to payment of STT. Where such shares are sold on which no STT has been paid, such gains will be taxable at the rate of 12.5% (plus applicable surcharge and cess) without giving the benefit of threshold of ₹125,000.0. Short-term capital gains arising from transfer taking place on or after July 23, 2024 would be subject to tax at the rate of 20.0% (plus applicable surcharge and cess), subject to payment of STT. Otherwise, such gains will be taxed at the applicable rates. Similarly, any business income realised from the transfer of listed equity shares held as trading assets is taxable at the applicable tax rates subject to any treaty relief, if applicable, to a non-resident seller.

The Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 1, 2020 and clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of certain securities, other than debentures, on a delivery basis is currently specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount.

Under the Finance Act 2020, any dividends paid by an Indian company will be subject to tax in the hands of the shareholders at applicable rates. Such taxes will be withheld by the Indian company paying dividends. Our Company may or may not grant the benefit of a tax treaty (where applicable) to a non- resident shareholder for the purposes of deducting tax at source. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

77. ***Investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Offer.***

In accordance with Indian law and practice, final approval for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until our Equity Shares have been issued and allotted. Such approval will require the submission of all other relevant documents authorising the issuance of our Equity Shares. In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on the Stock Exchanges within a prescribed time. Accordingly, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all and there could be a failure or delay in listing our Equity Shares on the Stock Exchanges, which would adversely affect your ability to sell our Equity Shares.

78. ***Qualified Institutional Buyers ("QIBs") and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid, and Retail Individual Investors and Eligible Employees Bidding in the under Employee Reservation Portion are not permitted to withdraw their Bids after Bid/ Offer Closing Date.***

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors and Eligible Employees Bidding in the under Employee Reservation Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/ Offer Closing Date. Our Company is required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed including Allotment pursuant to the Offer within three Working Days from the Bid/ Offer Closing Date or such other timeline as may be prescribed under applicable law. However, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing. Therefore, QIBs and Non-Institutional Investors will not be able to withdraw or lower their bids following adverse developments in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or otherwise between the dates of submission of their Bids and Allotment.

79. ***A third party attempting to acquire control of our Company shall be subject to anti-takeover provisions under Indian law and applicable RBI regulations.***

There are provisions in Indian law that govern takeover or change in control of a company. Under the SEBI Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. These provisions have been formulated to ensure that interests of investors or shareholders are protected and any acquirer will need to comply with the provisions of the SEBI Takeover Regulations in the event of a takeover. Any third party attempting to take control of our Company will need to make an open offer to the shareholders of the Company and provide an exit to the shareholders of our Company. Further, in accordance with the NBFC Scale Based Regulations, any takeover or acquisition of control, could also require prior permission of RBI. As on date of this Updated Draft Red Herring Prospectus – I, the shareholding of our Promoter is 88.6% of the total paid-up Equity Share capital of our Company. After the completion of the Offer, the shareholding of our Promoter will not fall below 75% of the total paid-up Equity Share capital of our Company. Accordingly, the Offer shall not result in any takeover or acquisition of control by any third party in our Company.

In addition, any acquisition or transfer of control of our Company may require prior approval of the RBI and other relevant authorities and may be subject to certain conditions and restrictions. We cannot assure you that we will be able to obtain such approvals or comply with such conditions and restrictions in a timely manner or at all. Any delay or failure in obtaining such approvals or complying with such conditions and restrictions could adversely affect our business, financial condition, results of operations and cash flows.

80. ***Investors and other counter-parties may have difficulty in enforcing foreign judgments against our Company or our management.***

Our Company is incorporated under the laws of India and our operations are primarily in India. As a result, you may be unable to:

- effect service of process in jurisdictions outside of India, including in the U.S., upon us and these other persons or entities;

- enforce in the Indian courts, judgments obtained in courts of jurisdictions outside of India against us and these other persons or entities, including judgments predicated upon the civil liability provisions of securities laws of jurisdictions outside India; and

- enforce judgements obtained in U.S. courts against us and these other persons or entities, including judgments predicated upon the civil liability provisions of the federal securities laws of the U.S.

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Code of Civil Procedure, 1908. India is not party to any international treaty in relation to the recognition or enforcement of foreign judgments. India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, such as the United Kingdom, the UAE, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements established in the CPC. The CPC only permits the enforcement and execution of monetary decrees in the reciprocating jurisdiction, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India, including the U.S., cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be directly enforceable in India.

The party in whose favour a final foreign judgment in a non-reciprocating territory is rendered may bring a fresh suit in a competent court in India based on the final judgment within three years of obtaining such final judgment. However, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with the public policy in India. Further, there can be no assurance that a suit brought in an Indian court in relation to a foreign judgment will be disposed of in a timely manner. In addition, any person seeking to enforce a foreign judgment in India is required to obtain the prior approval of the RBI to repatriate any amount recovered, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approval would be acceptable. Such amount may also be subject to income tax in accordance with applicable law.

Further, our Company may have agreed to submit certain disputes arising out of some of our contracts to arbitration or alternative dispute resolution mechanisms. The recognition of foreign arbitral awards in India is governed by the Arbitration and Conciliation Act, 1996, as amended which provide for enforcement of foreign awards under the New York Convention and under the Geneva Convention. Under section 49 of the Arbitration and Conciliation Act, 1996, as amended, if a court in India is satisfied that a foreign arbitral award is enforceable under the relevant provisions of the Arbitration and Conciliation Act, 1996, as amended, then such arbitral award is treated as a decree of the Indian court and can be executed in India as if it were a judgement issued by the Indian court. However, if such foreign arbitral award does not fall under the New York Convention or the Geneva Convention, then such foreign arbitral award will not be enforceable in India.

81. ***Holders of Equity Shares could be restricted in their ability to exercise pre-emptive rights under Indian law and could thereby suffer future dilution of their ownership position.***

Under the Companies Act, a company having share capital and incorporated in India is required to offer holders of its equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares who have voted on such resolutions. However, if the laws of the jurisdiction where the investors are located, do not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise such pre-emptive rights unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to the investors. To the extent that the investors are unable to exercise pre-emptive rights granted in respect of the Equity Shares, the investors may suffer future dilution of their ownership position and their proportional interests in us would be reduced.

82. ***Fluctuation in the exchange rate of the Rupee and other currencies could have an adverse effect on the value of our Equity Shares, independent of our operating results.***

Subject to requisite approvals, on listing, our Equity Shares will be quoted in Rupees on the Stock Exchanges. Any dividends, if declared, in respect of our Equity Shares will be paid in Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to such investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the net proceeds received by shareholders. The exchange rate of the Rupee has fluctuated in the last two decades and may fluctuate substantially in the future, which may have a material adverse effect on the value of the Equity Shares and returns from the Equity Shares, independent of our operating results.

83. ***Any future issuance of Equity Shares or convertible securities or other equity linked securities by our Company may dilute your shareholding and sale of the Equity Shares by our Promoter or any other major shareholders may adversely affect the trading price of the Equity Shares.***

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by our Company may dilute your shareholding. Any such future issuance of Equity Shares by our Company or any future sell off of the Equity Shares by our Promoter or any of our significant shareholders or any other change in our shareholding structure to comply with minimum public shareholding norms applicable to listed companies in India or any public perception regarding such issuance or sales may also adversely affect the trading price of the Equity Shares and impact our ability to raise funds through an offering of our securities or by incurring debt. Any perception by investors that such issuances or sell off might occur could also affect the trading price of the Equity Shares. Additionally, the disposal, pledge or encumbrance of the Equity Shares by our Promoter or any of our significant shareholders, or the perception that such transactions may occur, may affect the trading price of the Equity Shares.

There can be no assurance that our Company will not issue further Equity Shares or that our existing Shareholders including our Promoter will not dispose of further Equity Shares after the completion of the Offer (subject to compliance with the lock-in provisions under applicable law) or pledge or encumber their Equity Shares. Any future issuances could also dilute the value of shareholder's investment in the Equity Shares and adversely affect the trading price of our Equity Shares. Such securities may also be issued at prices below the Offer Price. We may also issue convertible debt securities to finance our future growth or fund our business activities.

84. ***There is no guarantee that our Equity Shares will be listed on the BSE and NSE in a timely manner or at all.***

In accordance with Indian law and practice, permission for listing and trading of our Equity Shares will not be granted until certain actions have been completed in relation to this Offer, including allotment of Equity Shares pursuant to this Offer. In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on the BSE and NSE within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

There can be no assurance that our Equity Shares will be credited to investors' dematerialised accounts, or that trading in our Equity Shares will commence, within the prescribed time periods or at all. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or dematerialised credits are not made to investors within the prescribed time periods. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares.

85. ***Rights of shareholders of companies under Indian law may differ from those under the laws of other jurisdictions.***

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law, including in relation to class actions, may differ from those under the laws of other countries or jurisdictions. The procedures by which investors assert their rights as a shareholder in an Indian company may also differ from those of a shareholder of an entity in another jurisdiction.

SECTION III: INTRODUCTION

THE OFFER

The Offer[(1)(2)]	Up to 475,824,280 Equity Shares of face value of ₹10 each, aggregating up to ₹[●] million
consists of:	
Fresh Issue[(1)]	Up to 210,000,000 Equity Shares of face value of ₹10 each, aggregating up to ₹[●] million
Offer for Sale[(2)]	Up to 265,824,280 Equity Shares of face value of ₹10 each, aggregating up to ₹[●] million
Including	
Employee Reservation Portion[(3)]	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million
Accordingly	
Net Offer	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] million
The Net Offer consists of:	
QIB Portion[(4)(5)(6)]	Not more than [●] Equity Shares of face value of ₹10 each, aggregating up to ₹[●] million
of which:	
- Anchor Investor Portion	Up to [●] Equity Shares of face value of ₹10 each
- Net QIB Portion (assuming the Anchor Investor Portion is fully subscribed)	[●] Equity Shares of face value of ₹10 each
of which:	
- Mutual Fund Portion	[●] Equity Shares of face value of ₹10 each
- Balance for all QIBs including Mutual Funds	[●] Equity Shares of face value of ₹10 each
Non-Institutional Portion[(5)(6)(7)]	Not less than [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] million
of which:	
One-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹200,000 and up to ₹1,000,000	[●] Equity Shares of face value of ₹10 each
Two-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹1,000,000	[●] Equity Shares of face value of ₹10 each
Retail Portion [(5)(7)]	Not less than [●] Equity Shares of face value of ₹10 each, aggregating up to ₹[●] million
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer	4,034,869,037 Equity Shares of face value of ₹10 each
Equity Shares outstanding after the Offer	[●] Equity Shares of face value of ₹10 each
Utilisation of Net Proceeds	See "*Objects of the Offer*" beginning on page 133 for details regarding the use of proceeds from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

(1) The Offer has been authorised by our Board pursuant to the resolution passed at their meeting held on dated February 25, 2025, and our Shareholders have authorized the Fresh Issue pursuant to a special resolution passed at their meeting held on March 27, 2025, read with IPO Committee resolution dated July 11, 2025. Our Board has taken on record the consent of each of the Selling Shareholders to, severally and not jointly, participate in the Offer for Sale pursuant to its resolution dated March 27, 2025.

(2) Each of the Selling Shareholders has, severally and not jointly, authorised its respective participation in the Offer for Sale to the extent of its respective portion of the Offered Shares as set out below. The Equity Shares being offered by each of the Selling Shareholders have been held by such Selling Shareholder for a period of at least one year prior to the date of filing of this Updated Draft Red Herring Prospectus – I:

Selling Shareholder	***Aggregate number of Equity Shares being offered in the Offer for Sale***	***Date of corporate approval/ authorisation***	***Date of consent letter***
Tata Sons Private Limited	*Up to 230,000,000 Equity Shares of face value of ₹10 each*	*February 24, 2025*	*March 27, 2025*
International Finance Corporation	*Up to 35,824,280 Equity Shares of face value of ₹10 each*	*NA*	*March 27, 2025*

(3) The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. Any unsubscribed portion remaining in the Employee Reservation Portion shall be added to the Net Offer. For further details, see "Offer Structure" on page 717. Unless the Employee Reservation Portion is under-subscribed, the value of allocation to an Eligible Employee Bidding in the Employee Reservation Portion shall not exceed ₹200,000. In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000. The unsubscribed portion, if any, in the Employee Reservation Portion (after such allocation up to ₹500,000), shall be added to the Net Offer. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits.

(4) *Our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will be accordingly reduced for the shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added back to the Net QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "Offer Procedure" beginning on page 721.*

(5) *Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange. Under-subscription, if any, in the Net QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories.*

(6) *The Equity Shares available for allocation to NIBs under the Non-Institutional Portion, shall be subject to the following, and in accordance with the SEBI ICDR Regulations: (i) one-third of the portion available to NIBs shall be reserved for Bidders with an application size of more than ₹200,000 and up to ₹1,000,000, and (ii) two-third of the portion available to NIBs shall be reserved for Bidders with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of NIBs.*

(7) *Allocation to Bidders in all categories, except Anchor Investors, if any, Non-Institutional Bidders and Retail Individual Bidders, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each Non-Institutional Bidder and Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Non-Institutional Portion and the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis. For details, see "Offer Procedure" beginning on page 721.*

Pursuant to Rule 19(2)(b) of the SCRR, the Offer is being made for at least [●]% of the post- Offer paid-up Equity Share capital of our Company. Allocation to all categories, except the Anchor Investor Portion, Non-Institutional Portion and the Retail Portion, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price, as applicable. The allocation to each RIB and NIB shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the Non-Institutional Portion, respectively, and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in the SEBI ICDR Regulations. Allocation to Anchor Investors shall be on a discretionary basis in accordance with the SEBI ICDR Regulations. For further details, see "*Offer Procedure*" and "*Terms of the Offer*" beginning on pages 721 and 711, respectively.

SUMMARY OF FINANCIAL INFORMATION

The following tables provide the summary of financial information of our Company derived from the Restated Consolidated Financial Information as at and for the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023.

The Restated Consolidated Financial Information referred to above are presented under "Restated Consolidated Financial Information" beginning on page 424. The summary of financial information presented below should be read in conjunction with the "Restated Consolidated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 424 and 586, respectively.

SUMMARY OF RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(₹ in million, unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
ASSETS			
Financial assets			
Cash and cash equivalents	94,782.0	67,711.6	30,588.8
Bank balances other than (a) above	9,648.5	2,244.2	2,578.2
Derivative financial instruments	5,397.3	2,426.2	2,295.8
Receivables			
(i) Trade receivables	966.4	1,407.0	902.3
(ii) Other receivables	9.5	18.8	3.7
Loans	2,219,503.7	1,577,605.5	1,167,887.2
Investments	87,177.9	79,020.2	126,589.7
Investments accounted using equity method	11,486.0	8,307.8	5,950.7
Other financial assets	11,014.0	5,198.3	3,488.0
	2,439,985.3	**1,743,939.6**	**1,340,284.4**
Non-financial assets			
Current tax assets (net)	2,340.4	1,673.1	1,720.8
Deferred tax assets (net)	13,881.7	4,665.0	3,810.7
Investment property	31.3	30.2	198.7
Property, plant and equipment	15,132.6	8,329.3	4,862.7
Capital work-in-progress	18.1	41.5	113.0
Intangible assets under development	139.4	41.1	87.2
Other intangible assets	769.7	427.9	325.5
Right to use assets	4,100.1	3,115.9	1,939.3
Other non-financial assets	8,251.5	4,676.2	2,918.7
	44,664.8	**23,000.2**	**15,976.6**
Total assets	**2,484,650.1**	**1,766,939.8**	**1,356,261.0**
LIABILITIES AND EQUITY			
LIABILITIES			
Financial liabilities			
Derivative financial instruments	2,408.9	463.3	623.2
Payables			
(i) Trade payables			
Total outstanding dues of micro enterprises and small enterprises	193.9	38.2	70.3
Total outstanding dues of creditors other than micro enterprises and small enterprises	18,019.3	13,860.9	12,236.7
(ii) Other payables			
Total outstanding dues of micro enterprises and small enterprises	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	-
Debt securities	8,01,415.7	605,036.8	513,755.8
Borrowings (Other than debt securities)	1,186,204.0	791,428.8	549,341.3
Subordinated liabilities	96,529.6	85,387.3	70,262.0
Lease liabilities	4,362.2	3,265.3	2,053.8
Other financial liabilities	22,126.3	13,884.6	19,908.5
	21,31,259.9	**1,513,365.2**	**1,168,251.6**
Non-Financial Liabilities			
Current tax liabilities (net)	3,645.0	3,967.3	3,379.8
Provisions	2,802.2	1,136.9	1,038.7
Other non-financial liabilities	3,236.6	2,649.3	2,104.2
	9,683.8	**7,753.5**	**6,522.7**
EQUITY			
Equity share capital	37,624.4	37,030.5	35,070.7
Shares pending for issuance	41,627.6	-	716.5
Instruments entirely equity in nature	18,080.0	-	-
Other equity	2,34,586.1	197,140.8	137,611.4
Equity attributable to owners of the Company	**3,31,918.1**	**234,171.3**	**173,398.6**
Non-controlling interest	**11,788.3**	**11,649.8**	**8,088.1**
Total liabilities and equity	**24,84,650.1**	**1,766,939.8**	**1,356,261.0**

SUMMARY OF RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(₹ in million, unless otherwise stated)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Revenue from operations			
Interest income	257,197.7	163,664.7	119,109.0
Dividend income	240.1	361.9	7.9
Rental income	2,722.5	2,034.1	2,692.6
Fees and commission income	17,797.5	10,458.8	5,695.8
Net gain on fair value changes	2,804.9	4,900.3	637.4
Net gain on derecognition of associates	-	328.4	8,145.8
Net gain on derecognition of financial instruments	2,364.7	-	-
Total revenue from operations	**283,127.4**	**181,748.2**	**136,288.5**
Other income	571.3	235.6	86.4
Total income (I + II)	**283,698.7**	**181,983.8**	**136,374.9**
Expenses			
Finance costs	1,50,296.4	95,682.3	66,006.4
Impairment/(Reversal of impairment) of investment in associates	(233.4)	100.9	76.5
Net (gain) / loss on derecognition of associates	21.8	-	-
Impairment on financial instruments	28,268.3	5,922.6	5,742.9
Employee benefit expenses	28,122.5	18,500.9	12,941.8
Depreciation, amortisation and impairment	3,900.2	2,875.0	2,260.2
Other expenses	24,111.5	14,866.1	11,448.5
Total expenses	**2,34,487.3**	**137,947.8**	**98,476.3**
Profit from continuing operations before exceptional items, share of net profits of investments accounted for using equity method and tax	**49,211.4**	**44,036.0**	**37,898.6**
Share in profit/(loss) of associates	(25.8)	(115.7)	1,467.0
Profit from continuing operations before exceptional items and tax (V + VI)	**49,185.6**	**43,920.3**	**39,365.6**
Exceptional items	-	-	-
Profit before tax from continuing operations (VI + VII)	**49,185.6**	**43,920.3**	**39,365.6**
Tax expense			
Current tax	11,412.1	10,717.6	10,703.9
Deferred tax	1,223.3	(66.9)	(796.0)
Net tax expenses	**12,635.4**	**10,650.7**	**9,907.9**
Profit for the period / year from continuing operations (VIII-IX)	**36,550.2**	**33,269.6**	**29,457.7**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Owners of the Company			
(a) Remeasurement of the defined employee benefit plans	(337.0)	(27.2)	(124.4)
(b) Tax relating to Remeasurement of defined employee benefit plans	84.4	6.7	31.7
(c) Changes in fair values of investment in equities carried at Fair Value Through Other Comprehensive Income (FVTOCI)	(1,510.1)	11,210.4	22,299.5
(d) Tax on Changes in fair values of investment in equities carried at FVTOCI	806.2	(1,480.4)	(5,326.2)
Non controlling interest			
(a) Changes in fair values of investment in equities carried at FVTOCI (net of tax)	80.9	1,922.9	556.4
Items that will be reclassified to profit or loss			
Owners of the Company			
(a) Debt instruments measured through FVTOCI	38.9	222.5	(121.2)
(b) Tax on Debt instruments through FVTOCI	(6.6)	(37.8)	21.1
(c) Fair value gain/(loss) on financial assets carried at FVTOCI	(86.1)	149.9	(41.7)
(d) Tax relating to fair value gain / (loss) on financial asset measured through FVTOCI	21.7	(37.7)	10.1
(e) The effective portion of gain / (loss) on hedging instruments in a cash flow hedge	(987.4)	(807.0)	408.2
(f) Tax relating to the effective portion of gain / (loss) on hedging instruments in a cash flow hedge	248.5	203.1	(102.7)
(g) Share of other comprehensive income in associates (net)	(0.8)	(1.8)	(85.8)
(h) Exchange differences in translating financial statements of foreign operations	180.4	80.3	476.3
Non controlling interest			
(a) Fair value gain / (loss) on financial asset measured through FVTOCI (net of tax)	(2.0)	1.1	(0.9)
Total Other Comprehensive Income	**(1,469.0)**	**11,405.0**	**18,000.4**
Total Comprehensive Income for the year (X+XI)(Comprising Profit and Other Comprehensive Income for the year)	**35,081.2**	**44,674.6**	**47,458.1**
Profit for the period / year attributable to:			

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Owners of the company	36,646.6	31,502.1	30,292.0
Non-controlling interest	(96.4)	1,767.5	(834.3)
Other comprehensive income for the period / year attributable to:			
Owners of the company	(1,547.9)	9,481.0	17,444.9
Non-controlling interest	78.9	1,924.0	555.5
Total comprehensive income for the period / year attributable to: (XIII+XIV)			
Total comprehensive income for the period / year attributable to:			
Owners of the company	35,098.7	40,983.1	47,736.9
Non-controlling interest	(17.5)	3,691.5	(278.8)
Earnings per equity share (in ₹) (Face value: ₹10 per share)			
(1) Basic	9.3	8.6	8.4
(2) Diluted	9.3	8.6	8.4

SUMMARY OF RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS

(₹ in million, unless otherwise stated)

Particulars	For the Financial Year ended March 31, 2025	For the Financial Year ended March 31, 2024	For the Financial Year ended March 31, 2023
CASH FLOW FROM OPERATING ACTIVITIES			
Profit before tax	49,185.6	43,920.3	39,365.6
Adjustments for:			
Depreciation, amortisation and impairment	3,900.2	2,875.0	2,260.2
Net loss/(gain) on derecognition of property, plant and equipment and right-to-use assets	(85.2)	(163.1)	32.1
Interest expenses	150,296.4	95,682.3	66,006.4
Interest income	(257,197.7)	(163,664.7)	(119,109.0)
Dividend income	(240.1)	(361.9)	(7.9)
Provision for leave encashment	262.7	76.8	51.2
Exchange (gain)/loss (net)	15.6	(10.8)	(28.2)
Net loss /(gain) on fair value changes	(2,804.9)	(4,900.3)	(637.4)
Net loss/(gain) on derecognition of investment in Associates	21.8	(328.4)	(8,145.8)
Net gain on derecognition of financial instruments	(2,364.7)	-	-
Rental income on fair valuation of security deposit	-	(76.7)	(390.7)
Share in profit of associates	25.8	115.7	(1,467.0)
Share based payments to employees	376.5	341.7	214.8
Interest on income tax refund	(111.1)	(27.9)	(20.8)
Impairment / derecognition on investment in associates	(233.4)	100.9	76.5
Reversal of provision against consumer disputes	(28.0)	-	-
Impairment on financial instruments	28,268.3	5,922.6	5,742.8
Reversal of provision against assets held for sale	188.8	(127.0)	-
	(30,523.4)	**(20,625.5)**	**(16,057.2)**
Interest paid	(138,814.5)	(89,104.1)	(59,047.8)
Interest received	240,780.4	156,949.4	114,221.5
Interest received on income tax refund	111.1	27.9	20.8
Dividend received	249.1	361.9	201.1
Cash generated from operation before working capital changes	**71,802.7**	**47,609.6**	**39,338.4**
Movement in working capital:			
Increase in loans	(356,854.9)	(408,892.5)	(267,571.5)
Decrease / (Increase) in trade receivables	907.6	(1,044.1)	(739.1)
Decrease / (Increase) in other financial/non financial assets	2,850.3	(1,378.7)	(1,419.2)
(Decrease) / Increase in other financial/ non financial liabilities	(2,364.8)	(5,616.6)	7,625.4
Increase / (Decrease) in provisions	(331.7)	58.3	(384.9)
Increase in trade payable	45.3	1,513.9	2,092.5
	(355,748.2)	(415,359.7)	(260,396.8)
Taxes paid (net)	(14,779.3)	(12,235.3)	(10,837.6)
NET CASH USED IN FROM OPERATING ACTIVITIES	**(298,724.8)**	**(379,985.4)**	**(231,896.0)**
CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment (including capital advances)	(10,222.4)	(6,979.3)	(2,079.9)
Proceeds from sale of property, plant and equipment	8.0	644.0	604.9
Derecognition of Subsidiary	(10.5)	-	-
Investment in associates	(3,967.4)	(3,755.1)	(1,514.6)
Purchase of mutual fund units	(5,852,251.2)	(5,218,421.1)	(3,720,509.4)
Purchase of other investments	(1,826,150.8)	(32,500.2)	(87,209.9)
Proceeds from redemption of mutual fund units	5,852,752.9	5,265,213.1	3,706,800.1
Proceeds from sale of associates	517.9	1,735.6	10,084.6
Proceeds from sale of other investments	1,846,296.6	51,283.9	73,088.4
Bank Balances not considered as cash and cash equivalents	(7,368.3)	351.2	(1,959.9)
NET CASH (USED IN) / GENERATED FROM INVESTING ACTIVITIES	**(395.2)**	**57,572.1**	**(22,695.7)**
CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from issue of Equity Shares	14,887.1	19,755.0	5,937.9
Infusion of capital by minority shareholders	2,248.0	2,823.7	2,031.6
Payout of income/gain to contributors	(1,902.5)	(2,688.0)	(1,827.5)
Repayment of lease obligation	(972.7)	(776.2)	(410.4)
Redemption of preference shares	-	-	(402.0)
Share and debt issue expenses	(585.5)	(517.7)	(421.1)
Dividend paid on equity & preference shares	(777.7)	(736.6)	(1,361.1)

Particulars	For the Financial Year ended March 31, 2025	For the Financial Year ended March 31, 2024	For the Financial Year ended March 31, 2023
Proceeds from debt Securities	572,401.9	415,026.7	366,645.0
Proceeds from borrowings (other than debt securities)	850,692.2	629,357.4	458,284.3
Proceeds from subordinated liabilities	11,650.0	17,871.4	1,290.0
Repayment of debt securities	(423,949.6)	(327,097.7)	(263,476.1)
Repayment of borrowings (other than debt securities)	(715,124.8)	(389,453.2)	(301,201.8)
Repayment of subordinated liabilities	(12,180.4)	(4,040.6)	(793.1)
Distributions made to holders of Instruments entirely equity in nature	(2,262.0)	-	-
NET CASH GENERATED FROM FINANCING ACTIVITIES	**294,124.0**	**359,524.2**	**264,295.7**
NET (DECREASE) / INCREASE IN CASH AND CASH EQUIVALENTS	**(4,996.0)**	**37,110.9**	**9,704.0**
CASH AND CASH EQUIVALENTS AS AT THE BEGINNING OF THE YEAR	67,711.6	30,588.8	20,816.2
CASH AND CASH EQUIVALENTS TAKEN OVER IN BUSINESS COMBINATION	32,045.2	-	-
Exchange difference on translation of foreign currency cash and cash equivalents	21.2	11.9	68.6
CASH AND CASH EQUIVALENTS AS AT THE END OF THE YEAR	**94,782.0**	**67,711.6**	**30,588.8**

GENERAL INFORMATION

Registered and Corporate Office of our Company

Tata Capital Limited
11th Floor, Tower A, Peninsula Business Park
Ganpatrao Kadam Marg, Lower Parel
Mumbai 400 013
Maharashtra, India

Corporate Identity Number: U65990MH1991PLC060670

Company Registration Number: 060670

RBI Registration Number: N – 13.02012

For details of our incorporation and changes to our registered office address, see "*History and Certain Corporate Matters*" beginning on page 361.

Address of the RoC

Our Company is registered with the RoC, situated at the following address:

Registrar of Companies, Maharashtra at Mumbai
100, Everest, Marine Drive
Mumbai - 400 002
Maharashtra, India

Board of Directors of our Company

Details regarding our Board as on the date of this Updated Draft Red Herring Prospectus – I are set forth below:

Name	Designation	DIN	Address
Mr. Saurabh Agrawal	Chairman and Non-Executive Director	02144558	2103, Artesia Building, Hind Cycle Marg, Worli, Mumbai 400 030, Maharashtra, India
Mr. Sujit Kumar Varma	Independent Director	09075212	Flat No. 1006, Tower 2, Casa Grande, Senapati Bapat Marg, Opposite Peninsula Corporate Park, Lower Parel Mumbai 400 013, Maharashtra, India
Mr. Nagaraj Ijari	Independent Director	09390579	No. B-3, Chartered Gruha No. 4, Assaye Road, Near Ulsoor Lake, Frazer Town, Sivan Chetty Gardens, Bengaluru 560 042, Karnataka, India
Dr. Punita Kumar Sinha	Independent Director	05229262	51 Gate House Road, Chestnut Hill MA, 02467, United States of America
Mr. Ramanathan Viswanathan	Independent Director	08289691	43/29A Viswanathapuram Main Road Kodambakkam, Chennai 600 024, Tamil Nadu, India
Mr. Rajiv Sabharwal	Managing Director and CEO	00057333	C-183, Kalpataru Sparkle, Nanasaheb Dharmadhikari Road, Bandra East, Mumbai 400 051, Maharashtra, India

For further details of our Board of Directors, see "*Our Management – Our Board*" beginning on page 373.

Company Secretary and Compliance Officer of our Company

Ms. Sarita Kamath is the Chief Legal and Compliance Officer & Company Secretary of our Company. Her contact details are as set forth below:

Tata Capital Limited
11th Floor, Tower A, Peninsula Business Park
Ganpatrao Kadam Marg, Lower Parel
Mumbai 400 013
Maharashtra, India
Tel: +91 022 6606 9000
E-mail: investors@tatacapital.com

Book Running Lead Managers

Kotak Mahindra Capital Company Limited
1st Floor, 27 BKC, Plot No. C – 27
"G" Block, Bandra Kurla Complex
Bandra (East)
Mumbai 400 051
Maharashtra, India
Telephone: +91 22 4336 0000
E-mail: tatacapital.ipo@kotak.com
Website: https://investmentbank.kotak.com
Investor Grievance ID: kmccredressal@kotak.com
Contact Person: Ganesh Rane
SEBI Registration Number: INM000008704

Axis Capital Limited
1st Floor, Axis House
C-2, Wadia International Centre
P.B. Marg, Worli
Mumbai 400 025
Maharashtra, India
Telephone: +91 22 4325 2183
E-mail: tatacapital.ipo@axiscap.in
Investor Grievance ID: complaints@axiscap.in
Website: www.axiscapital.co.in
Contact Person: Ankit Bhatia
SEBI Registration Number: INM000012029

BNP Paribas
1 North Avenue, Maker Maxity
Bandra-Kurla Complex, Bandra (E)
Mumbai 400 051
Maharashtra, India
Telephone: +91 22 3370 4000
E-mail: DL.TataCapital.IPO@bnpparibas.com
Investor Grievance ID:
indiainvestors.care@asia.bnpparibas.com
Website: www.bnpparibas.co.in
Contact Person: Mahabir Kochar
SEBI Registration Number: INM000011534

Citigroup Global Markets India Private Limited
First International Financial Centre (FIFC)
12th Floor, C-54 & 55, G-Block
Bandra Kurla Complex, Bandra East
Mumbai 400 098
Maharashtra, India
Telephone: +91 22 6175 9999
E-mail: tatacapitalipo@citi.com
Investor Grievance ID: investors.cgmib@citi.com
Website:
www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm
Contact Person: Karishma Asrani
SEBI Registration Number: INM000010718

HDFC Bank Limited
Investment Banking Group
Unit no. 701, 702 and 702-A
7th floor, Tower 2 and 3, One International Centre
Senapati Bapat Marg, Prabhadevi
Mumbai 400 013
Maharashtra, India
Telephone: +91 22 3395 8233
E-mail: tcl.ipo@hdfcbank.com
Investor Grievance ID: Investor.redressal@hdfcbank.com
Website: www.hdfcbank.com
Contact person: Bharti Ranga/ Souradeep Ghosh
SEBI Registration Number: INM000011252

HSBC Securities and Capital Markets (India) Private Limited
52/60, Mahatma Gandhi Road
Fort, Mumbai 400 001
Maharashtra, India
Telephone: +91 22 6864 1289
E-mail: tatacapipo@hsbc.co.in
Website: www.business.hsbc.co.in
Investor Grievance E-mail:
investorgrievance@hsbc.co.in
Contact Person: Harsh Thakkar / Harshit Tayal
SEBI Registration Number: INM000010353

ICICI Securities Limited
ICICI Venture House
Appasaheb Marathe Marg, Prabhadevi
Mumbai 400 025
Maharashtra, India
Telephone: +91 22 6807 7100
Email: tatacapital.ipo@icicisecurities.com
Website: www.icicisecurities.com
Investor Grievance ID: customercare@icicisecurities.com
Contact Person: Tanya Tiwari
SEBI Registration Number: INM000011179

IIFL Capital Services Limited
(*formerly known as IIFL Securities Limited*)
24th floor, One Lodha Place
Senapati Bapat Marg
Lower Parel (West), Mumbai 400 013
Maharashtra, India
Telephone: + 91 22 4646 4728
E-mail: tatacapital.ipo@iiflcap.com
Investor Grievance ID: ig.ib@iiflcap.com
Website: www.iiflcap.com
Contact Person: Nishita Mody/ Pawan Kumar Jain
SEBI Registration Number: INM000010940

J.P. Morgan India Private Limited
J.P. Morgan Tower
Off CST Road, Kalina
Santacruz (East), Mumbai 400 098
Maharashtra, India
Telephone: +91 22 6157 3000
E-mail: TataCapital_IPO@jpmorgan.com
Investor Grievance ID:
investorsmb.jpmipl@jpmorgan.com
Website: www.jpmipl.com
Contact Person: Krittvee Bastawala / Avinash Anand
SEBI Registration Number: INM000002970

SBI Capital Markets Limited
1501, 15th Floor, A & B Wing
G Block, Parinee Crescenzo
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
Maharashtra, India
Telephone: +91 22 4006 9807
E-mail: tatacapital.ipo@sbicaps.com
Investor Grievance e-mail:
investor.relations@sbicaps.com
Website: www.sbicaps.com
Contact Person: Kristina Dias
SEBI Registration Number: INM000003531

Legal Counsel to our Company as to Indian Law

Cyril Amarchand Mangaldas
5th Floor, Peninsula Chambers
Peninsula Corporate Park
Ganpatrao Kadam Marg, Lower Parel
Mumbai 400 013
Maharashtra, India
Tel: +91 022 2496 4455
Email: ipo.cam@cyrilshroff.com

International Legal Counsel to the Company

Latham & Watkins LLP
9 Raffles Place
#42-02, Republic Plaza
Singapore 048 619
Tel: +65 6536 1161
Email: TCLIPO@lw.com

Registrar to the Offer

MUFG Intime India Private Limited (*formerly Link Intime India Private Limited*)
C-101, 247 Park, 1st Floor L.B.S. Marg, Vikhroli West
Mumbai 400 083
Maharashtra, India
Tel: +91 810 811 4949
Website: https://in.mpms.mufg.com/
Investor Grievance ID: tatacapital.ipo@in.mpms.mufg.com
Contact Person: Shanti Gopalkrishnan
SEBI Registration Number: INR000004058

Joint Statutory Auditors to our Company

MSKA & Associates, Chartered Accountants
602, Floor 6, Raheja Titanium
Western Express Highway, Geetanjali
Railway Colony, Ram Nagar, Goregaon East
Mumbai 400 063, Maharashtra, India
Tel: 022 6831 1600
E-mail: info@mska.co.in
Firm registration number: 105047W
Peer review number: 016966

M P Chitale & Co., Chartered Accountants
1st Floor, Hamam House
Ambalal Doshi Marg
Fort, Mumbai 400 001
Maharashtra, India
Tel: 022 22651186
E-mail: office@mpchitale.com
Firm registration number: 101851W
Peer review number: 014332

Changes in Auditors

Except as disclosed below, there has been no change in the statutory auditors of our Company in the three years preceding the date of this Updated Draft Red Herring Prospectus – I:

Particulars	Date of the change	Reason for change
MSKA & Associates, Chartered Accountants 602, Floor 6, Raheja Titanium Western Express Highway, Geetanjali Railway Colony, Ram Nagar, Goregaon East Mumbai 400 063, Maharashtra, India	February 13, 2024	Appointed as one of the joint statutory auditors of our Company in terms of the RBI Circular No. RBI/2021-22/25 Ref. No. DoS.CO.ARG/SEC.01/08.91.001/ 2021-22 dated April 27, 2021 on Guidelines for Appointment of Statutory Central Auditors / Statutory Auditors of Commercial Banks

Particulars	Date of the change	Reason for change
Tel: 022 6831 1600 E-mail: info@mska.co.in Firm registration number: 105047W Peer review number: 016966		(excluding Regional Rural Banks), Urban Co-operative Banks and Non-Banking Financial Companies (including Housing Finance Companies)
KKC & Associates LLP, Chartered Accountants Sunshine Towers, Level 19 Senapati Bapat Marg, Elphinstone Road Mumbai 400 013, Maharashtra, India Tel: 022 6143 7321 E-mail: hasmukh@kkcllp.in Firm registration number: 105146W/W100621 Peer review number: 016960	July 19, 2024	Completion of tenure as the joint statutory auditor in terms of the RBI Circular No. RBI/2021-22/25 Ref. No. DoS.CO.ARG/SEC.01/08.91.001/ 2021-22 dated April 27, 2021 on Guidelines for Appointment of Statutory Central Auditors / Statutory Auditors of Commercial Banks (excluding Regional Rural Banks), Urban Co-operative Banks and Non-Banking Financial Companies (including Housing Finance Companies)
M P Chitale & Co., Chartered Accountants 1st Floor, Hamam House Ambalal Doshi Marg Fort, Mumbai 400 001 Maharashtra, India Tel: 022 22651186 E-mail: office@mpchitale.com Firm registration number: 101851W Peer review number: 014332	July 19, 2024	Appointed as one of the joint statutory auditors of our Company in terms of the RBI Circular No. RBI/2021-22/25 Ref. No. DoS.CO.ARG/SEC.01/08.91.001/ 2021-22 dated April 27, 2021 on Guidelines for Appointment of Statutory Central Auditors / Statutory Auditors of Commercial Banks (excluding Regional Rural Banks), Urban Co-operative Banks and Non-Banking Financial Companies (including Housing Finance Companies)

Bankers to the Offer

Escrow Collection Bank(s)

[●]

Refund Bank(s)

[●]

Public offer Account Bank(s)

[●]

Bankers to our Company

HDFC Bank Limited
HDFC Bank House
Senapati Bapat Marg, Lower Parel
Mumbai 400 013
Maharashtra, India
Contact Person: Pavan Kaur Soni
Tel: 022 6652 1000
Email: pavankaur.soni@hdfcbank.com
Website: www.hdfcbank.com

ICICI Bank Limited
ICICI Bank Tower
Near Chakli Circle, Old Patra Road
Vadodara 390 007
Gujarat, India
Contact Person: Arpita Sharma
Tel: 022 4008 7432
Email: arpita.s@icicbank.com
Website: www.icicibank.com

Syndicate Members

[●]

Filing

A copy of the Pre-filed Draft Red Herring Prospectus and this Updated Draft Red Herring Prospectus – I have been uploaded on the SEBI intermediary portal at https://siportal.sebi.gov.in as specified in Regulation 59C(1) of the SEBI ICDR Regulations and pursuant to the SEBI ICDR Master Circular. A copy of this Updated Draft Red Herring Prospectus – I has been submitted at:

Securities and Exchange Board of India
SEBI Bhavan, Plot No. C4 A, 'G' Block
Bandra Kurla Complex
Bandra (E), Mumbai 400 051
Maharashtra, India

A copy of the Red Herring Prospectus and the Prospectus, along with the material contracts and documents required to be filed under Section 32 and Section 26, respectively, of the Companies Act, would be filed with the RoC at its office at 100, Everest, Marine Drive, Mumbai 400 002, Maharashtra, India and shall also be filed with the RoC under Section 26 of the Companies Act through the electronic portal at www.mca.gov.in.

The following table sets forth the inter-se allocation of responsibilities for various activities among the Book Running Lead Managers:

S. No.	Activity	Responsibility	Coordinator
1.	Due diligence of our Company including its operations/management/business plans/legal etc. Drafting and design of the Pre-filed Draft Red Herring Prospectus, this Updated Draft Red Herring Prospectus – I, Updated Draft Red Herring Prospectus – II, Red Herring Prospectus, Prospectus, abridged prospectus and application forms. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of Prospectus and RoC filing Capital structuring with the relative components and formalities such as type of instruments, size of Offer, allocation between primary and secondary, etc.	BRLMs	Kotak
2.	Drafting and approval of all statutory advertisements	BRLMs	Kotak
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, etc. including coordination for Audio Visual presentation and filing of media compliance report	BRLMs	HDFC
4.	Appointment of intermediaries - Registrar to the Offer, advertising agency, Banker(s) to the Offer, Sponsor Banks, printer and other intermediaries, including coordination of all agreements to be entered into with such intermediaries	BRLMs	BNPP
5.	Preparation of road show presentation and frequently asked questions	BRLMs	J.P. Morgan and Citi
6.	International institutional marketing of the Offer, which will cover, *inter alia*: • Marketing strategy; • Finalizing the list and division of investors for one-to-one meetings; and • Finalizing international road show and investor meeting schedule	BRLMs	Citi
7.	Domestic institutional marketing of the Offer, which will cover, *inter alia*: • Marketing strategy; • Finalizing the list and division of investors for one-to-one meetings; and • Finalizing domestic road show and investor meeting schedule	BRLMs	IIFL
8.	Non-Institutional marketing of the Offer	BRLMs	Axis and I-Sec
9.	Retail marketing of the Offer, which will cover, *inter alia*: • Formulating marketing strategies, preparation of publicity budget; • Finalizing media, marketing and public relations strategy; • Finalizing centres for holding conferences for brokers, etc.; • Finalizing collection centres; Follow-up on distribution of publicity and Offer material including form, Red Herring Prospectus, Prospectus and deciding on the quantum of the Offer material	BRLMs	I-Sec
10.	Coordination with Stock Exchanges for book building software, bidding terminals, mock trading	BRLMs	HSBC
11.	Anchor coordination, anchor CAN and intimation of anchor allocation	BRLMs	SBICAPS
12.	Managing the book and finalization of pricing in consultation with our Company and Selling Shareholders	BRLMs	J.P. Morgan
13.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with Registrar, SCSBs, Sponsor Banks and other Bankers to the Offer, intimation of allocation and dispatch of refund to Bidders, etc. Other post-Offer activities, which shall involve essential follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising Company about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds, payment of STT on behalf of the Selling Shareholders and coordination with various agencies connected with the post-Offer activity such as Registrar to the Offer, Bankers to the Offer, Sponsor Bank, SCSBs including responsibility for underwriting arrangements, as applicable. Coordinating with Stock Exchanges and SEBI for submission of all post-Offer reports including the final post-Offer report to SEBI.	BRLMs	Axis

IPO Grading

No credit agency registered with SEBI has been appointed in respect of obtaining grading for the Offer.

Monitoring Agency

Our Company will appoint a monitoring agency to monitor utilization of the Gross Proceeds, in compliance with the SEBI ICDR Regulations, prior to filing of the Red Herring Prospectus with the RoC.

Appraising Entity

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency.

Credit Rating

As this is an Offer of Equity Shares, credit rating is not required.

Debenture Trustees

As this is an Offer of Equity Shares, the appointment of debenture trustees is not required.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Designated Intermediaries

Self-Certified Syndicate Banks

The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.

SCSBs and mobile applications enabled for UPI Mechanism

In accordance with SEBI ICDR Master Circular and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI, i.e., (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) for SCSBs and (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) for mobile applications, respectively, as updated from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors and RIBs) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as updated from time to time.

Registered Brokers

The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/PublicIssues/RtaDp.aspx and www.nseindia.com/products-services/initial-public-offerings-asba-procedures, respectively, as updated from time to time and on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/PublicIssues/RtaDp.aspx and www.nseindia.com/products-services/initial-public-offerings-asba-procedures, respectively, as updated from time to time.

Experts to the Offer

Except as disclosed below, our Company has not obtained any expert opinions:

Our Company has received a written consent dated July 11, 2025, from our Joint Statutory Auditors, namely, MSKA & Associates, Chartered Accountants and M P Chitale & Co., Chartered Accountants, respectively, to include their names as required under Section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Updated Draft Red Herring Prospectus – I, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 (and not under the U.S. Securities Act) to the extent and in their capacity as our Joint Statutory Auditors, and in respect of their (i) examination report dated July 4, 2025, on the Restated Consolidated Financial Information, (ii) their report dated July 11, 2025 on the statement of possible special tax benefits available to our Company, its shareholders and the Material Subsidiary, included in this Updated Draft Red Herring Prospectus - I and such consents have not been withdrawn as on the date of this Updated Draft Red Herring Prospectus – I. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received a written consent dated July 11, 2025, from our previous joint statutory auditors, namely, MSKA & Associates, Chartered Accountants and KKC & Associates LLP, Chartered Accountants, respectively, to include their names as required under Section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Updated Draft Red Herring Prospectus – I, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 (and not under the U.S. Securities Act) to the extent and in their capacity as our previous joint statutory auditors and such consents have not been withdrawn as on the date of this Updated Draft Red Herring Prospectus – I. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received a written consent dated July 12, 2025, from Manian & Rao, Chartered Accountants, to include their name as required under Section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Updated Draft Red Herring Prospectus – I, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in respect of the certificates issued by them in their capacity as an independent chartered accountant to our Company, and such consent has not been withdrawn as on the date of this Updated Draft Red Herring Prospectus – I. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received a written consent dated August 4, 2025, from Parikh & Associates, Practicing Company Secretaries, to include their name as required under Section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Updated Draft Red Herring Prospectus – I, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in respect of the certificates issued by them in their capacity as a practicing company secretary to our Company, and such consent has not been withdrawn as on the date of this Updated Draft Red Herring Prospectus – I. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from Bidders on the basis of the Red Herring Prospectus and the Bid Cum Application Forms and the Revision Forms within the Price Band, which will be decided by our Company, in consultation with the Book Running Lead Managers, and which will either be included in the Red Herring Prospectus or will be advertised in all editions of Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper and Mumbai edition of Navshakti, a Marathi daily newspaper (Marathi is the regional language of Maharashtra, where our Registered and Corporate Office is located) each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites.

The Offer Price shall be determined by our Company, in consultation with the Book Running Lead Managers after the Bid/Offer Closing Date. For details, see "*Offer Procedure*" beginning on page 721.

All Bidders (other than Anchor Investors) shall participate in this Offer mandatorily through the ASBA process by providing the details of their respective bank accounts in which the corresponding Bid Amount will be blocked by the SCSBs. In addition to this, the RIBs may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism.

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of the number of Equity Shares or the Bid Amount) at any stage. RIBs and Eligible Employees Bidding in the Employee Reservation Portion (subject to the Bid Amount being up to ₹500,000) can revise their Bid(s) during the Bid/ Offer Period and withdraw their Bid(s) until Bid/ Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. Except for Allocation to RIBs, NIBs and the Anchor Investors, allocation in the Offer will be on a proportionate basis. Further, allocation to Anchor Investors will be on a discretionary basis.

Each Bidder by submitting a Bid in the Offer, will be deemed to have acknowledged the above restrictions and the terms

of the Offer.

For further details on method and process of Bidding, see "*Terms of the Offer*", "*Offer Structure*" and "*Offer Procedure*" beginning on pages 711, 717 and 721, respectively.

The process of Book Building under the SEBI ICDR Regulations and the Bidding Process are subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to submitting a Bid in the Offer.

Bidders should note that, the Offer is also subject to obtaining final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment.

For further details on the method and procedure for Bidding, see "*Offer Structure*" and "*Offer Procedure*" beginning on pages 717 and 721, respectively.

Investor Grievances

For mechanism for the redressal of Investor Grievances, please see "*Other Regulatory and Statutory Disclosures - Redressal and disposal of investor grievances by our Company*" on page 708.

Underwriting Agreement

Our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer, in accordance with Regulation 40(3) of the SEBI ICDR Regulations. The Underwriting Agreement is dated [●]. The extent of underwriting obligations and the Bids to be underwritten by each BRLM shall be as per the Underwriting Agreement. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters will be several and will be subject to certain conditions specified therein.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares which they shall subscribe to on account of rejection of bids, either by themselves or by procuring subscription, at a price which shall not be less than the Offer Price:

(This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC.)

Name, address, telephone number and e-mail address of the Underwriters	Indicative number of Equity Shares to be underwritten	Amount underwritten (₹ in million)
[●]	[●]	[●]
[●]	[●]	[●]
[●]	[●]	[●]
[●]	[●]	[●]

The aforementioned underwriting commitments are indicative and will be finalised prior to filing the Prospectus with the RoC.

In the opinion of our Board (on the basis of representation made by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges. Our Board/ IPO committee, at its meeting held on [●], approved the acceptance and entering into the Underwriting Agreement mentioned above on behalf of our Company. Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment set forth in the table above.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors respectively procured by them in accordance with the Underwriting Agreement. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure purchasers for or purchase the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement.

CAPITAL STRUCTURE

The share capital of our Company as on the date of this Updated Draft Red Herring Prospectus – I is set forth below:

(in ₹, except share data, unless otherwise stated)

		Aggregate nominal value	Aggregate value at Offer Price*
A	**AUTHORISED SHARE CAPITAL**(1)		
	Equity Shares comprising		
	7,750,000,000 Equity Shares of face value of ₹10 each	77,500,000,000	-
	Preference Shares comprising		
	32,500,000 CRPS of face value of ₹1,000 each	32,500,000,000	-
	3,000,000,000 CRPS of face value of ₹10 each	30,000,000,000	-
	Total	**140,000,000,000**	-
B.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL (BEFORE THE OFFER)**		
	4,034,869,037 Equity Shares of face value of ₹10 each	40,348,690,370	
	2,572,600 CRPS of face value of ₹1,000 each	2,572,600,000	
	Total	**42,921,290,370**	
C.	**PRESENT OFFER IN TERMS OF THIS UPDATED DRAFT RED HERRING PROSPECTUS – I**(2)(3)		
	Offer of up to 475,824,280 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million(2)	[●]	[●]
	of which		
	Fresh Issue of up to 210,000,000 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million (2)	[●]	[●]
	Offer for Sale of up to 265,824,280 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million(3)	[●]	[●]
	The Offer includes		
	Employee Reservation Portion of up to [●] Equity Shares of face value of ₹10 each(4)	[●]	[●]
	Net Offer of up to [●] Equity Shares of face value of ₹10 each	[●]	[●]
D.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER***		
	[●] Equity Shares of face value of ₹10 each	[●]	[●]
E.	**SECURITIES PREMIUM**		
	Before the Offer (in ₹)	108,081,481,762.1	
	After the Offer* (in ₹)	[●]	

**To be updated upon finalisation of the Offer Price, and subject to the Basis of Allotment.*

(1) *For details in relation to the changes in the authorised share capital of our Company in the last 10 years, see "History and Certain Corporate Matters – Amendments to the Memorandum of Association" on page 362.*

(2) *The Offer has been authorized by resolution of our Board of Directors at their meeting held on February 25, 2025 and our Shareholders have authorized the Fresh Issue pursuant to a special resolution passed at their meeting held on March 27, 2025, read with IPO Committee resolution dated July 11, 2025. For further details, see "The Offer" and "Other Regulatory and Statutory Disclosures" beginning on pages 90 and 678, respectively.*

(3) *Each of the Selling Shareholders has, severally and not jointly, authorised its respective participation in the Offer for Sale to the extent of its respective portion of the Offered Shares as set out below. The Equity Shares being offered by each of the Selling Shareholders have been held by such Selling Shareholder for a period of at least one year prior to the date of filing of this Updated Draft Red Herring Prospectus – I:*

Selling Shareholder	*Aggregate number of Equity Shares being offered in the Offer for Sale*	*Date of corporate approval/ authorisation*	*Date of consent letter*
Tata Sons Private Limited	*Up to 230,000,000 Equity Shares of face value of ₹10 each*	*February 24, 2025*	*March 27, 2025*
International Finance Corporation	*Up to 35,824,280 Equity Shares of face value of ₹10 each*	*NA*	*March 27, 2025*

(4) *Eligible Employees bidding in the Employee Reservation Portion must ensure that the maximum Bid Amount does not exceed ₹500,000. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000. Only in the event of an under-subscription in the Employee Reservation Portion post the initial Allotment, such unsubscribed portion may be allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000. For further details, see "The Offer" on page 90 and "Offer Structure" on page 717.*

Notes to the Capital Structure

1. Share Capital history of our Company

(a) *Equity Share capital*

The history of the Equity Share capital of our Company is set forth below:

Date of allotment of Equity Shares	Number of Equity Shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Nature of allotment	Nature of consideration	Name of allottees	Cumulative number of Equity Shares	Cumulative paid-up equity share capital (in ₹)
March 8, 1991	70	10	10.0	Allotment pursuant to subscription to the Memorandum of Association	Cash	Allotment of 10 Equity Shares each to Dushyant A. Gadgil, Murlidhar R. Mondkar, Surendra R. Nayak, Ronald Vikram D'Mellow, Vikram B. Shetty, Dayanand Shetty and Anil R. Bhatia	70	700
November 26, 1996	30,600	10	10.0	Rights issue	Cash	Allotment of 100 Equity Shares each to Zubin Dubash, Farokh Nariman Subedar, Sanjay Dube, Raghavan Ramachandra Shastri, Phillie Dara Karkaria and Atul Bansal and 30,000 Equity Shares to Tata Sons Limited	30,670	306,700
June 25, 2007	165,000,000	10	10.0	Rights issue	Cash	Allotment of 165,000,000 Equity Shares to Tata Sons Limited	165,030,670	1,650,306,700
July 27, 2007	255,000,000	10	10.0	Rights issue	Cash	Allotment of 255,000,000 Equity Shares to Tata Sons Limited	420,030,670	4,200,306,700
August 24, 2007	150,000,000	10	10.0	Rights issue	Cash	Allotment of 150,000,000 Equity Shares to Tata Sons Limited	570,030,670	5,700,306,700
September 29, 2008$	500,000,000	10	10.0	Rights issue	Cash	Allotment of 500,000,000 Equity Shares to Tata Sons Limited	1,070,030,670	10,700,306,700
March 26, 2009	410,000,000	10	10.0	Allotment pursuant to conversion of CCPS in the ratio of one Equity Share for each CCPS held	NA^	Allotment of 410,000,000 Equity Shares to Travorto Holdings Limited	1,480,030,670	14,800,306,700
August 24, 2009	25,000,000	10	10.0	Allotment pursuant to conversion of CCPS in the ratio of one Equity Share for each CCPS held	NA^	Allotment of 25,000,000 Equity Shares to Travorto Holdings Limited	1,505,030,670	15,050,306,700
February 4, 2010	40,000,000	10	10.0	Allotment pursuant to conversion of CCPS in the ratio of one Equity Share for each CCPS held	NA^	Allotment of 40,000,000 Equity Shares to Travorto Holdings Limited	1,545,030,670	15,450,306,700

Date of allotment of Equity Shares	Number of Equity Shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Nature of allotment	Nature of consideration	Name of allottees	Cumulative number of Equity Shares	Cumulative paid-up equity share capital (in ₹)
February 5, 2010	625,000,000	10	10.0	Allotment pursuant to conversion of CCPS in the ratio of one Equity Share for each CCPS held	NA^	Allotment of 625,000,000 Equity Shares to Travorto Holdings Limited	2,170,030,670	21,700,306,700
March 26, 2010	63,400,000	10	12.0	Allotment pursuant to exercise under the TCL ESOP Scheme	Cash	Allotment of 63,400,000 Equity Shares to TCL Employee Welfare Trust	2,233,430,670	22,334,306,700
September 15, 2010	317,587,500	10	10.0	Allotment pursuant to conversion of CCPS in the ratio of one Equity Share for each CCPS held	NA^	Allotment of 317,587,500 Equity Shares to Travorto Holdings Limited	2,551,018,170	25,510,181,700
August 17, 2012	248,094,797	10	20.0	Private placement	Cash	Allotment of 248,094,797 Equity Shares to Tata Sons Limited	2,799,112,967	27,991,129,670
September 14, 2012	26,905,203	10	20.0	Private placement	Cash	Allotment of 1,905,203 Equity Shares to Tata Sons Limited, 12,093,703 Equity Shares to Tata Investment Corporation Limited, 421,027 Equity Shares to Tata Motors Limited, 227,031 Equity Shares to Af-taab Investment Company Limited, 1,548,030 Equity Shares to Tata Industries Limited, 59,709 Equity Shares to Tata Global Beverages Limited, 324,442 Equity Shares to Tata International Limited, 1,262,979 Equity Shares each to Cyrus Investments Limited and Sterling Investment Corporation Private Limited, 171,900 Equity Shares to Ratan Tata, 7,500 Equity Shares to Jimmy Minocher Tata, 500,000 Equity Shares to Noel Tata, 250,000 Equity Shares to Simone Tata, 25,000 Equity Shares to Piloo Tata, 7,500 Equity Shares to Vera F. Choksey, 3,674 Equity Shares to Pallonji Shapoorji Mistry and 6,834,526 Equity Shares to TCL Employees Welfare Trust	2,826,018,170	28,260,181,700
June 29, 2018	148,221,343	10	50.6	Private placement	Cash	Allotment of 148,221,343 Equity Shares to Tata Sons Limited	2,974,239,513	29,742,395,130
July 9, 2018	98,814,229	10	50.6	Private placement	Cash	Allotment of 98,814,229 Equity Shares to Tata Sons Limited	3,073,053,742	30,730,537,420
February 25, 2019	148,221,343	10	50.6	Private placement	Cash	Allotment of 148,221,343 Equity Shares to Tata Sons Private Limited	3,221,275,085	32,212,750,850
February 27,	98,814,229	10	50.6	Private placement	Cash	Allotment of 98,814,229 Equity Shares to Tata	3,320,089,314	33,200,893,140

Date of allotment of Equity Shares	Number of Equity Shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Nature of allotment	Nature of consideration	Name of allottees	Cumulative number of Equity Shares	Cumulative paid-up equity share capital (in ₹)
2019						Sons Private Limited		
December 20, 2019	147,058,823	10	51.0	Private placement	Cash	Allotment of 147,058,823 Equity Shares to Tata Sons Private Limited	3,467,148,137	34,671,481,370
December 26, 2019	49,019,607	10	51.0	Private placement	Cash	Allotment of 49,019,607 Equity Shares to Tata Sons Private Limited	3,516,167,744	35,161,677,440
March 23, 2023	43,952,097	10	135.1	Rights issue	Cash	The list of allottees is available on the website of our Company at https://www.tatacapital.com/about-us/investor-information-and-financials.html	3,560,119,841	35,601,198,410
September 29, 2023	61,381,377	10	162.9	Rights issue	Cash	The list of allottees is available on the website of our Company at https://www.tatacapital.com/about-us/investor-information-and-financials.html	3,621,501,218	36,215,012,180
December 29, 2023	53,257,371	10	188.4	Rights issue	Cash	The list of allottees is available on the website of our Company at https://www.tatacapital.com/about-us/investor-information-and-financials.html	3,674,758,589	36,747,585,890
January 2, 2024	71,648,559	10	-	Pursuant to a scheme of arrangement amongst TCFSL and TCCL with our Company and their respective shareholders sanctioned by the National Company Law Tribunal, Mumbai *vide* its order dated November 24, 2023, our Board at its meeting dated December 13, 2023 approved the issue and allotment of 71,648,559 Equity Shares to the shareholders of TCCL. For further details, see *"History and Certain Corporate Matters -*	Other than cash	Allotment of 71,648,559 Equity Shares to International Finance Corporation	3,746,407,148	37,464,071,480

Date of allotment of Equity Shares	Number of Equity Shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Nature of allotment	Nature of consideration	Name of allottees	Cumulative number of Equity Shares	Cumulative paid-up equity share capital (in ₹)
				Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamations or any revaluation of assets, in the last 10 years" on page 364				
March 21, 2025	53,520,102	10	281.0	Rights issue	Cash	The list of allottees is available on the website of our Company at https://www.tatacapital.com/about-us/investor-information-and-financials.html	3,799,927,250	37,999,272,500
May 13, 2025	183,867,495	10	-	Pursuant to a scheme of arrangement amongst TMFL, our Company and their respective shareholders, sanctioned by the National Company Law Tribunal, Mumbai vide its order dated May 1, 2025, our Board at its meeting dated May 13, 2025 approved the issue and allotment of 183,867,495 Equity Shares to TMF Holdings Limited. The TMFL Scheme of Arrangement has become effective from May 8, 2025 and the appointed date for the TMFL Scheme of Arrangement is April 1, 2024. For further	Other than cash	Allotment of 183,867,495 Equity Shares to TMF Holdings Limited	3,983,794,745	39,837,947,450

Date of allotment of Equity Shares	Number of Equity Shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Nature of allotment	Nature of consideration	Name of allottees	Cumulative number of Equity Shares	Cumulative paid-up equity share capital (in ₹)
				details, see *"History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamations or any revaluation of assets, in the last 10 years"* on page 364				
July 18, 2025	51,074,292	10	343.0	Rights issue	Cash	The list of allottees is available on the website of our Company at https://www.tatacapital.com/about-us/investor-information-and-financials.html	4,034,869,037	40,348,690,370
Total	**4,034,869,037**						**4,034,869,037**	**40,348,690,370**

$ *These Equity Shares were partly paid-up at the time of allotment and were subsequently made fully paid-up on March 15, 2011.*
^ *Consideration was paid at the time of issuance of the CCPS.*

(b) Preference share capital

The history of the preference share capital of our Company is set forth in the table below:

1. *Allotment/ redemption of CRPS made by our Company*

Date of allotment/ redemption	Number of CRPS allotted/ redeemed	Face value per CRPS (in ₹)	Issue price per CRPS (in ₹)	Nature of allotment/ redemption	Nature of consideration	Number of allottees	Name of allottees
November 4, 1996	160,000	1,000	1,000.0	Rights Issue	Cash	1	Allotment of 160,000 CRPS to Tata Sons Limited
November 4, 2006	(160,000)	1,000	1,000.0	Redemption of CRPS	Cash	NA	NA
November 4, 2006	160,000	1,000	1,000.0	Rights Issue	Cash	1	Allotment of 160,000 CRPS to Tata Sons Limited
September 21, 2007	(160,000)	1,000	1,000.0	Redemption of CRPS	Cash	NA	NA
August 10, 2012	984,078	1,000	1,500.0	Private placement	Cash	222	The list of allottees is available on the website of our Company at https://www.tatacapital.com/about-us/investor-information-and-financials.html

Date of allotment/ redemption	Number of CRPS allotted/ redeemed	Face value per CRPS (in ₹)	Issue price per CRPS (in ₹)	Nature of allotment/ redemption	Nature of consideration	Number of allottees	Name of allottees
October 22, 2012	411,614	1,000	1,500.0	Private placement	Cash	162	The list of allottees is available on the website of our Company at https://www.tatacapital.com/about-us/investor-information-and-financials.html
December 10, 2012	166,666	1,000	1,500.0	Private placement	Cash	64	The list of allottees is available on the website of our Company at https://www.tatacapital.com/about-us/investor-information-and-financials.html
January 21, 2013	104,308	1,000	1,500.0	Private placement	Cash	91	The list of allottees is available on the website of our Company at https://www.tatacapital.com/about-us/investor-information-and-financials.html
February 27, 2013	200,000	1,000	1,500.0	Private placement	Cash	73	The list of allottees is available on the website of our Company at https://www.tatacapital.com/about-us/investor-information-and-financials.html
March 28, 2013	204,400	1,000	1,500.0	Private placement	Cash	57	The list of allottees is available on the website of our Company at https://www.tatacapital.com/about-us/investor-information-and-financials.html
May 22, 2013	2,500,000	1,000	1,000.0	Private placement	Cash	23	The list of allottees is available on the website of our Company at https://www.tatacapital.com/about-us/investor-information-and-financials.html
June 6, 2013	899,000	1,000	1,000.0	Private placement	Cash	240	The list of allottees is available on the website of our Company at https://www.tatacapital.com/about-us/investor-information-and-financials.html
July 9, 2013	996,050	1,000	1,000.0	Private placement	Cash	260	The list of allottees is available on the website of our Company at https://www.tatacapital.com/about-us/investor-information-and-financials.html
September 5, 2013	369,660	1,000	1,000.0	Private placement	Cash	160	The list of allottees is available on the website of our Company at https://www.tatacapital.com/about-us/investor-information-and-financials.html
November 7, 2013	27,900	1,000	1,000.0	Private placement	Cash	21	The list of allottees is available on the website of our Company at https://www.tatacapital.com/about-us/investor-information-and-financials.html
April 1, 2014	50,900	1,000	1,000.0	Private placement	Cash	28	The list of allottees is available on the website of our Company at https://www.tatacapital.com/about-us/investor-information-and-financials.html
August 19, 2014	2,049,891	1,000	1,000.0	Private placement	Cash	75	The list of allottees is available on the website of our Company at https://www.tatacapital.com/about-us/investor-information-and-financials.html
April 22, 2015	4,648,500	1,000	1,000.0	Private placement	Cash	90	The list of allottees is available on the website of our Company at https://www.tatacapital.com/about-us/investor-information-and-financials.html
September 7, 2015	351,500	1,000	1,000.0	Private placement	Cash	5	Allotment of 10,000 CRPS each to Ishaat Hussain and Kumar Keswani, 15,000 CRPS to Keki Dadiseth, 185,000 CRPS to Motilal Oswal Securities Limited and 131,500 CRPS to Dalal and Broacha Stock Broking Limited
September 2, 2016	750,000	1,000	1,000.0	Private placement	Cash	12	Allotment of 5,000 CRPS to Nirmala Prabhawalkar, 20,000 CRPS to Bipin Madhavlal Patel and Jayshree Bipinbhai Patel, 10,000 CRPS to Arvindbhai Shah and Pravinaben Arvindlal Shah, 10,000 CRPS to Nandita Shah, 10,000 CRPS to Jai Nagrecha, 50,000 CRPS to Nucleus Software Exports Limited, 100,000 CRPS to International Tractors Limited, 10,000 CRPS to Ganesh Nayak, 50,000 CRPS to Avalokiteshvar Valinv Limited, 5,000 CRPS to Nirmalya Kumar, 470,000 CRPS to Trust Capital Services India Private Limited and 10,000 CRPS to Praveen Purushottam Kadle and Chetana Praveen Kadle
September 16, 2016	1,000,000	1,000	1,000.0	Private placement	Cash	12	Allotment of 10,000 CRPS to Meherwanji Rustomji Cama, 10,000 CRPS to Avi Beheram Dastoor, 50,000 CRPS to Nucleus Software Exports Limited, 16,500 CRPS to Tulirekha Choudhury, 16,500 CRPS to Rituparna Choudhury, 600,000 CRPS to Shree Cement Limited, 77,000 CRPS to Ambit Finvest Private Limited, 50,000 CRPS to Indag Rubber Limited, 100,000 CRPS to Trust Capital Services

Date of allotment/ redemption	Number of CRPS allotted/ redeemed	Face value per CRPS (in ₹)	Issue price per CRPS (in ₹)	Nature of allotment/ redemption	Nature of consideration	Number of allottees	Name of allottees
							India Private Limited, 50,000 CRPS to Navodhyam Trust, 10,000 CRPS to Syed Mohammed Aun Safawi and 10,000 CRPS to Jehangir Dhan Mistri
October 7, 2016	500,000	1,000	1,000.0	Private placement	Cash	18	The list of allottees is available on the website of our Company at https://www.tatacapital.com/about-us/investor-information-and-financials.html
October 27, 2016	750,000	1,000	1,000.0	Private placement	Cash	18	The list of allottees is available on the website of our Company at https://www.tatacapital.com/about-us/investor-information-and-financials.html
March 10, 2017	1,350,000	1,000	1,000.0	Private placement	Cash	30	The list of allottees is available on the website of our Company at https://www.tatacapital.com/about-us/investor-information-and-financials.html
July 7, 2017	650,000	1,000	1,000.0	Private placement	Cash	17	The list of allottees is available on the website of our Company at https://www.tatacapital.com/about-us/investor-information-and-financials.html
July 12, 2017	750,000	1,000	1,000.0	Private placement	Cash	3	Allotment of 500,000 CRPS to Trust Capital Services India Private Limited, 20,000 CRPS to Rathi Techservices Private Limited, and 230,000 CRPS to Chanakya Corporate Services Private Limited
July 26, 2017	750,000	1,000	1,000.0	Private placement	Cash	20	The list of allottees is available on the website of our Company at https://www.tatacapital.com/about-us/investor-information-and-financials.html
July 28, 2017	750,000	1,000	1,000.0	Private placement	Cash	1	Allotment of 750,000 CRPS to Shree Cement Limited
July 31, 2017	(3,768,660)	1,000	1,000.0	Redemption of CRPS	Cash	NA	NA
August 4, 2017	747,500	1,000	1,000.0	Private placement	Cash	29	The list of allottees is available on the website of our Company at https://www.tatacapital.com/about-us/investor-information-and-financials.html
September 15, 2017	750,000	1,000	1,000.0	Private placement	Cash	33	The list of allottees is available on the website of our Company at https://www.tatacapital.com/about-us/investor-information-and-financials.html
September 15, 2017	(996,050)	1,000	1,000.0	Redemption of CRPS	Cash	NA	NA
September 29, 2017	750,000	1,000	1,000.0	Private placement	Cash	16	Allotment of 2,500 CRPS each to Feroza Poonawalla, Zal Engineer and Farida Zal Engineer, Vijay Jivanlal Pherwani and Asha Vijay Pherwani, Kashmira Kadakia, Lata Shanbhag, Subrata Kumar Atindra Mitra and Susmita Mitra, Monal Paras Sanghvi and Paras Navinchandra Sanghvi and Ila Paras Sanghvi, Balkrishna Rane, Dhirendra Mohan Chowdhary and Sangeeta Chowdhary, Meherwanji Rustomji Cama and Avi Beheram Dastoor, Avi Beheram Dastoor and Shireem Behram Dastoor and Cyrus Beheram Dastoor, Sunil Singh and Nisha Singh; 3,000 CRPS to Saroj Manaktala and Satpal Manaktala; 212,000 CRPS to Trust Capital Services India Private Limited; 500,000 CRPS to Claris Lifesciences Limited; and 5,000 CRPS to Suresh Thawani and Sunita Thawani
January 31, 2018	(78,800)	1,000	1,000.0	Redemption of CRPS	Cash	NA	NA
April 20, 2018	400,000	1,000	1,000.0	Private placement	Cash	58	The list of allottees is available on the website of our Company at https://www.tatacapital.com/about-us/investor-information-and-financials.html
May 10, 2018	400,000	1,000	1,000.0	Private placement	Cash	19	Allotment of 139,000 CRPS to Trust Capital Services India Private Limited, 14,000 CRPS each to Gajanan Keshav Pendharkar (HUF) – Karta Sanjeev Gajanan Pendharkar, Yeshwant Keshav Pendharkar (HUF) – Karta Yeshwant Keshav Pendharkar, Sumant Keshav Pendharkar (HUF) – Karta Sumant Keshav Pendharkar, Ashok Keshav Pendharkar (HUF) – Karta Amit Ashok Pendharkar, Yeshwant Keshav Pendharkar, Jayant Keshav Pendharkar, Sumant Keshav

Date of allotment/ redemption	Number of CRPS allotted/ redeemed	Face value per CRPS (in ₹)	Issue price per CRPS (in ₹)	Nature of allotment/ redemption	Nature of consideration	Number of allottees	Name of allottees
							Pendharkar, Uma Jayant Pendharkar, Mrinalini Sumant Pendharkar, Sanjeev Gajanan Pendharkar, Ajay Yeshwant Pendharkar, Deep Yeshwant Pendharkar, Devesh Sumant Pendharkar, Amit Ashok Pendharkar; 5,000 CRPS each to Shubhada Yeshwant Pendharkar, Deepti Yeshwant Pendharkar, Maninder Singh Juneja and 50,000 CRPS to SMC Global Securities Limited
June 15, 2018	334,500	1,000	1,000.0	Private placement	Cash	2	Allotment of 134,500 CRPS to Trust Capital Services India Private Limited and 200,000 CRPS to Voltas Limited
August 2, 2018	(2,049,891)	1,000	1,000.0	Redemption of CRPS	Cash	NA	NA
March 13, 2019	400,000	1,000	1,000.0	Private placement	Cash	2	Allotment of 5,000 CRPS to Farokh Nariman Subedar and Villoo Farokh Subedar; and 395,000 CRPS to Trust Capital Services India Private Limited
June 12, 2019	400,000	1,000	1,000.0	Private placement	Cash	1	Allotment of 400,000 CRPS to Trust Securities Services Private Limited
June 28, 2019	400,000	1,000	1,000.0	Private placement	Cash	10	Allotment of 10,000 CRPS to Ishaat Hussain, Nahar Capital and Financial Services Limited, Asa Holdings Private Limited; 59,000 CRPS to Dhano Bulchand Vaswani - Karta of Dhano Bulchand Vaswani HUF; 42,800 CRPS to Vimla Dhano Vaswani; 163,000 CRPS to Dhano Bulchand Vaswani; 22,500 CRPS to Ranjeet Dhano Vaswani; 12,700 CRPS to Rajani Dhano Vaswani; 20,000 CRPS to Brar Properties & Holdings Private Limited; and 50,000 CRPS to Jindal Aluminium Limited
August 7, 2019	390,000	1,000	1,000.0	Private placement	Cash	11	Allotment of 30,000 CRPS to Shilpa Manish Gupta; 20,000 CRPS each to Sulochana Vijaykumar Gupta, Raghupatruni Ramakrishna and Raghupatruni Vasanthi, Bilquis M. Chinoy, Siva Equipment Private Limited and Siva Systems Private Limited; 70,000 CRPS to Tipsons Financial Services Private Limited; 40,000 CRPS to Nahar Capital and Financial Services Limited; 50,000 CRPS each to Phillip Capital India Private Limited, Kirtibhai Patel, Bhagwatiben Patel
August 8, 2019	(5,000,000)	1,000	1,000.0	Redemption of CRPS	Cash	NA	NA
August 9, 2019	(984,078)	1,000	1,500.0	Redemption of CRPS	Cash	NA	NA
August 28, 2019	400,000	1,000	1,000.0	Private placement	Cash	9	Allotment of 50,000 CRPS each to Dhano Bulchand Vaswani, Conservation Corporation of India Limited, Arati Trust, Gira Trust, Rita Trust; 20,000 CRPS each to Vimla Dhano Vaswani, Ranjeet Dhano Vaswani, 10,000 CRPS to Dhano Bulchand Vaswani - Karta of Dhano Bulchand Vaswani HUF; and 100,000 CRPS to Sasken Technologies Limited
August 30, 2019	400,000	1,000	1,000.0	Private placement	Cash	14	Allotment of 50,000 CRPS each to Sasken Technologies Limited, KKR Ent Hospital and Research Institute (P) Limited, Jindal Aluminium Limited; 10,000 CRPS each to Ramalingham Ravi, Shanno Ravi; 20,000 CRPS to Bhavesh Kirtibhai Patel, NC Parameswaran and Sethulakshmi Parameswaran, Mehul Arvind Shah and Arvindbhai Kantilal Shah, Indravadan Ranchhoddas Shah, Dharia Kiran Kantilal – Karta of Kiran Dharia HUF; 20,000 CRPS to Dipali Rajesh Gupta and Rajesh Mahesh Gupta; 20,000 CRPS to Rajesh Mahesh Gupta and Dipali Rajesh Gupta; 60,000 CRPS to Kashmira Investment and Leasing P Limited; and 30,000 CRPS to Aarthi Ramakrishnan
September 4, 2019	400,000	1,000	1,000.0	Private placement	Cash	1	Allotment of 400,000 CRPS to Phillip Capital India Private Limited

Date of allotment/ redemption	Number of CRPS allotted/ redeemed	Face value per CRPS (in ₹)	Issue price per CRPS (in ₹)	Nature of allotment/ redemption	Nature of consideration	Number of allottees	Name of allottees
September 9, 2019	400,000	1,000	1,000.0	Private placement	Cash	1	Allotment of 400,000 CRPS to Phillip Capital India Private Limited
September 18, 2019	450,000	1,000	1,000.0	Private placement	Cash	1	Allotment of 450,000 CRPS to Wipro Enterprises Private Limited
September 24, 2019	400,000	1,000	1,000.0	Private placement	Cash	4	Allotment of 70,000 CRPS to Tipsons Financial Services Private Limited; 110,000 CRPS to Central Finance Securities Private Limited; 120,000 CRPS to Indianivesh Capitals Limited; and 100,000 CRPS to GK Ramamurthy and Lalitha Ramamurthy
October 21, 2019	(411,614)	1,000	1,500.0	Redemption of CRPS	Cash	NA	NA
December 9, 2019	(166,666)	1,000	1,500.0	Redemption of CRPS	Cash	NA	NA
January 20, 2020	(104,308)	1,000	1,500.0	Redemption of CRPS	Cash	NA	NA
February 26, 2020	(200,000)	1,000	1,500.0	Redemption of CRPS	Cash	NA	NA
March 27, 2020	(204,400)	1,000	1,500.0	Redemption of CRPS	Cash	NA	NA
September 22, 2020	(3,000,000)	1,000	1,000.0	Redemption of CRPS	Cash	NA	NA
March 30, 2021	(74,000)	1,000	1,000.0	Partial Redemption of CRPS	Cash	NA	NA
August 23, 2021	(228,000)	1,000	1,000.0	Partial Redemption of CRPS	Cash	NA	NA
November 30, 2021	(270,800)	1,000	1,000.0	Partial Redemption of CRPS	Cash	NA	NA
August 1, 2022	(401,950)	1,000	1,000.0	Partial Redemption of CRPS	Cash	NA	NA
May 15, 2023	(35,500)	1,000	1,000.0	Partial Redemption of CRPS	Cash	NA	NA
September 14, 2023	(468,000)	1,000	1,000.0	Partial Redemption of CRPS	Cash	NA	NA
October 31, 2023	(565,800)	1,000	1,000.0	Partial Redemption of CRPS	Cash	NA	NA
January 10, 2024	(270,600)	1,000	1,000.0	Partial Redemption of CRPS	Cash	NA	NA
March 8, 2024	(127,500)	1,000	1,000.0	Partial Redemption of CRPS	Cash	NA	NA
March 9, 2024	(1,276,000)	1,000	1,000.0	Redemption of CRPS	Cash	NA	NA
July 6, 2024	(604,500)	1,000	1,000.0	Redemption of CRPS	Cash	NA	NA
July 11, 2024	(736,000)	1,000	1,000.0	Redemption of CRPS	Cash	NA	NA
July 25, 2024	(669,500)	1,000	1,000.0	Redemption of CRPS	Cash	NA	NA

Date of allotment/ redemption	Number of CRPS allotted/ redeemed	Face value per CRPS (in ₹)	Issue price per CRPS (in ₹)	Nature of allotment/ redemption	Nature of consideration	Number of allottees	Name of allottees
July 27, 2024	(750,000)	1,000	1,000.0	Redemption of CRPS	Cash	NA	NA
August 3, 2024	(659,500)	1,000	1,000.0	Redemption of CRPS	Cash	NA	NA
September 14, 2024	(645,500)	1,000	1,000.0	Redemption of CRPS	Cash	NA	NA
September 28, 2024	(583,700)	1,000	1,000.0	Redemption of CRPS	Cash	NA	NA
April 19, 2025	(2,81,000)	1,000	1,000.0	Redemption of CRPS	Cash	NA	NA
May 9, 2025	(1,54,550)	1,000	1,000.0	Redemption of CRPS	Cash	NA	NA
June 14, 2025	(2,97,000)	1,000	1,000.0	Redemption of CRPS	Cash	NA	NA

2. *Allotment/ conversion of CCPS made by our Company*

Date of allotment/ conversion	Number of CCPS allotted/ converted	Face value per CCPS (in ₹)	Issue price per CCPS (in ₹)	Nature of allotment/ conversion	Nature of consideration	Name of allottees
March 19, 2008	1,417,587,500	10	10.0	Private Placement	Cash	Allotment of 1,417,587,500 CCPS to Travorto Holdings Limited
March 26, 2009	(410,000,000)	10	10.0	Conversion of CCPS into Equity Shares in the ratio of one Equity Share for each CCPS held	NA^	Allotment of 410,000,000 Equity Shares to Travorto Holdings Limited
August 24, 2009	(25,000,000)	10	10.0	Conversion of CCPS into Equity Shares in the ratio of one Equity Share for each CCPS held	NA^	Allotment of 25,000,000 Equity Shares to Travorto Holdings Limited
February 4, 2010	(40,000,000)	10	10.0	Conversion of CCPS into Equity Shares in the ratio of one Equity Share for each CCPS held	NA^	Allotment of 40,000,000 Equity Shares to Travorto Holdings Limited
February 5, 2010	(625,000,000)	10	10.0	Conversion of CCPS into Equity Shares in the ratio of one Equity Share for each CCPS held	NA^	Allotment of 625,000,000 Equity Shares to Travorto Holdings Limited
September 15, 2010	(317,587,500)	10	10.0	Conversion of CCPS into Equity Shares in the ratio of one Equity Share for each CCPS held	NA^	Allotment of 317,587,500 Equity Shares to Travorto Holdings Limited

^ *Consideration was paid at the time of issuance of the CCPS.*

3. Secondary transaction of Equity Shares by our Promoter (also the Promoter Selling Shareholder) and the Investor Selling Shareholder

Except as disclosed in "*-History of share capital held by our Promoter – Build-up of the shareholding of our Promoter in our Company*" on page 122, there have been no acquisition or transfer of Equity Shares or preference shares of our Company through secondary transactions by our Promoter, who is also the Promoter Selling Shareholder.

Further, there have been no acquisition or transfer of Equity Shares or preference shares of our Company through secondary transactions by the Investor Selling Shareholder.

4. **Issue of shares through bonus issue or for consideration other than cash or out of revaluation of reserves**

Except as disclosed below, our Company has not issued any Equity Shares through bonus issue or for consideration other than cash since its incorporation. Further, our Company has not issued preference shares through bonus issue or for consideration other than cash since its incorporation.

Date of allotment	Number of Equity Shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Reason for allotment	Benefits accrued to our Company
January 2, 2024	71,648,559	10	-	Scheme of arrangement amongst TCFSL and TCCL with our Company and their respective shareholders sanctioned by the National Company Law Tribunal, Mumbai *vide* its order dated November 24, 2023. Our Board at its meeting dated December 13, 2023 approved the issue and allotment of 71,648,559 Equity Shares to the shareholders of TCCL. For further details, see "*History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamations or any revaluation of assets, in the last 10 years - Scheme of arrangement between Tata Capital Financial Services Limited, Tata Cleantech Capital Limited, our Company and the respective shareholders of the Transferor Companies and our Company, as sanctioned by the National Company Law Tribunal, Mumbai Bench by way of its order dated November 24, 2023*" on page 364.	The primary rationale was to consolidate the businesses of the TCCL and TCFSL with our Company in order to create a larger unified entity, achieve optimal and efficient utilization of capital, achieve simplified organizational structure, improve operational and management efficiencies, streamline business operations and decision-making process and enable greater economies of scale, etc.
May 13, 2025	183,867,495	10	-	Pursuant to a scheme of arrangement amongst TMFL, our Company and their respective shareholders, sanctioned by the National Company Law Tribunal, Mumbai vide its order dated May 1, 2025, our Board at its meeting dated May 13, 2025 approved the issue and allotment of 183,867,495 Equity Shares to TMF Holdings Limited. The TMFL Scheme of Arrangement has become effective from May 8, 2025 and the appointed date for the TMFL Scheme of Arrangement is April 1, 2024. For further details, see *"History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/ undertakings,*	TMFL was an NBFC operating as a NBFC - ICC involved in the business of (a) granting loans and facilities for, inter-alia, financing the purchase of (i) new vehicles manufactured by Tata Motors Limited and its group companies (ii) pre-owned vehicles including refinancing loans where TMFL provided funding against pre-owned commercial vehicles; and (b) granting of loans and advances largely to transporters, dealers and vendors of Tata Motors Limited including the provision of working capital facilities, invoice discounting facilities and factoring facilities. The primary rationale for the merger was to consolidate businesses in order to simplify, scale and synergize the businesses.

				mergers, amalgamations or any revaluation of assets, in the last 10 years- Scheme of arrangement between Tata Motors Finance Limited (formerly known as Tata Motors Finance Solutions Limited), our Company and the respective shareholders of TMFL and our Company, as sanctioned by the National Company Law Tribunal, Mumbai Bench by way of its order dated May 1, 2025 " on page 365	

Our Company has not issued any Equity Shares or preference shares out of revaluation reserves since its incorporation.

5. Issue of shares pursuant to schemes of arrangement

Except as disclosed in "- *Notes to Capital Structure – Share capital history of our Company – (i) Equity share capital"* on page 107, our Company has not allotted any equity shares pursuant to a scheme of amalgamation approved under Sections 391 to 394 of the Companies Act, 1956 or Sections 230 to 234 of the Companies Act. Further, our Company has not issued any preference shares pursuant to a scheme of amalgamation approved under Sections 391 to 394 of the Companies Act, 1956 or Sections 230 to 234 of the Companies Act.

6. Issue of specified securities at a price lower than the Offer Price in the last one year

The Offer Price shall be determined by our Company, in consultation with the BRLMs after the Bid/Offer Closing Date. The details of Equity Shares issued by our Company in the last one year preceding the date of filing of this Updated Draft Herring Prospectus – I which may have been issued at a price lower than the Offer Price is disclosed in " *– Notes to Capital Structure – Share capital history of our Company – (i) Equity share capital"* on page 107.

1. **Shareholding pattern of our Company**

The table below presents the shareholding pattern of our Company as on the date of this Updated Draft Red Herring Prospectus – I[#].

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up equity shares held (IV)	Number of Partly paid-up equity shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				Number of shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								Number of Voting Rights			Total as a % of (A+B+ C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)on a fully diluted basis	
								Class eg: Equity Shares	Class eg: Others	Total								
(A)	Promoter and Promoter Group	8	3,855,554,447	-	-	3,855,554,447	95.6	3,855,554,447	-	3,855,554,447	95.6	-	95.6		-	-	-	3,855,554,447
(B)	Public	35,772	149,783,572	-	-	149,783,572	3.6	149,783,572	-	149,783,572	3.6	-	3.6		-	12,409	-	149,783,572
I	Non Promoter-Non Public																	
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
(C2)	Shares held by TCL Employee Welfare Trust	1	29,531,018	-	-	29,531,018	0.7	29,531,018	-	29,531,018	0.7	-	0.7		-	-	-	29,531,018
	Total	**35,781**[$]	**4,034,869,037**	**-**	**-**	**4,034,869,037**	**100.0**	**4,034,869,037**	**-**	**4,034,869,037**	**100.0**	**-**	**100.0**		**-**	**12,409**	**-**	**4,034,869,037**

[#] *Based on beneficiary position statement as available on July 31, 2025.*

$ Seven different demat accounts held by "Tata Sons Private Limited" (DP ID Client ID - "IN300011-10015811", "IN301127-16504488", "IN301330-20886524", "IN301330-21185288", "IN301330-21602671", "IN301330-22054368" and "IN301330-40011558") have been considered as one. These demat accounts have no connection with any other shareholders of our Company or members of our Promoter Group.

2. **Top 10 Shareholders of our Company**

Sr. No.	Name of the Shareholder	Number of Equity Shares#	Percentage of the pre-Offer Equity Share capital on a fully diluted basis# (%)	Percentage of post-Offer capital (%)
1	Tata Sons Private Limited	3,575,064,262	88.6	[●]
2.	TMF Holdings Limited	186,224,770	4.6	[●]
3.	Tata Investment Corporation Limited	82,936,767	2.1	[●]
4.	International Finance Corporation	71,648,559	1.8	[●]
5.	TCL Employee Welfare Trust	29,531,018	0.7	[●]
6.	Firoz Cyrus Mistry	13,934,456	0.3	[●]
7.	Shapoorji Pallonji Mistry	13,934,456	0.3	[●]
8.	Rajiv Sabharwal	6,662,400	0.2	[●]
9.	Tata Motors Limited	4,326,651	0.1	[●]
10.	Tata Chemicals Limited	3,230,859	0.1	[●]

#*Based on beneficiary position statement as available on July 31, 2025.*

3. **Details of shareholding of major shareholders of our Company**

(a) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, as on the date of this Updated Draft Red Herring Prospectus – I:

Sr. No.	Name of the Shareholder	Number of Equity Shares#	Percentage of the pre-Offer Equity Share capital on a fully diluted basis# (%)
1.	Tata Sons Private Limited	3,575,064,262	88.6
2.	TMF Holdings Limited	186,224,770	4.6
3.	Tata Investment Corporation Limited	82,936,767	2.1
4.	International Finance Corporation	71,648,559	1.8

#*Based on beneficiary position statement as available on July 31, 2025.*

(b) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, as of ten days prior to the date of this Updated Draft Red Herring Prospectus – I:

Sr. No.	Name of the Shareholder	Number of Equity Shares#	Percentage of the pre-Offer Equity Share capital on a fully diluted basis# (%)
1.	Tata Sons Private Limited	3,575,064,262	88.6
2.	TMF Holdings Limited	186,224,770	4.6
3.	Tata Investment Corporation Limited	82,936,767	2.1
4.	International Finance Corporation	71,648,559	1.8

#*Based on beneficiary position statement as available on July 25, 2025.*

(c) Set forth below is a list of Shareholders holding 1% or more of the paid-up equity share capital of our Company, as of one year prior to the date of this Updated Draft Red Herring Prospectus – I:

Sr. No.	Name of the Shareholder	Number of Equity Shares#	Percentage of the pre-Offer Equity Share capital on a fully diluted basis# (%)
1.	Tata Sons Private Limited	3,477,715,784	92.8
2.	Tata Investment Corporation Limited	80,678,412	2.2
3.	International Finance Corporation	71,648,559	1.9
4.	TCL Employee Welfare Trust	41,608,607	1.1

#*Based on beneficiary position statement as available on August 2, 2024.*

(d) Set forth below is a list of Shareholders holding 1% or more of the paid-up equity share capital of our Company, as of two years prior to the date of this Updated Draft Red Herring Prospectus – I:

Sr. No.	Name of the Shareholder	Number of Equity Shares#	Percentage of the pre-Offer Equity Share capital on a fully diluted basis# (%)
1	Tata Sons Private Limited	3,368,683,388	94.6
2.	Tata Investment Corporation Limited	78,161,548	2.2
3.	TCL Employee Welfare Trust	51,271,343	1.4

#Based on beneficiary position statement as available on August 4, 2023.

4. **History of the share capital held by our Promoter**

As on the date of this Updated Draft Red Herring Prospectus – I, our Promoter (also the Promoter Selling Shareholder) holds 3,575,064,262 Equity Shares of face value of ₹10 each equivalent to 88.6% of the issued, subscribed and paid-up Equity Share capital of our Company on a fully diluted basis.

a. ***Build-up of the shareholding of our Promoter in our Company***

The details regarding the equity shareholding of our Promoter since incorporation of our Company is set forth in the table below.

Date of allotment/ transfer	Number of Equity Shares	Face value per equity share (in ₹)	Issue price / transfer price per Equity Share (in ₹)	Nature of transaction	Nature of consideration	Change in ownership as a percentage of total equity share holding (%)	Net ownership of transferor as a percentage of total equity share holding (%)	Net ownership of transferee as a percentage of total equity share holding (%)	Percentage of the pre- Offer Equity Share capital on a fully diluted basis (%)	Percentage of post-Offer capital (%)[&]
October 1, 1996	20	10	10.0	Transfer of 10 Equity Shares each from Vikram B. Shetty and Dayanand Shetty	Cash	28.6	0.0	28.6	0.0	[●]
November 26, 1996	30,000	10	10.0	Rights issue	Cash	N.A.	N.A.	N.A.	0.0	[●]
December 30, 1996	650	10	10.0	Transfer[*] of 110 Equity Shares each from Zubin Dubash, F N Subedar, P D Karkaria and Atul Bansal; and 105 Equity Shares each from Sanjay Dube and R R Shastri	Cash	2.1	0.0	100.0	0.0	[●]
June 25, 2007	165,000,000	10	10.0	Rights issue	Cash	N.A.	N.A.	N.A.	4.1	[●]
July 27, 2007	255,000,000	10	10.0	Rights issue	Cash	N.A.	N.A.	N.A.	6.3	[●]
August 24, 2007	150,000,000	10	10.0	Rights issue	Cash	N.A.	N.A.	N.A.	3.7	[●]
September 29, 2008[#]	500,000,000	10	10.0	Rights issue	Cash	N.A.	N.A.	N.A.	12.4	[●]
March 30, 2009	410,000,000	10	12.0	Transfer of 410,000,000 Equity Shares from Travorto Holdings Limited	Cash	27.7	0.0	100.0	10.2	[●]
February 11, 2010	625,000,000	10	12.0	Transfer of 625,000,000 Equity Shares from Travorto Holdings Limited	Cash	28.8	3.0	97.0	15.5	[●]
September 17, 2010	317,587,500	10	15.0	Transfer of 317,587,500 Equity Shares from Travorto Holdings Limited	Cash	12.4	0.0	95.0	7.9	[●]
September 30, 2010	(102,888)	10	15.0	Transfer of 102,888 Equity Shares to Tata Investment Corporation Limited	Cash	0.0	95.0	2.6	0.0	[●]

Date of allotment/ transfer	Number of Equity Shares	Face value per equity share (in ₹)	Issue price / transfer price per Equity Share (in ₹)	Nature of transaction	Nature of consideration	Change in ownership as a percentage of total equity share holding (%)	Net ownership of transferor as a percentage of total equity share holding (%)	Net ownership of transferee as a percentage of total equity share holding (%)	Percentage of the pre- Offer Equity Share capital on a fully diluted basis (%)	Percentage of post-Offer capital (%)[&]
October 19, 2010	(724,316)	10	15.0	Transfer of 724,316 Equity Shares to Tata Industries Limited	Cash	0.0	94.9	0.0	0.0	[●]
October 27, 2010	(2,106,039)	10	15.0	Transfer of 2,106,039 Equity Shares to Af-Taab Investment Company Limited	Cash	0.1	94.9	0.1	0.1	[●]
October 27, 2010	(11,715,926)	10	15.0	Transfer of 11,715,926 Equity Shares to Cyrus Investments Limited	Cash	0.5	94.4	0.5	0.3	[●]
October 27, 2010	(11,715,926)	10	15.0	Transfer of 11,715,926 Equity Shares to Sterling Investment Corp. Private Limited	Cash	0.5	93.9	0.5	0.3	[●]
October 27, 2010	(1,029,507)	10	15.0	Transfer of 1,029,507 Equity Shares to Jimmy Naval Tata	Cash	0.0	93.9	0.0	0.0	[●]
October 27, 2010	(34,085)	10	15.0	Transfer of 34,085 Equity Shares to Pallonji S. Mistry	Cash	0.0	93.9	0.0	0.0	[●]
October 27, 2010	(1,062,961)	10	15.0	Transfer of 1,062,961 Equity Shares to Ratan Naval Tata	Cash	0.0	93.8	0.0	0.0	[●]
October 27, 2010	(49,550)	10	15.0	Transfer of 49,550 Equity Shares to Jimmy Minocher Tata	Cash	0.0	93.8	0.0	0.0	[●]
October 27, 2010	(153,700)	10	15.0	Transfer of 153,700 Equity Shares to Pillo Minocher Tata	Cash	0.0	93.8	0.0	0.0	[●]
October 27, 2010	(634,684)	10	15.0	Transfer of 634,684 Equity Shares to Simone Naval Tata	Cash	0.0	93.8	0.0	0.0	[●]
October 27, 2010	(49,550)	10	15.0	Transfer of 49,550 Equity Shares to Vera Farhad Choksey	Cash	0.0	93.8	0.0	0.0	[●]
October 27, 2010	(3,230,859)	10	15.0	Transfer of 3,230,859 Equity Shares to Tata Chemicals Limited	Cash	0.1	93.7	0.1	0.1	[●]
October 27, 2010	(466,150)	10	15.0	Transfer of 466,150 Equity Shares to Tata International Limited	Cash	0.0	93.7	0.0	0.0	[●]
October 27, 2010	(3,905,624)	10	15.0	Transfer of 3,905,624 Equity Shares to Tata Motors Limited	Cash	0.2	93.5	0.2	0.1	[●]
October 29, 2010	(648,570)	10	15.0	Transfer of 648,570 Equity Shares to Noel Naval Tata	Cash	0.0	93.5	0.0	0.0	[●]
November 16, 2010	(553,889)	10	15.0	Transfer of 553,889 Equity Shares to Tata Tea Limited	Cash	0.0	93.5	0.0	0.0	[●]
March	(53,000,00	10	0.0	Contribution of 53,000,000 Equity	Contr	2.1	91.4	2.1	1.3	[●]

Date of allotment/ transfer	Number of Equity Shares	Face value per equity share (in ₹)	Issue price / transfer price per Equity Share (in ₹)	Nature of transaction	Nature of consideration	Change in ownership as a percentage of total equity share holding (%)	Net ownership of transferor as a percentage of total equity share holding (%)	Net ownership of transferee as a percentage of total equity share holding (%)	Percentage of the pre- Offer Equity Share capital on a fully diluted basis (%)	Percentage of post-Offer capital (%)[&]
15, 2011	0)			Shares to Jamsetji Tata Trust	ibution					
March 15, 2011	(30,000,000)	10	0.0	Contribution of 30,000,000 Equity Shares to Navajbai Ratan Tata Trust	Contribution	1.2	90.2	1.2	0.7	[●]
August 17, 2012	248,094,797	10	20.0	Private placement	Cash	N.A.	N.A.	N.A.	6.1	[●]
September 14, 2012	1,905,203	10	20.0	Private placement	Cash	N.A.	N.A.	N.A.	0.0	[●]
May 25, 2016	53,000,000	10	31.0	Transfer of 53,000,000 Equity Shares from Corpus of Jamsetji Tata Trust	Cash	1.9	0.0	92.2	1.3	[●]
May 25, 2016	30,000,000	10	31.0	Transfer of 30,000,000 Equity Shares from Corpus of Navajbai Ratan Tata Trust	Cash	1.1	0.0	93.2	0.7	[●]
June 29, 2018	148,221,343	10	50.6	Private placement	Cash	N.A.	N.A.	N.A.	3.7	[●]
July 9, 2018	98,814,229	10	50.6	Private placement	Cash	N.A.	N.A.	N.A.	2.4	[●]
February 25, 2019	148,221,343	10	50.6	Private placement	Cash	N.A.	N.A.	N.A.	3.7	[●]
February 27, 2019	98,814,229	10	50.6	Private placement	Cash	N.A.	N.A.	N.A.	2.4	[●]
December 20, 2019	147,058,823	10	51.0	Private placement	Cash	N.A.	N.A.	N.A.	3.6	[●]
December 26, 2019	49,019,607	10	51.0	Private placement	Cash	N.A.	N.A.	N.A.	1.2	[●]
March 23, 2023	41,827,522	10	135.1	Rights issue	Cash	N.A.	N.A.	N.A.	1.0	[●]
March 27, 2023	2,272,346	10	135.1	Transfer of 2,272,346 Equity Shares from Tata Industries Limited	Cash	0.1	0.0	94.6	0.1	[●]
September 29,	58,388,959	10	162.9	Rights issue	Cash	N.A.	N.A.	N.A.	1.4	[●]

Date of allotment/ transfer	Number of Equity Shares	Face value per equity share (in ₹)	Issue price / transfer price per Equity Share (in ₹)	Nature of transaction	Nature of consideration	Change in ownership as a percentage of total equity share holding (%)	Net ownership of transferor as a percentage of total equity share holding (%)	Net ownership of transferee as a percentage of total equity share holding (%)	Percentage of the pre- Offer Equity Share capital on a fully diluted basis (%)	Percentage of post-Offer capital (%)[&]
2023										
December 29, 2023	50,643,437	10	188.4	Rights issue	Cash	N.A.	N.A.	N.A.	1.3	[●]
March 21, 2025	50,965,679	10	281.0	Rights issue	Cash	N.A.	N.A.	N.A.	1.3	[●]
July 18, 2025	46,382,799	10	343.0	Rights issue	Cash	N.A.	N.A.	N.A.	1.1	[●]
Total	**3,575,064,262**								**88.6**	**[●]**

[*] *Pursuant to the transfer, the Equity Shares were jointly held by Tata Sons Limited and the transferors.*
[#] *These Equity Shares were partly paid-up at the time of allotment and were subsequently made fully paid-up on March 15, 2011.*
[&] *To be updated at the Prospectus stage.*

For details regarding the preference share capital of our Promoter since incorporation of our Company, see " - *Notes to Capital Structure – Share capital history of our Company – (i) Preference share capital"* on page 111.

b. ***Shareholding of our Promoter and the Promoter Group***

The details of shareholding of our Promoter and members of our Promoter Group as on the date of this Updated Draft Red Herring Prospectus – I are set forth in the table below:

S. No.	Name of the shareholder	Pre-Offer number of Equity Shares#	Percentage of the pre-Offer Equity Share capital (on a fully diluted basis) (%)#	Post-Offer number of Equity Shares	Percentage of the post-Offer Equity Share capital (%)*
Promoter (also the Promoter Selling Shareholder) (A)					
1.	Tata Sons Private Limited	3,575,064,262	88.6	[●]	[●]
Total (A)		**3,575,064,262**	**88.6**	**[●]**	**[●]**
Promoter Group (B)					
1.	TMF Holdings Limited	186,224,770	4.6	[●]	[●]
2.	Tata Investment Corporation Limited	82,936,767	2.1	[●]	[●]
3.	Tata Motors Limited	4,326,651	0.1	[●]	[●]
4.	Tata Chemicals Limited	3,230,859	0.1	[●]	[●]
5.	The Tata Power Company Limited	2,333,070	0.1	[●]	[●]
6.	Tata International Limited	824,470	Negligible	[●]	[●]
7.	Tata Consumer Products Limited	613,598	Negligible	[●]	[●]
Total (B)		**280,490,185**	**7.0**	**[●]**	**[●]**
Total (A+B)		**3,855,554,447**	**95.6**	**[●]**	**[●]**

*#Based on beneficiary position statement as available on July 31, 2025.*Subject to finalisation of the Offer Price and Basis of Allotment.*

c. ***Details of Promoter's contribution and lock-in***

i. Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, as amended, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoter, shall be locked in for a period of 18 months, or any other period as prescribed under the SEBI ICDR Regulations, as minimum Promoter's contribution ("**Minimum Promoter's Contribution**") from the date of Allotment and the shareholding of the Promoter in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked in for a period of six months from the date of Allotment.

ii. Details of the Equity Shares to be locked-in for 18 months from the date of Allotment as Minimum Promoter's Contribution are set forth in the table below:

Name of Promoter	Number of Equity Shares of face value of ₹10 each locked-in	Date of allotment/ transfer of the Equity Shares and when made fully paid-up	Nature of transaction	Face value (₹)	Issue/ acquisition price per Equity Share (₹)	Percentage of pre-Offer paid-up Equity Share capital	Percentage of post-Offer paid-up Equity Share capital (on a fully diluted basis)*	Date up to which the equity shares are subject to lock in
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

**Subject to finalisation of the Basis of Allotment.*
Note: To be updated at the Prospectus stage.

Our Promoter has given their consent to include such number of Equity Shares held by our Promoter as disclosed above, constituting 20% of the fully diluted post-Offer Equity Share capital of our Company as Minimum Promoter's Contribution. Our Promoter has agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner the Minimum Promoter's Contribution from the date of filing this Updated Draft Red Herring Prospectus – I, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with SEBI ICDR Regulations.

Our Company undertakes that the Equity Shares that are being locked-in are not ineligible for computation of Promoter's contribution in terms of Regulation 15 of the SEBI ICDR Regulations. For details of build-up of shareholding of our Promoter, see "- *Build-up of the shareholding of our Promoter in our Company*" on page 122.

iii. In this connection, please note that:

a. The Equity Shares offered for Minimum Promoter's Contribution do not include (i) Equity Shares acquired in the three immediately preceding years for consideration other than cash and revaluation of assets or capitalisation of intangible assets not involved in such transactions, or (ii) Equity Shares that have resulted from bonus issue by utilization of revaluation reserves or unrealised profits of our Company or resulted from bonus shares issued against Equity Shares, which are otherwise ineligible for computation of Minimum Promoter's Contribution.

b. The Minimum Promoter's Contribution does not include any Equity Shares acquired during the immediately preceding one year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer.

c. Our Company has not been formed by conversion of one or more partnership firms or a limited liability partnership into a company and hence, no Equity Shares have been issued in the one year immediately preceding the date of this Updated Draft Red Herring Prospectus – I pursuant to conversion from one or more partnership firms or limited liability partnerships.

d. All the Equity Shares held by our Promoter are in dematerialised form.

e. The Equity Shares held by our Promoter and offered for Minimum Promoter's Contribution are not subject to pledge or any other encumbrance with any creditor.

d. ***Other lock-in requirements:***

i. In addition to the 20% of the post-Offer shareholding of our Company held by our Promoter and locked in for 18 months as specified above, in terms of Regulation 17 of the SEBI ICDR Regulations, the entire pre-Offer equity share capital of our Company will be locked-in for a period of six months from the date of Allotment or such other period as may be prescribed under the SEBI ICDR Regulations, except for (i) the Equity Shares offered pursuant to the Offer for Sale; (ii) the Equity Shares held by Shareholders who are VCFs, Category I AIFs, Category II AIFs or FVCIs, subject to the conditions set out in Regulation 17 of the SEBI ICDR Regulations, provided that such Equity Shares will be locked-in for a period of at least six months from the date of purchase by such VCFs or Category I AIFs or Category II AIFs or FVCI Shareholders respectively; and (iii) any Equity Shares allotted to and held by employees (whether currently employees or not) of our Company in accordance with the TCL ESOP Scheme including any Equity Shares allotted pursuant to any bonus issue by our Company against such Equity Shares. Further, any unsubscribed portion of the Offered Shares will also be locked in, as required under the SEBI ICDR Regulations.

ii. As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant depository.

iii. In terms of Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by our Promoter, which are locked-in pursuant to Regulation 16 of the SEBI ICDR Regulations, may be transferred to and among the members of our Promoter Group or to any new promoter of our Company, subject to continuation of the lock-in in the hands of the transferees for the remaining period (and such transferees shall not be eligible to transfer until the expiry of the lock-in period as stipulated under SEBI ICDR Regulations) and compliance with the SEBI Takeover Regulations, as applicable.

iv. Pursuant to Regulation 21(a) of the SEBI ICDR Regulations, the Equity Shares held by our Promoter, which are locked-in for a period of 18 months from the date of Allotment (as mentioned above) may be pledged as collateral security for loans granted by scheduled commercial banks, public financial institutions, NBFC-SI or housing finance companies, provided that such loans have been granted by such bank or institution for the purpose of financing one or more of the objects of the Offer and pledge of the Equity Shares is a term of sanction of such loans.

v. Pursuant to Regulation 21(b) of the SEBI ICDR Regulations, the Equity Shares held by our Promoter which are locked-in for a period of six months from the date of Allotment may be pledged only with scheduled commercial banks, public financial institutions, NBFC-SI or housing finance companies as collateral security for loans granted by such banks or public financial institutions, provided that such pledge of the Equity Shares is one of the terms of the sanction of such loans.

vi. Pursuant to Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by any person other than our Promoter and locked-in for a period of six months from the date of Allotment in the Offer may be transferred to any other person holding the Equity Shares which are locked-in, subject to continuation of the lock-in in the hands of transferees for the remaining period (and such transferees shall not be eligible to transfer until the expiry of the lock-in period) and compliance with the SEBI Takeover Regulations, as applicable.

e. ***Lock-in of the Equity Shares to be allotted, if any, to the Anchor Investors***

50% of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

5. As on the date of the filing of this Updated Draft Red Herring Prospectus – I, our Company has 35,781* Shareholders (based on beneficiary position statement available on July 31, 2025).

* *Seven different demat accounts held by "Tata Sons Private Limited" (DP ID Client ID - "IN300011-10015811", "IN301127-16504488", "IN301330-20886524", "IN301330-21185288", "IN301330-21602671", "IN301330-22054368" and "IN301330-40011558") have been considered as one. These demat accounts have no connection with any other shareholders of our Company or members of our Promoter Group.*

6. Except as disclosed in " - *Notes to Capital Structure – Share capital history of our Company – (i) Equity share capital*", *and* "*- Build-up of the shareholding of our Promoter in our Company*" on pages 111 and 122, respectively, none of our Promoter, members of the Promoter Group, directors of our Promoter, our Directors or their relatives have purchased or sold any Equity Shares during a period of six months preceding the date of this Updated Draft Red Herring Prospectus – I.

7. Except for Equity Shares to be allotted pursuant to the Fresh Issue, our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares), whether on a preferential basis, or by way of issue of bonus shares, or on a rights basis, or by way of further public issue of Equity Shares, or otherwise.

8. Neither our Company, nor the Directors have entered into any buy-back arrangements for purchase of Equity Shares from any person. Further, the Book Running Lead Managers have not entered into any buy-back arrangements for purchase of Equity Shares from any person.

9. Except as disclosed below, none of our Directors or Key Managerial Personnel or members of the Senior Management hold any Equity Shares of our Company.

Sr. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the pre-Offer Equity Share capital on a fully diluted basis (%)	Percentage of the post-Offer Equity Share (%)
1.	Mr. Avijit Bhattacharya	1,421,648	Negligible	[●]
2.	Mr. Kiran Joshi	987,875	Negligible	[●]
3.	Mr. Rajiv Sabharwal	6,662,400	0.2	[●]
4.	Ms. Abonty Banerjee	1,176,711	Negligible	[●]
5.	Ms. Sarita Kamath	514,496	Negligible	[●]
6.	Mr. Saurav Basu	507,601	Negligible	[●]
7.	Mr. Narendra Kamath	293,935	Negligible	[●]
8.	Mr. Manish Chourasia	383,761	Negligible	[●]
9.	Mr. Nitin Dharma	169,391	Negligible	[●]
10.	Mr. Vivek Chopra	185,198	Negligible	[●]
11.	Mr. Rakesh Bhatia	183,990	Negligible	[●]
12.	Ms. Abha Sarda	28,237	Negligible	[●]

Based on beneficiary position statement available on July 31, 2025.

10. Except for options granted under the TCL ESOP Scheme, our Company has no outstanding warrants, options to be issued or rights to convert debentures, loans or other convertible instruments into Equity Shares as on the date of this Updated Draft Red Herring Prospectus – I.

11. Subject to below, there has not been any violation of the deemed public issue norms under the provisions of Companies Act, 1956 / Companies Act, 2013 and rules made thereunder, with respect of pre-Offer capital issue by our Company. Our Company and TMFL (which is has merged into our Company, pursuant to receipt of approval from the NCLT

and filing of the NCLT order with the RoC) has filed settlement application dated March 24, 2025 and March 27, 2025, respectively, with SEBI under the SEBI Settlement Regulations in relation to two ISINs of CRPS issued by our Company and five ISINs of NCDs issued by TMFL. In relation to the settlement application dated March 27, 2025 filed by TMFL, TMFL undertook early redemption of certain non-convertible debentures on April 11, 2025. For details, see "*Risk Factors - Certain issuances of non-convertible debentures by TMFL and some of our CRPS issuances have been down sold by successful applicants in the past, leading to the number of holders of such securities exceeding the prescribed limits under the applicable laws. Accordingly, we may be subject to regulatory action, including penal action, which may adversely affect our business and reputation*" on page 51.

12. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Updated Draft Red Herring Prospectus – I. All Equity Shares offered and Allotted pursuant to the Offer will be fully paid-up at the time of Allotment.

13. None of the BRLMs and their associates (as defined under the SEBI Merchant Bankers Regulations) hold any Equity Shares of our Company, as on the date of this Updated Draft Red Herring Prospectus – I.

14. None of the BRLMs are an associate (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) of the Company.

15. There have been no financing arrangements whereby our Promoter, members of our Promoter Group, directors of our Promoter, our Directors and their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of business of the relevant financing entity, during a period of six months immediately preceding the date of filing of the Pre-filed Draft Red Herring Prospectus and this Updated Draft Red Herring Prospectus – I.

16. No person connected with the Offer, including, but not limited to, the Book Running Lead Managers, the Syndicate Members, our Company, Directors, Promoter, and member of our Promoter Group shall offer any incentive, whether direct or indirect, in the nature of discount, commission and allowance, except for fees or commission for services rendered in relation to the Offer, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid.

17. Our Promoter and the Promoter Group will not participate in the Offer, except by way of participation of our Promoter Selling Shareholder in the Offer for Sale.

18. Our Company shall ensure that there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

19. Except for any issue of Equity Shares pursuant to (a) Fresh Issue; and (b) any other further issue of Equity Shares pursuant to a rights issue (except as set out hereinafter), there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of this Updated Draft Red Herring Prospectus – I until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded or unblocked, as the case may be, in the event there is a failure of the Offer.

20. Our Company proposes to issue such number of Equity Shares aggregating up to ₹17,480.0 million to its existing Shareholders by way of a rights issue, which will be undertaken after the filing of this Updated Draft Red Herring Prospectus – I and before the filing of the Red Herring Prospectus with the RoC. The amount raised from such rights issue will not be reduced from the Gross Proceeds proposed to be raised as part of the Fresh Issue.

21. Our Company shall ensure that transactions in securities by our Promoter and the Promoter Group during the period between the date of filing of this Updated Draft Red Herring Prospectus – I and the date of Bid/Offer Closing Date shall be reported to the Stock Exchanges within 24 hours of such transaction.

22. For details of price of acquisition of specified securities by our Promoter, members of the Promoter Group and other Shareholders with nominee director rights or other rights, in the last three years preceding the date of this Updated Draft Red Herring Prospectus – I, see "*Summary of the Offer Document – Details of price at which specified securities were acquired in the last three years preceding the date of this Updated Draft Red Herring Prospectus - I by our Promoter, which is also the Promoter Selling Shareholder, the members of the Promoter Group and the Shareholders entitled with the rights to nominate one or more directors on the Board or other special rights*" on page 36.

23. **Employee stock option plans:**

i. TCL ESOP Scheme

Our Company, pursuant to the resolution passed by our Board on February 1, 2010, and our Shareholders on March 2, 2010, adopted the TCL ESOP Scheme. TCL ESOP Scheme was last amended pursuant to the resolution passed by our Board on February 25, 2025 and the resolution passed by our Shareholders on March 27, 2025. The objectives of the TCL ESOP Scheme are *inter alia* (a) to promote the best interests of our Company and its members by encouraging the employees to acquire an ownership interest in our Company and to align their interests with those of the members of our Company; (b) to promote the long term interests of our Company by providing an incentive to attract, retain and reward employees; and (c) to provide and assist in the provision of general welfare and assistance to the employees. The TCL ESOP Scheme is in compliance with the SEBI SBEB Regulations and other applicable laws. As on the date of this Updated Draft Red Herring Prospectus – I, under the TCL ESOP Scheme, an aggregate of 73,106,031 options have been granted (including an aggregate of 14,010,817 lapsed, expired and forfeited options), 4,721,548 options have been vested and not exercised and an aggregate of 44,266,193 options have been exercised. These options have been granted in compliance with the relevant provisions of the Companies Act, 2013 and Equity Shares have been allotted pursuant to the TCL ESOP Scheme only to the employees.

The details of TCL ESOP Scheme, as certified by Manian & Rao, Chartered Accountants through their certificate dated August 4, 2025, are as follows:

Particulars	From April 1, 2025 till the date of this Updated Draft Red Herring Prospectus -I	Fiscal 2025	Fiscal 2024	Fiscal 2023
Total options outstanding as at the beginning of the period	23,224,249	25,464,483	30,103,575	25,701,674
Total options granted	-	5,236,540	7,199,170	5,102,730
Exercise price of options in ₹ (as on the date of grant options)	NA	226.4	151.2	85.0
Options forfeited/lapsed/cancelled	13,548	1,069,828	557,074	271,829
Variation of terms of options	Nil	Nil	Nil	Nil
Money realized by exercise of options during the year/period (₹ in million)	578.2	348.3	566.3	20.2
Total number of options outstanding in force at the end of period/year	14,829,021	23,224,249	25,464,483	30,103,575
Total options vested (excluding the options that have been exercised)	4,721,548	7,933,994	9,195,998	13,026,350
Options exercised	8,381,680	6,406,946	11,281,188	429,000
The total number of Equity Shares arising as a result of full exercise of granted options (including options that have been exercised)	14,829,021	23,224,249	25,464,483	30,103,575
Employee wise details of options granted to:				
(i) Key Managerial Personnel				
- Mr. Rajiv Sabharwal	-	428,000	631,990	990,100
- Mr. Rakesh Bhatia	-	72,000	175,000	165,820
- Ms. Sarita Kamath	-	43,000	50,000	82,910
(ii) Senior Management				
- Ms. Abonty Banerjee	-	91,000	130,000	221,090
- Mr. Avijit Bhattacharya	-	72,000	100,000	165,820
- Mr. Kiran Joshi	-	53,000	70,000	110,550
- Mr. Nitin Dharma	-	39,000	48,000	82,910
- Mr. Manish Chourasia	-	91,000	130,000	193,460
- Mr. Vivek Chopra	-	67,000	145,000	120,910
- Mr. Narendra Kamath	-	48,000	135,000	103,640
- Mr. Saurav Basu	-	39,000	50,000	86,370
- Ms. Abha Sarda	-	26,100	35,000	12,000
(iii) Any other employee who receives a grant in any one year of options amounting to 5% or more of the options granted during the year				
- Mr. Sarosh Amaria	-	-	-	331,640
- Mr. Anil Kaul	-	-	-	331,640
(iv) Identified employees who were granted options during any one year equal to or	Nil	Nil	Nil	Nil

Particulars	From April 1, 2025 till the date of this Updated Draft Red Herring Prospectus -I	Fiscal 2025	Fiscal 2024	Fiscal 2023
exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant				
Fully diluted EPS on a pre-Offer basis pursuant to the issue of Equity Shares on exercise of options calculated in accordance with the applicable Indian accounting standard on 'EPS' (in ₹)	Not available	9.3	8.6	8.4
Description of the pricing formula and method and significant assumptions used to estimate the fair value of options granted during the year including, weighted average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends, and the price of the underlying share in the market at the time of grant of option.	The fair value of options have been estimated on the dates of each grant using the Black-Scholes model.			
Fair value of option (in ₹)	NA	105.2	71.2 and 72.7	40.4
Share price (in ₹)	NA	226.4	151.2	85.0
Exercise Price (in ₹)	NA	226.4	151.2	85.0
Expected volatility	NA	0.4	0.4	0.4
Option life (Years)	NA	7.0	7.0	7.0
Expected Dividend (%)	NA	0.1	-	-
Risk-free interest rate (%)	NA	6.9	7.1	7.1
Impact on the profits and on the Earnings Per Share of the last three years if the accounting policies specified in the SEBI SBEB & SE Regulations had been followed, in respect of options granted in the last three years.	NA			
Where our Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference, if any, between employee compensation cost so computed and the employee compensation calculated on the basis of fair value of the stock options and the impact of this difference, on the profits of the Company and on the earnings per share of our Company.	NA			
Intention of the Key Managerial Personnel, members of the Senior Management and whole-time directors who are holders of Equity Shares allotted on exercise of options granted to sell their Equity Shares within three months after the date of listing of Equity Shares pursuant to the Offer.	None of the Key Managerial Personnel, members of the Senior Management and whole-time directors who are holders of Equity Shares allotted on exercise of options granted have an intention to sell their Equity Shares within three months after the date of listing of Equity Shares pursuant to the Offer.			
Intention to sell Equity Shares	None of the Directors, Key Managerial Personnel, members of the Senior Management and			

Particulars	From April 1, 2025 till the date of this Updated Draft Red Herring Prospectus -I	Fiscal 2025	Fiscal 2024	Fiscal 2023
arising out of TCL ESOP Scheme within three months after the listing of Equity Shares, by Directors, Key Managerial Personnel, members of the Senior Management and employees having Equity Shares arising out of an employee stock option scheme, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions) of the Company.	employees having Equity Shares arising out of an employee stock option scheme, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions) of our Company have an intention to sell Equity Shares arising out of TCL ESOP Scheme within three months after the listing of Equity Shares pursuant to the Offer.			

The details of Equity Shares transferred by the TCL Employee Welfare Trust pursuant to exercise of vested options by the employees are as follows:

Financial Year	Quarter	Number of Equity Shares transferred	Range of exercise price
2022-2023	April 2022 to June 2022	61,000	₹40.3 – ₹50.6
	July 2022 to September 2022	42,000	₹40.3
	October 2022 to December 2022	-	-
	January 2023 to March 2023	326,000	₹40.3 – ₹51.8
2023-2024	April 2023 to June 2023	559,000	₹40.3 – ₹51.8
	July 2023 to September 2023	3,132,716	₹40.3 – ₹85.0
	October 2023 to December 2023	3,682,816	₹40.3 – ₹85.0
	January 2024 to March 2024	3,907,456	₹40.3 – ₹85.0
2024-2025	April 2024 to June 2024	576,554	₹40.3 – ₹151.2
	July 2024 to September 2024	2,787,978	₹40.3 – ₹151.2
	October 2024 to December 2024	1,514,450	Nil – ₹151.2
	January 2025 to March 2025	1,527,964	Nil – ₹151.2
2025-2026	April 2025 to June 2025	5,061,139	₹40.3 – ₹151.2
	July 2025 to the date of this Updated Draft Red Herring Prospectus – I	3,320,541	₹40.3 – ₹226.4

OBJECTS OF THE OFFER

The Offer comprises the Fresh Issue and the Offer for Sale.

Offer for Sale

Each of the Selling Shareholders shall be entitled to its respective portion of the proceeds from the Offer for Sale in proportion of the Equity Shares of face value of ₹10 each offered by the respective Selling Shareholders as part of the Offer for Sale after deducting their proportion of Offer related expenses and relevant taxes thereon, as applicable. Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the Net Proceeds. For further details of the Offer for Sale, see "*Other Regulatory and Statutory Disclosures – Authority for the Offer*" and "- *Offer Expenses*" on pages 678 and 135.

The Fresh Issue

Our Company proposes to utilize the Net Proceeds from the Fresh Issue towards augmenting our Company's Tier – I capital base to meet our Company's future capital requirements including onward lending, arising out of the growth of our business ("**Object**"). Further, a portion of the proceeds from the Fresh Issue will be used towards meeting Offer Expenses. For further details, see "– *Offer Expenses*" on page 135 below.

In addition, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges, including enhancement of our Company's brand name and creation of a public market for our Equity Shares in India.

The main objects clause and objects which are necessary for furtherance of the main objects as set out in our Memorandum of Association enable us to undertake the activities for which the Net Proceeds are proposed to be raised by us through the Fresh Issue.

Net Proceeds

The details of the proceeds from the Fresh Issue are summarized in the following table:

Particulars	Estimated amount (₹ in million) (2)
Gross proceeds of the Fresh Issue	[●]
(Less) Fresh Issue expenses(1)(2)	[●]
Net Proceeds	**[●]**

1. To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.
2. For details, see "- Offer Expenses" below.

Requirement of Funds and Utilization of Net Proceeds

The Net Proceeds are proposed to be utilised towards augmentation of our Company's Tier – I capital base to meet our Company's future capital requirements including onward lending which are expected to arise out of the growth in our Company's business, and to ensure compliance with regulatory requirements on capital adequacy prescribed by the RBI from time to time.

Proposed Schedule of Implementation and Deployment of Funds

The Net Proceeds are proposed to be deployed in accordance with the details provided hereunder:

Particulars	Amount (₹ in million)	Percentage of Net Proceeds (%)
Augmentation of our Company's Tier – I capital base to meet our Company's future capital requirements including onward lending	[●]	100.0
Total	**[●]**	**100.0**

The Net Proceeds are proposed to be deployed over the course of Fiscal 2026. The fund deployment is based on current circumstances of our business, management estimates, prevailing market and financial conditions and other technical and commercial factors. The fund requirements and deployment of funds have not been appraised by any bank, or financial institution or any other independent agency. For details on risks involved, see "*Risk Factors – Our funding requirements and the proposed deployment of Net Proceeds are based on management estimates, and have not been independently appraised. Any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior Shareholders' approval*" on page 65 and we may have to revise our estimates from time to time on account of various factors, such as financial and market conditions, competition, interest rate fluctuations and other external factors, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws.

In the event that the estimated utilization of the Net Proceeds is not completely met in Fiscal 2026, due to the reasons stated above, the same shall be utilised in the next Fiscal, as may be determined by our Company, in accordance with applicable laws. For details on risks involved, see "*Risk Factors – Our funding requirements and the proposed deployment of Net Proceeds are based on management estimates, and have not been independently appraised. Any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior Shareholders' approval*" on page 65.

Details of the Object of the Fresh Issue

1. ***Augmentation of our Company's Tier–I capital base to meet our Company's future capital requirements including onward lending***

We are an NBFC and are registered with the RBI under Section 45 IA of the Reserve Bank of India Act, 1934. According to the CRISIL Report, we are the third largest diversified NBFC in India with a gross loan book of ₹2,265.5 billion as of March 31, 2025 (*section 27.1, page 186*). Through our comprehensive suite of 25+ lending products, we cater to a diverse customer base comprising salaried and self-employed individuals, entrepreneurs, small businesses, small and medium enterprises and corporates. For details, see "*Our Business*" beginning on page 299. As an NBFC, we are subject to regulations relating to the capital adequacy, which determine the minimum amount of capital we must hold as a percentage of the risk-weighted assets on our portfolio and of the risk adjusted value of off-balance sheet items, as applicable. We are required to maintain CRAR consisting of Tier I and Tier II capital of at least 15.0% of our total risk-weighted assets of our balance sheet (on-balance sheet and of risk adjusted value of off-balance sheet items) on an ongoing basis, under the NBFC Scale Based Regulations, with a minimum Tier-I capital of 10.0% at any point. For further details, see "*Key Regulations and Policies - Sector specific key regulations applicable to our Company and our Material Subsidiary*" beginning on page 341. For details on risks involved, see "*Risk Factors - We are required to maintain applicable capital adequacy ratios and failure to comply with the capital adequacy ratios prescribed by the Reserve Bank of India could adversely affect our business, results of operations, cash flows and financial condition*" on page 60.

Prior to the merger with TCFSL and TCCL, our Company was registered as a core investment company, and accordingly our Company was required to maintain regulatory ratios viz. Capital Ratio relevant to CIC for Fiscal 2023. The table below sets forth the details of our Company's Capital Ratio as at March 31, 2023:

Particulars	As at March 31, 2023
Capital Ratio	64.3%

Capital Ratio: Computed from the standalone financial statements of the Company, as adjusted net worth divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.

The table below sets forth the details of composition of the Company's Tier – I and Tier – II Capital as at March 31, 2025 and March 31, 2024 on a standalone basis as per the audited financial statements of the Company.

(₹ in millions except percentages)

Particulars	As at	
	March 31, 2025	March 31, 2024
Share Capital	37,999.3	37,464.1
Shares pending for issuance	41,627.6	-
Statutory Reserve (u/s 45IC of RBI Act, 1934)	31,162.4	22,096.5
General Reserve	3,498.5	3,326.9
Securities Premium	51,285.8	50,944.7
Retained Earnings	94,953.2	62,917.6
Other Reserves	918.4	1,062.2
Capital Redemption Reserve	-	57.5
Perpetual Debt	21,398.3	10,930.0
Deferred Tax Asset, Deferred revenue expenditure, other intangible assets and other ineligible items for Tier – 1 capital	(64,978.9)	(46,144.2)
Tier I Capital (1)	**217,864.6**	**142,655.3**
Subordinated Debt	57,008.3	49,083.6
General Provision & Standard Asset Provision	11,364.4	9,297.8
Perpetual Debt	1,561.7	-
Tier II Capital (2)	**69,934.4**	**58,381.4**
Total Capital (Tier I & Tier II)(3)	**287,799.0**	**201,036.7**
Total risk weighted assets(4)	**1,702,424.7**	**1,202,297.6**
CRAR(5)	**16.9%**	**16.7%**
CRAR – Tier I (6)	**12.8%**	**11.9%**
CRAR – Tier II (7)	**4.1%**	**4.9%**

Notes:

1. *Tier I Capital: Tier I capital computed from the standalone financial statements of the Company, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

2. *Tier II Capital: Tier II capital computed from the standalone financial statements of the Company, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*
3. *Total Capital (Tier I and Tier II): Computed from the standalone financial statements of the Company, as the total of Tier I Capital and Tier II Capital, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*
4. *Total risk weighted assets: Computed from the standalone financial statements of the Company in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*
5. *CRAR: Computed from the standalone financial statements of the Company, as the sum of CRAR - Tier I and CRAR - Tier II.*
6. *CRAR – Tier I: Computed from the standalone financial statements of the Company, as Tier I Capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*
7. *CRAR – Tier II: Computed from the standalone financial statements of the Company, as Tier II Capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

Set forth below are the details of our Total Gross Loans as at March 31, 2025, March 31, 2024 and March 31, 2023:

Particulars	**As at**		
	March 31, 2025	**March 31, 2024**	**March 31, 2023**
Total Gross Loans *(₹ in million)* [(1)]	22,65,529.6	1,612,310.8	1,201,968.6
Total Gross Loans YoY growth *(in %)*[(2)]	40.5	34.1	28.8

Notes:
1. *Total Gross Loans: Total Net Loans adjusted for unamortised loan sourcing fees, unamortised loan sourcing costs and impairment allowances as at the last day of the relevant Fiscal.*
2. *Total Gross Loans YoY growth (in %): Percentage growth in Total Gross Loans for the relevant Fiscal over Total Gross Loans for the immediately preceding Fiscal.*

Set forth below are the details of the disbursements made by us as at March 31, 2025, March 31, 2024 and March 31, 2023 and the year-on-year growth of the same:

Particulars	**As at**		
	March 31, 2025	**March 31, 2024**	**March 31, 2023**
Disbursements *(₹ in million)*[(1)]	1,423,016.8	1,049,943.7	747,666.6
Year-on-year growth *(in %)*[(2)]	35.5	40.4	39.9

Notes:
1. *Disbursements: Loans disbursed during the relevant Fiscal across products other than channel finance, vendor finance and factoring*
2. *Year-on-year growth (in %): Percentage growth in disbursements for the relevant Fiscal over disbursements for the immediately preceding Fiscal.*

As we continue to grow our loan portfolio and asset base, we will require additional capital in order to continue to meet applicable capital adequacy ratios with respect to our business.

While our Company's Tier – I Capital base as at March 31, 2025, March 31, 2024 and March 31, 2023 exceeds the regulatory thresholds prescribed by the RBI, we believe that in order to maintain our Company's growth rate, we will require further capital in the future in order to remain compliant with such regulatory thresholds. For details on risks involved, see "*Risk Factors - We are required to maintain applicable capital adequacy ratios and failure to comply with the capital adequacy rations prescribed by the Reserve Bank of India could adversely affect our business, results of operations, cash flows and financial condition*" on page 60.

We typically use our Tier – I Capital towards our Company's business and growth, including onward lending, payment of operating expenditure, repayment and/or prepayment of outstanding liabilities and interest thereon as part of our business activities, capital expenditure towards technology and other general corporate purposes.

The Net Proceeds will be utilised to increase our Company's Tier – I Capital base to meet our future business requirements which are expected to arise out of growth of our business, including but not limited to, onward lending under our Company's lending verticals, and to ensure compliance with regulatory requirements on capital adequacy prescribed by the RBI from time to time. The Net Proceeds are expected to lead to an improvement in the overall capital position of our Company. We anticipate that the Net Proceeds will be sufficient to satisfy our Company's Tier – I capital requirements over the course of Fiscal 2026.

Offer Expenses

The total expenses of the Offer are estimated to be approximately ₹[●] million.

The Offer related expenses primarily include listing fees, fees payable to the BRLMs and legal counsel, fees payable to the Joint Statutory Auditors, brokerage and selling commission, underwriting commission, commission payable to Registered Brokers, RTAs, CDPs, SCSBs' fees, Registrar's fees, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges. Other than (i) the listing fees, stamp duty payable on issue of Equity Shares pursuant to Fresh Issue and audit fees of Statutory Auditors (to the extent not attributable to the Offer), and expenses in relation to product or corporate advertisements, i.e., any corporate advertisements consistent with past practices of our Company (other than the expenses relating to marketing and advertisements undertaken in connection with the Offer), which will be borne solely by our Company, and (ii) fees for counsel to the Selling Shareholders, if any, which shall be solely borne by the Selling Shareholders, our Company and the Selling Shareholders agree to share the costs and expenses directly attributable to the Offer, on a *pro rata* basis in proportion to the number of Equity Shares issued and Allotted by our Company through the Fresh Issue and sold by each of the Selling Shareholders through the Offer for Sale, upon listing of the Equity Shares on the Stock Exchange(s) pursuant to the Offer in accordance with Applicable Law. All the expenses relating to the Offer (except as provided in the Offer Agreement) shall be paid by our Company in the first instance and upon commencement of listing and trading of the Equity Shares on the Stock Exchanges pursuant to the Offer, the Selling Shareholders agrees that they shall reimburse our Company for any expenses in relation to the Offer paid by our Company on behalf of the Selling Shareholders.

In the event that, the Offer is withdrawn, abandoned, postponed or not successful or consummated or completed for any reason whatsoever, all Offer related expenses (including but not limited to the costs, charges, fees and reimbursement of the BRLMs and the legal counsels in relation to the Offer) which may have accrued up to the date of such withdrawal, abandonment, postponement or failure shall be borne by our Company, and reimbursed by the Selling Shareholders (in proportion to their respective Offered Shares), unless otherwise required by Applicable Law or written observations issued by any Governmental Authority in relation to the Offer. Further, if the Investor Selling Shareholder fully withdraws from the Offer or abandons the Offer, or the Offer Agreement is terminated in respect of the Investor Selling Shareholder, at any stage prior to the completion of the Offer and the Offer is successful or consummated or completed, the Investor Selling Shareholder will not be liable to reimburse the Company for any costs, charges, fees and expenses associated with and incurred in connection with the Offer.

The estimated Offer related expenses are as under:

Activity	Estimated expenses(1) (₹ in million)	As a % of the total estimated Offer expenses(1)	As a % of the total Offer size(1)
BRLMs fees and commissions (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Commission/processing fee for SCSBs and Bankers to the Offer and fee payable to the Sponsor Banks for Bids made by RIBs using UPI (2)	[●]	[●]	[●]
Brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs(3)(4)	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Others(5)			
- Listing fees, SEBI filing fees, upload fees, BSE and NSE processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
- Printing and stationery	[●]	[●]	[●]
- Advertising and marketing expenses for the Offer	[●]	[●]	[●]
- Fee payable to legal counsels	[●]	[●]	[●]
- Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

(1) *Amounts will be finalised on determination of Offer Price.*

(2) *Selling commission payable to the SCSBs on the portion for Retail Individual Bidders, Eligible Employees, and Non-Institutional Bidders which are directly procured by the SCSBs, would be as follows:*

*Portion for Retail Individual Bidders**	*[●]% of the Amount Allotted* (plus applicable taxes)*
*Employee Reservation Portion**	*[●]% of the Amount Allotted* (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*[●]% of the Amount Allotted* (plus applicable taxes)*

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price*

Selling Commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of BSE or NSE.

(3) *No processing fees shall be payable by our Company and the Selling Shareholders to the SCSBs on the applications directly procured by them. Processing fees payable to the SCSBs on the portion for Retail Individual Bidders, Eligible Employees, and Non-Institutional Bidders which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSB for blocking, would be as follows:*

Portion for Retail Individual Bidders, Eligible Employees and Non-Institutional Bidders	*₹[●] per valid application (plus applicable taxes)*

(4) *Selling commission on the portion for UPI Bidders using the UPI mechanism, Non-Institutional Bidders, and Eligible Employees which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs or for using 3-in-1 type accounts-linked online trading, demat and bank account provided by some of the brokers which are members of the Syndicate (including their Sub-Syndicate Members) would be as follows:*

*Portion for Retail Individual Bidders**	*[●]% of the Amount Allotted* (plus applicable taxes)*
*Portion for Eligible Employees**	*[●]% of the Amount Allotted* (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*[●]% of the Amount Allotted* (plus applicable taxes)*

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price*

The Selling Commission payable to the Syndicate / sub-Syndicate Members will be determined on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate / sub-Syndicate Member.

Uploading Charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the applications made by RIBs using 3-in-1 accounts, Eligible Employees and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking or using 3-in-1 *accounts, would be as follows: ₹[●] plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs.*

Selling commission/ uploading charges payable to the Registered Brokers on the portion for UPI Bidders procured through UPI Mechanism, Non-Institutional Bidders, Eligible Employees which are directly procured by the Registered Broker and submitted to SCSB for processing, would be as follows:

*Portion for RIBs**	*₹[●] per valid application (plus applicable taxes)*
*Portion for Eligible Employees**	*₹[●] per valid application (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*₹[●] per valid application (plus applicable taxes)*

**Based on valid applications*

Uploading charges/ Processing fees for applications made by UPI Bidders using the UPI Mechanism would be as under:

Members of the Syndicate / RTAs / CDPs (uploading charges)	*₹[●] per valid application*
Sponsor Banks (Processing fee)	*₹[●] per valid application (plus applicable taxes)* *The Sponsor Banks shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other Applicable Laws*

Pursuant to SEBI ICDR Master Circular, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories). Accordingly, Syndicate/sub-syndicate member shall not be able to Bid the Application Form above ₹0.5 million and the same Bid cum Application Form need to be submitted to SCSB for blocking of the fund and uploading on the Stock Exchange bidding platform. To identify bids submitted by Syndicate / sub-syndicate Member to SCSB a special Bid cum Application Form with a heading / watermark "Syndicate ASBA" may be used by Syndicate / sub-syndicate member along with SM code and broker code mentioned on the Bid cum Application Form to be eligible for brokerage on Allotment. However, such special forms, if used for Retail Individual Bidder and Non - Institutional Bidder, Bids up to ₹0.5 million will not be eligible for brokerage. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in compliance with SEBI ICDR Master Circular.

(5) *This includes fees payable to our Joint Statutory Auditors, practicing company secretary, legal counsels, and the independent chartered accountant appointed for providing confirmations and certificates for the purpose of the Offer, CRISIL, for preparing the industry report commissioned by our Company, the virtual data room provider in connection with due diligence for the Offer, etc.*

Means of finance

The fund requirements for augmentation of our Company's Tier – I capital base to meet our Company's future capital requirements, including onward lending, are proposed to be met from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Fresh Issue and existing identifiable accruals as required under the SEBI ICDR Regulations.

Interim use of Net Proceeds

The Net Proceeds shall be retained in the Public Offer Account until receipt of the listing and trading approvals from the Stock Exchanges by our Company. Our Company, in accordance with the policies established by our Board from time to time, will have the flexibility to deploy the Net Proceeds. Pending utilization of the Net Proceeds for the purposes described above, our Company will deposit the Net Proceeds only with one or more scheduled commercial banks included in the second schedule of the RBI Act as may be approved by our Board or the IPO Committee.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in the equity shares of any other listed company.

Bridge Financing Facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Updated Draft Red Herring Prospectus – I, which are proposed to be repaid from the Net Proceeds.

Monitoring of Utilization of Funds

In accordance with Regulation 41 of the SEBI ICDR Regulations, our Company shall appoint a Monitoring Agency for monitoring the utilisation of Gross Proceeds prior to the filing of the Red Herring Prospectus with the RoC, as the proposed Fresh Issue exceeds ₹1,000.0 million.

Our Audit Committee and the Monitoring Agency will monitor the utilisation of the Gross Proceeds and the Monitoring Agency shall submit the report required under Regulation 41(2) of the SEBI ICDR Regulations, on a quarterly basis, until such time as the Net Proceeds have been utilised in full. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose the utilisation of the Net Proceeds, including interim use under a separate head in our balance sheet for such Fiscal periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Net Proceeds have been utilised, till the time any part of the Fresh Issue proceeds remains unutilised. Our Company will also, in its balance sheet for the applicable Fiscal periods, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any, of such currently unutilised Net Proceeds. Further, our Company, on a quarterly basis, shall include the deployment of Gross Proceeds under various heads, as applicable, in the notes to our quarterly results. Our Company will indicate investments, if any, of unutilised Gross Proceeds in the balance sheet of our Company for the relevant Fiscal periods subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 18(3), Regulation 32(3) and Part C of Schedule II, of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Gross Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. Our Company shall on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Updated Draft Red Herring Prospectus - I and place it before the Audit Committee. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the Joint Statutory Auditors of our Company and such certification shall be provided to the Monitoring Agency. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the Net Proceeds from the objects of the Offer as stated above; and (ii) details of category wise variations in the actual utilisation of the proceeds of the Fresh Issue from the objects of the Offer as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director's report, after placing the same before the Audit Committee. Further, our Company shall, on a quarterly basis, include the deployment of Net Proceeds under various heads, as applicable in the notes to our quarterly results. Our Company will indicate investments, if any, of unutilised Net Proceeds in the balance sheet of our Company for the relevant fiscals subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Variation in Object

In accordance with Sections 13(8) and 27 of the Companies Act and applicable rules, and the SEBI ICDR Regulations, our Company shall not vary the objects of the Fresh Issue without our Company being authorised to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and applicable rules. In addition, the notice shall simultaneously be published in the newspapers, one in English, one in Hindi and one in Marathi, the vernacular language of the jurisdiction where our Registered Office is situated, in accordance with the Companies Act and applicable rules. Further, the dissenting Shareholders shall be provided an exit opportunity at a price and in such manner as prescribed under Regulation 59 and Schedule XX of the SEBI ICDR Regulations.

Appraising entity

None of the objects of the Offer for which the Net Proceeds will be utilised have been appraised by any bank/ financial institution or any other independent agency.

Other Confirmations

Except to the extent of any proceeds received pursuant to the sale of Equity Shares proposed to be sold by the Promoter Selling Shareholder in the Offer for Sale, no part of the Net Proceeds will be paid by us as a consideration to our Promoter, the members of the Promoter Group, Group Companies, the Directors, Key Managerial Personnel or members of the Senior Management.

Our Company has not entered into and is not planning to enter into any arrangement/ agreements with our Promoter, Promoter Group, Directors, Key Managerial Personnel and members of the Senior Management in relation to the utilisation of the Net Proceeds. Further, there is no existing or anticipated interest of such individuals and entities in the objects of the Fresh Issue, as set out above.

BASIS FOR OFFER PRICE

The Price Band and Offer Price will be determined by our Company, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10 each and the Offer Price is [●] times the Floor Price and [●] times the Cap Price, and Floor Price is [●] times the face value and the Cap Price is [●] times the face value. Investors should also see "*Risk Factors*", "*Summary of Financial Information*", "*Our Business*", "*Restated Consolidated Financial Information*", and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 45, 92, 299, 424 and 586, respectively, to have an informed view before making an investment decision.

Qualitative Factors

We believe that some of the qualitative factors and our strengths which form the basis for computing the Offer Price are as follows:

Flagship financial services company of the Tata Group, with a legacy of over 150 years

- According to the CRISIL Report, we are the flagship financial services company of the Tata group, which is one of India's most distinguished business groups, with a legacy of over 150 years (*section 27, page 186*).
- According to the CRISIL Report, the Tata group (a) comprised companies across 10 verticals such as automotive, technology, steel, financial services, aerospace and defence, and consumer and retail; (b) is a global enterprise headquartered in India, with operations in more than 100 countries across six continents and collectively employed over 1 million employees, as at March 31, 2025; and (c) has the most diversified presence across industries in India as at March 31, 2025, and is the largest group in India with 26 equity listed companies with a combined market capitalisation of ₹27.8 trillion, as at March 31, 2025 (*section 27, page 186*).
- The "Tata Group" brand was recognised as the most valuable brand in India as per the Brand Finance India 100 2025 report.

Third largest diversified NBFC in India, with the most comprehensive lending product suite

- According to the CRISIL Report, we are the third largest diversified NBFC in India based on our Total Gross Loans of ₹2,265.5 billion (*section 27.1, page 186*), and the most comprehensive amongst large diversified NBFCs in India based on the number of loan product offerings, as at March 31, 2025 (*section 27.2, page 187).*
- We offer a comprehensive suite of 25+ lending products catering to the financial requirements of a wide range of customer base comprising salaried and self-employed individuals, entrepreneurs, small and medium enterprises and corporates.
- Our loan offerings to customers comprised a wide range of ticket sizes ranging from ₹10,000 to over ₹ 1.0 billion, as at March 31, 2025.

Omni-channel distribution model, comprising our pan-India branch network, partnerships and digital platforms

- We have built an omni-channel distribution network which combines our pan-India branch network with an extensive network of external partners and our digital platforms.
- As at March 31, 2025, we had a pan-India presence through 1,496 branches spanning 1,102 locations across 27 States and Union Territories
- Our branches are supported by an extensive network of external channels comprising over 30,000 DSAs, over 400 OEMs, over 8,000 dealers and over 60 digital partners with whom we have partnered, as at March 31, 2025.
- Our digital platforms comprise our website, mobile apps and other communication channels, in addition to external interfaces for our partnerships with external agents and other partners.

Prudent risk culture and credit underwriting and collections capabilities, resulting in stable asset quality

- According to the CRISIL Report, we had one of the lowest Gross Stage 3 and Net Stage 3 Loans Ratio and the second highest PCR among large diversified NBFCs in India as at March 31, 2025 (*section 27.7, page 192*).
- Our Gross Stage 3 Loans Ratio, Net Stage 3 Loans Ratio and Provision Coverage Ratio for the Financial Year ended March 31, 2025 was 1.9%, 0.8%, and 58.5% respectively.

Digital and analytics at the core of our business, driving high quality experience and business outcomes

- We have integrated technology across the entire customer lifecycle for all lending products in our three business verticals, including onboarding, underwriting, collections, customer servicing and cross-selling, to enable us to meet the evolving needs of our customers, enhance the customer experience and drive sustainable business growth and operational efficiency.
- Our digital and analytics capabilities enable us to enhance revenue streams, cross-sell capabilities and drive productivity

to optimize our operating costs and credit costs, strengthening our efforts to become a digital leader in the financial services industry.

- Our collections efforts are supported by a fully digital collection system that facilitates online payments through platforms such as UPI and e-NACH.
- Our mobile apps had over 21.0 million downloads as of March 31, 2025.

Highest credit rating with a diverse liability profile resulting in one of the lowest cost of funds among peers

- We are rated "AAA with stable outlook" from each of CRISIL, ICRA, CARE and India Ratings, and our commercial papers are rated "A1+" by each of CRISIL, ICRA and India Ratings, as at March 31, 2025. According to the CRISIL Report, this is the highest possible credit rating for NBFCs in India (*section 27.8, page 193*).
- We have also secured a BBB- international rating from both S&P Global Ratings and Fitch Ratings, which is at par with India's sovereign rating.
- We have a diverse mix of borrowing, with no single lender contributing more than 10.0% of our total borrowings as of March 31, 2025.
- As a result of our high ratings, diverse funding mix and long-term relationships with lenders, our Average Cost of Borrowings Ratio was 7.8% in Fiscal 2025.

Consistent track record of strong financial performance highlighted by attractive asset quality

- We have been profitable since commencement of our lending operations in 2007, which illustrates the resilience of our business model and our ability to navigate challenging market conditions while maintaining our profitability
- Our track record of delivering growth and strong financial performance across economic cycles demonstrates the strength of our business model that is built on our diversified loan book, efficient operations, prudent risk management and sustainable practices.

Experienced management backed by a team of dedicated professionals

- We are led by a seasoned management team comprising individuals with extensive experience in the financial services industry, including retail, commercial and corporate lending.
- Our management team is guided by our Board of Directors comprising seven directors, of which four are independent directors, as on the date of this Updated Draft Red Herring Prospectus - I.
- We were certified "Great Place To Work" for three consecutive years from 2023 to 2025 by "Great Place To Work®" which is a certification for workplace culture and employee engagement.

For details, see "*Our Business – Our Strengths*" on page 303.

Quantitative Factors

Some of the information presented below relating to our Company is derived from the Restated Consolidated Financial Information. For details, see "*Restated Consolidated Financial Information*" and "*Other Financial Information*" beginning on pages 424 and 584, respectively.

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

A. Basic and Diluted Earnings Per Equity Share ("EPS"), adjusted for changes in capital:

Financial Year/Period Ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2025	9.3	9.3	3
March 31, 2024	8.6	8.6	2
March 31, 2023	8.4	8.4	1
Weighted Average#	**8.9**	**8.9**	

 # As certified by Manian & Rao, Chartered Accountants pursuant to their certificate dated August 4, 2025.

Notes:

1. *Basic and Diluted EPS has been calculated in accordance with the Indian Accounting Standard 33 – "Earnings per share". The face value of equity shares of our Company is ₹10.*
2. *Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/total of weights.*
3. *The figures above are derived from the Restated Consolidated Financial Information of our Company.*
4. *Subsequent to March 31,2025 and in pursuance of the TMFL Scheme of Arrangement, our Company has allotted 183,867,495 Equity Shares to TMF Holdings Limited, on May 13, 2025, being the record date for this purpose.*
5. *Pursuant to the resolution passed by our Board on June 26, 2025, our Company has allotted 51,074,292 Equity Shares aggregating to approximately ₹17,518.5 million on July 18, 2025 to its existing shareholders by way of a rights issue.*

B. Price/Earning ("P/E") ratio in relation to Price Band of ₹[●] to ₹[●] per Equity Share:

Particulars	P/E at the Floor Price (number of times)	P/E at the Cap Price (number of times)
Based on basic EPS for Financial Year ended March 31, 2025	[●]*	[●]*
Based on diluted EPS for Financial Year ended March 31, 2025	[●]*	[●]*

**To be computed after finalization of Price Band or at the Price Band advertisement stage.*

 # As certified by Manian & Rao, Chartered Accountants pursuant to their certificate dated August 4, 2025.

C. Industry Peer Group P/E ratio:

Particulars	P/E Ratio
Highest	32.6
Lowest	12.1
Average	24.3

Source: Based on the peer set provided below.

i. *The industry highest and lowest has been considered from the industry peer set provided later in this section under "- Comparison with listed industry peers - Comparison of accounting ratios". The average/ industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section. For further details, see "-Comparison of accounting ratios and KPIs of our Company and listed peers" on page 146.*

ii. *P/E ratio for the peer companies are computed based on closing market price as on August 1, 2025 at NSE, divided by Diluted EPS (on consolidated basis) based on the financial results or annual report of the company for the Financial Year 2025, except for Bajaj Finance Limited which has been adjusted for bonus issue and face value split undertaken after March 31, 2025.*

D. Industry Peer Group P/B ratio:

Particulars	P/B Ratio
Highest	5.6
Lowest	2.0
Average	3.7

Source: Based on the peer set provided below.

i. *The industry highest and lowest has been considered from the industry peer set provided later in this section under "- Comparison with listed industry peers - Comparison of accounting ratios". The average/ industry composite has been calculated as the arithmetic average P/B of the industry peer set disclosed in this section. For further details, see "-Comparison of accounting ratios and KPIs of our Company and listed peers" on page 146.*

ii. *P/B ratio for the peer companies are computed based on closing market price as on August 1, 2025 at NSE, divided by divided by the net asset value per equity share as of the last day of the year ended March 31, 2025, except for Bajaj Finance Limited which has been adjusted for bonus issue and face value split undertaken after March 31, 2025.*

E. Return on Net Worth ("RoNW")

Financial Year/Period Ended	RoNW	Weight
March 31, 2025	11.2%	3
March 31, 2024	13.4%	2
March 31, 2023	16.9%	1
Weighted Average#	**12.9%**	

 # As certified by Manian & Rao, Chartered Accountants pursuant to their certificate dated August 4, 2025.

Notes:

1. *Return on Net Worth: Profit After Tax divided by Net Worth at the end of the respective Fiscal.*
2. *Profit After Tax: Profit/(loss) for the relevant Fiscal attributable to Owners of the Company as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*
3. *Net worth: The aggregate value of the paid-up share capital, instruments entirely equity in nature, shares pending for issuance and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Consolidated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*
4. *The figures above are derived from the Restated Consolidated Financial Information of our Company.*
5. *Pursuant to the resolution passed by our Board on June 26, 2025, our Company has allotted 51,074,292 Equity Shares aggregating to approximately ₹17,518.5 million on July 18, 2025 to its existing shareholders by way of a rights issue.*

F. Net Asset Value ("NAV") per Equity Share

Particulars	Amount (in ₹)$
As at March 31, 2025	79.5
After the completion of the Offer	
- At Floor Price	[●]**
- At Cap Price	[●]**
- At Offer Price	[●]**

**To be computed after finalization of Price Band.*

***Will be updated at the Prospectus stage.*

$ As certified by Manian & Rao, Chartered Accountants pursuant to their certificate dated August 4, 2025.

Notes:

1. *Net Asset Value per Equity Share = Total Equity as reduced by instruments entirely equity in nature divided by the number of equity shares excluding the equity shares held by the ESOP Trust and including the number of shares pending allotment at the balance sheet data as at the end of the Fiscal.*
2. *Subsequent to March 31,2025 and in pursuance of the TMFL Scheme of Arrangement, our Company has allotted 183,867,495 Equity Shares to TMF Holdings Limited, on May 13, 2025, being the record date for this purpose.*
3. *Pursuant to the resolution passed by our Board on June 26, 2025, our Company has allotted 51,074,292 Equity Shares aggregating to approximately ₹17,518.5 million on July 18, 2025 to its existing shareholders by way of a rights issue.*

G. Key Performance Indicators ("KPIs")

The table below sets forth the details of our KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. All the KPIs disclosed below have been approved by a resolution of our Audit Committee dated August 4, 2025, if any, and the Audit Committee has confirmed that the KPIs pertaining to our Company that have been disclosed to earlier investors at any point of time during the three years period prior to the date of filing of this Updated Draft Red Herring Prospectus - I have been disclosed in this section and have been subject to verification and certification by Manian & Rao, Chartered Accountants pursuant to certificate dated August 4, 2025, which has been included in the list of material documents for inspection. For details, see "*Material Contracts and Documents for Inspection*" beginning on page 779.

Particulars	Units	As at March 31/ For Fiscal		
		2025	2024	2023
Number of Branches (1)	Number	1,496	867	539
Number of Employees (2)	Number	29,397	19,250	14,490
Number of Customers (in millions) (3)	Number	7.0	4.5	3.2
Disbursements (4)	(₹ in million)	1,423,016.8	1,049,943.7	747,666.6
Disbursements YoY Growth (5)	%	35.5%	40.4%	39.9%
Total Gross Loans (6)	(₹ in million)	2,265,529.6	1,612,310.8	1,201,968.6
- Retail Finance	(₹ in million)	1,411,142.1	950,316.8	681,879.3
- SME Finance	(₹ in million)	594,629.8	467,614.8	392,028.3
- Corporate Finance	(₹ in million)	259,757.7	194,379.2	128,061.0
Total Gross Loans YoY Growth (7)	%	40.5%	34.1%	28.8%
Secured Gross Loans as Percentage of Total Gross Loans (8)	%	79.0%	75.5%	76.9%
Interest Income (9)	(₹ in million)	257,197.7	163,664.7	119,109.0
Finance Cost (10)	(₹ in million)	150,296.4	95,682.3	66,006.4
Net Interest Income (11)	(₹ in million)	106,901.3	67,982.4	53,102.6
Fee Income (12)	(₹ in million)	23,456.0	12,728.5	8,474.8
Investment Income (13)	(₹ in million)	3,045.0	5,590.6	8,791.1
Total Income (14)	(₹ in million)	283,698.7	181,983.8	136,374.9
NIM + Fee Income Margin (15)	(₹ in million)	130,357.3	80,710.9	61,577.4
Net Total Income (16)	(₹ in million)	133,402.3	86,301.5	70,368.5
Operating Expenses (17)	(₹ in million)	56,134.2	36,242.0	26,650.5
Credit Cost (18)	(₹ in million)	28,268.3	5,922.6	5,742.9
Profit After Tax (19)	(₹ in million)	36,646.6	31,502.1	30,292.0
Profit After Tax YoY Growth (20)	%	16.3%	4.0%	79.5%
Basic Earnings Per Equity Share (21)	(in ₹)	9.3	8.6	8.4
Average Yield (22)	%	12.6%	11.9%	11.5%
Average Cost of Borrowings Ratio (23)	%	7.8%	7.3%	6.6%
Net Interest Margin Ratio(24)	%	5.2%	5.0%	5.1%
NIM + Fee Income Ratio (25)	%	6.4%	5.9%	6.0%
Cost to Income Ratio (26)	%	42.1%	42.0%	37.9%
Operating Expenses Ratio (27)	%	2.7%	2.6%	2.6%
Credit Cost Ratio (28)	%	1.4%	0.4%	0.6%
Return On Equity (29)	%	12.6%	15.5%	20.6%
Return On Assets (30)	%	1.8%	2.3%	2.9%
Gross Stage 3 Loans Ratio (31)	%	1.9%	1.5%	1.7%
Net Stage 3 Loans Ratio (32)	%	0.8%	0.4%	0.4%
Provision Coverage Ratio (33)	%	58.5%	74.1%	77.1%
Total Equity (34)	(₹ in million)	313,838.1	234,171.3	173,398.6
Total Borrowings (35)	(₹ in million)	2,084,149.3	1,481,852.9	1,133,359.1
Total Borrowings to Total Equity (36)	No. of times	6.6	6.3	6.5
CRAR (37)	%	16.9%	16.7%	NA(40)
CRAR – Tier I(38)	%	12.8%	11.9%	NA(40)
CRAR – Tier II (39)	%	4.1%	4.9%	NA(40)

Notes:

1. (1) ***Number of Branches***: *Total number of operational branches as at the last day of the relevant Fiscal.*
2. (2) ***Number of Employees***: *Total number of on-roll employees as at the last day of the relevant Fiscal.*
3. (3) ***Number of Customers***: *Total number of customers to whom we have advanced credit up to the last day of the relevant Fiscal since the commencement of our lending operations in 2007.*
4. (4) ***Disbursements***: *Loans disbursed during the relevant Fiscal across products other than channel finance, vendor finance and factoring.*
5. (5) ***Disbursements YoY Growth***: *Percentage growth in disbursements for the relevant Fiscal over disbursements for the immediately preceding Fiscal.*
6. (6) ***Total Gross Loans***: *Total Net Loans adjusted for unamortised loan sourcing fees, unamortised loan sourcing costs and impairment allowances as at the last day of the relevant Fiscal.*
   Total Net Loans: *Loans as at the last day of the relevant Fiscal.*
7. (7) ***Total Gross Loans YoY Growth***: *Percentage growth in Total Gross Loans for the relevant Fiscal year over Total Gross Loans for the immediately preceding Fiscal.*
8. (8) ***Secured Gross Loans as percentage of Total Gross Loans***: *Secured Gross Loans as a percentage of Total Gross Loans as at the last day of the relevant Fiscal.*
   Secured Gross Loans: *Total Gross Loans secured by tangible assets, intangible assets or covered by bank / government guarantees at the last day of the relevant Fiscal.*
9. (9) ***Interest Income***: *Interest Income as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*
10. (10) ***Finance Cost***: *Finance Cost as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*
11. (11) ***Net Interest Income***: *Interest Income for the relevant Fiscal reduced by Finance Cost for the relevant Fiscal.*
12. (12) ***Fee Income***: *Rental income, Fees and Commission income, Net Gain on derecognition of financial instruments and Other Income as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*
13. (13) ***Investment Income***: *Dividend Income, Net gain on fair value changes and, Net gain on derecognition of associates as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*
14. (14) ***Total Income***: *Total Income as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*
15. (15) ***NIM + Fee Income Margin***: *Sum of Net Interest Income and Fee Income for the relevant Fiscal.*
16. (16) ***Net Total Income***: *Total Income reduced by Finance Cost for the relevant Fiscal.*
17. (17) ***Operating Expenses***: *Aggregate of Employee benefit expenses, Depreciation, amortization and impairment, and other expenses as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*
18. (18) ***Credit Cost***: *Impairment on financial instruments as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*
19. (19) ***Profit After Tax***: *Profit for the relevant Fiscal attributable to Owners of the Company as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*
20. (20) ***Profit After Tax YoY Growth***: *Percentage growth in Profit After Tax for the relevant Fiscal over Profit After Tax for the immediately preceding Fiscal.*
21. (21) ***Basic Earnings Per Equity Share***: *Basic Earnings Per Equity Share as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*
22. (22) ***Average Yield***: *Interest Income as a percentage of Average Total Net Loans.*
   Average Total Net Loans: *Simple average of Total Net Loans as at the last day of the relevant Fiscal and Total Net Loans as at the last day of the immediately preceding Fiscal. For Fiscal 2025, in the case of TCL: Simple average of: (a) Total Net Loans as at the last day of the relevant Fiscal; and (b) Total Net Loans as at the last day of the immediately preceding Fiscal plus the Total Gross Loans acquired through the TMFL Scheme of Arrangement as of the acquisition date.*
23. (23) ***Average Cost of Borrowings Ratio***: *Finance Cost as a percentage of Average Total Borrowings for the relevant Fiscal.*
   Average Total Borrowings: *Simple average of Total Borrowings as at the last day of the relevant Fiscal and Total Borrowings as at the last day of the immediately preceding Fiscal. For Fiscal 2025, in the case of TCL: Simple average of: (a) Total Borrowings as at the last day of the relevant Fiscal; and (b) Total Borrowings as at the last day of the immediately preceding Fiscal plus Total Borrowings acquired through the TMFL Scheme of Arrangement as of the acquisition date.*
24. (24) ***Net Interest Margin Ratio***: *Net Interest Income as a percentage of Average Total Net Loans.*
25. (25) ***NIM + Fee Income Ratio***: *NIM + Fee Income Margin as a percentage of Average Total Net Loans.*
26. (26) ***Cost to Income Ratio***: *Operating Expenses as a percentage of Net Total Income for the relevant Fiscal.*
27. (27) ***Operating Expenses Ratio***: *Operating Expenses as a percentage of Average Total Net Loans.*
28. (28) ***Credit Cost Ratio***: *Credit Cost as a percentage of Average Total Net Loans.*
29. (29) ***Return On Equity***: *Profit after tax as a percentage to Average Total Equity.*
   Average Total Equity: *Simple average of Total Equity as at the last day of the relevant Fiscal and Total Equity as at the last day of the immediately preceding Fiscal. For Fiscal 2025, in the case of TCL: Simple average of: (a) Total Equity as at the last day of the relevant Fiscal; and (b) Total Equity as at the last day of the immediately preceding Fiscal plus equity shares issued less Goodwill arising on amalgamation and Settlement of Pre-existing relationship pursuant to the TMFL Scheme of Arrangement as of the acquisition date.*
30. (30) ***Return On Assets***: *Profit after tax as a percentage to Average Total Net Loans.*
31. (31) ***Gross Stage 3 Loans Ratio***: *Ratio of Gross Stage 3 Loans as a percentage to Total Gross Loans as at the last day of the relevant Fiscal.*
32. (32) ***Net Stage 3 Loans Ratio***: *Gross Stage 3 Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as a percentage to Total Gross Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as at the last day of the relevant Fiscal.*
33. (33) ***Provision Coverage Ratio***: *Impairment allowances provided on Gross Stage 3 Loans as a percentage to Gross Stage 3 Loans as at the last day of the relevant Fiscal.*
34. (34) ***Total Equity***: *Equity attributable to owners of the Company reduced by Instruments entirely equity in nature as reported in the Restated Consolidated Financial Information as at the last day of the relevant Fiscal.*
35. (35) ***Total Borrowings***: *Debt securities, Borrowings (Other than debt securities) and Subordinated liabilities as reported in the Restated Consolidated Financial Information as at the last day of the relevant Fiscal.*
36. (36) ***Total Borrowings to Total Equity***: *Total Borrowings divided by Total Equity.*
37. (37) ***Capital Risk Adequacy Ratio (CRAR)***: *Computed from the standalone financial statements of the Company, as the sum of CRAR – Tier I and CRAR – Tier II.*
38. (38) ***Capital Risk Adequacy Ratio – Tier I (CRAR – Tier I)***: *Computed from the standalone financial statements of the Company as Tier I capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*
39. (39) ***Capital Risk Adequacy Ratio – Tier II (CRAR – Tier II)***: *Computed from the standalone financial statements of the Company as Tier II capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*
40. (40) *Prior to the merger with TCFSL and TCCL, the Company was registered as a core investment company and accordingly we were required to*

maintain regulatory ratios relevant to CICs for Fiscal 2023.

For details of our other operating metrics disclosed elsewhere in this Updated Draft Red Herring Prospectus – I, see "*Definitions and Abbreviations*", "*Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation*" "*Our Business – Select Operational and Financial Metrics*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 1, 39, 301 and 586, respectively.

H. Description on the historic use of the KPIs by our Company to analyze, track or monitor the operational and/or financial performance of our Company

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs are not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Information. We use these KPIs to evaluate our financial and operating performance. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity, profitability or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS.

Investors are encouraged to review the Ind AS financial measures and to not rely on any single financial or operational metric to evaluate our business. See *"Risk Factors – This Updated Draft Red Herring Prospectus – I includes certain non-GAAP and non-Ind AS financial measures and certain other selected statistical information related to our operations and financial performance that may vary from any standard methodology in our industry, and such measures are not verified"* on page 78.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once a year (or any lesser period as may be determined by our Board), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchanges or till the utilisation of the Offer Proceeds as per the disclosure made in the section "*Objects of the Offer*" starting on page 133 of this Updated Draft Red Herring Prospectus – I, whichever is later, or for such other duration as required under the SEBI ICDR Regulations.

Explanation for the KPIs:

S. No.	Metrics	Description	Relevance
1.	Number of Branches	Total number of operational branches as at the last day of the relevant Fiscal.	These metrics are used by the management to assess the geographic footprint, organisational scale and customer franchise of the Company.
2.	Number of Employees	Total number of on-roll employees as at the last day of the relevant Fiscal.	
3.	Number of Customers	Total number of customers to whom we have advanced credit up to the last day of the relevant Fiscal since the commencement of our lending operations in 2007.	
4.	Disbursements	Loans disbursed during the relevant Fiscal across products other than channel finance, vendor finance and Factoring.	These metrics are used by the management to assess the growth in terms of scale of business of our Company.
5.	Disbursements YoY Growth	Percentage growth in disbursements for the relevant Fiscal over disbursements for the immediately preceding Fiscal	
6.	Total Gross Loans	Total Net Loans adjusted for unamortised loan sourcing fees, unamortised loan sourcing costs and impairment allowances as at the last day of the relevant Fiscal. **Total Net Loans:** Loans as at the last day of the relevant Fiscal.	
7.	Total Gross Loans YoY Growth	Percentage growth in Total Gross Loans for the relevant Fiscal year over Total Gross Loans for the immediately preceding Fiscal.	
8.	Secured Gross Loans as Percentage of Total Gross Loans	Secured Gross Loans as a percentage of Total Gross Loans as at the last day of the relevant Fiscal. **Secured Gross Loans**: Total Gross Loans secured by tangible assets, intangible assets or covered by bank / government guarantees at the last day of the relevant Fiscal.	These metrics are used by the management to track the level of collateral on the loans extended by the Company.
9.	Interest Income	Interest Income as reported in the Restated Consolidated Financial	These metrics are used

S. No.	Metrics	Description	Relevance
		Information for the relevant Fiscal.	by the management to assess the financial and profitability metrics and cost efficiency of the business of our Company.
10.	Finance Cost	Finance Cost as reported in the Restated Consolidated Financial Information for the relevant Fiscal.	
11.	Net Interest Income	Interest Income for the relevant Fiscal reduced by Finance Cost for the relevant Fiscal.	
12.	Fee Income	Rental income, Fees and Commission income, Net Gain on derecognition of financial instruments and Other Income as reported in the Restated Consolidated Financial Information for the relevant Fiscal.	
13.	Investment Income	Dividend Income, Net gain on fair value changes and, Net gain on derecognition of associates as reported in the Restated Consolidated Financial Information for the relevant Fiscal.	
14.	Total Income	Total Income as reported in the Restated Consolidated Financial Information for the relevant Fiscal.	
15.	NIM + Fee Income Margin	Sum of Net Interest Income and Fee Income for the relevant Fiscal.	
16.	Net Total Income	Total Income reduced by Finance Cost for the relevant Fiscal.	
17.	Operating Expenses	Aggregate of Employee benefit expenses, Depreciation, amortization and impairment, and other expenses as reported in the Restated Consolidated Financial Information for the relevant Fiscal.	
18.	Credit Cost	Impairment on financial instruments as reported in the Restated Consolidated Financial Information for the relevant Fiscal.	
19.	Profit After Tax	Profit for the relevant Fiscal/ period attributable to Owners of the Company as reported in the Restated Consolidated Financial Information for the relevant Fiscal.	
20.	Profit After Tax YoY Growth	Percentage growth in Profit After Tax for the relevant Fiscal over Profit After Tax for the immediately preceding Fiscal.	
21.	Basic Earnings Per Equity Share (in ₹)	Basic Earnings Per Equity Share as reported in the Restated Consolidated Financial Information for the relevant Fiscal.	
22.	Average Yield	Interest Income as a percentage of Average Total Net Loans. **Average Total Net Loans**: Simple average of Total Net Loans as at the last day of the relevant Fiscal and Total Net Loans as at the last day of the immediately preceding Fiscal. For Fiscal 2025, in the case of TCL: Simple average of: (a) Total Net Loans as at the last day of the relevant Fiscal; and (b) Total Net Loans as at the last day of the immediately preceding Fiscal plus the Total Gross Loans acquired through the TMFL Scheme of Arrangement as of the acquisition date.	
23.	Average Cost of Borrowings Ratio	Finance Cost as a percentage of Average Total Borrowings for the relevant Fiscal. **Average Total Borrowings**: Simple average of Total Borrowings as at the last day of the relevant Fiscal and Total Borrowings as at the last day of the immediately preceding Fiscal. For Fiscal 2025, in the case of TCL: Simple average of: (a) Total Borrowings as at the last day of the relevant Fiscal; and (b) Total Borrowings as at the last day of the immediately preceding Fiscal plus Total Borrowings acquired through the TMFL Scheme of Arrangement as of the acquisition date.	
24.	Net Interest Margin Ratio	Net Interest Income as a percentage of Average Total Net Loans.	
25.	NIM + Fee Income Ratio	NIM + Fee Income Margin as a percentage of Average Total Net Loans.	
26.	Cost to Income Ratio	Operating Expenses as a percentage of Net Total Income for the relevant Fiscal.	
27.	Operating Expenses Ratio	Operating Expenses as a percentage of Average Total Net Loans.	
28.	Credit Cost Ratio	Credit Cost as a percentage of Average Total Net Loans.	
29.	Return On Equity	Profit after tax as a percentage to Average Total Equity. **Average Total Equity**: Simple average of Total Equity as at the last day of the relevant Fiscal and Total Equity as at the last day of the immediately preceding Fiscal. For Fiscal 2025, in the case of TCL: Simple average of: (a) Total Equity as at the last day of the relevant Fiscal and; (b) Total Equity as at the last day of the immediately preceding Fiscal plus equity shares issued less Goodwill arising on amalgamation and Settlement of Pre-existing relationship pursuant to the TMFL Scheme of Arrangement	These metrics are used by the management to assess the return on the equity share capital and the assets of our Company.

S. No.	Metrics	Description	Relevance
		as of the acquisition date.	
30.	Return On Assets	Profit after tax as a percentage to Average Total Net Loans.	
31.	Gross Stage 3 Loans Ratio	Ratio of Gross Stage 3 Loans as a percentage to Total Gross Loans as at the last day of the relevant Fiscal.	These metrics are used by the management to assess the asset quality of the loan portfolio and adequacy of provisions against Gross Stage 3 loans.
32.	Net Stage 3 Loans Ratio	Gross Stage 3 Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as a percentage to Total Gross Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as at the last day of the relevant Fiscal	
33.	Provision Coverage Ratio	Impairment allowances provided on Gross Stage 3 Loans as a percentage to Gross Stage 3 Loans as at the last day of the relevant Fiscal.	
34.	Total Equity	Equity attributable to owners of the Company reduced by Instruments entirely equity in nature as reported in the Restated Consolidated Financial Information as at the last day of the relevant Fiscal.	These metrics are used by the management to assess the capital requirement for the Company while ensuring that the Company meets the regulatory requirements as applicable.
35.	Total Borrowings	Debt securities, Borrowings (Other than debt securities) and Subordinated liabilities as reported in the Restated Consolidated Financial Information as at the last day of the relevant Fiscal.	
36.	Total Borrowings to Total Equity	Total Borrowings divided by Total Equity.	
37.	CRAR (%)	Computed from the standalone financial statements of the Company, as the sum of CRAR – Tier I and CRAR – Tier II.	
38.	CRAR – Tier I (%)	Computed from the standalone financial statements of the Company as Tier I capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.	
39.	CRAR – Tier II (%)	Computed from the standalone financial statements of the Company as Tier II capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.	

Comparison with listed industry peers

a. *Comparison of accounting ratios*:

Following is a comparison of our accounting ratios with the listed peers:

Name of the Company	Revenue from operations for Fiscal 2025 (₹ in million)	Face value of equity shares (₹)	EPS (₹)		Return on Net Worth	NAV (per share) (₹)	P/E^	P/B$
			Basic	Diluted				
Company*	283,127.4	10	9.3	9.3	11.2%	79.5	[●]#	[●]#
Bajaj Finance Limited	696,835.1	1	26.89	26.82	17.35%	155.6	32.6	5.6
Shriram Finance Limited	418,344.2	2	50.82	50.75	16.83%	300.3	12.1	2.0
Cholamandalam Investment and Finance Company Limited	258,459.8	2	50.72	50.60	18.01%	281.5	28.1	5.1
L&T Finance Limited	159,242.4	10	10.61	10.57	10.34%	102.5	19.0	2.0
Sundaram Finance Limited	84,856.3	10	170.53	170.53	13.74%	1,187.8	26.8	3.8
HDB Financial Services Limited	163,002.8	10	27.40	27.30	14.57%	198.8	27.4	3.8

Source: All the financial information for listed industry peers mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the annual report or financial statements as available of the respective company for the financial year ended March 31, 2025 submitted to stock exchanges. Further, data for HDB Financial Services Limited except for P/E and P/B has been sourced from Prospectus dated June 28, 2025.

^P/E ratio for the peer companies are computed based on closing market price as on August 1, 2025 at NSE, divided by Diluted EPS (on consolidated basis) based on the financial results or annual report of the company for the Financial Year 2025, except for Bajaj Finance Limited which has been adjusted for bonus issue and face value split undertaken after March 31, 2025.

**Financial information of our Company has been derived from the Restated Consolidated Financial Information.*

#To be included in respect of our Company in the Prospectus based on the Offer Price.

$P/B ratio for the listed industry peers has been computed based on the closing market price of equity shares on NSE as on August 1, 2025 divided by the net asset value per equity share as of the last day of the year ended March 31, 2025, except for Bajaj Finance Limited which has been adjusted for bonus issue and face value split undertaken after March 31, 2025.

b. ***Comparison of our KPIs*:**

While our Company considers the following companies as listed peers, the definitions and explanation considered for the below KPIs by such peer companies may not be the same as our Company. Accordingly, certain KPIs of our Company stated below, should be read in the context of the explanation and definitions provided in this section, and shall not be considered as comparable with below mentioned peer companies. Following is a comparison of our KPIs with the listed peer:

Particulars	Units	Our Company [1]			Bajaj Finance Limited [2]			Shriram Finance Limited [3]			Cholamandalam Investment and Finance Company Limited[4]		
		As at March 31/ For Fiscal			As at March 31/ For Fiscal			As at March 31/ For Fiscal			As at March 31/ For Fiscal		
		2025	2024	2023	2025	2024	2023	2025	2024	2023	2025	2024	2023
Number of Branches	Number	1,496	867	539	4,263	4,145	3,733	3,220	3,082	2,922	1,613	1,387	1,191
Number of Employees	Number	29,397	19,250	14,490	64,092	53,782	43,147	79,872	74,645	64,052	64,941	54,098	44,922
Number of Customers	Number in Million	7.0	4.5	3.2	101.8	83.6	69.1	9.6	8.4	7.3	4.4	3.6	2.5
Disbursements	(₹ in million)	1,423,016.8	1,049,943.7	747,666.6	NA	NA	NA	NA	NA	NA	1,008,690.0	887,250.0	665,320.0
Disbursements YoY Growth	%	35.5%	40.4%	39.9%	NA	NA	NA	NA	NA	NA	14.0%	33.0%	87.0%
Total Gross Loans	(₹ in million)	2,265,529.6	1,612,310.8	1,201,968.6	4,166,610.0	3,306,150.0	2,473,790.0	2,631,902.7	2,248,619.8	1,856,828.6	1,847,460.0	1,455,720.0	1,064,980.0
Retail Finance	(₹ in million)	1,411,142.1	950,316.8	681,879.3	NA	NA	NA	NA	NA	NA	NA	NA	NA
SME Finance	(₹ in million)	594,629.8	467,614.8	392,028.3	NA	NA	NA	NA	NA	NA	NA	NA	NA
Corporate Finance	(₹ in million)	259,757.7	194,379.2	128,061.0	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total Gross Loans YoY Growth	%	40.5%	34.1%	28.8%	26.0%	34.0%	25.0%	17.1%	20.9%	15.5%	27.0%	37.0%	38.0%
Secured Gross Loans as Percentage of Total Gross Loans	%	79.0%	75.5%	76.9%	NA	NA	NA	NA	NA	NA	NA	NA	NA
Interest Income	(₹ in million)	257,197.7	163,664.7	119,109.0	611,640.0	483,070.0	355,490.0	403,076.4	335,996.6	286,073.6	237,477.4	176,271.1	120,825.8
Finance Cost	(₹ in million)	150,296.4	95,682.3	66,006.4	247,710.0	187,250.0	125,600.0	184,545.8	148,061.2	129,312.7	124,945.3	92,307.5	57,480.3
Net Interest Income	(₹ in million)	106,901.3	67,982.4	53,102.6	363,930.0	295,820.0	229,890.0	NA	NA	NA	NA	NA	NA
Fee Income	(₹ in million)	23,456.0	12,728.5	8,474.8	59,830.0	52,671.7	43,556.3	6,819.3	4,573.8	2,426.1	17,391.2	13,421.2	6,507.0
Investment Income	(₹ in million)	3,045.0	5,590.6	8,791.1	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total Income	(₹ in	283,698.7	181,983.8	136,374.9	697,247.8	549,825.1	414,182.6	418,594.7	349,976.1	298,028.9	261,527.6	194,198.7	131,055.9

Particulars	Units	Our Company [1]			Bajaj Finance Limited [2]			Shriram Finance Limited [3]			Cholamandalam Investment and Finance Company Limited[4]		
		As at March 31/ For Fiscal			As at March 31/ For Fiscal			As at March 31/ For Fiscal			As at March 31/ For Fiscal		
		2025	2024	2023	2025	2024	2023	2025	2024	2023	2025	2024	2023
	million)												
NIM + Fee Income Margin	(₹ in million)	130,357.3	80,710.9	61,577.4	NA	NA	NA	NA	NA	NA	NA	NA	NA
Net Total Income	(₹ in million)	133,402.3	86,301.5	70,368.5	449,540.0	362,580.0	288,580.0	NA	NA	NA	NA	NA	NA
Operating Expenses	(₹ in million)	56,134.2	36,242.0	26,650.5	149,260.0	123,250.0	101,420.0	NA	NA	NA	NA	NA	NA
Credit Cost	(₹ in million)	28,268.3	5,922.6	5,742.9	79,660.3	46,307.0	31,896.5	53,116.6	45,183.4	41,591.7	24,943.1	13,176.0	8,497.1
Profit After Tax	(₹ in million)	36,646.6	31,502.1	30,292.0	166,378.2	144,511.7	115,076.9	97,610.0	71,904.8	59,793.4	42,627.0	34,200.6	26,648.5
Profit After Tax YoY Growth	%	16.3%	4.0%	79.5%	16.0%	26.0%	64.0%	NA	NA	NA	25.0%	NA	NA
Basic Earnings Per Equity Share	(in ₹)	9.3	8.6	8.4	268.9	236.9	190.5	51.9	38.3	NA	50.7	41.2	32.4
Average Yield	%	12.6%	11.9%	11.5%	NA	NA	NA	NA	NA	NA	NA	NA	NA
Average Cost of Borrowings Ratio	%	7.8%	7.3%	6.6%	8.0%	7.7%	7.0%	NA	NA	NA	NA	NA	NA
Net Interest Margin Ratio	%	5.2%	5.0%	5.1%	NA	10.4%	10.6%	NA	NA	NA	NA	NA	NA
NIM + Fee Income Ratio	%	6.4%	5.9%	6.0%	NA	NA	NA	NA	NA	NA	NA	NA	NA
Cost to Income Ratio	%	42.1%	42.0%	37.9%	33.2%	34.0%	35.1%	NA	NA	NA	NA	NA	NA
Operating Expenses Ratio	%	2.7%	2.6%	2.6%	NA	NA	NA	NA	NA	NA	NA	NA	NA
Credit Cost Ratio	%	1.4%	0.4%	0.6%	2.2%	1.6%	1.5%	NA	NA	NA	NA	NA	NA
Return On Equity	%	12.6%	15.5%	20.6%	19.2%	22.1%	23.5%	NA	NA	NA	NA	NA	NA
Return On Assets	%	1.8%	2.3%	2.9%	4.6%	5.1%	5.3%	NA	NA	NA	NA	NA	NA
Gross Stage 3 Loans Ratio	%	1.9%	1.5%	1.7%	1.0%	0.9%	0.9%	4.6%	5.5%	6.2%	4.0%	3.5%	4.6%
Net Stage 3 Loans Ratio	%	0.8%	0.4%	0.4%	0.4%	0.4%	0.3%	2.6%	2.7%	3.2%	2.6%	2.3%	3.1%
Provision Coverage Ratio	%	58.5%	74.1%	77.1%	53.7%	57.0%	63.8%	43.3%	51.8%	50.1%	34.6%	35.2%	33.8%
Total Equity	(₹ in million)	331,838.1	234,171.3	173,398.6	966,928.7	766,953.5	543,719.8	562,805.7	485,683.9	433,066.4	236,686.9	195,932.4	143,461.0
Total Borrowings	(₹ in million)	2,084,149.3	1,481,852.9	1,133,359.1	NA	2,933,458.3	2,166,904.9	NA	NA	NA	NA	NA	NA
Total Borrowings to Total Equity	No. of times	6.6	6.3	6.5	3.7	3.8	4.0	4.2	3.8	3.7	7.4	6.9	6.8
CRAR	%	16.9%	16.7%	NA[40]	21.9%	22.5%	25.0%	20.7%	20.3%	22.6%	19.8%	18.6%	17.1%
CRAR – Tier I	%	12.8%	11.9%	NA[40]	21.1%	21.5%	23.2%	19.0%	19.6%	21.2%	14.4%	15.1%	14.8%

Particulars	Units	Our Company [(1)]			Bajaj Finance Limited [(2)]			Shriram Finance Limited [(3)]			Cholamandalam Investment and Finance Company Limited[(4)]		
		As at March 31/ For Fiscal			As at March 31/ For Fiscal			As at March 31/ For Fiscal			As at March 31/ For Fiscal		
		2025	2024	2023	2025	2024	2023	2025	2024	2023	2025	2024	2023
CRAR – Tier II	%	4.1%	4.9%	NA	0.8%	1.0%	1.8%	0.6%	0.8%	1.4%	5.3%	3.5%	2.4%

Particulars	Units	Our Company [(1)]			L&T Finance Limited [(5)]			Sundaram Finance Limited [(6)]			HDB Financial Services Limited [(7)]		
		As at March 31/ For Fiscal			As at March 31/ For Fiscal			As at March 31/ For Fiscal			As at March 31/ For Fiscal		
		2025	2024	2023	2025	2024	2023	2025	2024	2023	2025	2024	2023
Number of Branches	Number	1,496	867	539	2,297	1,965	1,861	1,108	1,094	1,037	1,771	1,682	1,492
Number of Employees	Number	29,397	19,250	14,490	36,521	30,534	27,506	11,977	12,270	11,914	60,432	56,560	45,883
Number of Customers	Number in Million	7.0	4.5	3.2	NA	NA	NA	5.1	5.0	5.1	19.2	15.8	12.2
Disbursements	(₹ in million)	1,423,016.8	1,049,943.7	747,666.6	603,050.0	562,930.0	469,750.0	NA	NA	NA	661,075.0	608,992.5	448,017.6
Disbursements YoY Growth	%	35.5%	40.4%	39.9%	7.0%	20.0%	26.0%	NA	NA	NA	8.6%	NA	NA
Total Gross Loans	(₹ in million)	2,265,529.6	1,612,310.8	1,201,968.6	977,620.0	855,650.0	808,930.0	689,040.0	577,990.0	457,330.0	1,068,775.8	902,179.3	700,307.0
Retail Finance	(₹ in million)	1,411,142.1	950,316.8	681,879.3	NA	NA	NA	NA	NA	NA	NA	NA	NA
SME Finance	(₹ in million)	594,629.8	467,614.8	392,028.3	NA	NA	NA	NA	NA	NA	NA	NA	NA
Corporate Finance	(₹ in million)	259,757.7	194,379.2	128,061.0	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total Gross Loans YoY Growth	%	40.5%	34.1%	28.8%	14.0%	6.0%	-8.0%	NA	NA	NA	18.5%	28.8%	14.2%
Secured Gross Loans as Percentage of Total Gross Loans	%	79.0%	75.5%	76.9%	NA	NA	NA	NA	NA	NA	73.0%	71.3%	72.9%
Interest Income	(₹ in million)	257,197.7	163,664.7	119,109.0	146,632.9	129,139.3	125,651.1	71,394.5	58,523.7	45,461.4	138,357.9	111,567.2	89,277.8
Finance Cost	(₹ in million)	150,296.4	95,682.3	66,006.4	59,967.6	53,771.9	57,972.4	42,259.8	34,178.6	24,095.5	63,901.5	48,643.2	35,119.2
Net Interest Income	(₹ in million)	106,901.3	67,982.4	53,102.6	NA	NA	NA	NA	NA	NA	74,456.4	62,924.0	54,158.6
Fee Income	(₹ in million)	23,456.0	12,728.5	8,474.8	10,773.4	6,624.8	1,581.5	3,304.9	2,809.1	2,379.0	11,924.5	9,531.1	7,564.1
Investment Income	(₹ in million)	3,045.0	5,590.6	8,791.1	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total Income	(₹ in million)	283,698.7	181,983.8	136,374.9	159,409.8	140,551.2	133,017.0	85,629.8	72,855.0	55,441.3	150,836.2	122,215.7	97,689.5
NIM + Fee Income Margin	(₹ in million)	130,357.3	80,710.9	61,577.4	NA	NA	NA	NA	NA	NA	NA	NA	NA

Particulars	Units	Our Company (1)			L&T Finance Limited (5)			Sundaram Finance Limited (6)			HDB Financial Services Limited (7)		
		As at March 31/ For Fiscal			As at March 31/ For Fiscal			As at March 31/ For Fiscal			As at March 31/ For Fiscal		
		2025	2024	2023	2025	2024	2023	2025	2024	2023	2025	2024	2023
Net Total Income	(₹ in million)	133,402.3	86,301.5	70,368.5	NA	NA	NA	NA	NA	NA	86,934.7	73,572.5	62,570.3
Operating Expenses	(₹ in million)	56,134.2	36,242.0	26,650.5	NA	NA	NA	NA	NA	NA	37,239.1	31,428.1	24,399.3
Credit Cost	(₹ in million)	28,268.3	5,922.6	5,742.9	21,933.5	13,223.6	15,601.8	2,518.7	2,983.7	2,020.0	21,130.5	10,673.9	13,304.0
Profit After Tax	(₹ in million)	36,646.6	31,502.1	30,292.0	26,436.6	23,201.0	16,232.5	18,794.4	14,360.2	13,277.6	21,759.2	24,608.4	19,593.5
Profit After Tax YoY Growth	%	16.3%	4.0%	79.5%	14.0%	NA	NA	NA	NA	NA	-11.6%	25.6%	93.7%
Basic Earnings Per Equity Share	(in ₹)	9.3	8.6	8.4	10.6	9.3	6.6	170.5	130.3	120.5	27.4	31.1	24.8
Average Yield	%	12.6%	11.9%	11.5%	15.2%	15.3%	13.6%	NA	NA	NA	NA	NA	NA
Average Cost of Borrowings Ratio	%	7.8%	7.3%	6.6%	NA	NA	NA	NA	NA	NA	7.9%	7.5%	6.8%
Net Interest Margin Ratio	%	5.2%	5.0%	5.1%	8.7%	8.7%	7.1%	NA	NA	NA	NA	NA	NA
NIM + Fee Income Ratio	%	6.4%	5.9%	6.0%	10.6%	NA	NA	NA	NA	NA	NA	NA	NA
Cost to Income Ratio	%	42.1%	42.0%	37.9%	NA	NA	NA	NA	NA	NA	42.8%	42.7%	39.0%
Operating Expenses Ratio	%	2.7%	2.6%	2.6%	4.3%	4.3%	3.3%	NA	NA	NA	NA	NA	NA
Credit Cost Ratio	%	1.4%	0.4%	0.6%	2.5%	2.5%	2.8%	NA	NA	NA	NA	NA	NA
Return On Equity	%	12.6%	15.5%	20.6%	10.9%	10.4%	7.8%	NA	NA	NA	14.7%	19.6%	18.7%
Return On Assets	%	1.8%	2.3%	2.9%	2.4%	2.3%	1.5%	NA	NA	NA	2.2%	3.0%	3.0%
Gross Stage 3 Loans Ratio	%	1.9%	1.5%	1.7%	3.3%	3.2%	4.7%	1.4%	1.2%	1.8%	2.3%	1.9%	2.7%
Net Stage 3 Loans Ratio	%	0.8%	0.4%	0.4%	1.0%	0.8%	1.5%	0.7%	0.6%	0.9%	1.0%	0.6%	1.0%
Provision Coverage Ratio	%	58.5%	74.1%	77.1%	71.0%	76.0%	69.0%	NA	NA	NA	56.0%	66.8%	65.1%
Total Equity	(₹ in million)	331,838.1	234,171.3	173,398.6	255,640.0	234,384.4	215,283.7	131,968.3	110,782.2	99,198.0	158,197.5	137,427.1	114,369.7
Total Borrowings	(₹ in million)	2,084,149.3	1,481,852.9	1,133,359.1	922,469.0	765,400.0	830,430.0	NA	NA	NA	873,977.7	743,306.7	548,653.1
Total Borrowings to Total Equity	No. of times	6.6	6.3	6.5	3.6	3.3	3.9	4.6	4.7	4.3	5.9	5.8	5.3
CRAR	%	16.9%	16.7%	NA[(40)]	22.3%	22.8%	24.5%	20.4%	20.5%	22.8%	19.2%	19.3%	20.1%
CRAR – Tier I	%	12.8%	11.9%	NA[(40)]	20.8%	21.0%	22.1%	NA	16.8%	17.7%	14.7%	14.1%	15.9%
CRAR – Tier II	%	4.1%	4.9%	NA	1.5%	1.8%	2.4%	NA	3.7%	5.1%	4.6%	5.1%	4.1%

NA – Comparative data is not available

Source: All the information for the listed peers mentioned above is sourced from the prospectus, audited financial statements, annual reports or investor presentations as submitted to the stock exchanges by respective listed peers.

Notes:

1. For notes and definitions of KPIs related to our Company, please see "- *Key Performance Indicators ("**KPIs**")" on page 142*.

2. *For Bajaj Finance Limited:*
   - *Locations as reported by the company in the investor presentation for the relevant fiscal year has been considered as count of branches*
   - *Customer franchise as reported by the company in the investor presentation for the relevant fiscal year has been considered as count of customers*
   - *AUM as reported by the company in the investor presentation for the relevant fiscal year has been considered as total gross loans*
   - *Interest Expenses as reported by the company in the investor presentation for the relevant fiscal year has been considered as the finance cost*
   - *Fees and commission income as reported by the company in the investor presentation for the relevant fiscal year has been considered as the fee income*
   - *Loan losses & provision as reported by the company in the investor presentation for the relevant fiscal year has been considered as the credit cost*
   - *Cost of funds as reported by the company in the investor presentation for the relevant fiscal year has been considered as the average cost of borrowings*
   - *Opex to Net total income as reported by the company in the investor presentation for the relevant fiscal year has been considered as the cost to income ratio*
   - *Loan losses to avg. AUF as reported by the company in the investor presentation for the relevant fiscal year has been considered as the credit cost*
   - *Equity (Equity share capital + Other Equity) in the annual report and Net worth (Equity share capital + Other Equity) in financial results for the relevant fiscal year has been considered as the total equity*
   - *Consolidated borrowings as reported by the company in the annual report for the relevant fiscal year has been considered as total borrowings*
   - *Leverage Ratio as reported by the company in the annual report for the relevant fiscal year has been considered as total borrowings to total equity*
3. *For Shriram Finance Limited:*
   - *Branch offices as reported by the company in the investor presentation for the relevant fiscal year has been considered as count of branches*
   - *Assets under Management (AUM) as reported by the company in the investor presentation for the relevant fiscal year has been considered as total gross loans*
   - *Interest Expended as reported by the company in the investor presentation for the relevant fiscal year has been considered as the finance cost*
   - *Fee and commission income as reported by the company in the financials for the relevant fiscal year has been considered as the fee income*
   - *Impairment on financial instruments as reported by the company in the financials and annual report for the relevant fiscal year has been considered as the credit cost*
   - *Debt-Equity ratio as reported by the company in the financials for the relevant fiscal year has been considered as total borrowings to total equity*
   - *Data for Shriram Finance Limited have been considered on a standalone basis.*
4. *For Cholamandalam Investment and Finance Company Limited:*
   - *Assets under Management (AUM) as reported by the company in the investor presentation for the relevant fiscal year has been considered as total gross loans*
   - *Fee & Commission income as reported by the company in the annual report & financial statements for the relevant fiscal year has been considered as the fee income*
   - *Impairment of financial instruments as reported by the company in the annual report & financial statements for the relevant fiscal year has been considered as the credit cost*
   - *Gross Stage 3 Loans Ratio and Net Stage 3 Loans Ratio are as per RBI asset classification norms*
   - *Debt Equity Ratio as reported by the company in the financials for the relevant fiscal year/period has been considered as total borrowings to total equity*
5. *For L&T Finance Limited:*
   - *Total Book as reported by the company in the investor presentation for the relevant fiscal year has been considered as total gross loans*
   - *Fees & Commission income as reported by the company on a consolidated basis in the annual report & financial statements for the relevant fiscal year has been considered as the fee income*
   - *Yield as reported by the company in the investor presentation for the relevant fiscal year has been considered as the average yield*
   - *Debt /Equity (Closing) as reported by the company in the investor presentation for the relevant fiscal year has been considered as total borrowings to total equity*
6. *For Sundaram Finance Limited:*
   - *Assets under Management (AUM) as reported by the company on a consolidated basis in the investor presentation for the relevant fiscal year – Includes onling lending AUM for Sundaram Finance and Sundaram Home Finance has been considered as total gross loans*
   - *Fee & Commission income as reported by the company on a consolidated basis in the annual report & financial statements for the relevant fiscal year has been considered as the fee income*
   - *Debt equity ratio as reported by the company in the financial statements for the relevant fiscal year has been considered as total borrowings to total equity*
7. *For HDB Financial Services Limited*
   - *Information has been sourced from the prospectus dated June 28, 2025 submitted to SEBI and Stock Exchanges*

Weighted average cost of acquisition ("WACA"), floor price and cap price

I. Price per share of our Company (as adjusted for corporate actions, including bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under the ESOP Scheme and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Updated Draft Red Herring Prospectus – I, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s) and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances")

Our Company has not issued any equity shares during the 18 months preceding the date of this Updated Draft Red Herring Prospectus – I, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company, in a single transaction or multiple transactions combined together over a span of rolling 30 days.

J. Price per share of our Company (as adjusted for corporate actions, including bonus issuances) based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) involving our Promoter (also the Promoter Selling Shareholder), Promoter Group, the Investor Selling Shareholder or other shareholders with the right to nominate directors on our Board during the 18 months preceding the date of filing of this Updated Draft Red Herring Prospectus – I, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions")

There have been no secondary sale/ acquisitions of Equity Shares, where the Promoter Selling Shareholder, Promoter Group, or the Investor Selling Shareholder are a party to the transaction, during the 18 months preceding the date of this Updated Draft Red Herring Prospectus – I, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days. Further, there are no Shareholders with special right to nominate one or more directors on the Board of our Company.

K. If there are no such transactions to report under H and I, the following are the details of the price per share of our Company basis the last five primary or secondary transactions (secondary transactions where our Promoter (also Promoter Selling Shareholder), the Investor Selling Shareholder or other shareholders with the right to nominate directors on our Board, are a party to the transaction), not older than three years prior to the date of filing of this Updated Draft Red Herring Prospectus – I irrespective of the size of transactions:

I. Primary transactions:

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (in ₹)	Issue price per equity share (₹)	Nature of allotment	Nature of consideration	Total consideration (₹ in million)
December 29, 2023	53,257,371	10.0	188.4	Rights issue	Cash	10,033.7
January 2, 2024	71,648,559	10.0	NA*	Allotment pursuant to merger	Other than cash	NA*
March 21, 2025	53,520,102	10.0	281.0	Rights issue	Cash	15,039.1
May 13, 2025	183,867,495	10.0	NA^	Allotment pursuant to merger	Other than cash	NA^
July 18, 2025	51,074,292	10.0	343.0	Rights issue	Cash	17,518.5
Total	**413,367,819**					**42,591.3**
Weighted average cost of acquisition (WACA)						**103.0**

* *The consideration and issue price per equity share for the allotment of Equity Shares to International Finance Corporation pursuant to the merger of TCCL into our Company with effect from January 1, 2024 is taken as "NA" and hence, the same has not been considered for the calculation of weighted average cost of acquisition.*

^ *The consideration and issue price per equity share for the allotment of Equity Shares to TMF Holdings Limited pursuant to the merger of TMFL into our Company with effect from May 8, 2025 is taken as "NA" and hence, the same has not been considered for the calculation of weighted average cost of acquisition.*

II. Secondary transactions

Date of transfer	Name of transferor	Name of transferee	Number of Equity Shares	Face value per Equity Shares (in ₹)	Price per Equity Shares (₹)	Nature of consideration	Total Consideration (₹ in million)
March 27, 2023	Tata Industries Limited	Tata Sons Private Limited	2,272,346	10.0	135.1	Cash	307.0
Total			**2,272,346**				**307.0**
Weighted average cost of acquisition (WACA)							**135.1**

L. The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition at which the Equity Shares were issued by our Company, or acquired or sold by our Promoter (also the Promoter Selling Shareholder), Investor Selling Shareholder or other shareholders with the right to nominate directors on our Board are disclosed below:

(in ₹)

Past Transactions	WACA#	Floor Price* (in times)	Cap Price* (in times)
Weighted average cost of acquisition of Primary Issuances	NA	[●]*	[●]*
Weighted average cost of acquisition of Secondary Transactions	NA	[●]*	[●]*
Since there were no Primary Issuance or Secondary Transactions of equity shares of the Company during the 18 months preceding the date of filing of this Updated Draft Red Herring Prospectus – I, where either issuance or acquisition/ sale is equal to or more than five per cent of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), the information has been disclosed for price per share of our Company based on the last five secondary transactions where Promoter (also the Promoter Selling Shareholder), the members of the Promoter Group, or the Investor Selling Shareholder are a party to the transaction, during the last three years preceding to the date of filing of this Updated Draft Red Herring Prospectus - I irrespective of the size of the transaction:			
-Based on Primary Issuances	103.0**^	[●]*	[●]*
-Based on Secondary Transactions	135.1	[●]*	[●]*

**To be updated at the Prospectus stage.*

*** The consideration and issue price per equity share for the allotment of Equity Shares to International Finance Corporation pursuant to the merger of TCCL into our Company with effect from January 1, 2024 is taken as "NA" and hence, the same has not been considered for the calculation of weighted average cost of acquisition.*

^ The consideration and issue price per equity share for the allotment of Equity Shares to TMF Holdings Limited pursuant to the merger of TMFL into our Company with effect from May 8, 2025 is taken as "NA" and hence, the same has not been considered for the calculation of weighted average cost of acquisition.

 # As certified by Manian & Rao, Chartered Accountants pursuant to their certificate dated August 4, 2025.

M. Justification for Basis of Offer price

1. **The following provides an explanation to the Cap Price being [●] times of weighted average cost of acquisition of Equity Shares that were issued by our Company or acquired or sold by the Selling Shareholders or other shareholders with rights to nominate directors on our Board by way of primary and secondary transactions in the last three full Financial Years preceding the date of this Updated Draft Red Herring Prospectus - I compared to our Company's KPIs for the Financial Years 2025, 2024 and 2023**

   [●]*

   **To be provided post finalization of price band.*

2. **The following provides an explanation to the Cap Price being [●] times of weighted average cost of acquisition of Equity Shares that were issued by our Company or acquired or sold by the Selling Shareholders or other shareholders with the right to nominate directors on our Board by way of primary and secondary transactions in the last three full Financial Years preceding the date of this Updated Draft Red Herring Prospectus – I compared to our financial ratios for the Financial Years 2025, 2024 and 2023**

   [●]*

   **To be provided post finalization of price band.*

3. **The following provides an explanation to the Cap Price being [●] times of weighted average cost of**

acquisition of Equity Shares that were issued by our Company or acquired by the Selling Shareholders or other shareholders with the right to nominate directors on our Board by way of primary and secondary transactions in view of external factors, if any

[●]*
**To be provided post finalization of price band.*

The Offer Price of ₹ [●] has been determined by our Company, in consultation with the BRLMs, on the basis of the demand from investors for the Equity Shares through the Book Building process. Investors should read the abovementioned information along with "*Risk Factors*", "*Our Business*" and "*Financial Information*" beginning on pages 45, 299 and 424, respectively, to have a more informed view.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

Date: 11 July 2025

To,
The Board of Directors
Tata Capital Limited
11th Floor, Tower A, Peninsula Business Park
Ganpatrao Kadam Marg,
Lower Parel,
Mumbai 400013

Re: Statement of possible special tax benefits available to Tata Capital Limited ("the Company"), its shareholders and Tata Capital Housing Finance Limited ("Material Subsidiary"), prepared in accordance with the requirements under Schedule VI (Part A)(9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI ICDR Regulations")

1. We, M S K A & Associates, Chartered Accountants, and M.P. Chitale & Co., Chartered Accountants, Joint Statutory Auditors of the Company (collectively, "we" or "us" or "our" or "Firms"), hereby confirm the enclosed Statement in the Annexure prepared and issued by the Company, which provides the possible special tax benefits under Income-tax Act, 1961 presently in force in India viz. the Income-tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017 (hereinafter refer to as 'Act'), including the rules, regulations, circulars and notifications issued in connection thereto, as applicable to the assessment year 2026-27 relevant to the financial year 2025-26, available to the Company, its shareholders; and Tata Capital Housing Finance Limited ("Material Subsidiary") identified as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Several of these benefits are dependent on the Company, its shareholders and Material Subsidiary, as the case may be, fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company, its shareholders and Material Subsidiary to derive the special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company, its shareholders and Material Subsidiary face in the future, the Company, its shareholders and Material Subsidiary may or may not choose to fulfil.

2. This Statement of possible special tax benefits is required as per Schedule VI (Part A)(9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ('SEBI ICDR Regulations'). While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, the same would include those benefits as enumerated in the statement. Any benefits under the Taxation Laws other than those specified in the Statement are considered to be general tax benefits and therefore not covered within the ambit of this statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the Statement, have not been examined and covered by this Statement.

3. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

4. The benefits discussed in the enclosed Statement cover the possible special tax benefits available to the Company, its shareholders and its Material Subsidiary and do not cover any general tax benefits available to them.

5. In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

6. The benefits stated in the enclosed Statement are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the distinct nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation

in the issue and we shall in no way be liable or responsible to any shareholder or subscriber for placing reliance upon the contents of this statement. Also, any tax information included in this written communication was not intended or written to be used, and it cannot be used by the Company or the investor, for the purpose of avoiding any penalties that may be imposed by any regulatory, governmental taxing authority or agency.

7. We do not express any opinion or provide any assurance whether:
    - The Company, its shareholders and Material Subsidiary will continue to obtain these benefits in future;
    - The conditions prescribed for availing the benefits have been/would be met;
    - The revenue authorities/courts will concur with the views expressed herein.

8. We conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' (Revised 2016)' issued by the Institute of Chartered Accountants of India (the "Guidance Note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

10. The contents of the enclosed Statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. We have relied upon the information and documents of the Company being true, correct, and complete and have not audited or tested them. Our view, under no circumstances, is to be considered as an audit opinion under any regulation or law. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our Firm or any of partners or affiliates, shall not be responsible for any loss, penalties, surcharges, interest or additional tax or any tax or non-tax, monetary or non-monetary, effects or liabilities (consequential, indirect, punitive or incidental) before any authority / otherwise within or outside India arising from the supply of incorrect or incomplete information of the Company.

11. This Statement is addressed to Board of Directors and issued at specific request of the Company. The enclosed Annexure to this Statement is intended solely for your information and for inclusion in the updated draft red herring prospectus – I and any other material in connection with the proposed initial public offering of equity shares of the Company, and is not to be used, referred to or distributed for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. Any subsequent amendment / modification to provisions of the applicable laws may have an impact on the views contained in our Statement. While reasonable care has been taken in the preparation of this certificate, we accept no responsibility for any errors or omissions therein or for any loss sustained by any person who relies on it.

For M S K A & Associates,
Chartered Accountants
ICAI Firm's Registration Number: 105047W

Swapnil Kale
Partner
Membership No.: 117812

UDIN: 25117812BMNUVR6700

Date: 11 July 2025
Mumbai

For M.P. Chitale & Co.,
Chartered Accountants
ICAI Firm's Registration Number: 101851W

Murtuza Vajihi
Partner
Membership No.: 112555

UDIN: 25112555BMLYOB8164

Date: 11 July 2025
Mumbai

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO TATA CAPITAL LIMITED ('THE COMPANY') AND ITS SHAREHOLDERS AND ITS MATERIAL SUBSIDIARY UNDER APPLICABLE DIRECT (THE INCOME-TAX ACT, 1961) AND INDIRECT TAX LAWS IN INDIA

This statement sets out below the possible tax benefits available to the Company, its material subsidiary and its investors to whom shares may be allotted in terms of proposed issue under the current tax laws presently in force in India. Several of these benefits are dependent on fulfilling various conditions prescribed under the relevant tax laws. Accordingly, the ability of the Company, its material subsidiary and shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which are based on the business imperatives, the Company or its material subsidiary or the shareholders may or may not choose to fulfil.

This statement sets out below the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences/ implications of the subscription, ownership and disposal of equity shares pursuant to the proposed Issue. This statement is only intended to provide general information to the investors and is neither exhaustive or comprehensive nor designed or intended to be a substitute for professional/legal tax advice. In view of the individual nature of tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

Special Tax benefit available to the Company under the Income-tax Act, 1961 (the Act):

Deduction of provision for bad and doubtful debts incurred by the Company.

Any bad debt or part thereof which has been written off as irrecoverable in the books of accounts is allowable as a deduction under section 36(1)(vii) of the Act in computing the "Profits and gains of business or profession", subject to fulfilment of the conditions specified in section 36(2) of the Act. The Company should be entitled for such deduction under section 36(1)(vii) of the Act.

The Company being a non-banking finance company registered with Reserve Bank of India ('RBI') and its material subsidiary being a housing finance company registered with National Housing Bank ('NHB') are entitled to a deduction under section 36(1)(viia) of the Act in respect of provisions made for bad and doubtful debts in its books of account to the extent of 5% of its total income (computed before making any deduction under this section and Chapter VI-A of the Act), subject to certain conditions, while computing the total income under the head "Profit and gain of business or profession."

The subsequent claim of deduction of actual bad debts under section 36(1)(vii) of the Act should be reduced to the extent of deduction already allowed under section 36(1)(viia) of the Act.

Further, as per section 41(4) of the Act, where any deduction has been allowed to the Company in respect of a bad debt under Section 36(1)(vii) of the Act, then any amount subsequently recovered on any such debt is greater than the difference between such debt and the amount so allowed as a deduction under section 36(1)(vii) of the Act, the excess shall be deemed to be business income of the year in which it is recovered.

Transfer to Special Reserve under section 36(1)(viii) of the Act:

The Company being a finance company providing long-term finance for development of infrastructure facility in India and its material subsidiary being a housing finance company providing long-term finance to certain eligible business specified under section 36(1)(viii) of the Act, is eligible to claim a deduction under section 36(1)(viii) of the Act, to the extent of 20% of the profits derived from an eligible business or an amount transferred to the special reserve, whichever is lower. The said deduction is allowed subject to fulfillment of certain conditions as specified under the section. It is to be noted that the where the aggregate of the amounts carried to such reserve account from time to time exceeds twice the amount of the paid-up share capital and general reserves, no further deduction shall be allowable in respect of such excess.

Further, as per section 41(4A) of the Act, where any deduction has been allowed in respect of any special reserve created and maintained under section 36(1)(viii) of the Act, then any amount subsequently withdrawn from such reserve shall be deemed to be the business income of the year in which such amount is withdrawn.

Special provision in case of income under section 43D of the Act:

As per section 43D of the Act, the income by way of interest in relation to certain categories of bad and doubtful debts as prescribed in Rule 6EA of the Income-tax Rules, 1962, shall be chargeable to tax in the year in which it is credited to profit and loss account for that year or in which it is actually received, whichever is earlier. The Company and its material subsidiary are complying the provision of section 43D of the Act.

General tax benefits available to the Company under the Act:

Benefit of lower rate of tax under Section 115BAA of the Act

Section 115BAA of the Act provides an option to a domestic company to pay corporate tax at a reduced rate of 22% (plus surcharge of 10% and education cess of 4%) for financial year 2019-20 and onwards, provided the total income of the company is computed without claiming certain specified deductions, and specified brought forward losses. Deduction for additional depreciation is not permitted and the provisions of section 115JB of the Act regarding Minimum Alternate Tax ('MAT') are not applicable if the Company opts for the concessional income tax rate as prescribed under section 115BAA of the Act. Further, the Company will not be entitled to claim tax credit relating to MAT paid in earlier years.

The option needs to be exercised on or before the due date of filing the income tax return. Option once exercised, cannot be subsequently withdrawn for the same or any other subsequent assessment year. Further, if the conditions mentioned in section 115BAA of the Act are not satisfied in any financial year, the option exercised shall become invalid for assessment year in respect of such financial year and subsequent assessment years, and the other provisions of the Act shall apply as if the option under section 115BAA of the Act had not been exercised.

The Company and its material subsidiary have opted to apply section 115BAA of the Act and pays tax as per rates prescribed under section 115BAA of the Act.

Section 80JJAA of the Act – Deduction of additional employee cost

The Company and its material subsidiary are entitled to claim a deduction of an amount equal to 30% of additional employee cost incurred in the course of business in the previous year, for three consecutive assessment years including the assessment year relevant to the financial year in which such employment is provided (under section 80JJAA of the Act), subject to the fulfilment of prescribed conditions therein.

Section 80M of the Act – Deduction on inter-corporate dividends

The Company is entitled to claim a deduction of the dividend paid against the dividend income. Section 80M of the Act has been inserted in the Act to remove the cascading effect of taxes on inter-corporate dividends from financial year 2020-21 and thereafter. The section inter-alia provides that where the gross total income of a domestic company in any previous year includes any income by way of dividends from any other domestic company or a foreign company or a business trust, there shall, in accordance with and subject to the provisions of this section, be allowed in computing the total income of such domestic company, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by it on or before the due date. The 'due date' means the date one month prior to the date of furnishing the return of income under sub-section (1) of section 139 of the Act.

Income Computation Disclosure Standard ('ICDS')

The Company and its material subsidiary are maintaining its books of account as per IND AS and follows ICDS for computing total income for income-tax purpose. The Company and its material subsidiary will have to make ICDS adjustments to arrive at taxable total income.

Tax benefits/implications to Shareholder/ Investors of the Company

Resident shareholder

Dividend income earned by the shareholders is taxable in their hands at the applicable rates in accordance with the provisions of the Act. A domestic company receiving dividend is eligible to claim deduction under section 80M of the Act on fulfilling certain conditions. (The Company paying dividend will withhold tax at applicable rates on payment of dividend to shareholders.)

Where shares are held as capital assets for more than 12 months immediately preceding its date of transfer, then as per section 112A of the Act, long-term capital gains arising from transfer of an equity share through the recognized stock exchange, should be taxed at 12.5% (plus applicable surcharge and cess), without indexation benefit, subject to fulfillment of prescribed conditions under the Act. Tax shall be levied on capital gains exceeding INR 1,25,000. Further, any capital gain realized on sale of shares held for more than 12 months, which are sold without payment of STT, will also be subject to tax at 12.5% (plus applicable surcharge and cess) without indexation benefit and threshold of INR 1,25,000.

Where shares are held as capital assets for 12 months or less, (as per Section 111A of the Act), short term capital gains arising inter alia from transfer of an equity share through the recognized stock exchange, should be taxed at 20% (plus applicable surcharge and cess) subject to fulfillment of prescribed conditions under the Act.

Short term capital gains other than those covered by Section 111A of the Act and on which Securities Transaction Tax is not paid at the time of transfer would be subject to tax as calculated under normal provisions of the Act.

The new tax regime under section 115BAC of the Act is applicable to individual, Hindu undivided family, association of persons (other than a co-operative society), body of individuals and an artificial juridical person.

Non-resident shareholder

In respect of non-resident shareholders, the tax rates and the consequent taxation shall be as per the provisions of the Act and it is further subject to any benefits available under the applicable DTAA, if any, between India and the country of which the non-resident is a tax resident, as read with the MLI and subject to furnishing of tax residence certificate, electronic Form No. 10F and any other document as may be required. The Company will withhold tax at applicable rates on payment of dividend to shareholders.

UNDER THE INDIRECT TAX LAWS

Outlined below are the special indirect tax benefits available to the Company, its material subsidiary and its shareholders under the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, including the rules, regulations, circulars and notifications issued in connection thereto.

Indirect tax benefits available to the Company

Availment of GST Input credit

The Company is a NBFC registered with the RBI. As per the provision of section 17(4) of the Central Goods and Service Tax Act, 2017, banking company or a financial institution including a non-banking financial company, engaged in supplying services by way of accepting deposits, extending loans or advances shall have the option to avail an amount equal to fifty per cent of the eligible input tax as Input tax credit on inputs, capital goods and input services.

- **Exemption for interest charged earned on loans granted by the Company**

The Company is engaged in the business of supplying financial services *inter alia* includes providing loans and advances and earns consideration in the form of interest. As per entry 27 of the Notification No. 12/2017-Central Tax (Rate) dated 28 June 2017, services by way of extending deposits, loans or advances in so far as the consideration is represented by way of interest or discount (other than interest involved in credit card services), is exempted from GST.

- **Zero rated supplies of services**

As per Section 16 of the Integrated Goods and Services Tax Act, 2017, the following supplies qualifies as zero-rated supply:

a) export of goods or services or both; or
b) supply of goods or services or both for authorized operations to a Special Economic Zone developer or a Special Economic Zone unit

Where the Company is providing supply of services to SEZ unit or SEZ developer, the supply shall qualify as ‘zero-rated’ if the same is for authorized operations of the SEZ and fulfills the other prescribed conditions.

Further, supply of service undertaken by the Company would qualify as ‘export of services’ if the Company has complied with the specified conditions mentioned in the definition of term ‘export of services’ as defined under Section 2(6) of the IGST Act and also fulfills other relevant conditions/requirements.

Indirect Tax benefits/implications to Shareholder/ Investors of the Company

There are no special indirect tax benefits available to the shareholders of the Company and its material subsidiary.

Disclaimer:

1. The above statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

2. This above statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed offer.

3. This Statement is prepared on the basis of information available with the management of the Company and there is no assurance that:

    - the Company, its material subsidiary or its Shareholders will continue to obtain these benefits in future; and
    - the conditions prescribed for availing the benefits have been/ would be met with.

4. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

5. The Statement is as per the current direct tax and indirect tax laws of India and other provisions of law, their interpretation and applicability as on date, which may be subject to change from time to time. Several of these benefits are dependent on the Company or its material subsidiary or its Shareholders fulfilling the conditions prescribed under the relevant provisions of the current direct tax and indirect tax laws of India. This Statement also does not discuss any tax consequences, in any country outside India, of an investment in the shares of an Indian company.

For and on behalf of
Tata Capital Limited

Name: Rakesh Bhatia
Designation: Chief Financial Officer

Place: Mumbai
Date: 11 July 2025

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*Unless otherwise indicated, industry and market data used in this section have been derived from the report titled, "Analysis of NBFC Sector in India" dated July, 2025 (the "**Crisil Report**") prepared and issued by Crisil, which has been commissioned by and paid for by our Company exclusively in connection with the Offer for the purposes of confirming our understanding of the industry in which we operate. Neither we, nor the BRLMs, nor any other person connected with the Offer has independently verified any third- party statistical, financial and other industry information in the Crisil Report. Unless otherwise indicated, all financial, operational, industry and other related information derived from the Crisil Report and included herein with respect to any particular year, refers to such information for the relevant year. The data included herein includes excerpts from the Crisil Report and may have been re-ordered by us for the purposes of presentation. For further details and risks in relation to the Crisil Report, see "Risk Factors – Internal Risks – We have included data derived from the Crisil Report titled "Analysis of NBFC Sector in India" which has been prepared by Crisil, exclusively for the Offer and commissioned and paid for by us and any reliance on such information for making an investment decision in the Offer is subject to inherent risks." on page 75. The Crisil Report will form part of the material documents for inspection and will be made available on the website of our Company upon the filing of the Updated Draft Red Herring Prospectus - I.*

1. Macroeconomic Scenario in India

1.1 As per IMF, Global economy is witnessing downside risks as major policy shifts take control

As per the International Monetary Fund (IMF) (World Economic Outlook – April 2025 outlook), global GDP growth is projected at 2.8% in CY2025 and 3.0% in CY2026 as compared to 3.3% projected in January 2025 for both CY2025 and CY2026. Global growth numbers have been revised on account of swift escalation of trade tensions and high level of policy uncertainty intensifying downside risks. Global inflation is projected at 4.3% in CY2025 and 3.6% in CY2026. Furthermore, the risks to inflation remain significant going forward, with tariffs being imposed by US on imports. US economy contracted by 0.2% in the first quarter of CY 2025 on account of lower consumer and government spending, offset by increase in fixed investments. The euro area's GDP rose 0.6% in the first quarter of 2025 vs a growth of 0.3% in the previous quarter.

India is expected to remain one of the fastest-growing economies in the world despite challenges posed by geopolitical instability. In May 2025, the National Statistical Office (NSO), in its first revised estimates of national income, estimated the country's real gross domestic product (GDP) to have expanded 6.5% on-year in Fiscal 2025.

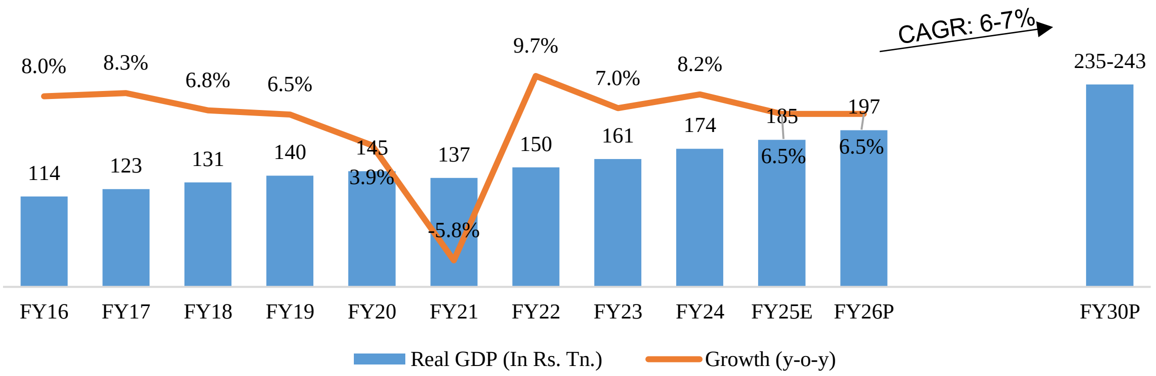
The Trump Administration in the United States (US) announced a host of tariffs on products such as automobile, automobile parts, steel and aluminium in the first three months of CY2025. On April 5, 2025, US announced additional tariff of 10% on nearly all countries in addition to the existing tariffs. China and European Union announced retaliatory tariffs on the US. On April 9, 2025, US government paused differential tariffs for most countries for 90 days excluding China which will face a higher tariff of 125 percent. Introduction of tariffs on major global economies is expected to increase downside risks on global growth.

1.2 India expected to remain one of the fastest growing economies in the world

Going forward, the expectation of slower global growth, along with anticipated reciprocal tariffs on India after three months, is likely to exert downside risks to Crisil's 6.5% growth forecast for fiscal 2026. Uncertainty about the duration and frequent changes in tariffs could also hinder domestic investments. Interest rate cuts, income tax relief and easing inflation are expected to provide tailwinds to domestic consumption in Fiscal 2026, while the expected normal monsoon will support agricultural incomes. Moreover, the anticipated decline in global crude oil prices, resulting from a potential global slowdown, is expected to provide additional support to domestic growth.

Private consumption is expected to improve further on expectations of healthy agricultural production and cooling food inflation. Softer food inflation should create space in household budgets for discretionary spending. Secondly, the tax benefits announced in Union Budget 2025-2026 and increased allocations towards key asset- and employment generating schemes are expected to support consumption. Easing monetary policy by the Reserve Bank of India (RBI) is expected to support discretionary consumption. Crisil Intelligence expects one more repo rate cut in Fiscal 2026, and a pause after that. The central bank's recent liquidity-easing measures including 100 bps rate cut since February 2025 and easier regulations for non-banking financial companies are expected to transmit the benefits from an easier monetary policy to the broader economy. Geopolitics will continue to be the key monitorable, given the wide-ranging changes that the Donald Trump administration is expected to bring about. Exports will have to navigate heightened uncertainties given United States (US) tariffs.

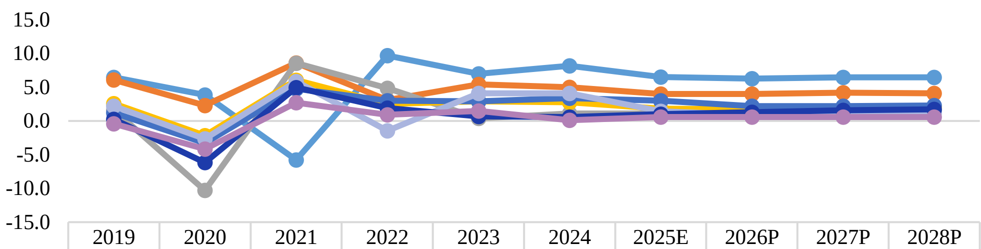
Indian economy expected to grow at 6.5% in Fiscal 2026



Note: E – estimated, P – projected. GDP growth until Fiscal 2024 is actual. GDP estimate for Fiscal 2025 is based on the NSO's second advance estimates. GDP projection for Fiscal 2026 is based on Crisil Intelligence estimates and that for Fiscals 2026-2029 is based on International Monetary Fund (IMF) estimates
Source: NSO, Crisil Intelligence, IMF (World Economic Outlook – April 2025)

Over Fiscals 2022-2024, the Indian economy grew at a faster pace than its global counterparts.

India is one of the fastest-growing major economies (real GDP growth, % on-year)



	2019	2020	2021	2022	2023	2024	2025E	2026P	2027P	2028P
India	6.5	3.9	-5.8	9.7	7.0	8.2	6.5	6.3	6.5	6.5
China	6.1	2.3	8.6	3.1	5.4	5.0	4.0	4.0	4.2	4.1
United Kingdom	1.6	-10.3	8.6	4.8	0.4	1.1	1.1	1.4	1.5	1.5
United States	2.6	-2.2	6.1	2.5	2.9	2.8	1.8	1.7	2.0	2.1
Brazil	1.2	-3.3	4.8	3.0	2.9	3.4	3.0	2.2	2.2	2.3
Russia	2.2	-2.7	5.9	-1.4	4.1	4.1	1.5	0.9	1.1	1.1
South Africa	0.3	-6.2	5.0	1.9	0.7	0.6	1.0	1.3	1.6	1.7
Japan	-0.4	-4.2	2.7	0.9	1.5	0.1	0.6	0.6	0.6	0.6

Note: All forecasts refer to IMF forecasts. GDP growth is based on constant prices. Data represented is for calendar years. Growth numbers for India until 2026 are for financial year, 2025 is as per the NSO's second advance estimates for Fiscal 2025. Post Fiscal 2025, all estimates for India are as per the IMF and for calendar years. Data represented for other countries is for calendar years
Source: IMF (World Economic Outlook – April 2025), Crisil Intelligence

India secured the 3rd position in terms of GDP based on purchasing power parity, accounting for a share of 8.2% of the world total, projected to increase to 9.7% in CY 2029.

Country	CY 2024		CY 2029P	
	Gross domestic product based on purchasing-power-parity (PPP) share of world total (%)	Ranking	Gross domestic product based on purchasing-power-parity (PPP) share of world total (%)	Ranking
China	19.1	1	19.6	1
United States	15.0	2	14.3	2
India	8.2	3	9.7	3
Russia	3.6	4	3.2	4
Japan	3.4	5	3.0	5
Germany	3.1	6	2.8	6
Brazil	2.4	7	2.3	8
Indonesia	2.4	8	2.6	7
France	2.2	9	2.1	9

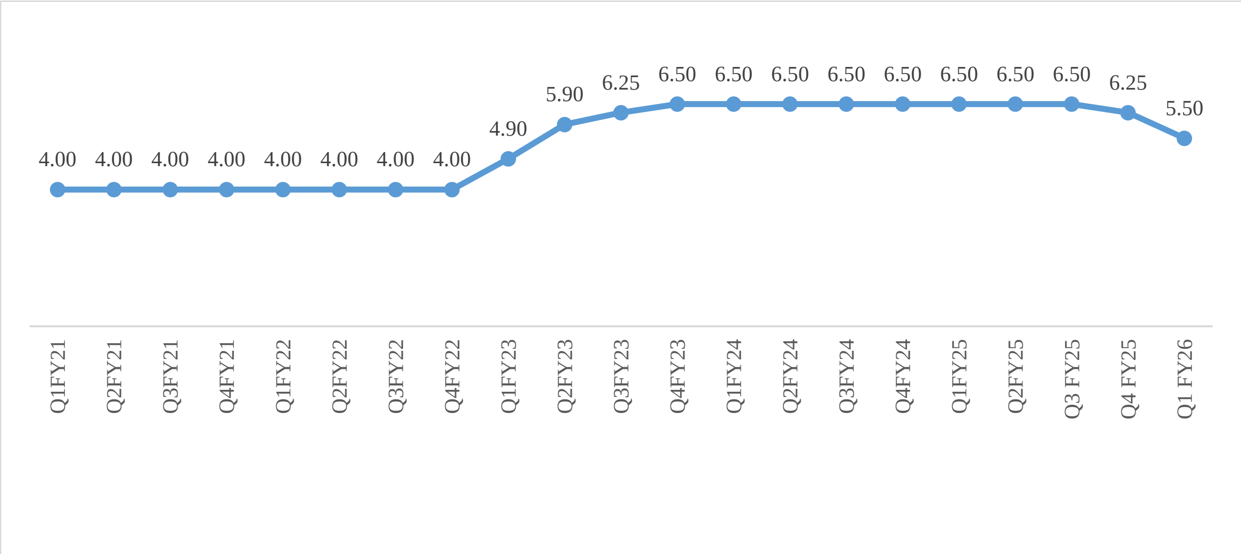
Country	CY 2024		CY 2029P	
	Gross domestic product based on purchasing-power-parity (PPP) share of world total (%)	Ranking	Gross domestic product based on purchasing-power-parity (PPP) share of world total (%)	Ranking
United Kingdom	2.2	10	2.0	10

Note: P- Projected, Source: IMF World Economic Outlook- April 2025, Oct Database, Crisil Intelligence

1.3 Repo rate, CRR cuts mark furthur monetary easing in its June meeting

The Reserve Bank of India's (RBI) Monetary Policy Committee (MPC) cut the repo rate 50 basis points (bps) in its June meeting, more than the 25 bps cut in the April meeting. That done, the MPC changed the stance from accommodative to neutral, while emphasising that monetary policy space to support growth was shrinking. This signals that monetary policy actions will be more data-dependent hereon. The committee also announced 100 bps cut to the cash reserve ratio (CRR), which will proceed in four tranches between September and November 2025. Crisil Intelligence expects one more repo rate cut in Fiscal 2026, and a pause after that.

Repo rate in India (%)

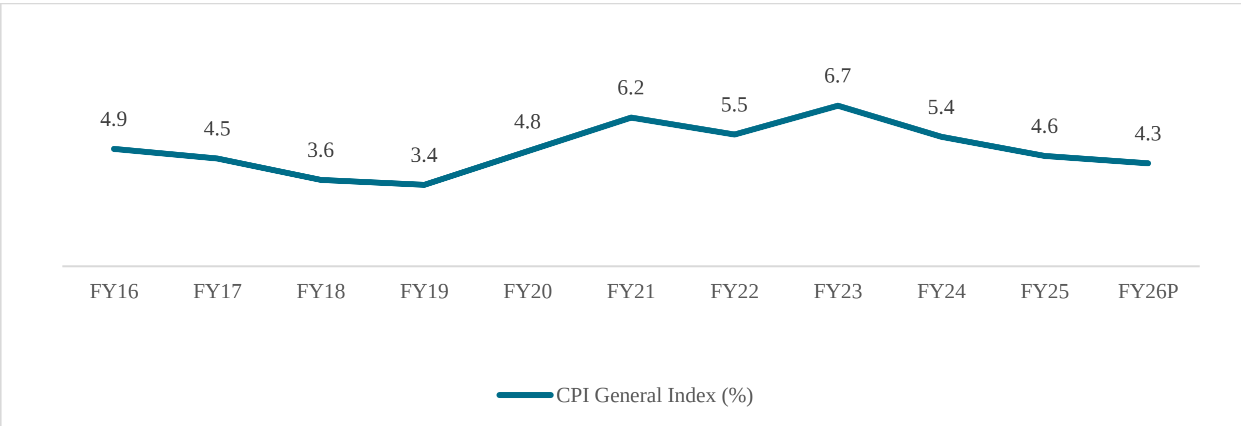


Source: RBI, Crisil Intelligence

1.4 Consumer Price Index ("CPI") inflation to average at 4.3% in FY26

The Consumer Price Index (CPI)-based inflation eased to 3.2% in April 2025, the lowest reading since July 2019. The decline was driven by food inflation, which fell to 1.8%, the lowest since October 2021. A record rabi harvest and robust pulses output indicated by the Union Ministry of Agriculture's Second Advance Estimates, and the forecast of a favourable monsoon for the upcoming kharif season to keep food inflation in check in Fiscal 2026. Crisil Intelligence expects headline retail inflation to average 4.3% in Fiscal 2026. Additionally, the increasing occurrence of heatwaves poses a growing threat to agricultural productivity and, by extension, food inflation thus warranting close monitoring.

Inflation to moderate to 4.3% in Fiscal 2026



Note: P = Projected, Source: Crisil Intelligence

Macroeconomic outlook for India (Fiscal 2026)

Macro variables	FY24	FY25P	FY26P	Rationale for outlook
Real GDP (y-o-y)	8.2%#	6.8%	6.5%	Crisil Intelligence forecasts India's GDP growth to be steady at 6.5% in fiscal 2026. We assume the upcoming monsoon season to be normal and commodity prices to remain soft. Private consumption is expected to recover further, while investment growth hinges on private capex. The pickup in growth will be mild because of overall lower fiscal impulse. Emerging global risks from potential US tariff hikes are a downside risk for domestic growth.
Consumer Price Index (CPI) inflation (y-o-y)	5.4%	4.6%	4.3%	Inflation is expected to move closer to the RBI's target of 4% on expectations of a normal monsoon, high base effect in food inflation and softer global commodity prices. Some uptick is expected in non-food inflation due to an adverse base.
10-year Government security yield (Fiscal end)	7.1%	6.7%	6.3%	Crisil expects yields to ease this fiscal, driven by rate cuts, softer inflation and lower crude oil prices. That said, a mild rise in gross market borrowings will keep some pressure on yields.
Fiscal Deficit (% of GDP) *	5.6%	4.8%	4.4%	Fiscal consolidation will be made possible via moderating revenue expenditure thrust even as capex focus is broadly maintained. The budget banks on revenue collection to remain robust.
CAD (Current Account Deficit as % of GDP)	-0.7%	-1.0%	-1.3%	Current account deficit (CAD) is expected to increase owing to headwinds to exports from US tariffs. Lower crude oil prices, healthy services trade balance and robust remittances growth will prevent CAD from widening too much.
Rs/$ (March average)	83.0	86.0	88.0	A manageable CAD would mean not much pressure on the rupee but geopolitical shocks could keep the rupee volatile

*P – Projected, # As per NSO estimates *FY24 and FY25 numbers are government's revised and budget estimates; Source: Reserve Bank of India (RBI), National Statistics Office (NSO),* Crisil Intelligence

1.5 Key structural reforms: Long-term positives for the Indian economy

- PMAY was introduced in 2015 to provide affordable housing for all by the end of 2022. The timelines were revised to FY24 and FY25 for PMAY-Gramin and PMAY-Urban respectively due to delays in completion. Execution under the scheme has been encouraging with ~2.60 crores houses being completed as of May 2024, out of the targeted 2.95 crore houses. The target for the next five years has been further increased by ~2 crore houses in the FY25 budget estimate; a 68% addition to the current target of ~3 crore houses. The move provides an impetus to the real estate sector as well its stakeholders including – developers, engineering, procurement and construction contractors, allied industries such as steel, cement etc.

- The government has also launched the JAM trinity (Jan Dhan, Aadhar and Mobile) which aims to link Jan Dhan accounts, mobile numbers and Aadhar cards of all Indian nationals to transfer cash benefits directly to the bank account of the intended beneficiary and avoid leakage of government subsidies.

- India Stack, set of digital infrastructure including Aadhar, UPI, Digi locker, e-KYC and e-Sign has enabled many unbanked citizens to access formal financial services, promoting financial inclusion.

- The GST regime has been stabilizing fast and is expected to bring more transparency and formalization, eventually leading to higher economic growth.

- Government launched the Digital India program, on 1st July 2015 with the vision of transforming India into a digitally empowered society and a knowledge-based economy, by ensuring digital access, digital inclusion, digital empowerment and bridging the digital divide. Some of the key initiatives and related progress under Digital India are as follows-

    - Unified Mobile Application for New-age Governance (UMANG) – for providing government services to citizens through mobile. More than 2077 e-Services as of October 2024 and over 489.64 crore worth of transactions have taken place on UMANG as of October 2024.

    - Unified Payment Interface (UPI) is the leading digital payment mechanism; it has 675 banks live on UPI and has facilitated more than 18,395.01 million transactions (by volume) worth Rs 24.0 trillion in June 2025.

- Cyber Security: The Government has taken necessary measures to tackle challenges about data privacy and data security through introducing the Information Technology (IT) Act, 2000 which has necessary provisions for data privacy and data security.

- Common Services Centers – CSCs are offering government and business services in digital mode in rural areas through Village Level Entrepreneurs (VLEs). Over 400 digital services are being offered by these CSCs. As of September 2024, 0.59 million CSCs are functional (including urban & rural areas) across the country, out of which, 0.47 million CSCs are functional at Gram Panchayat level.

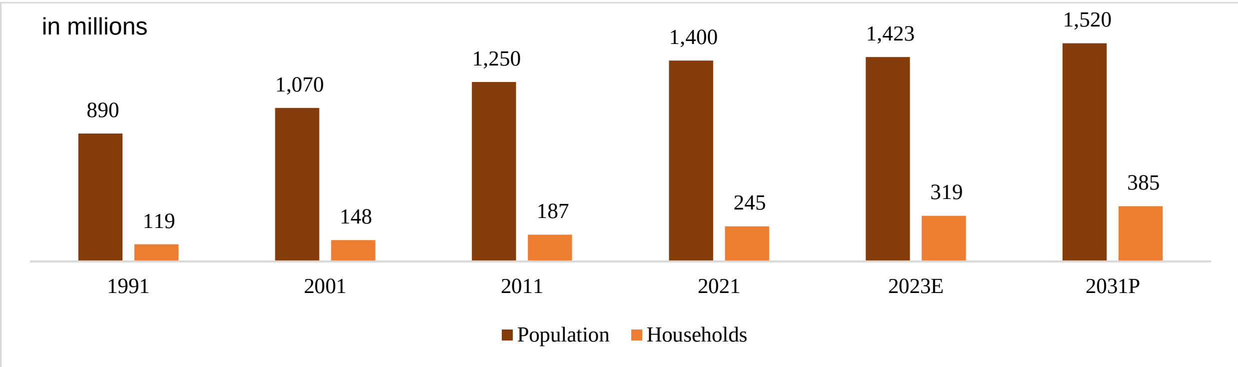
Overall, these initiatives will improve the digital connectivity of Indians along with boosting business sentiment, thereby creating new opportunities.

1.6 Key growth drivers

India has the world's largest population

As per Census 2011, India's population was ~1.3 billion and comprised nearly 187 million households. The population, which grew at nearly 1.5% CAGR between 2001 and 2011, is expected by Crisil Intelligence to have increased at 1.1% CAGR between 2011 and 2021 and reached 1.4 billion. The population is expected to reach 1.5 billion by 2031 from 1.4 billion in 2021, and the number of households are expected to reach to ~385 million in 2031 from 245 million in 2021, reporting a CAGR of 4.6% from FY21 to FY31.

India's population growth trajectory and number of households

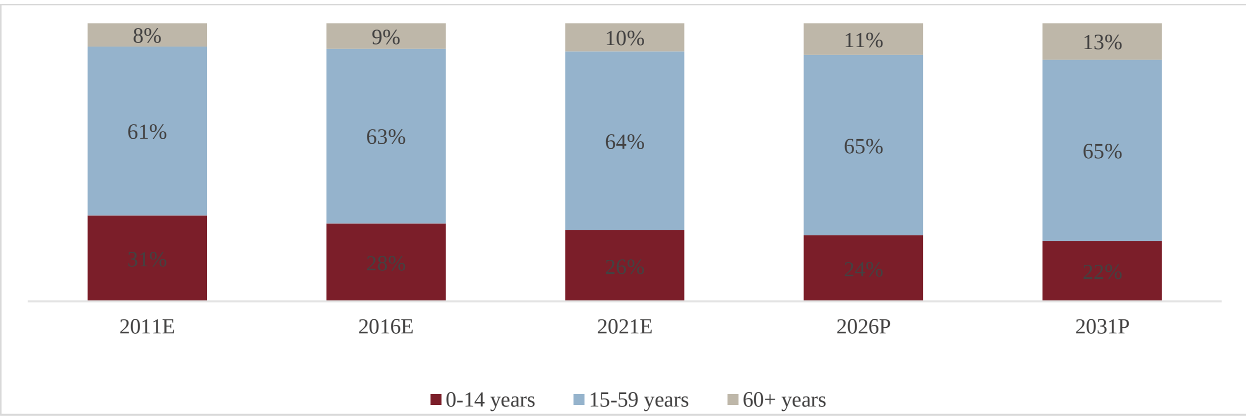


Note: As at the end of each Fiscal. P: Projected, Source: United Nations Department of Economic and Social Affairs, (https://population.un.org/wpp/), Census India, Crisil Intelligence

Favourable demographics

India has one of the world's largest youth populations, with a median age of 28 years. About 90% of Indians are below 60 years of age. In 2023, it was estimated that India had the highest share of young working population (15-30 years) compared to major developed and developing countries with the share of 26%. Crisil Intelligence expects that the large share of working population, coupled with rapid urbanisation and rising affluence, will propel growth in the economy.

India's demographic division (share of different age groups in population)



Note: P – Projected, E – Estimates
Source: Census of India 2011, Ministry of Health and Family Welfare, Crisil Intelligence

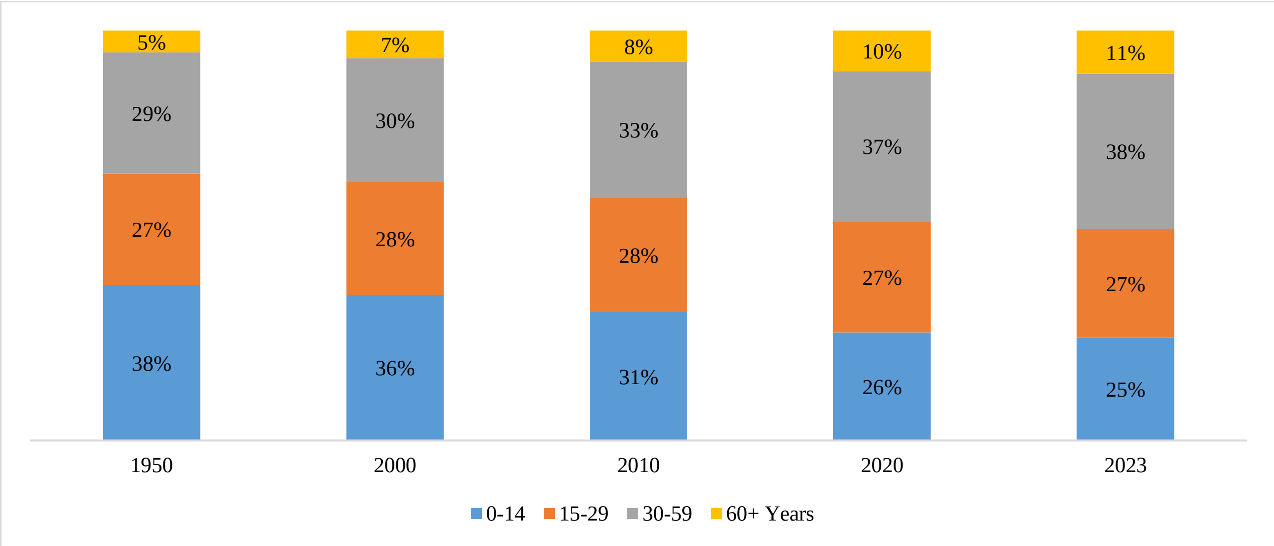
India has the highest young population (15-29 years) with 381.5 million individuals, among the major economies (CY2023)

Country	0-14	15-29	30-59	60+ Years
India	360.3	381.5	545.0	151.2
South Africa	16.5	16.0	24.4	6.3
China	236.0	248.4	659.9	278.4
Brazil	42.1	47.5	88.6	32.9
Russian Federation	25.5	22.4	63.3	34.2
United Kingdom	12.0	12.5	27.0	17.3
United States of America	60.4	67.7	133.8	81.6

Note: Values in millions. Source: World Urbanization Prospects: 2024

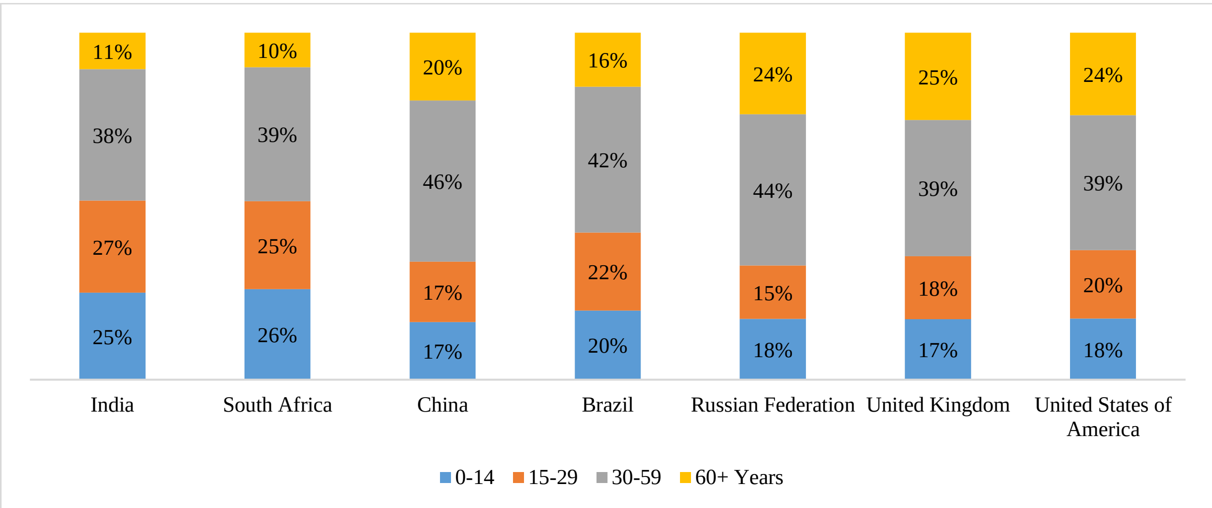
India stands as the nation with the largest population globally, comprising a substantial segment of 381.5 million individuals aged between 15 and 29 years. This demographic presents immense potential for various sectors, including the insurance industry, to tap into a significant market and address the evolving needs of this dynamic age group. As the young population in India increases, the insurable population within the country is also estimated to expand.

Trend in India's Population share (CY)



Source: World Urbanization Prospects 2024

India has the highest share of young population (15-29 years) among the major economies (CY2023)

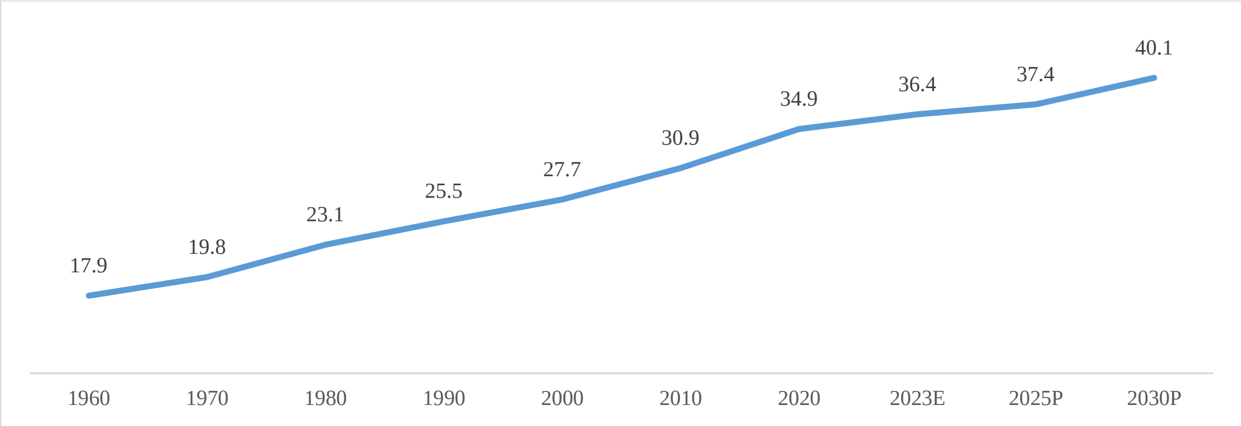


Source: World Urbanization Prospects: 2024

Rising Urbanization

Urbanization is one of India's most important economic growth drivers. It is expected to drive substantial investments in infrastructure development, which in turn is expected to create jobs, develop modern consumer services, and increase the ability to mobilize savings. India's urban population has been rising consistently over the decades. As per the 2018 revision of World Urbanization Prospects, the urban population was estimated at 36% of India's total population in 2023. According to the World Urbanization Prospects, the percentage of the population residing in urban areas in India is expected to increase to 40% by 2030.

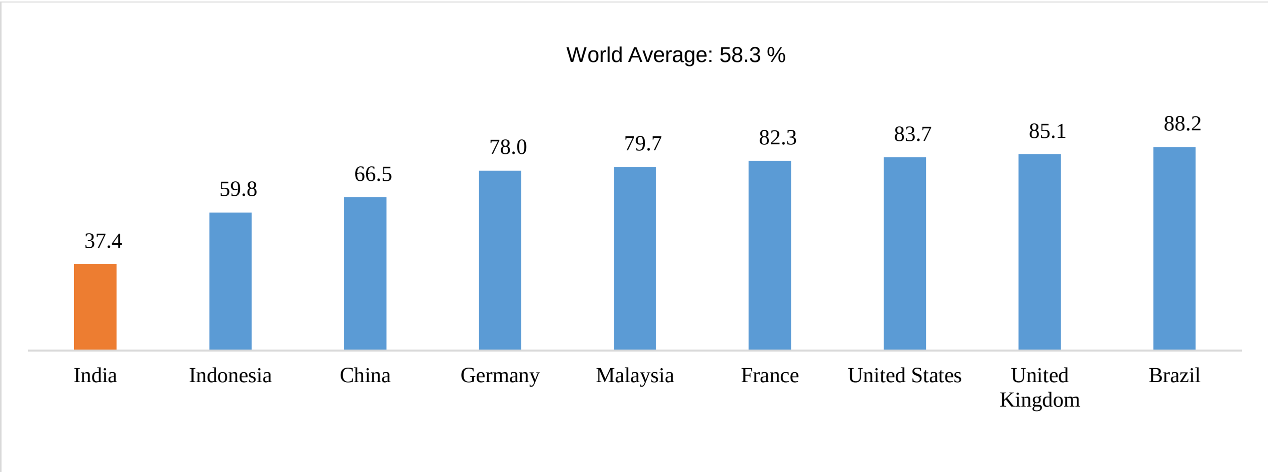
Urban population as a percentage of total population (%)



Note: E- Estimated, P – Projected, Figures in percentage, Source: Census 2011, World Urbanization Prospects: The 2018 Revision (UN)

Urban population as a percentage of total population in % (CY 2025P)

In %



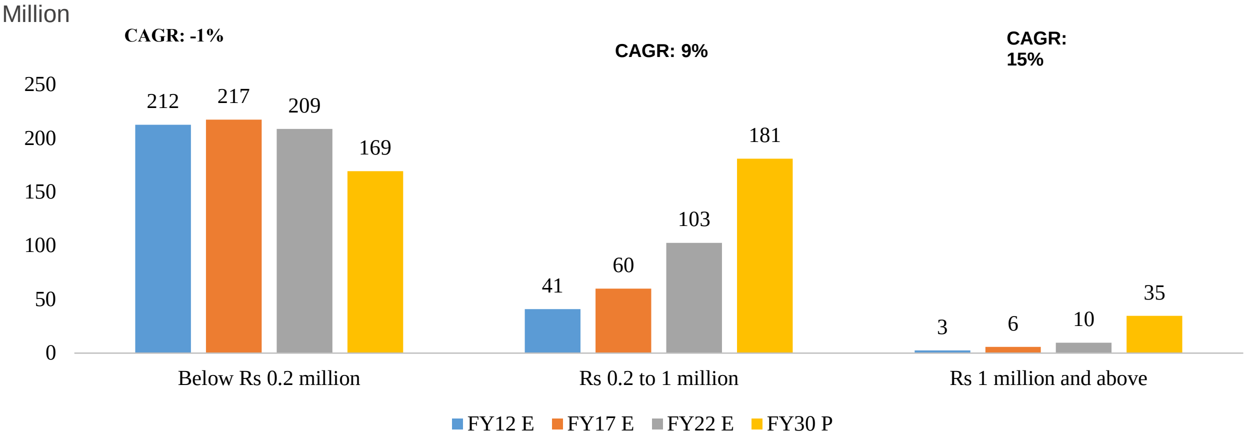
Source: United Nations World Urbanization Prospects: The 2018 Revision (UN)

Rising Middle India population to help sustain economic growth

The proportion of "Middle India" (defined as households with annual income of Rs 0.2-1.0 million) has been on the rise over the past decade and is expected to continue increasing with rising GDP and household incomes. Crisil Intelligence estimates there were 103 million middle-income households in India in FY22 and by FY2030, expects it to increase to 181 million households. A large number of households that have entered the middle-income bracket in the past few years are likely to be from semi-urban and rural areas. As per NSS 76th round (2018), 83.3% of households were living in pucca dwelling units compared to 74.6% as per 69th NSS round (2012).

The backbone of India's economy, MSMEs significantly contribute to the country's growth, accounting for approximately 29% of the GDP, 45% of manufacturing output, and providing employment opportunities to a substantial 11 crore people. The growth of MSMEs is crucial in generating employment opportunities for the Indian population. Crisil Intelligence believes that improvement in literacy levels, increasing access to information and awareness, increase in the availability of necessities and improvement in road infrastructure have increased the aspirations of Middle India, which is likely to translate into increased demand for financial products and opportunities for providers of financial services providers.

Middle India households projected to witness CAGR of 9% between FY12 to FY2030



Note: E: Estimated, P: Projected; Source: Crisil Intelligence

Rural sector supporting India growth story

India's rural segment has been a key driver of the country's consumption growth story in recent years. In the past decade, the rural segment in India has expanded at a rapid pace, driven by factors, such as rising disposable income, urbanisation, and the proliferation of e-commerce.

According to the Economic Survey (2023-24), the government strategy has been that of an integrated and sustainable development of rural India. The government aims to fuel rural growth through decentralised planning, better access to credit, skilling of youth, enhanced livelihood opportunities, empowerment of women, social security net provision, basic housing, education, health and sanitation facilities, etc. The survey notes that a multi-pronged approach has helped raise rural incomes and improve the quality of life through different schemes, such as:

1. Livelihood and skill development

1. The Deendayal Antyodaya Yojana-National Rural Livelihood Mission (DAY-NRLM), which aims to enable economically weak households to access gainful self-employment and skilled wage employment opportunities, resulting in sustainable and diversified livelihood options for them.

2. Mahatma Gandhi National Rural Employment Guarantee Scheme (MGNREGS), under which cumulative no. of registered workers was 25.68 crore in FY24 and as of 29th November 2024 it stands at 25.17 crore. In FY24 a total of 309.01 crore person-days have been generated under the Scheme.

2. Women empowerment

The transformative potential of Self-Help Groups (SHGs), exemplified through their key role in the on-ground response to Covid-19, has served as the fulcrum of rural development through women empowerment. India has around 1.2 crore SHGs, 88% being all-women SHGs. Also, there has been a steady rise in Rural Female Labour Force Participation Rate (FLFPR) from 24.6% in FY2018 to 36.6% in FY2022 (Female Labour Utilization in India)

3. Housing for all

The Pradhan Mantri Awas Yojana – Gramin (PMAY-G) was launched in November 2016 with the aim of providing around 3 crore pucca houses with basic amenities to all eligible houseless households living in kutcha and dilapidated houses in rural areas by 2024. The target further increased by ~68% or Rs. 2 Cr. Under the scheme, landless beneficiaries are accorded the highest priority in the allotment of houses. A total of 3.21 crore houses have been sanctioned and 2.67 crore houses have been completed by as of November 19th, 2024, under the scheme.

Other initiatives of the government are towards promoting smoke-free rural homes and rural infrastructure.

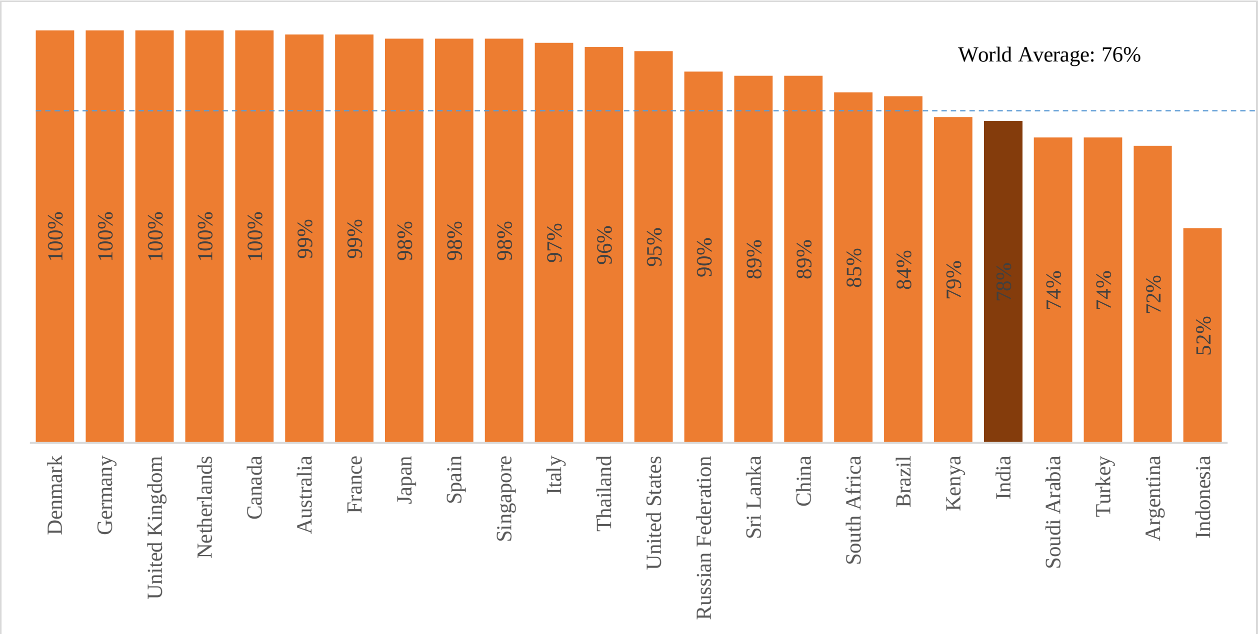
Additionally, rural areas have significantly contributed in growth of e-commerce industry in India along with increased internet penetration, the proliferation of smartphones, and the convenience offered by online shopping.

2. Financial inclusion

2.1 Financial Inclusion on a fast path in India

According to the World Bank's Global Findex Database 2021, the global average percentage of adult population with an account opened with a bank, financial institution or mobile money provider, was approximately 76% in calendar year 2021. India's financial inclusion has improved significantly over calendar years 2014 to 2021 as adult population with bank accounts increased from 53% to 78% (Source: Global Findex Database) This remarkable progress can be attributed to the Indian government's concerted efforts to promote financial inclusion through a range of initiatives, including the launch of Jan Dhan Yojana, the proliferation of mobile banking and digital payments, and the implementation of government subsidies and benefits such as the Direct Benefit Transfer (DBT) scheme. Moreover, advancements in financial technology have also contributed to this significant improvement in financial inclusion.

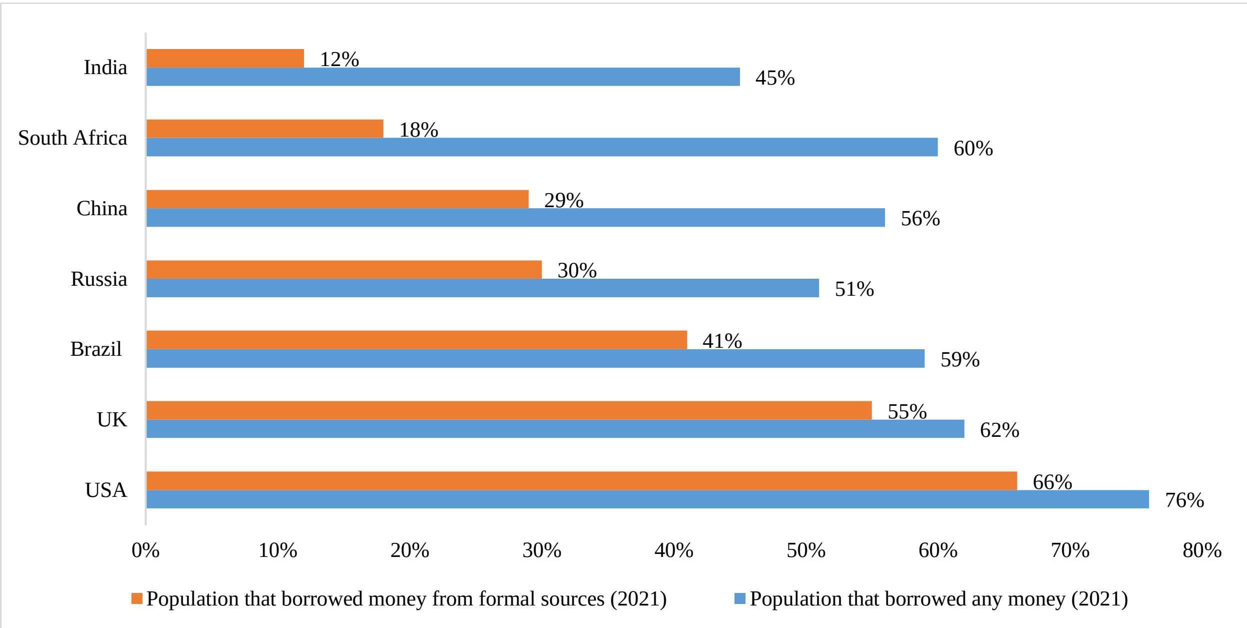
Adult population with a bank account (%) as of CY2021: India vis-à-vis other countries



Notes: 1. Global Findex data for India excludes northeast states, remote islands and selected districts. 2. Account penetration is for the population within the age group of 15+, Source: World Bank – The Global Findex Database 2021, Crisil Intelligence

As per the Global Findex Database 2021, ~54% of the world's 740 million unbanked adults live in only seven countries (India, Bangladesh, China, Indonesia, Egypt, Nigeria and Pakistan), of which almost 31% (230 million) are in India. This shows an immense opportunity for furtherance of financial inclusion.

Only 12% of India's population borrowed money from formal sources (CY2021)



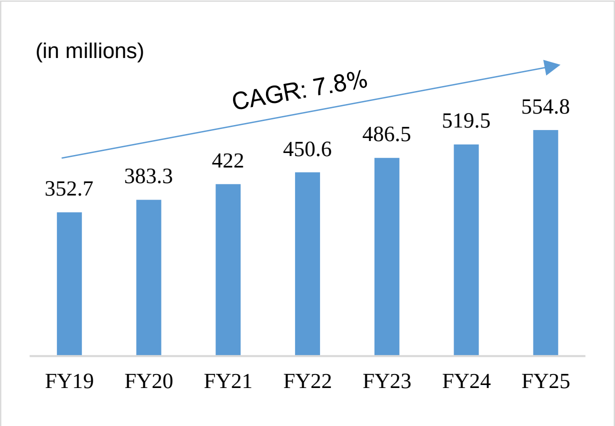
Note: Global Findex data for India excludes northeast states, remote islands and selected districts. 2. Data is for the population within the age group of 15+

Money borrowed from formal sources includes money borrowed from Banks, NBFCs and usage of credit card.
Source: World Bank – The Global Findex Database 2021, Crisil Intelligence

The two key initiatives launched by the Government to promote financial inclusion are the Pradhan Mantri Jan Dhan Yojana (PMJDY) and Pradhan Mantri Jeevan Jyoti Bima Yojana (PMJJBY). Under the PMJDY, the Government's aim is to ensure that every household in India has a bank account which they can access from anywhere and avail all financial services such as savings and deposit accounts, remittances, credit and insurance affordably. PMJJBY is a one-year life insurance scheme that offers a life cover of ₹ 0.2 million at a premium of ₹ 436 per annum per member, which can be renewed every year. The Government has also launched the Pradhan Mantri Suraksha Bima Yojana (PMSBY), an accident insurance policy that offers an accidental death and full disability cover of ₹ 0.2 million at a premium of ₹ 20 annually. As per the Government, more than 100 million people have registered for these two social security schemes.

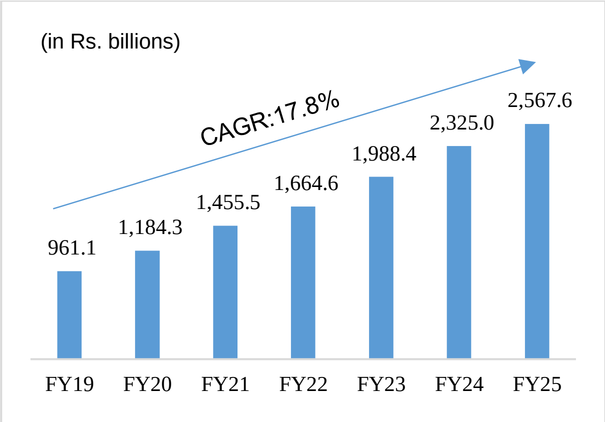
As of 28th May 2025, 554.8 million PMJDY accounts had been opened, of which ~ 66.7% were in rural and semi-urban areas, and total deposits of Rs. 2,5676. billion. (*Source: Pradhan Mantri Jan-Dhan Yojana: Progress Report*)

Number of PMJDY accounts



Note: FY25 data is till May 2025;
Source: PMJDY; Crisil Intelligence

Total balance in PMJDY accounts



Note: FY25 data is till May 2025;
Source: PMJDY; Crisil Intelligence

Financial penetration to rise with increase in awareness and access of financial products

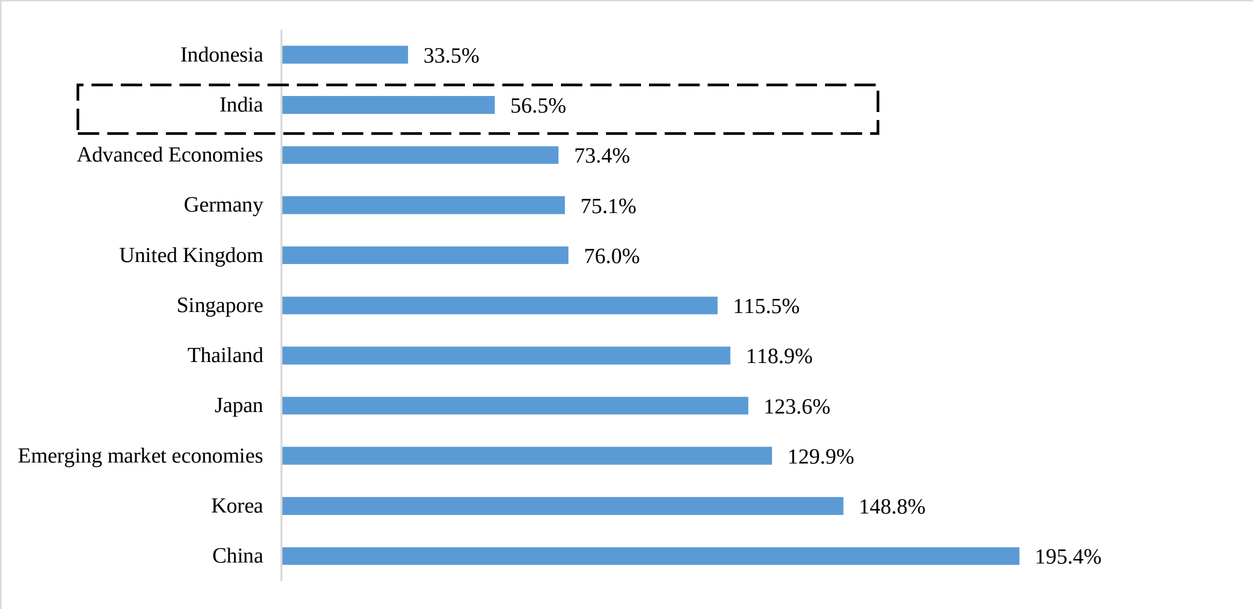
Overall literacy in India was at 77.7% as per the results of NSO survey conducted from July 2017 to June 2018, which is still below the world literacy rate of 86.5%. However, according to the National Financial Literacy and Inclusion Survey (NCFE-FLIS) 2019, only 27% of Indian population is financially literate indicating huge gap and potential for financial services industry. The survey defines financial literacy as a combination of awareness, knowledge, skill, attitude, and behaviour necessary to make sound financial decisions and ultimately achieve individual financial wellbeing.

Government initiatives like Pradhan Mantri Jan Dhan Yojana, financial literacy programs, and continuous focus on financial inclusion have increased financial literacy, resulting in significant uptick in demand for financial products, particularly in smaller cities over the past few years. Going forward, Crisil Intelligence expects financial penetration to increase on account of increasing financial literacy.

Under-penetration of the Indian banking sector provides opportunities for growth

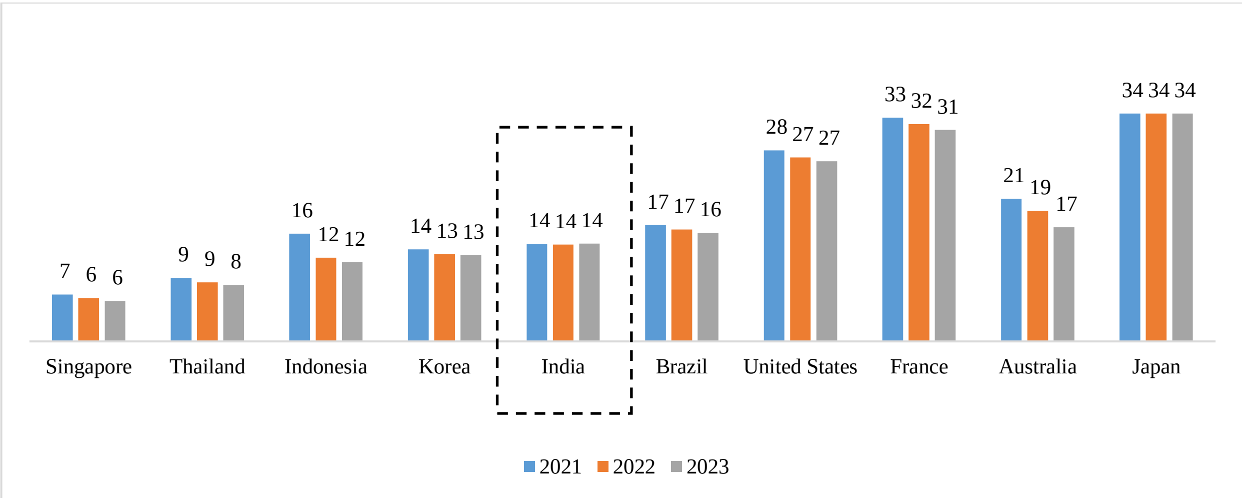
The Indian banking sector is significantly under-penetrated as observed in the current bank credit-to-GDP ratio of 56.5% for India as of the third quarter of CY2024. The number of commercial bank branches as well as ATMs in India per 100,000 people, contrast in comparison to other countries. This provides immense opportunities for banks and other financial institutions over the long term.

Bank credit to private non-financial sector as a % of GDP ratio for major economies (as of Q3 CY24)



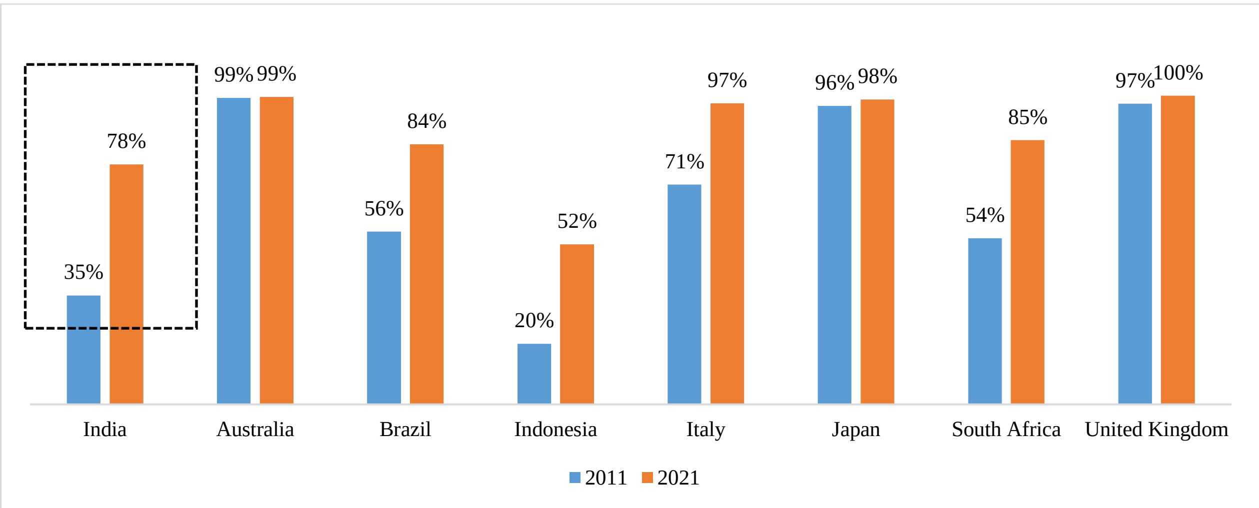
Note: Emerging market economies comprise Argentina, Brazil, Chile, China, Colombia, Czechia, Hong Kong SAR, Hungary, India, Indonesia, Israel, Korea, Malaysia, Mexico, Poland, Russia, Saudi Arabia, Singapore, South Africa, Thailand, and Turkey; Advanced economies comprise Australia, Canada, Denmark, the euro area, Japan, New Zealand, Norway, Sweden, Switzerland, the United Kingdom, and the United States. Source: BIS Data, Crisil Intelligence

Number of Commercial Bank Branches per 100,000 Adults (CY)



Source: IMF Financial Access Survey, Crisil Intelligence

Percentage of population above 15 years having an account at bank or another type of financial institutions

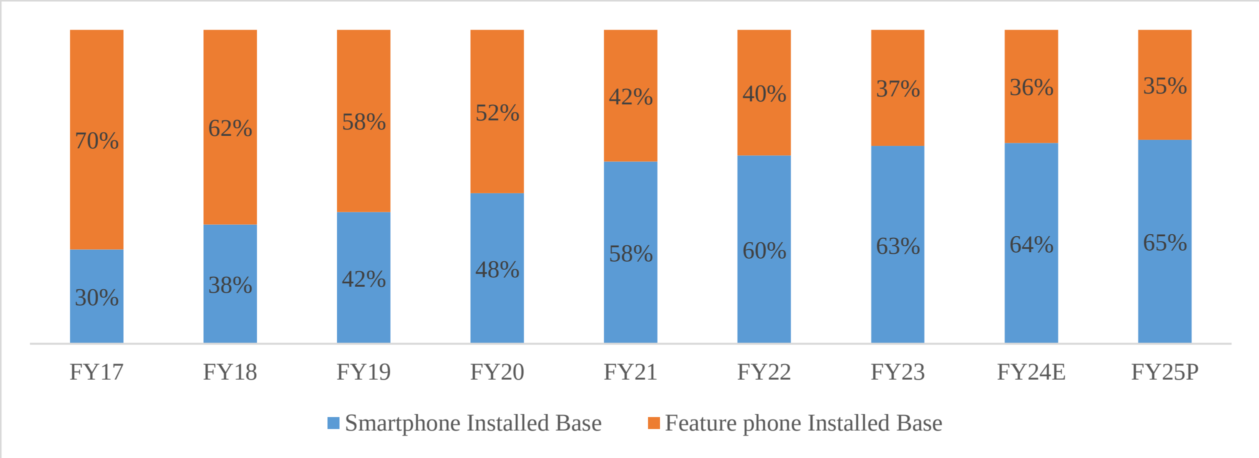


Note: percentage of population above 15 yrs having an account at bank or another type of financial institutions, Source: Global Findex; Crisil Intelligence

2.2 Digitization aided by technology to play pivotal role in growth of economy

Technology is expected to play an important role by progressively reducing the cost of reaching out to smaller markets. India has seen a tremendous rise in fintech adoption in the past few years. Among many initiatives by the government, the Unified Payments Interface (UPI) is playing a pivotal role towards financial inclusion. It provides a single-click digital interface across all systems for smartphones linked to bank accounts and facilitates easy transactions using a simple authentication method. The volume of digital transactions has also seen a surge in the past few years, driven by increased adoption of UPI. Apart from financial services industry, digitization in other industries like retail will also play an important role in the growth of economy.

Younger users to drive adoption of smartphones



Note: E: Estimated, P: Projected; Source: Crisil Intelligence

Rise in 4G and 5G penetration and smartphone usage

India had 1,151 million wireless subscribers at the end of FY25. The reach of mobile network, internet and electricity is continuously expanding the subscriber footprint to remote areas leading to rising smartphone and internet penetration in India. In FY23, 5G was launched which led to conversion of 25 million subscribers to 5G. This shift was facilitated by offering 5G services at the price of 4G data plans, coupled with a surge in data demand and the accessibility of affordable handsets. In FY26, Crisil Intelligence expects 5G subscribers to reach 314 million since data consumption will increase due to high usage on OTT platforms, in education services, banking services, healthcare, and the gaming industry.

All-India mobile and data subscriber base

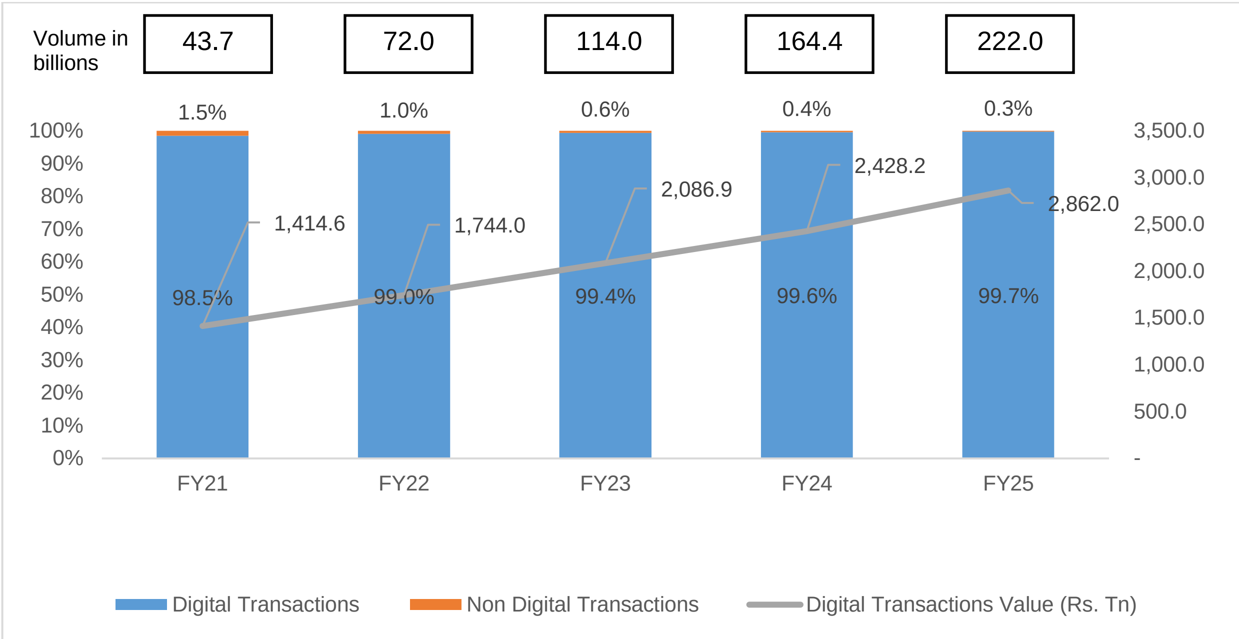
	FY17	FY18	FY19	FY20	FY21	FY22	FY23	FY24	FY25	FY26P	FY27P
Wireless subscribers (million)	1,170	1,183	1,162	1,157	1,181	1,142	1,144	1,165	1,151	1,162	1,174
Data subscribers (million)	401	473	615	720	799	814	883	956	942	982	1,035
Data subscribers as a proportion of wireless subscribers	34%	40%	53%	62%	68%	71%	77%	80%	82%	85%	88%
4G data subscribers (million)	131	287	478	635	719	734	786	710	665	630	580
4G data subscribers' proportion	33%	61%	78%	88%	90%	90%	89%	74%	~58%	~54%	~49%
5G data subscribers (million)	-	-	-	-	-	-	25	175	235	314	421

Note: P: Projected, Source: TRAI, Crisil Intelligence

Digital payments have witnessed substantial growth

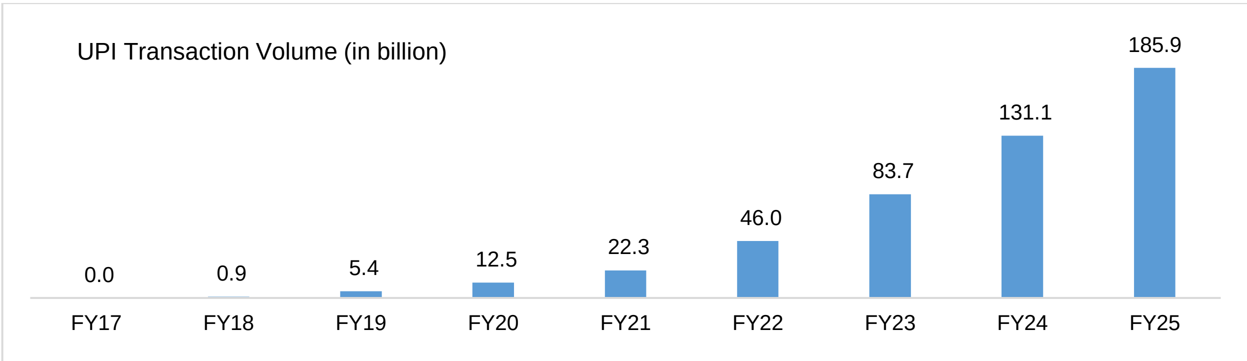
Higher mobile penetration, improved connectivity, and faster and cheaper data supported by Aadhaar, and bank account penetration have led India to shift from being a cash-dominated economy to a digital one. Total digital payments in India have witnessed significant growth over the past few years. Between FY21 and FY25, the volume of digital payments transactions increased from 43.7 billion to 222.0 billion, growing at a CAGR of ~50%. During the same period, the value of digital transactions has increased from Rs. 1,414.6 trillion in FY21 to Rs 2,862.0 trillion in FY25 at a CAGR of 19.3% between the same period. Consumers are increasingly finding transacting through mobile convenient. Crisil Intelligence expects the share of mobile banking to increase dramatically over the coming years. In addition, Crisil Intelligence expects improved data connectivity, low digital payment penetration and proactive government measures to drive digitalization in the country.

Trend in value and volume of digital payments



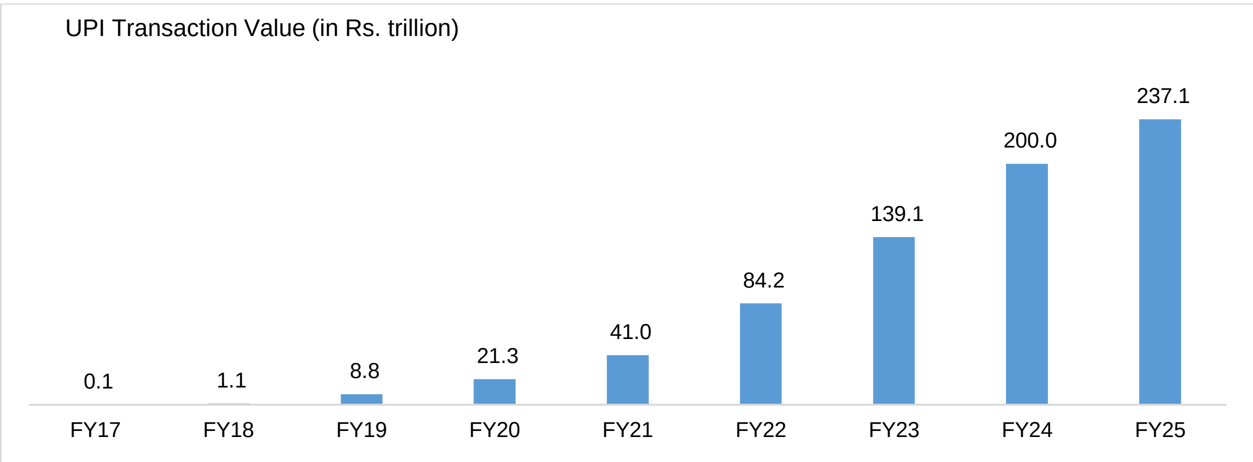
Note: Digital Payments includes RTGS payments, Credit transfers (AePS, APBS, ECS Cr, IMPS, NACH, NEFT, UPI), Debit Transfers (BHIM, ECS Dr, NACH Dr, NETC), Card Payments (Debit and Credit Cards) and Prepaid Payments Instruments; % basis total transactions volume Source: RBI, Crisil Intelligence

UPI transactions volumes zoomed between FY17 and FY25



Source: RBI, Crisil Intelligence

UPI transactions value continues to rise with surge in volumes



Source: RBI, NPCI, Crisil Intelligence

Digital Public infrastructure reforms by Government of India

- Digitization improves the transparency and efficiency of government processes, and widespread digital transformations help governments and institutions with policy implementation and broad policy outreach. The key idea for Digital Public Infrastructure (DPI) is not the complete digitization of narrow public services but the establishment of a building block of digital modularity, which can be used modularly by both government and private players to create the specific digital infrastructure required. The India Stack is a collective name for a set of open APIs and public goods in digital form like DigiLocker, UPI, e-sign and etc.

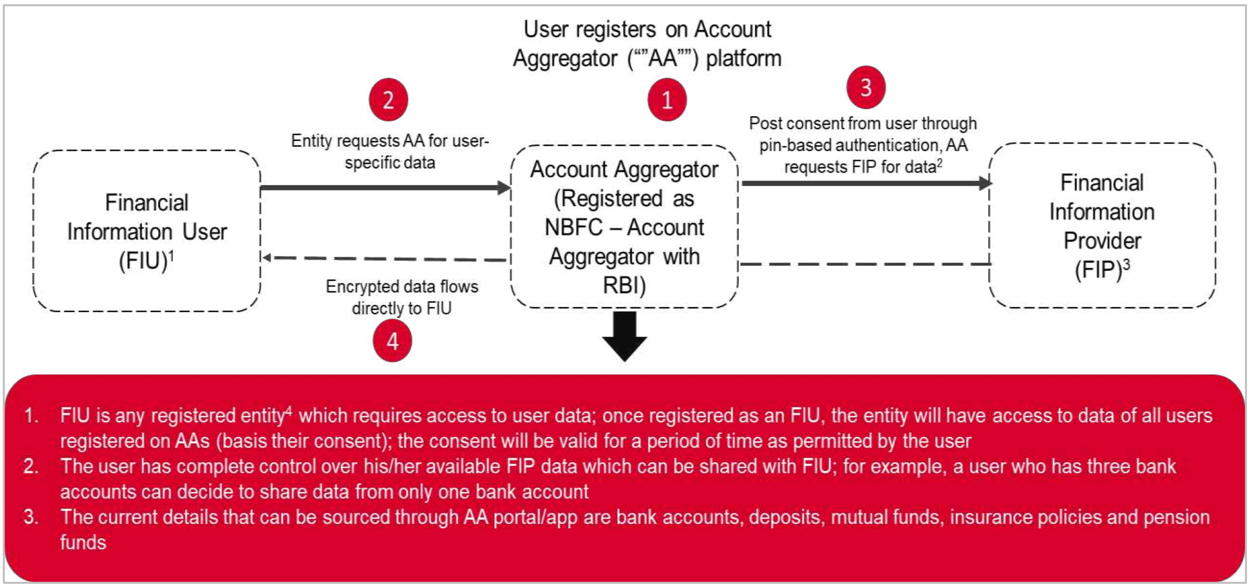
- **Open Credit Enablement Network (OCEN)**

  Open Credit Enablement Network (OCEN) was introduced as a step for promoting financial inclusion and democratization of credit in India. OCEN is set of open standards which facilitates interactions and collaborations among borrowers, lenders, lending service providers, and technology service providers. This will help various digital platforms in leveraging their position in delivery of credit and value addition in lending value chain. Moreover, OCEN will also promote innovation in distribution of credit, making loans accessible to MSMEs, small vendors and individuals, leading to financial inclusion.

- **Account Aggregators**

  The RBI launched the account aggregator system on September 2, 2021, which has the potential to transform the retail as well as MSME finance space once there is widespread adoption amongst the lending community. These account aggregators would provide granular insights to lenders into customers' financial assets and their borrowing history centrally, based on customer consent. Inclusion of additional data such as electricity bill payments and mobile recharges/bill payment data under the purview of account aggregators would further enhance its utility.

Account aggregator flow



Source: Crisil Intelligence

Credit Through UPI

The RBI recently announced a proposal to broaden the United Payments Interface (UPI) scope by allowing transfer to and from pre-sanctioned credit lines with banks. Previously to this announcement, only amounts held in bank deposits could be transferred through the UPI, this will allow overdraft accounts, credit cards and prepaid wallets to be eligible for linking to UPI. As per the announcement, this step enables the inclusion of credit lines as a funding account. Recently, RBI in its monetary policy meet held in December 2024 announced that it has allowed even Small Finance Banks to offer the credit line on UPI. This move is expected to further enhance the financial inclusion and access to formal credit by new to credit customers.

TReDS Platform

The TReDS platform has facilitated a seamless connection between Micro, Small, and Medium Enterprises (MSMEs) and financial institutions, including banks, Non-Banking Financial Companies (NBFCs), and other financiers, enabling them to access financing at competitive interest rates. This platform ensures transparency and efficiency in the discounting process, thereby providing MSMEs with the opportunity to receive prompt payments against their outstanding invoices. As a result, MSMEs have experienced improved cash flows and a significant reduction in their working capital requirements, ultimately enhancing their overall financial stability and operational efficiency.

Digital Lending

Financial Institutions (FIs) have been innovating by incorporating digital technologies into the lending value chain, expanding their reach to underserved borrowers who lacked documentation, limited credit history, or faced geographical constraints. This has enabled FIs to cater to a broader range of customers, including MSMEs and individuals, by leveraging alternative data sources and digital channels.

Customer acquisition/Sourcing: Lenders are using big data analytics, social media campaigns, partner with various stakeholders such as e-commerce platforms, provide multilingual chatbots, mobile apps, etc. to generate leads, and acquire customers. This makes the application process convenient and quick and increases the success rate of customer onboarding.

Underwriting: Lenders are leveraging on alternative data points (direct and derived variables) to assess creditworthiness of borrowers. Usage of advanced algorithms to identify risk profiles and repayment ability of borrowers is leading to sanctioning of loans to underserved and new-to-credit customers within minutes.

Collection: Flexible repayments are being provided with initiatives such as e-NACH, UPI and other digital payment options which is making the collection process easier and improved collection efficiency.

With all these changes in the lending process, penetration of digital lending has been increasing in the past few years with lenders trying to provide all the services digitally to customers.

The lenders have been increasingly leveraging technological solutions and alternative data to source and underwrite customers digitally, majorly driven by:

Digital/technological changes:

- **E-commerce platforms (B2C and B2B):** Connecting buyers and sellers
- **Introduction of digital lending focused NBFCs**: Use of technology to provide lending digitally
- **Low-cost internet data availability:** Facilitating increase in internet penetration

Government led initiatives:

- **Introduction of UPI:** Simplified real-time digital payments
- **GST implementation:** Simplified business taxes, improved formalization of businesses
- **Aadhaar based e-KYC:** Reduced documents requirements, faster TAT, Aadhaar-PAN linkage facilitating lenders to verify information
- **ONDC:** Facilitated adoption of e-commerce through open protocol

RBI-led initiatives:

- **TReDS:** TReDS is an electronic platform for facilitating the financing/discounting of trade receivables of MSMEs through multiple financiers
- **Account aggregators**: Act as a common platform which enable sharing and consumption of data from various entities with user consent

Additionally, such technological changes have led to innovative, simple, and cost-effective processes.

Use of generative AI and new technologies increasing productivity

The integration of Generative AI (Gen AI) in the Banking, Financial Services, and Insurance (BFSI) sector is revolutionizing the way financial institutions interact with customers and conduct operations. By harnessing the power of advanced machine learning models and vast datasets, Gen AI generates content in multiple formats, including text, audio, images, and video, in response to user prompts. This technology is transforming the BFSI sector by enabling intelligent, conversational banking, streamlining customer interactions, and improving service quality while reducing costs and response times.

One of the key applications of Gen AI in BFSI is detecting fraudulent activities. By analyzing patterns in customer behavior and transaction data, Gen AI can quickly identify suspicious transactions and alert institutions to take proactive measures to prevent financial losses. Additionally, Gen AI plays a crucial role in risk analysis and synthetic data generation, providing valuable insights and supporting predictive modeling to inform decision-making. The use of synthetic data also allows institutions to simulate risk scenarios without compromising sensitive customer information.

While the current applications of Gen AI in BFSI are already showing significant benefits, they only scratch the surface of its potential to transform the sector. As the technology continues to evolve, it is expected to drive innovation, enhance compliance, and create more personalized, secure, and data-driven financial services, ultimately reshaping the future of the BFSI industry.

2.3 Key Drivers for Growth of Digital Lending in India

Efficiency in Catering to Credit Pan-India in Remote / Tier-2+ Regions via Digital Lending

Digital lending has transformed the way credit is accessed in remote and tier-2+ regions of India, bringing remarkable efficiency in meeting the credit requirements of underserved populations. Through digital channels, lenders can now reach borrowers in even the most remote areas, without requiring physical branches leading to reduced operational expenses. Digital lending platforms make use of sophisticated data analytics, artificial intelligence, and machine learning algorithms to evaluate creditworthiness, streamline loan processing, and swiftly disburse funds. This empowers lenders to provide customized loan products to borrowers in remote regions who were previously excluded from the formal credit sector. Additionally, digital lending platforms offer a smooth and user-friendly experience, enabling borrowers to apply for loans and monitor their applications remotely, thereby advancing financial inclusion and narrowing the credit disparity in India's remote and tier-2+ regions.

Higher ability to cross sell as 360-degree view in customer lifecycle

Digital lending, with its sophisticated data analytics and technology-driven approach, has a higher ability to cross-sell other financial products to its existing customer. This is made possible by the platform's capacity to maintain a comprehensive 360-degree view of the customer throughout their lifecycle This comprehensive view allows lenders to understand customer behavior, preferences, and financial needs more accurately, enabling them to identify cross-selling opportunities tailored to individual customers. With insights gained from this holistic view, lenders can offer relevant financial products or services at the right time, enhancing customer satisfaction and increasing the likelihood of successful cross-selling.

Phygital Network Key for Distribution + Underwriting

By combining the benefits of physical and digital channels, phygital networks enable lenders to reach a wider audience, increase operational efficiency, and reduce costs. Physical touchpoints, such as branches, provide a human interface for customers who require guidance and support, while digital channels facilitate seamless onboarding, loan processing, and disbursal. This hybrid approach allows lenders to leverage the strengths of each, ensuring a more efficient and effective distribution of loan products. Moreover, phygital networks enable lenders to gather richer data and insights, which can be used to refine underwriting models, improve risk assessment, and make more informed lending decisions.

Types of Different Digital / Hybrid Lending Models

Several lenders have adopted innovative digital lending models, some of which are outlined below:

Buy Now Pay Later is a short-term financing solution which enables customers to make purchases and pay for them later. It's being offered through virtual/Physical credit cards, and in embedded form. BNPL providers partner with merchants to offer financing options at the point of sale, enabling customers to buy products or services immediately and pay for them later.

Peer-to-Peer (P2P) Lending: In a P2P lending model, individuals can lend and borrow money directly, without the need for traditional financial intermediaries like banks. Online platforms connect borrowers with investors, who provide loans at competitive interest rates. P2P lending platforms handle loan servicing, credit checks, and risk assessment, making it easier for individuals to lend and borrow money. This model is popular for personal loans, small business loans, and education loans.

Revenue/Cash Flow-based Lending: This type of lending focuses on a business's revenue or cash flow as the primary criteria for loan approval. Digital lenders use advanced data analytics and machine learning algorithms to analyse a company's financial data, such as bank statements, invoices, and payment records, to assess its creditworthiness. Loans are then disbursed based on the business's revenue or cash flow projections, rather than traditional credit scores or collateral. This model is ideal for small businesses, startups, and entrepreneurs who may not have a strong credit history.

Invoice Discounting: Invoice discounting is a type of digital lending that allows businesses to receive immediate payment on outstanding invoices. In this model, a digital lender purchases a business's outstanding invoices at a discounted rate, providing immediate access to working capital. This model is popular among businesses with long payment cycles, such as those in the manufacturing, logistics, or construction industries.

POS-based Lending: POS (Point of Sale) based lending involves providing loans to merchants or small businesses at the point of sale, often through a digital platform or mobile app. This model is commonly used in the retail industry, where merchants can apply for loans to purchase inventory, equipment, or other business necessities. The loan is then repaid through a percentage of the merchant's daily sales, making it a convenient and flexible financing option.

Key Customer Types and Segments Catered to by Digital Lending Models

Digital lending models are designed to meet the financial needs of a wide range of customer demographics, including those who have been historically underserved or excluded from traditional banking systems. Among the primary target segments are MSMEs (Micro, Small, and Medium Enterprises) that have struggled to access formal credit avenues in the past. Digital lenders also focus on salaried individuals, self-employed professionals, and small business owners seeking fast and hassle-free credit solutions for purposes like operational expenses, business expansion, or personal financial requirements. Additionally, these models extend their services to rural and semi-urban communities where traditional banking services may be scarce. They also cater to gig economy workers, freelancers, and entrepreneurs who demand flexible loan options tailored to their specific business demands. Moreover, digital lenders reach out to individuals with limited credit histories or those rejected by conventional lenders, offering them a chance to establish and enhance their credit profiles. By addressing the diverse needs of these customer segments, digital lending models play a vital role in enhancing financial inclusivity, fostering economic development, and enhancing the overall well-being of countless individuals and enterprises.

The government has taken various steps to improve overall financial inclusion:

- **Direct-benefit transfer (DBT):** DBT has been instrumental in the acceleration of financial inclusion since it has helped eliminate human interface and leakages in the system, ensuring timely, accurate and quality services and fund transfers to the beneficiaries. This tool has helped in the disbursal of benefits to a wide population spread geographically through 312 government schemes, such as the Pradhan Mantri Matru Vandana Yojana (PMMVY) for women, Pradhan Mantri Ujjwala Yojana (PMUY), Krishi Unnati Yojana (KUY) or Mahatma Gandhi National Rural Employment Guarantee Scheme (MGNREGS) for beneficiary bank accounts held by any gender.

- **Financial literacy programmes:** The government has launched various financial literacy programmes to educate people about the benefits of financial planning and management. These programmes aim to improve financial literacy among the marginalised sections of the society and empower them to make informed financial decisions. The government and financial institutions have launched various financial literacy programmes (National Centre for Financial Education, Swabhimaan, etc.) to improve financial literacy among the general public, especially in rural areas.

- **Kisan Credit Card (KCC):** The KCC scheme aims at providing adequate and timely credit support to farmers for their agricultural activities at various stages of farming. As a result of government's efforts, the number of operational KCC accounts increased to 7.75 crores with outstanding credit in these accounts inching up to Rs. 9.81 lakh crores in 2024.

- **National Pension Scheme (NPS):** Regulated by the Pension Fund Regulatory and Development Authority (PFRDA), NPS is mandatory for Central government employees and voluntary for corporates and all citizens (aged 18-65 years) with matching contributions by the employer. As on 31st May 2025, National Pension System Trust reported AUM of Rs. 14.7 trillion and subscriber base of 20.1 million.

- **Priority-sector lending:** The PSL requirement mandates banks allocate a specified percentage of their lending portfolio to priority sectors, such as agriculture; micro, small and medium-sized enterprises (MSMEs); education; housing; and other weaker sections of the society. Lending to such priority sectors not only increases the credit access to underserved sectors but also lead to higher economic growth and promotes inclusive development. It also encourages banks to develop innovative products and services specifically for priority sectors. As of FY2024, bank credit to PSL stood at Rs 59.1 lakh crore, up from Rs 50.2 lakh crore from FY2023 (provisional amounts from the RBI's annual report).

- **Small Saving Schemes:** Sukanya Samridhi Yojana is a savings scheme designed by the government especially for girl children. Parents of a girl child can save for their education and marriage purposes through this investment scheme. The scheme was launched as a part of the Beti Bachao, Beti Padhao campaign. Mahila Samman Savings Certificate was launched as a part of Union Budget 2023-24 through which women of any age could open an account with a minimum deposit of Rs. 1,000 and maximum deposit of Rs. 2,00,000 provided with a facility of partial withdrawal. The interest rate for the accounts was declared at 7.5% p.a. which will be compounded quarterly. Other small saving schemes available include Kisan Vikas Patra.

RBI released guidelines on digital lending vide its circular dated September 2, 2022, to ensure transparency & fair dealing, disclosure to borrowers about all credit offers in the market from loan aggregators to take priority

Lending Service Providers (LSPs) are agents of a Regulated Entity who carry out one or more of lender's functions or part thereof in customer acquisition, underwriting support, pricing support, servicing, monitoring, recovery of specific loan or loan portfolio on behalf of Regulated Entities (Res) in conformity with extant outsourcing guidelines issued by the Reserve Bank. RBI has proposed a regulatory framework with a focus on customer centricity through the promotion of transparency and has advised LSPs/REs to follow practices to ensure that borrowers have prior knowledge about the lenders. REs & LSPs are required to conform to guidelines concerning fair dealing on digital platforms.

- LSPs must ensure they provide borrowers with a digital view of all available loan offers including – name of the lender, loan amount, duration, annual percentage rate (APR), Key Fact Statement (KFS) and other key information
- The digital view must allow the borrower to compare different loan offers
- LSPs are required to maintain consistency in displaying loan offers; the content needs to be unbiased without favouring any lender in particular

LSPs also cannot use any deceptive practices or patterns, such as dark patterns that mislead the customer into choosing a particular product.

Implementation of data privacy law set to strengthen the financing sector

The Ministry of Electronics and Information Technology has released the Draft Digital Personal Data Protection Rules, 2025 (Draft Rules) to facilitate the implementation of the Digital Personal Data Protection Act, 2023 (DPDP Act). The draft Rules provide a comprehensive framework for implementation, covering key aspects such as the framework for notice to obtain consent from the Data Principal, Consent Manager registration and obligations, and State processing of personal data for subsidies, benefits, and services. Additionally, the Draft Rules address reasonable security safeguards, personal data breach notifications, and individual rights, including how to exercise them. Special provisions are also outlined for processing the data of children or individuals with disabilities.

The finance industry, having a long history of adhering to stringent privacy and data protection regulations set by regulatory bodies, is well-equipped to navigate the complexities of compliance. Risk management is a fundamental aspect of financial services firms, and the use of diverse customer-related data sources, including alternative data, is crucial for calculating risk associated with a particular individual. The personal data of data principals is leveraged to determine an entity's risk appetite, conduct overall risk assessment, identify potential impacts, and ensure adequate management of associated risks. The draft Digital Personal Data Protection rules requiring explicit customer consent for using data are set to define data governance practice within the financing sector. FIs are required to ensure that consent is obtained before processing or conducting any analytics on the personal data submitted by data principals. The Digital Personal Data Protection Act (DPDPA) 2023 has a strong focus on personal data protection, which will reshape IT and data safeguarding practices in the finance industry. Financial institutions hold significant amounts of personally identifiable and sensitive information, including financial data, making them attractive targets for cybercriminals. The DPDPA mandates strict compliance checks on data privacy and protection, requiring organizations to invest in advanced threat detection, strong encryption, and regular audits. Implementing these measures will help create an environment that safeguards customer data, prevents unauthorized access, and minimizes breach risks.

The Indian Fintech industry has been rapidly transforming the financial services landscape by partnering with regulated entities (RE) and leveraging customer data to deliver customized products at affordable prices, digitally. Under DPDPA 2023, Fintechs will be classified as data fiduciaries or data processors depending upon whether they are directly processing consumer data or are involved in any operations/ activities to be performed on the data on behalf of the data fiduciary and will have to comply with regulations set under DPDA Act. This will lead to a reset of the RE-Fintech partnership model, where REs will exercise increased oversight into data governance practices of Fintechs. Those Fintechs with superior data governance processes will be sought-after partners for REs and will thrive under the new data regime.

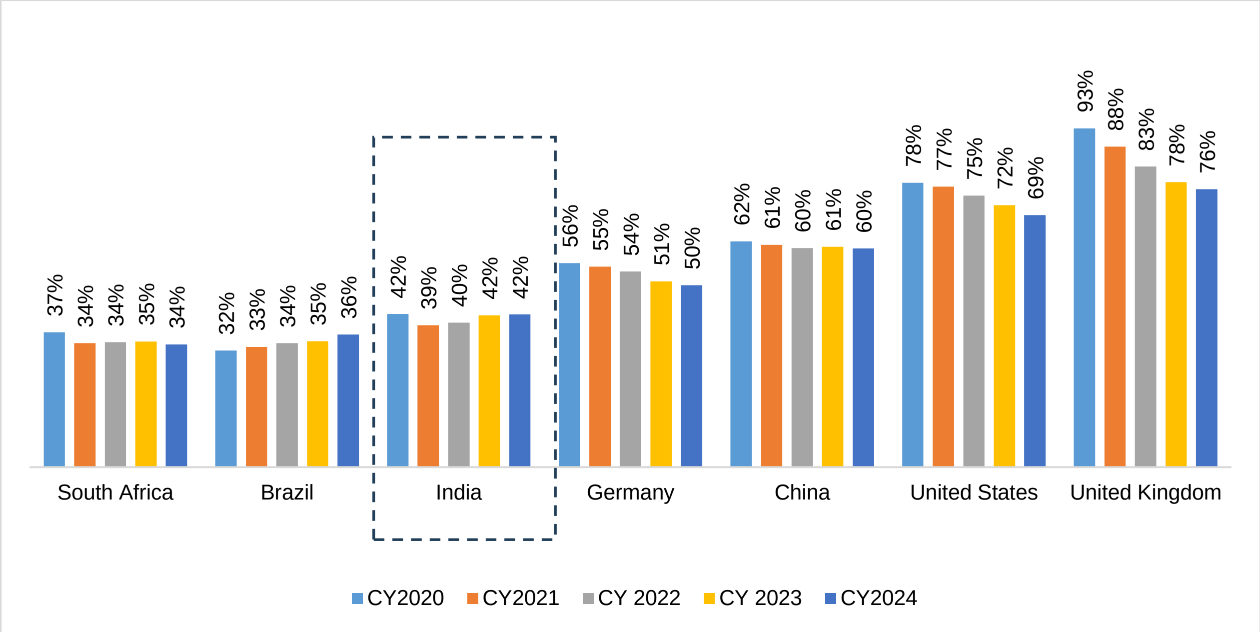
The DPDPA 2023 requires financial institutions to be more transparent about their data collection and processing practices, making them more accountable for the security of personal data. The Act also gives customers greater control over their personal data, enabling them to access, manage and restrict the processing of their data. While the Act will impose new compliance costs on financial institutions, requiring them to invest in technological infrastructure and processes to ensure compliance, it is a positive development for the financial sector in India. The implementation of the DPDPA 2023 will help protect the privacy of customers and build trust in the financial system. It will also create a more level playing field for financial institutions, promoting a culture of data protection and compliance resulting in a trustworthy environment for customers, driving growth and innovation in the sector.

3. Overview of Credit Scenario in India

3.1 Significant retail credit gap exists in India, as compared to other nations

Significant retail credit gap exists in India, as evident by India's household credit to GDP ratio of 42% as of CY2024, as compared to 60%, 69% and 76% for China, United States and United Kingdom respectively. With rising financial awareness, government's continuous efforts for financial inclusion and rising credit accessibility to the underserved population, credit penetration in India is expected to rise. The surge in credit penetration would be led by growth in retail credit.

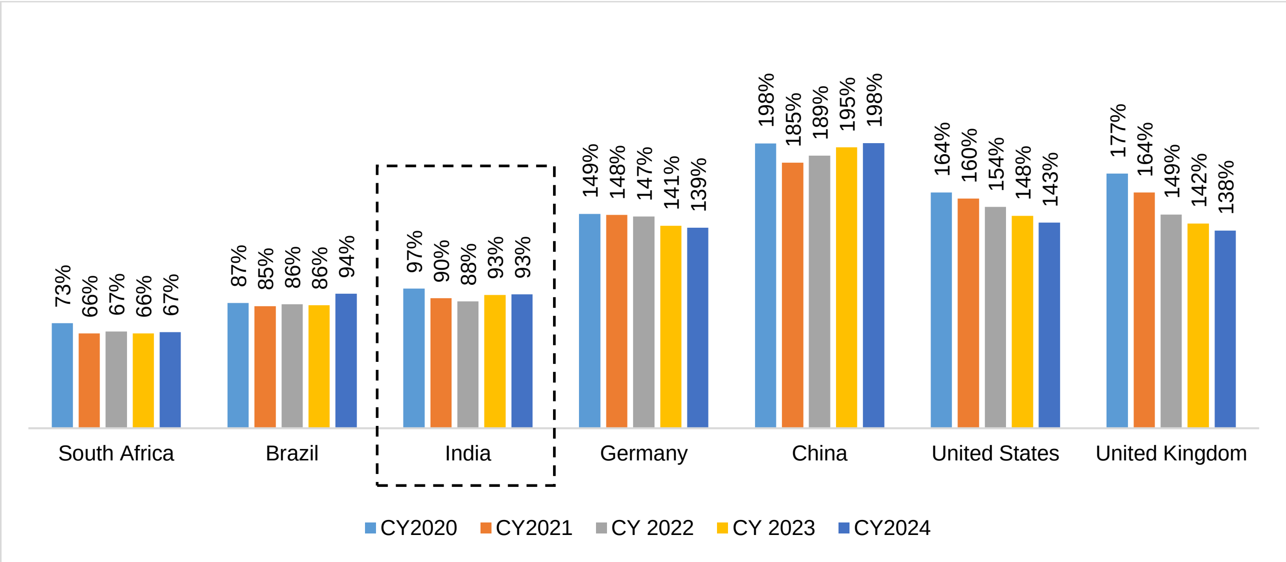
Household credit to GDP ratio of India and peer countries (CY2020 -CY2024)



Note: Ratios as of December each year. Source: Bank of International Settlements, Crisil Intelligence

Overall credit to GDP ratio in India stood at 93% as of CY2024, which was significantly lower as compared to 138% for United Kingdom, 143% for United States and 198% for China, signalling significant room for credit penetration in the nation.

Credit to GDP ratio from (CY2020 -CY2024)

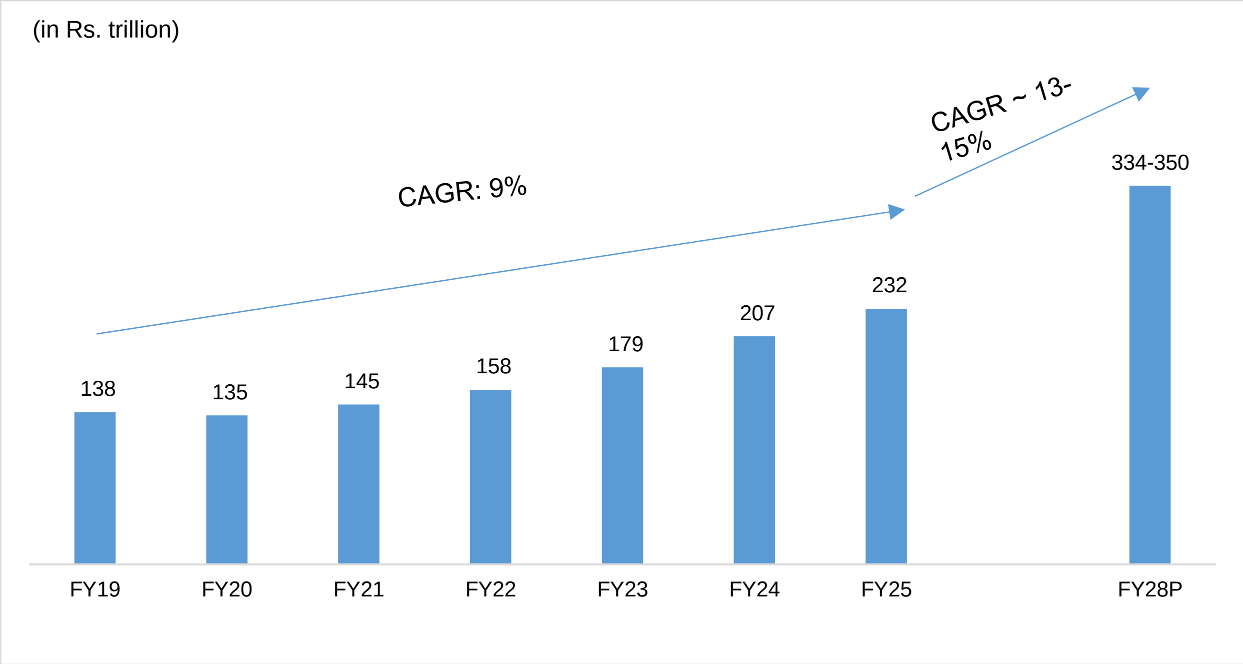


Note: Ratios as of December each year. Source: Bank of International Settlements, Crisil Intelligence

3.2 Overall Systemic credit

Corporate credit determines the growth in overall credit as it accounts for nearly two-third of systemic credit. Systemic credit in India grew at a 6-year CAGR of 9% over fiscals 2019 and 2025. Retail credit continues to lead the systemic credit growth in fiscal 2024, supported by the focused approach of banks and NBFCs in increasing the retail portfolio. Going ahead, Crisil Intelligence projects systemic credit to grow at 13%-15% CAGR between FY25 and FY28.

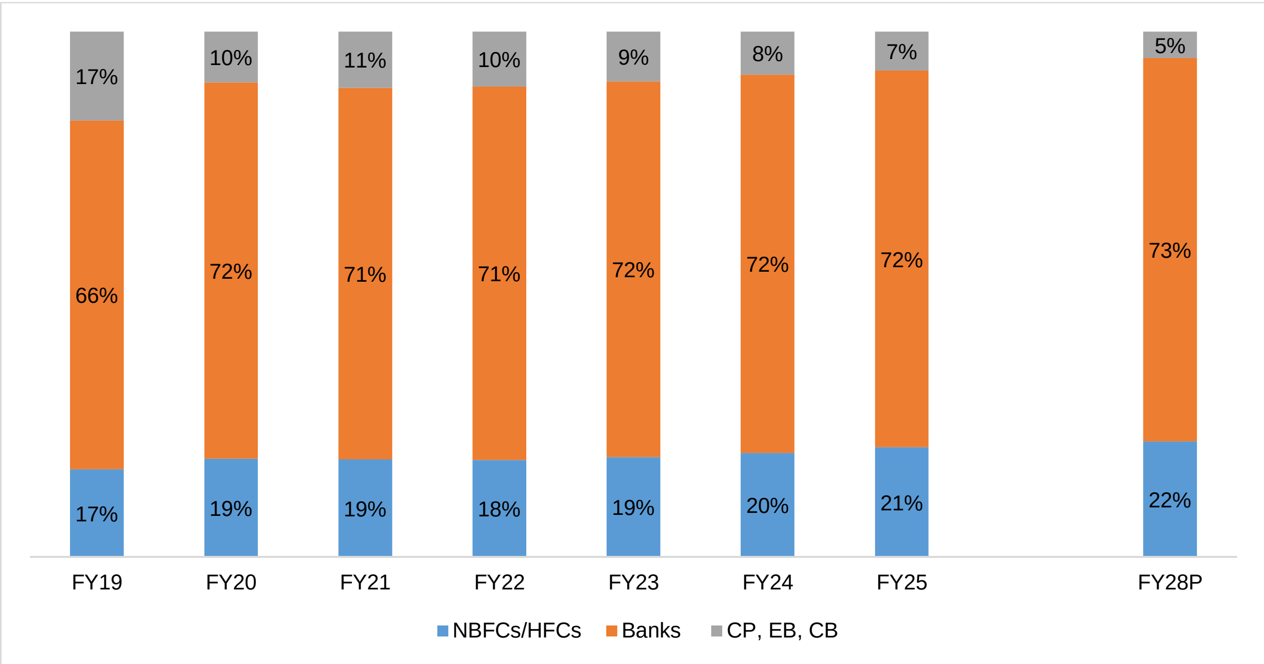
Systemic credit to grow by 13-15% between FY2025 and FY2028



Note: E: Estimated, P: Projected; systemic credit includes domestic banking credit (after deduction of bank lending to NBFC), NBFC credit, commercial papers, external borrowings, corporate bonds excluding those issued by banks and NBFCs; Source: RBI, company reports, Crisil Intelligence

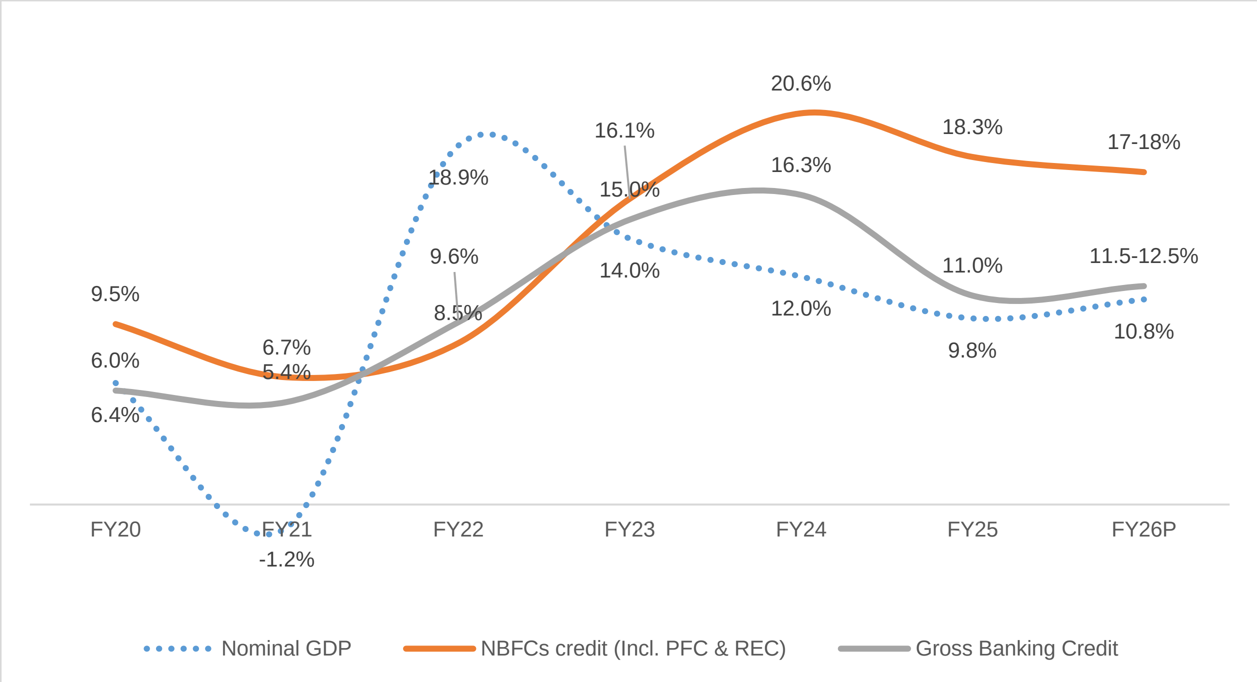
In terms of market share, as of FY25 NBFCs hold market share of ~21% whereas banks hold market share of ~72% and it is expected that NBFCs share in overall systemic credit to increase to 22% by FY28.

Share of NBFC Credit in overall Systemic credit to reach 22% by FY28P



Note: E: Estimated, P: Projected; Systemic credit includes domestic banking credit, NBFC credit, commercial papers, external borrowings, corporate bonds excluding those issued by Banks and NBFC; Source: RBI, Company Reports, Crisil Intelligence

Credit growth: Banks to trail NBFCs as deposit growth remains sluggish



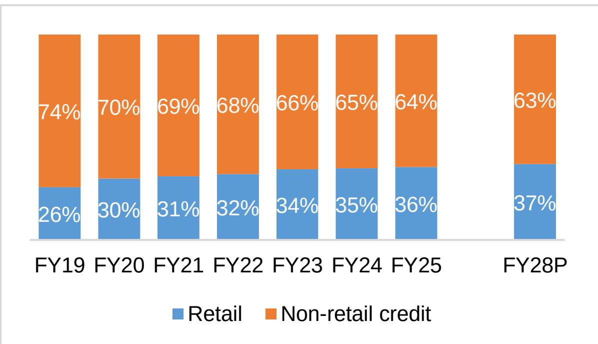
Note: P: Projected; 1. Past numbers are adjusted for estimated loans book of HDFC Ltd for retail housing and commercial real estate segment for normalised credit growth 2. Bank credit outstanding includes international and food credit for the coverage period; Source: RBI, National Housing Bank (NHB), Microfinance Institutions Network (MFIN), Company Reports, Crisil Intelligence

Over the past six fiscal years, banks have trailed NBFCs in terms of credit growth, except for fiscal 2022, when banks showed a steeper recovery post-pandemic disruptions, growing at 9.6% compared to NBFCs' 8.5% growth. This slower recovery for NBFCs was attributed to funding challenges due to higher gross NPAs. Despite this, NBFCs gained market share over banks, with a CAGR growth of ~13.9% between fiscal 2020-25, compared to banks' credit growth of ~11.4% during the same period.

Retail credit growth is projected to grow on a strong footing, expected to witness a CAGR of 14-16% between FY25 and FY28

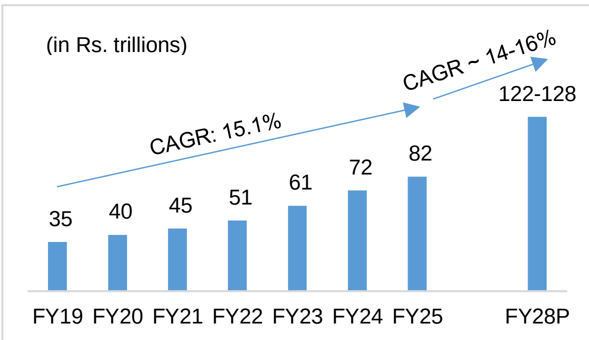
The retail credit including small ticket loans for asset classes such as Housing finance, Vehicle Financing, Gold Loans, Education Loans, Consumer Durables, Personal loans, credit cards and microfinance, in India stood at Rs. 82 trillion, as of FY25 which rapidly grew at a CAGR of 15.1% between FY19 and FY25. Retail credit grew at 14% in FY25 supported by steady demand in underlying assets like housing, auto and growth in credit card and personal loans growth driven by consumption. The Indian retail credit market has grown at a strong pace over the last few years and is expected to grow further at 14-16% between FY25 and FY28. Moreover, the increasing demand and positive sentiments in the Indian retail credit market, presents an opportunity for both banks and NBFCs to broaden their investor base

Retail segment is projected to account for 37% of overall systemic credit as of FY28



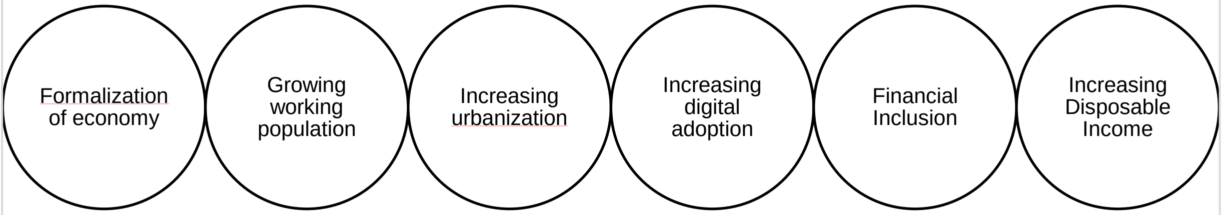
Note: E: Estimated, P: Projected. The above percentages are calculated on total systemic credit
Source: RBI, Crisil Intelligence

Retail credit growth is projected to grow on a strong footing from FY2025 to FY2028



Note: E: Estimated, P: Projected
Source: RBI, Crisil Intelligence

Factors that will support retail credit growth



Source: Crisil Intelligence

Impact of digitization on retail credit

Higher mobile penetration, improved connectivity, and faster and cheaper data, supported by Aadhaar and bank account penetration have led India to shift from being a cash-dominated economy to a digital one. Technology has played an important role in taking the financial sector to the next level of growth, by helping to surmount challenges stemming from India's vast geography, which makes physical footprints in smaller locations commercially unviable.

In the financial space, the underwriting process can be improved leveraging all available data efficiently. Lenders are increasingly using their web platforms and creating apps to register, score, approve and disburse loans to their customers. For lenders, digitization has enabled them to make informed decision making through business insight generation and data visualization. Moreover, it has improved lead generation for lenders with faster onboarding of customers, comprehensive loan servicing, and fraud detection. For customers, it has become easier to gather information about different lenders with the help of digitization and compare them.

Furthermore, the India Stack, a set of APIs and tools that enable the building of digital platforms for various services, has been a game-changer in the retail credit sector. The India Stack includes BBPS (Bharat Bill Payment System), AA (Account Aggregators), AePS (Aadhaar Enabled Payment System), Aadhaar (for identity verification), e-KYC (for paperless Know Your Customer processes), eSign (for digitally signing documents), and the Unified Payments Interface (UPI) for seamless and instant fund transfers. All of these components have been seamlessly integrated into the lending ecosystem; traditional lending players have also integrated these components in their loan processes which had made it easier for lenders to streamline their operations and offer a seamless experience to borrowers. Looking ahead, the digitization of retail credit in India is expected to continue evolving.

4. NBFC Credit Landscape in India

4.1 Classification of NBFCs

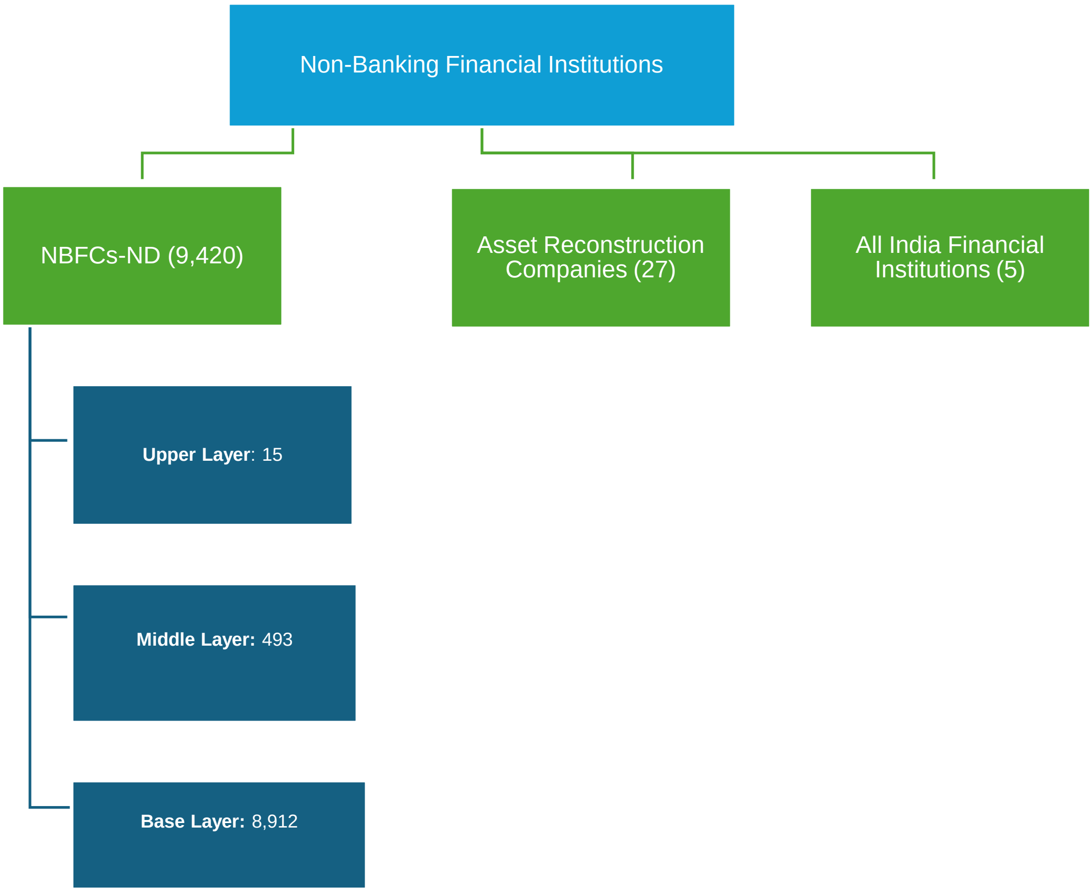
NBFCs are classified based on liabilities into two broad categories: a) deposit-taking; and b) non-deposit-taking. Further, in 2015, non-deposit-taking NBFCs with an asset size of Rs 5 billion and above were labelled as 'systemically important non-deposit taking NBFCs' ("NBFC–ND–SI") and separate prudential regulations were made applicable to them.

Scale based approach for NBFCs

In January 2021, the RBI had proposed a tighter regulatory framework for NBFCs by creating a four-tier structure with a progressive increase in regulation intensity in a discussion paper titled '**Revised Regulatory Framework for NBFCs - A Scale-based Approach**'. Based on the inputs received, on October 22, 2021, the RBI put in place a revised regulatory framework for NBFCs, which became effective from October 1, 2022.

As per the RBI's Scale-Based Regulation for NBFCs framework, the regulatory framework of NBFCs should be based on a four-layered structure depending on their size, activity, and perceived riskiness: base, middle, upper, and top layers.

Classification of NBFCs based on scale-based approach (as of 31st March 2024):



Note: Figures in brackets represent the number of entities registered with RBI as on March 2024.
Source: Report on trend and progress of Banking in India 2023-24, Crisil Intelligence

Net owned fund

The RBI has specified Rs. 100 million as net owned fund required for below mentioned categories of NBFCs to commence or carry on the business of non-banking financial institution from October 01, 2022. Provided that the mentioned NBFCs having net owned fund of less than hundred million rupees, shall achieve the NOF of Rs.100 million as per the following.

Net Owned Fund Requirement		
NBFCs	**By 31st March2025**	**By 31st March2027**
NBFC- Investment & Credit Company	Rs. 50 million	Rs. 100 million
NBFC-Micro Finance Institution (MFI)	Rs. 70 million	Rs. 100 million
NBFC-MFI in Northeastern region	Rs. 50 million	Rs. 100 million
NBFC-Factor	Rs. 70 million	Rs. 100 million

Source: RBI, Crisil Intelligence

RBI's Master Direction on Scale Based Regulation of NBFCs, 2023

The RBI published the Master Direction on Scale Based regulation (SBR) of NBFCs to bring an end to the basic categorization of systemically important and non-systemically important NBFCs, while the classification based on acceptance of public deposits and specialization continues to be in force. In addition, considering the systemic importance, the SBR Master Directions has enhanced the corporate governance in middle layer and upper layer NBFCs. For instance, NBFCs that are part of a common Group or are floated by a common set of promoters shall not be viewed on a standalone basis. The total assets of all the NBFCs in a Group shall be consolidated to determine the threshold for their classification in the Middle Layer.

RBI tightens provisioning norms on Standard assets for NBFC Upper Layer

On June 6, 2022, the RBI released a circular aligning provisioning for standard assets by NBFCs in the upper layer as per RBIs scale-based regulations with that prevalent with the banks, which was effective from October 1, 2022. (now part of Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation)

Directions, 2023). The impact of the norms is unlikely to be material as most large NBFCs already maintain Stage 1 and Stage 2 provisioning, which is comfortably higher than the required levels. The below table shows the provisioning that NBFC-ULs are required to maintain in respect of standard assets for the funded amount outstanding:

Provisioning norms for standard assets for NBFC-ULs

Category of Assets	Rate of Provision
Individual housing loans and Small and Micro Enterprises	0.25%
Housing loans extended at teaser rates	2.00%, which will decrease to 0.40% after 1 year from the date on which the rates are reset at higher rates (if account remains standard)
Advances to Commercial Real Estate – Residential Housing (CRE - RH) sector	0.75%
Advances to Commercial Real Estate (other than CRE -RH) sector	1.00%
Restructured Advances	As stipulated in the applicable prudential norms for restructuring of advances
All other loans and advances not included above, including loans to Medium Enterprises	0.40%

Note: NBFC-UL includes non-banking financial companies and housing finance companies; Source: RBI, Crisil Intelligence

4.2 Activity-based classification

As per the RBI circular dated February 22, 2019 on "Harmonisation of different categories of NBFCs", the RBI has merged the three categories of NBFCs viz. asset finance companies (AFC), loan companies (LCs) and investment companies (ICs) into a new category called NBFC - Investment and Credit Company (NBFC-ICC):

- Investment and credit company – (NBFC-ICC): ICC): An NBFC-ICC means any company which is a financial institution carrying on as its principal business – asset finance, the providing of finance whether by making loans or advances or otherwise for any activity other than its own and the acquisition of securities; and is not any other category of NBFCs as defined by the Reserve Bank in any of its Master Directions.

The other types of NBFCs are mentioned below:

- Infrastructure finance company (IFC): An NBFC-IFC means a non-deposit taking NBFC which has a minimum of 75 percent of its total assets deployed towards infrastructure lending.

- Core investment Company (CIC): A CIC means a core investment company having total assets of not less than Rs. 100 crore either individually or in aggregate along with other CICs in the Group and which raises or holds public funds.

  Further, CIC is an NBFC that satisfies the following conditions:

  - Holds not less than 90% of its total assets in the form of investments in equity shares, preference shares, bonds, debentures, debt, or loans in group companies.

  - Investments in equity shares (including instruments compulsorily convertible into equity shares within a period not exceeding 10 years from the date of issue) in group companies and units of Infrastructure Investment Trusts (InvITs) only as sponsor constitute not less than 60% of its net assets.

  - Provided that the exposure of such CICs towards InvITs shall be limited to their holdings as sponsors and shall not, at any point in time, exceed the minimum holding of units and tenor prescribed in this regard by SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time. It does not trade in its investments in shares, bonds, debentures, debt, or loans in group companies except through block sales for dilution or disinvestment

  - Does not carry on any other financial activity referred to in Section 45I(c) and 45I(f) of the RBI Act, 1934, except investments in bank deposits; money-market instruments, including money market mutual funds that make investments in debt/money market instruments with a maturity of up to 1 year; government securities; bonds or debentures issued by group companies; granting of loans to group companies and issuing guarantees on behalf of group companies.

- Infrastructure debt fund (IDF-NBFC): means a non-deposit taking NBFC which is permitted to

  (i) refinance post commencement operations date (COD) infrastructure projects that have completed at least one year of satisfactory commercial operations; and

  (ii) finance toll operate transfer (TOT) projects as the direct lender

- Micro-finance institution (NBFC-MFI): An NBFC-MFI is a non-deposit-taking NBFC with not less than 75% of its assets in qualifying assets, which satisfy the following criteria:

  - The NBFC-MFI can disburse loans to borrowers with a household annual income not exceeding Rs 3,00,000. For this purpose, the household shall mean an individual family unit, i.e., husband, wife and their unmarried children.

  - The outflows capped at 50 per cent of the monthly household income shall include repayments (including both principal as well as interest component) towards all existing loans as well as the loan under consideration.

  - Loan to be extended without collateral i.e., the loan shall not be linked with a lien on the deposit account of the borrower.

- Factors (NBFC-Factors): An NBFC-Factor is a non-deposit-taking NBFC engaged in the principal business of factoring. Financial assets in the factoring business should constitute at least 50% of its total assets and income derived from factoring business should not be less than 50% of its gross income.

- Mortgage guarantee companies (MGC): A MGC means a company registered with the Bank as mortgage guarantee company which primarily transacts the business of providing mortgage guarantee; In addition to the above, at least 90% of the business turnover is mortgage guarantee business or at least 90% of the gross income is from mortgage guarantee business (which includes the income derived from reinvesting the income generated from mortgage guarantee business). A MGC should have minimum net owned fund of Rs.100 crore at the time of commencement of business, which shall be reviewed for enhancement after 3 years.

- Account Aggregators (NBFC-AA): Account Aggregator (AA) is a Non-Bank Finance Company (NBFC) engaged in the business of providing the service of retrieving or collecting financial information pertaining to the customer and consolidating, organizing and presenting such information to the customer or any other financial information user as may be specified by RBI. No financial information of the customer is retrieved, shared or transferred by AA framework without the explicit consent of the customer. AA transfers data from one financial institution to another based on an individual's instruction and consent.

- NBFC Peer to Peer (P2P) Lending Platforms: A non-banking institution which provides the services of loan facilitation via online medium or otherwise, to a person who has entered into an arrangement with an NBFC-P2P. Every company seeking registration with the RBI as NBFC P2P shall have a net owned fund of not less than rupees two crore or such higher amount as the RBI may specify. NBFC P2P shall always remain in the base layer of the regulatory structure.

- HFC: It is an NBFC whose financial assets, in the business of providing finance for housing, constitute at least 60% of its total assets (netted off by intangible assets). Out of the total assets (netted off by intangible assets), not less than 50% should be by way of housing financing for individuals.

- Non-operative financial holding company (NOFHC):

  - Eligible Promoters: Entities / groups in the private sector, entities in public sector and NBFCs shall be eligible to set up a bank through a wholly-owned NOFHC.

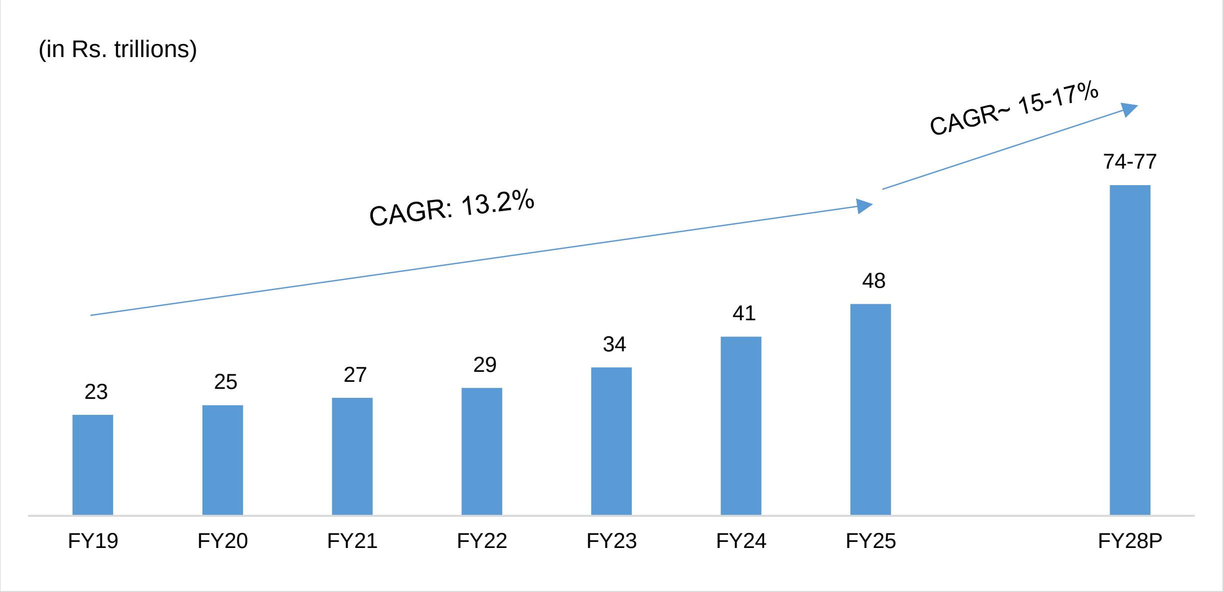
  - Corporate structure of the NOFHC: The NOFHC shall be wholly owned by the Promoter / Promoter Group and shall hold the bank as well as all the other financial services entities of the group.

The Indian financial system includes banks and NBFCs. Though the banking system dominates financial services, NBFCs have grown in importance by carving a niche for themselves by catering to customers in various regions and segments.

4.3 NBFC Credit to grow faster than systemic credit

The credit growth of NBFCs which has trended above India's GDP growth historically, is expected to continue to rise at a faster pace. NBFCs have shown remarkable resilience and gained importance in the financial sector ecosystem, growing from less than Rs 2 trillion AUM at the turn of the century to Rs. 48 trillion at the end of FY25. During FY19 to FY25, NBFC credit is estimated to have witnessed a growth at CAGR of 13.2%. NBFCs AUM as of FY19 was approximately Rs. 23 trillion which has grown at a 6 year CAGR of 13.2% to Rs. 48 trillion as of FY25. Rapid revival in the economy is expected to drive consumer demand in FY26, leading to healthy growth in NBFCs.

NBFC credit to grow at 15-17% between FY25 and FY28



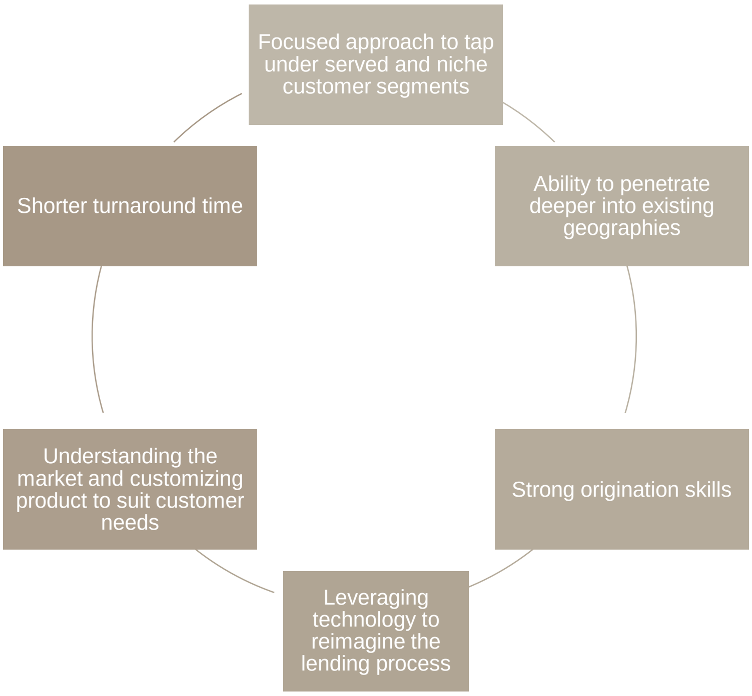
Note: P = Projected, E: Estimated; HDFC is not considered while calculating overall NBFC Credit, Source: RBI, Company reports, Crisil Intelligence

Going forward, Crisil Intelligence expects NBFC credit to grow at 15-17% between FY25 and FY28 driven by growth across retail, MSME and corporate segments continuing to be the primary drivers.

NBFC's share in systemic credit is estimated to have increased from 12% in FY08 to 13% in FY14 to 21% in FY25. Overall, consolidation in certain corporate groups and other corporate activities indicate buoyancy in the NBFC space and expectations of healthy credit growth.

Crisil Intelligence believes that NBFCs will remain a force to reckon within the Indian credit landscape, given their inherent strength of providing last-mile funding and catering to customer segments that are less in focus by the Banks. Going forward, NBFCs are expected to continue to gain market share over other lenders due to their ability to provide flexible lending solutions and tailored services, focused approach to tap under-served and niche customer segments, ability to penetrate deeper into geographies, leveraging technology to reimagine the lending process, strong origination skills and shorter turnaround time.

Growth of NBFCs reflects the customer value proposition offered by them



Source: Crisil Intelligence

With high focus on retail loans, NBFCs are driving financial inclusion

While banks are the primary institutions for banking in India, retail loan portfolio forms only 36% of the overall banking credit as of FY25. Other focus areas for banks are wholesale lending to large corporates, credit to services sector and agriculture sector. Lower presence of banks in the retail space has created an opportunity for NBFCs to penetrate the segment which has also led to greater financial inclusion as NBFCs also cater to riskier customer profiles with lower income. Compared to that of banks, NBFC credit to retail segment forms 47% of its portfolio as of FY25 indicating larger focus on retail customers. Rural areas, presents vast market opportunity for NBFCs. NBFCs have played a major role in meeting this need, complementing banks and other financial institutions. NBFCs help fill gaps in the availability of financial services with respect to products as well as customer and geographic segments. A strong linkage at the grassroots level makes them a critical cog in the financial machine. They cater to the unbanked and underbanked masses in rural and semi-urban India and lend to the informal sector and people without credit histories, thereby enabling the government and regulators to realize the mission of financial inclusion.

The NBFC sector has, over the years, evolved considerably in terms of size, operations, technological sophistication, and entry into newer areas of financial services and products. The number of NBFCs as well as the size of the sector have grown significantly, with several players with heterogeneous business models starting operations. The increasing penetration of neo-banking, digital authentication, and mobile phone usage as well as mobile internet has resulted in the modularization of financial services, particularly credit. Overall NBFC credit during FY19 to FY25, is estimated to have witnessed a CAGR of ~13.2% which was majorly led by retail segment which is estimated to have witnessed a CAGR of ~15.4%, while NBFC non-retail credit is estimated to have witnessed a growth of ~11.5% during the same time period.

MSME, Housing and Auto Financing contributed ~51% to overall NBFC credit in Fiscal 2025

In fiscal 2025, the credit growth of NBFCs is estimated to have slowed to 18%, compared to 21% recorded in previous fiscal, mainly due to slowdown in unsecured loans, including microfinance, personal loans and consumer durables. The slowdown in unsecured loans can be attributed to its rapid expansion over the past few fiscals and overleveraging concerns which can impact asset quality. RBI intervened in November 2023 to slow down unsecured retail loan growth by tightening capital norms.

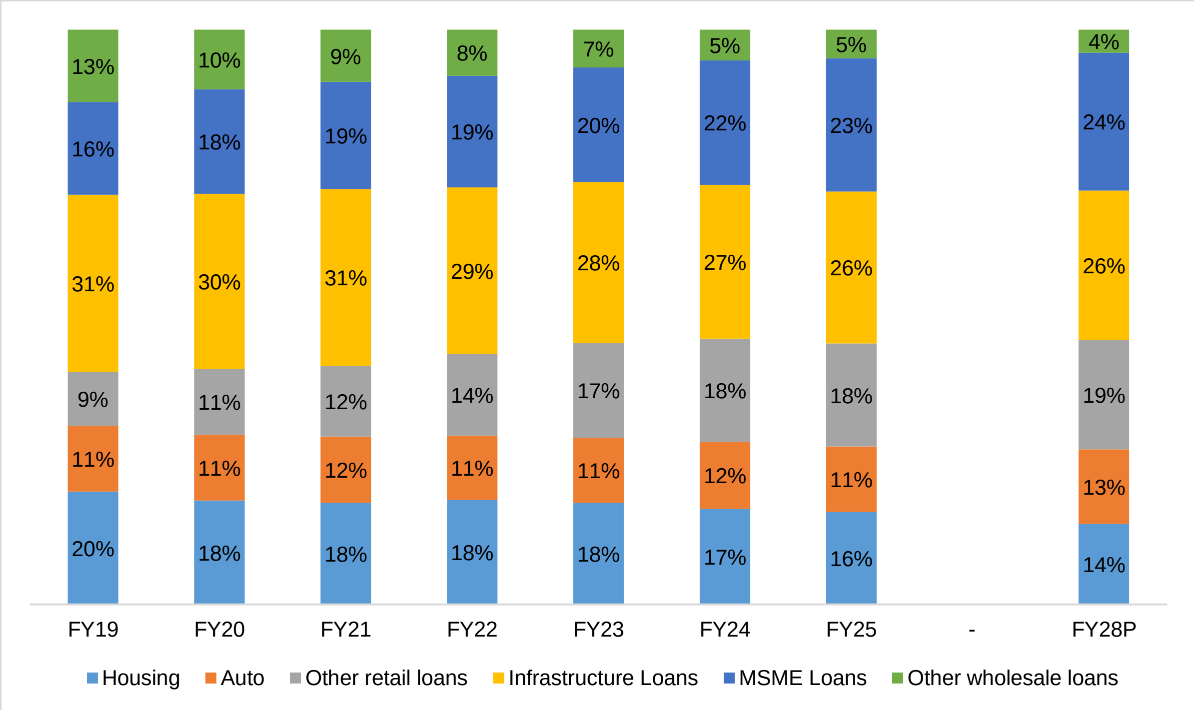
Though infrastructure accounts for the highest share in NBFC credit (26%) as of FY2025, its share in the overall NBFC credit outstanding has come down over the past years from 31% in FY2019. Retail and MSME segments are expected to experience higher growth in the upcoming fiscals. MSME credit accounted for 23% share as of FY2025, witnessing a rise in its market share from 16% in FY2019. Housing and auto segment constitute ~16% and ~11% share in overall NBFC credit as of FY2025.

In fiscal 2025, the retail segment's share in the lending mix is estimated to decline marginally, while the wholesale segment's share is expected to increase. This trend is likely to continue into fiscal 2026, with the share of both segments remaining steady.

The retail loan growth rate is expected to increase moderately to 17-18% in fiscal 2026, driven by growth in housing, vehicle, and consumer durable loans. However, NBFCs are expected to maintain a cautious approach to unsecured lending due to visible stress in the microfinance and personal loan segments. The growth of gold loans is expected to normalize after the exceptional growth recorded in fiscal 2025.

In contrast, the wholesale segment's growth rate is projected to decline slightly, mainly due to an expected slowdown in infrastructure disbursements. Nevertheless, MSME and corporate and real estate loans are expected to continue to see an uptick.

Distribution of NBFC Credit across asset classes



Note: Other retail loans include gold loans, microfinance loans, personal loans, consumer durable loans, education loans, Other wholesale loans include wholesale loan and construction equipment loan;
Source: Company reports, Crisil Intelligence

Growth of asset classes

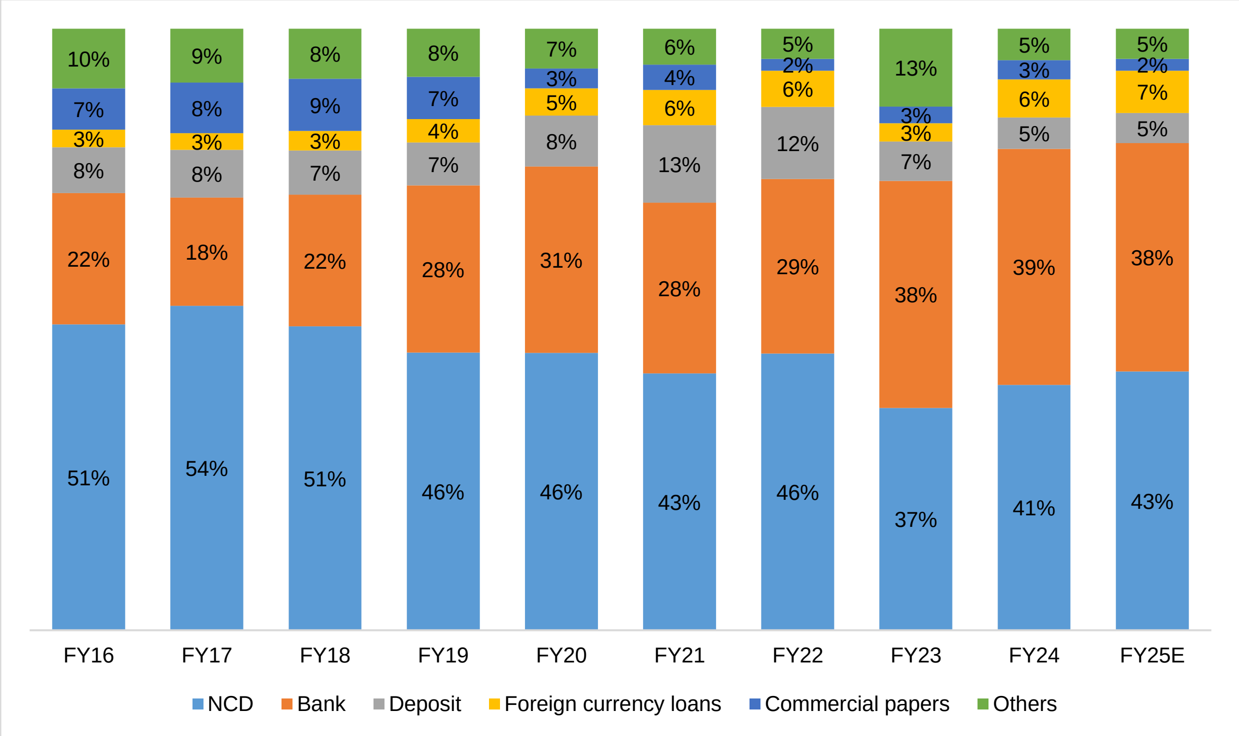
Asset class (Rs trillion)	FY25 portfolio outstanding (Rs. trillion)	Share of NBFCs/HFCs/ NBFC-MFIs as of FY25	Overall portfolio CAGR (FY20-FY25)	NBFCs/HFCs portfolio CAGR (FY20-FY25)
MSME Loans	42.3	27.0%	18.2%	19.6%
Housing loans	40.6	21.5%	13.7%	32.7%
LAP	14.4	40.5%	16.3%	19.7%
Two wheeler	1.6	68.5%	17.5%	17.9%
Used Car	1.1	40.8%	22.2%	40.7%
Commercial Vehicle	6.0	58.7%	13.9%	12.0%
Personal loans	14.6	24.4%	21.3%	30.1%
Microfinance loans	3.8	50.7%	9.6%	13.5%
Education loans	2.2	28.2%	18.2%	46.8%

Note: MSME loans as per Crisil Estimates, Source: CRIF Highmark and Crisil Intelligence

Banks exposure to NBFCs to gain momentum in medium term post reversal of risk weights

Share of bank’s lending to NBFCs have almost doubled during last 10 years. Going forward, Crisil Intelligence believes that funding access would gradually improve for NBFCs who are able to demonstrate strong performance. Reliance on bank funding is estimated to remain at 38% as of FY2025. Crisil Intelligence expects the bank exposure to NBFCs to gain momentum in medium term as RBI has restored the risk weights on bank loans to NBFCs to 100% from 125%, effective from April 1, 2025.

Bank borrowings expected to remain primary source of funds for the NBFCs, apart from NCDs

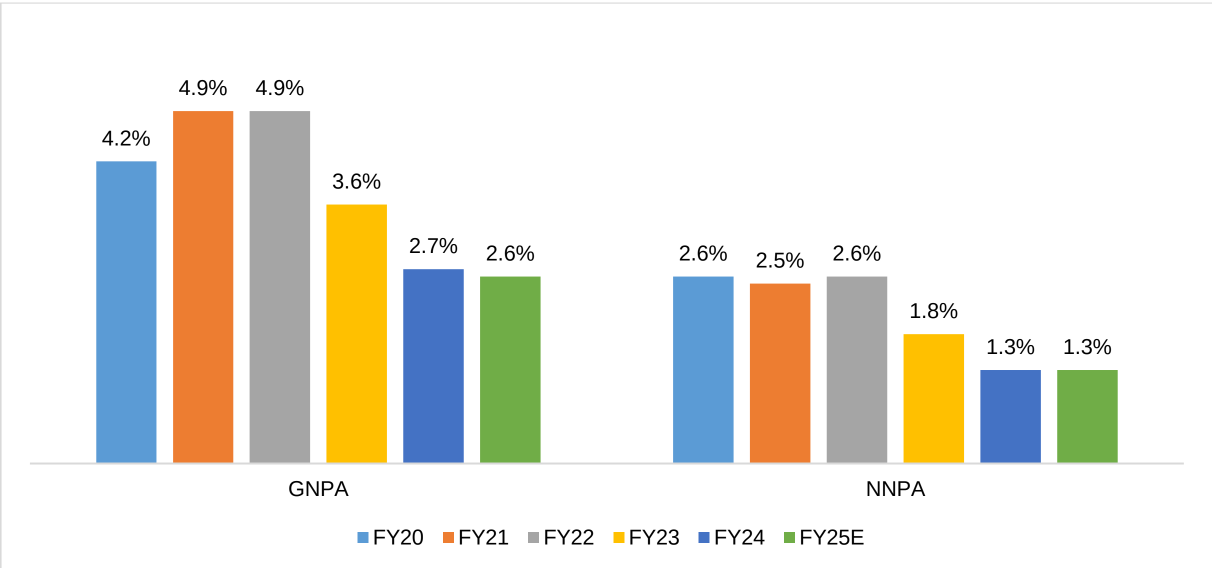


Note: E: Estimated, Based on sample set of NBFCs accounting for more than 80% of overall borrowings of NBFCs as of March 2025; NCD includes Debt Securities and NCDs, Bank includes Banks and National Housing Bank, and Others include Related Parties, Foreign Institutions, External Commercial Borrowings, and other sources
Source: Company reports, Crisil Intelligence

Asset Quality

Asset quality for NBFCs is influenced by various factors such as economic cycle, target customer segment, geographical exposure, and local events. Within the NBFC universe itself, it is observed that various asset classes tend to exhibit heterogeneous behaviour. For example, the asset quality in small business loans and personal loans tends to be highly correlated with the macroeconomic environment. This is because asset quality is more influenced by domestic factors, events that have wide ranging repercussions such as demonetisation and COVID-19 and relative leverage levels amongst borrowers.

Improving asset quality of NBFCs gives more comfort for mid-term growth



Note: For calculating GNPA and NNPA, 100 NBFCs are considered that collectively account for loans and advances of Rs 23,000 billion as on March 31, 2024, The above set excludes PFC and REC Limited. Source: RBI, Crisil Intelligence

Asset quality metrics improved in FY2023 for two reasons. Firstly, the RBI decision to defer the implementation of the NPA upgradation norm until September 30, 2022, as announced in its circular dated February 15, 2022, provided a crucial breathing space for NBFCs. This circular, which built upon the earlier guidelines issued on November 12, 2021, regarding prudential norms for income recognition, asset classification, and provisioning, had introduced stricter criteria for upgrading loan accounts from NPAs to standard assets. The deferment allowed NBFCs a reasonable transition time to recalibrate processes, revamp their collection infrastructure and teams, and persuade borrowers to align with the new dispensation. Second is the improvement in macro-economic activity, which acted as a tailwind.

Asset Quality for NBFCs improved in FY2024 on account of normalisation of economic activity and improved collection efficiency across segments with the gold segment being an exception. The asset quality of NBFCs continued the improvement trend till March 2024. In FY2025, asset quality improved for all retail segments except for microfinance where overleveraging of underlying borrowers was the key reason for deterioration. Housing, personal loans, vehicle and gold loans recorded improvement in asset quality supported by resilient underlying customer base from the impact of high interest rates as well as tightened monitoring and collection efforts by NBFCs.

Credit cost for NBFCs

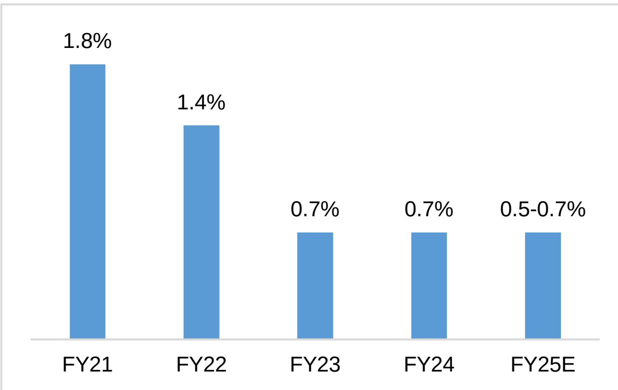
Overall yield for the retail segments increased in FY2023 due to the interest rates hikes. However, the amount of pass-on has been distinct across all segments on account of level of competition, nature of asset class and segmental credit demand. Accordingly, a stable or modest increase in RoA was seen across all segments in FY2024.

In FY2023, decline in credit costs due to improved collections and lower slippages supported improvement in profitability aided by higher yields. The MFI segment, which typically has more pricing power, was able to improve its NIM. Similarly, the housing segment also improved its NIM owing to the floating nature of its loan book where it was able to pass on the increase in rates to its customers faster.

In FY2024 and FY2025, credit cost moderately declined on account of improved collections and lower asset quality stress translating to moderate increase in RoA.

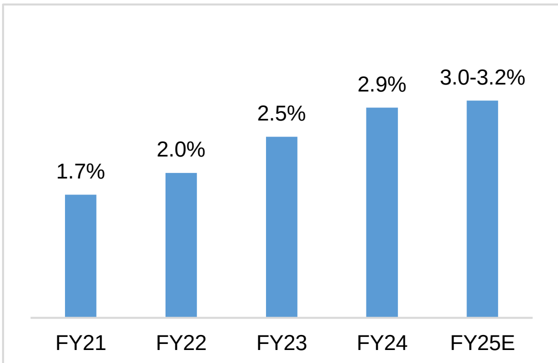
Profitability ratios of NBFCs

Credit costs for NBFCs



Note: Credit Costs calculated on average total assets
Source: Crisil Intelligence

Profitability (RoA) moderately increased in FY2025 for NBFCs



Note: Return on assets calculated on average total assets
Source: Crisil Intelligence

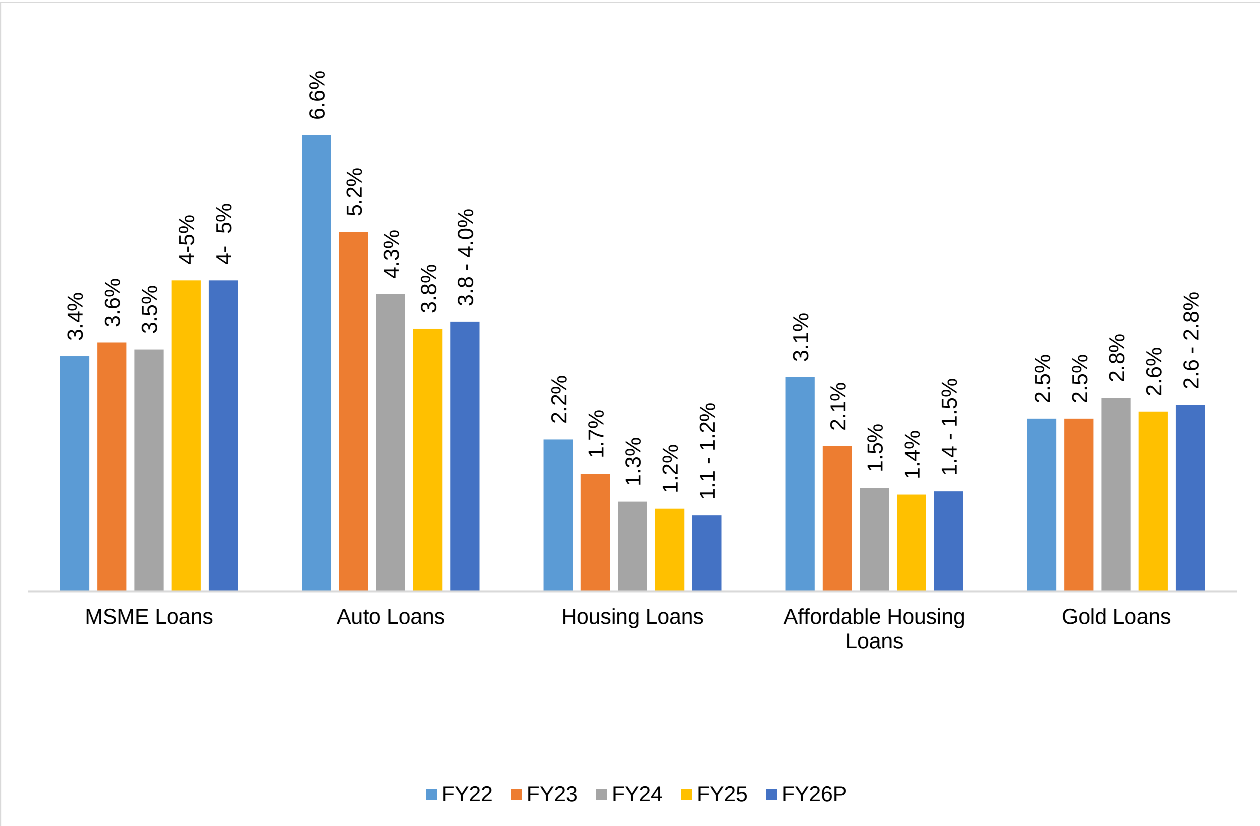
ROA Tree for NBFCs across asset classes

Asset Class	Financial Metric	FY22	FY23	FY24	FY25E	FY26P
MSME Loans	Interest income	14.5%	15.5%	16.0%	16.1%	~15-16%
	Interest expense	5.6%	5.7%	6.3%	6.0%	~5-6%
	Credit Cost	1.2%	1.3%	1.7%	1.5%	~1.7-2.1%
	ROA	3.3%	3.7%	3.5%	3.4%	~3.4-3.6%
Auto Loans	Interest income	11.9%	12.2%	12.6%	12.7%	~12.5-12.6%
	Interest expense	5.8%	5.7%	6.4%	6.6%	~6.3-6.4%
	Credit Cost	1.8%	1.1%	1.9%	1.9%	~1.8-1.9%
	ROA	1.9%	2.6%	2.5%	2.5%	~2.6-2.7%
Housing Loans	Interest income	8.6%	9.1%	10.0%	9.8-9.9%	~9.6-9.7%
	Interest expense	5.6%	5.8%	6.3%	6.3-6.4%	~6.2-6.3%
	Credit Cost	0.7%	0.6%	0.5%	0.1-0.2%	~0.2-0.3%
	ROA	1.5%	1.8%	2.3%	2.2-2.3%	~2.0-2.1%

Asset Class	Financial Metric	FY22	FY23	FY24	FY25E	FY26P
Gold Loans	Interest income	16.4%	14.9%	16.1%	16.4%	~16.1-16.2%
	Interest expense	5.6%	5.2%	5.9%	6.3%	~6.2-6.3%
	Credit Cost	0.2%	0.1%	0.2%	0.7%	~0.5-0.6%
	ROA	5.6%	4.7%	5.2%	5.0%	~4.8-5.0%
Education Loans	Interest income	10.2%	10.6%	10.9%	10.4%	~9.9-10.0%
	Interest expense	5.7%	6.6%	7.2%	6.9%	~6.7-6.8%
	Credit Cost	0.2%	0.2%	0.2%	0.2%	~0.3-0.4%
	ROA	2.2%	2.2%	2.4%	2.5%	~2.1-2.2%
Microfinance	Interest income	15.8%	17.3%	18.8%	18.2-18.4%	~17.8-18.0%
	Interest expense	7.1%	7.2%	7.4%	7.4-7.6%	~7-7.2%
	Credit Cost	2.9%	2.4%	2.4%	8.4-8.6%	~3.4-3.6%
	ROA	1.2%	2.9%	4.6%	-1.0%	~1.9%

Note The ratios are calculated on total average assets. Source: Company Documents, Crisil Intelligence

GNPAs for NBFCs across asset classes

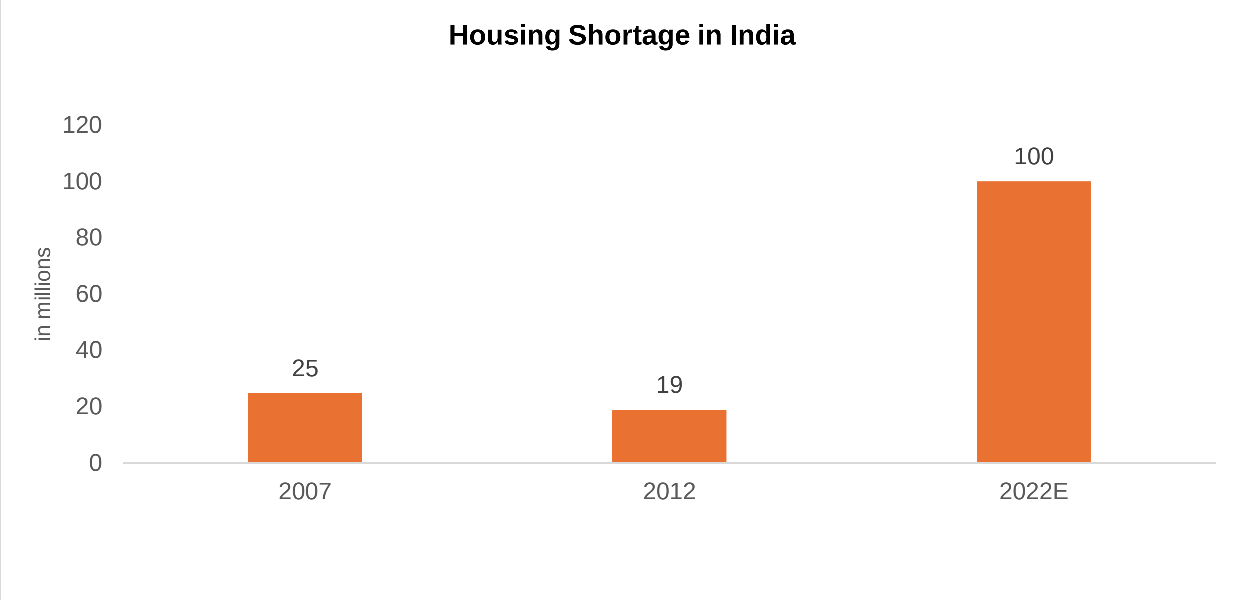


Note: As per Crisil estimates for NBFCs. Auto Loan portfolio includes CVs, PVs, two-and-three-wheelers and tractor loan portfolio. Source: Crisil Intelligence, Company Documents, Note: Ratios on average total assets

5. Home Loans Market of India

Estimated shortage and requirement of ~100 million houses in 2022

The housing shortage in India has only increased since the estimates at the time of the Twelfth Five-year plan. As per the report of RBI-appointed Committee on the Development of home loans securitisation market (September 2019), the housing shortage in India was estimated to increase to 100 million units by 2022. Majority of the household shortage is for Lower income group (LIG) and Economic weaker section (EWS) with a small proportion (5-7%) of the shortage coming from middle income group or above. Total incremental housing loans demand, if this entire shortage is to be addressed, is estimated to be in the region of Rs 50 trillion to Rs 60 trillion, as per the Committee report, indicating the immense latent potential of the market.

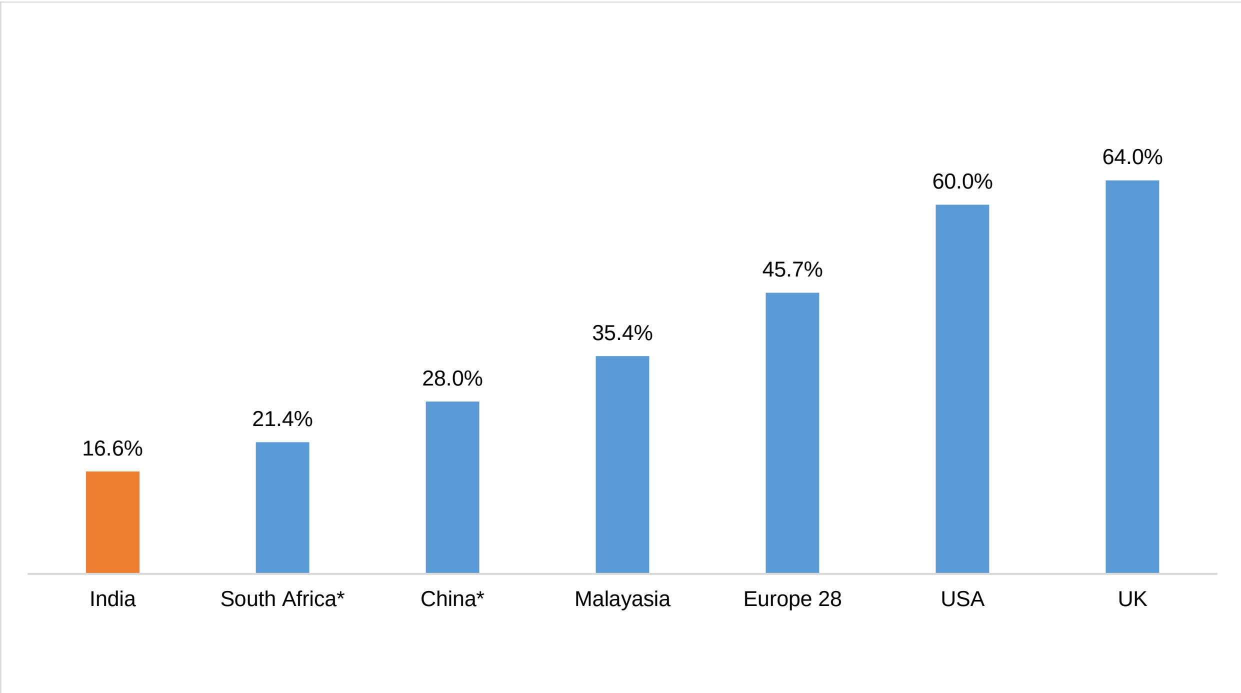


Note: E: Estimated; Source: RBI, Planning Commission, Crisil Intelligence

5.1 India's mortgage penetration is lower than other economies

India has very low penetration in terms of home loans as compared to its rising peers which shows a high potential for expansion of Indian home loans companies. The home loans market continues to face supply constraints from Banks and NBFCs, particularly for the lower income.

Mortgage-to-GDP ratio in India (FY25) compared with other countries (CY18)

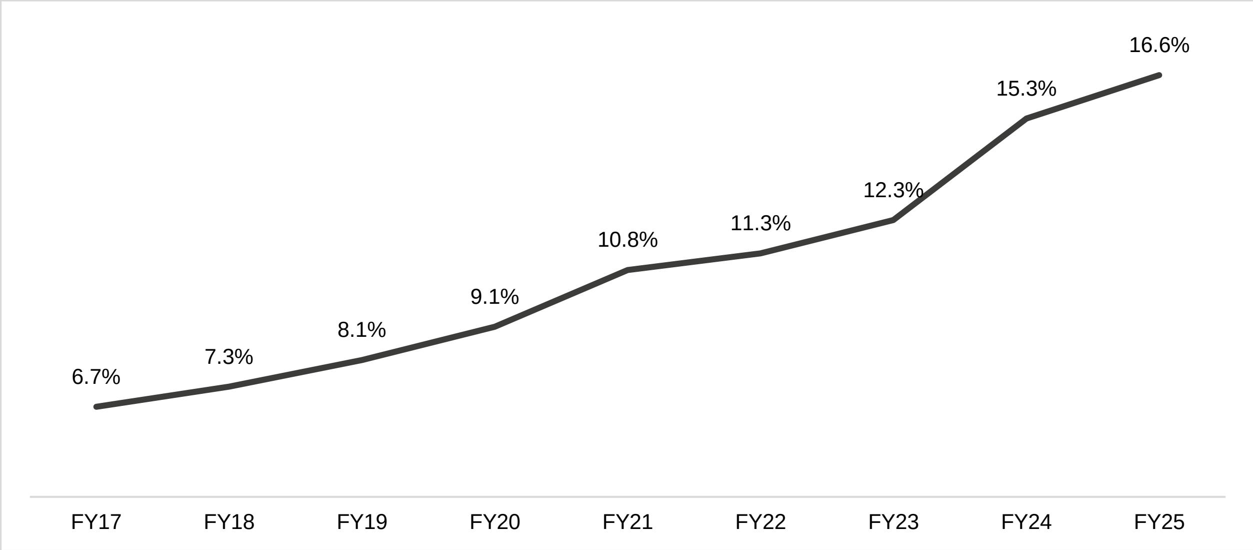


Note: (*) – As of CY17, Indian mortgage to GDP is for FY2025 – 16.6%; Europe 28 includes the 28 European Union Member states as of December 2018; Source: HOFINET, European Mortgage Federation, NHB, Crisil Intelligence

Mortgage-to-GDP ratio in India grew to 16.6% as of FY2025

In FY2025, India's mortgage-to-GDP ratio stood at 16.6%. Though low compared with other developing countries, it has significantly improved from 6.5% in FY2009. The factors that contributed to the improvement are rising incomes, improving affordability, growing urbanisation and nuclearization of families, emergence of tier-II and tier-III cities, ease of financing, tax incentives, and widening reach of financiers.

Trend in mortgage-to-GDP ratio in India

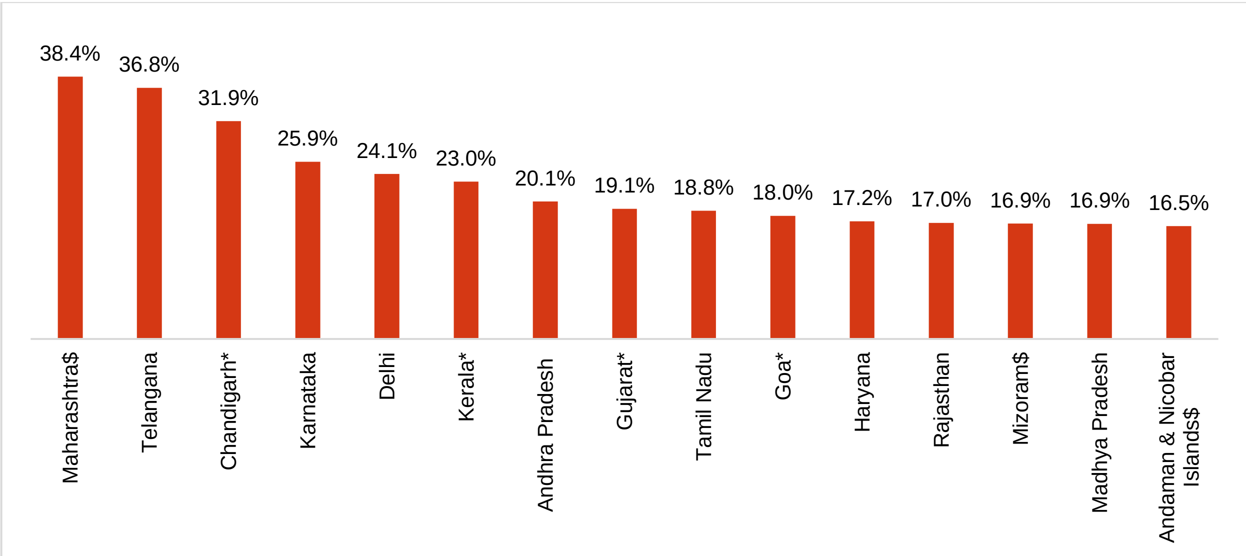


Note: P – Projected, Data for mortgage to GDP for India includes both Housing loans and Loans against property outstanding over constant GDP for India; Source – NHB, World Bank, Crisil Intelligence

State-wise mortgage penetration in India

The mortgage-to-GDP ratio varies widely based on home loan market size, ranges between ~3% and ~38% in FY2024. Maharashtra has the highest housing loan penetration with ~38% of GDP followed by Telangana (~37%) and Chandigarh (~32%) at second and third position respectively as of FY2024.

State wise Mortgage penetration(%)



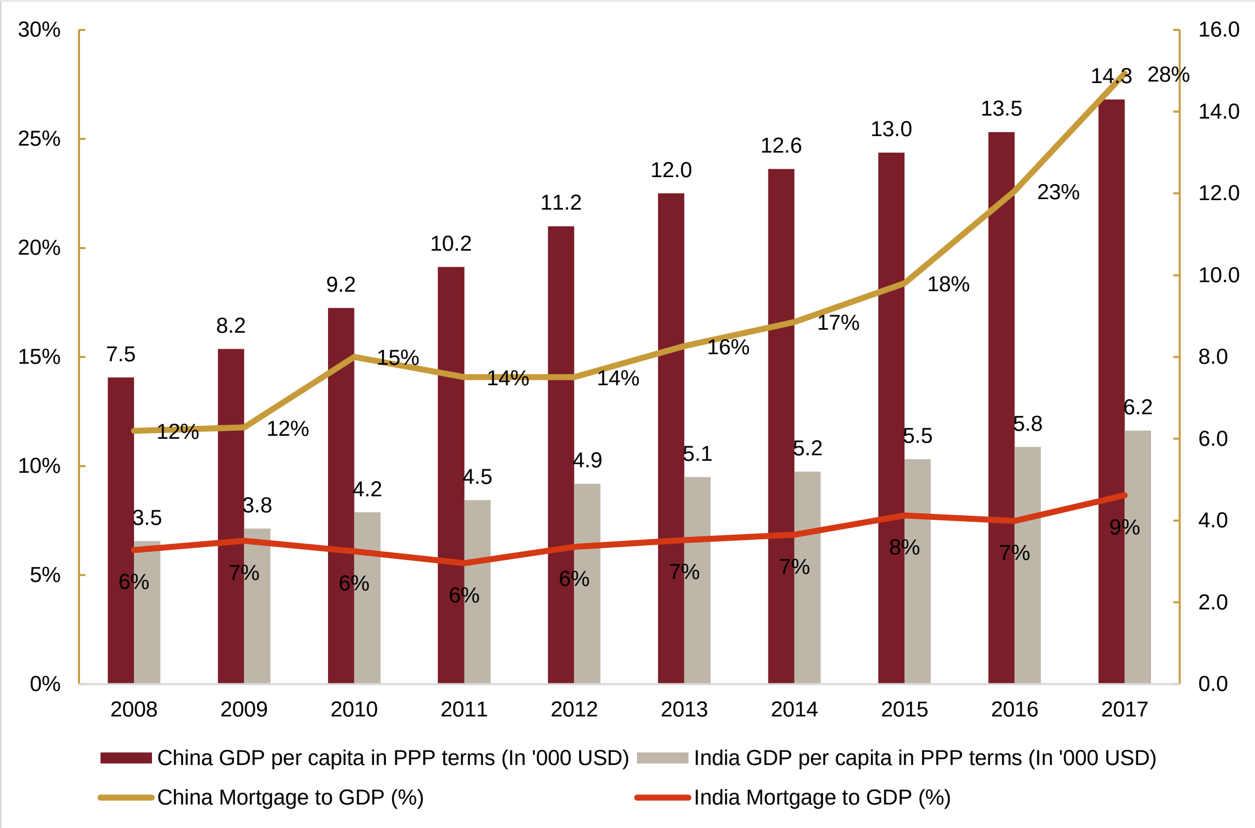
*Note: Housing loan penetration calculated as Housing loan outstanding over state GSDP (at constant prices) as of FY2024; GDP taken as GSDP at constant prices, Base Year: 2011-12., * GDSP taken for FY2022, $GDSP taken for FY2023, Source: CIBIL, RBI, MOSPI, Crisil Intelligence*

Factors affecting mortgage-to-GDP ratio in India

Mortgage penetration in India is far lower than other emerging economies (South Africa, China, Malaysia etc.) owing to lower per capita income and higher proportion of informal employment in the country. However, Crisil Intelligence believes rising urbanisation, growing disposable income, favourable demographics and government measures will lead to higher mortgage penetration going forward. Following are the growth drivers to boost mortgage penetration in India:

Rise in per capita income to drive the growth of mortgage penetration in India

The mortgage penetration in China is correlated to the GDP per capita of the country and the mortgage to GDP ratio of China has grown from 12% in 2008 to 28% in 2017. The per capita income of the country has increased from USD 7,500 in 2008 to USD 14,300 in 2017. India has gone through a similar trajectory with mortgage penetration in the country increasing from 6% in 2008 to 9% in 2017 which is correlated to the increase in per capita income of the country from USD 3,500 in 2008 to USD 6,200 in 2017. India's GDP per capita income stood at USD 2,480.8 in 2023 witnessing significant growth in the past five fiscals.

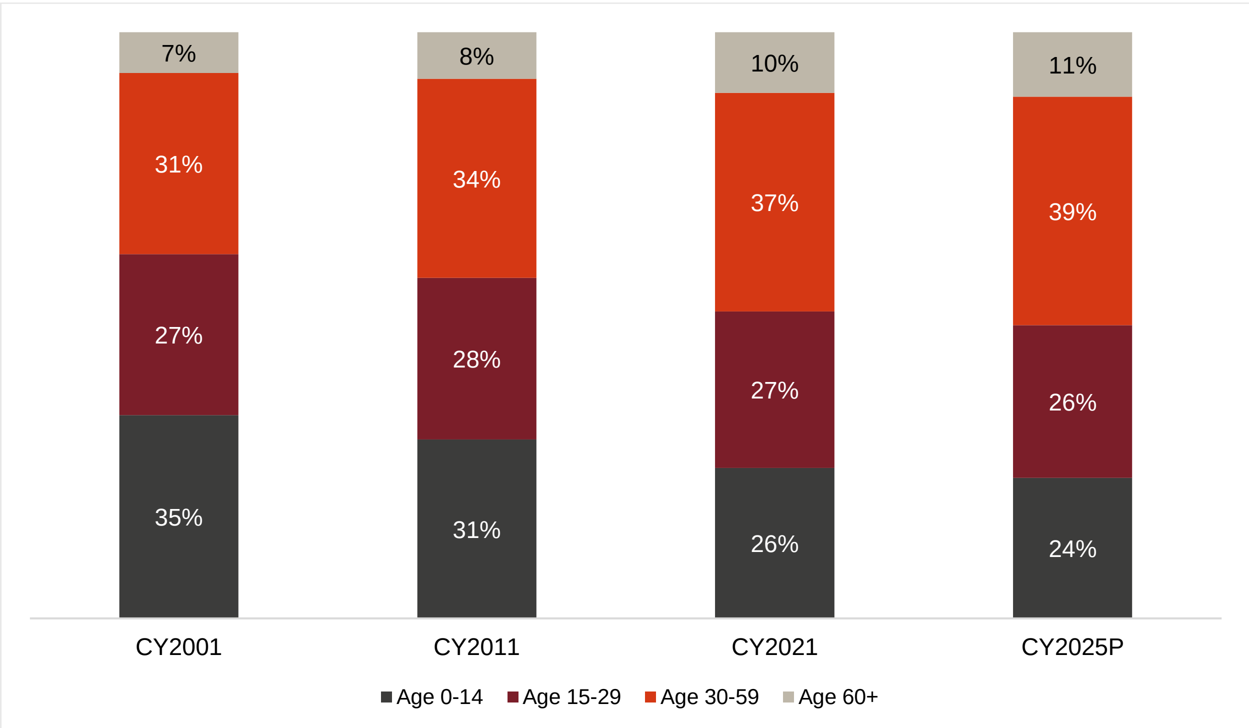


Source – HOFINET, Peoples Bank of China, World Bank, Crisil Intelligence

India's demographic dividend: India has one of the largest young populations in the world

As per United Nations DESA estimates, as of July 2023, India has one of the largest young populations in the world, with a median age of 28.2 years. As of CY2021, 64% of India's population was between 15 and 59 years, with 26% of the nation's population under the age of 14. In comparison, in 2020, the United States (US), China and Brazil had 74%, 62% and 78%, respectively, of their population below the age of 60.

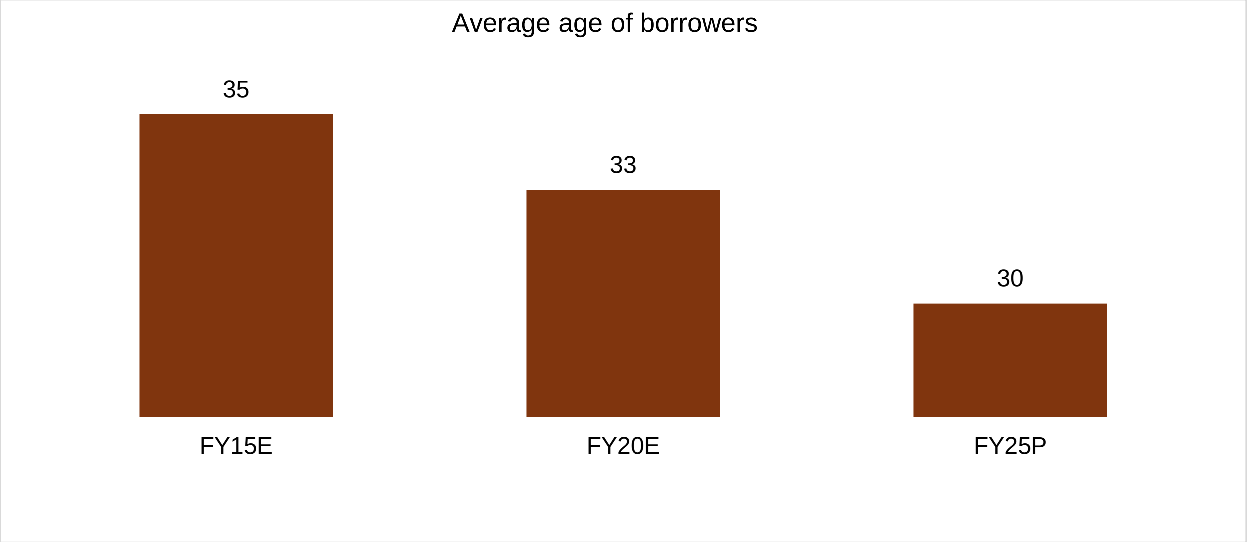
Indian demographic dividend



Note: E: Estimated, P: Projected; Source: United Nations Department of Economic and Social affairs, Crisil Intelligence

Shift towards younger age profile for home loan borrowings

Average age of borrowers has been declining over the years and was estimated at 33 years in FY2020. We expect this figure to decline further with growth in salaries and people's strengthening preference for accumulating assets, both for investment purpose, tax benefits and social security coupled with increased access to formal credit India's demographic profile is expected to favour the Housing industry, leading to growth in the home loans market.

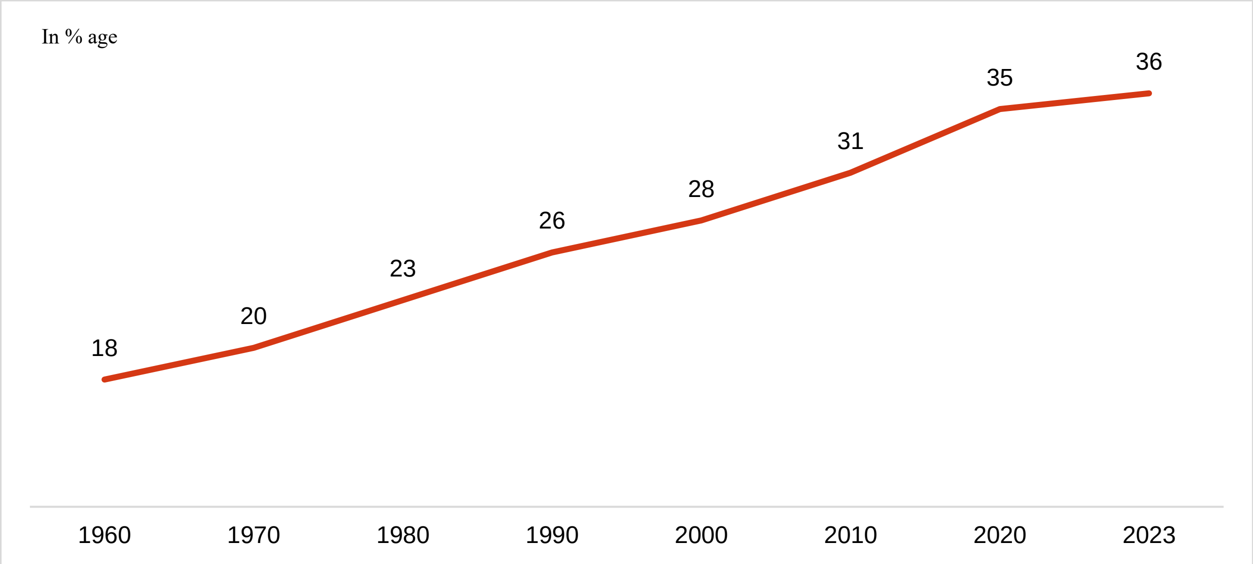


Note: E – Estimated, P – Projected, Source: Crisil Intelligence

Continuous increase in share of urban population to boost demand for housing in urban areas

The share of urban population in relation to the total population has been consistently rising over the years. People from rural areas move to cities for better job opportunities, education, better life, etc. Entire families or only a few people (generally earning member or students) may migrate, while a part of the family continues to hold on to the native house. Urbanisation levels estimated to have rose from 31% in 2010 to 36% in 2023 This percentage is expected to increase further in the years to come, thereby translating into higher demand for housing and related amenities in the urban areas.

Urban population as a percentage of total population

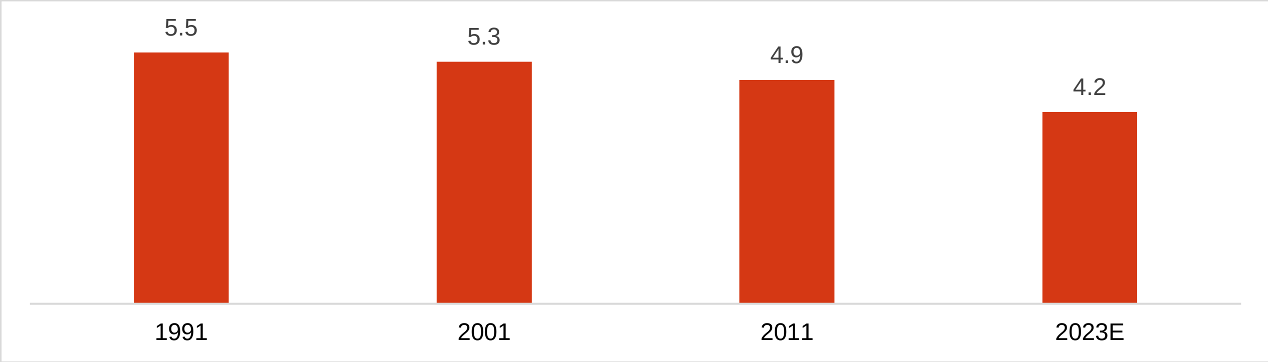


Source: United Nations Population Division's world urbanization prospects, World Bank, Crisil Intelligence

Rise in number of nuclear families leads to formation of new houses

Nuclearization refers to formation of multiple single families out of one large joint family. Each family lives in a separate house, while the ancestral house may be retained or partitioned to buy new houses. Nuclearization in urban areas is primarily driven by changing lifestyle of people, individualism, changing social/cultural attitudes, and increased mobility of labour in search of better employment opportunities. These trends are expected to continue in future.

Trend in average persons per household (In numbers)



Note: 2023E data is as per Periodic Labour Survey Report, Source: Census 2011, MOSPI, Crisil Intelligence

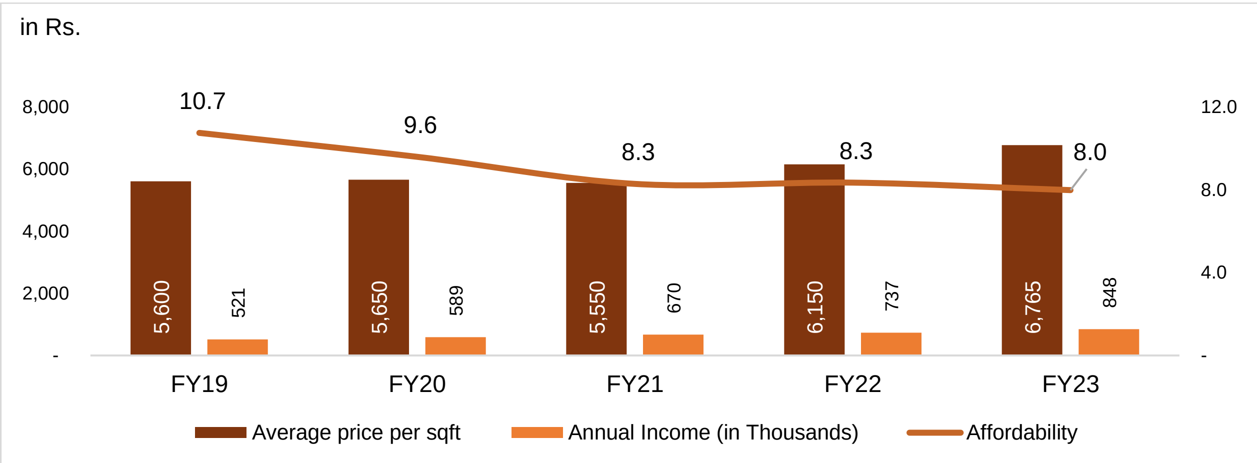
Rising demand for independent houses

According to the 2011 Census Data, Indians show a preference for residing in independent housing. The rise in population density, particularly in urban regions, has resulted in a higher need for apartments. This trend is anticipated to persist, fuelling the demand for self-constructed homes, particularly in smaller cities.

Higher affordability

Crisil Intelligence forecasts that the per capita income will gradually improve with a pick-up in GDP growth and sustained low inflation. This is expected to be an enabler for domestic consumption leading to rise in demand for housing. Further, increase in household savings over the last decade coupled with availability of underwriting and providing credit to the vulnerable or informal segment owing to advancement in technology has also led to higher demand for housing.

Real estate prices are relatively higher though affordability has only improved historically



Note: The charts indicate the price per sqft based on top 10 markets -Delhi NCR, Mumbai, Pune, Ahmedabad, Chennai, Kolkata, Bangalore, Chandigarh, Hyderabad, and Kochi, at a Pan India level, the overall prices could be way lower than estimates, Affordability is computed as average price per sqft / annual income; Source: Crisil Intelligence

5.2 Government and Regulatory Initiatives in the Home loans segment

- **Pradhan Mantri Aawas Yojana -Urban:** The Ministry of Housing and Urban Affairs launched PMAY Urban (PMAY-U) on June 25, 2015 to address urban housing shortage among the EWS/LIG and MIG categories, including slum dwellers, and provide a pucca house to all eligible urban households by 2022. The scheme aims to fill the supply-demand gap in the housing sector. On supply side, the scheme offers incentives for beneficiary-led housing, public private partnerships (PPP) in building homes for economically weaker sections (EWS) and low income group (LIG) by offering incentives such as allowing higher floor space index and announcing grants and subsidies for slum redevelopment. On the demand side, PMAY provides credit-linked subsidies to stimulate demand. 10 million additional houses with planned allocation of Rs. 2.2 lakh crore to be taken up over the next five fiscals.

- **Pradhan Mantri Aawas Yojana -Grameen:** The erstwhile Indra Gandhi Awas Yojana was restructured into the PMAY Gramin (PMAY-G) from April 1, 2016 to address gaps in the rural housing programme and fulfil the government's commitment to provide a pucca house with basic amenities by 2022 to all houseless individuals and those households living in kutcha and dilapidated dwellings. The scheme is for the rural population who don't have their own houses. It provides financial assistance and interest rate subsidy. Under

PMAY, 20 million more projects are to be taken up in the next 5 years to meet the requirements arising from the increase in no. of families.

To expedite the completion of 1 lakh more dwelling units, the government has established the second tranche of the Special Window for Affordable and Mid – Income Housing (SWAMIH II) Investment fund of Rs. 15,000 crores.

Government, in its recent budget for FY25-26, allowed to claim a nil tax benefit on up to two self-occupied properties without any pre conditions. This move is expected to spur investments in residential real estate.

- **Reintroduction of Credit-Linked Subsidy Scheme:** The re-introduction of Credit-Linked Subsidy Scheme after a gap of two years is expected to support housing loan growth as well. The scheme provides subsidised home loans to buyers of affordable homes under PMAY and support to housing loan growth as well.

- **Relaxation of ECB guidelines:** The relaxed external commercial borrowing (ECB) guidelines will enable easier access to overseas funds and stimulate the sector.

- **EPF corpus withdrawal:** Permission to withdraw 90% of employee's provident fund (EPF) corpus enables prospective home buyers to make the down payment and pay their home loan EMIs. The recent amendment will enable employees with less than six months of service to avail withdrawal benefits.

- **PSL eligibility increased in Housing:** The RBI has increased (under the notification released in June 2018) eligibility for priority sector lending (PSL) in housing loans with a view to converge PSL guidelines with Pradhan Mantri Awas Yojana (PMAY). The eligibility has increased from Rs 2.8 million to Rs 3.5 million for metropolitan centers and from Rs 2 million to Rs 2.5 million for other centers. The cost of dwelling units has been capped at Rs 4.5 million in metropolitan centers and at Rs 3 million in other centers. The on-lending limits given to NBFC/HFCs from Banks were also raised from Rs. 1 million to Rs. 2 million.

  Under the eligibility criteria prescribed by the National Housing Bank under The Refinance Scheme under Affordable Housing Fund for the Financial Year 2021-22 ("Refinance Scheme") read with paragraph 12.1(i) of the Master Directions – Reserve Bank of India (Priority Sector Lending – Targets and Classification) Directions, 2020 ("PSL Master Directions"), individual housing loans with a ticket size lower than Rs.2.5 million in non-metropolitan areas are considered as affordable housing loans. Furthermore, paragraph 12.1(i) of the PSL Master Directions sets out that loans up to Rs. 3.5 million to individuals in metropolitan centers (with population of one million and above); and up to Rs. 2.5 million to individuals in other centers, for the purchase or construction of a dwelling unit, per family, will be eligible for priority sector classification, provided the overall cost of the dwelling unit in the metropolitan center and at other centers does not exceed Rs. 4.5 million and Rs. 3.0 million, respectively.

- **Implementation of the Real Estate (Regulation and Development) Act (RERA):** Implementation of the Real Estate (Regulation and Development) Act (RERA) in 2017 had a direct impact on the supply-demand dynamics in the sector. RERA is expected to improve transparency, timely delivery, and organized operations over time. It does not permit developers to launch new projects before registering them with the real estate authority.

  This is a major shift from the practices followed earlier by developers, wherein they managed to sell part of the project through soft/pre-launch activities. RERA puts an end to fund diversion across projects as it mandates 70% of the funds collected from customers for a specific project should be maintained in a separate escrow account and used only for the same project. Besides, developers have to disclose project-related information, such as project plan, layout, government approvals, carpet area of units, construction status and delivery schedule.

5.3 Home loans market in India to log a CAGR of 14-16% from fiscal 2025 to 2028

The housing finance sector in India comprises financial institutions (FIs), scheduled commercial banks, scheduled cooperative banks, regional rural banks, agriculture and rural development banks, housing finance companies (HFCs), state-level apex cooperative housing finance societies and non-banking financial companies (NBFCs).

The Indian home loans market clocked a healthy 13.7% CAGR (growth in credit outstanding) during fiscals 2020-2025, on account of rise in disposable incomes, healthy demand, and greater number of players entering the segment. Over the past three fiscals, home loans segment has seen favourable affordability on account of stable property rates and improved annual income of individual borrowers.

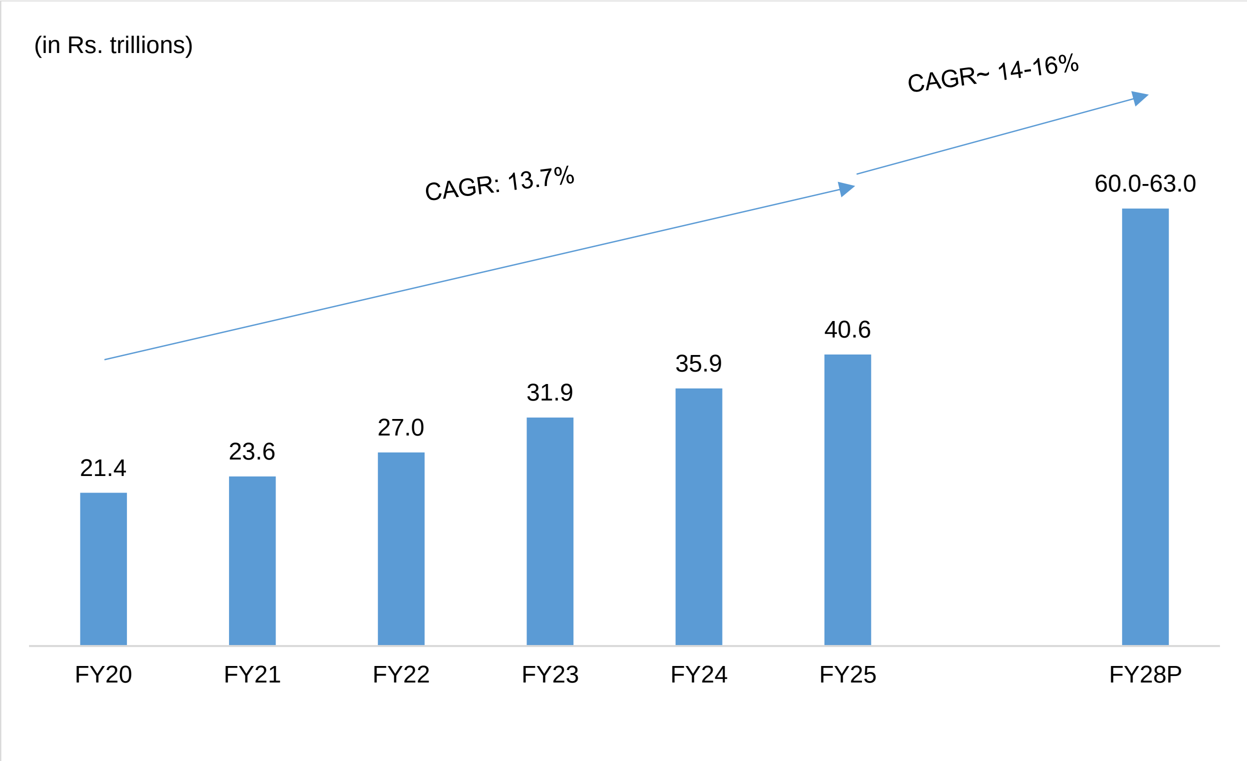
The sector's outstanding credit stood at ~Rs 35.9 trillion as of March 2024. The overall housing market grew 12.8% on-year in fiscal 2024, driven by the rising aspirations of a young population with growing disposable incomes. Increased demand in smaller cities (tier 2 and 3) facilitated by government initiatives and innovative digital tools, which enabled lenders to assess cash flow-based incomes more effectively and broaden market reach, also helped.

The overall home loans segment credit outstanding was ~Rs. 40.6 trillion as of FY25, up 13.1% on year. Home loan market grew in Fiscal 2025 on account of rate cuts and government initiatives such as Rs 30 billion allocation to the Interest Subsidy Scheme (ISS) under Pradhan Mantri Awas Yojana in Union Budget for fiscal 2025-26.

In recent Budget for fiscal 2025-26, a higher direct tax exemption limit- no income payable on annual income of up to Rs. 12 lakhs for salaried individuals under the new tax regime as well as recent cut in interest rate by 75 basis point are expected to leave more disposable income in the hands of home buyers, potentially boosting affordability.

Going forward, Crisil Intelligence expects overall housing segment to grow at a CAGR of 14-16% from FY25-28. The Government of India has been pursuing various social welfare schemes and initiatives to enhance the flow of credit to the housing sector and increase home ownership in India.

Home loans outstanding witnessed a CAGR of 13.7% from Fiscal 2020 to Fiscal 2025



Note: P- Projected, Source: CRIF Highmark, Crisil Intelligence

Home loans outstanding (Rs. 10 million to Rs. 20 million) witnessed a CAGR of 23.8% growth between Fiscal 2020 to Fiscal 2025

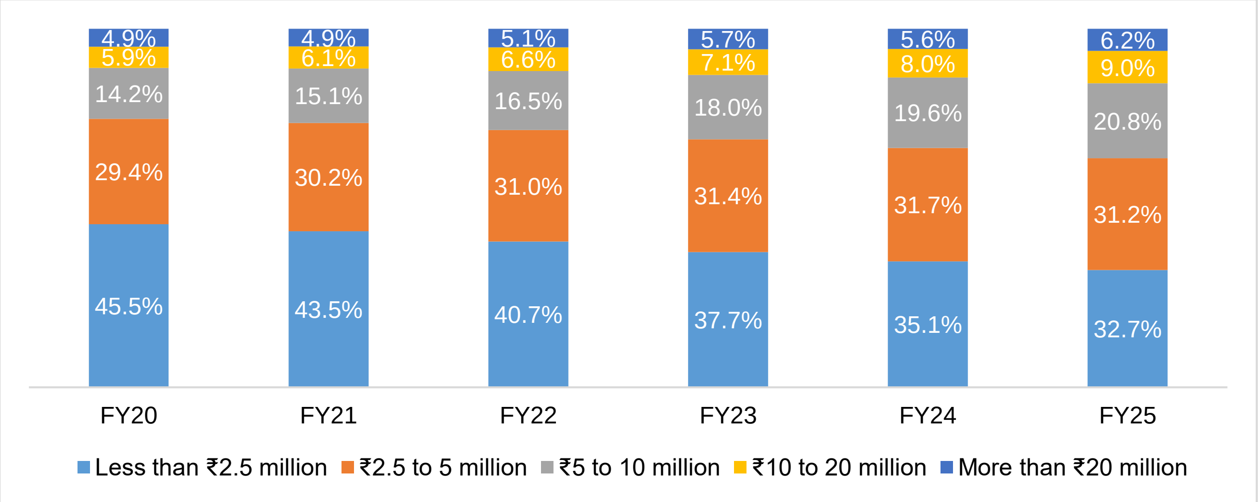
Real estate is India's second largest employment generator after agriculture, providing jobs to millions across construction, infrastructure, and related industries. With rapid urbanization and government initiatives in place, the sector is primed for significant expansion in the forthcoming years. This growth will not only generate job opportunities but also drive the demand for home loans, opening avenues for financiers.

The housing loan market grew at ~13.7% CAGR between fiscals 2020 and 2025. This growth was primarily fuelled by an uptick in demand for higher-ticket size loans, exceeding ₹5 million, due to the impact of COVID-19 pandemic. The pandemic's disproportionate impact on lower-income segments, coupled with a surge in construction costs, led to an increased requirement for larger loan amounts, resulting in a shift towards higher ticket size brackets.

Among major ticket-size brackets, ticket size of housing loan outstanding of Rs. 10 million to Rs. 20 million witnessed the fastest growth from FY20-25, growing at a CAGR of 23.8 % which was followed by loans of ticket size more than Rs. 5 million and less than Rs. 10 million which grew at a CAGR of 22.8% during the same period.

Ticket size (Less than ₹2.5 million) account for highest market share (32.7%) in terms of value, in FY25, followed by loans of ticket size from Rs.2.5 million to Rs.5 million (31.2%).

Ticket wise portfolio outstanding



Source: CRIF Highmark, Crisil Intelligence

Public sector banks account for highest share (%) among lenders in overall home loans credit as of FY25

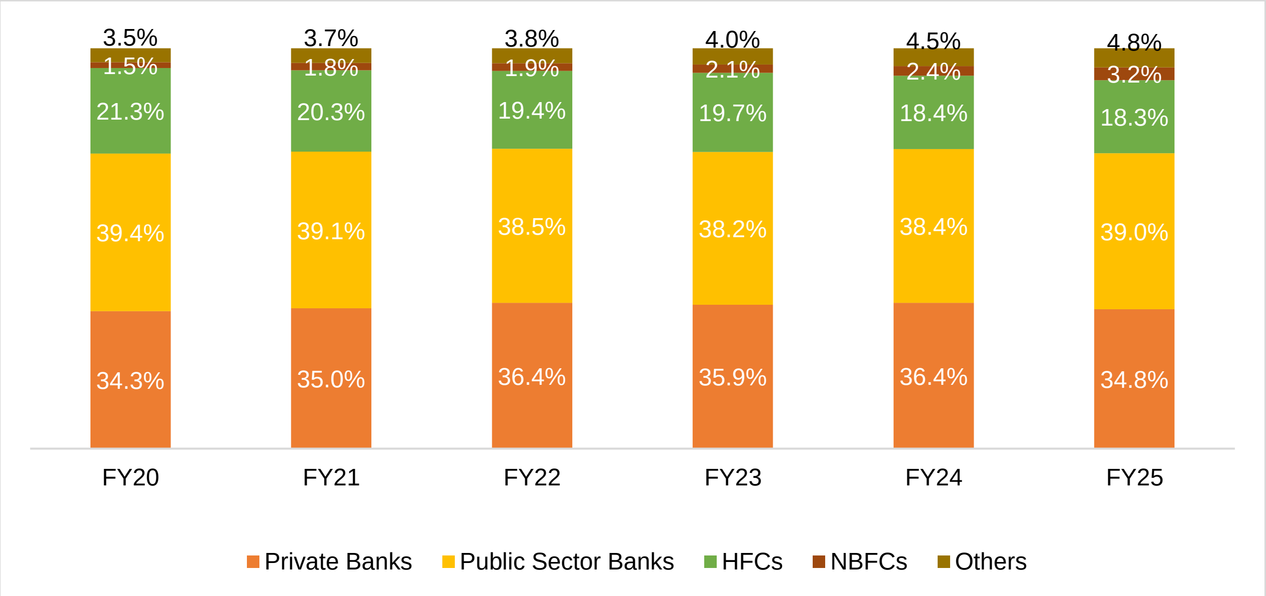
As of FY25, public sector banks account for the highest share in overall housing credit (39.0%), which was followed by Private Sector banks with 34.8% share and Home loans companies with 18.3% share. During fiscals 2020-25, among major lenders private sector banks witnessed the fastest growth in home loans credit with a CAGR of 14.0%, followed by public sector bank with 13.5% CAGR and home loans companies with 10.3% CAGR during the same period.

Lender-wise outstanding credit across fiscals 2020 to 2025

Lender (Rs. Bn.)	FY20	FY21	FY22	FY23	FY24	FY25	CAGR (FY20-25)
Private Sector Banks	7,329.0	8,276.1	9,822.6	11,453.3	13,075.2	14,137.1	14.0%
Public Sector Banks	8,421.9	9,248.9	10,382.6	12,168.5	13,801.5	15,845.5	13.5%
Home loans Companies (HFCs)	4,549.3	4,806.5	5,242.1	6,272.6	6,596.2	7,423.3	10.3%
NBFCs	315.3	431.6	506.4	678.2	854.1	1,297.1	32.7%
Others	746.6	868.1	1,017.4	1,287.7	1,600.4	1,942.4	21.1%
Total	21,362.2	23,631.3	26,971.2	31,860.4	35,927.5	40,645.4	13.7%

Note: Others includes other financial institutions, Small Finance Banks and foreign banks. Source: CRIF Highmark, Crisil Intelligence

Lender wise market share



Note: Others includes other financial institutions, Small Finance Banks and foreign banks. Source: CRIF Highmark, Crisil Intelligence

Urban regions account for highest share (~64.1%) in Home loans outstanding as of FY25

As of Fiscal 2025, urban regions accounted for the highest share in overall home loans credit with 64.1% share which was followed by rural regions which accounted for 20.5% share, semi-urban regions accounted for 9.5% share in credit outstanding. Among tier's fastest credit growth during FY20-25 was witnessed in rural regions which grew at a CAGR of 16.4%, followed by semi-urban regions with a CAGR of 15.9%. Urban regions witnessed a CAGR of 12.4% during the same time period.

Tier (Rs. Tn.)	FY20	FY21	FY22	FY23	FY24	FY25	CAGR (FY20-25)	Share (FY25)
Urban Regions	14.5	15.9	18.0	21.0	23.3	26.0	12.4%	64.1%
Semi-Urban Regions	1.8	2.1	2.4	2.9	3.4	3.9	15.9%	9.5%
Rural Regions	3.9	4.4	5.1	6.2	7.2	8.3	16.4%	20.5%
Others	1.1	1.3	1.5	1.8	2.1	2.4	16.4%	5.9%

Note: Others constitute portfolio not categorized as rural, semi-urban or urban by bureau. Source: CRIF Highmark, Crisil Intelligence

Top 10 states account for ~81% share in overall Home loans outstanding as of Fiscal 2025, with top 5 states accounting for ~57% share

As of Fiscal 2025, Maharashtra accounted for the highest share in overall home loans outstanding with ~22.3% share, which was followed by Karnataka, Tamil Nadu, Gujarat and Telangana in top 5 states by credit outstanding with 10.4%, 8.2%, 8.2%, 8.0% share respectively. Bihar had the highest CAGR amongst the top 20 states between FY20-25 at 19.0%, followed by Telangana at 17.7% and Rajasthan at 16.2% during the same period.

Maharashtra accounted for the highest share in home loans credit as of FY25, with ~22.3% share

State (Rs. Bn.)	FY20	FY21	FY22	FY23	FY24	FY25	CAGR (FY20-25)	Share (FY25)
Maharashtra	4,902.9	5,437.3	6,181.9	7,291.1	8,040.5	9,056.5	13.1%	22.3%
Karnataka	2,232.5	2,439.9	2,741.2	3,243.5	3,741.4	4,236.1	13.7%	10.4%
Tamil Nadu	1,979.2	2,146.3	2,382.0	2,732.5	3,007.6	3,316.7	10.9%	8.2%
Gujarat	1,757.1	1,970.1	2,279.2	2,656.2	2,964.8	3,317.4	13.6%	8.2%
Telangana	1,439.3	1,651.2	1,984.8	2,435.8	2,867.3	3,253.7	17.7%	8.0%
Uttar Pradesh	1,287.1	1,411.5	1,600.5	1,899.3	2,150.4	2,456.4	13.8%	6.0%
Andhra Pradesh	916.5	1,034.4	1,204.2	1,445.5	1,682.7	1,939.6	16.2%	4.8%
Delhi	1,068.4	1,153.6	1,298.1	1,525.4	1,647.8	1,900.5	12.2%	4.7%
Rajasthan	798.4	897.4	1,050.5	1,265.6	1,477.7	1,694.3	16.2%	4.2%
Kerala	945.3	1,031.4	1,146.3	1,297.4	1,432.4	1,559.6	10.5%	3.8%
West Bengal	710.7	783.5	908.5	1,075.0	1,197.0	1,343.7	13.6%	3.3%
Madhya Pradesh	676.7	748.7	843.1	1,003.9	1,155.4	1,345.0	14.7%	3.3%
Haryana	644.5	703.9	812.1	970.0	1,113.9	1,293.0	14.9%	3.2%
Punjab	375.7	409.0	468.0	553.2	619.2	700.8	13.3%	1.7%
Bihar	237.3	271.1	321.8	403.4	485.0	565.9	19.0%	1.4%
Odisha	213.7	237.2	277.6	336.3	387.5	450.5	16.1%	1.1%
Chhattisgarh	215.7	241.0	269.6	317.6	359.8	402.5	13.3%	1.0%
Uttarakhand	219.5	244.8	273.5	320.2	358.9	395.1	12.5%	1.0%
Jharkhand	133.7	146.8	170.0	201.4	224.9	252.5	13.6%	0.6%
Assam	143.5	157.2	174.8	201.0	221.1	248.8	11.6%	0.6%
Others	464.5	515.0	583.6	686.1	792.1	917.0	14.6%	2.3%

Source: CRIF Highmark, Crisil Intelligence

Private Sector Banks had the best asset quality among major lenders with 90+ DPD at 1.1% as of FY25

In FY21, GNPAs of the overall housing loan portfolio increased sharply from 2.4% to 2.6% due to slippages as consumer perception of the general economic situation, employment scenario, and household income had plunged. Continuing consumer pessimism and lockdowns further impacted self-employed customers and micro, small, and medium enterprises. In FY25, the NPA level improved to 2.1% from 2.4% in FY20.

Private sector banks had the highest asset quality, with 90+ DPD at ~1.1%, followed by public sector banks at ~1.4%. 90+ DPD for NBFCs stood at ~2.4% as of FY25.

Private Banks had the best asset quality among lenders as of Fiscal 2025

Lender Wise NPA	FY20	FY21	FY22	FY23	FY24	FY25
Private Sector Banks	1.2%	1.8%	1.4%	1.3%	1.1%	1.1%
Public Sector Banks	2.5%	2.1%	2.1%	2.0%	1.6%	1.4%
HFCs	3.1%	3.7%	4.1%	4.6%	5.0%	3.3%
NBFCs	5.6%	3.9%	5.2%	3.8%	2.0%	2.4%
Others	7.9%	8.9%	7.5%	6.5%	7.0%	10.3%
Industry	2.4%	2.6%	2.5%	2.5%	2.3%	2.1%

Note: Others includes other financial institutions, Small Finance Banks and foreign banks. Source: CRIF Highmark, Crisil Intelligence

5.4 Competitive Scenario

Trend in Housing loans AUM for key home loans companies

Tata Capital Housing Finance Limited is one of the largest housing finance company in India as of March 31, 2025. Tata Capital Housing Finance has the highest return on equity as of Fiscal 2025 as compared to its housing finance peers.

	Gross Home Loans (in Rs. billions)					Return on Equity
	FY22	FY23	FY24	FY25	CAGR (FY22-25)	FY25
LIC Housing Finance Limited	2,042	2,288	2,441	2,616	8.6%	16.0%
Bajaj Housing Finance Limited	345	427	528	644	23.1%	13.4%
PNB Housing Finance Limited	348	396	456	535	15.4%	12.2%
Tata Capital Housing Finance Limited	200	271	365	462	32.2%	19.3%
Can Fin Homes Limited	239	281	311	336	12.0%	18.2%
Aditya Birla Housing Finance Limited	80	94	117	173	29.3%	10.7%

Note: Housing portfolio of companies, Return on Equity calculated as profit after tax divided by average of total equity. Return on equity calculated for overall company. Source: Company Reports, Crisil Intelligence

Highest Net Interest Income in 5 years reported in FY25 at 3.4%

In fiscal 2025, some housing-finance companies' operating expenses increased due to investments in technology, operational upgrades and inflationary pressures. However, these costs were offset by higher fee income. Credit cost declined materially by around 30 bps to 0.2% as many large HFCs reversed their provisions during the fiscal on account of improving asset quality. As a result, return on assets improved.

Crisil Intelligence expects interest income to average asset to be around 9.6-9.7% in fiscal 2026 as lenders reduce the yields due to repo rate cuts. Interest expense is expected to drop by only 10-20 basis points to 6.2-6.3% due to slower repricing, leading to a decline in net interest income of 10-15 bps to 3.3-3.4% in fiscal 2026. Credit cost is expected to increase modestly after large reversals in previous fiscals. Overall, return on assets is expected to decline around 20bps to 2.0-2.1%.

Ratios	FY20	FY21	FY22	FY23	FY24	FY25	FY26P
Interest Income	9.6%	9.3%	8.6%	9.0%	9.7%	9.6%	9.6-9.7%
Interest Expense	7.1%	6.5%	5.8%	6.0%	6.4%	6.3%	6.2-6.3%
Net Interest Income	2.5%	2.8%	2.8%	3.0%	3.3%	3.4%	3.3-3.4%

Ratios	FY20	FY21	FY22	FY23	FY24	FY25	FY26P
Credit Cost	0.6%	0.6%	0.6%	0.5%	0.5%	0.2%	0.2-0.3%
ROA	1.4%	1.4%	1.4%	1.7%	2.1%	2.3%	2.0-2.1%

Note: All ratios are based on total assets, Source: Crisil Intelligence

5.5 Threats and Challenges in the Home loans Industry

Economic Scenario: A decline in the interest rate with strong growth in the economy will boost the purchasing power of people, thus boosting demand for houses and housing loans. When the government introduces rules and regulations such as the Benami Transactions Act, establishes bodies such as the Real Estate Regulatory Authority, or takes decisions such as demonetisation, all to control illegal activities and curb cash transactions, demand for housing and housing loans takes a hit.

Digitization of Land Records for Clear Property Titles

Efficient digitization of land records is crucial as it simplifies the process of establishing undisputed property titles. By leveraging technology to ensure accurate and up-to-date land records, stakeholders can mitigate legal risks associated with property transactions and enhance overall market confidence.

Access to Home loans for MSMEs and Salaried Employees Facilitating access to home loans for micro, small, and medium enterprises (MSMEs) and salaried employees without formal employment contracts is pivotal for fostering inclusive growth in the real estate sector. Tailored financial products and innovative lending mechanisms can cater to the unique needs of these underserved segments, promoting homeownership and economic stability.

Challenges in Accessing Construction Finance for Small Developers

Small developers encounter challenges in securing adequate construction finance, limiting their capacity to undertake new projects and contribute to housing supply. Addressing these financing constraints through targeted support programs, simplified lending criteria, and strategic partnerships can empower small developers to drive innovation and diversity in the construction landscape.

Delays in SARFAESI and Recovery Processes

The protracted timelines associated with SARFAESI proceedings and asset recovery processes impede the timely resolution of non-performing assets, prolonging financial distress for lenders and borrowers alike. Enhancing the efficiency of enforcement mechanisms, promoting creditor rights awareness, and harmonizing legal frameworks across states are essential steps to expedite recovery and strengthen the overall credit ecosystem.

Insufficiency of data for credit appraisal: Credit-score availability in India is still at a nascent stage despite the presence of credit bureaus. In several cases, borrowers lack a formal proof of income documents. This makes it difficult to judge the ability of the borrower to repay.

Liquidity Risk: The apartment culture has still not developed in many of the semi-urban and rural areas, leading to financing of individual properties. This makes it harder to sell a property that is built according to the needs of the borrower. Also, in rural areas, it may become difficult to find a buyer for a repossessed property due to cultural issues. All this leads to liquidity risk.

Delay in project approvals and construction: The cash flows of HFCs are largely dependent on the timely completion of projects in which their customers have bought housing. If the project gets delayed, the borrower may start defaulting on loans. Additionally, project delays also tend to impact growth in the loan book.

Thin spreads in Home loans: HFCs face a risk of thin net interest margins due to lower interest rates in the segment as compared to other asset classes like MSME loans, vehicle financing etc. This is further aggravated due to intense competition in the segment among HFCs, banks and NBFCs.

Asset Liability Mismatch: Home loans faces significant ALM challenges, arising due to inherent mismatch between the long-term nature of housing loans and the shorter-term funding sources used by home loans companies (HFCs). This creates a maturity mismatch, where assets have longer durations than liabilities.

6. Affordable Home loans Market of India (<Rs.2.5 million)

6.1 Encouraging and favourable trends in affordable home loans market

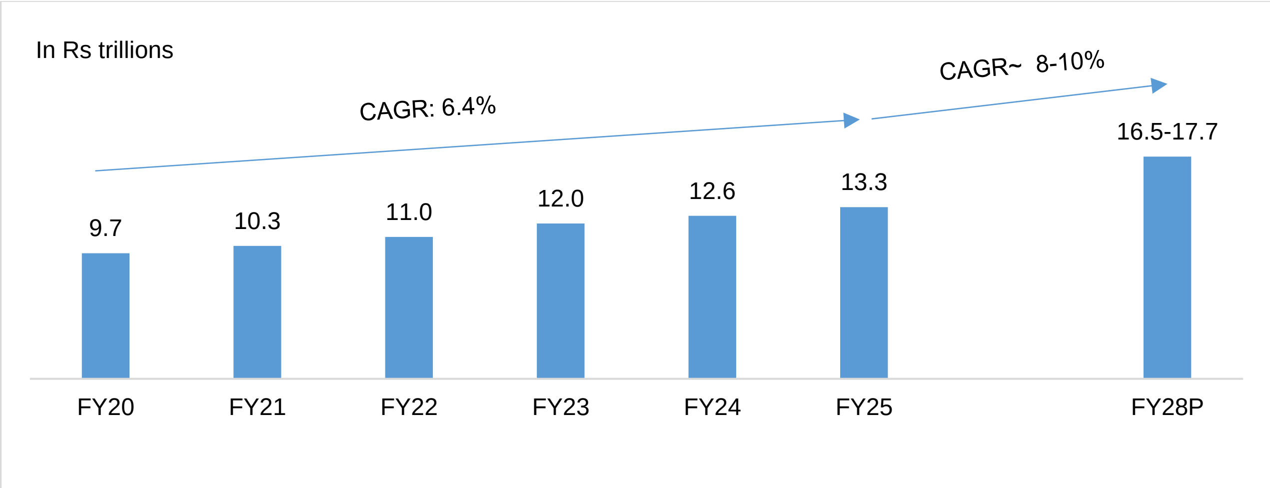
As per Refinance Scheme under Affordable Housing Fund for the Financial Year 2021-22 issued by the National Housing Bank, read with the Master Directions–Reserve Bank of India (Priority Sector Lending–Targets and Classification) Directions, 2020, housing loans with a ticket size of less than Rs.2.5 million are considered as Affordable Housing Loans.

The overall size of the affordable home loans market in terms of loan outstanding was Rs. 13.3 trillion as of Fiscal 2025, constituting around 33% of the overall home loans market. Between FY19 and FY25, the growth in the affordable housing loans has remained subdued, with the segment having witnessed a CAGR of 6.4% as compared to overall housing loans, which has grown by ~13.7% during the same time.

This can be primarily attributed to a slowdown in economic activity, funding challenges due to NBFC crisis and the Covid-19 pandemic. Further, rise of hybrid work model and working from home along with rising propensity to spend merged with rising standard of living due to rising incomes of individuals has led to an increase in demand for bigger residential homes. As a result, the sale in affordable housing took a beating whereas high-end and mid-segment housing gained the maximum in the last couple of years.

Going forward, the Rs 2.2 trillion allocation for PMAY-Urban over the next five years, announced in Union Budget 2024-25, is likely to support affordable housing, which has lately seen a decline in construction activity, with developers increasingly shifting focus to premium and luxury segments in metros and tier II/III cities. Moreover, cumulative rate cut of 100 bps between February to June 2025 should provide relief to the underlying customer base. Crisil Intelligence expects the industry to pick up steam gradually and the affordable housing segment to touch Rs. 16.5 - 17.7 trillion by FY28, translating into an 8-10% CAGR between FY2025-2028.

Affordable Home Loans Portfolio Outstanding



Note: P- Projected, Source: CRIF Highmark, Crisil Intelligence

Public sector banks account for highest share in the Affordable Home loans Segment with ~36.6% share as of Fiscal 2025

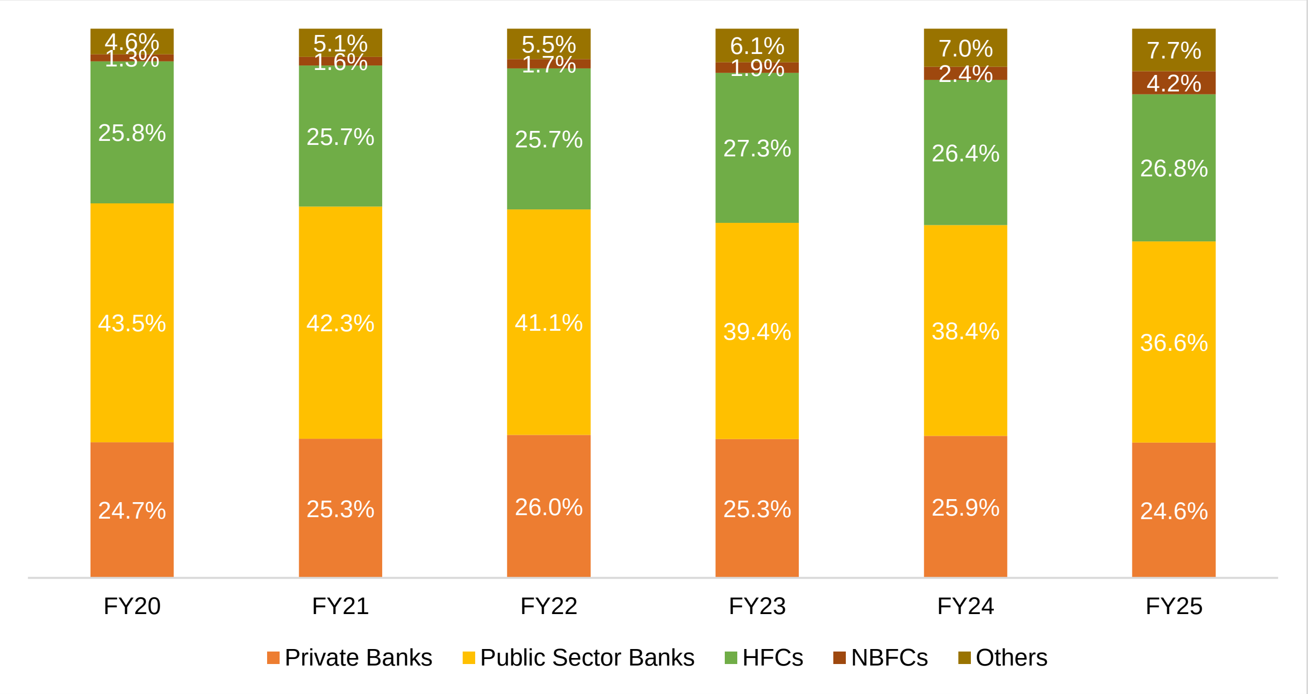
Public sector banks account for highest share in in credit outstanding with 36.6% as of FY25, followed by HFCs with 26.8% share. Private sector banks account for the third highest share among lenders with 24.6% share. During fiscals 2020-25, among major lenders, NBFCs witnessed the fastest growth in affordable home loans credit with a CAGR of 34.9%, followed by HFCs with 7.2% CAGR and private sector banks with 6.3% CAGR during the same period.

Lender-wise outstanding credit across fiscals 2020 to 2025

Lender (Rs. Bn.)	FY20	FY21	FY22	FY23	FY24	FY25	CAGR (FY20-25)
Private Sector Banks	2,403.2	2,602.9	2,855.2	3,037.8	3,260.8	3,268.7	6.3%
Public Sector Banks	4,228.2	4,348.5	4,504.4	4,732.2	4,838.6	4,866.8	2.9%
Housing Finance Companies (HFCs)	2,512.5	2,643.4	2,817.9	3,288.1	3,334.2	3,557.5	7.2%
NBFCs	125.7	161.7	183.6	232.7	301.0	562.5	34.9%
Others	451.4	528.4	606.9	733.1	876.9	1,027.3	17.9%
Total	9,721.1	10,284.8	10,968.1	12,023.8	12,611.4	13,282.8	6.4%

Note: Others includes other financial institutions, Small Finance Banks and foreign banks. Source: CRIF Highmark, Crisil Intelligence

Lender-wise outstanding credit



Note: Others includes other financial institutions, Small Finance Banks and foreign banks. Source: CRIF Highmark, Crisil Intelligence

Urban Regions account for ~53.6% of the total affordable home loans credit as of FY25

As of FY25, urban regions accounted for the highest share in affordable home loans credit with 53.6% share which was followed by rural regions which accounted for 29.3% share. Semi-urban regions accounted for 12.0% share in credit outstanding. Among tier's, fastest credit growth during FY20-25 was witnessed in rural regions which grew at a CAGR of 10.0%, followed by semi-urban regions with a CAGR of 8.0%. Urban regions witnessed a CAGR of 4.5% during the fiscals.

Tier (in Rs. billions)	FY20	FY21	FY22	FY23	FY24	FY25	Share (FY25)
Urban Regions	5,701.1	5,946.8	6,247.2	6,710.8	6,876.7	7,117.7	53.6%
Semi-Urban Regions	1,089.4	1,170.7	1,270.4	1,415.4	1,509.9	1,597.1	12.0%
Rural Regions	2,422.3	2,636.6	2,893.4	3,292.2	3,599.2	3,895.1	29.3%
Others	508.3	530.7	557.0	605.4	625.6	672.8	5.1%

Note: Others constitute portfolio not categorized as rural, semi-urban or urban by bureau. Source: CRIF Highmark, Crisil Intelligence

Top 10 states account for ~78.4% of Total Affordable Home loans credit outstanding as of FY25; top 5 states constitute for ~51.9% share

As of FY25, Maharashtra accounted for the highest share in affordable home loans credit outstanding with 18.5% share, which was followed by Gujarat, Tamil Nadu, Uttar Pradesh and Rajasthan in top 5 states by credit outstanding with 11.5%, 8.6%, 7.0%, 6.2% share respectively. Rajasthan had the highest CAGR amongst the top 15 states between FY20-25 at 11.4%, followed by Bihar and Madhya Pradesh at 10.1% during the same period.

Maharashtra accounted for the highest share in affordable home loans credit as of FY25

State (Rs. Bn.)	FY20	FY21	FY22	FY23	FY24	FY25	CAGR (FY20-25)	Share (FY25)
Maharashtra	1,860.1	1,956.4	2,067.6	2,277.2	2,342.0	2,457.9	5.7%	18.5%
Gujarat	1,056.0	1,156.4	1,273.7	1,384.2	1,456.7	1,527.9	7.7%	11.5%
Tamil Nadu	915.0	966.5	1,013.0	1,086.3	1,111.0	1,148.1	4.6%	8.6%
Uttar Pradesh	659.4	698.4	749.8	837.0	873.8	930.2	7.1%	7.0%
Rajasthan	480.1	524.9	592.6	679.4	763.1	823.8	11.4%	6.2%
Karnataka	647.6	656.1	675.2	744.3	782.9	805.2	4.5%	6.1%

State (Rs. Bn.)	FY20	FY21	FY22	FY23	FY24	FY25	CAGR (FY20-25)	Share (FY25)
Madhya Pradesh	459.2	496.9	538.0	608.1	671.0	744.3	10.1%	5.6%
Kerala	557.7	591.1	621.6	653.2	677.2	694.9	4.5%	5.2%
Andhra Pradesh	487.7	507.1	533.6	581.5	619.2	665.8	6.4%	5.0%
Telangana	512.9	527.9	548.9	587.6	606.2	612.4	3.6%	4.6%
West Bengal	408.5	432.8	472.0	524.8	554.3	594.8	7.8%	4.5%
Delhi	272.9	283.7	294.5	316.6	319.1	349.6	5.1%	2.6%
Punjab	223.8	236.5	256.0	284.9	298.3	318.4	7.3%	2.4%
Haryana	218.6	229.0	242.2	266.1	272.7	276.8	4.8%	2.1%
Bihar	137.4	147.3	161.5	184.2	204.3	222.0	10.1%	1.7%
Others	824.3	873.8	927.9	1,008.4	1,059.7	1,110.7	6.1%	8.4%

Source: CRIF Highmark, Crisil Intelligence

Among major lenders in affordable home loans segment, Private sector banks had the best asset quality (~1.8%) among lenders as of FY25.

As of FY25, private sector banks led the affordable home loans segment with the lowest GNPA ratio of 1.8%. Public sector banks followed with a GNPA ratio of 2.1%. In contrast, non-banking finance companies (NBFCs) and housing finance companies (HFCs) reported significantly higher GNPAs of 2.8% and 3.8% respectively. The overall affordable home loans industry GNPA stood at 3.3% as of FY25.

Lender Wise NPA	FY20	FY21	FY22	FY23	FY24	FY25
Private Sector Banks	1.4%	2.1%	1.8%	1.8%	1.6%	1.8%
Public Sector Banks	2.9%	2.5%	2.6%	2.6%	2.3%	2.1%
HFCs	2.7%	3.3%	3.7%	4.3%	5.8%	3.8%
NBFCs	4.5%	3.6%	4.3%	3.5%	2.4%	2.8%
Others	9.5%	10.6%	9.0%	8.1%	8.6%	12.4%
Industry	2.8%	3.0%	3.1%	3.2%	3.5%	3.3%

Note: Others includes other financial institutions, Small Finance Banks and foreign banks. Source: CRIF Highmark, Crisil Intelligence

6.2 Profitability trend of HFCs in the Affordable Home loans Segment

In fiscal 2025, A-HFCs' net interest margin (NIM) declined 20 bps to 4.9-5.0%, mainly on account of rising funding costs. As term loan funding from banks was tight, A-HFCs turned to relatively high-cost funding sources such as NCDs and commercial papers to fund loan growth. As a result, their fund cost increased around 18 bps to 6.1-6.2%. Lending yield declined only 2 bps to 11.0-11.1% due to tight competition in the affordable-housing space, though many A-HFCs also raised their prime-lending rate in the second half of fiscal 2025 amidst their rising borrowing cost.

Provisions for A-HFCs increased 16 bps in fiscal 2025 to around 0.3-0.4% due to write-offs. As a result, the return on average assets (RoA) declined ~16 bps to 2.8-2.9%.

Profitability of Affordable HFCs

Parameters	FY20	FY21	FY22	FY23	FY24	FY25E
Interest Income	11.3%	10.7%	10.4%	10.6%	11.1%	11.0-11.1%
Interest Expense	7.2%	6.5%	5.5%	5.5%	6.0%	6.1-6.2%
Net Interest Income	4.0%	4.2%	4.8%	5.1%	5.1%	4.9-5.0%
Credit Cost	0.8%	0.9%	0.7%	0.5%	0.2%	0.3-0.4%
Return on Assets (RoA)	1.4%	1.8%	2.3%	2.8%	3.0%	2.8-2.9%

Note: The above ratios are based on total assets. Source: Company Reports, Crisil Intelligence

6.3 Key growth drivers for affordable home loans

Government Initiatives

- **Pradhan Mantri Aawas Yojana -Urban:** The scheme aims to fill the supply-demand gap in the housing sector. On supply side, the scheme offers incentives for beneficiary-led housing, public private partnerships (PPP) in building homes for economicaly weaker sections (EWS) and low income group (LIG) by offering incentives such as allowing higher floor space index and announcing grants and subsidies for slum redevelopment. On the demand side, the PMAY provides credit-linked subsidies to stimulate demand
- **Pradhan Mantri Aawas Yojana -Grameen:** The scheme is for the rural population who don't have their own houses. It provides financial assistance and interest rate subsidy
- **Relaxation of ECB guidelines:** The relaxed external commercial borrowing (ECB) guidelines will enable easier access to overseas funds and stimulate the sector
- **EPF corpous withdrawal:** Permission to withdraw 90% of employees provident fund (EPF) corpus enables prospective home buyers to make the down payment and pay their home loan EMIs

Regulator initiatives

- **Regulatory authority of HFCs shifted from NHB to RBI:** The Budget 2020 proposed a change in regulatory oversight and supervision of HFCs from the NHB to the Reserve Bank of India (RBI).
- **NHB refinance:** The NHB refinancing schemes help HFCs lower their borrowing costs
- **PSL guidelines revised:** The F increased the threshold limit for home loans to be classified as PSL in order to promote Pradhan Mantri AawasYojana

Other factors

- **Low mortgage penetration**
- **Rising urbanisation and nuclearisation:** Decreasing average household size and rising level of urban population create more housing demand.
- **Rising income levels:** Rising income levels help improve the affordability of houses
- **Rising independent housing demand:** Increase in share of independent houses helps housing finance market grow in the long term

Source: Crisil Intelligence

7. Loans Against Property (LAP)

7.1 Loans against property (LAP) financing market

Loans against property (LAP) is availed by mortgaging a property (residential or commercial) with the lender. LAP is a secured loan, as it provides collateral to the financier in the form of the property. Its interest rate is lower than personal or business loans. It could be used for either business or personal purposes. It can be availed by both salaried and self-employed individuals. For all these reasons, LAP has become popular among borrowers in recent years. The financiers offering housing loans, also provide LAP loans primarily due to synergies between the two products, higher yields offered by LAP, while continuing to cater to similar customer profile, collateral requirement, and ticket size.

Key factors that contributed to high LAP growth are:

- **Quick turnaround time, lower interest rate, less documentation**: LAP loans are disbursed in about half the time taken for a secured MSME loan. It is also offered at a lower interest rate than unsecured MSME loans, personal and business loans. LAPs require less documentation than other secured SME products, leading to fewer hassles for customers.

- **Greater transparency in the system**: Demonetization, GST, and the government's strong push for digitization have led to higher transparency in the **system**. This will keep pushing up loan amount eligibility of borrowers. Formalization will also help many new borrowers come under the ambit of formal lending channels.

- **Rising penetration of formal channels:** Increase in financial penetration and availability of formal credit in Tier 2 and Tier 3 cities will reduce the share of informal credit.

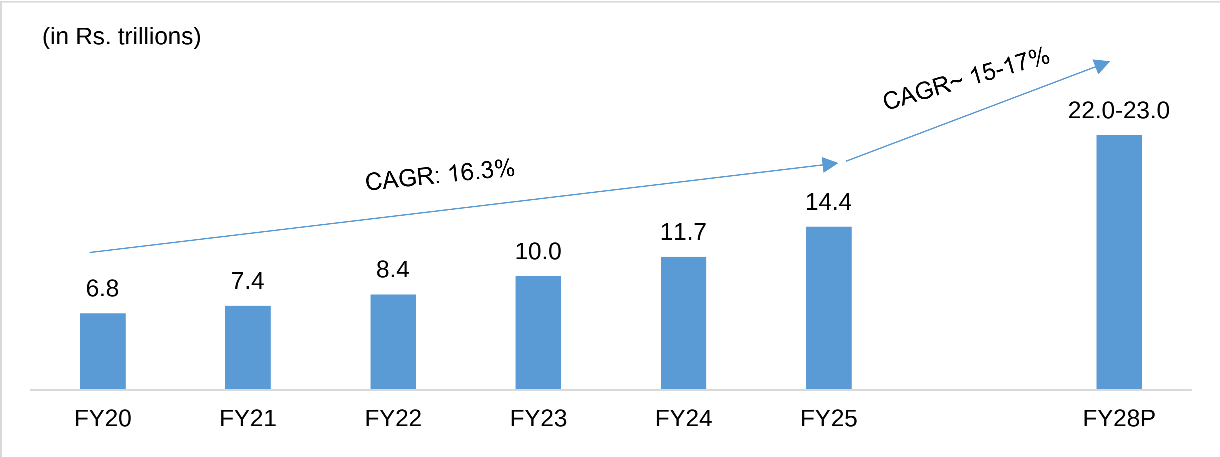
- **Higher comfort for lenders**: Lenders are comfortable disbursing LAP loans, as they offer favorable risk-return characteristics, compared with MSMEs and **unsecured** loans. They also offer higher recovery in case of default (supported by the Securitization and Reconstruction of Financial Assets and Enforcement of Securities Interest Act, 2002) and better asset quality.

The overall Loans against property segment market size has expanded from Rs. 6.8 trillion as of fiscal 2020 to Rs. 14.4 trillion as of Fiscal 2025. The growth in this segment is attributed to increasing financial penetration and an increase in the number of players in the targeted market. Overall LAP portfolio witnessed a growth of 10% year-on-year in fiscal 2021, owing to slowdown in the economic activity and pandemic induced lockdown imposed by the government. From fiscal 2022 to fiscal 2023, the overall LAP portfolio grew by 19% year-on-year on account of improved economic conditions and normalization of business activities.

The LAP loans growth at banks (public and private) slowed to 17.2% in fiscal 2025 as they focused on higher yielding products to earn better lending margins. On the contrary, LAP portfolio for NBFCs and HFCs grew at 36.0% and 29.3% year on year respectively as they focused on secured lending to safeguard asset quality. Moreover, few HFCs focused on LAP loans to earn better yields compared to home loans, supporting the LAP loan book growth.

Going forward, Crisil Intelligence expects overall LAP portfolio to grow at 15-17% CAGR between fiscal 2025 and fiscal 2028 aided by increasing lender focus and penetration of such loans, enhanced availability of data increasing lender comfort while underwriting such loans, enhanced use of technology, newer players entering the segment, and continued government support.

Overall LAP portfolio to grow at 15 - 17% CAGR between fiscal 2025 and fiscal 2028



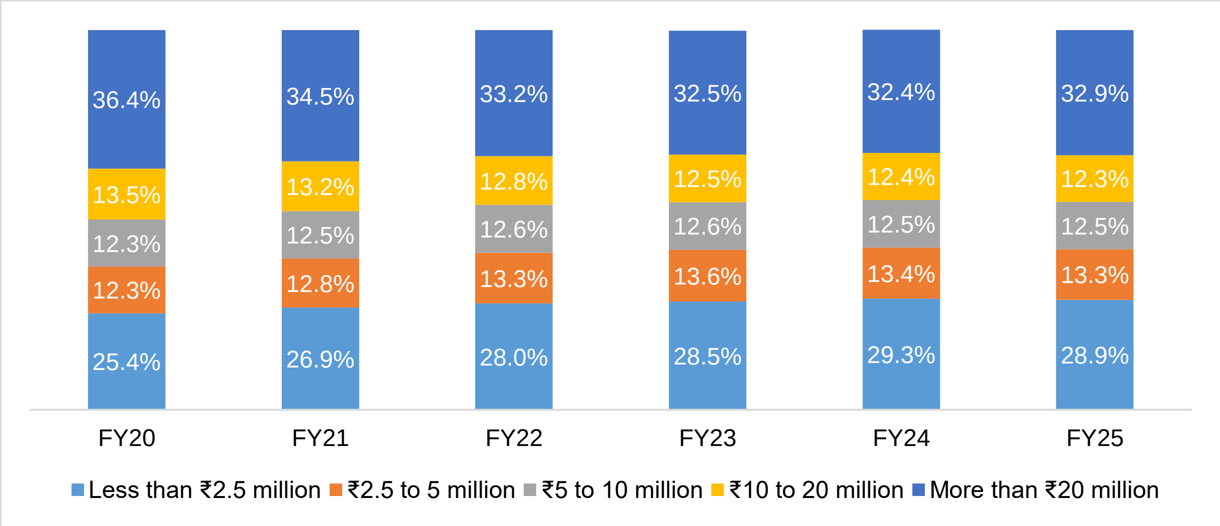
Note: P- Projected, Source: CRIF Highmark, Crisil Intelligence

LAP portfolio (< Rs.2.5 million) witnessed a CAGR of 19.4% growth between fiscal FY20-25

Among major ticket-size brackets, LAP portfolio outstanding (< Rs.2.5 million) witnessed the fastest growth from FY20-25, growing at a CAGR of 19.4% which was followed by loans in the more than Rs. 2.5 million and less than Rs. 5 million ticket size segments outstanding which grew at a CAGR of 18.2% and loans in the more than Rs. 5 million and less than Rs. 10 million ticket size segment outstanding which grew at a CAGR of 16.6% during the fiscals.

LAP portfolio (more than Rs. 20 million) in terms of value, account for highest market share (32.9%) in FY25, followed by loans in less than Rs. 2.5 million ticket size segment (28.9%) and loans in the more than Rs. 2.5 million and less than Rs. 5.0 million ticket size segment accounting for 13.3% market share.

Ticket wise portfolio outstanding



Source: CRIF Highmark, Crisil Intelligence

Private sector banks account for highest share (40.9%) among lenders in overall LAP outstanding credit in FY25

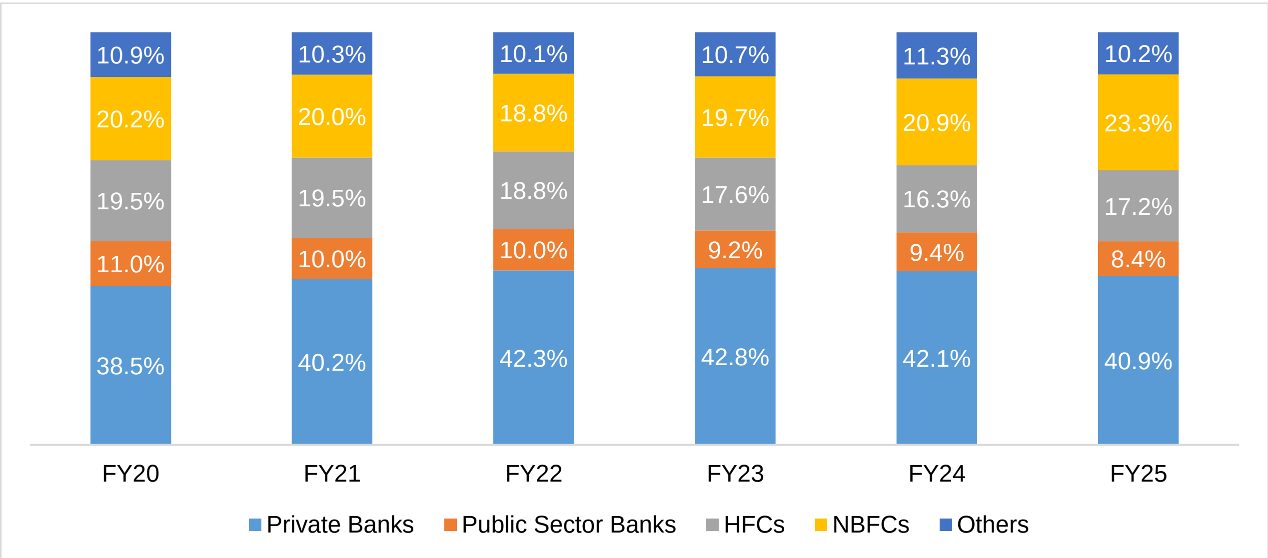
As of Fiscal 2025, Private sector banks account for the highest share (40.9%) in overall LAP outstanding credit, followed by NBFCs with 23.3% share and housing finance companies (HFCs) with 17.2% share. During fiscals 2020-25, NBFCs witnessed the fastest growth in this sector with a CAGR of 19.7%, followed by private sector banks with 17.8% CAGR. Public sector banks and HFCs saw 10.3% CAGR and 13.4% CAGR respectively, during the same period.

Lender-wise outstanding credit across fiscals 2020 to 2025

Lender (Rs. Bn.)	FY20	FY21	FY22	FY23	FY24	FY25	CAGR (FY20-25)
Private Sector Banks	2,597.8	2,982.0	3,561.6	4,286.0	4,946.5	5,886.8	17.8%
Public Sector Banks	740.9	739.4	845.3	917.4	1,105.8	1,207.2	10.3%
Housing Finance Companies (HFCs)	1,320.2	1,442.4	1,582.0	1,765.5	1,911.2	2,470.3	13.4%
NBFCs	1,362.0	1,486.1	1,582.2	1,969.0	2,459.6	3,344.5	19.7%
Others	733.1	765.7	848.2	1,071.6	1,322.1	1,467.1	14.9%
Total	6,753.9	7,415.6	8,419.3	10,009.5	11,745.2	14,375.9	16.3%

Note: Others includes other financial institutions, Small Finance Banks and foreign banks. Source: CRIF Highmark, Crisil Intelligence

Lender-wise outstanding credit



Note: Others includes other financial institutions, Small Finance Banks and foreign banks. Source: CRIF Highmark, Crisil Intelligence

Urban regions account for highest share (~67.6%) in LAP outstanding credit as of FY25

As of Fiscal 2025, urban regions accounted for the highest share in LAP credit with 67.6% share which was followed by rural regions which accounted for 18.1% share, semi-urban regions accounted for 8.3% share in credit outstanding. Among tier's fastest credit growth during FY20-25 was witnessed in rural regions which grew at a CAGR of 23.5%, closely followed by semi-urban regions with a CAGR of 22.8%. Urban regions witnessed a CAGR of 13.3% during the fiscals.

Tier (Rs. Bn.)	FY20	FY21	FY22	FY23	FY24	FY25	Share (FY25)
Urban Regions	5,198.9	5,634.3	6,290.4	7,269.0	8,234.3	8,234.3	67.6%
Semi-Urban Regions	427.6	483.9	582.1	744.3	947.3	947.3	8.3%
Rural Regions	905.1	1,032.0	1,224.6	1,580.5	2,037.8	2,037.8	18.1%
Others	222.4	265.3	322.2	415.8	525.8	525.8	6.0%

Note: Others constitute portfolio not categorized as rural, semi-urban or urban by bureau. Source: CRIF Highmark, Crisil Intelligence

Top 10 states account for ~81.3% share in overall LAP credit outstanding as of FY25, with top 5 states accounting for ~54.7% share

As of March 2025, Maharashtra accounted for the highest share in overall LAP credit outstanding with ~18.2% share, which was followed by Tamil Nadu, Karnataka, Gujarat and Telangana in top 5 states by credit outstanding with 10.4%, 9.9%, 8.8% and 7.3% share respectively. Assam had the highest CAGR amongst the top 20 states between FY20-25 at 26.92%, followed by Bihar at 26.85%.

Maharashtra accounted for the highest share in LAP credit as of FY25, with ~18.2% share

State (Rs. Bn.)	FY20	FY21	FY22	FY23	FY24	FY25	CAGR (FY20-25)	Share (FY25)
Maharashtra	1,401.4	1,524.0	1,715.4	1,962.1	2,201.3	2,612.2	13.3%	18.2%
Tamil Nadu	705.3	772.6	857.5	1,030.5	1,233.3	1,500.9	16.3%	10.4%
Karnataka	688.7	773.3	877.7	1,049.4	1,194.3	1,428.6	15.7%	9.9%
Gujarat	612.1	672.6	763.3	894.2	1,074.4	1,262.6	15.6%	8.8%
Telangana	322.9	390.1	481.8	622.2	821.0	1,055.9	26.7%	7.3%
Delhi	582.7	613.5	655.0	732.4	781.6	925.5	9.7%	6.4%
Rajasthan	367.8	406.0	476.1	581.2	693.2	852.9	18.3%	5.9%
Uttar Pradesh	341.9	368.9	423.4	525.8	620.4	795.3	18.4%	5.5%
Haryana	287.2	293.4	336.1	415.5	500.8	634.7	17.2%	4.4%
Andhra Pradesh	223.7	249.9	296.8	376.0	484.3	615.4	22.4%	4.3%
Madhya Pradesh	198.4	226.9	269.8	336.9	406.8	512.2	20.9%	3.6%
Kerala	246.7	275.9	297.1	329.2	402.9	448.9	12.7%	3.1%
West Bengal	212.1	225.5	246.6	279.2	318.3	360.0	11.2%	2.5%
Punjab	204.5	222.1	250.2	295.6	332.7	375.3	12.9%	2.6%
Chhattisgarh	81.0	89.1	99.0	114.6	126.6	151.1	13.3%	1.1%
Bihar	38.9	44.8	58.9	78.8	101.5	127.7	26.9%	0.9%
Uttarakhand	54.0	60.3	73.4	87.0	93.9	113.3	16.0%	0.8%
Odisha	41.7	49.1	57.6	74.6	89.4	109.5	21.3%	0.8%
Assam	21.2	25.4	31.2	44.1	58.4	69.9	26.9%	0.5%
Jharkhand	17.7	21.4	27.4	35.8	44.4	53.9	25.0%	0.4%
Others	104.1	110.7	124.7	144.3	165.7	369.9	28.8%	2.6%

Source: CRIF Highmark, Crisil Intelligence

Among lenders in the overall LAP finance market, Private sector banks had the best asset quality (0.9%) as of FY25

In the past, intense competition in the LAP segment led to aggressive lending by non-banks. They sourced major proportion of the book through balance transfer; whereby additional top-up loans were given leading to higher loan-to-value (LTV) ratios and thus higher risks in the LAP book. In Fiscal 2021, GNPAs of the LAP portfolio increased a sharp ~100 bps to 5.6% due to slippages as consumer perception of the general economic situation, employment scenario, and household income had plunged. Continuing consumer pessimism and lockdowns in FY21 further impacted self-employed customers and micro, small, and medium enterprises.

Among lenders, private banks had the best asset quality (0.9%) as of FY25, which was followed by NBFCs with 2.7%.

Private banks had the highest asset quality among lenders in LAP Finance segment as of FY25

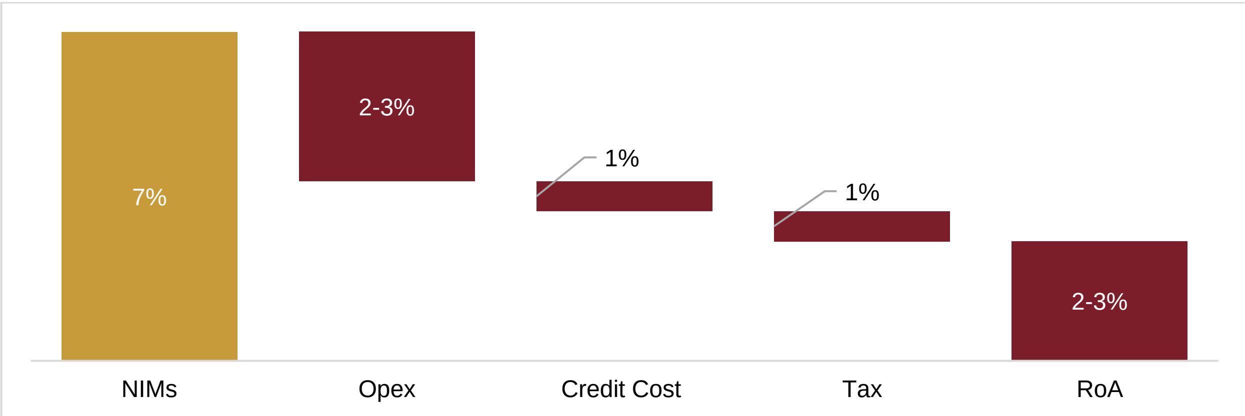
Lender-wise GNPA (90+DPD) in %age						
Lender wise share (%)	**FY20**	**FY21**	**FY22**	**FY23**	**FY24**	**FY25**
Private Banks	1.4%	2.1%	1.5%	1.2%	1.0%	0.9%
Public Sector Banks	8.4%	8.3%	7.9%	6.0%	3.9%	3.4%
HFCs	4.9%	5.8%	7.9%	8.3%	6.2%	4.1%
NBFCs	5.4%	6.5%	6.7%	5.1%	3.3%	2.7%
Others	10.3%	14.4%	13.5%	10.8%	9.4%	13.1%
Industry	**4.6%**	**5.6%**	**5.5%**	**4.7%**	**3.5%**	**3.3%**

Note: Others includes other financial institutions, Small Finance Banks and foreign banks. Source: CRIF Highmark, Crisil Intelligence

7.2 NBFC/HFCs Profitability in LAP

NBFCs in LAP segment operate with yield in the range of 13-15%, on an average. With average cost of funds being in the range of 9-10%, net interest margins (NIMs) for this segment are in the range of 5-7%. Crisil Intelligence estimates the profitability in this segment to have furthur improved in Fiscal 2025 owing to improving credit costs and improved asset quality.

Profitability of LAP financing NBFCs



Source: Crisil Intelligence; Profitability estimated for FY25.

7.3 Key Growth Drivers

Quick turnaround time, lower interest rate, lesser documentation: LAP loans are disbursed in about half the time taken for unsecured MSME loan. It is also offered at a lower interest rate than unsecured MSME loans, personal and business loans. LAPs require lesser documentation than other secured SME products, leading to fewer hassles for customers.

Greater transparency in the system: Demonetization, GST, and the government's strong push for digitization have led to higher transparency in the system. This will keep pushing up loan amount eligibility of borrowers. Formalization will also help many new borrowers come under the ambit of formal lending channels.

Higher comfort for lenders: Lenders are comfortable disbursing LAP loans, as they offer favorable risk-return characteristics, compared with MSMEs and unsecured loans. They also offer higher recovery in case of default (supported by the Securitization and Reconstruction of Financial Assets and Enforcement of Securities Interest Act, 2002) and better asset quality, which is partly offset by lower yields.

7.4 Threats and Challenges

Insufficiency of data for credit appraisal and Collateral Fraud: In the LAP loan industry, lenders face significant challenges in assessing borrowers' creditworthiness in few cases due to the lack of formal income documentation. This increases the risk of lending to individuals who may not be able to repay their loans. Key risks in this sector include the borrower's ability to repay, potential errors in documentation and processing, and fraudulent activities, slow process of legal recovery through SARFAESI /NCLT and etc. Furthermore, borrowers may face individual challenges, such as business setbacks, that can impact their repayment capacity. To mitigate these risks, lenders must implement effective risk management strategies, including rigorous credit evaluations, robust operational controls, and comprehensive assessments of borrowers' financial situations. There is a need of centralized and digitized system related to document verification, property documentation by the government to fasten the credit sanctioning process for borrowers, enabling them to access funds more quickly and efficiently.

Economic, Interest rate and Property-related risks: In the LAP loan industry, significant risks encompass property-related issues such as overvaluation, legal disputes related to unclear titles or ownership issues complicating loan recoveries, and market value fluctuations affecting the collateral's value, impactive the loan to value (LTV) ratio, along with interest rate variability affecting repayment capacity. Economic factors like downturns and sluggish real estate markets also pose threats. Effective risk management requires accurate property valuation, legal due diligence, monitoring interest rates, and staying attuned to economic conditions.

8. Personal loans

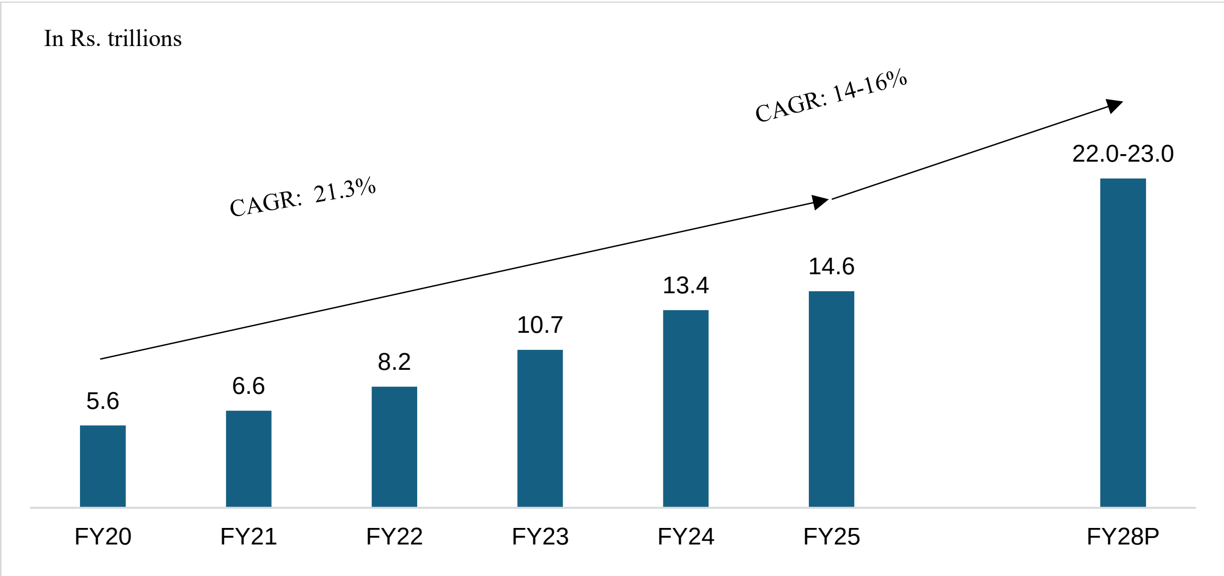
8.1 Personal loans financing market

The amount of personal loans outstanding has increased from Rs 5.6 trillion in FY20 to Rs 14.6 trillion in FY25 at a CAGR of ~21.3%, driven by the rise in new age lenders, increasing lender focus on Tier 1 customers and beyond and a structural shift to a consumption driven economy.

The personal loans segment was marked by post-pandemic exuberance in fiscal 2023 and the first half of fiscal 2024, even as lenders — both banks and NBFCs — preferred retail loans over wholesale loans. Multiple factors were at work, including the granularity of the retail loan book against legacy asset-quality issues in the wholesale segment, leveraging of technology to achieve scale, changing consumption patterns and alleviation of income-related risks after the pandemic. However, in the second half of fiscal 2024, the Reserve Bank of India's (RBI) decision to increase risk weights on unsecured loans proved to be detrimental and led to a slowdown in the personal loans segment. Since then, NBFCs and banks have been cautious, which has led them to recalibrate their strategy concerning the personal loan segment.

Given the evolving situation after the RBI's caution and circular on risk weights, the exuberance is expected to taper into a normalised, albeit healthy growth. Hence, the overall credit outstanding grew at 9% to Rs ~ Rs.14.6 trillion in fiscal 2025. The personal loan industry is poised to sustain its steady growth trajectory into fiscal 2026, with a moderate acceleration anticipated due to the income tax relief under the new tax regime introduced in the Union Budget 2025-26. This relief is expected to boost retail consumption, driving the overall credit growth of the industry to a projected 13-15% in the fiscal year 2026.

Personal loans Outstanding stood at Rs 14.6 trillion as of Fiscal 2025



Note: P – Projected, Source: CRIF Highmark, Crisil Intelligence

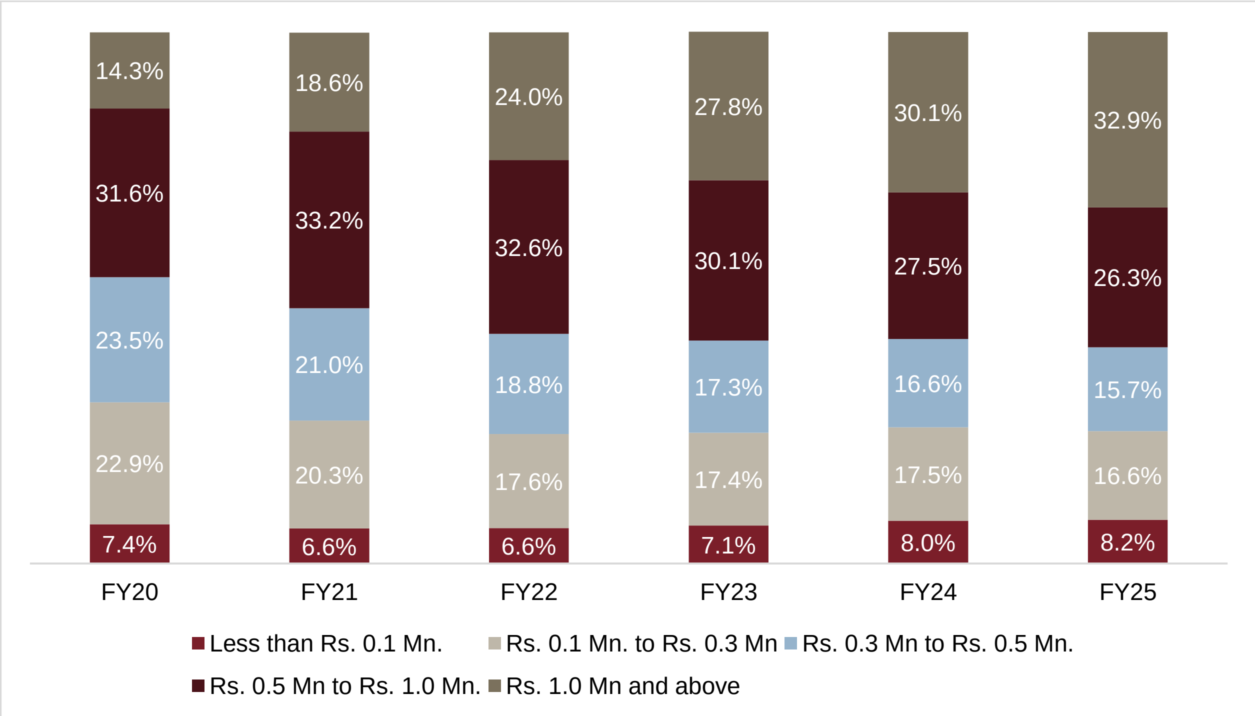
This growth is likely to be driven by healthy momentum in banks supported by their higher customer base in tier 1 cities. Parallelly, NBFCs would also continue to display aggressive growth in their personal loans book. NBFCs build their retail book through lower-ticket-size personal loans and focus on growth in tier 2 and below cities. Banks focus on the salaried middle-age group borrowers and have a higher share in tier-1 cities as compared with NBFCs. End use of the personal loans can range from education loans, medical loan, travel loan, marriage loan, loan for self-employed and other categories as personal loans are unsecured in nature with minimal or no end-use monitoring.

With NBFCs and Fintechs deepening their market penetration, Ticket size less than 0.1 Mn witnessed CAGR of 23.9 % from FY20 to FY25. In terms of value ticket size of more than 1.0 million witnessed the robust growth of CAGR of 43.4% from FY20 to FY25. Lenders are now focusing on quality borrowers to curb the building stress on asset quality.

Ticket Size (Rs. Bn.)	FY20	FY21	FY22	FY23	FY24	FY25	CAGR (FY20-25)
Less than Rs. 0.1 Mn.	410.59	432.02	543.64	764.61	1,075.33	1,201.2	23.9%
Rs. 0.1 Mn. to Rs. 0.3 Mn	1,276.45	1,334.94	1,445.01	1,858.10	2,349.46	2,429.5	13.7%
Rs. 0.3 Mn to Rs. 0.5 Mn.	1,310.24	1,385.51	1,538.52	1,851.77	2,220.79	2,298.7	11.9%
Rs. 0.5 Mn to Rs. 1.0 Mn.	1,763.54	2,184.22	2,671.57	3,216.21	3,682.84	3,839.7	16.8%
Rs. 1.0 Mn and above	795.96	1,222.12	1,961.84	2,979.21	4,027.60	4,806.0	43.3%
Unclassified/Others	20.63	27.54	28.99	28.58	39.25	43.6	16.1%

Source: CRIF Highmark, Crisil Intelligence

Ticket size more than Rs. 1.0 Mn witnesses CAGR of 43.4% between FY20 and FY25



Note: Loans not classified under any ticket size have not been represented in the table but considered in the calculation of market share, Source: CRIF Highmark, Crisil Intelligence

Player-wise Market Share

The personal loans segment, with its attractive risk-reward potential, has become highly competitive over the past few years with aggressive competition from both banks and NBFCs. The market is dominated by banks on account of their wide presence, large customer base which helps with cross selling and lower interest rates as compared to NBFCs.

There are many small NBFCs and fintech companies that extend small ticket sized personal loans to customers with lower or no credit score and charge relatively higher interest rates to compensate for the risk. Small and mid-sized NBFCs have also been innovative with products such as pay as you go, check out financing, tie-up with card companies, and very short tenure loans (3-6 months). This has helped them stay relevant despite higher interest rates, even among salaried customers. A number of NBFCs also cross sell personal loans to existing customers who have taken other loans from them and have a good repayment track record.

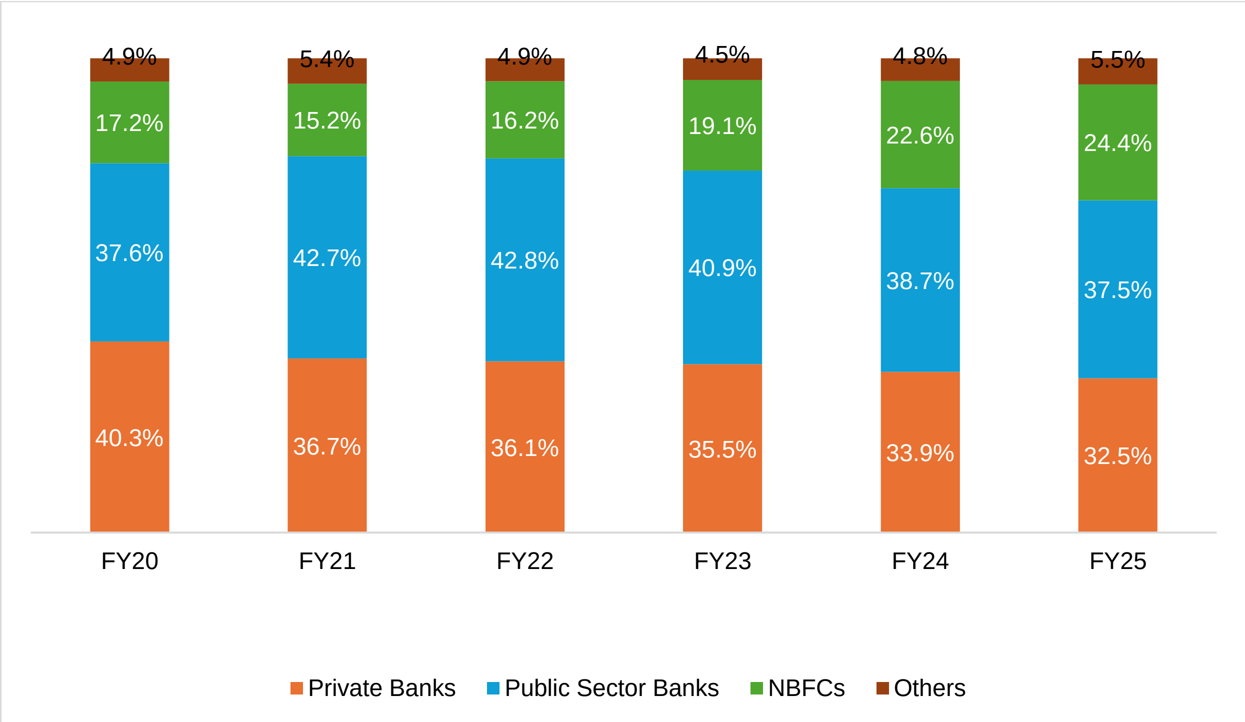
NBFCs have outpaced banks in terms of growth in credit outstanding, leveraging their specialized focus and extensive branch network to reach remote areas. This coupled with high contribution from the digital platforms, drove year on year growth to a significant 48% leap in fiscal 2024. The credit growth of banks on a higher base was healthy around 19% in fiscal 2024 spurred by credit demand and aggressive focus on retail portfolio. Additionally, with a salaried customer base coupled with relatively higher share of tier-1 cities in the portfolio, the banks' borrower segment faced lower cashflow disruptions, thereby realizing a relatively better asset quality performance compared to NBFCs. In the case of NBFCs, with a higher share of tier 2 and lower cities and lower ticket sizes in the portfolio, the typical interest rates are relatively higher as compared to banks and the asset quality is relatively weaker compared to banks. Plethora of industry players have invested in digital infrastructure for wider penetration, low cost acquisition, quick TAT, ensuring enhanced customer convenience.

With NBFCs growing faster than banks, Crisil Intelligence expects NBFCs to increase their market share further in coming years. NBFCs have seen a sharp rise on account of an aggressive strategy and a low base. Crisil Intelligence expects NBFCs to sustain the pace of growth and capture share from banks.

Lender Wise Share	FY20	FY21	FY22	FY23	FY24	FY25	CAGR (FY20-25)
Private Banks	2,246.5	2,419.1	2,956.3	3,795.4	4,538.3	4,756.9	16.2%
Public Sector Banks	2,098.7	2,809.4	3,505.2	4,374.3	5,186.0	5,485.8	21.2%
NBFCs	957.8	1,001.8	1,330.1	2,043.1	3,028.4	3,565.3	30.1%
Others	274.3	356.1	397.9	485.7	642.6	810.7	24.2%

Note: Others includes other financial institutions, Small Finance Banks and foreign banks. Source: CRIF Highmark, Crisil Intelligence

Share of NBFCs in Personal loans Outstanding has increased in the past few years



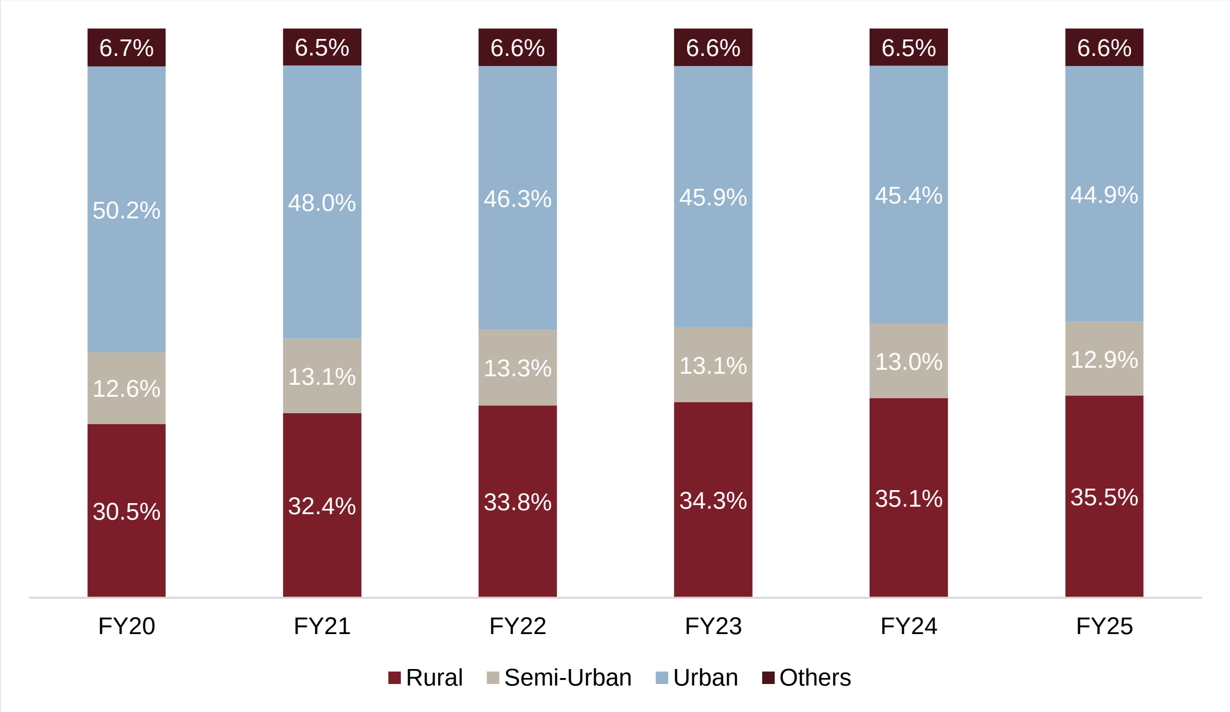
Note: Others includes other financial institutions, Small Finance Banks and foreign banks. Source: CRIF Highmark, Crisil Intelligence

Rural region witnessed highest growth at 25.0% CAGR between FY20 and FY25, followed by semi urban regions at 21.9% during the same period. Urban regions hold the highest market share at 44.9% as of FY25 however rural regions have improved its market share from 30.5% in FY20 to 35.5% in FY 25.

Rural regions witnessed the highest CAGR at 25.0% during FY20 and FY25

Regions (Rs Bn.)	FY20	FY21	FY22	FY23	FY24	FY25	CAGR (FY20-25)
Rural	1,702.2	2,136.6	2,767.6	3,674.0	4,700.8	5,190.9	25.0%
Semi-Urban	701.8	862.5	1,085.2	1,404.6	1,741.7	1,889.7	21.9%
Urban	2,801.1	3,159.2	3,795.1	4,912.2	6,077.0	6,570.4	18.6%
Others	372.4	428.1	541.8	707.7	875.8	967.7	21.0%

Note: 'Others' constitute portfolio not categorized as rural, semi-urban or urban by bureau. Source: CRIF Highmark, Crisil Intelligence



Note: Others constitute portfolio not categorized as rural, semi-urban or urban by bureau. Source: CRIF Highmark, Crisil Intelligence

8.2 Key Growth Drivers

Changing lifestyles and spending habits

Favorable consumer demographics, rising incomes, and higher aspirations, coupled with increasing comfort in availing loans to meet funding needs augur well for the personal loans market. This has been one of the prominent factors in personal loans growth. With the rise in disposable incomes and favorable consumer demographics, this trend is expected to continue going forward.

Reduction in turnaround time (TAT)

Customer preference for financial institutions is driven by TAT. Tech-savvy salaried individuals prefer digital interfaces for quick and paperless experiences. The advanced technologies enables instant loan approvals, but disbursements may take 2-3 days for necessary checks. NBFCs offer faster TAT compared to banks.

Increasing usage of non-traditional data in credit decision-making, enhancing the comfort level of lenders

Digital lending has significantly reduced the document collection time, streamlining the entire lending process. The introduction of paperless procedures in India has revolutionized loan applications. Credit assessments can now be conducted without the need for physical documentation. Moreover, there is a growing trend of utilizing alternative data, such as mobile phone usage, payment behavior, and social interactions, for credit decision-making.

NBFCs and fintechs are at the forefront of leveraging mobile phone data as a valuable source of customer information. This data provides valuable insights into customer location, travel habits, income and expenditure patterns, available cash flow, and repayment history.

Customised offerings

NBFCs offer customized personal loans to cater to individual needs. These loans can be customized to fit individual financial situations, including income, expenses, and credit history. With customized personal loans, borrowers can enjoy competitive interest rates and repayment terms that suit their needs.

8.3 Threats and challenges

Unsecured nature of loans may lead to asset quality concerns

Personal loans, being unsecured, pose significant risk for lenders with high default rates, leading to difficulties in loan recovery and elevated NPAs. This impacts lenders' profitability, necessitating caution for non-bank lenders due to elevated GNPAs. With rapid growth in unsecured loans, lenders must be careful in approving loans for weaker credit profiles to avoid deteriorating asset quality. Additionally, inflation and stagnant income levels may hinder borrowers' repayment capacity.

RBI increases risk weight on assets for unsecured lending – encompassing personal loans and credit card loans

The RBI has increased the risk weight for unsecured consumer loans to 125%, aiming to moderate growth in consumer credit and monitor NBFCs' reliance on bank borrowings. This adjustment will significantly affect banks, NBFCs, and FinTech companies. While banks are well-capitalized and may not see a material impact on their Capital Adequacy Ratio (CAR), they could potentially raise lending rates for personal loans and experience a slight impact on loan growth. Fintech players are urged to enhance underwriting models, which could result in increased operating expenses, reduced loan origination in unsecured personal loans segments, and the need to raise capital to maintain CAR levels. RBI has restored the risk weights on bank loans to NBFCs to 100% from 125%, effective from April 1, 2025.

The exuberant growth and entailing risks

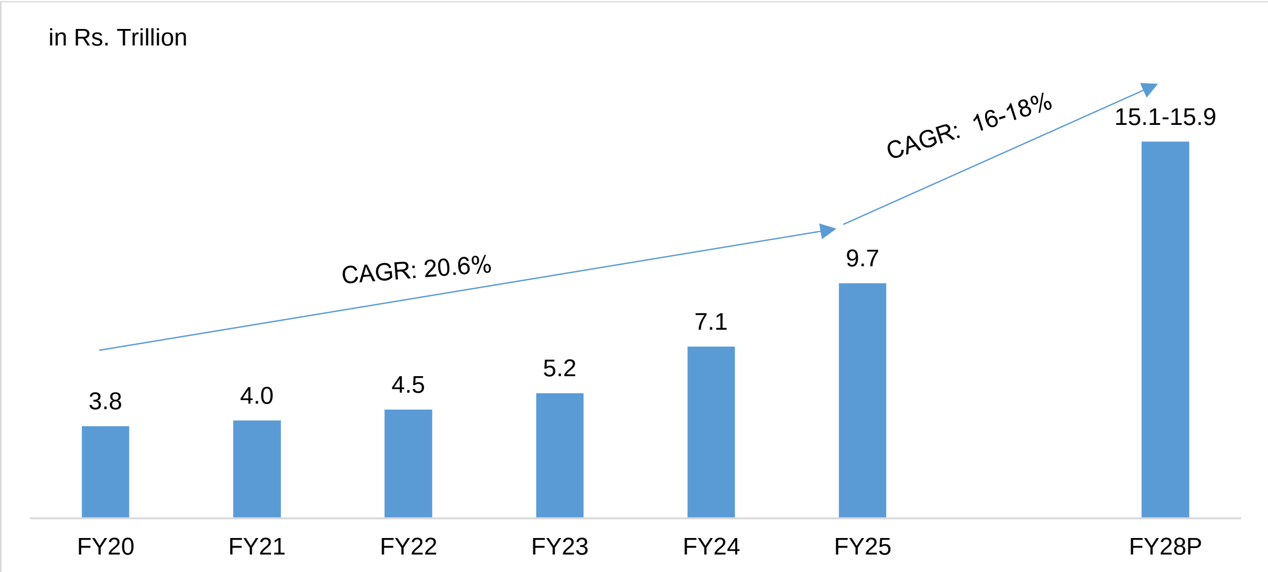
The surge in demand for personal loans is fueled by factors such as easy borrowing, innovative products like travel now, pay later (TNPL), and no-cost EMIs, as well as increasing lifestyle expenses. Enhanced underwriting capabilities of banks, NBFCs, and fintechs, driven by improved access to information and technology, have been key growth enablers for personal loans. However, the absence of collateral makes personal loans inherently risky for lenders, impacting their ability to recover funds in case of borrower default. The rise in personal loans is also attributed to borrowers overleveraging and targeting new customer segments, further increasing asset quality risks.

9. Business Loans

9.1 Business loans financing market

In this section, Crisil Intelligence has considered unsecured business loans as reported in the consumer bureau for analysis.

Business Loans witnessed a CAGR of 20.6% from FY20-25

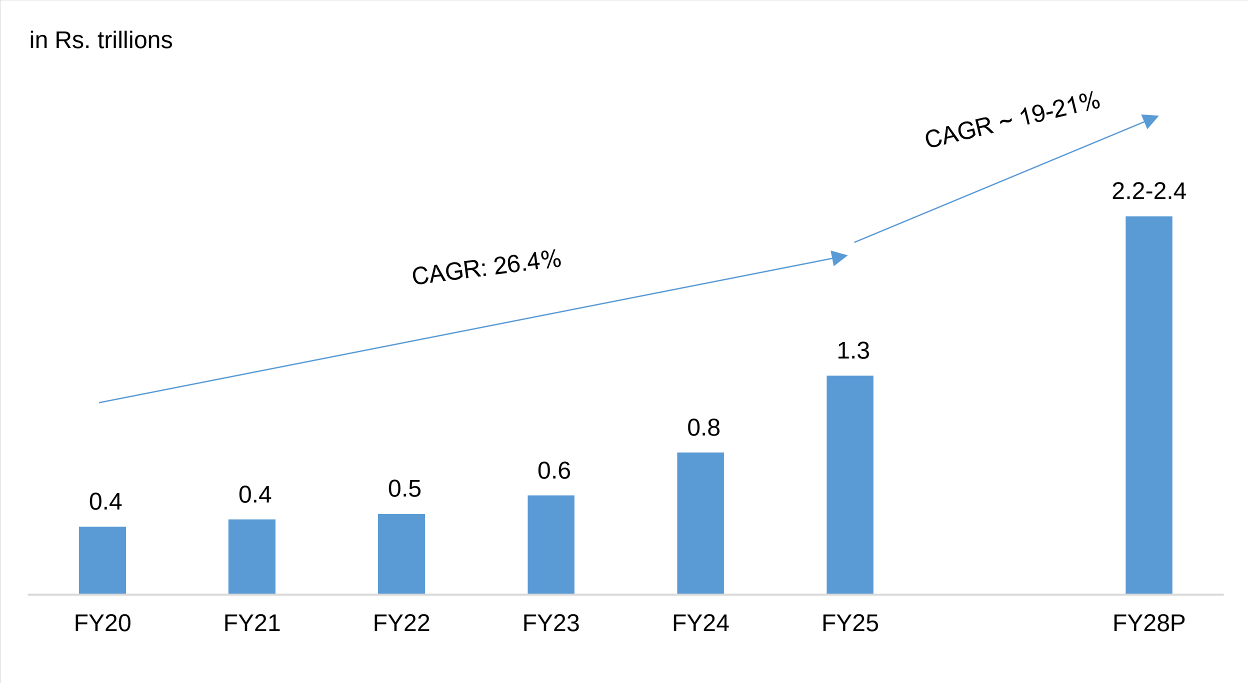


Note: Business loans portfolio includes business loan general, business loan unsecured, and loans to professional as per bureau.
Source: CRIF Highmark, Crisil Intelligence

Overall Business Loans segment, types of loan undertaken for business related purposes without any security and collateral, which included general business loans, Business Loans and loans to professional, in India, stood at Rs. 9.7 trillion as of FY25, witnessing a CAGR of ~20.6% from FY20. The segment has witnessed continuous growth across fiscals, with the fastest year-on-year growth in outstanding witnessed in FY23 and FY24, growing at 14.8% and 37.5% year-on-year respectively. In Fiscal 2025, the growth momentum continued with portfolio growing at 36.9% year on year.

Going forward, as per Crisil Intelligence estimates, it is expected that the segment will grow at a CAGR of 16-18% till FY28 primarily due to rising number of business enterprises in India and increasing financial penetration in both rural and urban areas aided by multiple government initiatives in the segment. In the upcoming fiscals, as financiers are moving to more advance methods of customer underwriting and not just taking credit bureau scores in consideration, lenders would be able to lend more, significantly helping the segment to grow at a faster pace.

Business Loans (less than Rs. 0.5 million) witnessed a CAGR of ~26.4% from FY20-25



Note: Business Loans portfolio includes business loan general, business loan unsecured, and loans to professional as per bureau.
Source: CRIF Highmark, Crisil Intelligence

Business Loans (less than Rs. 0.5 million) segment in India, stood at Rs. 1.3 trillion as of FY25 witnessing a CAGR of ~26.4% from FY20-25, with continuous growth across fiscals. The segment witnessed a decline in growth in FY22, growing year-on-year at 8%, while in FY24 and FY25 strong growth was witnessed in the segment at 43.2% and 54.1% year on year respectively.

Going forward, as per Crisil Intelligence estimates Unsecured Business Credit financing in the less than Rs. 0.5 million segment is expected to grow at a faster pace than overall business loans and would witness a CAGR of 19-21% till fiscal 2028. The faster growth will be supported by increasing number of micro businesses and enterprises in rural and semi-urban regions requiring credit facilities for working capital etc. with the advent of technology, players can digitally underwrite customers and disburse funds to them.

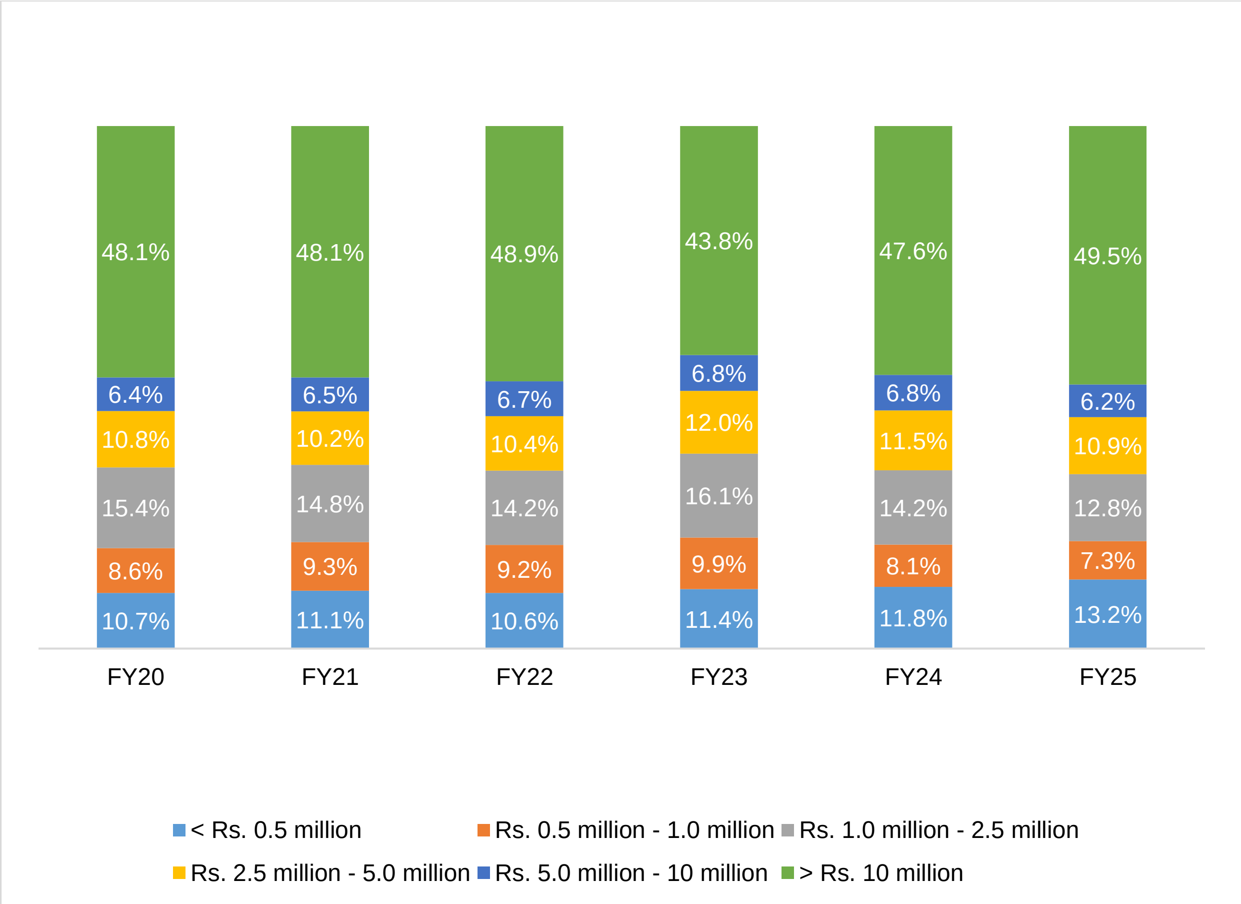
Loans less than Rs. 0.5 Mn. witnessed the fastest growth in Business Loans Segment

Among ticket brackets, loans less than Rs. 0.5 Mn. witnessed the fastest growth among ticket brackets growing at a CAGR of 26.4%, while it accounts for ~13.2% share in overall business loans segment in FY25. Loans more than Rs. 10 million accounted for the highest share in unsecured business portfolio outstanding, with a share of ~49.5% growing at a CAGR of ~21.8%.

Loans less than Rs. 0.5 Mn. witnessed the fastest growth in Business Loans from FY20-25

Ticket Bracket (in Rs. billions)	FY20	FY21	FY22	FY23	FY24	FY25	CAGR (FY20-25)
< Rs. 0.5 million	392.1	434.2	467.0	573.1	820.7	1,264.9	26.4%
Rs. 0.5 million - 1.0 million	314.6	363.1	404.1	498.1	558.5	700.6	17.4%
Rs. 1.0 million - 2.5 million	566.9	579.2	623.5	811.2	985.8	1,227.2	16.7%
Rs. 2.5 million - 5.0 million	396.8	400.4	455.5	607.8	796.4	1,044.0	21.3%
Rs. 5.0 million - 10 million	235.7	253.0	292.7	345.5	473.2	595.6	20.4%
> Rs. 10 million	1,767.1	1,883.3	2,143.7	2,213.2	3,300.9	4,732.9	21.8%
Unallocated	125.8	119.6	105.1	106.5	154.4	137.6	1.8%
Overall	3,799.1	4,032.8	4,491.6	5,155.4	7,090.0	9,702.9	20.6%

Note: Business Loans portfolio includes business loan general, business loan unsecured, and loans to professional as per bureau.
Source: CRIF Highmark, Crisil Intelligence



Note: Business Loans portfolio includes business loan general, business loan unsecured, and loans to professional as per bureau.
Source: CRIF Highmark, Crisil Intelligence

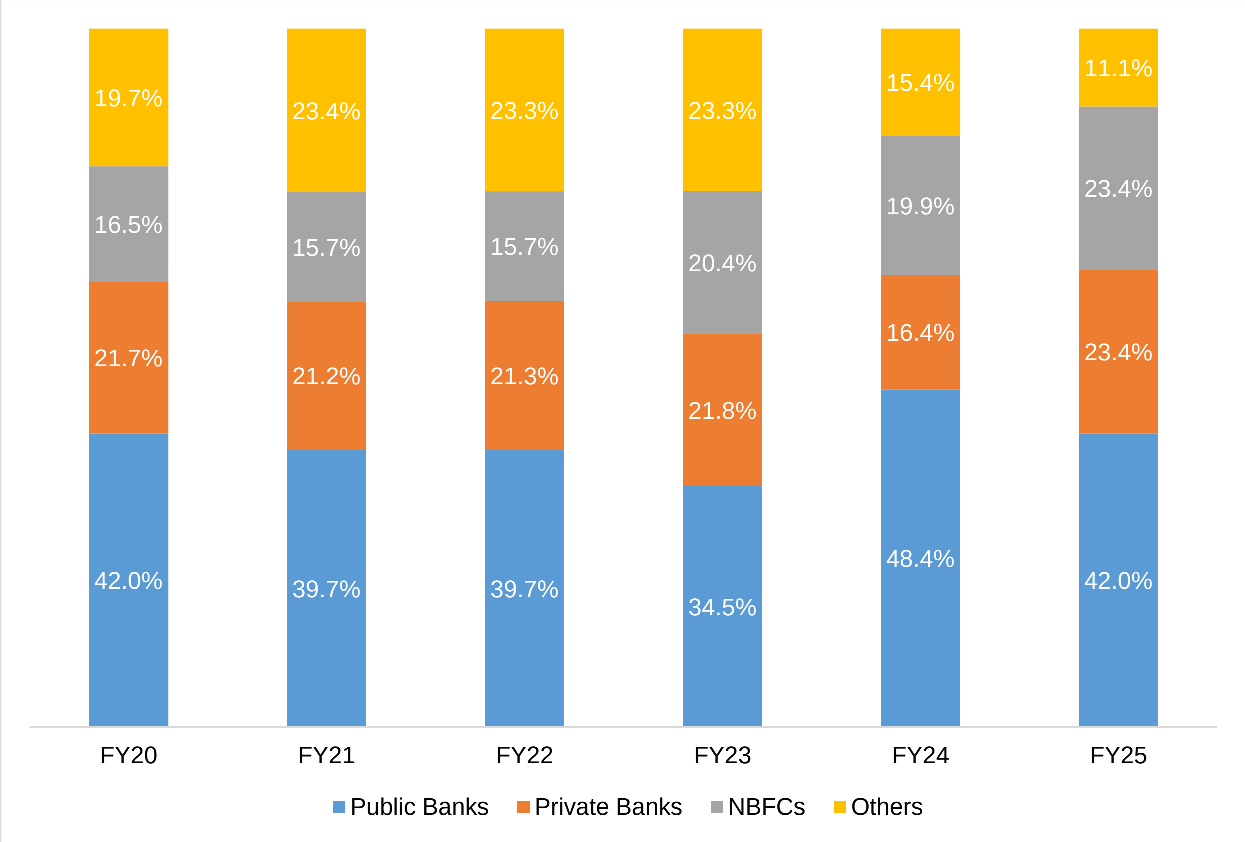
NBFCs witnessed the fastest growth among lenders from FY20-25, while Public Banks accounted for the highest share in overall Business Loans Segment

Among lenders, NBFCs witnessed the fasted growth during fiscals 2020-25, growing at a CAGR of ~29.3% in the business loans segment which was followed by public banks witnessing a CAGR of ~20.6%. Among lenders, Public Sector banks accounted for the highest share in credit outstanding with a share of ~42.0% followed by NBFCs and private banks accounting for ~23.4% share in fiscal 2025.

NBFCs witnessed the fastest growth among lenders from FY20-25

Portfolio Outstanding (in Rs. billion)	FY20	FY21	FY22	FY23	FY24	FY25	CAGR (FY20-25)
Public Banks	1,596.8	1,600.9	1,781.7	1,778.6	3,428.3	4,078.5	20.6%
Private Banks	824.8	855.2	957.9	1,124.4	1,162.4	2,274.5	22.5%
NBFCs	628.4	632.4	706.0	1,052.9	1,408.9	2,269.6	29.3%
Others	749.1	944.3	1,046.1	1,199.5	1,090.4	1,080.3	7.6%
Overall	3,799.1	4,032.8	4,491.6	5,155.4	7,090.0	9,720.9	20.6%

Note: Business Loans portfolio includes business loan general, business loan unsecured, and loans to professional as per bureau. Others includes SFBs, foreign banks and other small players
Source: CRIF Highmark, Crisil Intelligence



Note: Business Loans portfolio includes business loan general, business loan unsecured, and loans to professional as per bureau. Others includes SFBs, foreign banks and other small players
Source: CRIF Highmark, Crisil Intelligence

Among lenders private banks had the highest asset quality as of Fiscal 2025

Among lenders, private banks had the highest asset quality in the business loans segment with 90+ DPD at 6.1% as of Fiscal 2025, this was followed by NBFCs with 90+ DPD at 6.6%.

Among lenders, Private Banks had the highest asset quality in Business Loans Segment as of Fiscal 2025

Lender (NPA %)	FY20	FY21	FY22	FY23	FY24	FY25
Public Banks	37.3%	38.2%	39.5%	37.2%	19.6%	16.4%
Private Banks	4.5%	6.6%	8.2%	7.1%	7.3%	6.1%
NBFCs	8.2%	10.9%	12.3%	9.8%	7.3%	6.6%
Others	10.2%	12.7%	12.3%	12.1%	14.8%	17.1%
Overall	20.0%	21.3%	22.2%	19.2%	14.4%	11.8%

Note: Business Loans portfolio includes business loan general, business loan unsecured, and loans to professional as per bureau. Others includes SFBs, foreign banks and other small players
Source: CRIF Highmark, Crisil Intelligence

Urban Regions accounted for the highest share in Business Loans Segment as of Fiscal 2025

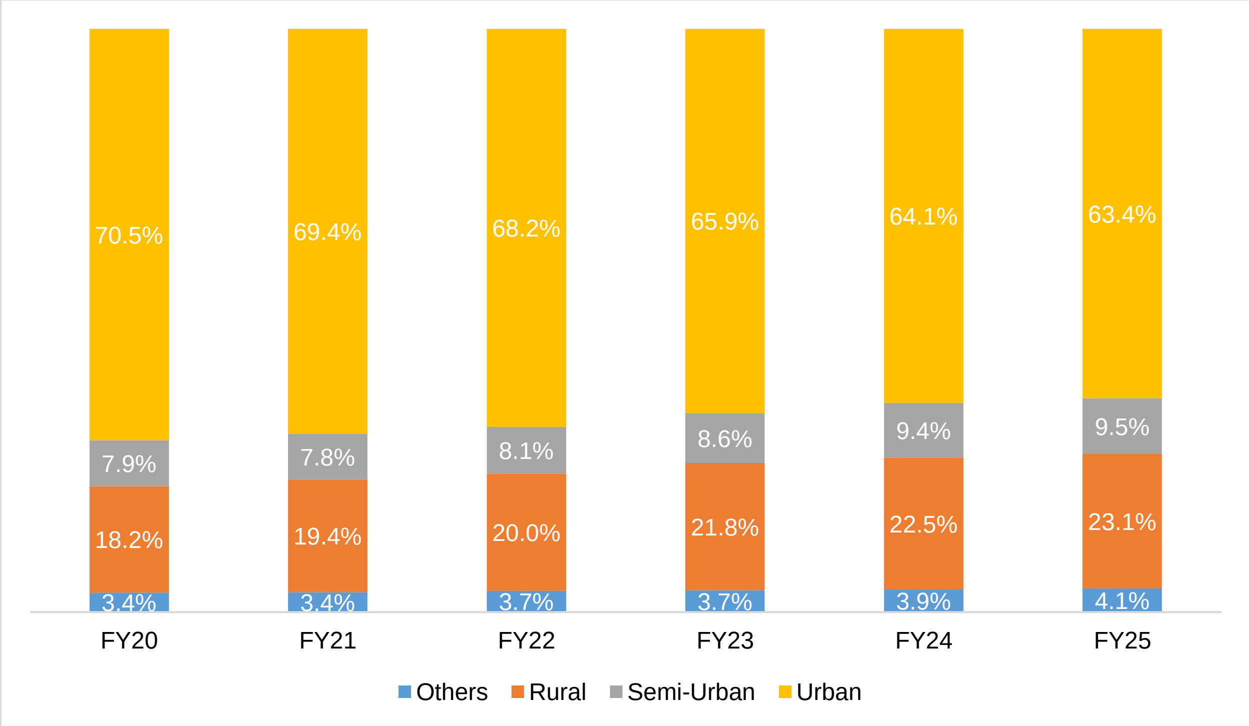
As of Fiscal 2025, urban regions accounted for the highest share in business loans segment, accounting for ~63.4% market share followed by rural regions accounting for ~23.1% share and semi-urban regions accounting for ~9.5% market share. While the fastest growth was witnessed in rural regions during the fiscals growing at a CAGR of ~26.5% followed by semi-urban regions which grew at ~25.2% CAGR during FY20-FY25.

Urban Regions accounted for the highest share in Business Loans Segment, accounting for ~63% share as of Fiscal 2025

Tier (Rs. Billion)	FY20	FY21	FY22	FY23	FY24	FY25	CAGR (FY20-25)
Rural	691.2	780.9	899.0	1,126.1	1,595.7	2,237.1	26.5%
Semi-Urban	300.2	315.2	363.1	441.9	668.3	924.5	25.2%
Urban	2,680.0	2,799.9	3,063.8	3,396.7	4,547.1	6,146.9	18.1%

Tier (Rs. Billion)	FY20	FY21	FY22	FY23	FY24	FY25	CAGR (FY20-25)
Others	127.6	136.8	165.8	190.7	278.9	394.4	25.3%
Overall	3,799.1	4,032.8	4,491.6	5,155.4	7,090.0	9,702.9	20.6%

Note: Business Loans portfolio includes business loan general, business loan unsecured, and loans to professional as per bureau. 'Others' constitute portfolio not categorized as rural, semi-urban or urban by bureau.
Source: CRIF Highmark, Crisil Intelligence



Note: Business Loans portfolio includes business loan general, business loan unsecured, and loans to professional as per bureau. Others constitute portfolio not categorized as rural, semi-urban or urban by bureau. Source: CRIF Highmark, Crisil Intelligence

9.2 Key Growth Drivers

Higher Interest Rate Margins: Business Loans typically carry higher interest rates compared to secured loans. The higher yield on unsecured loans compensates for the additional risk involved, making it an attractive option for lenders seeking higher returns.

Technology Adoption: Leveraging technology in credit assessment, loan processing, and monitoring can streamline operations, reduce costs, and enhance efficiency in Business Loans lending. Automated credit scoring models and digital platforms enable lenders to make faster decisions and serve a larger number of borrowers.

Regulatory Support: Government initiatives such as the Credit Guarantee Fund Trust for Micro and Small Enterprises (CGTMSE) provide support to lenders to offer unsecured credit to MSMEs. These schemes help mitigate risks for lenders and promote increased lending to small businesses.

Promoting Financial Inclusion: Providing Unsecured credit to micro and small enterprises plays a crucial role in promoting financial inclusion. Many small businesses lack requisite collateral to avail formal credit. By offering unsecured credit lenders can reach underserved businesses and support their growth and development.

Customised solutions: By understanding the challenges and aspirations of small businesses, lenders can provide tailored solutions, Lenders can customize financial products to suit the unique needs and cash flow patterns of Business loan borrowers, fostering long-term relationships and loyalty.

9.3 Threats and challenges

The unsecured business lending segment is expected to witness a rapid growth in the upcoming fiscals, however, there are a few risks associated with lending to this segment.

Inadequate credit history of borrowers: Generally, small borrowers often lack credit history which is necessary for underwriting. Additionally, they do not have the financial capabilities to invest in maintaining proper accounts due to which it becomes difficult for lenders to assess their creditworthiness.

Borrowers lack liquidity and are vulnerable to cash flow challenges: SMEs/MSMEs often face delays in payments which significantly impact their cash flow cycle and in-turn impact their repayment behavior.

Borrowers are unable or unwilling to share all information: Borrowers usually do not have all the required information available because of which lenders cannot assess the borrowers in a better manner.

10. Auto Finance Industry

10.1 Auto loans financing market

The Indian automobile sector comprises four key segments - two-wheelers, three-wheelers, passenger vehicles (PV), and commercial vehicles (CV). India is fourth largest PV manufacturer, second largest two-wheeler manufacturer, fifth largest CV manufacturer and largest three-wheeler manufacturer. Indian automotive industry is a crucial component of the country's economy, playing a significant role in driving growth through its strong connections to other sectors. Government policies and liberalization efforts have fostered a thriving and competitive market, attracted new players and led to industry expansion. As a vital contributor to global economic growth, the auto industry supports a vast network of suppliers. and creates a substantial number of jobs. Its contribution to India's GDP has also seen a significant increase, rising from 2.8% in fiscal 1993 to approximately 6.8% in 2024.

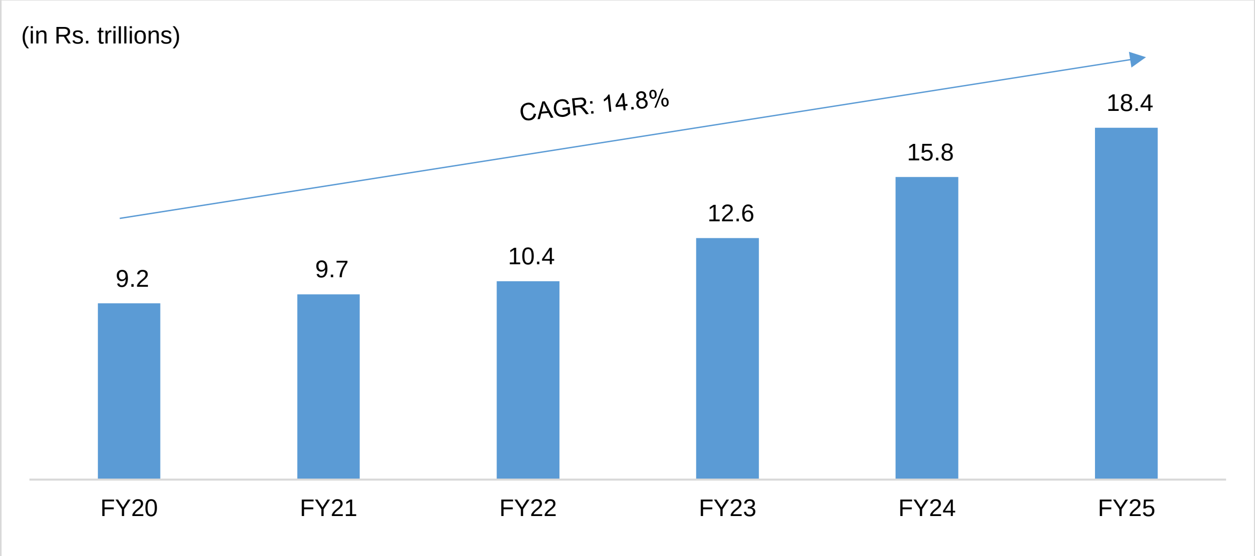
The auto segment experienced a muted performance during fiscal 2021 and fiscal 2022 due to pandemic-induced disruptions and a shortage of semi-conductors. In fiscal 2023, the easing of the semiconductor shortage and pent-up demand supported an uptick in car and utility vehicle (UV) volumes. As demand recovered, the financing aspect also witnessed a recovery, with NBFCs and banks growing at 20% and 21%, respectively, during fiscal 2023.

However, growth in fiscal 2024 remained muted due to the high base of growth in the previous fiscal, high interest rates, and the pass-through of interest rates to the ultimate borrower, which increased the cost of affording a vehicle. Furthermore, signs of an economic slowdown, attributed to weak government expenditure ahead of general elections, extreme heat waves, and torrential rains in parts of the country, lowered vehicle utilization and, consequently, affecting the vehicle finance business.

The first half of fiscal 2025 saw a weak demand for commercial vehicles due to slow economic growth owing to weak government expenditures owing to the general election. Similarly, rising inventory with dealers indicated weak demand for passenger vehicles. However, inventory overhang appears to have moderated by the end of December 2024 due to discounts being offered to clear excess inventories. On the other hand, the demand for two-wheeler and three-wheeler vehicles remained resilient due to robust rural demand though it was affected in initial months due to disruptions caused by heavy rains and heat waves in some parts.

The auto finance industry has grown at a 14.8% CAGR between fiscal 2020 and 2025. NBFCs face fierce competition from banks, particularly in the new car loan category of utility vehicles, as the lending rates offered by banks are lower compared to those of NBFCs. However, NBFCs have established a distinct position in the commercial vehicle market over time, which stands them in good stead. While banks use the advantage of lending at lower interest rates due to their ability to borrow at lower rates compared to NBFCs, due to the priority sector advantage, NBFCs leverage their advantage of reach to the lower strata of the country, where they can cater to customers with no formal income proofs and are able to take on higher risk.

Auto Financing Market stood at Rs. 18.4 trillion as of March 2025



Note: The above portfolio includes new and used passenger vehicle, commercial vehicle, construction equipment and two-wheeler loan portfolio
Source: CRIF Highmark, Crisil Intelligence

10.2 NBFCs in the Passenger and Commercial Vehicle Financing Market

Many NBFCs have entered the auto financing space, capitalizing on the rising demand of vehicle sales and need for flexible financing options. NBFCs, with their presence in tier 2, 3 cities offered quicker loan approvals with minimal documentation and attractive offers. NBFC presence is particularly strong in the used cars, two-wheelers and commercial vehicle space.

Tata Motors Finance Limited is one of the leading commercial and passenger vehicle loan providers in India. As of March 2025, Tata Motors Finance operates under the brand of "Tata Group", as a wholly owned subsidiary of Tata Motors Limited, which is one of India's largest automobile companies as of March 31, 2025.

Players	Passenger and Commercial Vehicle Financing AUM as of March 2025 (In Rs. Billion)
Shriram Finance Limited	1,726.6
Cholamandalam Investment and Finance Company Limited	849.8
Mahindra and Mahindra Financial Services Limited	742.0
Tata Motors Finance Limited	328.6^
Hinduja Leyland Finance Limited	175.7*
Sundaram Finance Limited	348.5
Bajaj Finance Limited	118.8

Note: For Tata Motors Finance the number includes commercial and passenger vehicle loan portfolio, For Mahindra and Mahindra Financial includes passenger Vehicle, commercial vehicle and construction equipment loan portfolio, For Hinduja Leyland the number includes commercial vehicle and car loan portfolio, For Cholamandalam Investment the number includes used Vehicle, mini LCV, Car, MUV, LCV, HCV loan portfolio, For Sundaram Finance the number includes MHCV, Retail CV, cars loan portfolio, For Bajaj Finance the number includes car loan portfolio, For Shriram Finance the number includes commercial and passenger vehicle loan portfolio, (*) As of September 2024, (^) As of December 2024
Source: Company Reports, Crisil Intelligence

11. Passenger Vehicle Loans

11.1 Passenger vehicle domestic sales grew by 2% in Fiscal 2025, reaching 4.3 million units

Indian passenger vehicle (New cars and Utility Vehicles) industry has been witnessing a paradigm shift in consumer sentiments away from the traditional fuel-efficient budget friendly hatchback segment towards higher priced feature laden UVs which offer much more space, taller ride height and improved performance.

Between fiscal years 2019 and 2025, the PV market witnessed a significant shift in consumer preferences, leading to a change in segment-wise market share. The share of small cars halved during this period, dropping from 60% in FY19 to just 30% in FY25. This decline was primarily driven by the rising popularity of compact utility vehicles (UVs), which offered enhanced features, a more commanding road presence, and competitive pricing. Compounding this trend was the reduced focus by OEMs on introducing new models in the small car segment, which further accelerated the decline.

In contrast, the UV segment experienced a healthy surge, with its market share rising from 28% in FY19 to 64% in FY25. A key driver of this growth was the proliferation of compact UVs—vehicles that are essentially hatchbacks with SUV-like styling and features. These models directly competed with small cars in terms of pricing while offering superior value in terms of design, features, and perceived safety. The share of compact UVs alone rose from 10% in FY19 to 28% in FY25, underscoring their growing dominance.

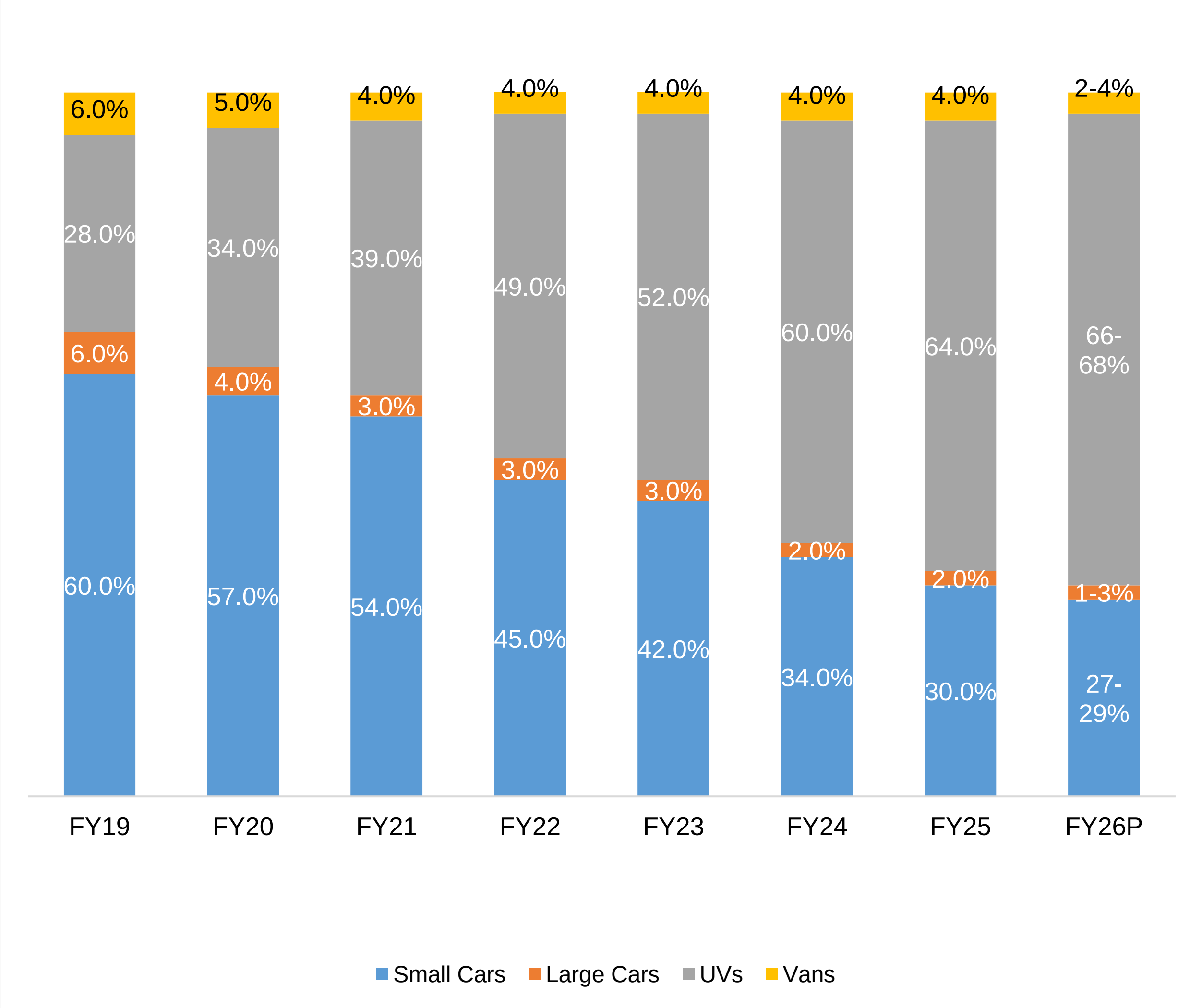
This shift was also influenced by the K-shaped recovery post-pandemic, where higher-income consumers gravitated toward premium UVs. The segment benefited from a steady stream of new launches, timely facelifts, and a wide range of variants across price points. Additionally, higher finance penetration made these vehicles more accessible to a broader customer base.

According to Crisil Intelligence, the UV segment's share is expected to rise further by 100–300 basis points in fiscal 2026, reaching 66–68%, while the share of small cars is projected to decline further to 27–29%. Despite the challenges in the entry-level segment, the continued momentum in UVs is likely to prevent a broader slowdown in overall PV sales.

Passenger vehicles (Cars, Utility vehicles and Vans) sales witnessed a decline for two consecutive years due to the pandemic, decreasing by 18% and 2% in Fiscal 2020 and Fiscal 2021 respectively. In Fiscal 2022, lifting of lockdown restrictions and normalization of activities resurrected the demand, however supply side issue of semi-conductor shortages for OEMs restricted the sales. Overall passenger vehicles sales grew at a restricted growth rate of 13% in Fiscal 2022. In Fiscal 2023, passenger vehicle sales improved on account of easing supply of semiconductors and higher production of vehicle variants with lower chip requirement. Passenger Vehicle sales grew by 27% in Fiscal 2023. Passenger Vehicle sales grew by 8% in Fiscal 2024 over a high base of Fiscal 2023. The segment recorded a modest 2% on-year growth in fiscal 2025, reaching approximately 4.3 million units. This slowdown in growth was primarily driven by subdued retail sentiment and an aggressive sales push by original equipment manufacturers (OEMs), which resulted in significant inventory buildup at the dealership level. Wholesale volumes remained largely flat in the first half of fiscal 2025, weighed down by high inventory and tepid retail demand. However, market conditions witnessed a notable improvement in H2 Fiscal 2025.

In fiscal 2026, Crisil Intelligence projects domestic passenger vehicle (PV) sales to register a 2–4% on-year growth, supported by rising disposable incomes, anticipated reductions in interest rates, and the sustained popularity of utility vehicles (UVs), which continue to dominate consumer preferences. However, several headwinds are expected to weigh on wholesale sales growth. Elevated inventory levels across dealerships remain a key concern, as the industry continues to correct the stock overhang from previous fiscals. While new product launches are expected, many are likely to be in niche segments, which is not expected to boost overall volumes significantly. Furthermore, the absence of major new-generation model launches in the mass-market segment could restrict incremental demand, thereby moderating the pace of growth in wholesale dispatches.

Domestic Demand Outlook



Source: SIAM, Crisil Intelligence

11.2 Growth Factors

- **Increase in domestic sales:** Passenger vehicles grew at a CAGR of 9% in last 5 years (FY20-FY25) and is expected to grow at a pace of 7-9% CAGR in the next 5 years (FY25-FY30) supported by rising incomes, increase in the number of car buyers and rising penetration supported by rising incomes, increase in the number of car buyers and rising finance penetration.

- **Domestic Changes and growing** affluence**:** The population of 20 to 40-year-olds is projected to reach ~483 million by 2031, though their share of the total population is expected to slightly decrease to 32.6%. This indicates a continued expansion in the number of potential first-time PV buyers, which could support PV market growth. With the demographic trend suggesting a positive outlook for the PV market, achieving significant growth will depend on favourable economic conditions and targeted policies to support consumer purchasing power.

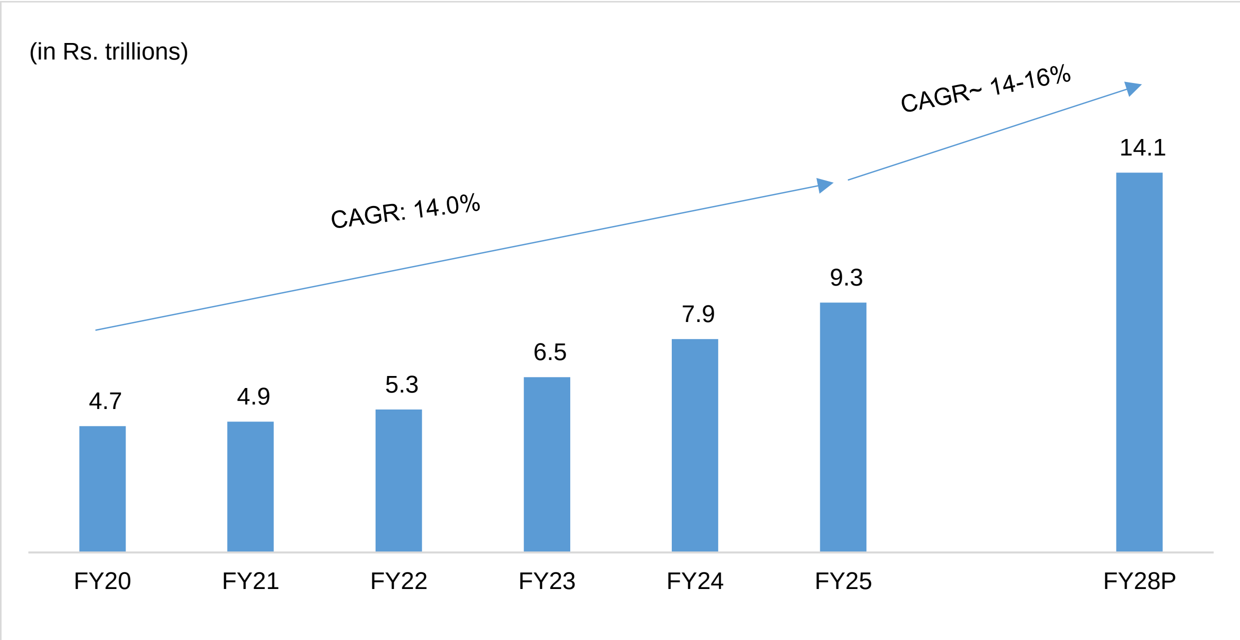
- **Shift to Utility Vehicles:** The UV segment is expected to exert pressure on the small-car and large-car segments, limiting growth prospects. UV and van sales are projected to grow at a CAGR of 10–12% between fiscals 2025 and 2030, following a 22% CAGR during fiscals 2020 to 2025 driven by a continued shift in consumer preferences, multiple model launches, and availability of superior features at affordable prices.

- **Underpenetrated Market:** India's car market is underpenetrated compared with most developed economies and some developing nations. As of fiscal 2024, India had ~26 cars per 1,000 people. This number is expected to increase to 40.0 by fiscal 2030, which is lower than the developed nations and even Brazil, Russia, and China (all three, along with India, are a part of the BRIC block) based on per-capita GDP. Thus, India offers tremendous growth potential for automobile manufacturers.

- **Regulatory Initiatives:** The implementation of the National Electric Mobility Mission Plan 2020 and other policy initiatives by the government to address infrastructure-related issues are key monitorable for the sector over the next five years.

11.3 Car Loan financing market

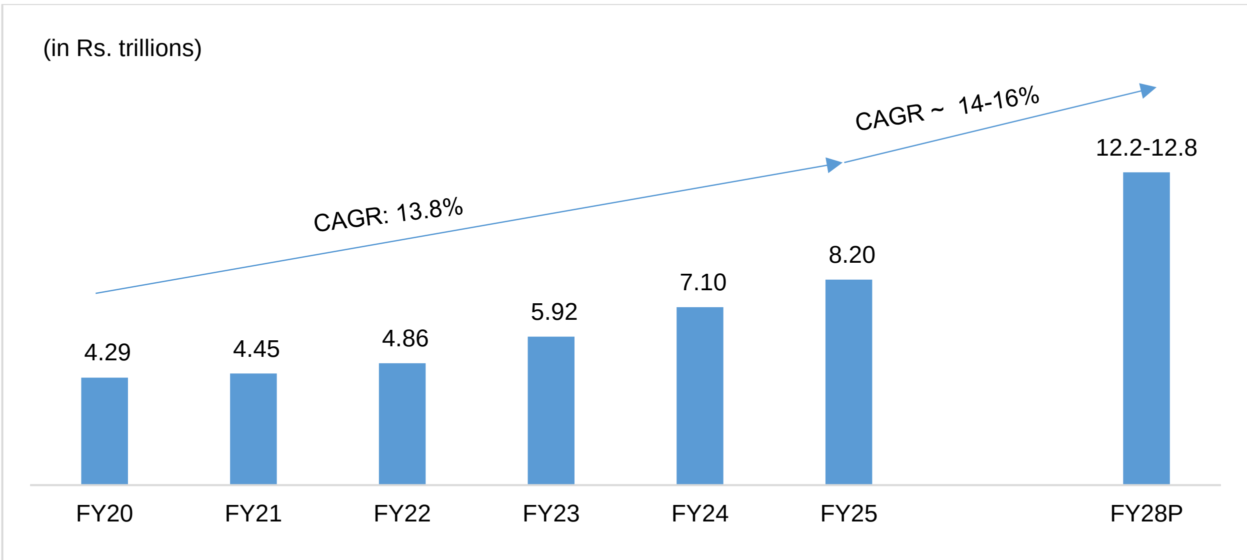
Car Loan portfolio expected to grow at 14-16% CAGR from FY25 to FY28



Note: The above data includes lending portfolio of new car loans and used car loans
Source: CRIF Highmark, Crisil Intelligence

11.4 New Car Loan financing market

New Car Loan portfolio expected to grow at 14-16% CAGR from FY25 to FY28



Source: CRIF Highmark, Crisil Intelligence

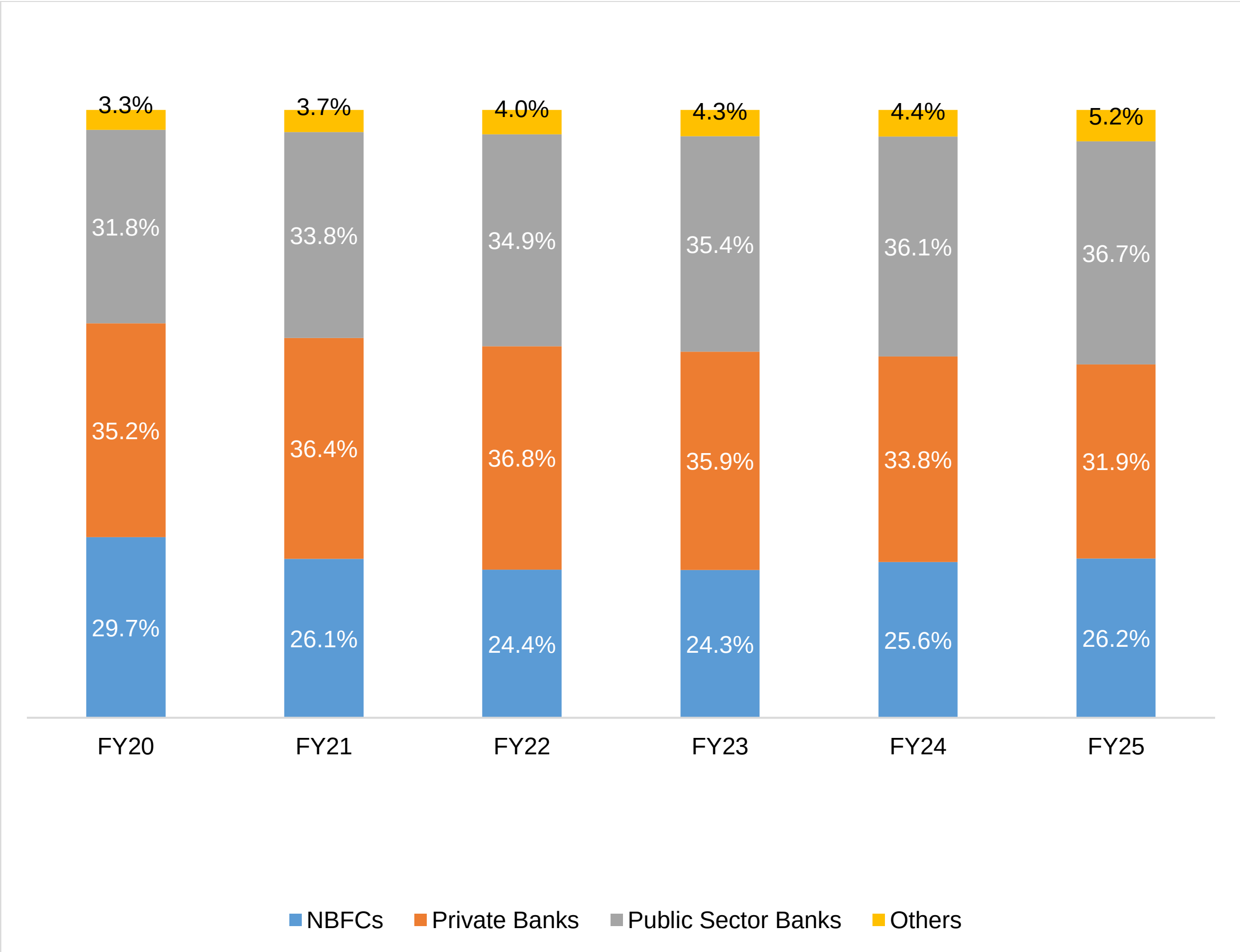
New car loan portfolio witnessed 13.8% CAGR between Fiscal 2020 to Fiscal 2025. In Fiscal 2023, new car loan segment grew by 21.9% year on year due to improvement in economic activities post covid period. In Fiscal 2024, the new car loan portfolio grew by 19.8% due to increasing finance penetration. In Fiscal 2025, the new car loan portfolio grew by 15.6%.

New passenger vehicle sales faced challenges in fiscal 2024 and fiscal 2025 due to a combination of factors. These included weaker consumer sentiment, record-high inventory buildup of 71-76 days at the start of Q3 FY2025, extreme heatwaves in the first quarter and extended rains in September 2024, high interest rates since February 2023, and the exhaustion of pent-up demand. Additionally, uneven rainfall patterns affected rural cash flows and demand. However, the second half of FY 2025 saw a notable improvement in sales, driven by festive demand and discounts that helped clear inventories. The improved sales performance in the second half of the fiscal year on account of festivities and discount offered to clear the older inventory has provided stimulus to the segment. Crisil Intelligence estimates finance penetration for auto loans to be between 75% to 80%, which is expected to improve in the upcoming years.

NBFC's ability to tap markets not serviced by Banks is expected to help them gain an edge

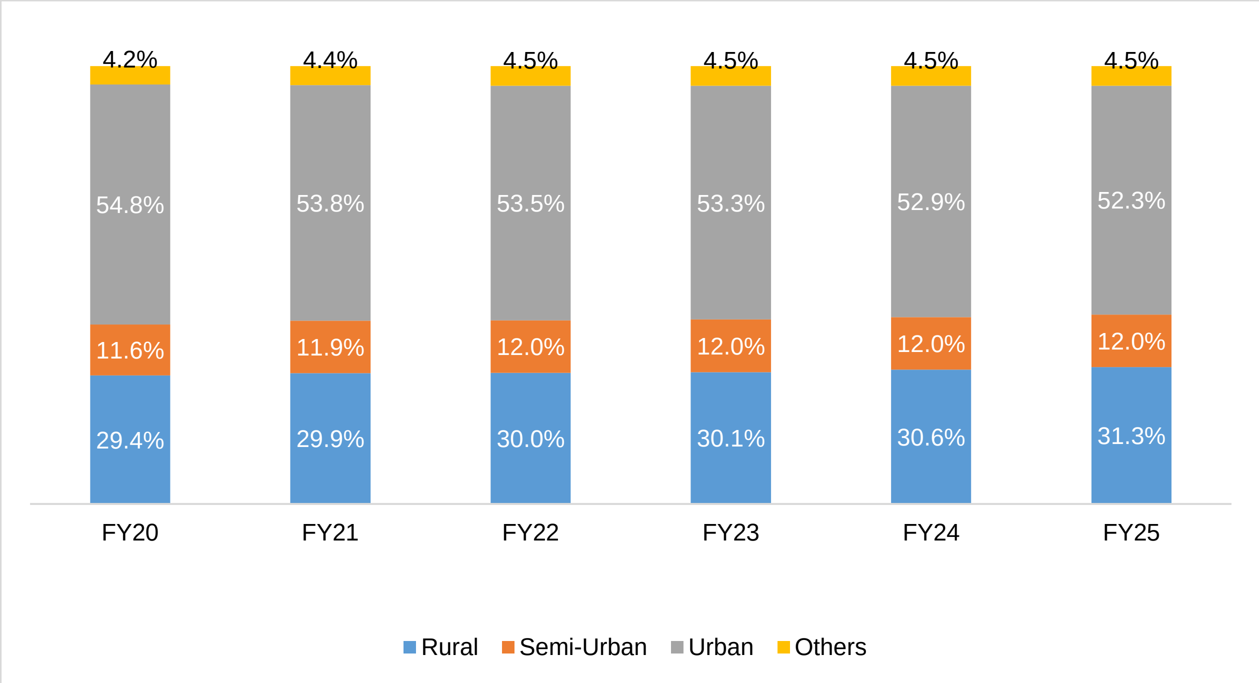
Over the years, banks have gained further inroads into the new-auto financing market, grabbing significantly greater share from non-captive NBFCs as captives have been able to maintain share with their superior connect to customers through their dealerships. New and used car loan will be a favoured option for NBFCs with the consideration that PVs carry low risk, can penetrate Tier 2 and 3 markets better and also serve unserved segment. Banks have higher share due to their better ability to cross-sell and offer lower financing costs compared with NBFCs on account of higher repo rates translating into higher cost of funds for non-banks. Also, delinquencies in this segment are low considering a better consumer profile, leading to banks becoming more aggressive in this segment. NBFCs have more penetration in the rural and semi-urban parts of the country. Thus, they can tap markets, which otherwise will not be accessible through banking channels.

Lender wise share of new car loan portfolio outstanding



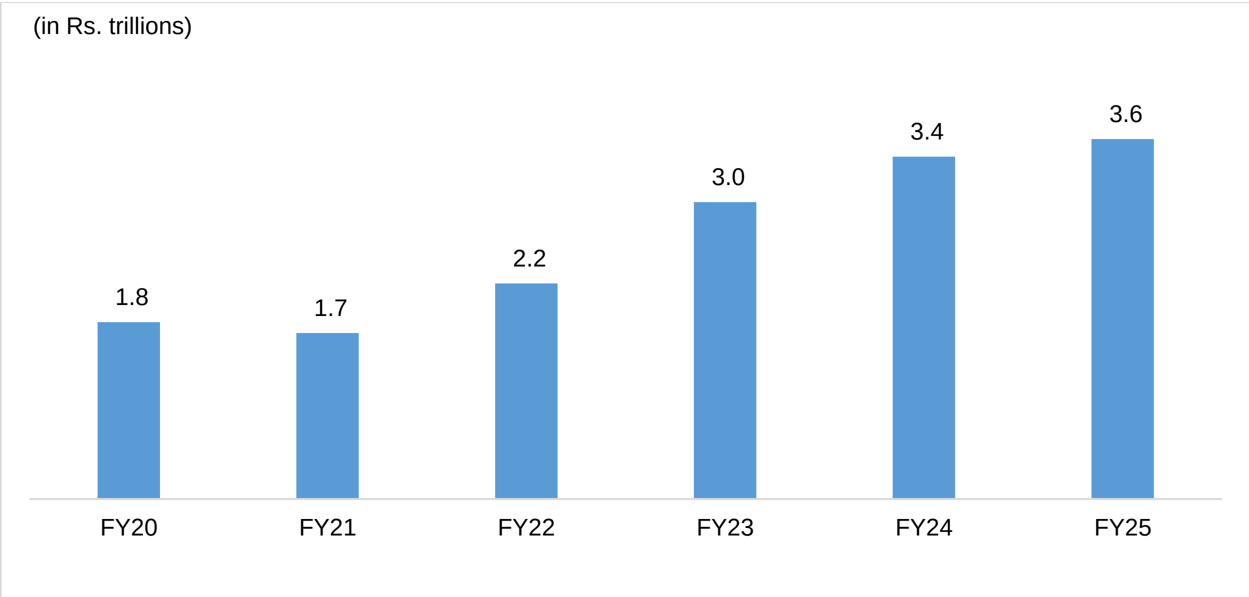
Note: Others includes other financial institutions, Small Finance Banks and foreign banks
Source: CRIF Highmark, Crisil Intelligence

Region wise share of new car loan portfolio outstanding



Note: Others constitute portfolio not categorized as rural, semi-urban or urban by bureau. Source: CRIF Highmark, Crisil Intelligence

Disbursement Trend of new car loans (in Rs. Trillion)



Source: CRIF Highmark, Crisil Intelligence

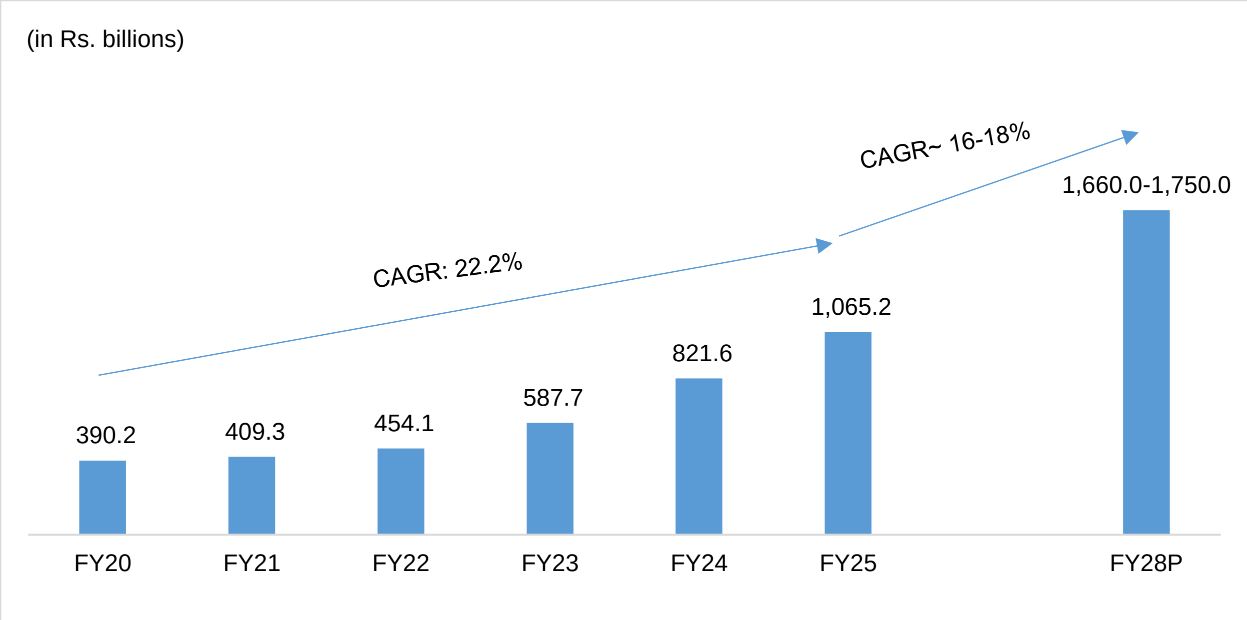
NBFCs have a lower ticket size as compared to overall industry

Average Ticket Size (in Rs. Millions)	FY20	FY21	FY22	FY23	FY24	FY25
NBFCs	0.4	0.4	0.5	0.5	0.6	0.6
Private Banks	0.8	0.8	0.9	1.0	1.1	1.1
PSU Banks	0.6	0.7	0.8	0.8	0.9	0.9
Others	0.6	0.4	0.5	0.6	0.7	0.7
Industry	**0.5**	**0.6**	**0.7**	**0.8**	**0.8**	**0.8**

Note: Others includes other financial institutions, Small Finance Banks and foreign banks
Source: CRIF Highmark, Crisil Intelligence

11.5 Used Car Loan financing market

Used Car Loan portfolio expected to grow at 16-18% CAGR from FY25 to FY28

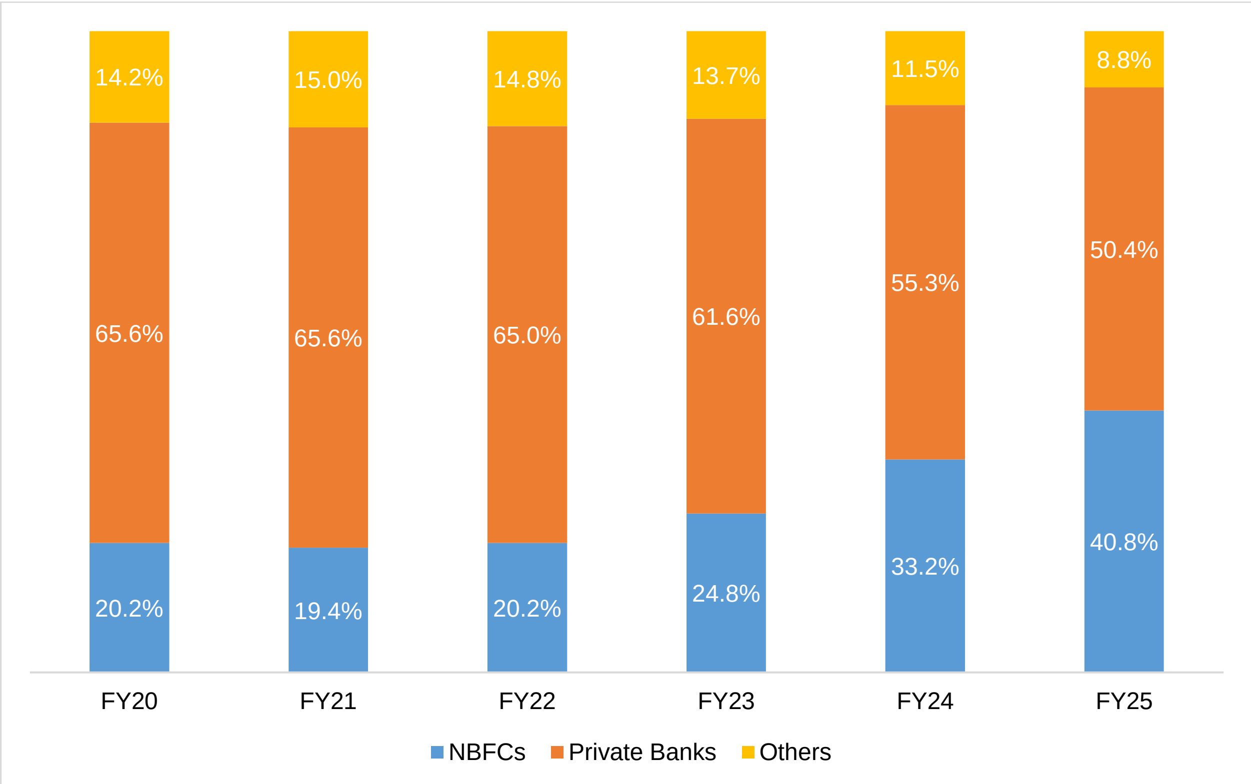


Source: CRIF Highmark, Crisil Intelligence

Private Banks account for ~50% of total used car financing market

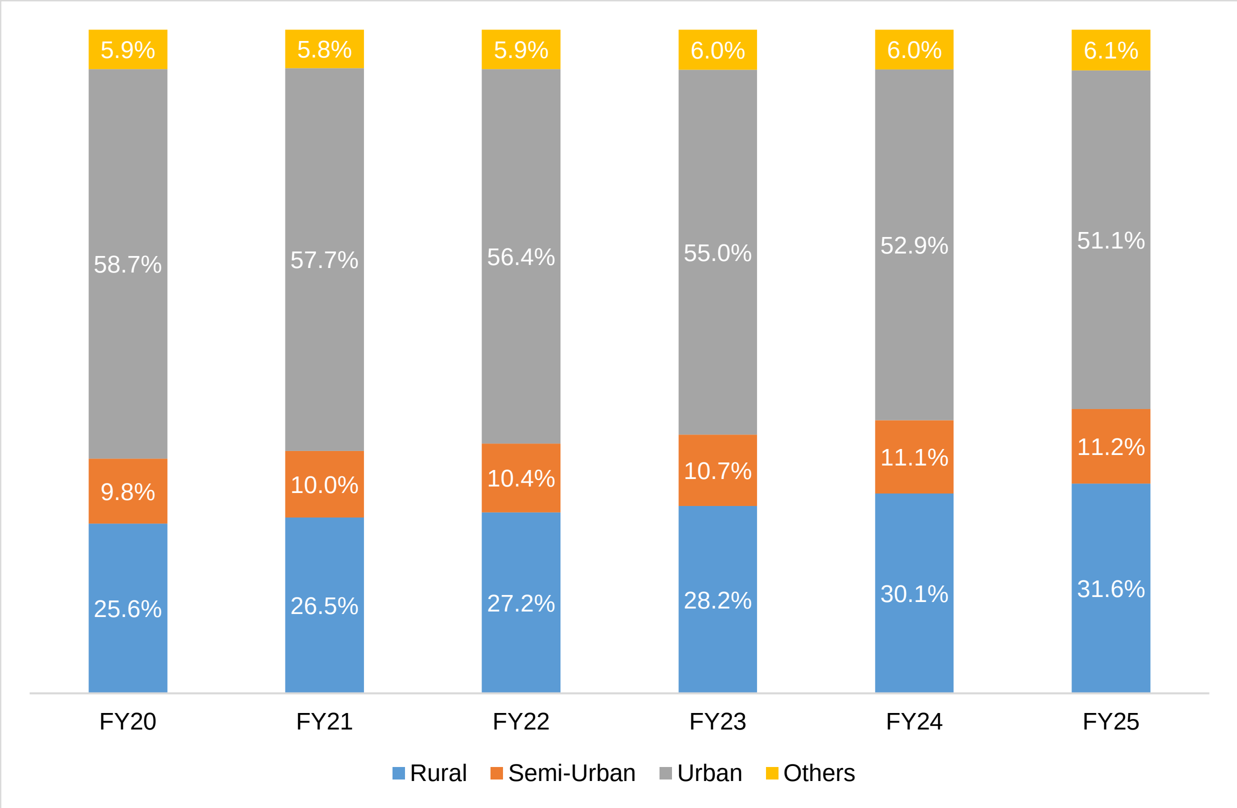
As of FY25, private banks accounted for 50.4% of total used car financing market, followed by NBFCs accounting for 40.8% share. Banks have witnessed a significant contraction in market share with share falling from 65.6% in FY20 to 50.4% in FY25, this share has been primarily taken over by NBFCs operating in the segment.

Private Banks account for 50.4% of overall used car financing as of March 2025



Note: Others includes other financial institutions, Small Finance Banks and foreign banks
Source: CRIF Highmark, Crisil Intelligence

Region wise share of new car loan portfolio outstanding



Note: Others constitute portfolio not categorized as rural, semi-urban or urban by bureau. Source: CRIF Highmark, Crisil Intelligence

Organized lenders increasing their presence in used car financing

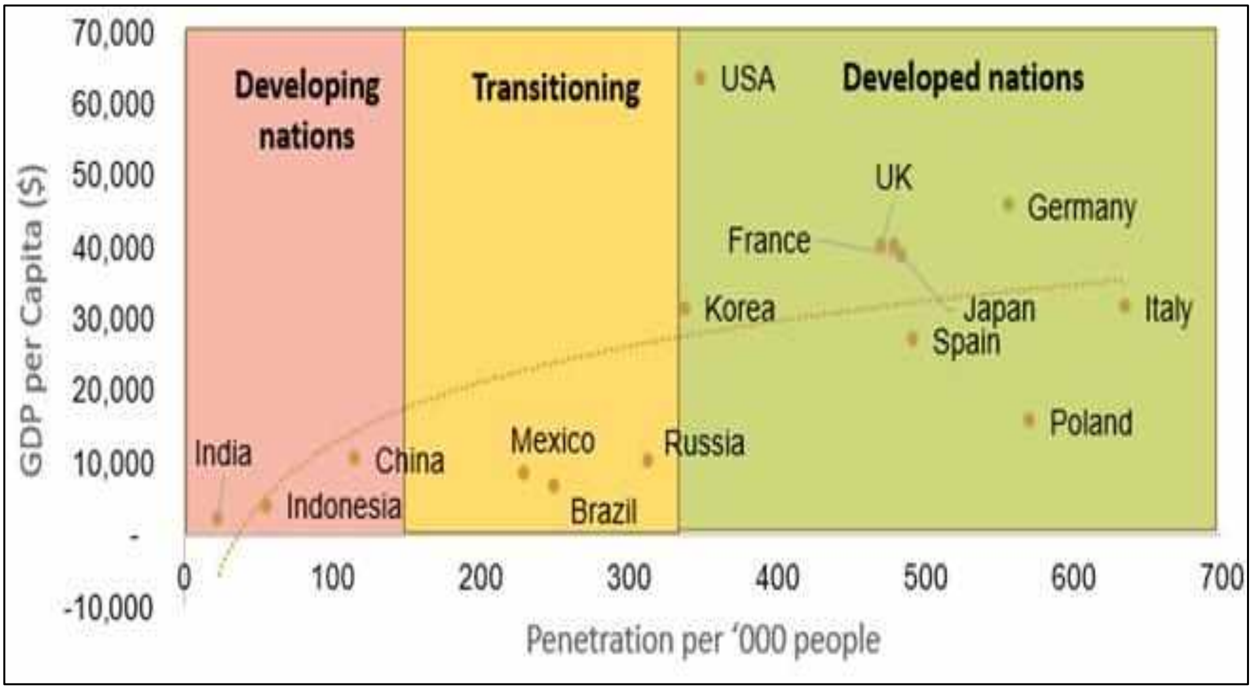
The used car market primarily serves new buyers looking for cost-effective entry-level vehicles. Over the past few years, the used car market in India has witnessed an unprecedented surge with the luxury segment emerging the major contributor of growth. This has led to the rise of the thriving luxury used car market, which is expected to continue to grow in coming years. The increase in demand for used cars is expected to be primarily driven by the sale of new cars, which perpetuates more used vehicles to be available, to cater to the needs of the customer.

Due to this shift, the unorganized used car market in India is also evolving into a more formalized one with more small dealers or brokers, semi-organised dealers and direct customer to customer sales, getting involved in the ecosystem. Further, market consolidation and entry of OEMs and new car dealership in the organised used car market has resulted in an increase in awareness and preference of certified used cars in India. These certified used cars undergo a thorough inspection, thereby ensuring reliability and quality, and hence giving the end customer the feel of a first car. The sector remains a mix of fragmented and consolidated approaches, encompassing independent dealers, institutional players, and manufacturer-backed entities. This transformation provides customers with structured processes, including financing and insurance.

11.6 Growth Drivers for New and Used Car Loans

Market for passenger vehicles underpenetrated, offer healthy potential in the long run

India's car market is extremely underpenetrated compared with most developed economies and some developing nations. As of fiscal 2021, India had ~24 passenger vehicles per 1,000 people, which is significantly lower than the developed nations and even Brazil, Russia, and China. Thus, India offers tremendous growth potential for automobile manufacturers. Even while comparing the penetration of cars and UVs across countries based on per-capita GDP, India lags most others. It is expected that this gap shall reduce gradually in the long run.



Source: Industry, Crisil Intelligence

Regulatory roadmap key for electric mobility to pick up in India

The implementation of the National Electric Mobility Mission Plan 2020 and other policy initiatives by the government to address infrastructure-related issues are key monitorable for the sector over the next five years. The government has announced Rs 10,000 crore for phase-II of Faster Adoption and Manufacturing of Hybrid and Electric Vehicles (FAME). The scheme offers a subsidy of Rs 10,000 per KWh for four-wheelers (BEV, PHEV, strong hybrid) for commercial purpose and public transport. It also mandates a minimum range of ~140 km and maximum ex-factory price of ~Rs 15 lakh. Many state governments have come forward and are providing incentives on purchase of an electric vehicles, wherein the benefit provided is in addition to FAME-2 policy benefits, thus boosting EV vehicles.

Utilizing Digital Platforms for Lead Generation in the Growing E-commerce Landscape

The digital revolution has played a vital role in transforming how businesses operate across industries; the automobile industry is no exception. New-age platforms have emerged that help new car dealerships run efficient used car programs not just in Tier 1 markets, but also in Tier 2 and 3 markets where potential lies largely untapped. This has caused OEMs like Mahindra First Choice, Maruti Suzuki True Value, Hyundai Promise, Toyota Trust, Honda Auto Terrace, and others to foray into the used car market. Further, Digital platforms such as Spinny, Cars24 among others are gaining traction in the organized segment, and with the integration of digital technology, this growth is poised for further acceleration.

Elevated Replacement Rates and Shifting Consumer Preferences Post-Covid

The accelerated replacement cycle of cars has amplified both the demand and supply for used cars. New vehicles are now being replaced approximately every 4-5 years, broadening the options available to customers seeking used cars. In the wake of the COVID-19 pandemic, there has been a notable shift in consumer preferences towards passenger vehicles, reflecting a desire for reduced contact with public transport. The heightened need for individual mobility, increased consumer aspirations, augmented disposable income, shortened replacement cycles, and improved financial accessibility has caused a surge in used car sales.

11.7 Threats and challenges

- **Market Competition and Interest Rate Pressure:** Intense competition among banks, NBFCs, and fintechs drives down interest rates, squeezing profit margins. Lenders must offer competitive terms to attract customers, affecting revenue growth.

- **Vehicle Depreciation and Resale Risk:** The rapid depreciation of vehicle value reduces the collateral strength, especially in the case of defaults. Poor resale values can lead to significant losses for lenders in repossession cases

- **Credit Risk and Loan Default:** Economic uncertainty and job instability increase the likelihood of loan defaults, impacting lenders' profitability. Borrowers with lower creditworthiness pose higher risks, requiring stringent credit assessments.

12. Construction Equipment Loans

12.1 Construction equipment sales

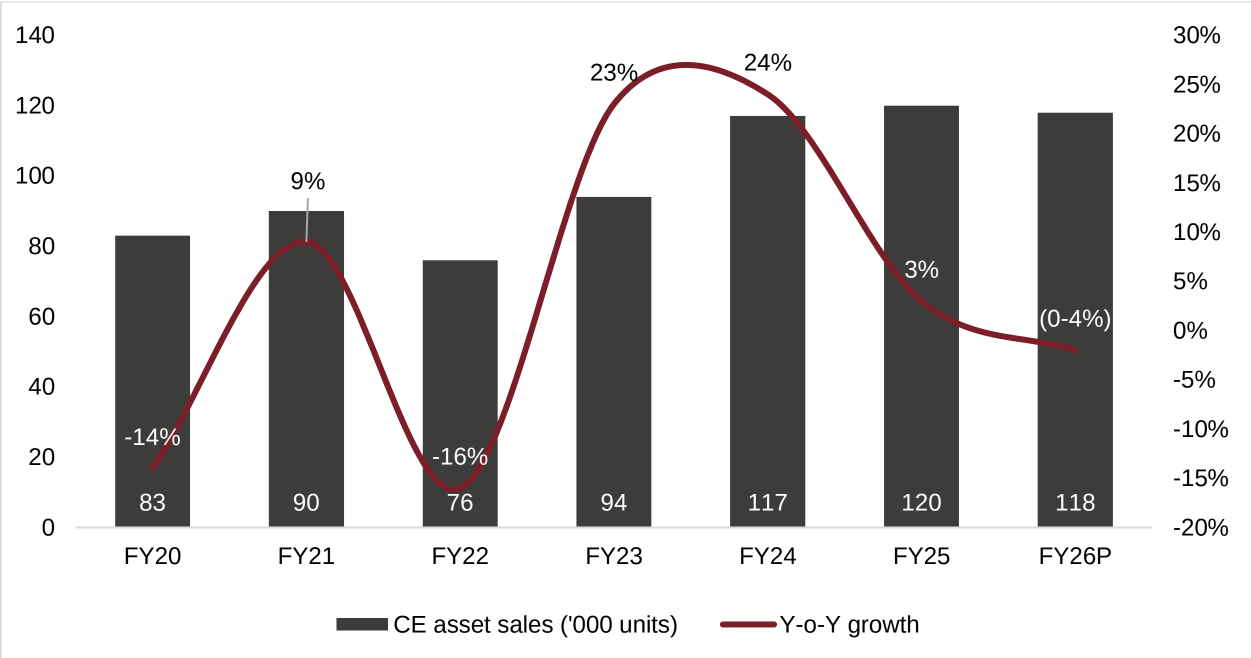
Sales in the new construction equipment (CE) sector comprising earth moving, material handling and road equipment, normalised during fiscal 2025, with 3% growth in volume and 5% in value on a high base. The sector had recorded 24% growth in volume and 26% in value in fiscal 2024. This surge was driven by significant growth in key end-user segments such as roads, railways, power and irrigation. As a result, demand for construction equipment is estimated to have remained robust, surpassing 120,000 units in fiscal 2025. However, construction activity likely normalised in fiscal 2025 and is expected to remain at similar levels in 2026, with a decline of 1-4% in volume and an increase of 6-8% in value on account of passing higher raw material costs on to consumers.

Growth in the infrastructure sector is led by a healthy rise — on a high base — in state and central government capital expenditure budgets and central government initiatives such as the National Infrastructure Pipeline (NIP), National Monetisation Pipeline (NMP), and the Gati Shakti programme. The central government's emphasis will provide a significant boost to infrastructure investments, with roads, railways, irrigation and power sectors accounting for most of these investments.

The credit growth in CE financing moderated in the first half of fiscal 2025 due to normalisation in the central government’s capital allocation for key infrastructure industries, along with a slowdown in construction activity and CE sales. However, CE sales rebounded in the third quarter of the fiscal on increased investments following the general election, which stimulated demand, as well as the resumption of construction activity after the end of the southwest monsoon season. The introduction of new and sustainable CE variants by manufacturers also contributed to the rise. Furthermore, the government, in the Union Budget 2025-26 allocated a significant Rs 10.7 trillion for infrastructure ministries, representing an 11.6% increase from the revised estimate for fiscal 2025. This substantial investment is likely to aid the CE sector, supporting sustained growth and finance penetration. As a result, Crisil Intelligence expects the new CE loan book of NBFCs to grow 16-18% in fiscal 2026 on a high base.

Average loan to values (LTVs) offered by players in the CE finance segment are 80-90%, which has been consistent for the past 3-4 years.

Construction Equipment volumes rose by 3.0% on-year in fiscal 2025

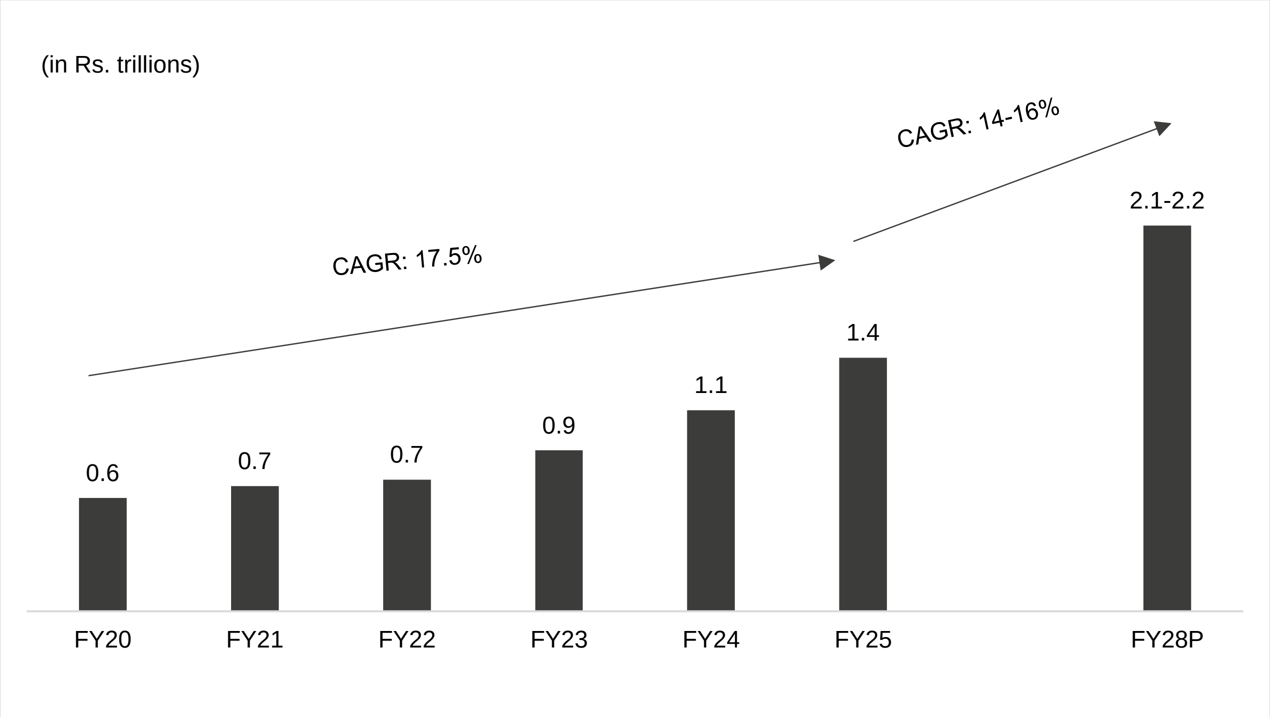


Source: Industry, Crisil Intelligence

12.2 Construction Equipment Financing

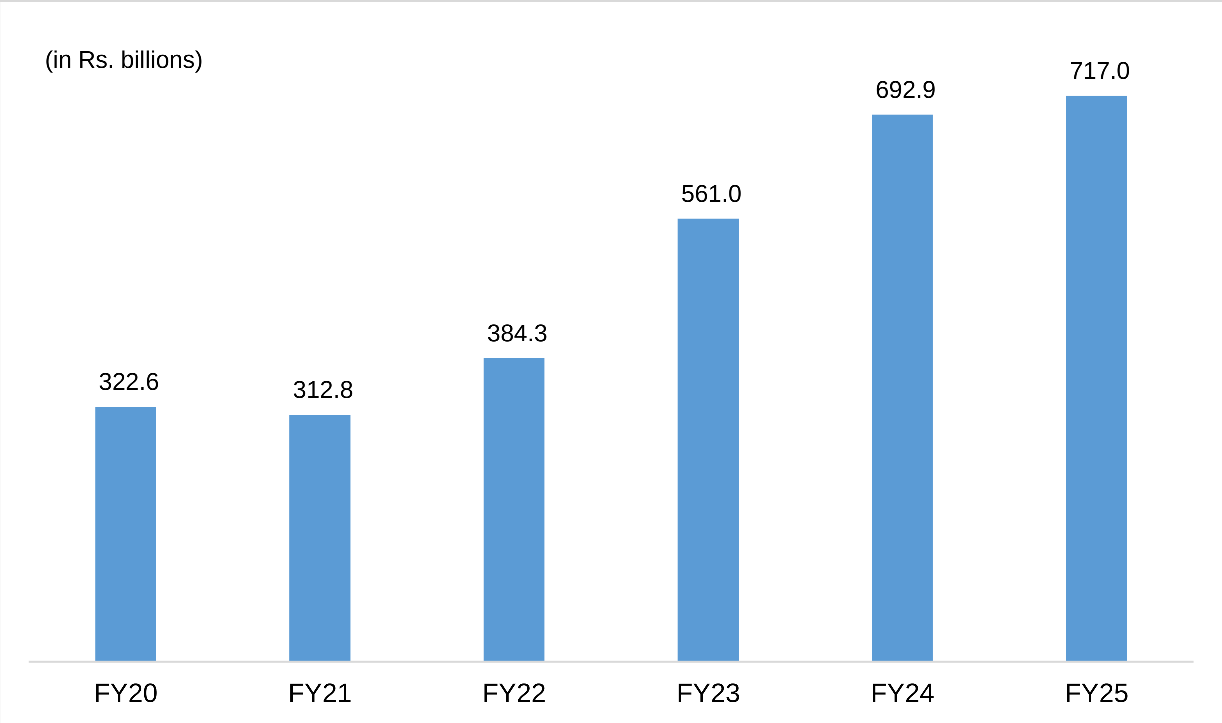
The CE finance industry grew 26.1% on-year in fiscal 2025, reaching a market size of ~Rs 1.4 trillion. CE financing segment is expected to grow at a CAGR of 14-16% till Fiscal 2028. The segment witnessed a growth of 17.5% CAGR from Fiscals 2020 to Fiscal 2025. This growth was driven by an increase in the sales value of new Construction Equipment.

Construction Equipment Financing Credit Outstanding



Source: CRIF Highmark, Crisil Intelligence

Construction Equipment Financing disbursement

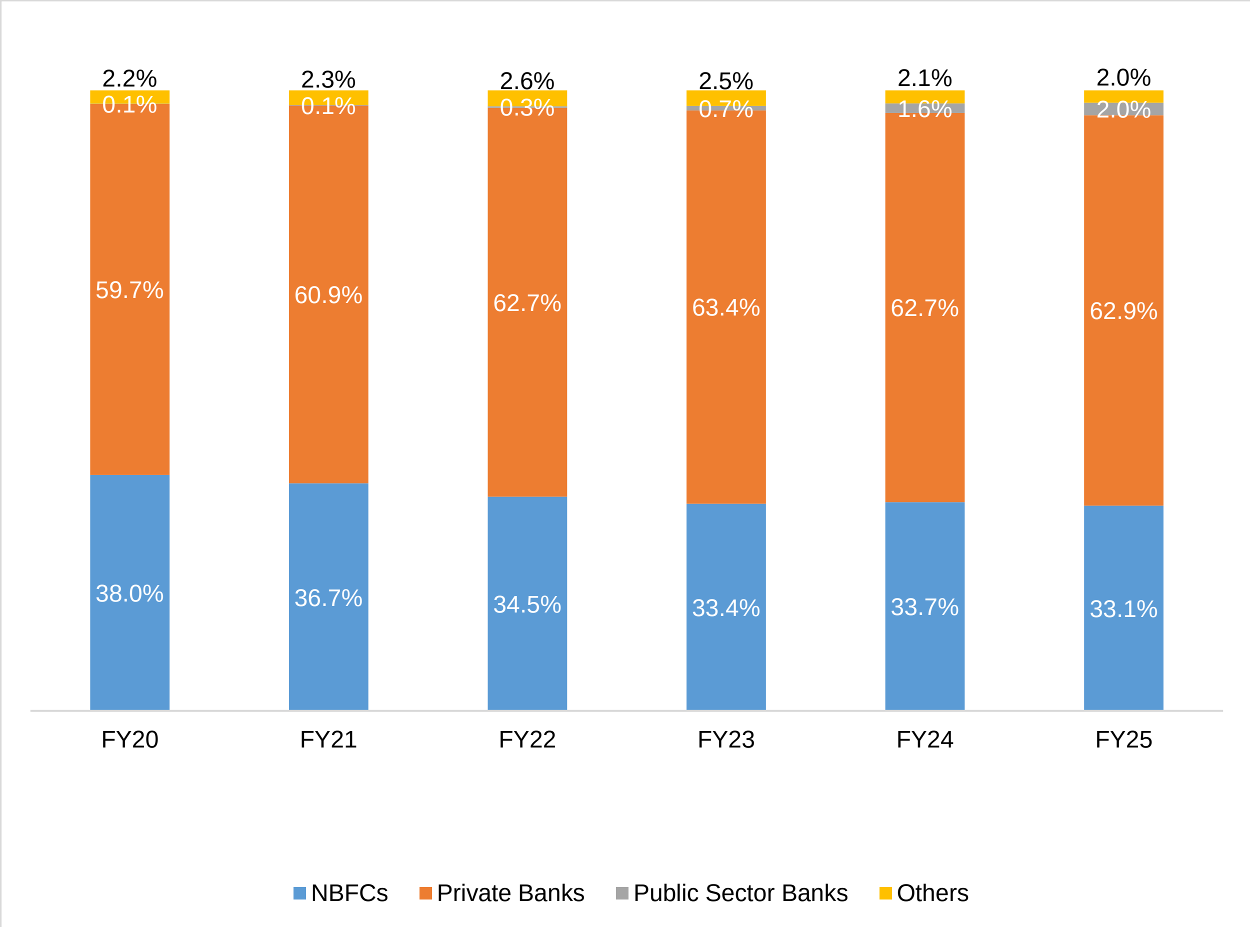


Source: CRIF Highmark, Crisil Intelligence

Private Banks account for majority share in Construction Equipment Finance Outstanding across fiscals

Among lenders, Private Banks accounted for the highest share in CE finance outstanding (~62.9%) as of Fiscal 2025, which was followed by NBFCs with ~33.1% market share.

Private Banks account for majority share in CE Finance Outstanding across fiscals



Note: Others includes other financial institutions, Small Finance Banks and foreign banks, Source: CRIF Highmark, Crisil Intelligence

Lender (Rs. Billion)	FY20	FY21	FY22	FY23	FY24	FY25	CAGR FY20- FY25
NBFCs	241.0	257.1	254.1	300.6	378.7	469.5	14.3%
Private Banks	378.6	426.8	461.4	570.4	705.1	892.5	18.7%
PSU Banks	0.4	1.0	2.1	6.4	17.6	28.1	136.2%
Others	13.7	16.3	18.8	22.7	23.6	28.5	15.7%
Overall	633.7	701.2	736.5	900.1	1,125.0	1,418.5	**17.5%**

Note: Others includes other financial institutions, Small Finance Banks and foreign banks, Source: CRIF Highmark, Crisil Intelligence

Maharashtra, Gujarat, and Rajasthan had the highest share in construction equipment financing as of FY25

In construction equipment financing market, top 10 states accounts for 75.1% share as of Fiscal 2025.

State	FY20	FY21	FY22	FY23	FY24	FY25	CAGR FY20-FY25
Maharashtra	90.6	95.2	102.1	131.2	177.8	235.4	21.0%
Gujarat	52.1	58.5	62.6	85.1	110.4	144.4	22.6%
Rajasthan	51.8	59.9	64.4	80.3	98.7	125.3	19.3%
Tamil Nadu	57.4	64.6	65.5	77.0	92.7	114.6	14.8%
Uttar Pradesh	34.4	39.9	42.2	54.1	69.5	87.3	20.5%
Telangana	40.9	42.9	45.3	53.2	62.2	78.4	13.9%
Karnataka	38.9	41.6	41.0	50.7	63.4	77.0	14.6%
Madhya Pradesh	34.3	37.3	39.1	45.1	58.4	70.0	15.3%
Odisha	24.6	28.9	32.1	38.3	52.1	67.2	22.2%
Haryana	27.3	29.3	32.1	39.0	50.2	62.6	18.1%
Andhra Pradesh	30.5	31.2	31.5	38.5	44.5	56.0	12.9%

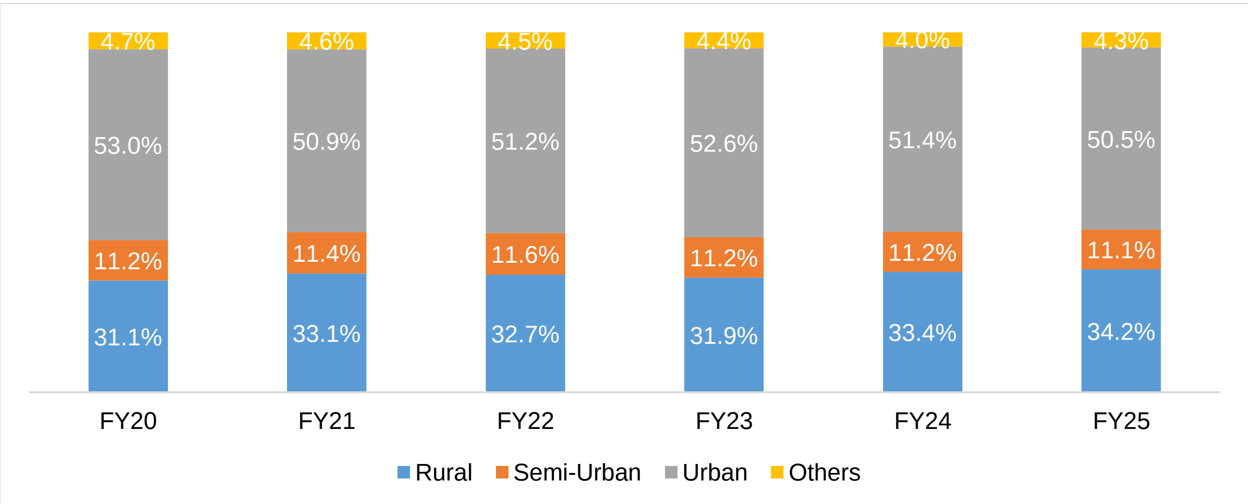
State	FY20	FY21	FY22	FY23	FY24	FY25	CAGR FY20-FY25
West Bengal	30.9	32.2	30.4	35.1	40.5	50.3	10.2%
Chattisgarh	13.9	18.2	20.0	24.8	31.9	42.9	25.3%
Delhi	22.3	22.6	22.9	27.2	30.3	40.1	12.5%
Jharkhand	14.7	17.0	17.3	20.2	25.6	34.7	18.8%
Kerala	20.2	23.2	23.7	26.1	28.3	27.3	6.3%
Punjab	10.2	12.0	13.1	15.5	19.9	23.4	18.1%
Assam	10.4	12.7	14.0	16.5	19.1	20.5	14.5%
Bihar	9.4	11.5	11.7	12.7	14.7	17.2	12.9%
Jammu & Kashmir	3.7	4.7	5.4	6.4	8.4	9.4	20.1%
Uttarakhand	3.7	4.4	4.8	5.6	6.8	7.9	16.1%
Himachal Pradesh	2.9	3.3	3.4	3.9	5.1	6.7	18.1%
Goa	2.6	2.6	2.6	2.2	2.7	3.6	7.1%
Chandigarh	1.2	1.5	1.9	2.5	2.5	3.3	22.5%
Arunachal Pradesh	0.6	1.1	1.2	1.3	1.6	2.0	26.1%
Meghalaya	0.7	0.9	1.3	1.8	1.9	1.8	21.7%
Tripura	0.4	0.6	0.9	1.2	1.6	1.7	31.5%
Pondicherry	0.3	0.4	0.4	0.5	0.7	0.9	25.4%
Nagaland	0.3	0.6	0.7	0.8	0.8	0.9	23.3%
Sikkim	0.5	0.5	0.6	0.6	0.7	0.8	8.6%
Manipur	0.4	0.7	0.7	0.5	0.5	0.4	-1.5%
Mizoram	0.6	0.6	0.5	0.4	0.3	0.4	-9.2%
Dadra & Nagar Haveli	0.1	0.2	0.1	0.1	0.2	0.3	12.9%
Daman & Diu	0.0	0.0	0.0	0.1	0.1	0.1	21.5%
Andaman and Nicobar	0.0	0.0	0.0	0.0	0.0	0.0	14.7%
Lakshadweep	0.0	0.0	0.0	0.0	-	0.0	65.1%

Source: CRIF Highmark, Crisil Intelligence

Urban areas account for the highest share among tiers across fiscals 2020-25

Urban regions account for the highest share as of FY25, accounting for ~50.5% share in overall CE financing, this was followed by rural regions accounting for ~34.2% share and semi-urban regions accounting for ~11.1% market share. From fiscals 2020-25, rural regions witnessed a growth in market share of 3%, while urban regions witnessed a 3% fall in market share.

Urban areas account for the highest share among tiers across fiscals 2020-25



Note: Others constitute portfolio not categorized as rural, semi-urban or urban by bureau. Source: CRIF Highmark, Crisil Intelligence

Among lenders with major share, Private Banks had the lowest GNPAs across fiscals with 90+ DPD for FY25 at 2.4%. From FY22-25, NBFCs have witnessed an improvement in their NPA levels falling from 19.7% in FY22 to 11.8% in FY25.

12.3 Growth Drivers:

- **Building Customer Relationships:** The construction equipment financing industry is highly dependent on client relationship. Therefore, customer relationship is one of the major success factors in the industry. The importance is highlighted from the fact that financing schemes are often customised depending upon client relationship. NBFCs with their last mile connectivity, have formed better customer relationships than other lenders.

- **Value-added services:** Since players in the construction equipment financing industry depend substantially on customer relationship to generate business, besides offering customised finance schemes, construction equipment finance players also offer various value-added-services (VAS) to their customers. One major VAS offered by financiers is general insurance for the equipment that is being financed. It is compulsory to buy insurance while purchasing construction equipment.

  Therefore, offering insurance is beneficial for both, financier and customer, because the customer is able to save time by opting for the insurance offered by the financier instead of going to another insurance company. Besides this, banks also offer VAS such as bank guarantee, working capital facility, letter of credit, cash management system, life insurance to the applicant, etc.

12.4 Threats and challenges

- **NBFCs serve riskier customer segment** : In terms of customer mix, banks mainly focus on large customers (contractors). In comparison, NBFCs focus mainly on retail customers, including first-time buyers (FTBs), a riskier segment.

- **Cyclical nature of Construction equipement finance Industry**: The CEF industry is inherently cyclical. A challenging macroeconomic environment and delays in execution of infrastructure projects adversely affect cash flows of borrowers. The cyclicality leads to high volatility in asset quality of financiers, impacting their profitability.

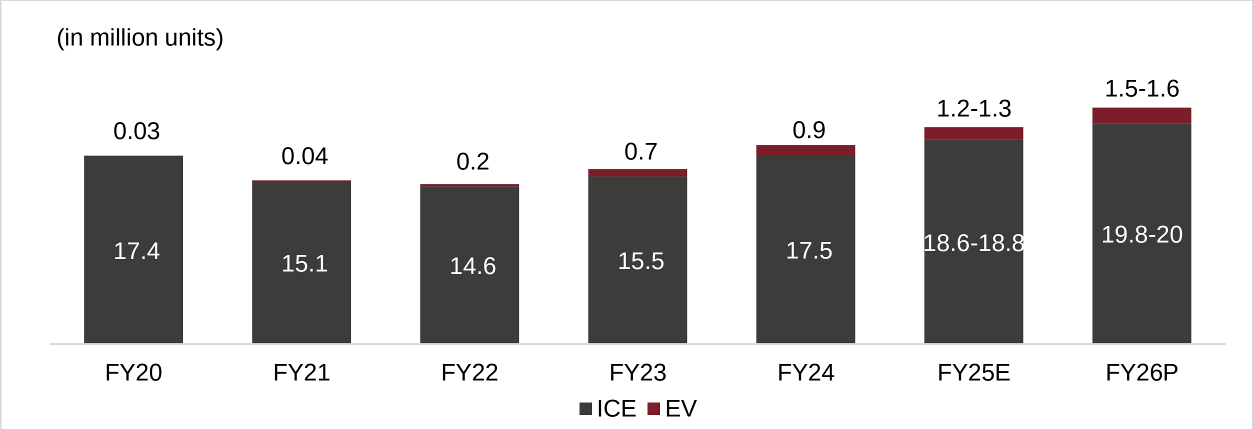
- **Repossession and resale of assets**: Loan recovery can be challenging for NBFCs in the case of a default as the asset may be required to be repossessed One of the major issues faced by NBFCs in the construction equipment financing space is the storage of repossessed equipment from loans that have turned NPAs. Furthermore, the secondary market for repossessed/used construction equipment is underdeveloped in India. Thus, resale of used equipment is a challenge for construction equipment sellers.

13. Two-wheeler Loans

13.1 Two-wheeler sales

Two-wheeler domestic sales grew by 14% to reach sales volume of 18.4 million units in Fiscal 2024. Two-wheeler volumes are expected to improve by ~7-9% in fiscal 2025 and further by 7-9% in fiscal 2026 on account of recovery of rural market sales aided by healthy crop prices and incomes finally catching up with the hike in vehicle prices and pent-up replacement demand. Scooter sales are to be supported by robust urban incomes and rising demand for scooters in rural market. Furthermore, premiumization to also aid volumes across both scooters and motorcycles.

Two-wheeler volumes sales



Source: SIAM, Crisil Intelligence

In the medium to long term, Crisil Intelligence expects manufacturers to focus on expansion in distribution network in semi-urban and rural areas, new model launches in the 125cc segment for scooters and premium segment for motorcycles.

- Improving rural productivity, diversification towards horticultural crops, government income support schemes and structural measures taken by the government such as PMKISAN, eNAM, Pradhan Mantri Fasal Bima Yojna (PMFBY) to name a few, will aid rural income in the long run. This is expected to drive sales of motorcycle segment, which will be a primary beneficiary of the rural growth.

- Scooters are expected to witness higher penetration in the rural market which will drive growth. The consumer preference shifting towards higher 'cc' scooters (125cc) is also likely to aid demand. This is due to a ramp up seen in road construction over the last few years. However, EV penetration is going to increase their market share in the long run.

- Mopeds, which account for 3-5% of domestic two-wheeler sales, are expected to decline the long run. Shift in consumer preference towards other vehicle segments and EV penetration will act as key reasons impacting moped sales.

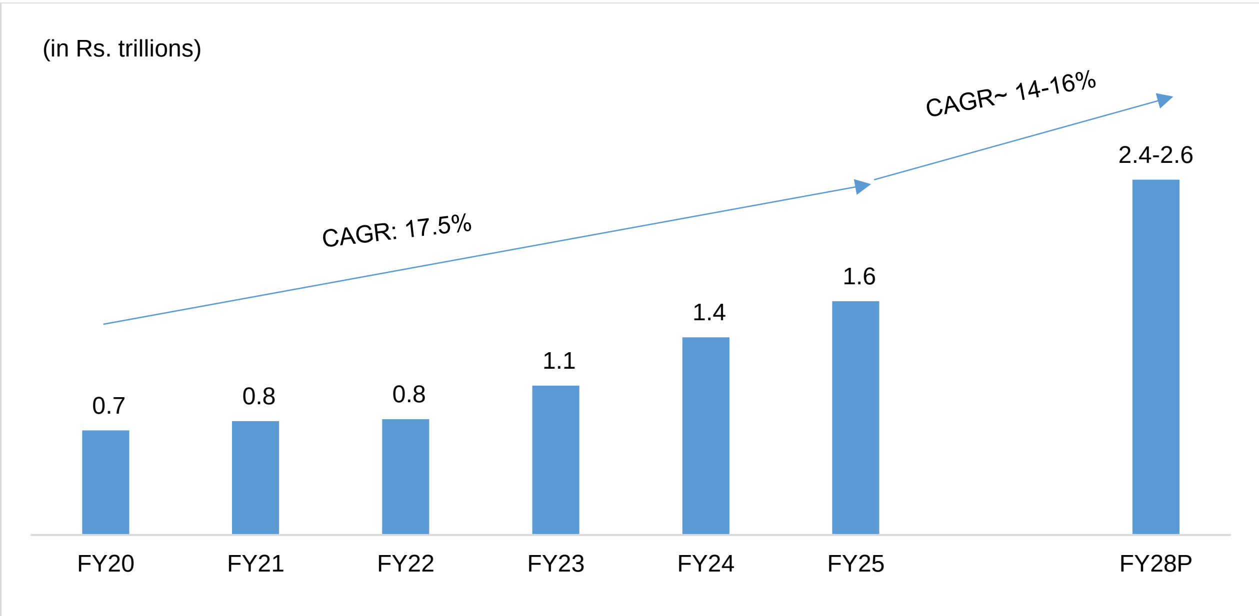
13.2 Two-wheeler Financing Market

Two-wheeler financing witnessed a CAGR of 17.5% from Fiscal 2020 to Fiscal 2025, reaching Rs 1.6 trillion in Fiscal 2025. During the fiscals, growth in two-wheeler financing was robust in FY21, witnessing a year-on-year growth of ~8.9%, while growth completely slowed down in FY22 primarily due to Covid-19 pandemic and lockdowns across the nation, with outstanding growing at 1.7% in FY22. Post FY22 financing again picked up pace with outstanding growing at ~29.2% in FY23 from the past fiscal. By Fiscal 2025, outstanding touched Rs. 1.6 trillion growing by 18.2% year on year. Going forward, two-wheeler financing is expected to grow at a CAGR of 14-16% from Fiscal 2025 to Fiscal 2028 and is expected to reach Rs. 2.4-2.6 trillion by Fiscal 2028.

There has been an increase in penetration of finance, especially in rural areas. With digital inclusion and fintech, the financial footprint of the customer can be tracked right from the beginning and hence default rates have gone down as the vehicles have also become easily traceable. Crisil Intelligence estimates Finance Penetration of overall two-wheelers at 60-65% as of Fiscal 2025.

The industry has seen strong competition with new players in the form of non-banking financial companies (NBFCs) targeting those markets exited by banks, and captive NBFCs (operated by two-wheeler manufacturers) largely focusing on non-metros and rural markets, while delinquencies remain key monitorable. Subdued demand owing to high cost increase led to financiers offering a wide range of schemes and promotions like low down payment, attractive EMI options, no charge on processing fees, etc., in order to attract more customers for small ticket size purchases. These schemes are provided to both existing and new to credit customers by lenders. Additionally, OEMs started offering discounts across various models in order to push sales. Going ahead, we expect lending in two wheeler space to be better on account of addition of support from various captive NBFCs that are aggressively trying to capture market in the rural space in order to aid sales.

Two-wheeler financing is expected to grow at a CAGR of 14-16% from Fiscal 2025 to Fiscal 2028



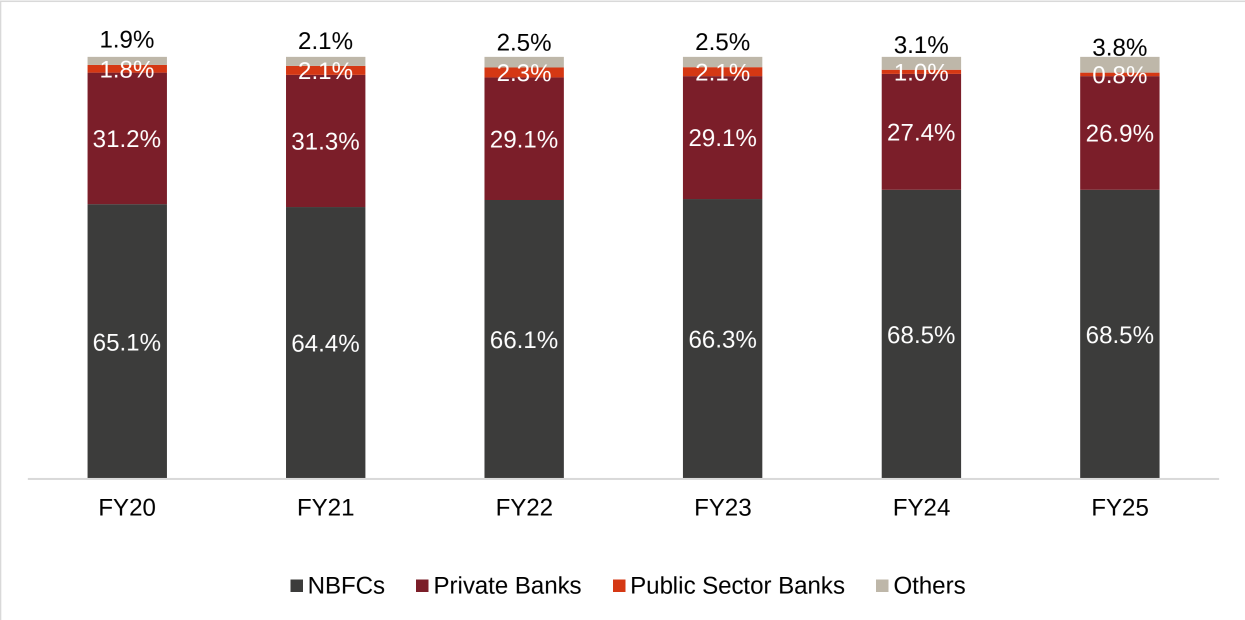
Note: P: Projected, Source: CRIF Highmark, Crisil Intelligence

NBFCs account for the highest share in two-wheeler financing across Fiscals 2019 – FY2025

The two-wheeler financing segment is increasingly becoming a stronghold of NBFCs due to their greater ability to tap rural markets by offering loans at rates much lower than those of unorganized peers. Limited presence of banks in rural markets also helps them. Though weaker demand sentiments have delayed their expansion, NBFCs remain poised to dominate the two-wheeler financing segment this fiscal as well as banks are likely to tread the space carefully.

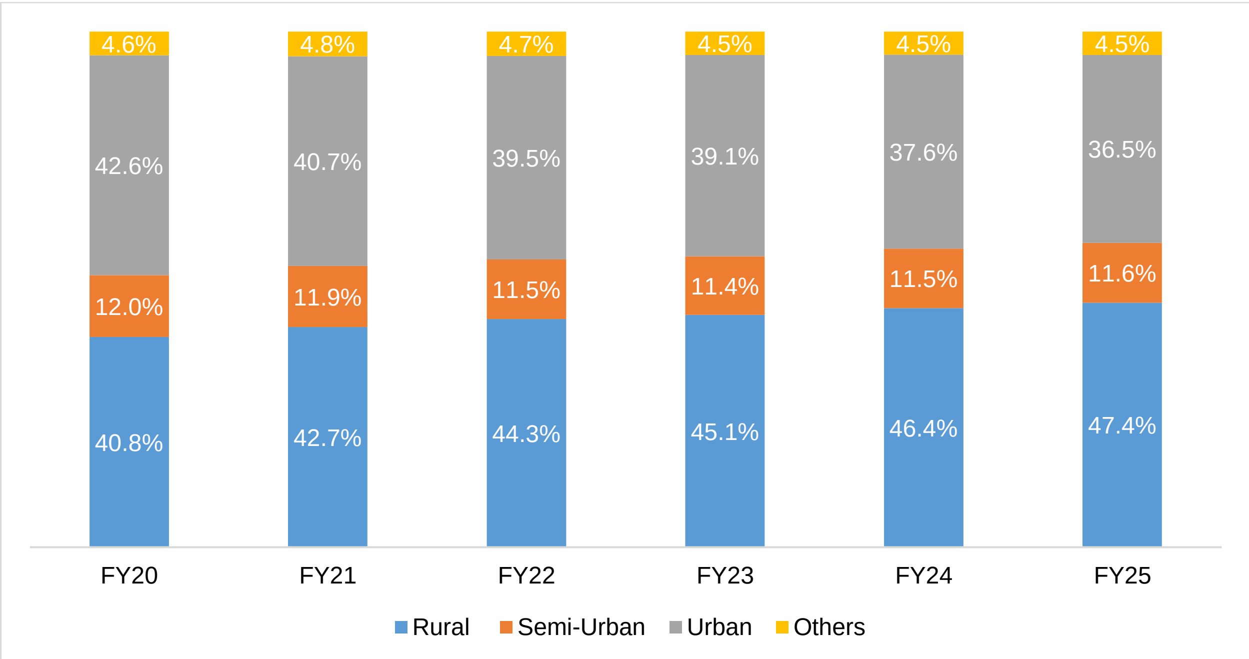
NBFCs accounted for highest share in credit outstanding among lenders, accounting for 68.5% as of Fiscal 2025, rising from 65.1% market share in Fiscal 2020, followed by private sector banks accounting for second highest share (26.9%) as of Fiscal 2025, declining from 31.2% in FY20. The under-penetrated rural market will be the key growth segment for NBFCs. Rising income will be further aided by better rural connectivity and rising participation of women in both, urban and rural areas.

NBFCs share in two-wheeler financing market stands at 68.9% as of Fiscal 2025



Note: Others includes other financial institutions, Small Finance Banks and foreign banks.
Source: CRIF Highmark, Crisil Intelligence

Rural areas have the highest market share in two-wheeler financing market as of Fiscal 2025

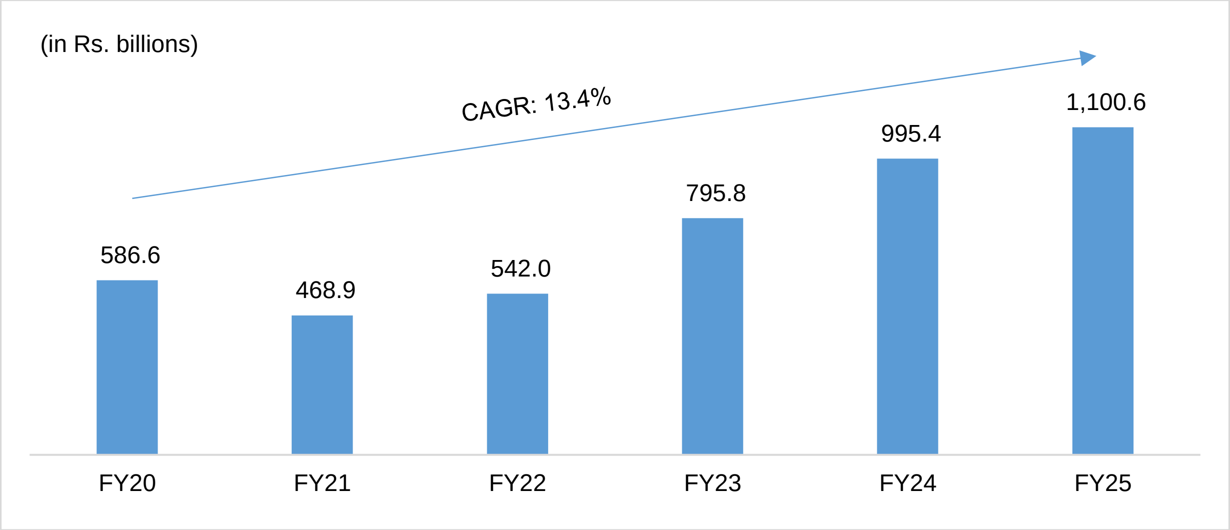


Note: Others constitute portfolio not categorized as rural, semi-urban or urban by bureau. Source: CRIF Highmark, Crisil Intelligence

Overall two-wheeler disbursements increased by 10.6% in Fiscal 2025

In Fiscal 2025, overall disbursements grew at a growth of 10.6% on account of strong growth of two-wheeler sales.

Overall disbursements for two-wheeler financing across Fiscal 2019 – Fiscal 2025



Source: CRIF Highmark, Crisil Intelligence

NBFCs have a lower ticket size as compared to other lenders as of Fiscal 2025

Average Ticket Size (in Rs. Thousands)	FY20	FY21	FY22	FY23	FY24	FY25
NBFCs	59.7	65.3	70.5	79.0	85.7	89.2
Private Banks	65.7	73.5	80.1	88.1	94.9	97.5
PSU Banks	83.5	98.5	106.8	113.6	116.0	125.8
Others	83.9	93.4	95.2	109.1	109.3	100.2
Industry	**61.9**	**68.4**	**73.8**	**82.4**	**88.8**	**91.9**

Note: Others includes other financial institutions, Small Finance Banks and foreign banks
Source: CRIF Highmark, Crisil Intelligence

13.3 Growth Drivers

Apart from underlying macro-economic factors which are discussed in earlier section, some of the growth drivers are as follows:

Road infrastructure spends by the government

Overall road sector capex, comprising of National Highways, State Highways & rural roads has been growing. State roads, which include highways, major district roads and rural roads along with roads that come under the purview of the Pradhan Mantri Gram Sadak Yojana, play an important role in the economic development of mid-sized towns and rural areas and therefore act as a driving factor for growth of two-wheeler sales.

Increasing demand from rural and semi-urban areas

Two-wheelers are more popular in the rural and semi-urban areas and are preferred mode of transport for people due to limited public transportation facilities. Two-wheeler provides an efficient and affordable means of last-mile connectivity, driving up demand. Rural demand is expected to aid two-wheeler growth in the long term, and this will likely be backed by rising farm incomes, improving rural infrastructure, moderating inflation, especially as the government continues to invest in developing rural roadways.

Evolution of electric two-wheelers

Globally, electric vehicles are gaining popularity since they are considered as environmentally friendly. In India as well, electric vehicles are gaining popularity as the government is extending support via Faster Adoption and Manufacturing of Hybrid and Electric (FAME)-2 vehicles and tax rate cuts to give a boost to EV adoption.

13.4 Threats and challenges

- **High Default Risk:** Two-wheeler loans often target low-income or first-time borrowers, leading to a higher risk of defaults. Economic fluctuations can worsen repayment challenges, impacting the overall loan portfolio quality.

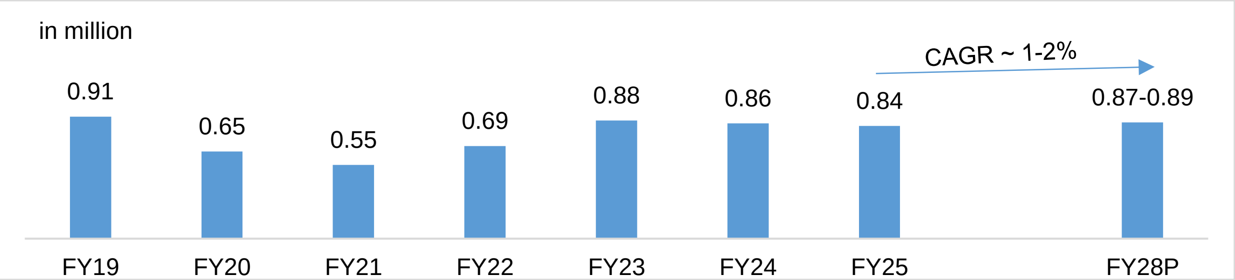
- **Intense Market Competition:** Heavy competition from banks, NBFCs, and fintechs results in lower interest rates and thin profit margins. Lenders face pressure to provide favorable terms and flexible options to attract borrowers.

- **Vehicle Depreciation and Limited Resale Value**: Two-wheelers depreciate quickly, reducing their value as collateral. This creates challenges in recovering loan amounts through repossession and resale in case of defaults.

14. Commercial Vehicle Loans

14.1 Commercial Vehicle sales

Robust recovery witnessed in commercial vehicle sales driven by government spending and sustained-user demand

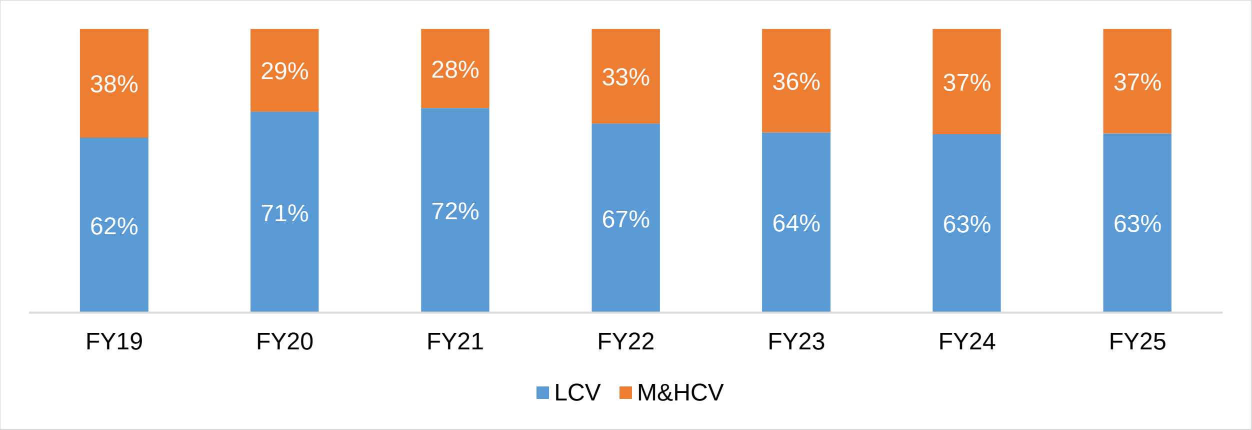


Note: CV sales include LCV & MHCV goods carrying vehicles, Source: SIAM, Crisil Intelligence

The commercial vehicle (CV) industry, which consists of Light Commercial Vehicles (LCV), Medium and Heavy Commercial Vehicles (MHCV) exhibited muted growth in Fiscal 2024. In Fiscal 2025, the overall CV volumes declined by 2%, with the slowdown primarily led by the MHCV segment, which saw a decline of 3%. This was due to the healthy tonnage growth of the past years leading to a buildup of excess supply in the system, thereby weakening new sales demand. Additionally, lower government spending (which were down by 12% in first 8 months of fiscal 2025) owing to general elections led to delayed awarding of roads and other infrastructure projects, further hindering CV growth. The LCV segment also recorded a decline of 2%, with sales being dragged down by the sub-one-tonne segment, which faced stiff competition from electric three-wheelers (e-3Ws) in last-mile delivery and from healthy sales in previous years.

In fiscal 2026, the overall commercial vehicle (CV) segment is expected to grow with the Light Commercial Vehicles (LCV) segment leading the growth. This growth is driven by replacement volumes from healthy sales over fiscals 2017-19, the resumption of government spending to usual levels, and increased construction and mining activity supported by a 9-11% higher budgeted construction capex. Additionally, the lowering of repo rates and higher loan disbursements are expected to contribute to this growth.

Light commercial vehicles account for around 63% of total commercial vehicle sales as of Fiscal 2025



Note: CV sales include LCV & MHCV goods carrying vehicles, Source: SIAM, Crisil Intelligence

The Light Commercial Vehicle (LCV) sales declined by 2% in fiscal year 2025. Despite an increase in volume up for replacement compared to past years, the general slowdown in economic activity put downward pressure on LCV sales. Reduction in construction activity, along with subdued demand for last-mile delivery and e-commerce activity due to declining urban spending and extended rainfall, impacted sales. In fiscal 2026, the LCV segment is projected to grow by 4-6%, driven by increased economic and commercial activities. LCV segment is also considered to be less cyclical than the MHCV segment due to its usage in e-commerce delivery fleets and other essential economic activities, providing better last mile connectivity.

The Medium and Heavy Commercial Vehicle (MHCV) segment declined by 3% in fiscal year 2025. The decline in the volume up for replacement and the oversupply of tonnage in the system hindered volume growth. In fiscal 2026, the MHCV segment is projected to grow by 2-4%, supported by postponed purchases from Fiscal 2025 and healthy end-use segments. Despite the mild increase in freight rates and stable fuel prices providing only weak support, the overall growth is expected due to postponed purchases from Fiscal 2025 and healthy end-use segments.

Top 10 states account for around 71% of total commercial vehicle sales as of Fiscal 2025

Top 10 states account for around 71% of total commercial vehicle sales as of Fiscal 2025, with top five states accounting for 47% of total commercial vehicle sales. Among states Maharashtra had the highest share in CV sales as of Fiscal 2025 at nearly 15% followed by Gujarat (nearly 9%) and Uttar Pradesh (nearly 9%).

State (in 000's)	Fiscal 2020	Fiscal 2021	Fiscal 2022	Fiscal 2023	Fiscal 2024	Fiscal 2025
Maharashtra	83.7	68.0	89.7	116.0	110.3	122.2
Gujarat	52.4	38.5	58.9	72.7	73.9	77.1
Uttar Pradesh	57.0	47.9	58.7	81.2	83.0	75.3
Karnataka	40.8	36.3	46.6	64.0	62.4	58.0
Tamil Nadu	48.9	46.9	54.5	70.8	67.6	57.5
Rajasthan	36.7	28.3	41.6	58.6	57.8	56.9
Haryana	31.9	28.6	41.7	53.2	52.4	54.0
Madhya Pradesh	24.0	19.9	22.0	31.9	33.6	32.6
West Bengal	33.5	28.1	31.3	34.2	32.0	31.9
Andhra Pradesh	26.9	32.7	29.1	35.5	33.2	29.2
Delhi	18.8	17.7	26.4	31.4	25.4	27.2
Telangana	17.8	19.3	22.6	27.7	26.6	26.6
Orissa	21.9	18.3	17.5	25.5	30.9	26.2
Chhattisgarh	13.8	11.3	14.6	24.1	25.7	23.6
Assam	27.2	25.0	29.1	35.0	31.9	21.6
Kerala	18.5	20.4	20.8	22.7	22.6	21.5
Others	76.7	61.6	78.8	94.2	94.6	93.4

Note: CV sales include LCV & MHCV goods carrying vehicles, Source: SIAM, Crisil Intelligence

14.2 Growth drivers

Healthy industrial growth in Fiscal 2025

The Indian industry's gross value added (GVA) continued to grow steadily, in line with the GDP, averaging around 6% between fiscals 2020 and 2025. After consecutive weak fiscals of 2020 and 2021 due to the COVID-19 outbreak, industrial GVA is estimated to have grown by approximately 6.4% on-year in fiscal 2025. Over the next five-year period (fiscal 2025-2030), industry GVA is expected to be robust driven by the government's focus on 'Make in India' with the stated aim of the government to push up the share of Manufacturing in India's GDP from 17% to 25%.

Moreover, improvement in infrastructure and higher expected corporate expenditure is likely to support the capex cycle going forward post-fiscal 2024. India's ambitious infrastructure development plans, including the Bharatmala Pariyojana and Sagarmala programs, are expected to drive commercial vehicle demand during fiscal 2025 to fiscal 2030, as the resulting increase in construction and logistics activities boosts demand for heavy and medium commercial vehicles.

Scrappage policy

In August 2018, MoRTH (Ministry of Road, Transport and Highways) considered incentivising the scrapping of vehicles sold before April 2005 (15 years old). After deliberations on the modalities of implementation of the norm, the government aims to promote vehicle scrapping by exempting registration charges for truck purchases made after scrapping older trucks. To incentivise scrappage of older vehicles, the government has increased the registration charges for older vehicles and increased stringency of fitness tests. Crisil Intelligence expects the impact of the norms to be limited on additional scrappage (apart from vehicles scrapped in the normal course of business).

Increasing freight rates to aid in materialization of deferred demand

In fiscal year 2026, transporter profitability is expected to remain stable at 7-8%. A mild increase in freight rates and stable fuel prices are anticipated to keep profitability at similar levels. In fiscal year 2025, fuel prices constituted approximately 55% of transport costs, exerting a considerable influence on overall profitability. During this period, diesel prices remained stable. Concurrently, freight rates increased by 12%, signalling improved transporter profitability and heightened demand for freight services. These favourable factors supported the shift to higher tonnage vehicles as the industry capitalized on the increased demand in the transportation sector.

Capacity utilisation and profitability of transporters: Rising capacity utilization and profitability of transporters in India are boosting demand for commercial vehicles. Higher fleet efficiency and profits enable transporters to invest in new vehicles, supporting growth in the commercial vehicle industry.

Utilisation of transporters depends on

- Availability of freight, driven by growth in industrial and agricultural production and port traffic,
- Regulations on vehicle age, weight, permit and tax norms,
- Improvements in road infrastructure, which improves the turnaround time.

Some of the factors influencing transporter profitability are

- Freight rates and capacity utilisation,
- Bargaining power,
- Fuel cost and efficiency,
- Capital cost,
- Agency commission along with wage cost and operating and maintenance costs, such as tyre prices and toll rates.

Rise in Private Final Consumption Expenditure (PFCE)

LCVs are primarily used for last-mile transport and redistribution of commodities. PFCE is a good indicator of domestic consumption demand, and accounts for over 90% of LCV goods tonnage capacity. Apart from the usual freight demand, an increase in rural consumption and a rise in urban expenditure boosts demand for smaller vehicles to transport consumer goods. Moreover, a rise in consumption of non-food items, consumer durables and FMCG products fuels demand for LCVs.

Increasing adoption of hub-and-spoke network

The road transport industry is gradually moving towards the hub-and-spoke distribution model, wherein industries have large hubs in major regions. Goods are consolidated at these hubs and sent to several touch points (spokes) in the hinterland. Freight is distributed over the last mile via LCVs, such as sub-one-tonne CVs and pick-ups. With rising adoption of the network, sales for LCVs is expected to rise.

Substitution of three wheelers

Small commercial vehicles (SCVs), especially sub-one-tonne models (0.75-tonne payload), can substitute large three-wheelers of similar payload capacity, given the SCVs' ability to carry loads beyond payload capacity, run on longer routes, maintain better balance, and be more cost-efficient. The pace of substitution, which is tapering off, remains a key parameter that impacts LCV sales.

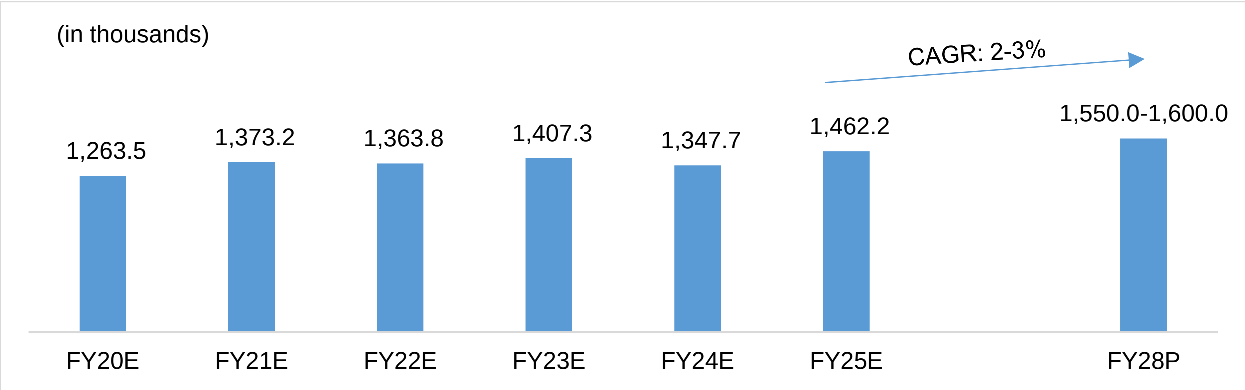
Air conditioned driver Cabins

The Indian government's approval of mandatory air-conditioning (AC) systems in truck cabins for categories N2 and N3, effective from January 2025, is set to improve working conditions for truck drivers and address driver fatigue concerns, ultimately enhancing road safety. The new regulation will require truck manufacturers to sell vehicles with pre-fitted AC cabins, incurring an extra cost. Despite the initial financial impact, the long-term advantages in terms of driver well-being and overall efficiency are likely to outweigh the costs.

Used commercial vehicles on road are estimated at ~1.46 million as of FY25

As per Crisil Intelligence estimates, there are approximately 1.46 million used commercial vehicles on road currently with the ratio of used to new commercial vehicles at 1.75 times. Sales of used commercial vehicles in India has witnessed a CAGR of ~3.0% from FY20 to FY25. Sale of used commercial vehicles has witnessed continuous growth due to the rising prices of new commercial vehicles, making purchasing of used commercial vehicles a viable choice for Small and Medium sized fleet operators due to their lower acquisition costs.

Number of Used Commercial Vehicles



Source: SIAM, Crisil Intelligence estimates

14.3 Key Growth drivers of Used Commercial Vehicle Sales in India

Higher affordability as compared to new vehicles

Used commercial vehicles are generally more affordable as compared to new vehicles, making them accessible to FTB small and medium sized businesses. The lower upfront cost of used vehicles makes them accessible to a wider range of customers who may not have the financial capacity to invest in a brand-new commercial vehicle.

Cost effectiveness

Depreciation rate of new commercial vehicles is usually higher, resulting in a more significant loss in value over time. Used commercial vehicles on the other hand, have already undergone their initial depreciation making them a more cost-effective solution to businesses.

Improved quality and reliability

Advancement in technology and manufacturing processes has led to improvement in quality and reliability of used commercial vehicles, customers now have a higher confidence in the performance and durability of used commercial vehicles.

Rise in micro, small and medium enterprises in India

There has been a significant rise in micro, small and medium enterprises in India due to favourable government policies and economic scenario, used commercial vehicles act as a sustainable option to fulfil their logistics and transportation needs due to their lower cost of acquisition and cost effectiveness.

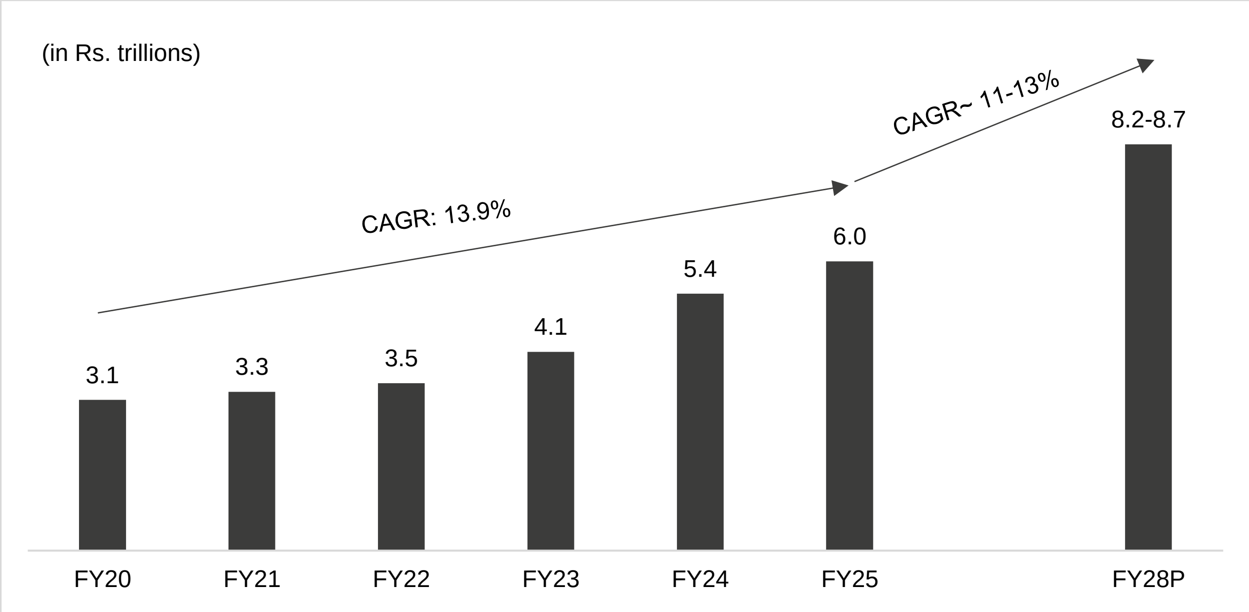
Right to win for NBFCs

NBFCs held lion's share in overall commercial vehicle financing on account of relatively superior customer connect in small fleet operators ("SFOs") and first-time buyers customer segment, strong and deep understanding of local economy, Ease of loan processing, relatively higher loan-to-value ("LTV"), and higher risk-taking ability of NBFCs. Banks primarily have more focus on financing large fleet operators ("LFOs") based on their superior credit profiles. They also prefer big ticket financing, like that for MHCVs. While the sector has been under stress and delinquencies over past two years, the quality of the portfolio improved in Fiscal 2023 as economic activity picked up thus increasing repayment capabilities. This has enabled banks to capture and expand market share in both LFOs and SFOs as they can offer better loan rates and higher ticket size than NBFCs. However, as banks are more cautious in lending to riskier CV asset classes, NBFCs can maintain their strong hold and build better customer profiles that will support them going forward.

14.4 Commercial Vehicle Financing

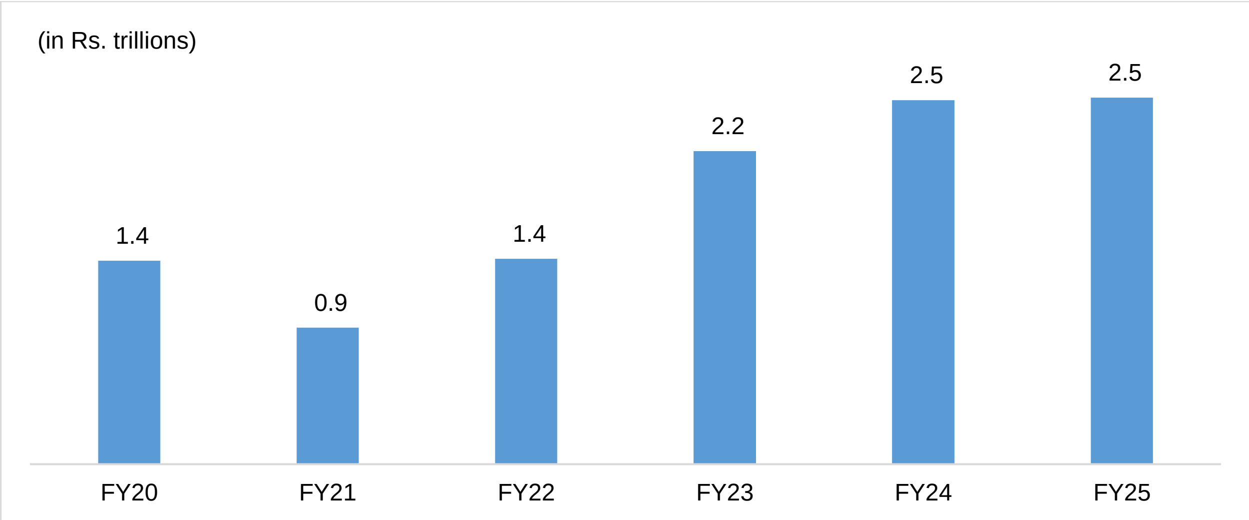
New Commercial vehicle financing segment is expected to grow at a CAGR of 11-13% from Fiscal 2025 to Fiscal 2028. The segment witnessed a growth of ~13.9% CAGR from Fiscals 2020 to 2025. The segment witnessed slower growth during Fiscal 2021 and Fiscal 2022, primarily due to Covid-19 pandemic and nation-wide lockdowns. Post that, the growth has been higher at ~18.6% in Fiscal 2023, ~29.2% in Fiscal 2024 and ~12.6% in Fiscal 2025. The growth was primarily due to increase in private consumption and freight demand. Going forward, growth in the segment is expected to be supported by rising demand for LCVs due to increased private consumption, greater availability of redistribution freight and improved finance while demand for M&HCVs is expected to grow due to improvement in economic activity across the country, along with steady agricultural output and government's focus on infrastructural development.

Commercial Vehicle Financing is expected to witness a CAGR of 11-13% from Fiscal 2025 to Fiscal 2028



Source: CRIF Highmark, Crisil Intelligence

Commercial Vehicle Financing disbursement

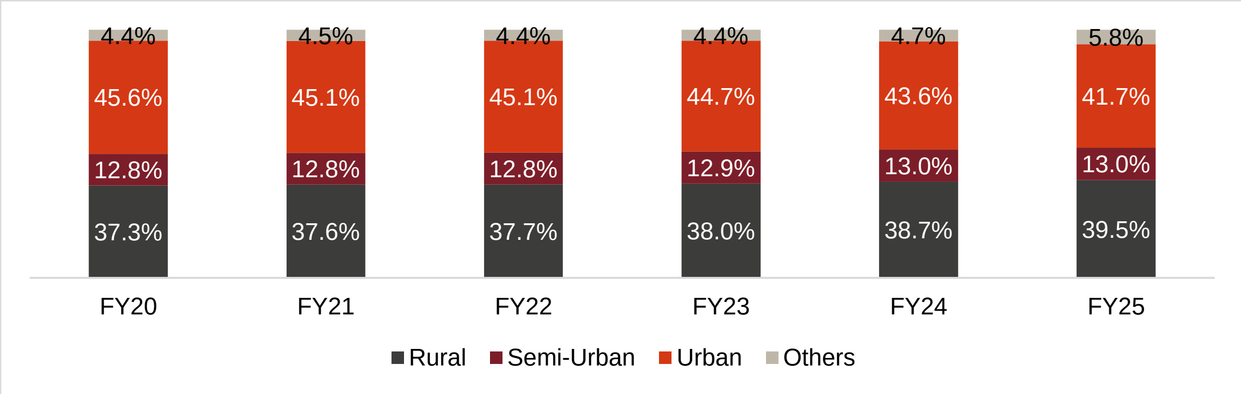


Source: CRIF Highmark, Crisil Intelligence

Urban areas account for the highest share among tiers across fiscals 2020-25

As of Fiscal 2025, urban regions account for the highest share accounting for ~41.7% share in overall commercial vehicle financing, followed by rural regions accounting for ~39.5% share and semi-urban regions accounting for ~13.0% market share.

Urban areas account for the highest share among tiers across fiscals 2020-25

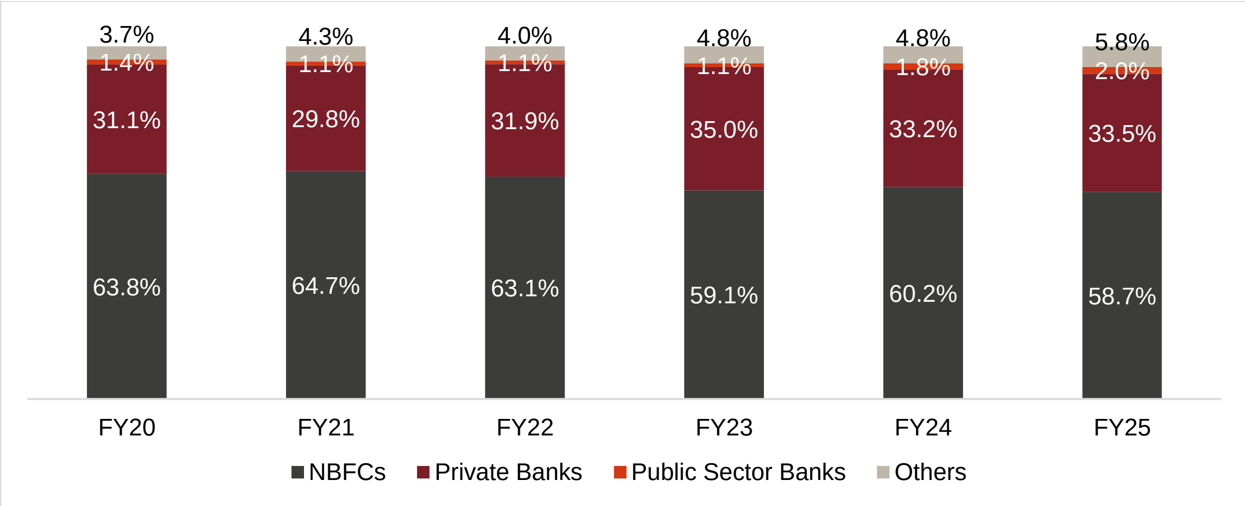


Note: Others constitute portfolio not categorized as rural, semi-urban or urban by bureau. Source: CRIF Highmark, Crisil Intelligence

NBFCs account for majority share in Commercial Vehicle Finance Outstanding across fiscals

Among lenders, NBFCs accounted for the highest share in commercial vehicle finance outstanding (~58.7%) as of Fiscal 2025, which was followed by private banks with ~33.5% market share and public sector banks accounting for 2.0% market share.

NBFCs account for majority share in Commercial Vehicle Finance Outstanding across fiscals



Note: Others includes other financial institutions, Small Finance Banks and foreign banks. Source: CRIF Highmark, Crisil Intelligence

Lender (Rs. Billion)	FY20	FY21	FY22	FY23	FY24	FY25	CAGR (FY20-FY25)
NBFCs	2,004.8	2,142.0	2,204.5	2,450.7	3,222.4	3,540.9	12.0%
Private Banks	976.3	987.4	1,113.6	1,449.1	1,780.8	2,020.5	15.7%
PSU Banks	43.7	37.6	36.7	47.2	97.3	118.0	22.0%
Others	117.0	142.9	140.0	198.2	255.8	352.8	24.7%

Note: Others includes other financial institutions, Small Finance Banks and foreign banks. Source: CRIF Highmark, Crisil Intelligence

14.5 Growth Drivers

- **Increasing demand for construction and infrastructure development:** Indian government's focus on infra projects such as road construction and urban development will lead to higher uptake of commercial vehicle demand. This surge in commercial vehcile will lead to need of accessible financing options for fleet expansion and modernization.

- **E-commerce and Logistics Expansion:** The rapid growth of e-commerce and logistics industry will boost demand for light commercial vehicle thereby prompting buisnesses to seek financing solutions for the necessary fleet.

- **Replacement Demand:** An outdated fleet with implementation of stricter emmission norms will prompt operators to seek additional financing to replace their aging fleet with more efficient vehicles.

- **Technological Advancement in Financing:** Streamlining of the financing process, makes it more efficiecnt and accessibke for borrowers to get a ommercial vehcile loan.

14.6 Threats and challenges

- **Economic Scenario:** The financial performance of auto-finance companies depends on the offtake of vehicles, which depends on the overall macroeconomic factors, such as GDP growth and the economic cycle. The commercial vehicles (CV) industry transports over half of the total freight handled in the country. As transportation is linked to all sectors, demand for CVs is closely linked to overall economic growth. CV demand is also driven by growth in industrial and agricultural production, freight movement, rising share of roadways in freight movement, and changes in freight rates. Any economic slowdown directly impacts CV sales.

- **Regulatory Environment:** Changing regulatory framework for auto-finance companies has been crucial in determining growth path of NBFCs. Over years, regulations of NBFCs have been converging with those of banks; this could lead to keener competition in the future. Also, higher provisioning requirements will impact the profitability of these companies.

- **Insufficiency of data for credit appraisal:** Credit-score availability in India is still at a nascent stage, despite the presence of credit bureaus. In several cases, borrowers lack formal income-proof documents. This makes it difficult to judge the ability of borrowers to repay.

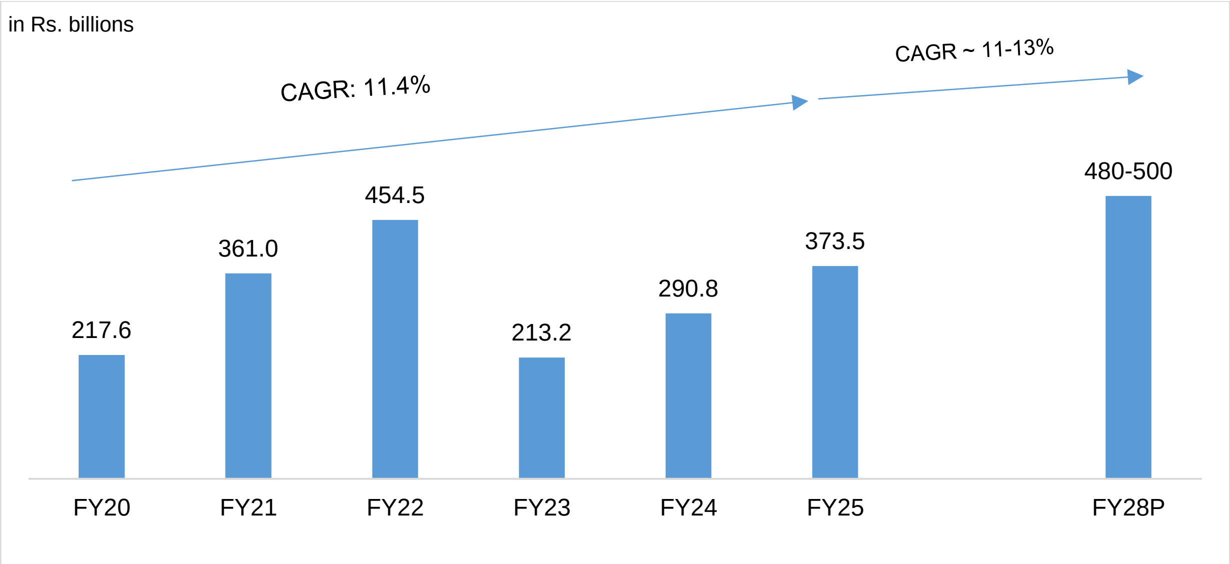
- **Asset Quality and Recovery Risk:** The absence of an established and transparent secondary market makes it difficult to recover the value in many cases.

15. Loans against Securities (LAS)

15.1 Loans against securities financing market

Under LAS, a loan is disbursed against the security of listed or unlisted equity shares, debentures, bonds or mutual funds to individuals, promoters, stock and share brokers and market makers. Loans are extended against only those securities that are a part of the approved list maintained by the company. LAS offers an opportunity to leverage on investments in shares for loans to meet unforeseen expenses. LAS can be availed for any personal and/or business purposes and this has to be declared at the time of origination.

Loans against securities loans witnessed a CAGR of ~11.4% from FY20-25



Note: P: Projected. Source: CRIF Highmark, Crisil Intelligence

As of FY25, overall LAS loan segment stands at Rs. 373.5 billion. Going forward, as per Crisil Intelligence estimates, it is expected that the segment will grow at a CAGR of 11-13% till FY28.

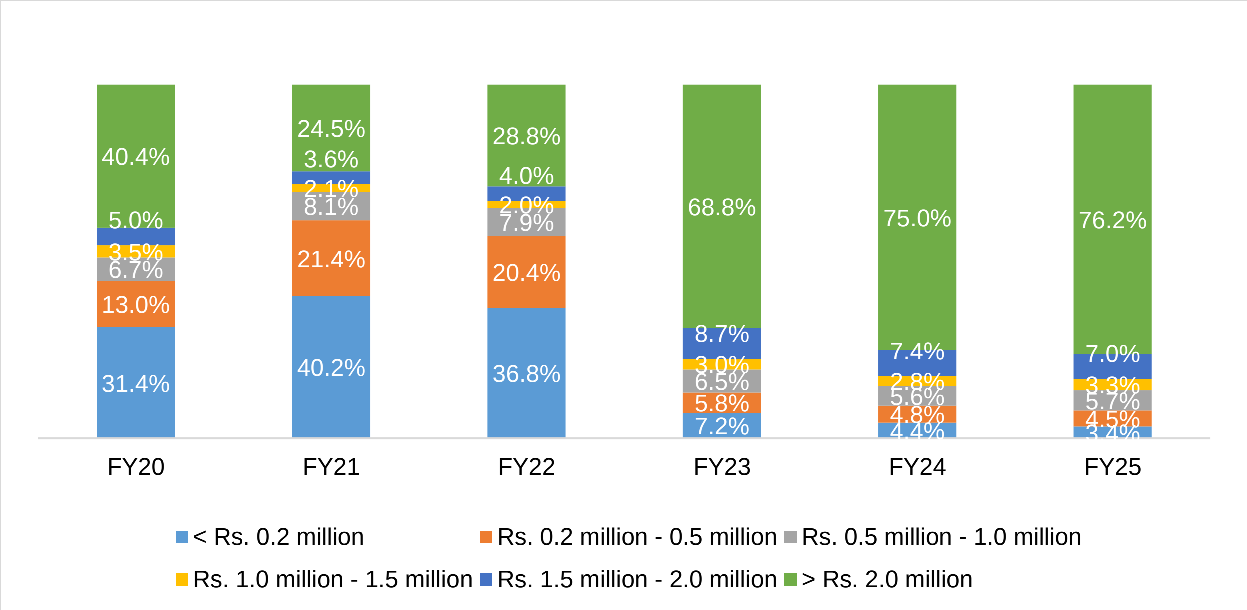
Loans more than Rs. 2.0 Mn. witnessed the fastest growth in Loans against securities Segment

Among ticket brackets, loans more than Rs. 2.0 Mn. witnessed the fastest growth among ticket brackets growing at a CAGR of 26.2%, while it accounts for ~76.2% share in overall Loans against securities segment as of Fiscal 2025.

Loans more than Rs. 2.0 Mn. witnessed the fastest growth in loans against securities segment from FY20-25

Ticket Bracket (in Rs. billions)	FY20	FY21	FY22	FY23	FY24	FY25	CAGR (FY20-25)
< Rs. 0.2 million	67.9	144.5	166.8	15.0	12.7	12.5	-28.8%
Rs. 0.2 million - 0.5 million	28.2	76.8	92.4	12.1	13.9	16.4	-10.3%
Rs. 0.5 million - 1.0 million	14.5	29.2	35.9	13.6	16.1	21.0	7.6%
Rs. 1.0 million - 1.5 million	7.5	7.6	9.0	6.2	8.1	12.1	10.1%
Rs. 1.5 million - 2.0 million	10.7	13.1	18.3	18.3	21.2	25.6	19.0%
> Rs. 2.0 million	87.5	88.1	130.4	144.3	216.3	280.2	26.2%
Overall	216.4	359.3	452.8	209.7	288.3	367.8	11.4%

Source: CRIF Highmark, Crisil Intelligence



Source: CRIF Highmark, Crisil Intelligence

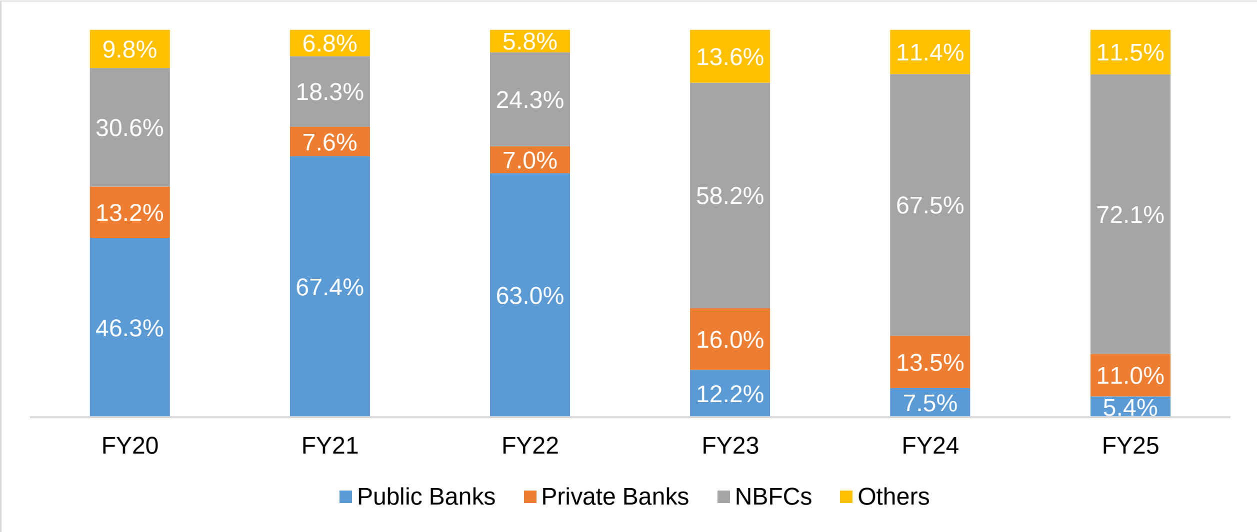
NBFCs witnessed the fastest growth among lenders from FY20-25

Among lenders, NBFCs witnessed the fasted growth during fiscals 2020-25, growing at a CAGR of ~32.2% in the loans against securities segment which was followed by private banks witnessing a CAGR of ~7.3%. Among lenders, NBFCs accounted for the highest share in credit outstanding with a share of ~72.1% as of fiscal 2025.

NBFCs witnessed the fastest growth among lenders from FY20-25

Portfolio Outstanding (in Rs. billion)	FY20	FY21	FY22	FY23	FY24	FY25	CAGR (FY20-25)
Public Banks	100.8	243.2	286.2	26.0	21.9	20.1	-27.5%
Private Banks	28.8	27.4	31.7	34.0	39.3	41.1	7.3%
NBFCs	66.6	66.0	110.4	124.1	196.4	269.4	32.2%
Others	21.4	24.4	26.3	29.1	33.2	42.9	14.9%
Overall	217.6	361.0	454.5	213.2	290.8	373.5	11.4%

Note: Others includes other financial institutions, Small Finance Banks and foreign banks. Source: CRIF Highmark, Crisil Intelligence



Note: Others includes other financial institutions, Small Finance Banks and foreign banks. Source: CRIF Highmark, Crisil Intelligence

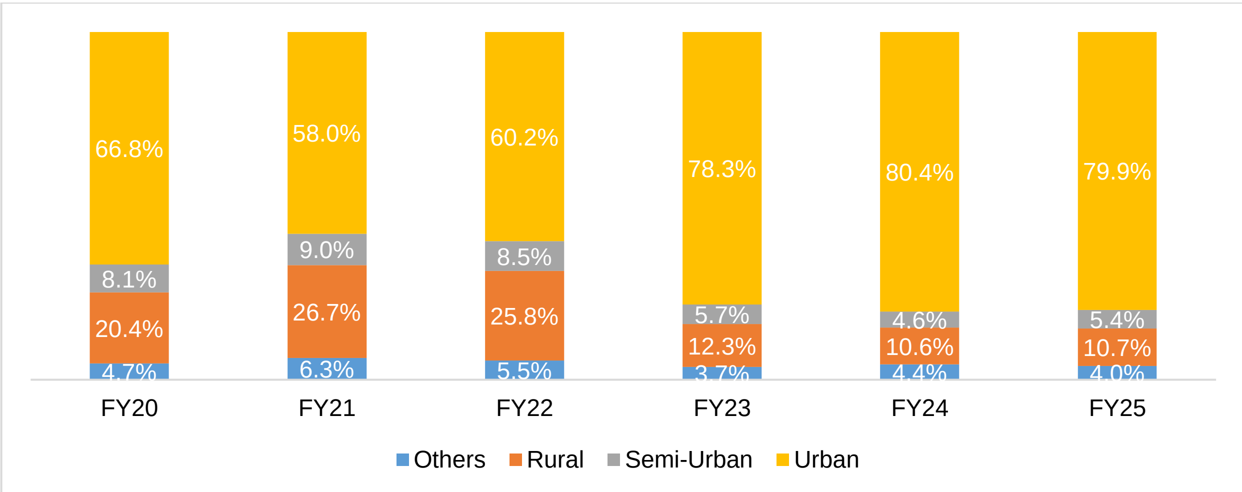
Urban Regions accounted for the highest share in Loans against securities Segment as of Fiscal 2025

As of Fiscal 2025, urban regions accounted for the highest share in loans against securities segment, accounting for ~79.9% market share followed by rural regions accounting for ~10.7% share.

Urban Regions accounted for the highest share in Loans against securities Segment, accounting for ~80% share

Tier (Rs. Billion)	FY20	FY21	FY22	FY23	FY24	FY25	CAGR (FY20-25)
Rural	44.4	96.4	117.5	26.2	30.8	40.1	-2.0%
Semi-Urban	17.6	32.5	38.6	12.0	13.5	20.1	2.7%
Urban	145.5	209.4	273.5	167.0	233.7	298.5	15.5%
Others	10.2	22.6	24.9	7.9	12.8	14.9	7.8%
Overall	217.6	361.0	454.5	213.2	290.8	373.5	11.4%

Note: Others constitute portfolio not categorized as rural, semi-urban or urban by bureau. Source: CRIF Highmark, Crisil Intelligence



Note: Others constitute portfolio not categorized as rural, semi-urban or urban by bureau. Source: CRIF Highmark, Crisil Intelligence

15.2 Key success factors for loans against securities segment

- **Regulatory Compliance & Market Conditions**: Adherence to RBI norms, stable financial markets, and clear loan-to-value (LTV) guidelines ensure risk management and loan viability.
- **Collateral Quality & Liquidity:** High-value, liquid securities like blue-chip stocks and government bonds enhance loan security, reducing default risk and ensuring easy liquidation.
- **Interest Rates & Borrower Profile:** Competitive interest rates, strong borrower creditworthiness, and transparent terms drive demand, minimizing defaults and maximizing lender profitability.

15.3 Threats and challenges

- **Market Volatility & Collateral Depreciation**: Fluctuating stock markets and declining asset values can reduce collateral worth, increasing margin calls and risk of loan defaults.

- **Regulatory Changes & Compliance Risks:** Frequent RBI policy shifts, stricter lending norms, and taxation policies can impact loan structuring, affecting lender profitability and borrower accessibility.

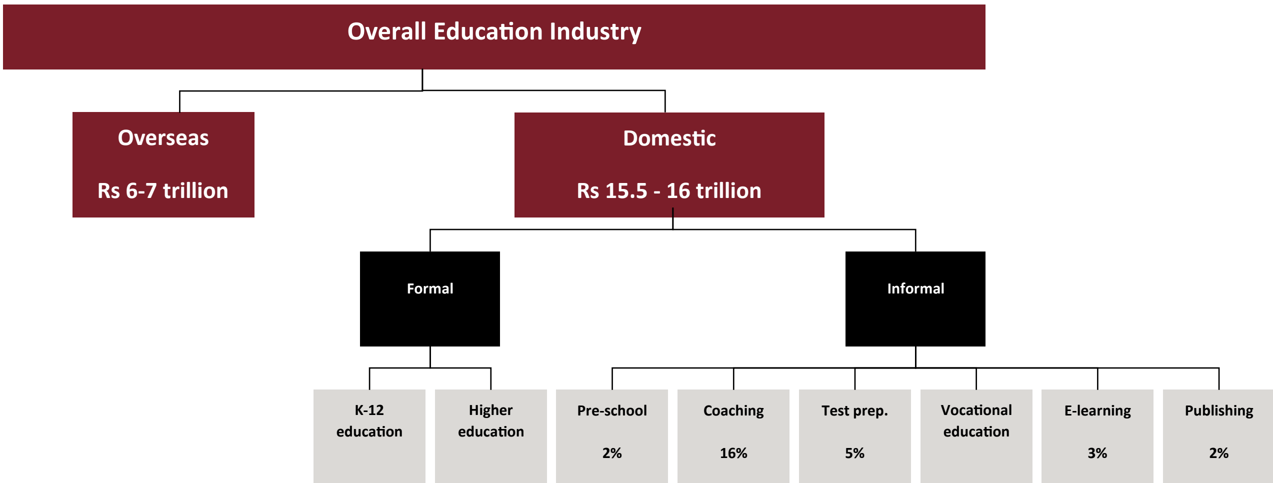
- **Liquidity Risks & Forced Liquidation:** Sudden market downturns may force lenders to sell pledged securities at lower values, leading to financial losses and borrower distress.

16. Education loans

16.1 Domestic Education Market in India

In India, the overall education market in fiscal 2025 is estimated at Rs. 21.5- 23 trillion, which includes both the overseas education market and the domestic education market. The overseas education market involves students pursuing education in a foreign country, while the domestic education market encompasses comprises education within one's own country.

Domestic Education accounts for a larger share in Overall Education Industry (fiscal 2025 estimates)



*Note: * Sum of Total Addressable Market of Overseas Education for CY2025 & Domestic Education for FY2025; Source: UDISE+ reports, AISHE reports/data, AICTE, Crisil Intelligence*

Domestic Education	FY2025	FY2029	CAGR during the period
Total Addressable Market	~Rs 15.5 -16 trillion	~Rs. 25-25.5 trillion	~12-13%

Source: Company reports, Crisil Intelligence

16.2 Education loan financing market

Growth in overall education loans accelerated with increased demand for higher education

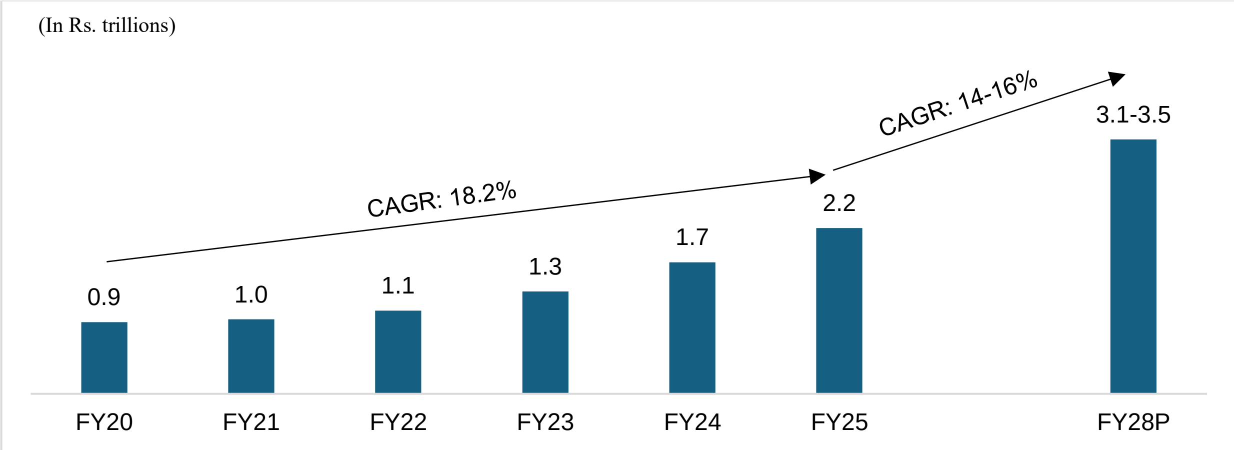
Higher education has been gaining importance in India over the years with a visible increase in students opting for courses - both at home and overseas - and with it, an explosion in demand for student loans. This offers a huge opportunity to the domestic education loans industry, as recent trends bear out. The education loans market in India witnessed tepid growth at 4% on-year in fiscal 2021, because of the Covid-19-induced lockdowns worldwide. The easing of restrictions in the second half of fiscal 2022 led to double-digit credit growth of 12% on a lower base. In fiscal 2023, the outstanding loan portfolio grew at a robust 23%, driven by a significant jump in NBFC credit, coupled with meaningful growth in banks. Growth momentum continued in fiscal 2024 as the overall educational loan portfolio reached Rs 1.7 trillion as of 31st March 2024 from Rs 1.3 trillion as of 31st March 2023, recording a strong on-year growth of 28%. Expansion in education loans in fiscals 2023 and 2024 can be attributed to factors, such as opening of overseas borders for on-campus education, increase in applications for higher education, strong demand from tier 1 and 2 cities and pent-up post-pandemic demand. With a steep rise in spending on education and more students opting for overseas education, the education loans market has expanded.

In fiscal 2025, the overall portfolio of loans outstanding grew by 26.1% on-year to cross the 2 trillion mark at Rs 2.2 trillion, with NBFCs an increasingly popular source of credit, clocking a 38% rise in their loan book to Rs 610.0 billion. This was in moderation of the robust growth seen in previous two fiscals driven by a significant jump in both NBFC and bank education loans.

Going forward, the momentum is expected to slow down in the coming fiscals by several counterbalancing factors, including rising geopolitical uncertainty, shifts in intake policies by key countries, a challenging employment landscape, escalating immigration tensions, and the impeding expiration of moratorium periods for portfolios generated post pandemic. Global headwinds are likely to discourage Indian students from studying abroad, resulting in a forecasted decline in international student mobility from India in the near future.

Crisil Intelligence projects the moderation of growth to continue for fiscal 2026, especially in overseas education loans, and foresees the overall book growing at a moderate pace of 15-17%.

Overall education loans portfolio witnessed CAGR of 18.2% between fiscals 2020 and 2025



Note: P- Projected, Source: CRIF Highmark, Crisil Intelligence

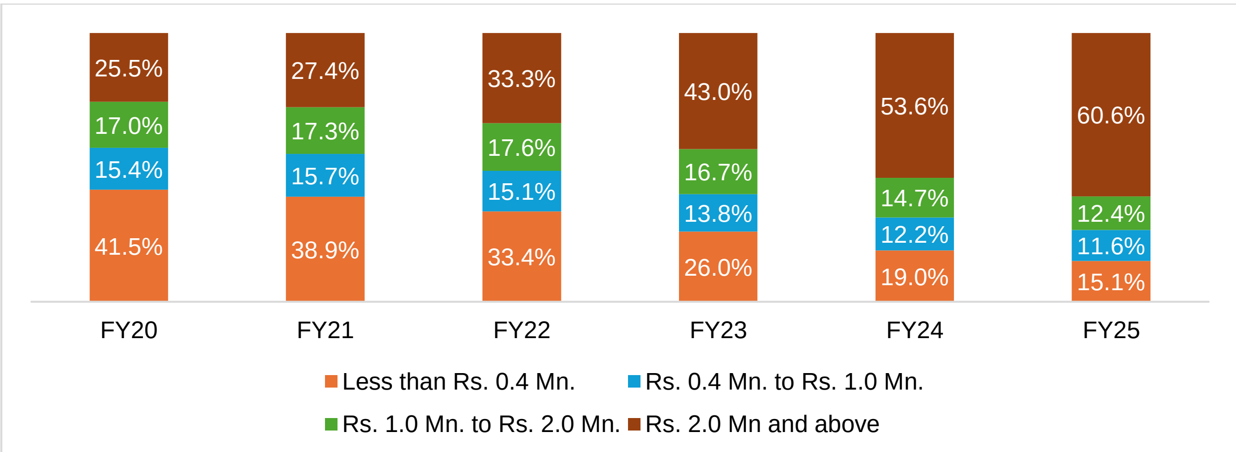
Growth led by education loans of ticket size greater than Rs 2.0 million

The education loans market of India is being driven by a surge in loans with ticket size greater than Rs 2.0 million. Rising demand of education loans for admission in foreign universities and rise in overall cost of studying abroad, led education loans of ticket size greater than Rs 2.0 million to acquire the majority share of the overall education loans market of India as of FY25. Market share of ticket sizes below Rs. 2.0 million have been decreasing from FY20 to FY25.

Ticket Size (Rs. Bn.)	FY20	FY21	FY22	FY23	FY24	FY25	CAGR (FY20-FY25)
Less than Rs. 0.4 Mn.	388.8	378.1	362.0	347.5	326.6	327.6	-3.4%
Rs. 0.4 Mn. to Rs. 1.0 Mn.	144.7	153.0	163.5	184.3	210.2	250.4	11.6%
Rs. 1.0 Mn. to Rs. 2.0 Mn.	159.6	168.4	191.2	222.9	252.6	268.1	10.9%
Rs. 2.0 Mn and above	238.8	266.5	360.9	574.2	920.9	1,312.7	40.6%
Unclassified/Others	5.9	6.3	7.3	7.6	6.6	6.2	1.0%

Source: CRIF Highmark, Crisil Intelligence

Share of education loans of ticket size greater than Rs. 2.0 million contributing the growth in overall education loans portfolio



Note: Loans not classified under any ticket size have not been represented in the table but considered in the calculation of market share, Source: CRIF Highmark, Crisil Intelligence

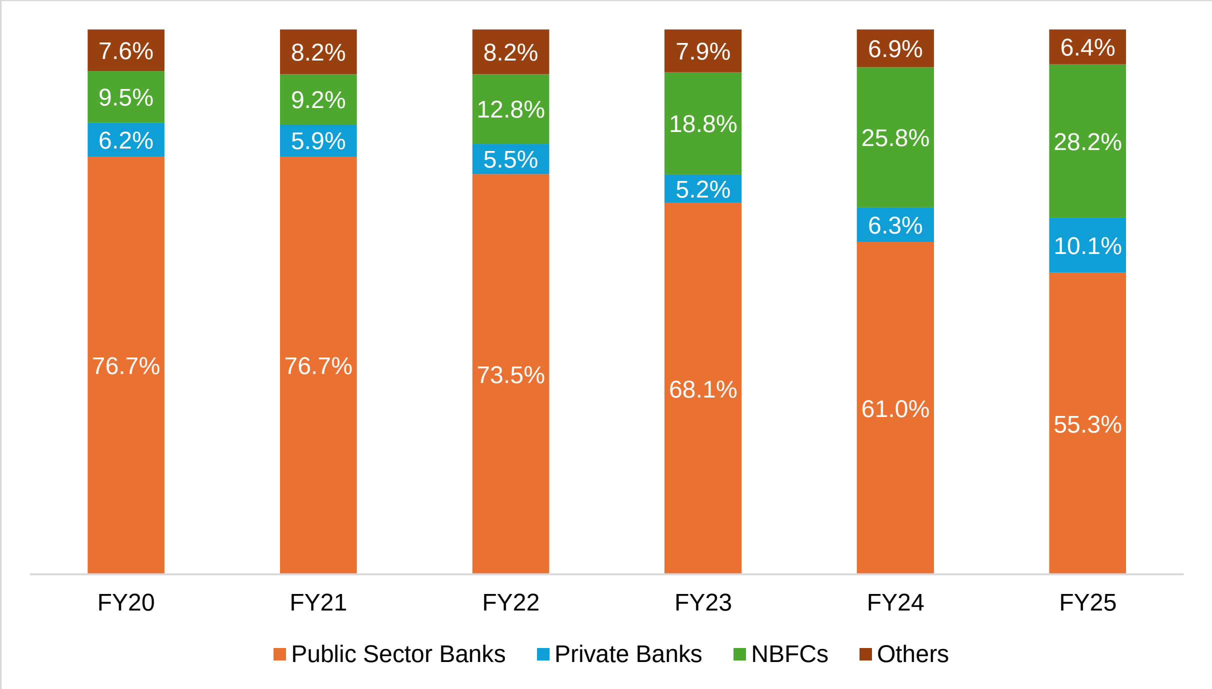
Share of NBFCs in overall educational loans in India on the rise

In India, Public sector banks lead the education loans segment with market share of 55.3% of the total outstanding education loans portfolio as of FY25, while non-banking financial companies (NBFCs) held market share of 28.2% during the same period.

Lender Wise (Rs. Bn.)	FY20	FY21	FY22	FY23	FY24	FY25	CAGR (FY20-25)
Public Sector Banks	718.8	745.8	797.0	910.7	1,047.7	1,198.0	10.8%
Private Banks	58.0	56.9	59.9	70.0	108.0	218.1	30.3%
NBFCs	89.5	89.8	138.9	250.8	442.6	610.0	46.8%
Others	71.5	79.8	89.0	105.1	118.6	138.9	14.2%

Note: Others includes other financial institutions, Small Finance Banks and foreign banks. Source: CRIF Highmark, Crisil Intelligence

NBFCs' share in overall education loans market increased from 9.5% in FY20 to 28.2% as of FY25



Note: Others includes other inancial institutions, Small Finance Banks and foreign banks. Source: CRIF Highmark, Crisil Intelligence

16.3 Growth Drivers

Rising middle-income household category

Crisil Intelligence forecasts India's middle-income households (also known as the Middle India category), with an annual income of Rs 0.2-1 million, will increase to 181 million by fiscal 2030 from 41 million in fiscal 2012, led by sustained growth in GDP and household income. Crisil Intelligence believes that access to information and basic necessities and internet penetration will fuel the aspirations of Middle India and will translate into increased spending on education.

Increasing demand for overseas higher education in India

The number of Indian students opting for overseas education is growing due to the ambitions of students and parents for degrees from esteemed foreign universities, which offer diverse courses, international exposure, global perspective, access to better lifestyle and higher earning capability. Crisil Intelligence expects demand for overseas higher education to continue to rise.

Differentiated distribution approach

Education loans require a differentiated distribution approach as compared to traditional loans, which are typically reliant on a physical branch network. Hence, lenders resort to distribution of education loans through educational counsellors, aggregators, DSAs, education institutions, digital marketing, and other educational forums. This differentiated approach followed by the lenders enable them to increase their reach and cater to a wider population even with limited branch footprint.

Government expenditure on education to drive further growth in Indian education market

The education sector is a good proxy for a country's economic growth as well as its social transformation. Expenditure for education is seen more as an investment for the future. India's expenditure on education as a percentage of GDP was 3.9-4.6% between CY2014 and CY2021, above the world average of 4.2 in CY21%.

16.4 Key threats and challenges

Employment and Income Uncertainty

Fluctuations in the job market can hinder students' ability to secure lucrative employment, thereby increasing the likelihood of delayed or defaulted loan payments. This, in turn, elevates credit risk. As a result, co-borrower dependency is often created, where parents or guardians become responsible for repayment, underscoring the potential for repayment to be contingent upon their financial stability rather than the student's.

Lack of collateral and long tenured loans

Many education loans are unsecured in nature, making recovery difficult in case of default. Often these loans are offered long repayment periods exposing lenders to inflation, interest rate fluctuations and economic downturns

Rising global instability

The rising geopolitical instability, economic slowdown in developed countries, coupled with weak job prospects and stringent visa application processes in the US, UK, Australia, and Canada, may deter Indian students from pursuing higher education abroad.

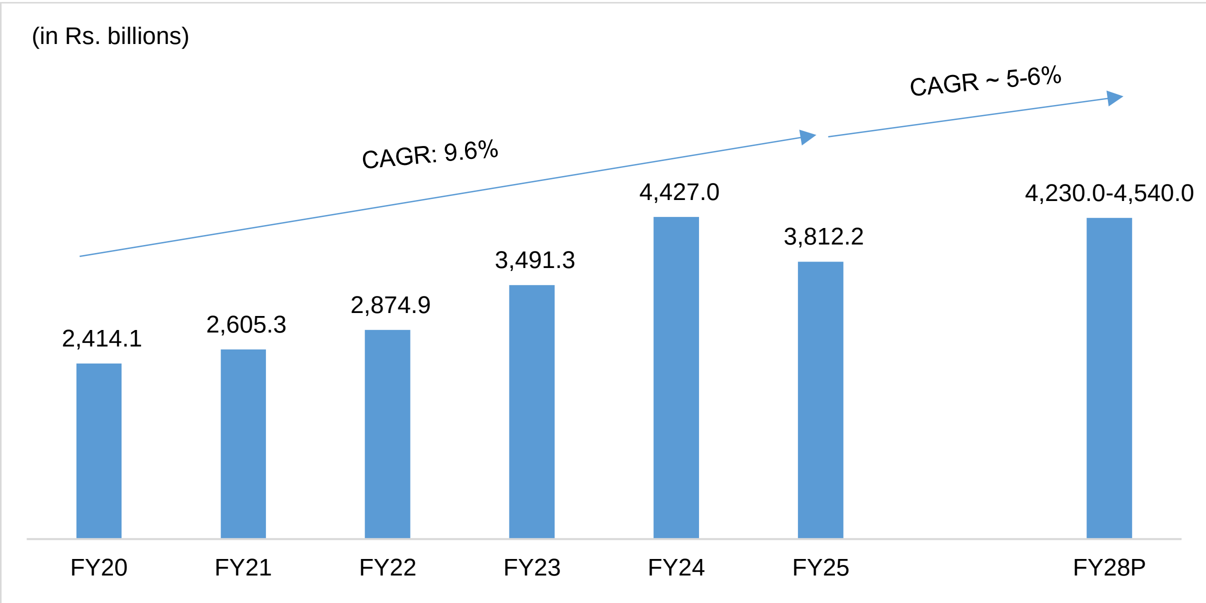
17. Microfinance Loans

17.1 Microfinance loan financing market

Portfolio Outstanding grew at 9.6% CAGR between Fiscal 2020 and Fiscal 2025

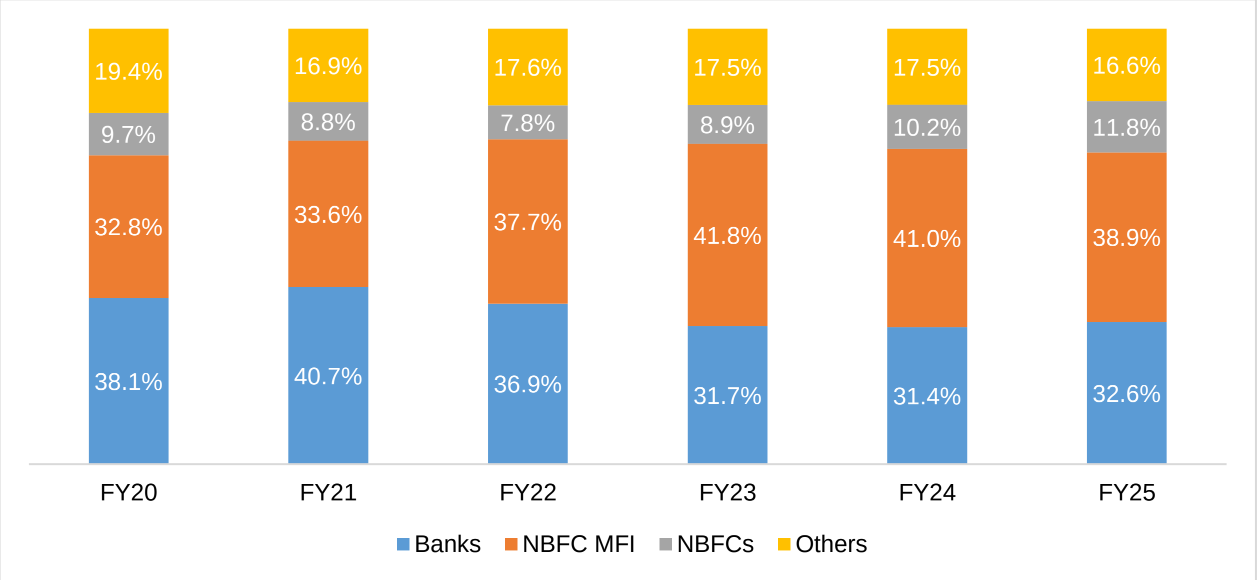
In Fiscal 2025, the overall microfinance industry portfolio outstanding de-grew 13.9% year-on-year to Rs. 3,812.2 billion. This decrease can be attributed to a decline in disbursements and an increase in the write-offs of delinquent contracts. Additionally, regulatory developments in Karnataka, specifically the ordinance related to the prevention of coercive recovery action, have impacted the growth of NBFC-MFIs in the state. The sharp contraction in disbursements can also be attributed to a combination of factors such as environmental and socio-political challenges, borrower over-indebtedness and the implementation of MFIN's guardrails.

Microfinance Loans portfolio clocked 9.6% CAGR between March 2020 and March 2025



Source: CRIF Highmark, Crisil Intelligence

NBFCs account for 11.8% of the portfolio outstanding as of March 2025



Note: Others includes other financial institutions, Small Finance Banks and foreign banks. Source: CRIF Highmark, Crisil Intelligence

State wise share of microfinance loan portfolio

	FY20	FY21	FY22	FY23	FY24	FY25	CAGR FY20-FY25
Bihar	262.5	288.8	357.4	491.8	654.9	577.1	17.1%
Tamil Nadu	334.2	328.0	368.0	464.0	582.4	468.3	7.0%
Uttar Pradesh	157.2	179.2	236.1	338.4	463.0	417.7	21.6%
West Bengal	321.6	359.6	332.1	309.6	403.3	367.3	2.7%
Karnataka	197.2	213.0	241.9	315.9	425.6	353.5	12.4%
Maharashtra	183.9	195.4	219.8	274.5	333.0	296.0	10.0%
Madhya Pradesh	140.2	157.5	173.7	208.8	248.7	216.5	9.1%
Odisha	134.4	152.1	172.6	204.4	256.1	207.2	9.0%
Rajasthan	93.6	110.4	125.2	156.1	181.4	149.3	9.8%
Kerala	90.1	94.2	104.4	127.5	141.6	112.7	4.6%
Jharkhand	53.7	65.1	80.5	106.8	131.2	111.5	15.7%
Gujarat	69.5	71.1	79.7	101.4	131.1	109.1	9.4%
Andhra Pradesh	41.7	45.6	48.0	59.0	83.5	73.2	11.9%
Assam	117.6	116.9	88.7	59.7	74.1	70.8	-9.6%
Chattisgarh	43.9	48.3	52.8	62.0	73.9	65.5	8.4%
Telangana	22.9	25.6	28.7	34.3	50.2	57.2	20.0%
Haryana	39.5	42.7	51.2	58.0	62.4	51.4	5.4%
Punjab	44.0	44.5	50.1	58.9	56.8	43.7	-0.1%
Tripura	26.0	27.8	24.6	19.0	23.1	21.7	-3.6%
Uttarakhand	12.3	13.9	15.3	16.9	20.8	17.5	7.3%
Pondicherry	5.6	5.5	5.9	6.8	8.4	6.7	3.7%
Delhi	6.4	6.1	5.9	6.5	8.0	6.2	-0.9%
Himachal Pradesh	0.7	0.9	1.3	1.7	1.8	1.6	17.5%
Goa	1.2	1.3	1.1	1.3	2.0	1.5	5.1%
Meghalaya	1.6	1.5	1.1	1.0	1.3	1.4	-3.1%
Sikkim	1.4	1.4	1.1	1.0	1.3	1.3	-1.4%
Mizoram	0.8	0.8	0.7	0.9	1.2	1.1	7.7%

	FY20	FY21	FY22	FY23	FY24	FY25	CAGR FY20-FY25
Arunachal Pradesh	0.2	0.2	0.3	0.4	0.8	1.0	37.6%
Jammu & Kashmir	0.2	0.2	0.4	0.8	0.8	0.8	37.1%
Manipur	1.3	1.3	1.3	1.3	1.0	0.8	-9.8%
Nagaland	0.6	0.8	0.7	0.5	0.6	0.7	2.5%
Chandigarh	0.3	0.3	0.4	0.5	0.5	0.5	7.8%
Andaman and Nicobar	0.0	0.1	0.1	0.1	0.2	0.2	48.4%
Dadra & Nagar Haveli	0.2	0.2	0.1	0.1	0.2	0.1	-2.9%
Daman & Diu	0.1	0.1	0.1	0.1	0.1	0.1	5.4%
Lakshadweep	0.0	0.0	0.0	0.0	0.0	0.0	47.0%

Source: CRIF Highmark, Crisil Intelligence

Key government steps that supported MFIs during the Covid-19 crisis

- **Reducing the debt servicing burden through a moratorium period:** The RBI initially permitted lending institutions to allow a moratorium of three months on repayment of instalments for term loans outstanding as on March 1, 2020, and defer interest payments due on working capital facilities outstanding. The moratorium was further extended by another three months until August 31.

- **Refinance support from RBI**: In April 2020, the RBI announced refinancing support of Rs 250 billion to the National Bank for Agriculture and Rural Development (NABARD), which provides support to NBFC-MFIs, rural regional banks and co-operative banks.

- **PSL status for SFB lending to NBFC-MFIs**: On May 5, 2021, the RBI announced that fresh lending by the SFBs to the NBFC-MFIs with asset size less than Rs 5 billion for on-lending to individual borrowers will be classified under priority sector lending (PSL). This encouraged the flow of credit to smaller MFIs, which were facing relatively bigger funding-access challenges. The facility to the SFBs was made available up to March 31, 2022.

- **Credit Guarantee Scheme**: On June 28, 2021, the Minister of Finance announced the Credit Guarantee Scheme through the MFIs for the first 2.5 million customers for a maximum tenure of three years. Three-fourths of the guarantee was provided to scheduled commercial banks for a ticket size up to Rs 1.25 lakh to new or existing NBFC-MFIs. This addressed the severe cash flow distress the second wave inflicted on individuals and small businesses.

17.2 Key success factors

Credit risk mitigation by credit bureaus

Credit bureaus such as Equifax and CRIF Highmark collect data from several MFIs and build a comprehensive database that captures the credit history of borrowers. The presence of credit bureaus ensures that MFIs have access to more data on their borrowers, helping them make informed lending decisions over the long run.

Ability to attract funds/raise capital and maintain healthy capital position

The microfinance industry has seen rapid growth over the past few years owing to small ticket sizes and doorstep disbursement. Despite this, a large portion of the market remains underpenetrated, making it necessary for MFIs to raise funds at regular intervals to sustain growth. This remains a challenge for several MFIs owing to perceived risk of the borrower segment, their susceptibility to socio-political issues, and volatility in asset quality. The ability of MFIs to raise funding from diverse sources and maintain a capital position much higher than the prescribed regulatory minimum is vital for long-term sustainability.

Digitalisation to bring down costs, improve collection efficiency and profitability for NBFCs

Digitalisation has impacted almost all aspects of the financial services industry. However, it is far more critical to the MFI industry as lower operating cost can result in higher financial inclusion and increased benefits for customers. The use of technology has helped NBFCs grow at a fast pace, improve efficiency, reduce cash usage and turnaround time, develop new products, provide better services to customers, and use analytics for portfolio monitoring and credit appraisal. According to the MFIN report, about 42 out of 48 NBFC-MFIs have reported 100% of their disbursement through cashless mode in the third quarter of fiscal 2024.

Crisil Intelligence expects that the lower cost of servicing customers, better productivity, and lower credit costs through the use of technology will help MFIs improve their profitability.

Gradual development of other support systems

Role of Self-Regulatory Organizations (SROs)

Micro Finance Institutions Network (MFIN) was recognised as a self-regulatory organisation (SRO) for NBFC-MFIs in India in June 2014. As an SRO, MFIN has been authorised by the RBI to exercise control and regulation on its behalf, to ensure compliance with regulatory instructions and industry code of conduct. With this, MFIN became the first network to attain such recognition not only in India, but also in Asia.

MFIN's role as an SRO also includes research and training responsibilities, and submission of MFI financials to the RBI. MFIN's current membership consists of over 50 NBFC–MFIs in the country.

Sa-Dhan is the second association in the business of microfinance to be given SRO status by the central bank. It has the mandate to engage with policymakers and regulators to provide a favourable policy environment for the promotion and growth of microfinance and financial inclusion in India. Its responsibility includes surveillance of the microfinance sector and submission of its annual report to the RBI. It is also entrusted with having a grievance and dispute redressal mechanism for clients of NBFC-MFIs, ensuring borrower protection and monitoring compliance of NBFC-MFIs with the regulatory framework put in place by the RBI.

Post demonetization, MFIN and Sa-Dhan took a proactive role in spreading awareness on MFIs and their operations in various parts of the country, particularly in the event of a socio-political disturbance, where timely intervention with local and state authorities and awareness workshops helped dissipate disturbances before they scaled up.

In March 2024, RBI issued an omnibus framework for recognizing Self-Regulatory Organizations (SROs) for the Regulated Entities of the Reserve Bank which prescribes broad objectives, eligibility norms, functions and standards of governance which will be common to all SROs, regardless of the sector.

Asset quality

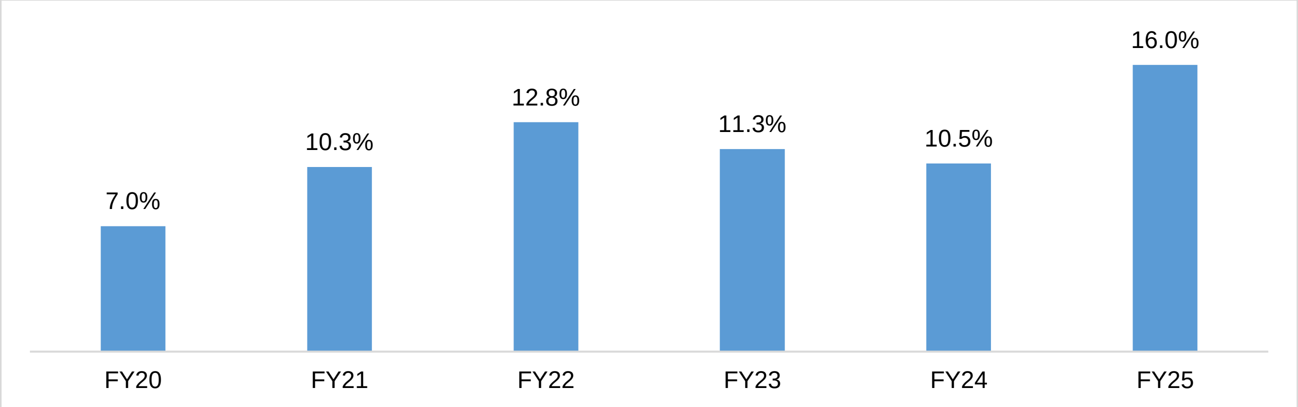
In fiscal 2021 and fiscal 2022, the asset quality deteriorated sharply, reflecting the adverse impact of Covid-19 on the industry. The asset quality of MFI industry started deteriorating in fiscal 2021 and PAR>90 shot up to 10.3% in fiscal 2021 and 12.8% in fiscal 2022. This could be attributed to slippages from the restructured book for various MFI players. The situation improved marginally in fiscal 2023 and fiscal 2024.

The microfinance industry's stress escalated in fiscal 2025 as evident from the sharp rise in PAR 90+ to 16.0% in March 2025. Delinquencies have been on the rise because of various reasons. In fiscal 2025, the general election made it difficult for field officers to carry bulk cash, thereby affecting cash transaction. The movement of field officers was also affected because of extreme heatwaves in parts of the country. Extended rainfall in a few states disrupted operations of borrowers as well, leading to slippages.

However, over-leveraging is a deeper issue as it has been the reason for much of the delinquencies, with slippages mostly among individuals who have taken multiple loans from various financial institutions.

The increase in DPD loans indicates the segment is likely to experience continued stress over the next few quarters before normalising by the end of fiscal 2026.

Asset quality (PAR> 90) trend over the years



Note: The above percentage indicates Portfolio at risk > 90 MFINdays divided by total portfolio oustanding as disclosed by bureau.
Source: CRIF Highmark, Crisil Intelligence

17.3 Growth drivers

Players tapping newer states and districts to widen client base

Crisil Intelligence finds a significant jump in the number of players operating in Uttar Pradesh, Bihar and Karnataka in recent years. The availability of borrower credit related data from credit information companies has also ensured that lenders have access to more data on borrowers, helping them make informed lending decisions.

Crisil Intelligence expects penetration to deepen going forward, which will further drive growth. Madhya Pradesh, Bihar and Tamil Nadu are states with large unserved populations and hence, provide an opportunity for existing players to improve their penetration and market share.

Product diversification through Microfinance Plus products

By introducing Microfinance Plus or Credit Plus products, several microfinance players have expanded into diversifying their products/services by helping the target customers gain access to other necessities such as education, healthcare, power, better infrastructure, insurance, etc. that help in their standard of living and overall economic development.

Rural segment continues to drive MFI business

Crisil Intelligence expects the rural segment to drive MFIs' business, with burgeoning demand expected from this segment. With fewer branches and outlets in rural and semi-urban areas as compared with urban areas, the rural market (comprising of rural and semi-urban) in India is still under-penetrated, thereby opening up a huge opportunity for savings and loan products. Crisil Intelligence believes that establishing a good rapport with rural customers leads to longer and more loyal customer relationship, which can be further leveraged to cross-sell other products.

With higher focus on rural areas, over the past few fiscals, NBFCs have been able to maintain better asset quality in rural areas compared to that in urban areas. Such a trend in asset quality forms a strong base for NBFCs to penetrate more into rural areas.

Implications of rural centred MFI business

The penetration of digital infrastructure and internet connectivity in rural areas are still improving. Lack of access is accentuated by low literacy levels among microfinance borrowers, who are generally daily wage earners and tend to transact in cash. The focus of NBFCs is to add more and more population under formal mode of financing and increase financial literacy along with continued credit growth. The main objective of microfinance lending is to support capital formation in agriculture and allied sectors. With disbursements being more focused on the rural parts of the country, NBFCs promote alternative employment opportunities by supporting farm and manufacturing sectors.

17.4 Threats and Challenges

Financial literacy: People in rural areas often lack financial knowledge and therefore having transaction with them and making them understand terms and conditions of loan products becomes challenging. Further, due to lack of financial literacy, most of the borrowers fail to manage their debt properly which leads to default in repayment.

Cost of outreach: Reaching rural areas and servicing small loan amounts involve high cost of operations. Setting-up branches and/or having partnership with agents, high disbursement and collection cost involved (employees need to visit remote villages for sourcing and collection of small loan amounts which increase the transportation cost) increase the overall cost of MFIs focusing in rural areas.

Technological challenges: People in rural areas are not so tech savvy to understand and carry out banking transactions and therefore requirement of manual involvement is more which is time consuming and also increases the cost.

Over-indebtedness – Due to lack of financial literacy, most of the borrowers in rural areas fail to manage their debt properly which leads to over-indebtedness and lack of repayment capabilities.

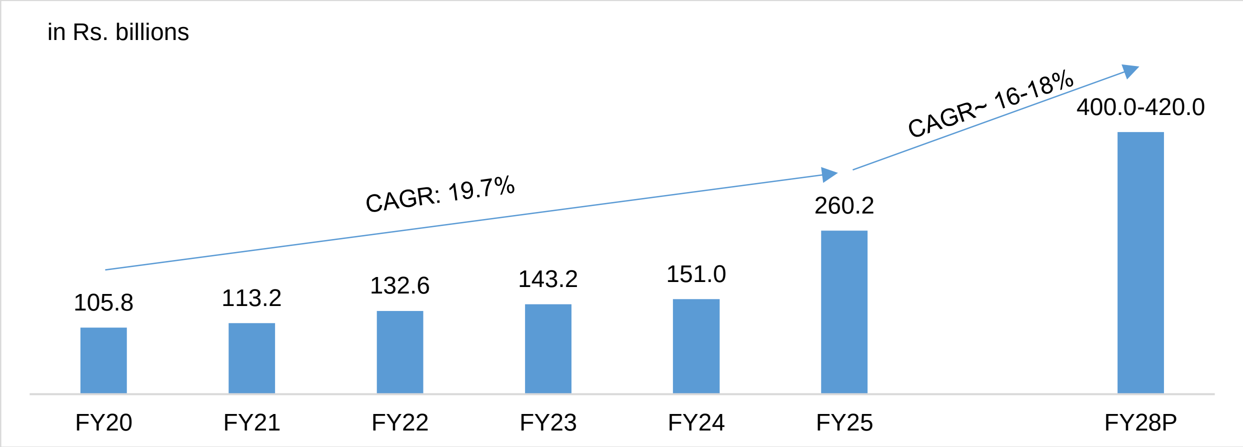
Higher NPAs – Since micro loans are unsecured, risk of credit loss increases. Moreover, NPAs are higher in microfinance owing to customer profile in rural areas.

Prone to external shocks – Micro borrowers are prone to economic and environmental disturbances which significantly impact their repayment capabilities.

18. Leasing Solutions

18.1 Leasing Solutions market

Leasing Solutions segment witnessed a CAGR of ~19.7% from FY20-25



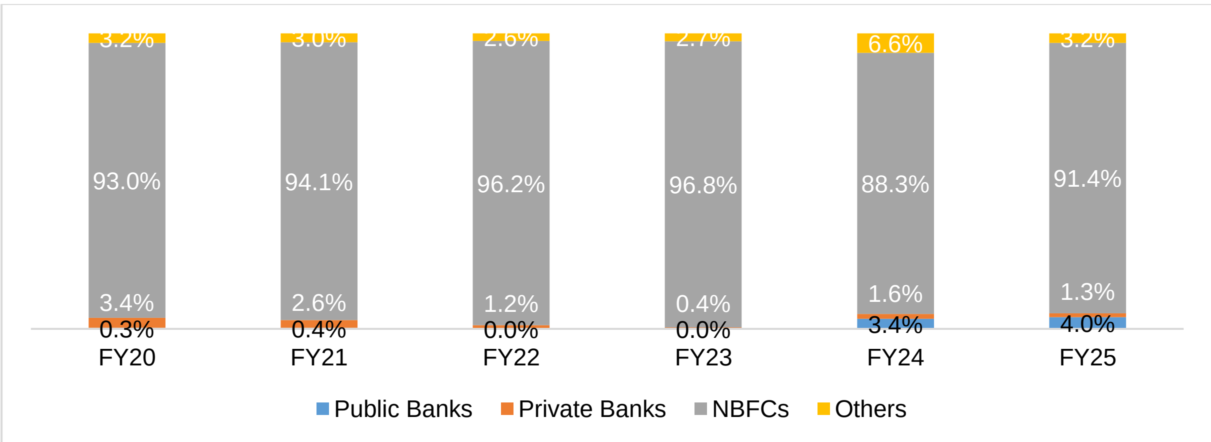
Note: Outstanding portfolio for Lease finance basis the commercial bureau, CRISL Estimates
Source: CRIF Highmark, Crisil Intelligence

The Leasing Solutions industry in India is expanding rapidly, driven by evolving financial needs, regulatory support, and technological advancements. Overall Leasing Solutions segment in India, stood at Rs. 260.2 billion as of fiscal 2025, witnessing a CAGR of ~19.7% from FY20. Going forward, as per Crisil Intelligence estimates, it is expected that the segment will grow at a CAGR of 16-18% till FY28.

Among lenders, NBFCs accounted for the highest share in credit outstanding with a share of ~91.4 as of fiscal 2025.

Portfolio Outstanding (in Rs. billion)	FY20	FY21	FY22	FY23	FY24	FY25	CAGR (FY20-25)
Public Banks	0.4	0.4	-	-	5.1	10.4	96.0%
Private Banks	3.6	2.9	1.6	0.6	2.5	3.4	-1.5%
NBFCs	98.4	106.5	127.6	138.7	133.4	238.0	19.3%
Others	3.4	3.4	3.4	3.9	10.0	8.5	20.0%
Overall	105.8	113.2	132.6	143.2	151.0	260.2	19.7%

Note: Others includes other financial institutions, Small Finance Banks and foreign banks. Source: CRIF Highmark, Crisil Intelligence



Note: Others includes other financial institutions, Small Finance Banks and foreign banks. Source: CRIF Highmark, Crisil Intelligence

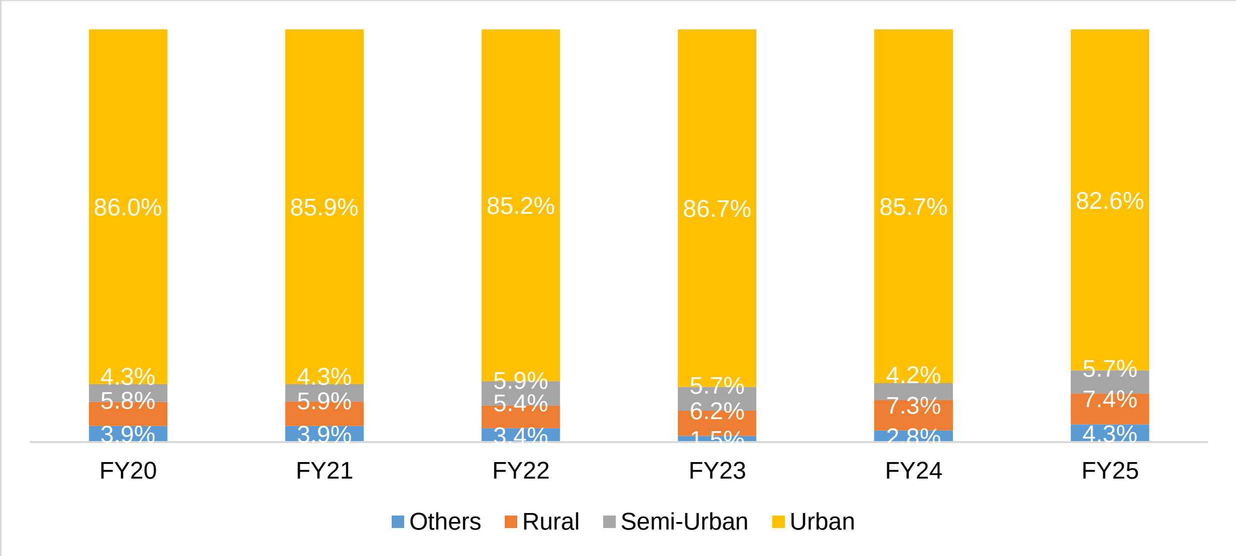
Urban Regions accounted for the highest share in the Segment as of Fiscal 2025

Urban regions accounted for the highest share in lease solution segment, accounting for ~82.6% market share followed by rural regions accounting for ~7.4% share as of Fiscal 2025. While the fastest growth was witnessed in semi urban regions during the fiscals growing at a CAGR of ~26.6% followed by rural regions which grew at ~25.7% CAGR.

Urban Regions accounted for the highest share accounting for ~82.6% share as of Fiscal 2025

Tier (Rs. Billion)	FY20	FY21	FY22	FY23	FY24	FY25	CAGR (FY20-25)
Rural	6.1	6.7	7.2	8.9	11.1	19.3	25.7%
Semi-Urban	4.5	4.8	7.9	8.1	6.3	14.7	26.6%
Urban	90.9	97.3	113.1	124.1	129.4	215.0	18.8%
Others	4.1	4.4	4.5	2.1	4.3	11.2	22.0%
Overall	105.8	113.2	132.6	143.2	151.0	260.2	19.7%

Note: Outstanding portfolio for Lease solutions basis the commercial bureau. Others constitute portfolio not categorized as rural, semi-urban or urban by bureau.
Source: CRIF Highmark, Crisil Intelligence



Note: Outstanding portfolio for Lease finance basis the commercial bureau. Others constitute portfolio not categorized as rural, semi-urban or urban by bureau.
Source: CRIF Highmark, Crisil Intelligence

18.2 Key success factors for Leasing Solutions segment

Strong Regulatory and Legal Framework: Clear leasing laws, RBI guidelines, and tax benefits ensure transparency, investor confidence, and a stable lease financing environment in India.

Competitive Interest Rates and Financial Structuring: Attractive lease terms, flexible repayment options, and cost-effective interest rates enhance affordability, boosting demand for lease financing solutions.

Expanding Market Demand and Digital Transformation: Growing SME sector, infrastructure development, and fintech-driven leasing platforms drive accessibility, efficiency, and wider adoption of leasing solutions.

18.3 Threats and challenges

Regulatory & Taxation Uncertainty: Frequent policy changes, complex tax structures, and evolving RBI regulations create compliance challenges, affecting lease financing growth and investor confidence.

Asset Depreciation & Residual Value Risk: Uncertain resale values, rapid technological obsolescence, and market fluctuations reduce asset worth, increasing risks for leasing companies and lessors.

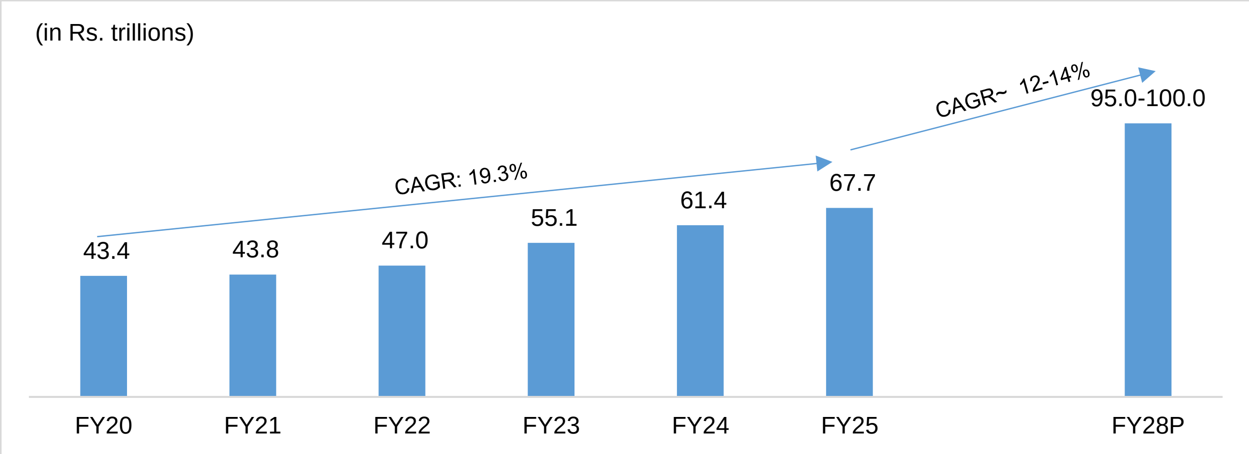
Credit Risk & Default Concerns: Weaker credit profiles, delayed payments, and economic downturns elevate default risks, impacting cash flows and financial stability for leasing firms.

19. Term Loans

19.1 Term Loans market

In this section, Crisil Intelligence has considered as SME Term Loans and Corporate Term Loans for analysis.

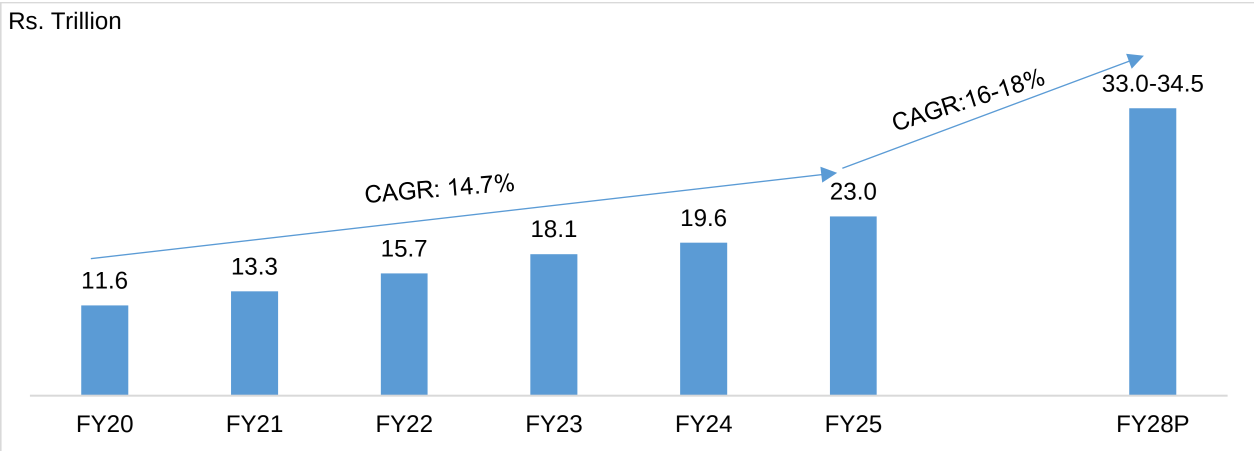
Term Loans portfolio outstanding



Note: The above portfolio contains SME Term Loans and Corporate Term Loans
Source: Crif Highmark, Crisil Intelligence

19.2 SME Term Loans

SME Term Loans segment witnessed a CAGR of ~14.7% from FY20-25



Note: SME Term Loans include Working capital and Term loan financing portfolio outstanding as reported in the commercial bureau for Medium small, Mudra and SME borrower.
Source: CRIF Highmark, Crisil Intelligence

Overall SME Term Loans segment in India, stood at Rs. 23.0 trillion as of FY25, witnessing a CAGR of ~14.7% from FY20. The segment has witnessed continuous growth across fiscals, with the fastest year-on-year growth in outstanding credit witnessed in FY21, FY22 and FY23. Going forward, as per Crisil Intelligence estimates, it is expected that the segment will grow at a CAGR of 16-18% till FY28.

Loans between Rs. 1.0 Mn. and 2.5 Mn. witnessed the fastest growth in the Segment

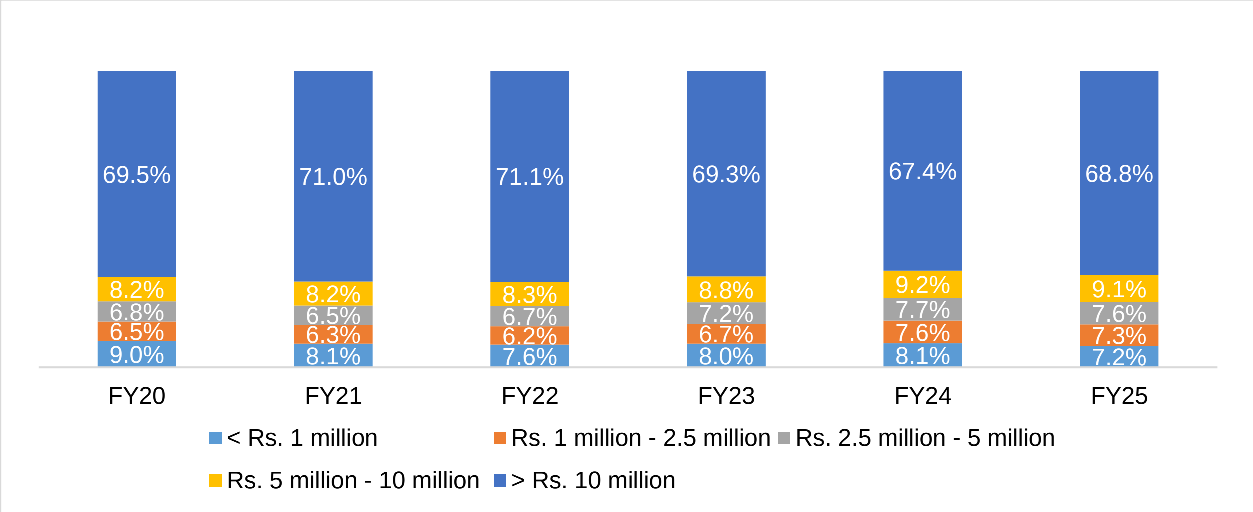
Among ticket brackets, loans between Rs. 1 Mn. and Rs. 2.5 Mn. witnessed the fastest growth among ticket brackets growing at a CAGR of 17.4%, while it accounts for ~7.3% share in the overall segment as of Fiscal 2025.

Loans between Rs. 1.0 Mn. and Rs. 2.5 Mn. witnessed the fastest growth in the Segment from FY20-25

Ticket Bracket (in Rs. Billion)	FY20	FY21	FY22	FY23	FY24	FY25	CAGR FY20-25
< Rs. 1 million	1,038	1,075	1,195	1,453	1,590	1,660	9.8%
Rs. 1 million - 2.5 million	749	836	977	1,208	1,489	1,669	17.4%
Rs. 2.5 million - 5 million	780	866	1,054	1,305	1,509	1,735	17.3%
Rs. 5 million - 10 million	950	1,090	1,295	1,603	1,792	2,092	17.1%
> Rs. 10 million	8,034	9,483	11,133	12,557	13,194	15,812	14.5%
Overall	11,551	13,349	15,654	18,126	19,575	22,968	14.7%

Note: SME Term Loans include Working capital and Term loan financing portfolio outstanding as reported in the commercial bureau for Medium small, Mudra and SME borrower.
Source: CRIF Highmark, Crisil Intelligence

Ticket wise outstanding portfolio



Note: SME Term Loans include Working capital and Term loan financing portfolio outstanding as reported in the commercial bureau for Medium small, Mudra and SME borrower.
Source: CRIF Highmark, Crisil Intelligence

NBFCs witnessed the fastest growth among lenders from FY20-25

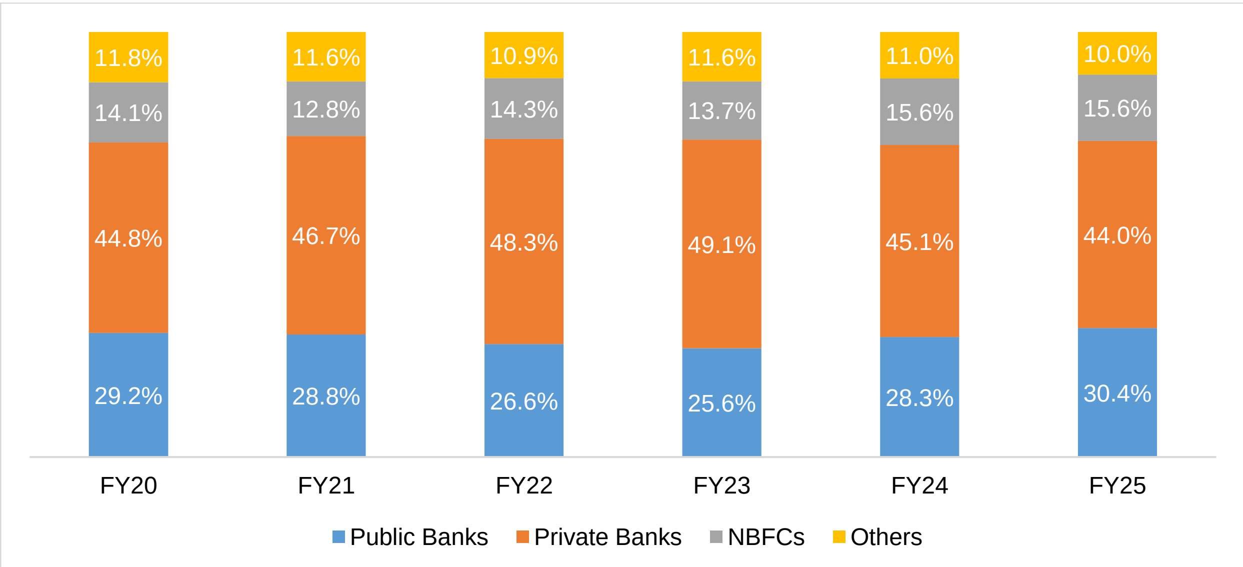
Among lenders, NBFCs witnessed the fastest growth during fiscals 2020-25, growing at a CAGR of ~17.0% which was followed by private banks growing at a CAGR of ~14.3% from FY20-25. Among lenders, private sector banks accounted for the highest share in credit outstanding with a share of ~44.0% as of fiscal 2025.

NBFCs witnessed the fastest growth among lenders from FY20-25, while accounting for the 15.6% share

Portfolio Outstanding (in Rs. billion)	FY20	FY21	FY22	FY23	FY24	FY25	CAGR (FY20-25)
Public Banks	3,377	3,847	4,158	4,639	5,531	6,974	15.6%
Private Banks	5,173	6,236	7,561	8,903	8,837	10,108	14.3%
NBFCs	1,633	1,715	2,234	2,487	3,063	3,585	17.0%
Others	1,368	1,552	1,701	2,097	2,144	2,301	10.9%
Overall	11,551	13,349	15,654	18,126	19,575	22,968	14.7%

Note: SME Term Loans include Working capital and Term loan financing portfolio outstanding as reported in the commercial bureau for Medium small, Mudra and SME borrower. Others includes other financial institutions, Small Finance Banks and foreign banks.
Source: CRIF Highmark, Crisil Intelligence

Lender wise outstanding portfolio



Note: SME Term Loans include Working capital and Term loan financing portfolio outstanding as reported in the commercial bureau for Medium small, Mudra and SME borrower. Others includes other financial institutions, Small Finance Banks and foreign banks.
Source: CRIF Highmark, Crisil Intelligence

Urban Regions accounted for the highest share in the Segment as of Fiscal 2025

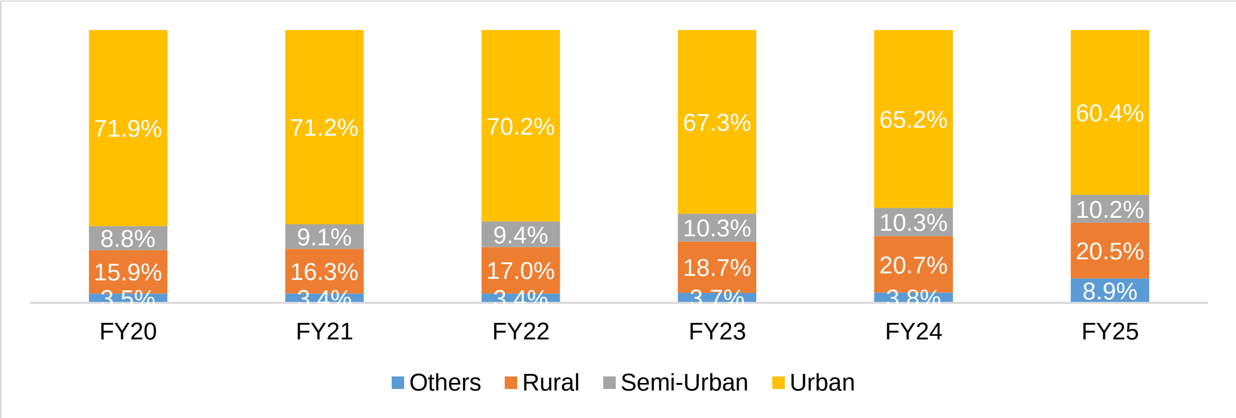
Urban regions accounted for the highest share in working capital loan and term loan segment, accounting for ~60.4% market share followed by rural regions accounting for ~20.5% share and semi-urban regions accounting for ~10.2% market share. While the fastest growth was witnessed in rural regions during the fiscals growing at a CAGR of ~20.8% followed by semi-urban regions which grew at ~18.2% CAGR.

Urban Regions accounted for the highest share accounting for ~60.4% share as of FY25

Tier (Rs. Billion)	FY20	FY21	FY22	FY23	FY24	FY25	CAGR (FY20-25)
Rural	1,832	2,175	2,660	3,390	4,048	4,704	20.8%
Semi-Urban	1,013	1,215	1,468	1,869	2,017	2,338	18.2%
Urban	8,306	9,501	10,991	12,198	12,771	13,883	10.8%
Others	401	458	535	670	738	2,042	38.5%
Overall	11,551	13,349	15,654	18,126	19,575	22,968	14.7%

Note: SME Term Loans include Working capital and Term loan financing portfolio outstanding as reported in the commercial bureau for Medium small, Mudra and SME borrower. Others constitute portfolio not categorized as rural, semi-urban or urban by bureau.
Source: CRIF Highmark, Crisil Intelligence

Area wise outstanding portfolio



Note: SME Term Loans include Working capital and Term loan financing portfolio outstanding as reported in the commercial bureau for Medium small, Mudra and SME borrower. Others constitute portfolio not categorized as rural, semi-urban or urban by bureau.
Source: CRIF Highmark, Crisil Intelligence

19.3 Key factors to contribute to SME Term Loans growth

- **Overall GDP growth and formalization of the economy:** overall economic growth plays a crucial role in shaping the demand for working capital and term loan requirements on the accounts of increased production and long-term capital expenditures for expansions. Increase in digitization has created a digital footprint of customers, which can be potentially used for credit decision making, along with other relevant parameters such as customer demographics, business details, credit score, and personal situation of the borrower. Demonetisation and GST have further accelerated formalization of the Indian economy

- **Enhanced reach through digitization:** The lenders are adopting technologies to facilitate supply chain financing for MSMEs. Lenders are leveraging technology solutions to prepare their own underwriting models for borrowers whose credit history is not available. Such credit assessment processes are proving to be more efficient and cost-effective.

- **Government led initiatives:** Various government led initiatives and policies such as UPI (simplified real-time digital payment system), Aadhaar based e-KYC (facilitating reduced documents requirements, simplifying documents verification), GST implementation (simplified business taxes, improving formalization), introduction of account aggregators, etc. are aimed at promoting financial inclusion and digitization to support MSMEs.

- **Expansion of MSMEs:** MSMEs keep expanding their business as and when it is feasible for them. To expand and scale their operations, they need additional funds to procure raw materials and/or store more inventory.

- **Export opportunities:** MSMEs contribute major share in export market. MSMEs engaging in export activities. As of FY2024, MSMEs contributed 45.73% share of India's exports.

19.4 Threats and challenges

- **Rising Interest Rates & Inflation:** Higher borrowing costs and inflation reduce credit affordability, increasing financial stress on businesses seeking working capital and term loans.

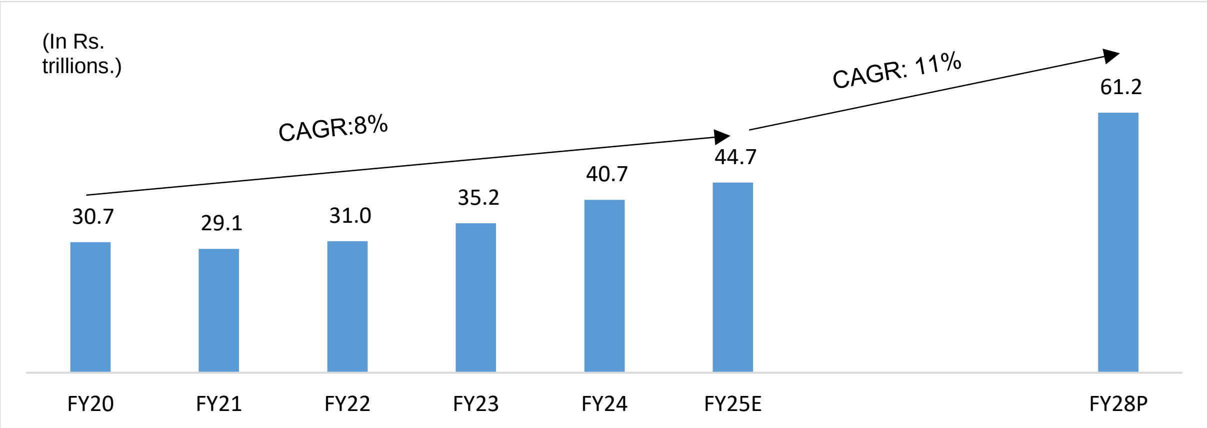
- **Non-Performing Assets (NPAs) & Credit Risks**: Rising bad loans weaken banks' lending capacity, leading to stricter credit approvals and reduced availability of business financing.

- **Economic Slowdown & Policy Uncertainty**: GDP fluctuations, regulatory changes, and global instability impact liquidity, discouraging investment and reducing access to term loans and working capital.

19.4 Corporate term loans

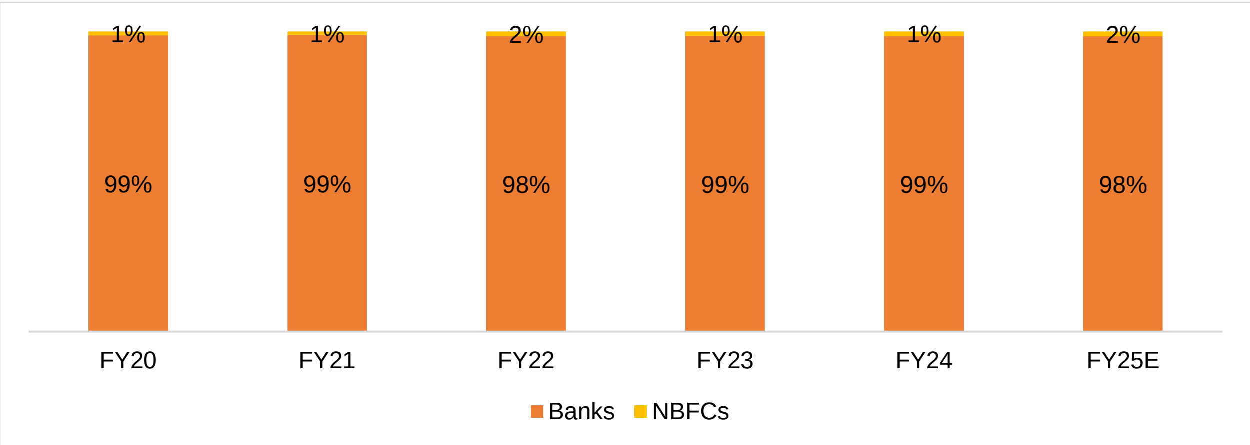
Corporate term loans represent lending services to medium-sized and large corporate firms, institutional customers by banks and other financial institutions. It encompasses both short- and long-term funding with long term loans accounting for most of the loan book. While long term loans are driven by investment cycles, short term loans are influenced by business revenue and working capital requirement. They provide comprehensive financing solutions to businesses for a variety of purposes such as working capital, expansion, and other business needs customized to fit a company's financial well-being and growth strategies. Unlike traditional term loans that are fixed-term borrowings for particular projects, corporate term loans offer more flexibility, including short-term, revolving, or customized credit options to address evolving business needs.

Crisil Intelligence expects the corporate term loans book to increase at a CAGR of ~11% till FY28, driven by an anticipated increase in consumption, which is expected to lift capex and with recent cut in interest rates, borrowing is expected to pick up, leading to an increase in loan demand with banks taking the lead in driving growth in the segment.



Note: E- Estimated, P- Projected, Source: RBI, Crisil Intelligence

For the overall corporate credit industry, bank have the lions share (~98%) of the market share. The emergence of alternate investment funds (AIFs) and private credit in this space is helping corporations and mid-market companies with their financing requirements, and they are experiencing a strong demand from companies for bespoke or tailored financing options. These institutions are strategically competitive with NBFCs, who have been cautious in lending to this segment. It is estimated that NBFCs constitute around 2% of the market share of the corporate loan book.



Source: Crisil Estimates

Volatile asset quality driven by high ticket sizes is the primary reason why these NBFCs have been gradually shedding their corporate term loans portfolios. Defaults in these loans result in elevated delinquencies, causing overall GNPAs to deteriorate. Another reason is the risky nature of certain real estate projects with high gestation periods. Consequently, product- or segment-focused NBFCs face higher borrowing costs, leading to contracted net interest margins (NIMs) and return on assets (ROAs).

Interest income for NBFCs for this segment reduced from 16.7% to 12-14% from FY24 to FY25. Opex for this segment is comparatively lower compared to other retail asset classes and credit costs have been unchanged to 1.5% in FY24 and FY25. Due to reduction in interest income, return on asset decreased from 3.2% to 1.4% from fiscal 2024 to fiscal 2025.

Ratios	FY21	FY22	FY23	FY24	FY25E
Interest Income	10.4%	9.6%	14.1%	16.7%	12.0-14.0%
Interest Expense	6.6%	6.7%	7.7%	9.7%	6.0-7.0%
Net Interest Income	3.8%	3.0%	6.3%	7.0%	6.0-7.0%
Operating Expense	2.0%	1.8%	2.9%	3.3%	2.5-3.0%
Credit Cost	1.0%	1.9%	1.1%	1.5%	~1.5-2.0%
ROA	1.1%	1.1%	2.0%	3.2%	1.5-2.0%

Note: E is estimated, All ratios calculated on total assets, Source: Company Reports, Crisil Intelligence

19.5 Growth Drivers

NBFCs compete with Banks through innovative product offerings and strong relationship with corporates

- **Customised solutions:** NBFCs offer customised loan structures that include features such as interest moratorium and bullet repayment schedules, setting them apart from conventional banks. Additionally, NBFCs build strong customer relationships with corporations, giving them a competitive advantage over banks.

- **Quick response time to customer requirements:** Corporates often require funds in a timely manner for funding business growth and/or managing liquidity crunch. NBFCs are able to meet the requirement of such clients owing to their faster turnaround time. The quicker turnaround time for NBFCs can be attributed to the use of technology and digital platforms in aspects of loan origination, underwriting and collections, and faster processing of documents. Decision-making cycles in some PSBs are elongated, owing to high ticket size and high-risk segment. This shall contribute to the growth of NBFCs in wholesale segment.

- **Revival in Capex Cycle:** Substantial opportunities arising from revival of capex cycles may have a positive impact and prove to be beneficial to both lenders and borrowers. The resurgence driven by central government and state government capital expenditure could lead to enhanced financial fluidity and growth prospects in the economy especially in the Corporate term loans market. Over the fiscal 2023 and 2025, the central government has spent 5.4% less than what was budgeted. Grants in aid (GIA) for creation of capital assets were 15.6% lower than budgeted during these three fiscals. Following the capex miss this fiscal and the growth slowdown, the central government has pushed the pedal on capex next fiscal, which is budgeted at Rs. 11.2 trillion, up 10% from Rs. 10.2 trillion in Fiscal 2025 RE.

- **Strategic Credit Diversification and Risk Management:** NBFCs, by analysing past experiences, are recognizing the critical importance of managing and diversifying their credit portfolios. This strategic shift is aimed at maintaining asset quality while ensuring sustainable returns. Diversification, in this context, involves spreading credit exposure across various sectors and borrower segments to mitigate risks associated with economic downturns or sector-specific disruptions. Moreover, improved risk management techniques, such as enhanced credit assessment processes and continuous monitoring of loan performance, are being implemented to forecast potential defaults and preserve capital. This proactive approach not only helps in stabilizing the asset quality but also positions NBFCs to capitalize on emerging opportunities in the market, thereby driving their growth in a competitive financial landscape.

20. Supply Chain Finance

20.1 Supply Chain Market

With globalization and interconnected trade, businesses have resorted to financing methods such as supply chain financing to meet their end-to-end business goals. Supply Chain Finance is inherent to help meet the credit gap between big and small. Sales Invoice Discounting, Inventory (Channel) Funding, Factoring, Invoice/Bill Discounting are different means for businesses to raise cash for efficiently managing their working capital requirements.

MSMEs face delays in vendor payments which limits their ability to scale and fund their working capital. Banks provide supply chain financing to major corporates but deter while providing supply chain financing to MSMEs as the risk is higher on account of insufficient collateral or information for credit underwriting. Assessment of credit risk becomes difficult as the size of operations of MSMEs decreases. Supply Chain Finance consists of financing MSMEs

a. against invoices and receivables as intermittent collaterals through Sales Invoice Discounting. It includes providing cash to MSME suppliers against receivables from buyers. Financial Solutions in supply chain financing include technology-based solutions to help lower financing costs for MSMEs and in the process increase efficiency for buyers and sellers in a sales transaction.

b. For purchase of Inventory (Finished Goods/Raw Material) through Inventory Funding (Channel Finance). Inventory financing facilitate MSMEs to buy adequate inventories/stocks which could act as collateral for the loan. It helps MSMEs in maintaining optimal stock levels without impacting their cash flows.

Need for Supply Chain Finance Solutions

Supply Chain Finance Solutions are cheaper as compared to traditional working capital loans or any short-term credit. Working capital loans are disbursed by banks/NBFCs post evaluating credit history, availability of collateral and default payment status of the business. Supply Chain Finance assesses the risk between two parties reducing the customer onboarding costs and credit costs.

Supply Chain Finance involves three parties including the supplier/seller, buyer and the Bank/NBFC offering to finance the transactions.

In the case of Sales Invoice Discounting, the MSME Seller generates an invoice and sells its high-value invoices to the financier to obtain short term credit for its working capital needs. On the date of payment, the bank/NBFC gets payment from the buyer and gains from the difference between the discounted price paid to the seller and the total price received by the buyer. Supply Chain Finance through Sales Invoice Discounting also aims to strengthen the buyer-seller relationship by helping sellers improve their cash flow and buyers by ensuring adequate supply of goods/services.

In the case of Inventory Funding (Channel Finance), the MSME borrower, buys raw material/Stocks from a Seller and pays the Seller upfront using Inventory Funding from the Bank/NBFC. The Inventory funding is a short term credit and on the due date the MSME Borrower pays the Bank/NBFC. The Bank/NBFC earns interest from the MSME as per agreed terms and the MSME gets cash flows from the transaction to be able to service its buyers without any disruption.

Models in Supply Chain Finance

The Supply Chain Finance industry is growing primarily through three models:

- **Through Banks:** Traditional banks provide supply chain solutions to large corporates through products such as factoring, bills discounting and inventory financing etc.

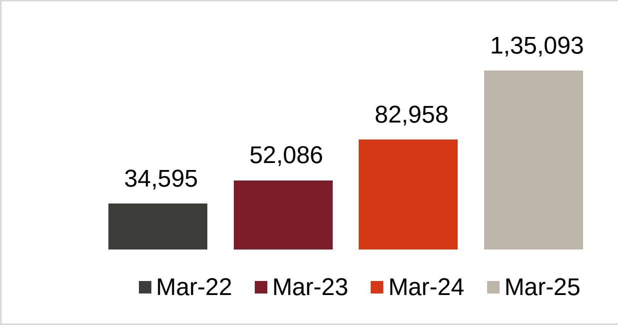
- **Through NBFCs/FinTech:** NBFCs and FinTechs cater to MSMEs through technological innovation and faster disbursal of credit through products such as Sales Invoice Discounting, Inventory Funding, Factoring etc.

- **Anchor** led**:** Large buyers arrange the required Sales Invoice Discounting for their suppliers by leveraging their strong credit profile into better financing rates and lower default risk. Large Sellers also arrange or recommend required funding lines for their buyers through Inventory Funding arrangements through bank/NBFC's.

Trade Receivables Discounting System (TReDS):

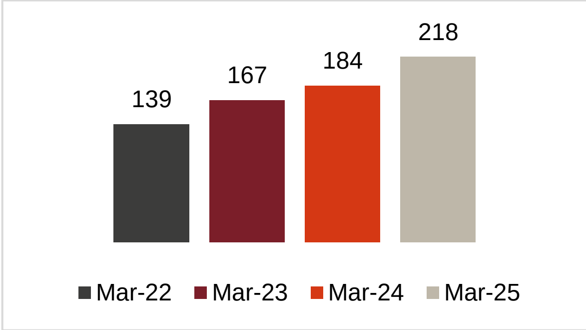
TReDS was set up by RBI to facilitate financing of trade receivables of MSMEs from corporates and other buyers through multiple financiers. TReDS is an electronic platform which facilitates the financing/discounting of trade receivables of MSMEs through multiple financiers. This platform is used by MSMEs for invoice discounting and getting early payments at competitive interest rates. The platform provides a transparent exchange system with minimal paperwork and lower operational costs.

Number of MSME sellers registered on TReDS as at the end of the month



Source: RBI, Crisil Intelligence

Number of financiers registered at the end of month



Source: RBI, Crisil Intelligence

Factoring:

Factoring is an ongoing business agreement between a financial intermediary (the factor) and a business entity (the client). Under the arrangement, the factor buys the client's outstanding accounts receivable or book debts. The association grants the authority to manage the client's credit extended to customers and oversee the sales ledger.

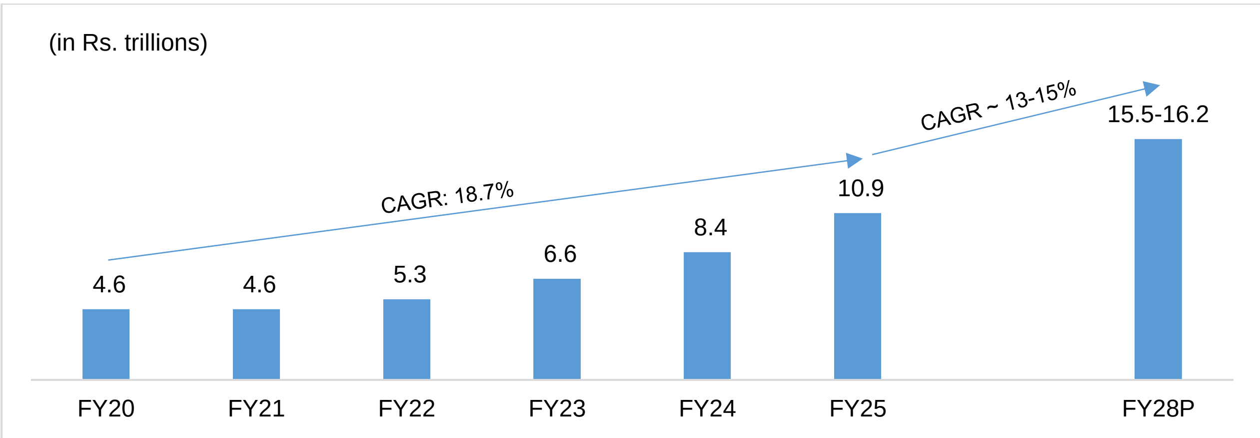
In a factoring transaction, the seller begins by providing goods or services to the buyer on credit, subsequently issuing an invoice with the delivered goods or services. The seller generates an invoice immediately upon sale, establishing payment terms agreed upon mutually by the seller and the buyer. In need of immediate funds, the seller then approaches a factory or the factor to secure immediate liquidity against all or part of the receivables from the buyer depending on the requirement. Upon assignment of the receivables, the factor discounts their value and provides the seller with the discounted amount upfront.

Following the transfer of receivables' ownership, the factor assumes responsibility for managing the receivables. Consequently, on the due date, the buyer pays the entire invoice amount directly to the factor.

20.2 Supply Chain Finance portfolio outstanding

Supply Chain Finance portfolio outstanding stood at Rs. 10.9 trillion as of March 2025. Portfolio Outstanding grew at a strong CAGR of 18.7% from Fiscal 2020 to Fiscal 2025 on account of increase in supply chain financing adoption by MSMEs, wide range of products offered by various banks, NBFCs and fintechs and integration of digital platforms and technological solutions thereby increasing accessibility and efficiency. With increasing number of sellers and buyers in the Indian MSME segment, supply chain financing is poised to grow strongly over the next few years.

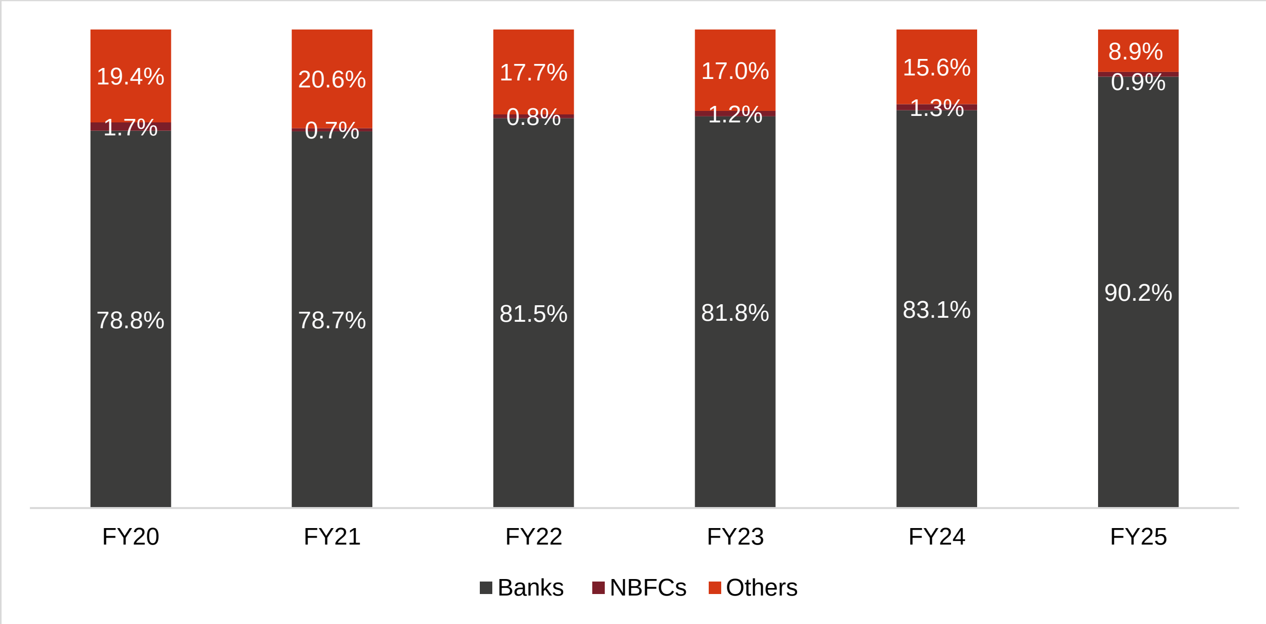
Supply Chain Finance portfolio outstanding grew at a CAGR of 18.7% from FY20 to FY25



Note: Supply Chain Finance includes products like Advances against export cash incentives, Advances against import bills, Cash Credit, Export bills advanced against, Export bills discounted, Export bills purchased, Factoring, Inland bills discounted, Inland bills purchased, Packing credit (all export pre-shipment finance),Seller Financing as reported in the commercial bureau.
Source: CRIF Highmark, Crisil Intelligence

Banks command the majority share in supply chain financing segment on account of their higher vintage in the asset class. Banks also service multinational corporations for supply chain financing, thereby increasing their share in the market. That said, NBFCs are also expected to register strong growth on account of digitization measures in the particular asset class.

Banks command a major share in supply chain financing



Note: Supply Chain Finance includes products like Advances against export cash incentives, Advances against import bills, Cash Credit, Export bills advanced against, Export bills discounted, Export bills purchased, Factoring, Inland bills discounted, Inland bills purchased, packing credit (all export pre-shipment finance),Seller Financing as reported in the commercial bureau. Others includes other financial institutions, Small Finance Banks and foreign banks.
Source: CRIF Highmark, Crisil Intelligence

20.3 Growth Factors for Supply Chain Finance:

- **Innovative Solutions in supply chain financing:** Various FinTech companies have introduced innovative solutions to enhance the efficiency in supply chain financing by introducing Software as a Service to banks and MSMEs. FinTech companies also employ machine learning and AI to evaluate the creditworthiness of suppliers and buyer to ensure speed of credit delivery.

- **Credit Gap for MSMEs:** MSMEs will need incremental supply chain financing solutions to optimize their working capital management.

- **Advanced use of AI and ML in providing innovative solutions:** NBFCs are using modern technology like AI and ML to understand the credit worthiness of the buyer and help disburse credit faster to MSMEs.

- **Government initiatives:** Government initiatives like TReDS, Account Aggregators will help digitize the process of inventory funding.

20.4 Threats and Challenges

- **High Operational Costs:** Expenses relating to technology integration for crediting and managing a supply chain finance loan can be high as compared to other loan products

- **Low adoption by supplier and buyer:** Most of the business owners are not aware of supply chain financing solutions

21. Developer Finance

21.1 Developer Finance market for NBFCs

NBFC's Developer Finance credit book to change direction owing to increasing developer's penetration in the Indian market

Over the past few fiscals, non-banking financial companies' (NBFCs) lending to the real-estate sector has undergone a considerable change in terms of size, complexity, and interconnectedness with the financial sector. Majority of home loans companies (HFCs) are downsizing their real-estate portfolios due to asset quality concerns, but few are actively expanding and have been able to do well owing to prudent credit quality and monitoring, diversified portfolio books and quality customer sourcing strategy.

Factors affecting residential housing demand post pandemic:

- Supply rationalisation post pandemic

- Pent-up demand and tax incentives
- Concessions in stamp duty
- Sustained economic growth and hybrid working model

Top residential markets witnessed strong momentum in the past few fiscals supported by sustained economic growth and continuation of hybrid working models, growth is expected to continue in FY25 primarily due to necessity for larger living spaces and an enhanced lifestyle, catalysed by the pandemic. Also, on account of the Real Estate Regulatory Authority (RERA), there has been increased demand for RERA compliant houses, which increases the social security of the home buyer that the House possession will be delivered on time.

In recent years, India has witnessed a significant surge in green finance, with investments in renewable energy and sustainable infrastructure projects on the rise. The country has set ambitious targets to reduce its carbon footprint and transition to a low-carbon economy, thus driving demand for green financing.

Rising supply of housing projects helped in housing sales revival post pandemic

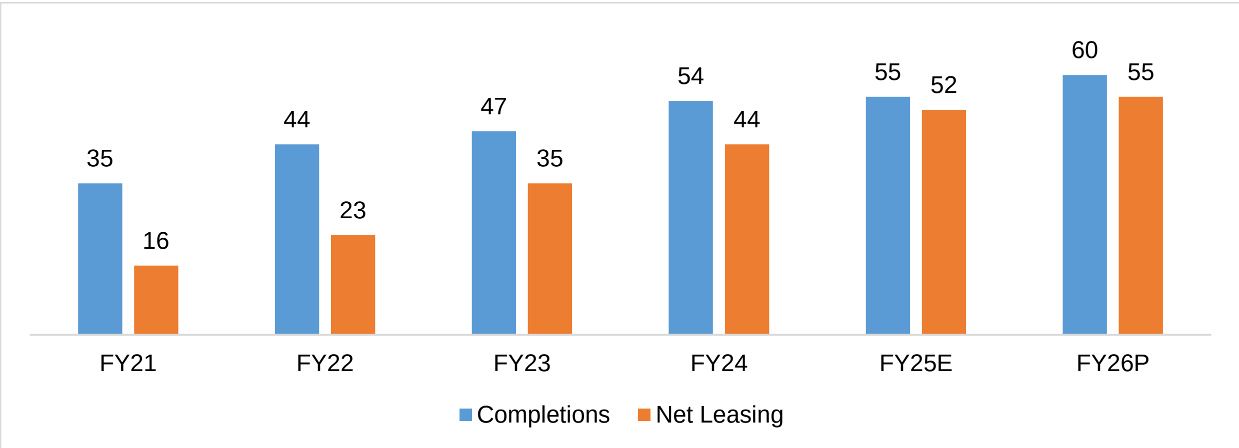
Top 7 cities	FY20	FY21	FY22	FY23	FY24	FY25E	FY26P
Annual Demand^ (msf)	206	141	234	288	354	348	365-372
Annual Supply (msf)	180	131	233	327	409	416	441-449
Inventory at Fiscal End (msf)	864	854	853	892	948	1,015	1,092
YTS*	4.2	6.1	3.6	3.1	2.7	2.9	3.0

Note: ^Demand refers to booking or absorption in the primary market (developer sales) in newly launched as well as under-construction projects; top 7 cities –MMR, NCR, Pune, Hyderabad, Chennai, Kolkata and Bengaluru Opening inventory for FY2020 is 890 msf
**YTS = years to sale, which denotes how many years it would take for the inventory to be liquidated at current pace of demand*
Source: Industry, Crisil Intelligence

Rising supply and demand of commercial real estate projects expected to grow

The commercial real estate market is expected to grow and expand supported by the healthy growth of Indian corporate and start-up ecosystem and their need for office space, strong office leasing trend and advent of the global capabilities centres (GCCs) of the multinationals.

Top 7 cities commercial real estate demand-supply (msf)

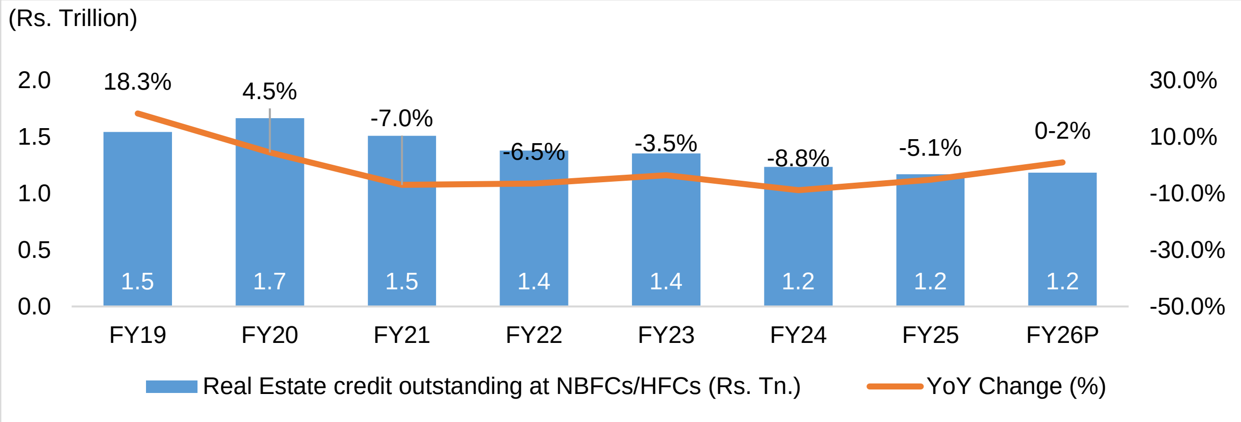


Note: Above numbers are for top 7 cities which account for more than 85% of top 10 cities in India, Top 7 cities include Bengaluru, Chennai, Delhi-NCR, Hyderabad, Kolkata, Mumbai (MMR), and Pune
Source: Crisil Intelligence estimates

NBFCs were cautious in lending to both the corporate and real-estate sectors. NBFCs have reported a decline in their lending to the segment, as they have been prioritising retail credit over wholesale lending. Volatile asset quality driven by high ticket sizes is the primary reason why these NBFCs have been gradually shedding their wholesale portfolios.

Defaults in these loans result in elevated delinquencies, causing the increase in overall gross non-performing assets (GNPAs) and asset quality deterioration. However over the last few years, there have been resolutions and the stress and NPAs have been reducing.

NBFCs' developer finance is estimated to grow by 0-2% in Fiscal 2026



Note: Data is of overall real-estate credit (residential and commercial) and is excluding of lease rental discounting (LRD)
Source: Company reports, RBI, Crisil Intelligence

NBFCs real-estate lending declined to ~Rs 1.2 trillion in Fiscal 2025 from ~Rs 1.5 trillion in Fiscal 2019, primarily due to asset quality stress aggravating from pandemic-led lockdowns as real estate industry was already in considerable stress before Covid-19. This created periods of no activity and labour shortages, leading to extended construction timelines and financing challenges. From 2018 to 2020, NBFCs were facing challenges related to tighter liquidity, riskier business models and asset liability mismatch resulting from DHFL and IL&FS crisis, post which growth and asset quality levels of the sector deteriorated.

However, government interventions, low repo rates and reduced stamp duties supported developers by providing the much-needed boost to keep construction projects afloat. These concessions led to an improvement in sales, benefitting the entire ecosystem. The pandemic and its aftermath accelerated the growth of affordable housing market, outpacing other segments. This was fuelled by an uptick in affordable real-estate demand in Tier II and III cities. With a young population demographic, major cities have been burdened to fill the supply-demand gap in housing and commercial real estate. Since the pandemic has now subsided, demand for luxury and prime housing is on the rise. Affordable housing demand, on the other hand, has moderated due to lower affordability within the targeted segment. The traditional funding practices of developers included payments collected at the time of property booking, construction-wise payments from customers or their lenders, developers' own capital and bank or NBFC borrowings. Furthermore, sudden changes in economic and global conditions have rendered projects volatile, elevating the risk of bankruptcies. To address this, the Government of India has promoted a more diversified resource mix for developers, wherein they are introduced to the capital markets to raise capital through real-estate investment trusts (REITs) as an alternative financing source.

NBFCs' developer finance book plummeted 5.1% in Fiscal 2025 with further downsizing of wholesale and real-estate lending books. In Fiscal 2026, the growth is expected to normalise to (1-2%) as most of the portfolio transition by NBFCs is likely to have been completed.

21.2 Key Growth Drivers

- **Rise in urbanization to create demand for residential real estate in urban India:** Urbanisation provides an impetus to housing demand in urban areas as migrants from rural areas require dwelling units. In 2020, about 35% of Indian population lived in urban areas of the country and this share of urban population is expected to increase to about 40% in by 2030. This trend in urbanization has pushed the demand for houses in urban areas.

- **Infrastructure development across India is driving growth in the real estate sector:** The development of infrastructure plays a key role in enhancing the demand for residential estate. Infrastructure development leads to an increase in connectivity through railways, air, and road, reducing commute time. Well planned transportation infrastructure attracts investments and business which further creates demand for commercial and residential real estate. Also, other infrastructure development such medical facilities, educational institutions, entertainment hubs, retail market, business centres, schools, retail outlets etc. promote real estate prices as these infrastructure projects are the most preferred aspect for residential real estate buyers.

- **Focus on integrated lifestyle especially by millennial buyers:** Nowadays, residential real estate buyers, especially millennials, have key preferences for their homes. These residential real estate buyers look for work-life balance and seek residences which offer modern amenities, vibrant communities, and access to leisure and entertainment options. They prefer integrated townships with gated communities which offer a variety of amenities such as fitness centres, swimming pools, and recreational spaces. Due to this, developers today are focusing on offerings to cater these lifestyle-based preferences, resulting in real estate development projects for aspirations and dreams of millennial generation.

21.3 Threats and challenges:

- **Operational risk in project approvals and construction:** Operational risks in real estate financing include project delays due to legal issues, funding shortfalls, or logistical challenges, and construction risks such as poor construction quality, labour shortages, and unreliable contractors. Effective project management, regular monitoring, and contingency planning are essential to mitigate these risks and ensure timely project completion.

- **Increasing preference towards renting rather than buying**: The millennial generation is expected to drive a significant shift in the housing market, with a growing preference for renting over buying homes. The rise of the sharing economy, co-living spaces, and online rental platforms is also contributing to this trend, making it easier and more appealing for millennials to rent rather than buy.

- **Market and regulatory risks:** In the real estate financing industry, market risks such as property price volatility and demand-supply mismatches, combined with regulatory and compliance risks like frequent policy changes and legal non-compliance, pose significant challenges. Effective risk management requires market analysis, adaptive strategies, and strict adherence to evolving regulations to ensure project stability and profitability.

22. Climate financing (Cleantech Finance)

22.1 Cleantech Finance in India

The climate financing industry in India has gained significant momentum over the years and the Indian government is actively supporting and investing in renewable energy which has led to significant growth in the renewable energy sector. As of Fiscal 2025, the two leading power financing companies in India boasted gross loan assets of Rs.1,390 billion towards renewable energy sector, underscoring not just their current standing but also signalling the vast potential for expansion in other climate financing aspects. Tata Capital is one of India’s largest private NBFC operating in cleantech finance segment as of March 31, 2025. This robust foundation and continued governmental backing position the sector for further sustainable development and environmental impact.

India, as one of the world's largest economies and a country highly vulnerable to climate change, has been actively engaged in climate financing to address these issues. India has shown a strong commitment to renewable energy in recent years. The government has implemented various policies and initiatives to support the growth of renewable energy sources like solar and wind, which aim to increase renewable energy capacity. India has also set ambitious targets for renewable energy generation, with a focus on reducing carbon emissions. Furthermore, the government has introduced financial incentives and subsidies to encourage investment in renewable energy projects. Overall, government is actively supporting and investing in renewable energy which has led to significant growth in the renewable energy sector. India's climate mission is advancing through significant developments in emerging cleantech industries such as electric vehicles (EVs), energy efficiency, biofuels, bioenergy, waste management, and green hydrogen. These sectors are pivotal in India's transition to a sustainable, low-carbon economy, aligning with its Net Zero 2070 target and commitments under the Paris Agreement.

Here's an overview of the trend in climate sectors financing industry in India:

- Renewable energy investment: India has become a global leader in renewable energy investments, particularly in solar and wind power. By 2030, India aims to reach 280 GW of solar power which will form a significant portion of country’s overall target of 500 GW of renewable energy. India’s installed renewable energy capacity has increased and stands at more than 220.1 Giga Watts as of 31st March 2025, up from 198.75 GW in the previous fiscal. The installed solar energy capacity has increased and stands at 105.65 GW as of 31st March 2025. The total cumulative installed wind capacity stands at 50.04 GW as of 31st March 2025, reinforcing wind energy’s role in India’s renewable energy mix.

- Electric Vehicles (EVs): The government aims for EVs to constitute 30% of passenger car sales by 2030. Initiatives like the PM E-DRIVE scheme allocate Rs.109 billion to promote EV adoption, including subsidies for e-two wheelers, e-three wheelers, e-ambulances, and e-trucks.

- Biofuels & Bioenergy: The National Bio-Energy Mission promotes ethanol blending, compressed biogas (CBG), and biomass energy, reducing reliance on crude oil. The government has set a target to achieve 20% ethanol blending in petrol by Ethanol Supply Year (ESY) 2025-26, advancing the use of biofuels. Blending of Ethanol increased to 17.98% in ESY 2024-25 up to 28th February 2025 from 12.06% in ESY 2022-23.

- Emission Reduction (Energy Efficiency) Projects: India has been actively involved in emission reduction projects, including afforestation, reforestation, and energy-efficient technologies.

- Market Based Mechanisms: Initiatives under the Clean Development Mechanism (CDM) and programs like the Perform, Achieve, and Trade (PAT) scheme, Carbon credit trading schemes have been crucial in reducing carbon emissions.

- Green Hydrogen: The National Green Hydrogen Mission aims to develop a green hydrogen production capacity of at least 5 million metric tonnes per annum by 2030, with an associated renewable energy capacity addition of 125 GW. Green hydrogen is expected to revolutionize industrial decarbonization, particularly in sectors like steel, cement, and chemicals.

- Green Bonds: Indian corporations and financial institutions have increasingly issued green bonds to fund climate projects. These bonds are designed to raise capital specifically for environmentally friendly projects. The Securities and Exchange Board of India (SEBI) has issued guidelines for green bonds to promote transparency and accountability.

- Waste management: Innovations in waste-to-energy conversion, plastic recycling, and sustainable waste disposal are mitigating environmental pollution. Government schemes like the Swachh Bharat Mission and Extended Producer Responsibility (EPR) drive better waste management practices.

- International Climate Finance: India has also been a recipient of international climate finance, including funds from the Green Climate Fund (GCF) and bilateral agreements with countries like Germany, Japan, and the United Kingdom. These funds are used to support various climate projects and enhance climate resilience in the country.

22.2 Challenges in the Climate Financing Industry in India:

- Risk Perception & Lack of Financial Instruments: Financial institutions perceive clean energy projects as high-risk due to technological uncertainties and creditworthiness issues, leading to limited loan availability and fewer specialized climate financing instruments.

- Limited Access to Capital & High Financing Costs: Cleantech projects face high upfront costs, long payback periods, and limited access to affordable financing, deterring private investments and slowing large-scale renewable energy adoption.

- Underdeveloped Carbon Market & Green Bonds: India's carbon credit market and green bond ecosystem remain underdeveloped, limiting alternative funding sources and restricting institutional investors from engaging in large-scale climate financing initiatives.

- Weak financial health of public utilities: Many state-owned power distribution companies (DISCOMs) struggle with high debts, payment delays, and operational inefficiencies, affecting their ability to purchase power from clean energy producers, discouraging private investments.

In its recent report "Towards a Greener Cleaner India" for the financial year 2022-23, the Reserve Bank of India (RBI) emphasizes that despite facing climate financing challenges, India remains committed to sustainable development. The RBI emphasizes the pivotal role of the financial sector, encompassing banks, NBFCs, insurance, and asset management, in facilitating a reasonable transition towards a sustainable economy. The RBI aligns itself with global trends by promoting Environmental, Social, and Governance (ESG) considerations, catering to the growing investor demand for ESG disclosure. Furthermore, the RBI suggests creating a low-cost funding window for banks to reduce borrowing costs for renewable energy companies and advocates reduced reserve requirements for green projects.

Examples of Private Sector Climate Finance Tools

Commercial bank lending with climate considerations	Conventional commercial bank lending with climate considerations is growing, driven by both commercial banks' voluntary climate strategy and financial regulations.
Green bonds and green loans	Green bonds and loans are used to exclusively finance projects that have positive climate and environmental impacts.
Sustainability-linked bonds and sustainability-linked loans	Sustainability-linked bonds and loans are used by corporates and sovereigns to raise capital often at lower costs, by committing to achieve predefined key performance indicators (KPIs) on sustainability.
Sustainability bonds and social bonds	Sustainability and social bonds are financing tools where the proceeds are used to finance projects that achieve positive climate and social impacts.
Green asset-backed securities (ABSs)	Green securitization can transform illiquid climate-friendly assets into tradable financial securities.

Other financial instruments	Other financial instruments are used in private climate finance, including through certain environmental, social, and governance funds (with climate considerations), as well as private equity and venture capital investments in climate-related firms. Shareholder engagement is also used to encourage companies' green investment decisions.

Sources: World Bank, IMF, Crisil Intelligence

22.3 Financing India's Clean Energy transition

India's ambitious clean energy transition is crucial for achieving net-zero emissions by 2070 while ensuring energy security, economic growth, and environmental sustainability. The shift requires massive financial investments, robust policies, and innovative financing mechanisms to scale renewable energy, green hydrogen, and energy efficiency projects. The World Bank has committed $1.5 billion to support India's low-carbon transition, focusing on renewables and private sector participation. The Ministry of Power highlights the need for affordable capital to accelerate the transition. Mobilizing global and domestic funding is essential for success.

Some key policies and regulations related to climate finance in India:

- Renewable Energy Target: India aims to install 450 GW of renewable energy capacity by 2030, with a major focus on solar (280 GW) and wind (140 GW), driving the clean energy transition.
- Green Bonds: The Securities and Exchange Board of India (SEBI) has introduced guidelines for green bonds to promote transparency and accountability in green financing. These bonds are used to raise capital for environmentally friendly projects.
- PLI for Domestic Manufacturing of Solar Modules, Battery Storage and Green Hydrogen: The Production-Linked Incentive (PLI) scheme supports solar PV modules, battery storage, and green hydrogen, strengthening domestic manufacturing and reducing import dependency.
- National Bioenergy Policy: Focuses on waste-to-energy, biomass power, and ethanol blending, promoting sustainable biofuel adoption to reduce fossil fuel reliance and enhance energy security.
- Carbon Credit Trading Scheme, 2023: Establishes a domestic carbon market where industries trade carbon credits, encouraging cost-effective emission reductions and corporate sustainability initiatives.
- India's Net Zero Target and Emission Reduction Targets: India aims for Net Zero by 2070, with 50% renewable energy by 2030 and a 45% reduction in carbon intensity from 2005 levels by 2030.

23. Alternative Asset Management (AIFs) Landscape in India

23.1 AIF Industry Evolution

Period	Particulars
1980 - 1990s	Indian entrepreneurs and startups sought funding to fuel their ideas, and PE and VC firms recognized the potential of the Indian market.
Early 2000s	Rise of Hedge Funds, Real Estate and Infrastructure Investments, growing interest in commodities
2012 – 2013	SEBI introduces AIF regulations; Risk Management Framework introduced for CAT III AIFs
2014 – 2015	Guidelines on overseas investments by AIFs; Launch of REITS and InvITs
2017 – 2018	Operational guidelines for IFSCs; Introduction of Online Registration System
2020	Enhanced and standardized disclosure norms; performance benchmarking for AIFs; Investment committee norms
2021	Code of conduct; New class of investors; Mandatory Filing of PPM; Enhanced Disclosures
2022 2023	Introduction of special situation funds; Compliance Officer mandatory; Introduction of direct plan for AIFs; Standard approach to valuation

Source: Crisil Intelligence

Different categories of AIFs

Category I	Category II	Category III
Venture capital funds (Including Angel Funds) – New age startups with high-growth prospects that require large financing during their initial days can approach a VC fund. An angel investor invests in budding startups and bring in early business management experience.	Private Equity Funds (including Secondaries Funds) – A PE fund typically invests in unlisted private companies by availing equity interest.	Funds that engage in many complex trading techniques, e.g., listed, or unlisted derivatives
SME Funds – Funds that invest in small and medium businesses.	Real Estate Funds – Funds that invest in securities that are offered by public real estate companies.	Hedge Funds – A pooled investment vehicle from UHNIs/HNIs or institutional investors that invest and trade in many different markets, strategies and instruments (equity, debt and derivatives).
Social Venture Funds – Funds that invest in socially responsible businesses; they are in similar to philanthropic investments but have a scope for earning returns for investors.		
Infrastructure Funds – Funds that invest in infrastructure companies including those involved in road construction, railway construction etc.		

Note: Above list is illustrative in nature, Source: SEBI, Crisil Intelligence

Alternatives deployment in India as a proportion of GDP, and as a proportion of managed investment products shows huge headroom for growth

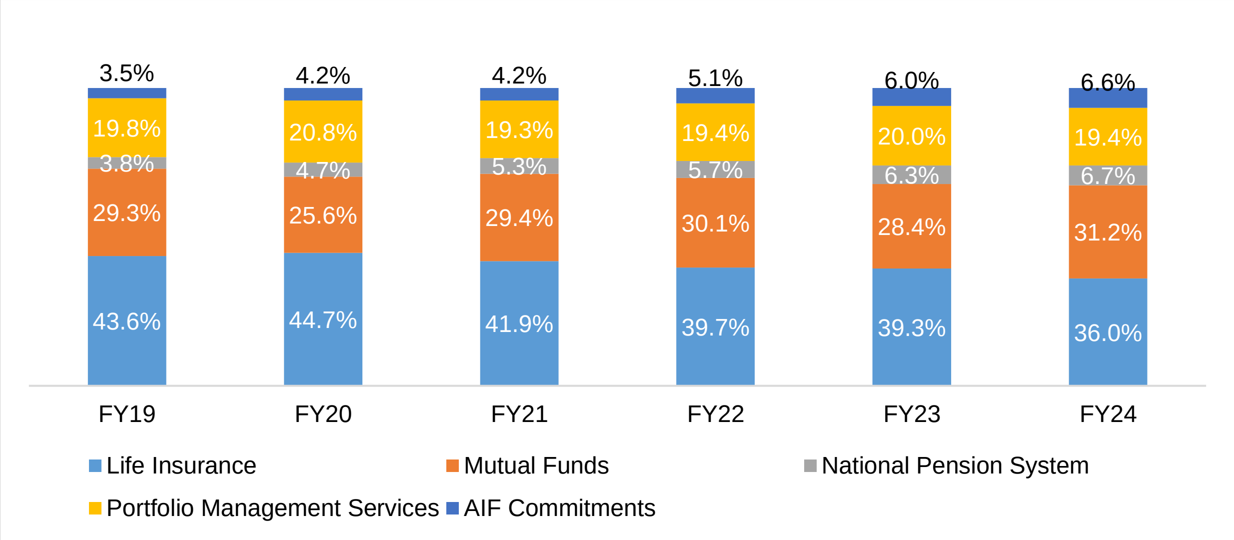
Products included as a part of Managed Investments

AIF Commitments	Mutual Funds	National Pension System (NPS)	Portfolio Management Services	Life Insurance

The share of alternative products, as represented by commitment raised by AIFs, grew to 6.6% in March 2024 from 3.5% of total AUM of managed investment products[1] in March 2019. The share of managed investment products was ~96.8% of India's GDP as of March 2024. Despite such a strong growth in AIF, India's AIF market is still underdeveloped as against the rest of world. In 2019, for example, the AIF industry size in the US was $10.3 trillion. As of March 2025, the ratio of Indian AIF industry's commitment to real GDP stood at ~7.2%, which is significantly underpenetrated when compared to the ratio of the AIF net asset value (NAV) to GDP in the European Union (EU), which stands at ~42% (as of calendar year 2022) indicating substantial scope for further penetration for AIFs in India.

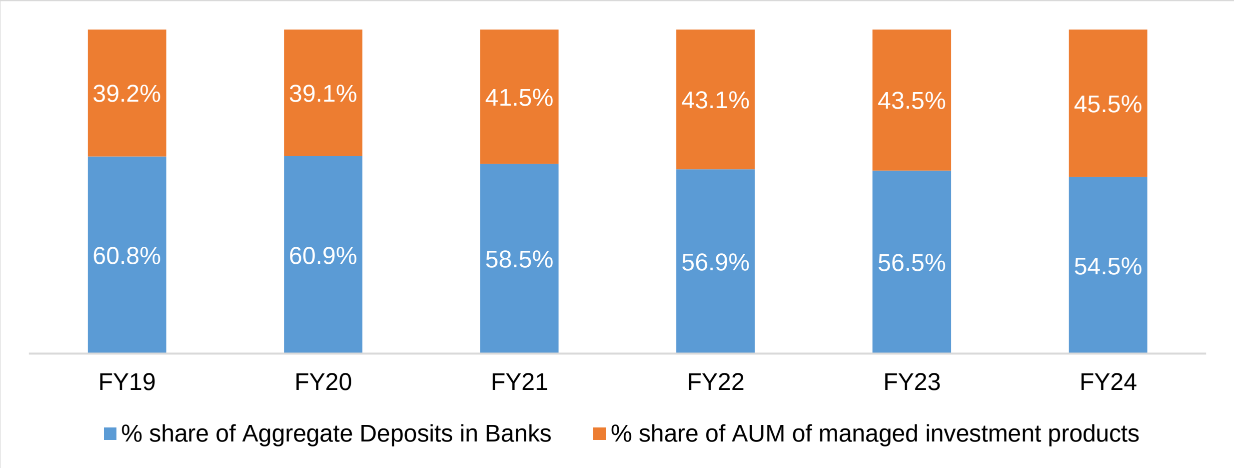
1 Includes AUM of life insurance, mutual funds, National Pension System, portfolio management services and commitments raised by AIFs.

Percentage share of AIF Commitments has witnessed a steady increase over the years as compared to other Managed Investment Products (% Share of Managed Investment Products)



Source: SEBI, AMFI, IRDAI, NPS Trust, Crisil Intelligence

Percentage share of Managed Investment Products gaining higher share as compared to share of Bank Deposits



Source: SEBI, RBI, AMFI, IRDAI, NPS Trust, Crisil Intelligence

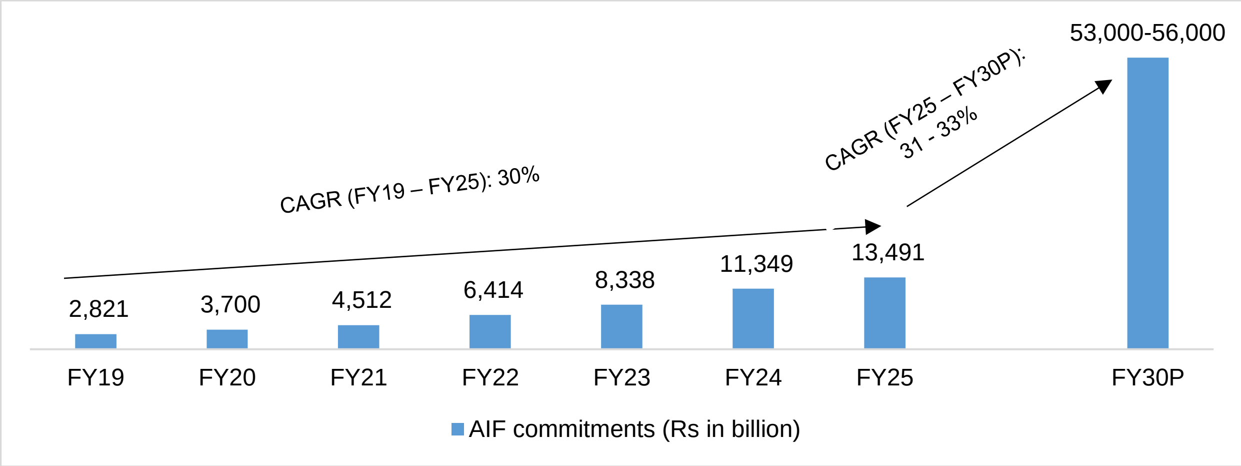
23.2 AIF Industry has displayed a strong growth trajectory between Fiscal 2019 and Fiscal 2025

Over the past few years, AIF has become one of the key segments in private markets in India. Total commitments have been growing at a steady pace seeing a ~30% CAGR between March 2019 and March 2025, with a total commitment of Rs 13,491 billion as on March 31, 2025. The segment is expected to remain one of the fastest growing managed products categories over the next few years as more and more high net worth individuals (HNIs), ultra-HNIs and institutional investors seek out differentiated products that give them an option to generate better returns on their investments.

Alternative investments are expanding the market by capturing share from other asset classes, not mutual funds. Their relatively higher yields than other asset classes add to increased profitability, driving growth in the investment landscape. As of March 31st, 2025, the AUM for alternative investments in India stood at Rs 13,491 billion and is expected to grow at ~31-33% between March 2025 and March 2030 and reach ~Rs 53-56 trillion by March 2030.

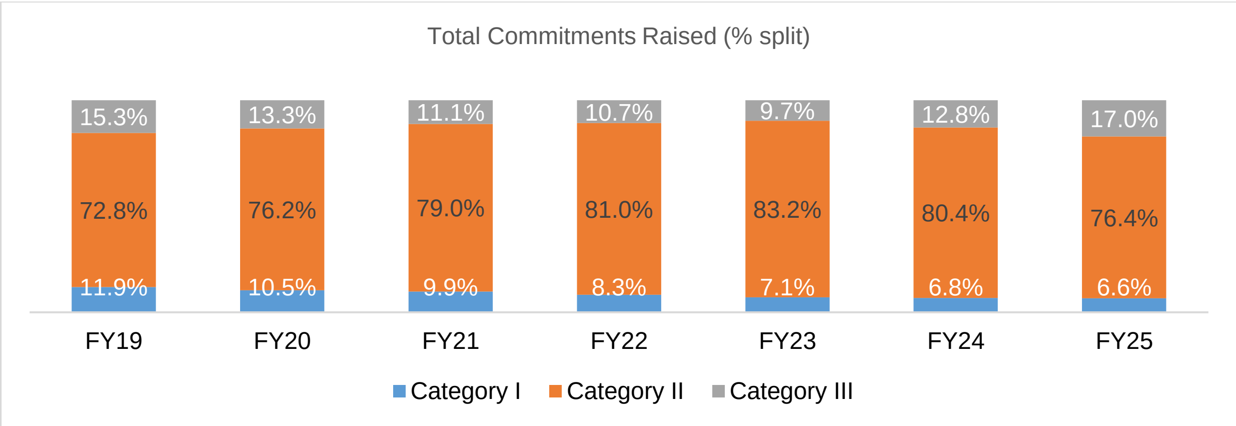
Category II AIFs have been at the forefront in the AIF space, contributing to 76.4% of the commitments raised as of fiscal 2025. This denotes their prominence and influence within the AIF market. Investments made refer to the amount invested by the AIFs. Investments made as a percentage of funds raised rose from 82% as of March 2017 to 96% as of March 2025. The increase was steady over the past five years, which would generally mean that after the fundraising process is completed, the investment managers and AIFs have been deploying the capital and making investments for the investors.

AIF commitments to grow at ~31-33% in the long-term



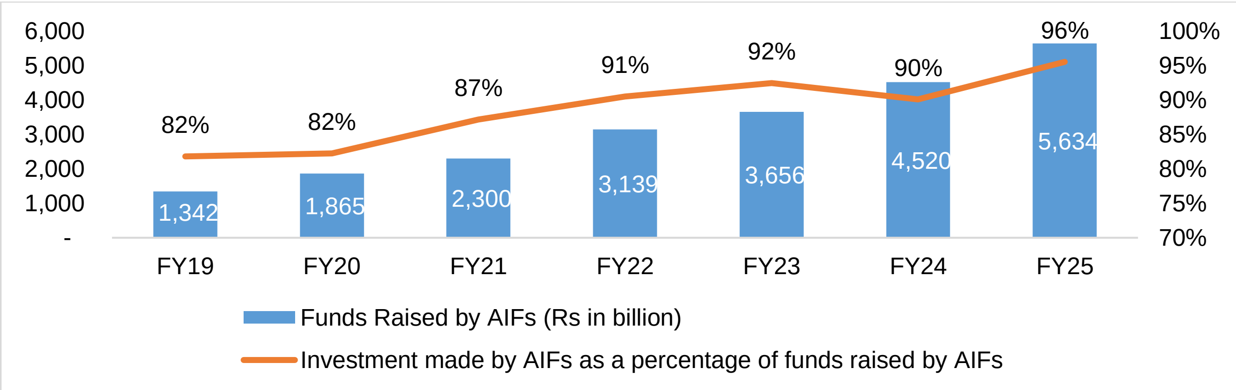
Source: SEBI, Crisil Intelligence

Category II AIFs constitute the majority share of AIF commitments over the years



Source: SEBI, Crisil Intelligence

Investment made by AIFs as a percentage of funds raised by AIFs seeing steady growth from Fiscal 2019 to Fiscal 2025

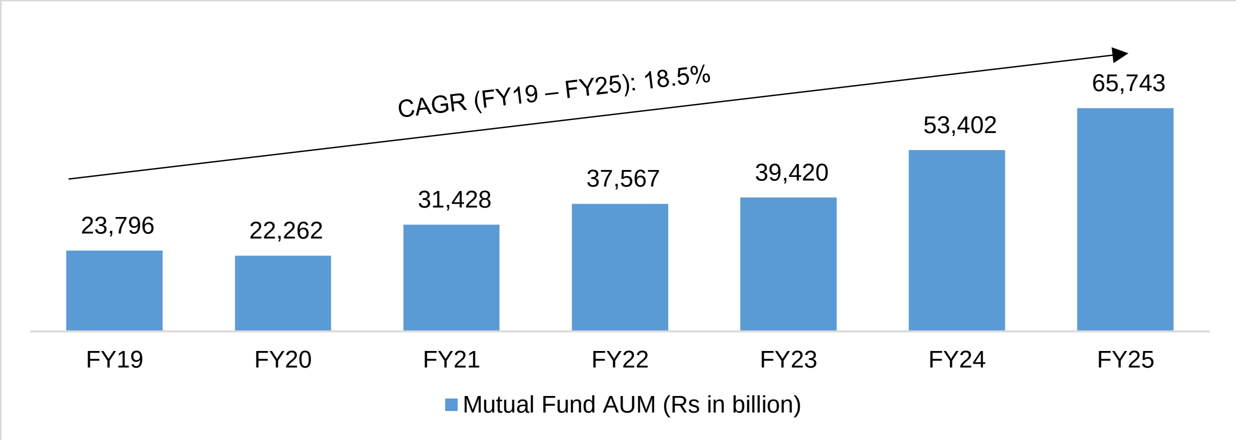


Source: SEBI, Crisil Intelligence

Growth in AIF AUM is significantly higher in comparison to traditional asset classes such as Mutual Fund and Deposits

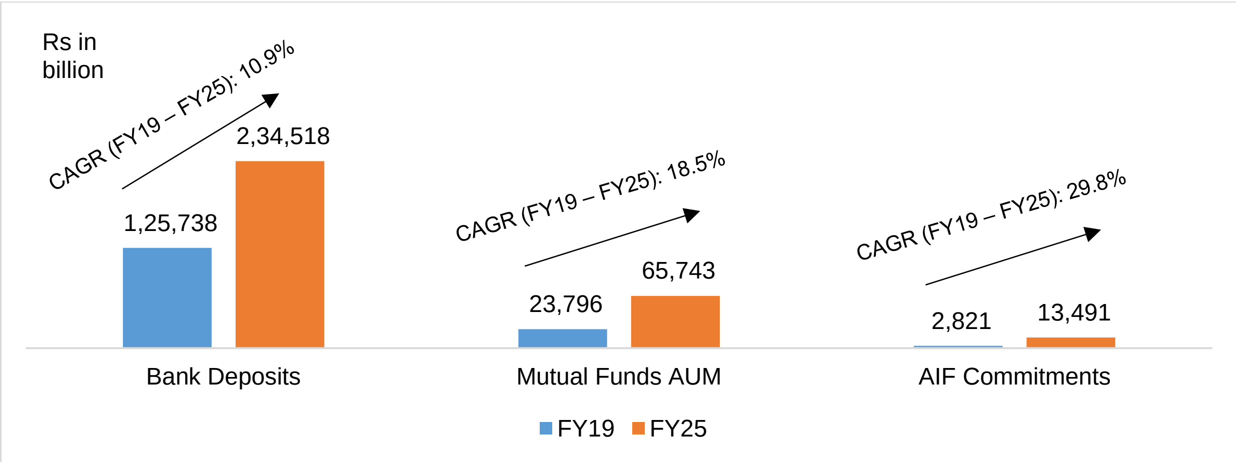
AIFs have shown strong growth in comparison to traditional asset classes such as Mutual Fund and Deposits. While AIFs logged a ~30% CAGR between fiscal 2019 and fiscal 2025, mutual funds saw a substantially slower 18.5% CAGR in the same period. Similarly, aggregate deposits in banks in India logged a 10.9% CAGR between fiscal 2019 and fiscal 2025, which was muted in comparison to the growth in AIFs. The scale of AIFs versus mutual fund AUMs and aggregate deposits in banks is still miniscule, indicating headroom to maintain the strong growth.

Mutual Fund AUM in India witnessed an 18.5% CAGR between Fiscal 2019 and Fiscal 2025



Source: AMFI, Crisil Intelligence

Comparison of AIF Commitments, Mutual Fund AUM and Bank Deposits indicate strong growth potential for AIFs



Source: SEBI, RBI, AMFI, Crisil Intelligence

23.3 Growth drivers for AIFs in India

AIFs have become widely popular in India because they offer investors a wide range of alternative assets, including private equity, real estate and infrastructure. They provide diversification beyond traditional asset classes such as listed equities, bonds, currencies, or gold and also offer potential for higher returns. Further, the experience of established managers, growing pool of UHNI and HNI and the increase in domestic capital flow and regulatory support are expected to aid the growth of this industry.

Indians have traditionally invested in fixed income instruments, especially bank fixed deposits. However, with investors becoming more aware, there has been a slow but steady change in investor attitude with their focus shifting towards capital market products. They are finding these products more attractive. AIFs are becoming more attractive for HNIs, ultra- HNI's and institutional investors because the SEBI has been proactively trying to bring in more transparency in the industry.

- **Diversification Benefits**

  AIFs offer diversification benefit beyond traditional asset classes and may generate higher returns due to their exposure to a wider range of assets and specialized investment strategies. **Emergence of experienced managers**

  Experienced and established managers offer a proven ability to navigate different market conditions. Their operational expertise and acumen along with a consistent track record across multiple funds and business cycles enhances their reputation and helps scale investments across asset classes.

- **Growing pool of eligible investors including UHNIs, HNIs and institutions**

  Over the past couple of years, the number of ultra-high net worth individuals/high net worth individuals (UHNI/HNI) and domestic capital flow from institutions in India have increased significantly. The increase in UHNI/HNIs and rise in awareness along with the availability of AIFs have led to a surge in demand. This has also resulted in increased requirement for professional advice.

- **Domestic capital flow increasing**

  SEBI's proactiveness in bringing in many regulatory changes are expected to help reverse the investment mix in favour of domestic investors in the coming years. In recent years domestic institutional investors, such as retirement funds and insurance companies, have been allowed to invest in AIFs. This will be a major growth driver for the industry.

- **Financial Deepening**

  Along with the advantage of demographics in the country, there is a flourishing financial ecosystem as well. Increasing credit penetration encourages growth in startups and MSMEs thereby creating opportunities for alternative investment funds to facilitate investment and infuse capital into these sectors thereby leading to overall economic expansion.

- **RBI allowance of foreign investment**

  Category III AIF with foreign investment are permitted to make portfolio investments in only those securities or instruments in which an FPI can invest under the Foreign Exchange Management Act rules or regulations made thereunder. In May 2021, SEBI, in consultation with RBI, doubled the overseas investment limit for AIFs from USD750 million to USD1500 million.

- **Increasing investment opportunities in cities beyond Tier 1**

  Tier 1 cities are usually the hub for majority of the VC and PE investments in India as they have well developed infrastructure, stable and growing economy, better technology, and many other advantages. While AIFs have preferred Tier 1 cities for making investments, lately, they have started shifting their focus to cities beyond Tier 1 as the activity has increased considerably mainly due to rise in entrepreneurship and talent in these cities and towns.

24. Wealth Management

24.1 Industry overview

Depending on goals and constraints of clients, the wealth management industry provides professional investment advice, financial planning and management services that best suits their requirement. It also provides value-added services, such as investing in art and antiques, and helps clients in philanthropic activities. The wealth management industry has seen robust growth over a low base, because of fresh investments from household savings going into organized financial assets, and increasing need for customization, with clients typically asking advice for asset management, financial planning, tax planning, estate planning, and succession planning.

24.2 Type of wealth management services

Advisory: In this type of service, investment decisions can be at the wealth management company's discretion or solely taken by the client. This is typically for HNIs and UHNIs. As the smaller investors are not accustomed to paying a fee for wealth management advice, the fee-based advisory model has not yet matured in India. Many wealth managers refrain from offering fee-based advisory services, instead focusing on commission from transactions.

Distribution: This type of service is primarily transaction-oriented, where the client assigns the wealth manager to execute specific transactions related to his/her wealth management. However, investment planning, decision and further management remain vested with the client. This service is offered for products, such as mutual funds, ETFs, portfolio management services, alternative investment funds, tax-free bonds, and fixed deposits. These services are also offered by brokerage firms, apart from the wealth management firms.

Custody, servicing, and safekeeping of assets: A wealth manager is only entrusted with management, administration, and oversight of the process of investment. All investment planning, investment decisions, and execution are done by the client.

Family office: Family office services provide large businesses and families with customized solutions to manage their wealth better, and aid in succession planning. It offers services, such as tax planning and wealth management, philanthropy, will execution, and estate planning. Family offices charge fees based on percentage of assets managed above the fixed amount of fees. Approximately 25-30 bps is the typical yield charged. Family offices is ideal if the portfolio is over Rs. 1 billion.

24.3 Customer profile in wealth management industry

UHNIs: These are entrepreneurs, corporate executives, or wealthy families who have an investable assets base of over Rs. 250 million, excluding their primary residence, collectibles, consumables, and consumer durables. They usually require structured customized solutions from the wealth manager.

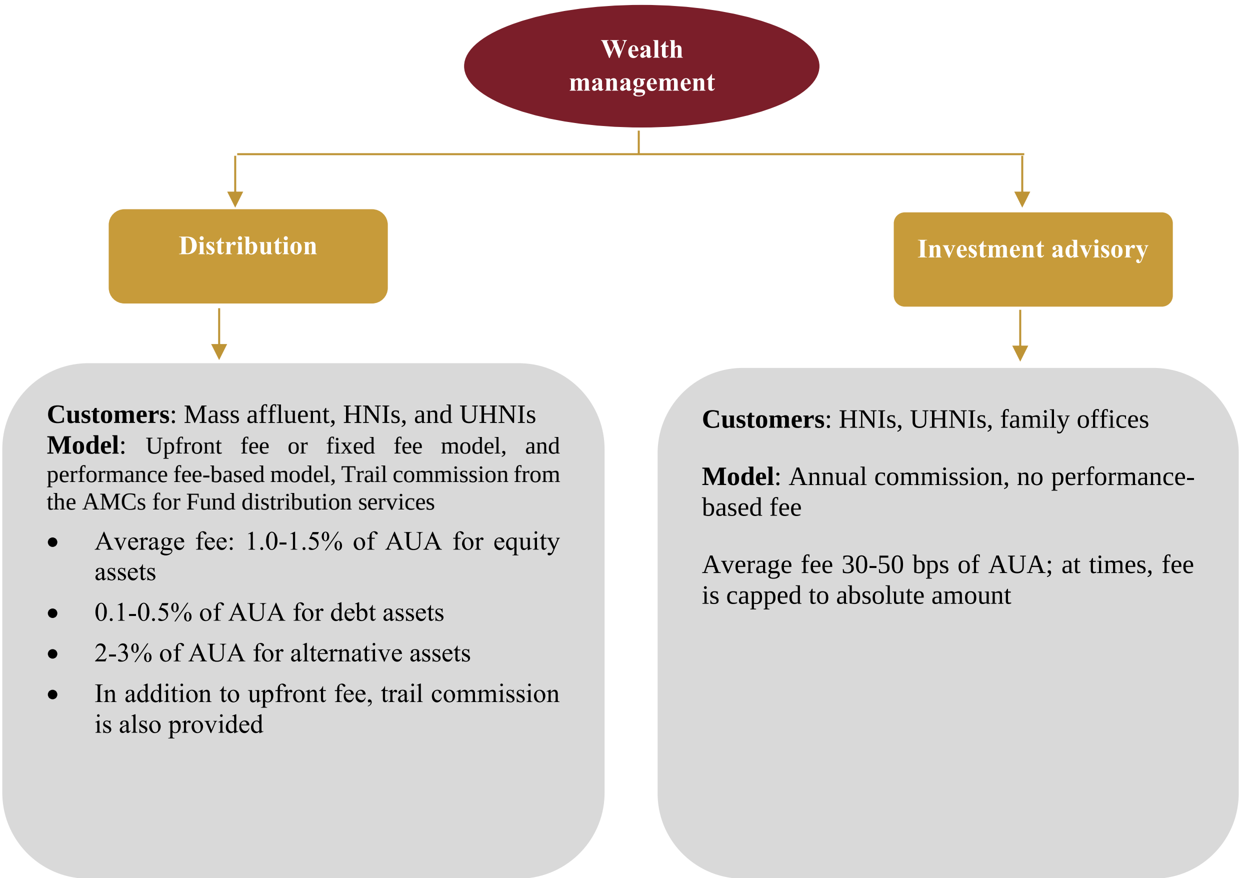
HNIs: They have an investable asset base of over Rs. 50 million, excluding their primary residence, collectibles, consumables, and consumer durables. With rising income levels, increasingly professionals and salaried individuals are able to generate surplus income, which they prefer to channel into productive investments. Thus, newer categories of customers, affluent and mass affluent, have emerged in the last few years

- **Affluent customers:** Wealth management players and brokers provide distribution and custodial services to this segment. Affluent customers are those who have investable asset base of Rs. 5.0 million to Rs. 50 million

- **Mass affluent/ retail investors:** These are customers with less than Rs. 5.0 million of investable asset base

Wealth management firms have different strategies, based on the profile of the customer. There are different teams catering to UHNIs and HNIs, and those catering to affluent and mass affluent customers. For instance, one relationship manager ("**RM**") typically services 400-700 customers in the affluent/mass affluent category; the corresponding number ranges between 50-70 clients per RM in the case of HNIs and 10-20 clients per RM for UHNIs.

Revenue model in wealth management services



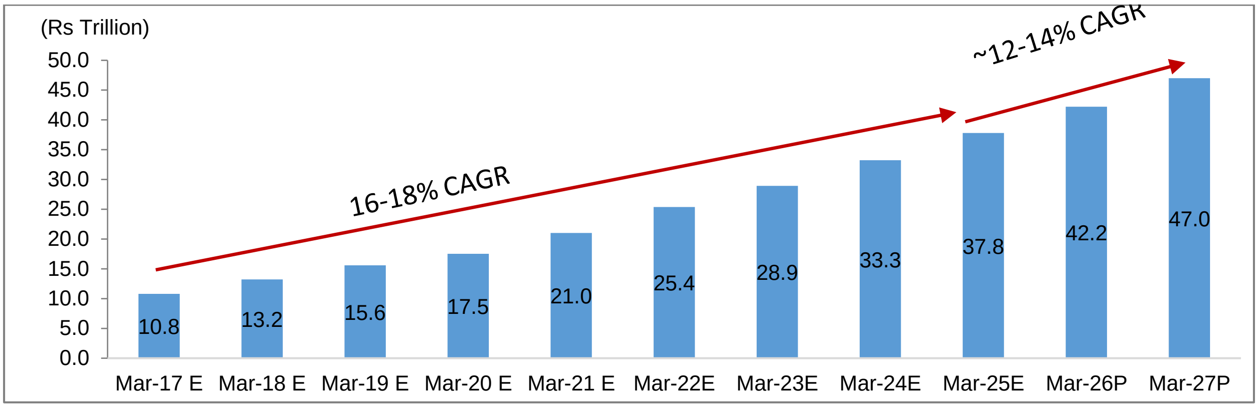
Source: Crisil Intelligence

24.4 Industry outlook for Wealth Management in India

The wealth management industry in India is still at a very nascent stage. It has huge potential to become a high-growth market supported by a young affluent investor base, improving wealth levels, strengthening regulatory environment, and an increasing share of organized players, including banks, independent wealth advisors, and brokers, who act as financial advisors. The thrust on customization, technology dependence, rising awareness, and thrust on financial assets as against physical assets is expected to create large opportunities for the wealth management industry in India. In terms of offerings, family office solutions and estate planning have been seeing increasing demand in recent years.

Crisil estimates India's wealth management industry, including banks and broking companies offering such services, assets to be at around Rs. 37.8 trillion as of fiscal 2025. Crisil projects the market to grow at a CAGR of 12-14% over March 2025 to March 2027 and to be around Rs. 47 trillion by Fiscal 2027. This is expected to be supported by significant under penetration compared to other developed economies, increasing population of affluent clients, increase shift from physical assets to financial assets and increasing complexity of assets amid rising competition

Wealth management industry AUM to grow at 12-14% CAGR over Fiscals 2025 to 2027



E: Estimated; P: Projected, Source: Crisil Intelligence

24.5 Key growth drivers for Indian Wealth Management

- **Low penetration of organized wealth management:** The assets under administration ("**AUA**") of wealth management market in India, at approximately Rs. 37.8 trillion as of fiscal 2025, is only approximately 11.4% of India's GDP. In established markets, advised wealth, as a percentage of GDP, is at 60-75%. However, there has been a rising demand for wealth managers in the tier 1 cities in India, owing to rising awareness among affluent and mass affluent customers, and increasing number of potential clients on account of growing income levels. The increase in penetration of wealth management companies into tier 2 and 3 cities is expected to help drive growth, given more than 40% of the UHNIs live in non-metros, and their wealth is majorly managed by independent financial advisors ("**IFAs**") and chartered accountants.

- **Increasing population of affluent clients with rising income levels:** With an expanding economy, middle class incomes and investable assets of UHNIs in India have increased sharply over the past few years. This, along with increasing financial literacy and growing customer awareness, has led to an increase in demand for wealth products. India has one of the world's fastest growing UHNI population, both in terms of the number of individuals and wealth levels. The rise in the UHNI population has been partly driven by e-commerce start-ups and rising income levels.

- **Increase in wealth allocated towards financial products**: Individuals and investors are increasingly moving away from traditional physical investments, such as real estate and gold, and making higher allocations into financial assets, such as equity, bonds, and alternative investments, thereby creating higher potential for wealth products. This, along with the ease in accessibility of different investment products on one platform, is expected to help propel growth.

- **Increasing complexity of products requiring advice:** There is increasing complexity of the financial products in the market, thereby requiring advice from professionals for better understanding of the products before investing. This is expected to help drive growth of the investment advisory business.

The net average fees earned by the advisory services is in the range of 30-50 bps of AUA, with the fees being on the higher side for mass affluent and HNI customers compared with UHNIs. Sometimes, these advisory fees are capped up to a fixed amount for HNIs and UHNIs customers. For distribution, the average fee is approximately 1-1.5% of the AUA for equity products with similar or marginally lower trail yields and 0.1-0.5% of AUA for debt products. For alternative assets, the average upfront distribution fee is 2-3% of AUA with no trail commission. Firms have been trying to optimize their cost to income ratios through appropriate investments in talent acquisition, technology, and tools.

24.6 Threats and challenges

Market Volatility & Economic Uncertainty: Fluctuating markets, inflation risks, and global economic slowdowns challenge portfolio stability, affecting investor confidence and long-term wealth management strategies.

Technology Disruption & Cybersecurity Risks: Rapid fintech evolution, robo-advisors, and cybersecurity threats challenge traditional wealth management firms, requiring continuous innovation and digital transformation investments.

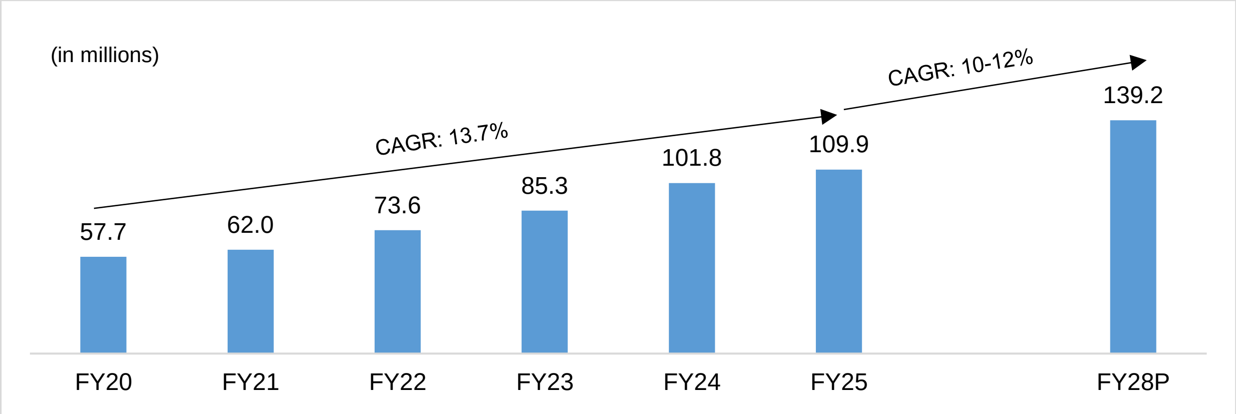
Changing Client Expectations & Competition: Rising demand for personalized, transparent services and competition from fintech startups pressures wealth managers to offer better advisory models and lower fees.

25. Credit Cards

25.1 The Credit Card market has seen steady growth over the years

Credit cards have been gaining popularity in India. As per RBI data, the number of credit cards stands outstanding at 109.9 million as of March 2025. It grew at 13.7% CAGR from Fiscal 2020 to Fiscal 2025. Increasing acceptance of digital payments by Indian consumers and rise of e-commerce during this period gave a huge impetus to growth with credit-card players providing promotional-offers and EMI financing options. On the supply side, banks' focus on cross-selling to their existing customers in the form of pre-approved offers has driven growth. Co-branded cards by way of partnerships with various businesses have also pushed penetration of the product and is expected to increase going forward. Moreover, with the regulatory update from RBI on allowing NBFCs (with a minimum net owned fund of Rs.1 billion and subject to RBI approval) to operate and issue credit cards, the market could see more competition and higher volumes in credit cards outstanding. The increased use cases of cards for travel, shopping, lifestyle purchases, entertainment, healthcare, utility bill payments, etc. have increased the spending per card.

Growth momentum in number of cards to continue in volumes driven by higher retail growth, increasing presence of e-commerce platforms and usage of EMI facility



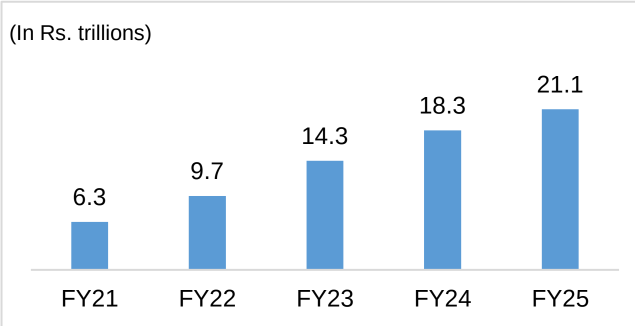
Note: Nos. outstanding as of March month end, P: Projected, Source: RBI, Crisil Intelligence

From Fiscal 2021 to Fiscal 2025, value and volume of credit card transactions have seen a surge in growth

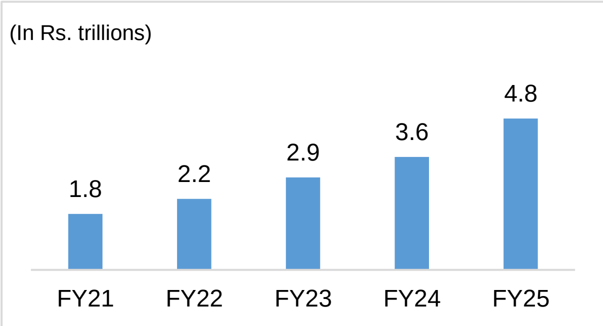
Value of credit card transactions has seen 35.2% CAGR from Fiscal 2021 to Fiscal 2025, while the volume of credit card transactions has seen a healthy 28.3% CAGR growth during the same period. The government's emerging version of a cash-less society, focus on digitalisation, developments in e-commerce, and availability of point-of-sale (PoS) infrastructure have significantly encouraged payments through credit cards. Further, the value and volume of credit card transactions are expected to grow due to expectations of increase in private final consumption expenditure (PFCE), growth in overall & organised retail, increasing presence of e-commerce industry and rise in digital payments.

Growth in credit cards transactions has sped-up as a result of increase in PFCE, 276rganized retail, while transaction volumes has grown at a moderate rate

Credit card in terms of value reported CAGR of 35.2% from FY21 to FY25



Credit card in terms of volume reported CAGR of 28.3% from FY21 to FY25



Note: RBI Payment System Indicators, Crisil Intelligence

25.2 Credit Card distribution

Financial institutions have been adopting a variety of strategies to enhance the accessibility of credit cards through diverse channels. These strategies include traditional methods like direct bank branches, online applications, third-party agents, corporate collaborations, and retail partnerships.

Branch banking: This conventional method remains a widely used channel for credit card distribution. It offers customers the convenience of visiting a bank branch, filling out an application, and receiving a credit card instantly. This face-to-face interaction allows for immediate assistance and resolution of any queries, making the process more personalized and efficient

Online applications- Digital platforms have streamlined the application, verification, and issuance of credit cards, requiring minimal documentation. This not only saves time but also increases the reach, enabling potential customers from remote or underserved areas to access credit cards easily.

Third Party Agents Financial service providers and agents play a vital role in facilitating customer acquisitions and distributing credit cards effectively.

Corporate tie ups- Banks and NBFCs tie up with corporate to distribute co-branded or salary-based credit cards. Co-branded credit cards offer tailored benefits and rewards that are aligned with the partner company's products or services, enhancing the value proposition for cardholders.

Retail and merchant partnership- Retail outlets and e-commerce platforms often integrate credit cards into loyalty programs, offering customers additional incentives and exclusive benefits.

These strategies underscore the evolving landscape of credit card distribution, where financial institutions are leveraging both traditional and modern channels to make credit cards more accessible and appealing to a broader audience. By diversifying their distribution channels, financial institutions can cater to different customer preferences, increase market penetration, and ultimately contribute to financial inclusion.

25.3 Growth drivers

Rising issuance of new cards in smaller cities; E-commerce propelling growth

Credit card issuers are expanding their network in smaller cities. Going forward, the rise in e-retail, physical and payment infrastructure growth will be major drivers for higher originations in credit cards in smaller cities. E-commerce has opened the gates to premium brand shopping in even smaller cities, where people have money and aspirations but may lack access to physical stores and malls. With e-commerce companies linking specific credit cards with steep discounts, a lot of the young middle and lower middle-income salaried class are opting for credit cards.

Growth of NTC customers

NTC customers are the ones who get their bureau record for the first time. With the credit card issuers expanding in smaller cities and sourcing their existing debit-card, CASA or FD customers, NTC customers are expected to rise because of the low credit penetration in smaller cities. Apart from this, players are also creating awareness among these customers about the credit cards usage and credit score.

NBFCs and Fintech have been given approval to operate credit cards

In April 2022, RBI had opened the door for NBFCs to apply for a license to issue credit cards and tie-up with banks to issue co-branded credit cards. This move would allow the entry of new players, and foster innovation and competition in the credit card market. A wider customer base will be addressable for credit card issuances, with a focus on untapped customer segments.

Linking credit cards to UPI network

The RBI has allowed linking of credit cards to the UPI network in June 2022, with the initial facilitation planned for RuPay credit cards. This arrangement would further enhance convenience by providing more avenues to customers for making payments through the widely used UPI platform.

Widening the net with co-branding credit card partnerships

With increasing acceptance of digital payments combined with rising degree of convenience available with the customers today, players are striving to gain a fair share of consumers' wallets. Co-branded cards in such a scenario act as an important and differentiated product / tool to offer additional value to the customer. While co-branded cards have been part of the industry product offering for several years now, they have gained traction off late, as both card issuing companies as well as partner entities look at catering to a wider customer base and enhancing customer loyalty.

25.4 Threats and challenges

Highly competitive business

The credit card industry is characterized by intense competition, where financiers must allocate substantial resources to marketing and customer retention efforts. The high propensity of customers to switch to alternative credit card providers in pursuit of more favorable offers creates a challenging environment, where companies feel compelled to continuously offer enticing deals and discounts to retain their customer base. This leads to a significant investment of funds in customer retention strategies, as companies strive to outdo their competitors and maintain market share.

Fraud and Cybersecurity Threats

The increasing shift to digital transactions has heightened the risks associated with credit card fraud, identity theft, and data breaches. As hackers exploit sensitive information, credit card companies face substantial financial losses and reputational damage. This can lead to a loss of customer trust, resulting in decreased card usage and revenue decline.

26. Insurance Industry

26.1 Life Insurance Industry

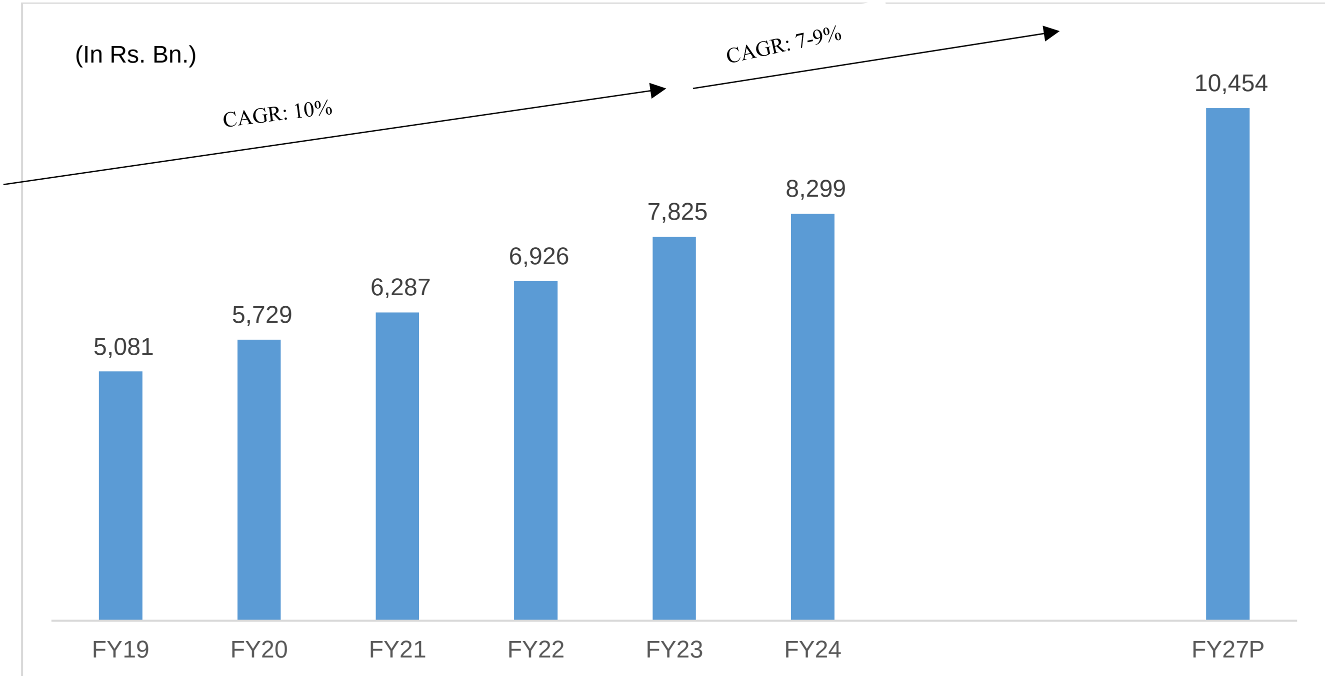
Total premium has grown at 10% CAGR in the last five years from Fiscal 2019 to Fiscal 2024

The life insurance premium has grown at a 10% CAGR between fiscals 2019 to 2024. Double-digit growth in premium can be attributed to expansion of the distribution network, rapid digitisation in the sector and development of new products led by COVID-19 pandemic, introduction of different government schemes and financial inclusion drives (Jan Dhan Yojana, etc). These factors have increased awareness about the need for insurance and propelled industry growth.

Among the different player groups, Life Insurance Corporation of India's (LIC) total premium grew at a 7% CAGR between fiscal 2019 and fiscal 2024 and share in total life insurance premium was around 57% in fiscal 2024, while total premium of private players grew at a 16% CAGR between fiscals 2019 and fiscal 2024 and their share in total life insurance premium was around 43%.

As per Crisil Intelligence, it is expected that total life insurance premium will grow at 7% to 9% CAGR by fiscal 2027, however, it should be noted that the impact of new regulations related to EOM, open architecture, etc. is yet to be seen. Further, given the dynamic business environment, chances of further regulatory changes in the industry cannot be undermined, which could alter outlook for the industry.

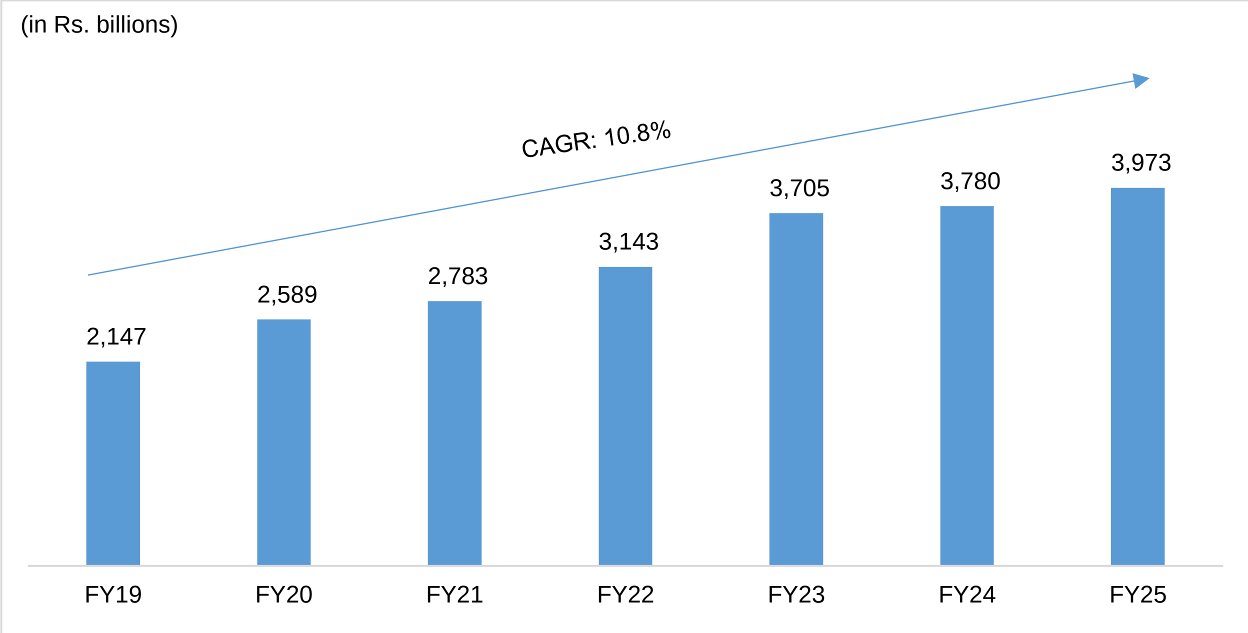
Strong growth in total premium for the life insurance industry



Source: IRDAI Annual report, Company reports, Crisil Intelligence

New business premium (NBP) has grown at CAGR 10.8% between Fiscal 2019 and Fiscal 2025 with LIC and private insurers growing at an 8.1% and 15.3% CAGR, respectively. Fiscal 2025 witnessed year-on-year growth of 5% compared with 2% and 18% in fiscals 2024 and 2023, respectively.

Trends in new business premium growth



Source: LI Council New Business Performance report, Crisil Intelligence

Structural factors such as the large proportion of insurable population, higher economic growth leading to rising incomes, increase in financial savings, increasing awareness about the utility of insurance, focus on financial inclusion and increasing adoption of insurance through digital channels is expected to drive the growth of life insurance in India. The introduction of standard life insurance scheme by the government and financial inclusion drive (Pradhan Mantri Jeevan Jyoti Bima Yojana, etc.) are expected to further aid market growth.

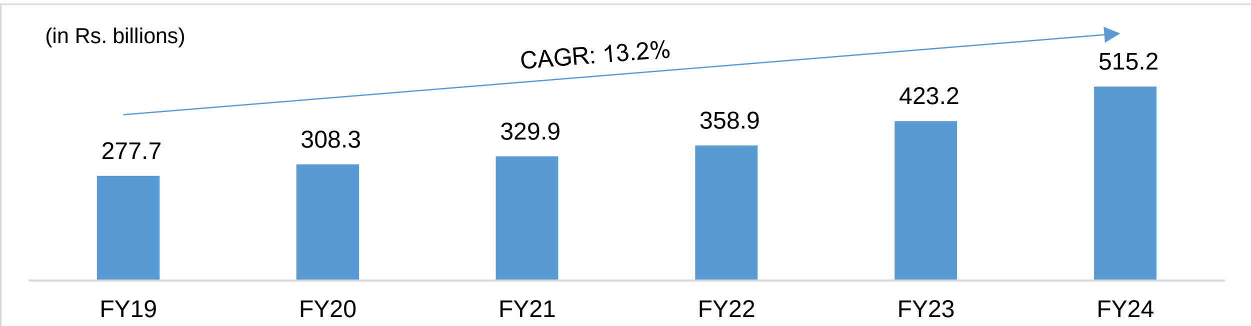
Life insurance companies in India enable customers to opt for disciplined savings to provide for meeting ones' life goals, provide suitable coverage in the event of the insured falling sick, and protect customers from the risk of outliving their savings or passing away early. Rising awareness on the need and benefits of insurance amongst customers, continuous innovation on the product side, and increase in reach as well as distribution network of insurers is expected to facilitate strong growth of the industry.

Furthermore, digital innovation is going to be the key to increase productivity of the core business, optimize costs, enhance customer experience, improve business quality and unlock partnerships with digital players outside insurance. Insurers in India are thus redefining business by deploying business intelligence (BI) and analytics which offers data visualization, self-service, data discovery with data governance and predictive planning. Increasing digitization is helping insurers in improving their risk selection, pricing, underwriting, ability to service and pay claims.

Distribution industry to grow, driven by increasing awareness and demand for life insurance

The commissions paid by the life insurance players increased at 13.2% CAGR during the last six years ending Fiscal 2024 to ~Rs. 515.2 billion, despite the increasing share of direct channel in new business premium. The commission paid to the Channel Partners as % of total premium has remained range bound from 4.8% in Fiscal 2016 to 6.2% in Fiscal 2024. However, despite this, the commissions paid to distributors has recorded strong growth, as evident from the below graph.

Trend in Commission Paid by Life Insurance Players



Source: IRDAI Handbook of Statistics, Crisil Intelligence

Going forward, commission paid by life insurers is expected to grow on account of robust growth in new business premium. Also, key structural factors such as the large proportion of insurable population, rising incomes and increasing awareness about the utility of insurance is expected to drive the growth of both life insurance and distribution income.

Shift in channels of distribution of policies

The life insurance players have significantly leveraged banking channels to market their products from fiscal 2018 onwards. This gradually led to an increase in share of bancassurance channel and a decline in the share of individual agents in distribution of individual life insurance products.

Lately, due to impetus on technology by the industry and the push provided by COVID-19, share of direct selling and others including web aggregators, etc., has increased with time and the companies have in turn been able to reduce their dependency on the agency channel thus passing on some benefits to the customers and have helped to increase the profitability of the players. The direct channel accounted for close to 10% of individual life insurance premium in Fiscal 2024.

Individual agents, however, continue to account for as much as 51% of the individual life insurance premium for Fiscal 2024 due to the personal connect that they can establish especially with individual customers. They can provide hand holding to these customers, make them understand the various advantages of the policies and differences amongst various products, advice on suitability of the product basis the customer's needs, premium reminders, cheque collection etc. Thus, individual agents will continue to be the dominant channel in the Indian market where the consumers are used to their services and serve the above purposes.

Trend in channel-wise share of individual NBP in overall life insurance industry

Channel-wise new business share	FY13	FY18	FY23	FY24
Individual agents	78%	66%	53%	51%
Corporate agents – Banks	16%	25%	33%	33%
Corporate agents – Others	2%	1%	2%	2%
Brokers	2%	1%	3%	3%
Direct business[2]	3%	6%	9%	10%

Note: Individual NBP (overall industry) in fiscals 2013, 2018, 2023 and FY24 were Rs 622 billion, Rs 921 billion, Rs 1,440 billion and Rs 1,487 billion respectively. The remaining share of individual NBP is contributed by Referrals, Micro Agents, Web aggregators, CSCs, etc.
Source: IRDAI Handbook of Statistics, Public disclosures of LI players, Crisil Intelligence

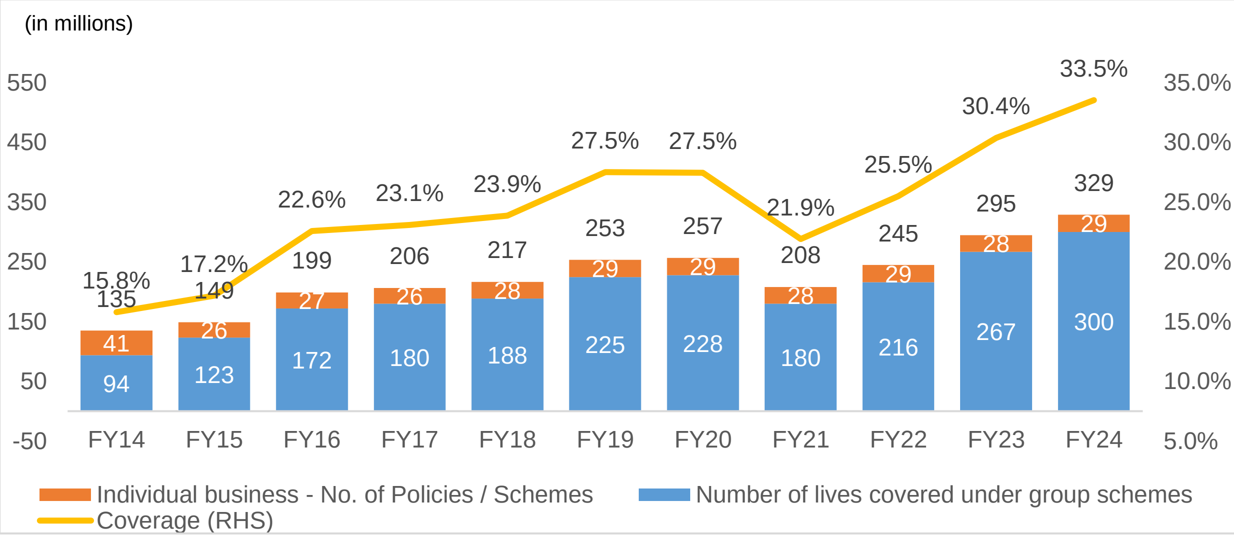
26.2 Key Growth drivers for life insurance industry

Increasing life insurance coverage

The number of lives covered under life insurance increased from 66 million from Fiscal 2016 to 295 million for Fiscal 2023. However, number of lives covered declined significantly in fiscal 2021, largely due to impact of COVID 19 on group insurance business. Going forward, number of lives covered is expected to increase in both individual and group business due to increasing awareness, expanding distribution channels and enhanced product offerings.

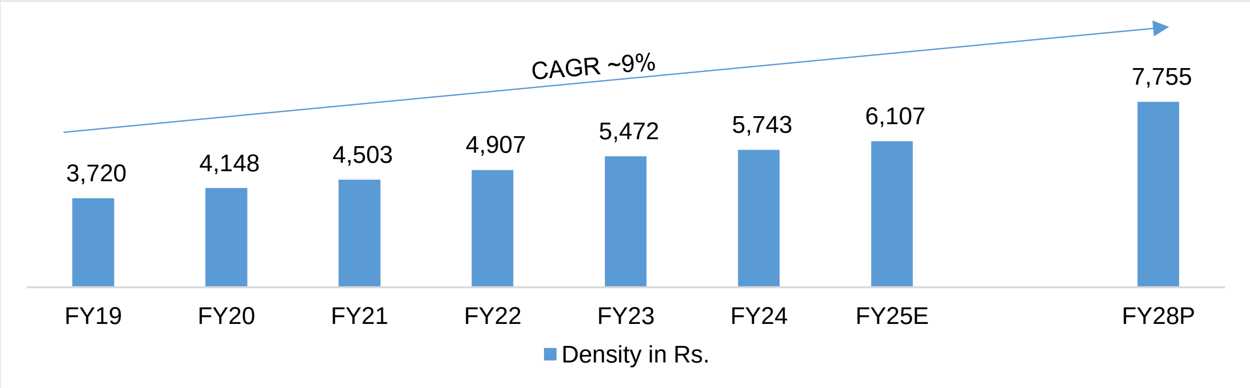
2 Includes offline direct selling and online business through company website

Number of lives covered in life insurance in India



Note: Coverage is calculated as number of lives covered as a % of adult population (18+)
Source: IRDAI Handbook of Statistics, Company reports, Crisil Intelligence

Life insurance density for Indian life insurance industry



Note: P: Projected; Density is calculated as total premium/ total population
Source: IRDAI annual reports, company reports, Ministry of Statistics and Programme Implementation, Crisil Intelligence

Contactless on-boarding	Distribution	Underwriting and risk management	Claim processing
Technological transformation in pre-sales/ sales and onboarding stage for end-to-end digital enablement Leverage analytics for providing pre-approved offerings to customers for whom no medical tests are required	AI-driven chatbots to solve customer queries, fill out applications forms and walk customers through some predefined process Customers can get most of their queries and requests addressed instantly at their fingertips through visual IVR or speech IVR	Insuretech led technological advancements such as AI, robotics, IOT and data analytics Tele or video based medical assessment Using AI to give health score to policyholder for appropriate life cover to them	Companies use multiple digital enablers like WhatsApp, mobile app or websites where customer could register, download and upload documents without needing any physical assistance Insurers are employing robotic process to automatically validate death certificates and reduce the turnaround time

Source: Crisil Intelligence

26.3 Key threats and challenges

Players to find it challenging to keep claims fraud in check

With rapid modernisation of the insurance industry, and penetration of insurtech and mobile adoption, there has been considerable progress in the way insurers work. Many insurers are setting up digital channels for claims settlement. The biggest challenge for insurers is checking integrity of customer claims data and identifying fraudulent claims.

Additionally, lack of a mechanism to check quality of customer data received from external sources, lack of collaboration with other insurers for data exchange for pre-emptive fraud detection and lack of constant upgradation of the outdated fraud detection systems in order to identify the latest digital fraudulent techniques are going to be challenging for the entire industry.

Controlling persistency ratios

With customer retention being one of the most important drivers of long-term value creation and profitability, private insurance companies have substantially improved their persistency ratios over the past few years. Given the minimum premium-paying term of five years for all regular-premium products, the 61st month persistency is critical. Maintaining the 13th and 61st month persistency is the key as they are widely tracked and followed and are good indicators of customer retention ability of life insurers.

Since the cost of new customer acquisition is high, maintaining the persistency ratio is imperative for players, and major players have shown improvement in terms of the same in the past few years. With increasing competition, rapid product engineering and development, etc, factors coming into play, maintaining a similar improvement in the persistency will remain a key challenge and monitorable for life insurance industry.

Entry of fintech players

Indian consumer is moving towards digitalisation, and digital services are becoming more customer centric. As a result, the number of fintech and insurtech[3] companies is on the rise. The entry of new fintech and insuretech players in the life insurance business, especially after the drafted allowance in Insurance Laws (Amendment) Bill, 2022 of determination of the minimum paid-up capital based on the size and scale of operations, class or sub-class of insurance business and the category or type of insurer, existing life insurers will face competition from fintechs and insuretechs majorly in the younger and tech savvy customer segments.

Events impacting profitability and solvency of life insurers

The life insurance industry faces several risks due to rapidly evolving customer behaviour, changing demographic profile, increasing competition and dynamic macroeconomic conditions. Financial conditions and future prospects of insurers may be significantly affected by factors such as market fluctuations and changes in tax rates or interest rates. Even as the pandemic continues to pose several challenges for life insurers, there are new risks related to environmental, social and governance (ESG) issues. One of the most prominent ESG risks is that of climate change and its potentially far-reaching consequences. Apart from climate change, there are emerging risks associated with public health trends such as increase in obesity related disorders and demographic changes such as urbanisation and ageing population. These structural changes impact the industry in terms of growth, mortality, persistency and solvency. Insurers thus need to assess each of these factors impacting their profitability and solvency, evaluate the potential impacts of these factors on their business and implement requisite measures to mitigate these risks.

Coping up with digital transformation in the industry

While some companies are taking initiatives to implement various digital processes in the life insurance business, the life insurance industry as a whole needs to keep pace with the digital transformation taking place with increasing number of people now using digital platforms for searching and buying life insurance plans. Delay in technological investments by insurers may lead to loss of market share, lower new businesses and loss of new opportunities that can be derived by digitalisation and virtual interactions.

26.4 General Insurance Industry

The size of the Indian non-life insurance industry is Rs 3.08[4] trillion on total-gross direct premium basis as of Fiscal 2025. There are multiple products offered by the general insurance companies. Health segment constituted 38.6% share in the total premium while the motor segment alone accounted for around 32.2% of gross premium as of Fiscal 2025 as Motor TP is mandatory for all the vehicles.

Structure of non-life insurance industry:

Non-life industry	Health	Motor (Total)	Fire	Marine	Others
Market share March 2025	38.6%	32.2%	7.9%	1.8%	19.5%

*Note - * Others includes Engineering, Aviation, Liability, Crop Insurance, P.A., Credit Guarantee and All other miscellaneous*

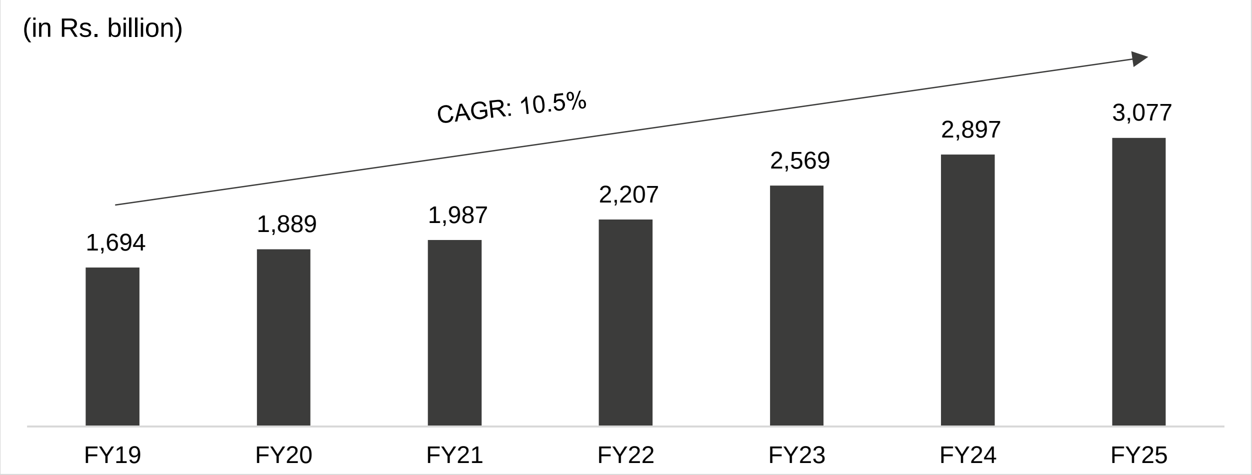
Gross direct premium has grown at ~10.5% CAGR in last six years

3 Insurtechs are technology driven start-ups that help improve efficiencies in the insurance industry. Different insurtechs power different stages of the customer life cycle such as customer acquisition, underwriting, customer management or policy servicing and claims management

4 The total premium is gross direct premium and does not include premium from general insurance company (reinsurer)

The non-life insurance industry in India has grown at ~10.5% CAGR in last six years i.e. from FY19 to FY25. The double-digit growth in industry premium can be attributed to increasing penetration, continuing growth in health insurance, introduction of government schemes in some specific segments, regulatory support and changes, financial inclusion drive that has increased the awareness about the need of insurance in non-life segments and continued growth in the economy.

Trend in General Insurance premium



Source: GI Council Segment Wise Report, Crisil Intelligence

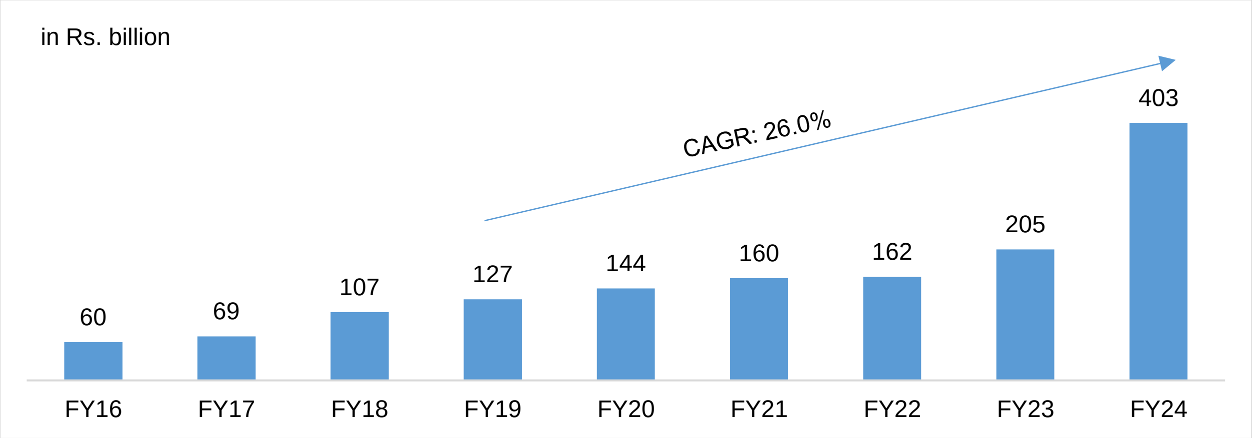
With economic growth gradually picking up and structural drivers in place (rise in healthcare spending, expected growth in retail auto sector, agricultural reforms and schemes), Crisil Intelligence expects the growth trajectory of non-life insurance products to remain strong in the coming years as well.

Distribution industry (general insurance) witnessed growth of 26.0% from Fiscal 2019-2024

The commissions paid by the general insurance players increased at strong 26.0% CAGR in the last six years from Fiscal 2019 to Fiscal 2024.

Going forward, commission paid by general insurers is expected to grow on account of robust growth in gross direct premium and increase in annual premium cost for customers during the same period. Also, key structural factors such as the increasing awareness about the utility of insurance, rise in vehicle sales and government policies to improve healthcare is expected to drive the growth of both general insurance and distribution income.

Trend in Commission Paid by General Insurance Players



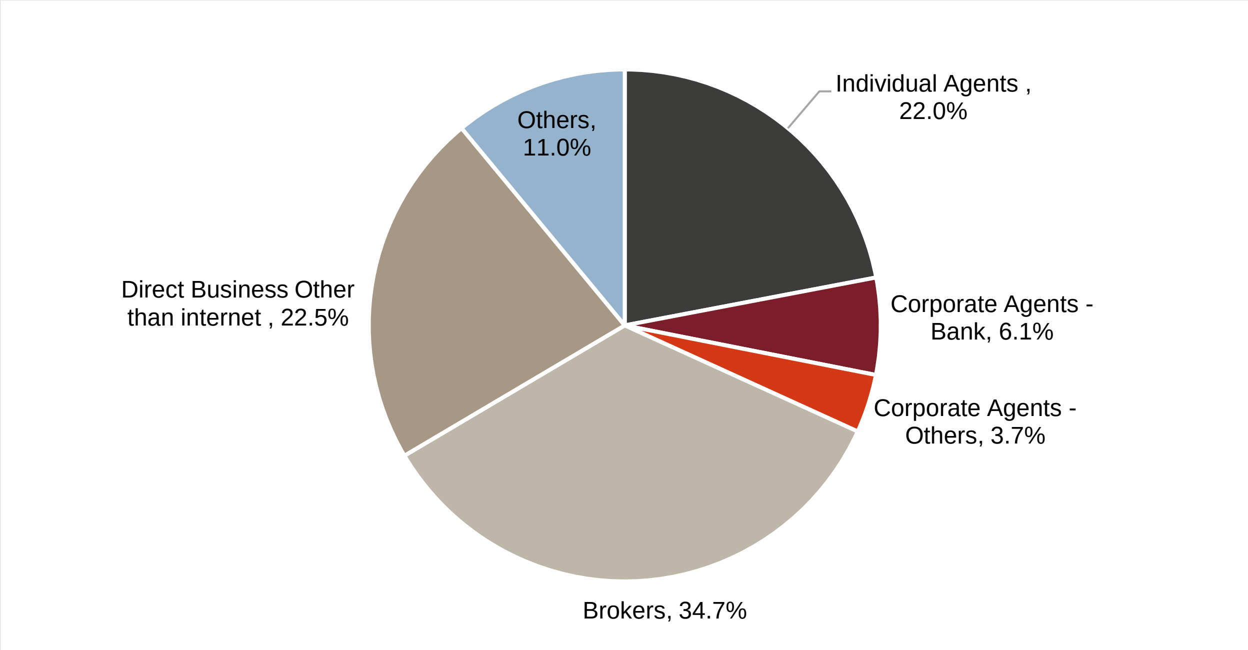
Source: GI Council Year Book, Crisil Intelligence

Distribution trends and impact of digital channels

Individual agents and brokers account for more than 50% of the general insurance premium collected

The choice of distribution channel in general sinsurance is dictated by product and the target segment of various insurers. For example, players catering to the motor insurance business largely rely on the broking and the individual agent channel for garnering business, while in the health insurance business; the direct channel is also one of the major drivers of business apart from individual agent and brokers, given the retail-oriented nature of the business. In aggregate, brokers have the highest share, accounting for 34.7% of the general insurance premium in FY24.

Brokers and individual agents account for more than 50% share in channel wise premium



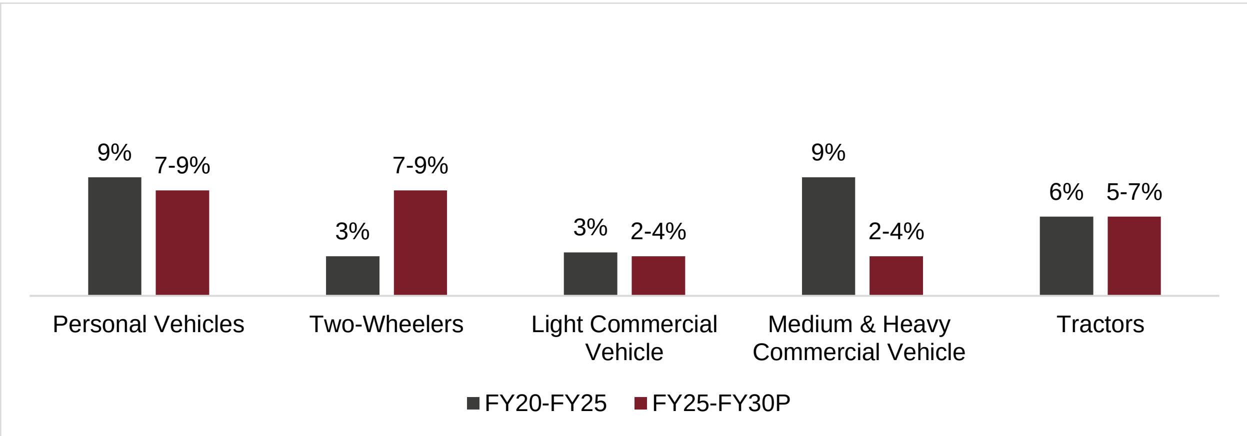
Source: GI Council Year Book, Crisil Intelligence

26.5 Key Growth drivers for general insurance industry

Rise in new vehicle sales increasing the population of vehicles on road

Crisil Intelligence expects the growing middle-class population, increasing consumerism, focus of financiers' on pushing retail credit and continuous improvement in road infrastructure to have a favourable impact on domestic automobile sales in the next few years. Sales growth trajectory over a five-year period is expected to be strong for most of the segments. As a result, the stock of vehicles on India's roads are expected to increase further. This, along with an increase in insurance penetration and rise in third party premium tariffs, will drive growth in motor insurance premiums.

Domestic sales volume growth across various categories of automobiles

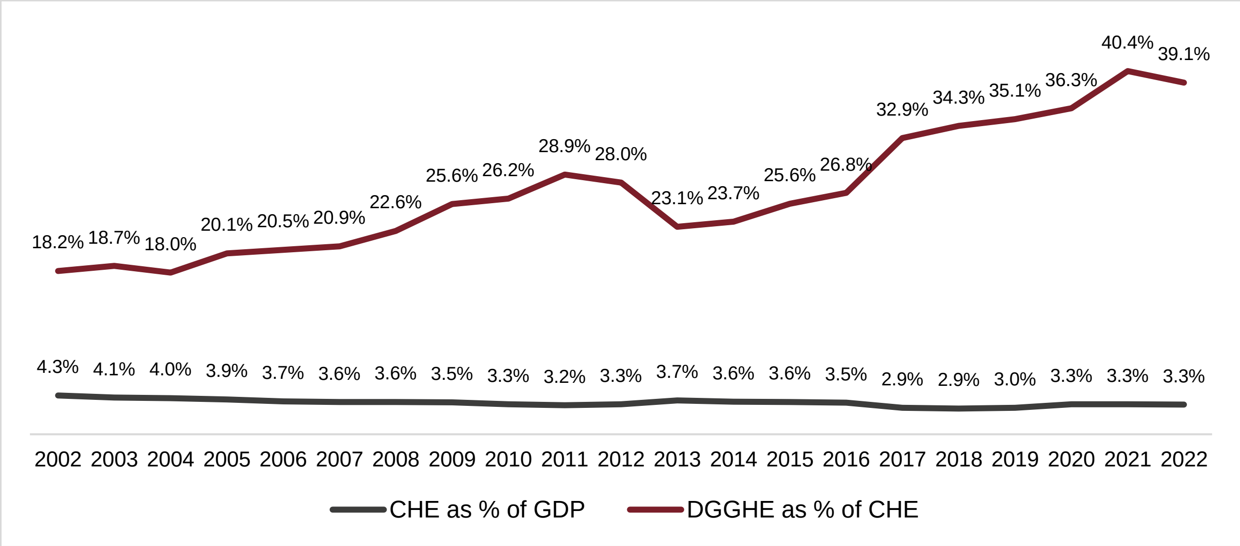


Note: P = Projected
Source: Crisil Intelligence

Government policies to improve healthcare coverage

The government has raised its healthcare budget by ~2% for Fiscal 2024-25 to Rs. 910 billion. The government through its National Health Mission aims to provide accessible, affordable and quality healthcare to all those who access public health facilities.

Government expenditure as a proportion of current healthcare expenditure

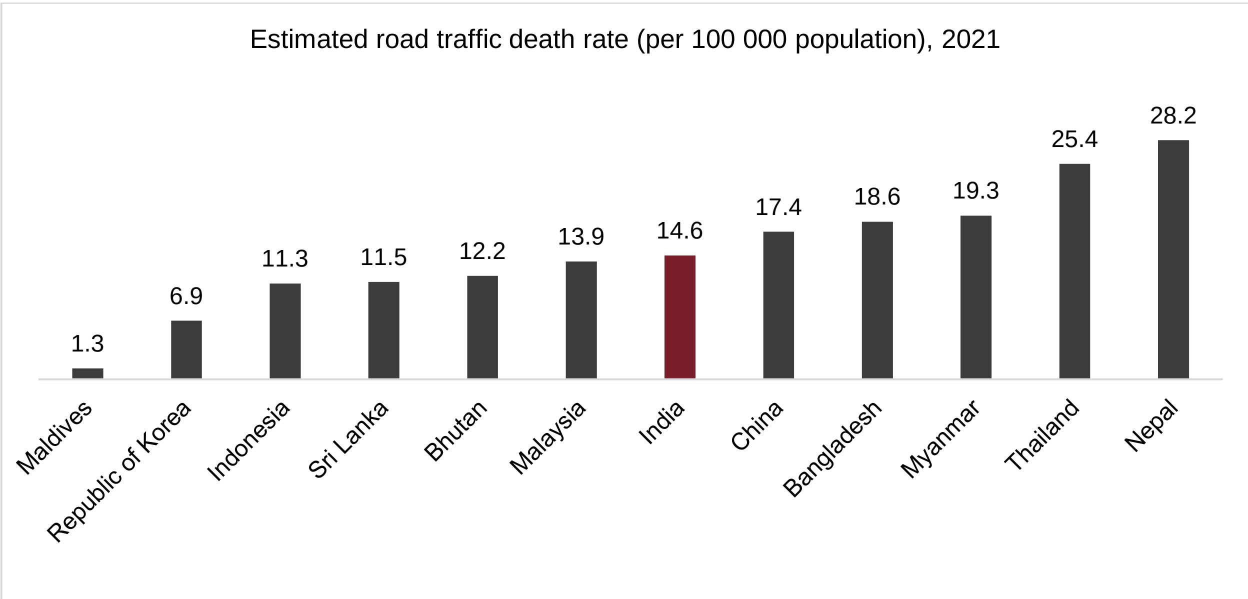


Note: CHE: Current healthcare expenditure; DGGHE: Domestic general government healthcare expenditure
Source: WHO Global Healthcare Expenditure Database

Need of insurance against personal accident

Insurance in personal accident segment also needs special focus from the insurers as India is among the nations where road traffic mortality rate is high. As per the WHO data for 2021, 14.6 people per 100,000 population pass away in India each year due to road accidents. Considering the poor traffic and road standards in India, there is an opportunity for insurers to increase the awareness of people on need of insurance against personal accident and improve their overall penetration in this segment.

Deaths from road traffic injuries



Source: WHO-Global health observatory data repository

Rising demand for fire and marine insurance

The demand from corporates for asset protection products such as fire and marine insurance is very low. As a percentage of industrial GDP, premiums from these policies are at less than 0.5%, as compared to global benchmarks of around 3-5%. Amongst small and medium enterprises (SMEs) in particular, the demand for asset protection is non-existent. We expect penetration for these products as well to rise gradually as awareness amongst corporates to these material risks, they are exposed to increases.

27. Peer Comparison

In this section, Crisil Intelligence has benchmarked Tata Capital with the financial and operating performance of upper layer NBFCs operating in diversified segments in India based on the latest available data for FY23, FY24 and FY25.

Tata Capital is the flagship financial services company of the Tata Group. Founded in 1868, the Tata Group has the most diversified presence across industries in India, as of March 31, 2025, and is the largest group with 26 equity listed companies having a combined market capitalisation of Rs. 27.8 trillion, as of March 31, 2025. With a legacy of over 150 years, the Tata group is one of India's most distinguished business groups comprising various companies across 10 verticals such as automotive, technology, steel, financial services, aerospace and defence, and consumer and retail, as of March 31, 2025. The Tata group is a global enterprise headquartered in India, with operations in more than 100 countries across six continents and collectively employed over 1 million employees, as of March 31, 2025. In Fiscal 2025, Tata Capital ranked 4th in terms of Profit After Tax compared to the listed companies within the Tata group.

Consolidated financials of the companies have been taken into consideration wherever applicable, except for Shriram Finance and Aditya Birla Capital where standalone figures are considered. Players have been arranged in order of decreasing AUM in each category.

27.1 Tata Capital is the third largest diversified NBFC in India as of March 2025

Tata Capital is the third largest diversified non-banking financial company ("NBFC") in India with a gross loan book of Rs. 2,265.5 billion as of March 2025.

Tata Capital is one of the fastest growing NBFC in terms of gross loans among large diversified NBFCs from March 2023 to March 2025 at 37.3%.

Size of the companies

Gross Loans Book (in Rs. Billions)				
Players	**FY23**	**FY24**	**FY25**	**CAGR (FY23 - FY25)**
Bajaj Finance	2,466.4	3,313.3	4,148.3	29.7%
Shriram Finance	1,833.4	2,216.7	2,599.2	19.1%
Tata Capital	**1,202.0**	**1,612.3**	**2,265.5**	**37.3%**
Cholamandalam Investment & Finance	1,071.4	1,469.8	1,854.5	31.6%
Aditya Birla Capital	805.6	1,056.4	1,263.5	25.2%
HDB Financial	700.3	902.2	1,068.8	23.5%
L&T Finance	808.9	855.6	977.6	9.9%
Sundaram Finance	453.6	555.4	653.8	20.1%

Note: 1) Companies are arranged in descending order of AUM as of March 2025. 2) Aditya Birla Finance has been merged into Aditya Birla Capital as of March 31, 2025; hence the numbers will not be comparable, 3) For Aditya Birla Capital the numbers indicate AUM.
Source: Company reports, Crisil Intelligence

27.2 Tata Capital is the most comprehensive amongst large diversified NBFCs

Tata Capital is the most comprehensive amongst large diversified NBFCs in India based on the number of loan product offerings, as of March 31, 2025.

List of Lending Product Categories

	Bajaj	Shriram	Tata	Chola	Aditya	HDB	L&T	Sundaram Finance
Construction/ Developer Finance	✓		✓		✓		✓	
Green Financing*		✓	✓					
Lease Rental Discounting	✓				✓			
Corporate Lending	✓		✓		✓			✓
Supply Chain Finance	✓	✓	✓	✓	✓		✓	✓
Housing Loans	✓		✓	✓	✓		✓	✓

	Bajaj	Shriram	Tata	Chola	Aditya	HDB	L&T	Sundaram Finance
Equipment Financing	✓	✓	✓	✓		✓	✓	✓
Loans against securities	✓		✓	✓	✓	✓		
Secured Business, Secured MSME , Loans against property	✓	✓	✓	✓	✓	✓	✓	
Education loans			✓					
SME Loans - Unsecured business loans, Working Capital Loans	✓	✓	✓	✓	✓	✓	✓	✓
Commercial Vehicle Loans	✓	✓	✓	✓		✓		✓
New/Used Car Loan	✓	✓	✓	✓		✓		✓
Gold Loan	✓	✓				✓	✓	
2 Wheeler/3 Wheeler/ Tractor Loan	✓	✓	✓	✓		✓	✓	✓
Personal loans	✓	✓	✓	✓	✓	✓	✓	
Microfinance	✓		✓			✓	✓	
Consumer Loans	✓		✓	✓	✓	✓		

Note: 1) (*) Includes Cleantech loans, EV Financing, 2) The table shows latest product portfolio of companies as according to each company's websites, 3) For comparison purpose, products across NBFCs are categorised into broader categories, 4) For Aditya Capital and Sundaram Finance, housing loans are provided by Aditya Birla Housing Finance and Sundaram Home Finance respectively.
Source: Company Websites, Crisil Intelligence

List of Non-Lending Product Categories

	Bajaj	Shriram	Tata	Chola	Aditya	HDB	L&T	Sundaram Finance
Insurance Distribution	✓	✓	✓	✓	✓	✓	✓	✓
Credit Cards	✓		✓		✓			
Mutual Fund Distribution	✓	✓	✓	✓	✓			✓
Wealth Management			✓	✓	✓			✓
Private Equity			✓					

Note: 1) The table shows latest product portfolio of companies as according to each company's websites.
Source: Company Websites, Crisil Intelligence

Product Portfolio Mix of the companies (FY25)

Product Mix of Companies (%)		
Players	**Product Category**	**AUM Mix (%)**
Bajaj Finance	Mortgage	31.1%
	Urban B2C Loans	21.0%
	SME Lending	12.1%
	Urban Sales Finance	7.0%

Product Mix of Companies (%)		
Players	**Product Category**	**AUM Mix (%)**
	Commercial Lending	6.7%
	Loans against securities	6.1%
	Rural B2C Loans	5.2%
	Two & Three-wheeler Finance	4.2%
	Car Loans	2.9%
	Gold Loans	2.0%
	Rural Sales Finance	1.9%
Shriram Finance	Commercial Vehicles	45.1%
	Passenger Vehicles	20.6%
	MSME	14.2%
	Construction Equipments	6.8%
	Two Wheelers	5.9%
	Personal Loans	3.6%
	Farm Equipments	2.0%
	Gold Loans	1.8%
Tata Capital	**Home Loans**	**17.0%**
	Term Loans	**15.1%**
	Loans Against Property	**11.7%**
	Commercial Vehicle	**11.7%**
	Cleantech and Infrastructure Finance	**8.0%**
	Supply Chain Finance	**7.3%**
	Personal Loans	**6.9%**
	Developer Finance	**5.1%**
	Business Loans	**4.1%**
	Two-Wheeler Loans	**3.0%**
	Construction Equipment	**2.6%**
	Car Loans	**2.4%**
	Loans Against Securities	**1.7%**
	Leasing Solutions	**1.3%**
	Microfinance	**1.1%**
	Equipment Finance	**0.9%**
	Education Loans	**0.1%**
	Secured Business Loans	**0.0%**
Cholamandalam Investment & Finance	Loans against property	21.0%
	Used Vehicle	16.0%
	LCV	11.0%
	Housing Loans	9.0%
	Consumer & Small Enterprise Loan	8.0%

Product Mix of Companies (%)		
Players	**Product Category**	**AUM Mix (%)**
	MUV	7.0%
	Car	7.0%
	HCV	4.0%
	Construction Equipment	4.0%
	2 Wheeler	4.0%
	Tractor	3.0%
	SME	3.0%
	Mini LCV	1.0%
	Secured Business & Personal loans	1.0%
	3 Wheeler	1.0%
Aditya Birla Capital	Secured Business Loans	46.0%
	Corporate / Mid-Market	32.0%
	Personal & Consumer loans	12.0%
	Unsecured Business loans	10.0%
HDB Financial	Other assets backed loans	45.9%
	Mortgage backed loans	23.3%
	Personal Loans	27.0%
	Consumer Durable, Two wheeler loans, Gold Loans and Micro Lending	3.8%
L&T Finance	Rural Business Finance	26.9%
	Home Loans	19.7%
	Farmer Finance	15.6%
	Two wheeler Finance	12.6%
	Personal Loans	8.8%
	SME Finance	6.7%
	LAP	5.8%
	Wholesale Finance	2.6%
	Acquired	1.2%
Sundaram Finance^	Housing & Non-housing Loans	25.3%
	MHCV	18.4%
	Cars	18.2%
	Retail CV	15.3%
	Construction Equipment	8.1%
	Tractors	5.3%
	Commercial Lending	5.2%
	Others	4.2%

Note: (^) For Sundaram Finance gross loan book includes AUM of Sundaram Finance and Sundaram Home Finance.
Source: Company reports, Crisil Intelligence

27.3 Tata Capital has the fastest growing branch network amongst the peer set

Tata Capital had the highest CAGR in terms of number of branches from Fiscal 2023 to Fiscal 2025 at 66.6%.

Number of Branches for companies

Branches	FY23	FY24	FY25	CAGR FY23- FY25
Bajaj Finance	3,733	4,145	4,263	6.9%
Shriram Finance	2,922	3,082	3,220	5.0%
Tata Capital	**539**	**867**	**1,496**	**66.6%**
Cholamandalam Investment & Finance	1,191	1,387	1,613	16.4%
Aditya Birla Capital	323	412	449	17.9%
HDB Financial	1,492	1,682	1,771	8.9%
L&T Finance	1,862	1,965	2,297	11.1%
Sundaram Finance	788	848	878	5.6%

Note: For Sundaram Finance branches includes individual branches of Sundaram Finance and Sundaram Home Finance.
Source: Company reports, Crisil Intelligence

27.4 Tata Capital's credit cost is the third lowest among its peers as of Fiscal 2025

Tata Capital's credit cost at 1.4% was the third lowest amongst its peers as of Fiscal 2025. Aditya Birla Capital had the lowest opex (%) at 1.9% followed by Sundaram Finance and Tata Capital at 2.7% as of Fiscal 2025 amongst the peer set.

Profitability metrics of companies (FY2025)

Players	Yield on advances (%)	Cost of borrowing (%)	NIM (%)	Net Total Income (%)	Cost to Income (%)	Opex (%)	Credit cost (%)	RoA	RoE	Total Borrowing to Total Equity
Bajaj Finance	16.7%	7.6%	9.9%	12.2%	33.2%	4.1%	2.2%	4.5%	19.2%	3.7
Shriram Finance	17.8%	8.8%	9.6%	10.3%	30.5%	3.2%	2.3%	4.3%	18.6%	4.2
Tata Capital	**12.6%**	**7.8%**	**5.2%**	**6.5%**	**42.1%**	**2.7%**	**1.4%**	**1.8%**	**12.6%**	**6.6**
Cholamandalam Investment & Finance	14.5%	8.1%	6.9%	8.4%	39.7%	3.3%	1.5%	2.6%	19.7%	7.4
Aditya Birla Capital	12.4%	7.8%	5.3%	6.7%	29.0%	1.9%	1.3%	2.6%	12.5%	4.4
HDB Financial	14.6%	7.9%	7.8%	10.4%	49.1%	5.1%	2.2%	2.3%	14.7%	5.5
L&T Finance	16.7%	7.1%	9.9%	11.4%	40.1%	4.6%	2.5%	3.0%	10.8%	3.6
Sundaram Finance	11.9%	7.5%	4.9%	7.3%	37.8%	2.7%	0.4%	3.1%	15.5%	4.6

Note:

1) *Yield on advances calculated as Total Interest divided by average of total net loans on book*
2) *Cost of borrowing calculated as total interest expense divided by average of total borrowings, Total Borrowings include debt securities, borrowings other than debt securities, subordinated liabilities and deposits*
3) *Net Interest Margin calculated as total interest income subtracted by total interest expense divided by average of total net loans on book*
4) *Net Total Income calculated as total income reduced by total interest expense divided by average of total net loans on book at the end of the financial year.*
5) *Cost to Income calculated as operating expenses divided by net total income at the end of the financial year.*
6) *Opex calculated as Operating expenses divided by average of net loans on book at the end of the financial year, Operating Expenses include employee expenses, depreciation and amortization, other expenses and fees and commission expense*
7) *Credit cost calculated as provision/impairment divided by average of net loans on book*
8) *RoA calculated as profit after tax attributable to Owners of the Company divided by average of net loans on book of the company*
9) *RoE calculated as profit after tax attributable to Owners of the Company divided by average of total equity of the company (attributable to owners).*
10) *Average Total Net Loans: For Fiscal 2025, in the case of TCL: Simple average of: (a) Total Net Loans as at the last day of the relevant Fiscal; and (b) Total Net Loans as at the last day of the immediately preceding Fiscal plus the Total Gross Loans acquired through the TMFL Scheme of Arrangement as of the acquisition date.*

11) Average Total Borrowings: For Fiscal 2025, in the case of TCL: Simple average of: (a) Total Borrowings as at the last day of the relevant Fiscal; and (b) Total Borrowings as at the last day of the immediately preceding Fiscal plus Total Borrowings acquired through the TMFL Scheme of Arrangement as of the acquisition date.
12) Average Total Equity: For Fiscal 2025, in the case of TCL: Simple average of: (a) Total Equity as at the last day of the relevant Fiscal and (b) Total Equity as at the last day of the immediately preceding Fiscal plus equity shares issued less Goodwill arising on amalgamation and Settlement of Pre-existing relationship pursuant to the TMFL Scheme of Arrangement as of the acquisition date.
13) Total Borrowing to Total Equity calculated as Total Borrowing divided by Total Equity at the end of the financial year.
Source: Company reports, Crisil Intelligence

27.5 Tata Capital had the second largest outstanding debt securities among large diversified NBFCs in India as of March 2025

Tata Capital had Rs. 80,142 crores outstanding in debt securities as of March 31, 2025, second largest outstanding debt securities among large diversified NBFCs in India.

Debt Securities of companies (FY2025)

Players	Outstanding Debt Securities as of March 2025 (in Rs. crores)
Bajaj Finance	154,640
Shriram Finance	54,149
Tata Capital	**80,142**
Cholamandalam Investment & Finance	30,223
Aditya Birla Capital	37,066
HDB Financial	39,465
L&T Finance	28,854
Sundaram Finance	22,930

Source: Company reports, Crisil Intelligence

27.6 Tata Capital has one of the most diverse borrowing mixes among peers

Liability Mix of companies (FY2025)

Players	Liability Mix (%)							
	Term Loan	NCD/Bond	Deposit	Short Term Borrowing	ECB	Securitisation	Subordinated Debt	Others
Bajaj Finance	28.0%[1]	35.0%	20.0%	12.0%	4.0%	-	1.0%	-
Shriram Finance	21.1%	16.4%	24.0%	-	21.1%	16.3%	1.1%	0.2%
Tata Capital*	**42.7%**	**34.2%**	**-**	**6.6%**	**7.3%**	**-**	**4.5%**	**4.7%**
Cholamandalam Investment & Finance	44.0%	15.0%	-	5.0%[4]	8.0%	15.0%	-	13.0%[2]
Aditya Birla Capital	49.0%	31.0%	-	15.0%[3]	6.0%	-	-	-
HDB Financial	37.7%	41.3%	-	3.9%	10.2%	-	5.2%	1.7%
L&T Finance	56.0%	27.0%	-	7.0%	8.0%	-	-	2.0%
Sundaram Finance	33.1%	30.2%	13.5%	9.6%	-	13.6%	-	-

Note: (1) Bank Loans (incl. CC/OD/WCDL), (2) IFI and Tier II Capital, (3) CP, CC/WCDL/Others. Others include working capital demand loan, cash credit, bank overdraft, inter corporate deposits, ECB: External Commercial Borrowing, (4) Includes CC/WCDL & STL and Commercial Papers/ICD (5) (*) As of Fiscal 2024.
Source: Company reports, Crisil Intelligence

Capital Adequacy Ratio of companies

Players	Capital Adequacy Ratio		Tier 1 Capital	
	FY24	FY25	FY24	FY25
Bajaj Finance	22.5%	21.9%	21.5%	21.1%

Players	Capital Adequacy Ratio		Tier 1 Capital	
	FY24	FY25	FY24	FY25
Shriram Finance	20.3%	20.7%	19.6%	20.0%
Tata Capital	**16.7%**	**16.9%**	**11.9%**	**12.8%**
Cholamandalam Investment & Finance	18.6%	19.8%	15.1%	14.4%
Aditya Birla Capital	19.0%	18.2%	17.0%	15.9%
HDB Financial	19.3%	19.2%	14.1%	14.7%
L&T Finance	22.8%	22.3%	21.0%	20.8%
Sundaram Finance	20.5%	20.4%	16.8%	17.4%

Note: 1) On a standalone basis for all players
Source: Company reports, Crisil Intelligence

27.7 Tata Capital had one of the lowest Gross Stage 3 and Net Stage 3 Loans Ratio and the second highest PCR amongst the peer set as of March 31, 2025

Amongst the peer set, Bajaj Finance's Gross stage 3 (%) was the lowest at 1.0%, followed by Sundaram Finance at 1.4% and Tata Capital at 1.9% as of March 2025.

Tata Capital has the third lowest Gross stage 3 (1.9%) and second lowest Net stage 3 (0.8%) and second highest provision coverage ratio (58.5%) amongst large diversified NBFCs as of March 2025 and is among the best among the peers.

Asset Quality of companies

Players	Gross Stage 3 (%)		Net Stage 3 (%)		PCR (%)	
	FY24	FY25	FY24	FY25	FY24	FY25
Bajaj Finance	0.9%	1.0%	0.4%	0.4%	57.0%	53.7%
Shriram Finance*	5.5%	4.6%	2.7%	2.6%	51.8%	43.3%
Tata Capital	**1.5%**	**1.9%**	**0.4%**	**0.8%**	**74.1%**	**58.5%**
Cholamandalam Investment & Finance*	3.5%	4.0%	2.3%	2.6%	35.2%	34.6%
Aditya Birla Capital*	2.5%	2.2%	1.3%	1.2%	49.9%	45.0%
HDB Financial	1.9%	2.3%	0.6%	1.0%	66.8%	56.0%
L&T Finance	3.2%	3.3%	0.8%	1.0%	76.0%	71.0%
Sundaram Finance*	1.3%	1.4%	0.6%	0.8%	50.0%	49.0%

Note: 1) PCR: Provision Coverage Ratio as declared by the company. 2) Cholamandalam Investment & Finance Gross and Net Stage 3 are as per RBI asset classification norms, 3) (*) Numbers on a standalone basis.
Source: Company reports, Crisil Intelligence

Asset Liability Management of companies (FY2025)

Players	Assets (Rs. bn)		Liabilities (Rs. bn)		Net (Rs. bn)		Asset – Liability Ratio	
	Within 12 Months	After 12 Months	Within 12 Months	After 12 Months	Within 12 Months	After 12 Months	Within 12 Months	After 12 Months
Bajaj Finance	1,715.4	2,945.9	1,354.1	2,317.8	361.3	628.1	126.7%	127.1%
Shriram Finance	1,334.5	1,600.9	672.3	1,700.3	662.2	(99.4)	198.5%	94.2%
Tata Capital*	**625.0**	**1,141.9**	**528.9**	**992.2**	**96.1**	**149.8**	**118.2%**	**115.1%**
Cholamandalam Investment & Finance	552.1	1,464.4	591.9	1,188.3	(39.9)	276.2	93.3%	123.2%
Aditya Birla Capital*	355.8	756.3	382.9	576.8	(27.1)	179.5	92.9%	131.1%

Players	Assets (Rs. bn)		Liabilities (Rs. bn)		Net (Rs. bn)		Asset – Liability Ratio	
	Within 12 Months	After 12 Months	Within 12 Months	After 12 Months	Within 12 Months	After 12 Months	Within 12 Months	After 12 Months
HDB Financial	398.1	688.6	412.4	516.0	(14.3)	172.6	96.5%	133.4%
L&T Finance	526.5	677.5	550.0	397.8	(23.4)	279.7	95.7%	170.3%
Sundaram Finance	NA	NA	NA	NA	NA	NA	NA	NA

Note: (1) (*) As of Fiscal 2024, (2) NA: Not Available. Source: Company reports, Crisil Intelligence

27.8 Tata Capital has the highest possible domestic credit rating of AAA for its borrowing program

Tata Capital’s diverse liability franchise is backed by a strong credit rating of AAA, by each of Crisil, ICRA, and India Rating, which is the highest rating that can be assigned on the credit rating scale for any NBFC in India.

Latest Domestic credit rating of companies

Players	Latest Credit Rating	
	Long Term Rating	Short Term Rating
Bajaj Finance	CARE AAA, IND AAA, ICRA AAA, Crisil AAA	CARE A1+, IND A1+, ICRA A1+, Crisil A1+
Shriram Finance	CARE AA+, IND AA+, Crisil AA+/Crisil PPMLD AA+, ICRA AA+	CARE A1+, IND A1+, Crisil A1+
Tata Capital	**Crisil AAA/Crisil AA+/Crisil PPMLD AAA, IND AAA, ICRA AAA/ICRA AA+, CARE AAA/CARE AA+**	**Crisil A1+, IND A1+, ICRA A1+**
Cholamandalam Investment & Finance	CARE AA/CARE AA+, IND AA/IND AA+, ICRA AA/ICRA AA+	Crisil A1+, ICRA A1+
Aditya Birla Capital	ICRA AAA/ICRA AA+, IND AAA/IND AA+, Crisil AAA/Crisil AA+, CARE AAA*	ICRA A1+, IND A1+, Crisil A1+
HDB Financial	CARE AAA, Crisil AAA	CARE A1+, Crisil A1+
L&T Finance	Crisil AAA/Crisil PPMLD AAA, CARE AAA/CARE AA+, IND AAA, ICRA AAA/ICRA AA+	Crisil A1+, CARE A1+, IND A1+, ICRA A1+
Sundaram Finance	ICRA AAA, Crisil AAA	ICRA A1+, Crisil A1+

Source: Company reports, Crisil Intelligence

27.9 Tata Capital is one of only two NBFCs with International Credit Rating of BBB- as of latest credit rating available

Latest International credit rating of companies

Players	Latest Credit Rating	
	Long Term Rating	Short Term Rating
Bajaj Finance	BBB- (S&P Global Ratings) *, Baa3 (Moody’s)	A-3 (S&P Global Ratings), P-3 (Moody’s)
Shriram Finance	BB+ (Fitch Ratings), BB+ (S&P Global Ratings)	B (Fitch Ratings), B (S&P Global Ratings)
Tata Capital	**BBB- (S&P Global Ratings) ***	**A-3 (S&P Global Ratings)**
Cholamandalam Investment & Finance	-	-
Aditya Birla Capital	-	-
HDB Financial	-	-

Players	Latest Credit Rating	
	Long Term Rating	Short Term Rating
L&T Finance	-	-
Sundaram Finance	-	-

Note: (*) Long Term Issuer Rating. Source: Company reports, Crisil Intelligence

28. Annexure

28.1 Annexure 1

Tata Motors Limited is one of India's largest automobile manufacturing companies based on vehicle production and domestic sales as of March 31, 2025. Tata Motors has one of the most diversified product portfolios with a presence across light, medium and heavy-duty segments of the commercial vehicles industry.

Tata Motors Limited is the market leader in the domestic production of commercial vehicles industry in India with a market share of 35.6% (in terms of production) and a sales volume of 0.4 million units in Fiscal 2025.

Players	Commercial Vehicle Production volume (FY25)	Commercial Vehicle Domestic Sales volume (FY25)	Market Share – Production FY25	Market Share – Domestic Sales FY25
Tata Motors Ltd.	367,763	342,910	35.6%	33.2%
Mahindra & Mahindra Ltd.	274,592	269,087	26.6%	26.1%
Ashok Leyland Ltd.	194,394	179,842	18.8%	17.4%
VECVs - Eicher	88,405	82,543	8.6%	8.0%
Maruti Suzuki India Ltd	38,938	34,492	3.8%	3.3%
Force Motors Ltd.	29,287	28,397	2.8%	2.8%
Isuzu	21,587	2,071	2.1%	0.2%
Swaraj Mazda Ltd.	14,445	13,511	1.4%	1.3%
Olectra Greentech Limited	805	805	0.1%	0.1%
Switch Mobility Automotive Limited	709	564	0.1%	0.1%
Volvo Group India Pvt Ltd	291	921	0.0%	0.1%
Pinnacle Mobility Solutions Private Limited	266	261	0.0%	0.0%
Toyota Kirloskar Motor Pvt Ltd	259	278	0.0%	0.0%
TI Clean Mobility Pvt Ltd	153	173	0.0%	0.0%

Source: Crisil Intelligence, SIAM

Tata Motors Limited is also one of the top three manufacturers of passenger vehicles (cars and utility vehicles) in India with a market share of 13.2% in Fiscal 2025 (as of domestic sales) and sales volume of 0.6 million units (domestic sales) in the same period.

Players	Production Volume (FY25)	Domestic Sales (FY5)	Market Share – Production (FY25)	Market Share - Domestic Sales (FY25)
Maruti Suzuki India Ltd.	2,063,870	1,760,767	40.8%	40.9%
Hyundai Motors India Ltd.	761,845	598,666	15.1%	13.9%
Tata Motors	568,149	569,247	11.2%	13.2%
Mahindra & Mahindra Ltd.	561,692	551,487	11.1%	12.8%
Toyota Kirloskar Motor Ltd.	385,765	309,230	7.6%	7.2%
Kia Motors India Pvt Ltd	281,435	255,207	5.6%	5.9%

Players	Production Volume (FY25)	Domestic Sales (FY5)	Market Share – Production (FY25)	Market Share - Domestic Sales (FY25)
Honda Cars India Ltd.	115,597	65,925	2.3%	1.5%
Nissan Motor India Pvt. Ltd.	99,332	27,881	2.0%	0.6%
Volkswagen	85,952	42,230	1.7%	1.0%
Renault	50,368	37,900	1.0%	0.9%
Skoda Auto India Pvt. Ltd	47,699	44,868	0.9%	1.0%
MG Motor India Pvt Ltd	22,741	25,543	0.4%	0.6%
Pca Motors Pvt. Ltd	7,125	6,516	0.1%	0.2%
Fiat India Ltd.	6,949	3,865	0.1%	0.1%
Force Motors Ltd.	2,160	2,134	0.0%	0.0%
Isuzu Motors India Pvt Ltd	389	359	0.0%	0.0%
International Cars & Motors Ltd.	90	25	0.0%	0.0%

Note: The above numbers include cars and utility vehicles
Source: Crisil Intelligence, SIAM

28.2 Annexure 2

Tata AIA is the third largest private life insurer based on individual weighted new business premium with market share of 10.0% basis individual weighted new business premium as of FY25.

Players	Weighted NBP (in Rs. Crores) – FY24	Market Share – FY24	Weighted NBP (in Rs. Crores) – FY25	Market Share – FY25
SBI Life Insurance Company Limited	17,234	23.3%	19,353	22.8%
HDFC Life Insurance Company Limited	11,376	15.4%	13,364	15.7%
TATA AIA Life Insurance Company Limited	7,413	10.0%	8,511	10.0%
AXIS MAX Life Insurance Limited	6,961	9.4%	8,329	9.8%
ICICI PRUDENTIAL Life Insurance Company Limited	7,213	9.8%	8,307	9.8%
BAJAJ ALLIANZ Life Insurance Company Limited	6,325	8.6%	7,066	8.3%
ADITYA BIRLA SUN Life Insurance Company Limited	3,075	4.2%	4,115	4.8%
KOTAK MAHINDRA Life Insurance Company Limited	2,823	3.8%	2,985	3.5%
PNB METLIFE Life Insurance Company Limited	2,318	3.1%	2,399	2.8%
CANARA HSBC Life Insurance Company Limited	1,702	2.3%	2,179	2.6%
STAR UNION DAI-ICHI Life Insurance Company Limited	1,501	2.0%	1,620	1.9%
INDIAFIRST Life Insurance Company Limited	1,376	1.9%	1,426	1.7%
SHRIRAM Life Insurance Company Limited	891	1.2%	1,289	1.5%
RELIANCE NIPPON Life Insurance Company Limited	1,103	1.5%	1,046	1.2%
AGEAS FEDERAL Life Insurance Company Limited	606	0.8%	799	0.9%
BHARTI AXA Life Insurance Company Limited	625	0.8%	616	0.7%
EDELWEISS TOKIO Life Insurance Company Limited	514	0.7%	575	0.7%
FUTURE GENERALI INDIA Life Insurance Company Limited	392	0.5%	437	0.5%
PRAMERICA Life Insurance Limited.	187	0.3%	177	0.3%

Players	Weighted NBP (in Rs. Crores) – FY24	Market Share – FY24	Weighted NBP (in Rs. Crores) – FY25	Market Share – FY25
BANDHAN Life Insurance Limited (FORMERLY AEGON Life Insurance Company Limited)	12	0.0%	164	0.2%
AVIVA Life Insurance Company Limited	223	0.3%	136	0.2%
Go Digit Life Insurance Limited	0	0.0%	51	0.1%
ACKO Life Insurance Company Limited	0	0.0%	3	0.0%

Note: Weighted NBP is defined as addition of 10% of individual single new business premium and individual non single new business premium, Companies arranged in decreasing order as of Weight NBP of March 2025.
Source: LIC Council, Crisil Intelligence

28.3 Annexure 3

Tata AIG is the third largest private non-life insurer based on GWP with market share of 5.8% in FY25.

Players	Gross Premium FY25	Market Share – FY25
The New India Assurance Co Ltd	38,661	12.6%
ICICI Lombard General Insurance Co Ltd	26,833	8.7%
Bajaj Allianz General Insurance Co Ltd	21,417	7.0%
United India Insurance Co Ltd	20,074	6.5%
The Oriental Insurance Co Ltd	19,826	6.4%
Tata AIG General Insurance Co Ltd	17,703	5.8%
Star Health & Allied Insurance Co Ltd	16,716	5.4%
National Insurance Co Ltd	16,660	5.4%
HDFC Ergo General Insurance Co Ltd	15,817	5.1%
SBI General Insurance Co Ltd	13,890	4.5%
Reliance General Insurance Co Ltd	12,548	4.1%
Agriculture Insurance Co Of India Ltd	9,738	3.2%
Go Digit General Insurance Ltd	8,472	2.8%
Care Health Insurance Ltd	8,318	2.7%
IFFCO-Tokio General Insurance Co Ltd	8,312	2.7%
Cholamandalam MS General Insurance Co Ltd	8,124	2.6%
Niva bupa health insurance company limited	6,762	2.2%
Future Generali India Insurance Co Ltd	5,408	1.8%
Universal Sompo General Insurance Co Ltd	5,078	1.7%
Aditya Birla Health Insurance Co Ltd	4,822	1.6%
Royal Sundaram General Insurance Co Ltd	3,764	1.2%
Shriram General Insurance Co Ltd	3,753	1.2%
Magma General Insurance Limited	3,334	1.1%
Liberty General Insurance Co. Ltd	2,246	0.7%
Acko General Insurance Ltd	2,065	0.7%
Zurich Kotak Mahindra General Insurance Co Ltd	1,915	0.6%

Players	Gross Premium FY25	Market Share – FY25
ManipalCigna Health Insurance Co Ltd	1,798	0.6%
ECGC Ltd	1,367	0.4%
Zuno General Insurance Co Ltd	992	0.3%
Kshema General insurance	771	0.3%
Raheja QBE General Insurance Co Ltd	353	0.1%
Navi General Insurance Co. Ltd	100	0.0%
Galaxy Health Insurance Company Ltd	17	0.0%
Narayana Health Insurance Ltd	2	0.0%

Note: IRDAI has recently revised the formats for reporting, and they have excluded premium from long term policies from reporting of premiums with effect from October 1, 2024. Source: GIC Council, Crisil Intelligence

28.4 Annexure 4

Tata Mutual Fund is the 9th largest AMC based on Average AUM as of March 31, 2025.

Mutual Fund Houses	Average AUM – March 2025 in Rs. crore	Market Share – March 2025
SBI Mutual Fund	1,072,949	15.9%
ICICI Prudential Mutual Fund	879,412	13.0%
HDFC Mutual Fund	773,998	11.5%
Nippon India Mutual Fund	557,199	8.3%
Kotak Mahindra Mutual Fund	482,537	7.2%
Aditya Birla Sun Life Mutual Fund	381,724	5.7%
UTI Mutual Fund	339,750	5.0%
Axis Mutual Fund	321,506	4.8%
Tata Mutual Fund	187,698	2.8%
DSP Mutual Fund	187,311	2.8%
Mirae Asset Mutual Fund	186,269	2.8%
Bandhan Mutual Fund	167,166	2.5%
Edelweiss Mutual Fund	142,831	2.1%
HSBC Mutual Fund	124,397	1.8%
Franklin Templeton Mutual Fund	106,894	1.6%
Invesco Mutual Fund	106,581	1.6%
Canara Robeco Mutual Fund	103,344	1.5%
PPFAS Mutual Fund	101,700	1.5%
Motilal Oswal Mutual Fund	92,988	1.4%
quant Mutual Fund	88,637	1.3%
Sundaram Mutual Fund	65,593	1.0%
Baroda BNP Paribas Mutual Fund	45,541	0.7%
LIC Mutual Fund	36,476	0.5%
Mahindra Manulife Mutual Fund	27,256	0.4%
PGIM India Mutual Fund	24,165	0.4%

Mutual Fund Houses	Average AUM – March 2025 in Rs. crore	Market Share – March 2025
Bajaj Finserv Mutual Fund	20,133	0.3%
Union Mutual Fund	19,953	0.3%
WhiteOak Capital Mutual Fund	16,607	0.2%
JM Financial Mutual Fund	13,831	0.2%
Bank of India Mutual Fund	11,518	0.2%
360 ONE Mutual Fund	11,342	0.2%
ITI Mutual Fund	9,293	0.1%
Navi Mutual Fund	7,120	0.1%
NJ Mutual Fund	6,438	0.1%
Zerodha Mutual Fund	4,855	0.1%
Helios Mutual Fund	3,422	0.1%
Samco Mutual Fund	2,825	0.04%
Quantum Mutual Fund	2,607	0.04%
Trust Mutual Fund	2,596	0.04%
Groww Mutual Fund	1,547	0.02%
Old Bridge Mutual Fund	1,179	0.02%
IL&FS Mutual Fund (IDF)	1,103	0.02%
Shriram Mutual Fund	969	0.01%
Taurus Mutual Fund	872	0.01%
Unifi Mutual Fund	110	0.002%
Angel One Mutual Fund	19	0.000%

Note: Average AUM includes Excluding Fund of Funds - Domestic but including Fund of Funds – Overseas for January 2025 to March 2025 quarter
Source: AMFl, Crisil Intelligence

OUR BUSINESS

Some of the information in the following section, especially information with respect to our plans and strategies, consists of certain forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those expressed in, or implied by, these forward-looking statements. Prospective investors should read the section "Forward-Looking Statements" on page 44 for a discussion of the risks and uncertainties related to those statements and the section "Risk Factors", "Restated Consolidated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 45, 424 and 586, respectively, for a discussion of certain risks that may affect our business, financial condition, cash flows or results of operations.

Pursuant to a scheme of arrangement for amalgamation, our subsidiaries, TCFSL and TCCL, were merged with TCL with an appointed date of April 1, 2023. The entire undertaking of TCFSL and TCCL, including its assets and liabilities, were merged with TCL and the scheme became effective on January 1, 2024. See "History and Corporate Matters" on page 361.

Unless otherwise specified, the consolidated financial and operational data as at and for the financial year ended March 31, 2025, reflects the acquisition of TMFL pursuant to TMFL Scheme of Arrangement, which was completed in May 2025 with an appointed date of April 1, 2024. Consequently, the financial and operational figures for the fiscal years ended March 31, 2025, March 31, 2024, and March 31, 2023 are not entirely comparable. Additionally, we have disclosed certain financial information and ratios pertaining to our Company (excluding TMFL) for the fiscal year ended March 31, 2025, which have been derived from the Audited Special Purpose Consolidated Financial Statements of our Company (excluding TMFL) as at and for the fiscal year ended March 31, 2025, and is not directly comparable to the Restated Consolidated Financial Information included in this Updated Draft Red Herring Prospectus-I.

Our fiscal year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular fiscal year are to the 12 months ended March 31 of that year. Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our Restated Consolidated Financial Information included in this Updated Draft Red Herring Prospectus-I beginning on page 424. In addition, certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance have been included in this section and elsewhere in this Updated Draft Red Herring Prospectus-I. Such non-GAAP financial measures should be read together with the nearest GAAP measure. See "Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation—Financial Data—Non-GAAP Financial Measures" on page 40.

*Unless otherwise indicated or the context otherwise requires, industry and market data used in this section have been extracted from the industry report titled "Analysis of NBFC Sector in India" prepared and issued by CRISIL (the "**CRISIL Report**"), which has been commissioned by our Company exclusively in connection with the Offer for the purposes of confirming our understanding of the industry in which we operate. For further details and risks in relation to the CRISIL Report, see "Risk Factors — We have included data derived from the CRISIL Report titled "Analysis of NBFC Sector in India" which has been prepared by CRISIL, exclusively for the Offer and commissioned and paid for by us and any reliance on such information for making an investment decision in the Offer is subject to inherent risks" on page 75. The CRISIL Report will form part of the material documents for inspection and is available on the website of our Company. The information in the following section is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Updated Draft Red Herring Prospectus-I, including the information contained in "Risk Factors", "Industry Overview", "Restated Consolidated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 45, 161, 424 and 586, respectively. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation—Industry and Market Data" on page 40.*

OVERVIEW

Who We Are

We are the flagship financial services company of the Tata group and a subsidiary of Tata Sons Private Limited, the holding company of the Tata group and the Promoter of our Company. According to the CRISIL Report, with a legacy spanning over 150 years, the Tata group is one of India's most distinguished business groups, comprising companies across 10 verticals such as automotive, technology, steel, financial services, aerospace and defence, and consumer and retail (*section 27, page 186*). The "Tata Group" brand was recognised as the most valuable brand in India as per the Brand Finance India 100 2025 report.

According to the CRISIL Report, we are the third largest diversified NBFC in India with Total Gross Loans of ₹2,265.5 billion as at March 31, 2025 (*section 27.1, page 186*); are among the fastest growing large diversified NBFCs in India based on growth in Total Gross Loans (*section 27.1, page 186*), with Total Gross Loans growing at a CAGR of 37.3% from March 31, 2023 to March 31, 2025; and have a track record of sustained growth while maintaining our asset quality, as evidenced by our metrics such as, Gross Stage 3 Loans Ratio of 1.9%, Net Stage 3 Loans Ratio of 0.8% and Provision Coverage Ratio ("**PCR**") of 58.5%, which are among the best across large diversified NBFCs in India as at March 31, 2025 (*section 27.7, page 192*). Our Total Gross Loans (excluding TMFL) grew at a CAGR of 28.4% from March 31, 2023 to March 31, 2025. Our asset quality (excluding TMFL) stood at Gross Stage 3 Loans Ratio of 1.5%, Net Stage 3 Loans Ratio of 0.5% and PCR of 65.8% as at March 31, 2025.

Since commencing our lending operations in 2007, we have served 7.0 million customers up to March 31, 2025. Through our comprehensive suite of 25+ lending products (the "**Lending Business**"), we cater to a diverse customer base comprising salaried and self-employed individuals, entrepreneurs, small businesses, small and medium enterprises and corporates. We are focused on Retail and SME Customers, with loans to such customers forming 88.5% of our Total Gross Loans as at March 31, 2025. Our loan portfolio is highly granular, with ticket sizes ranging from ₹10,000 to over ₹1 billion, and over 99.0% of our Loan accounts have a ticket size of less than ₹10 million, as at March 31, 2025. In addition, 79.0% of our Total Gross Loans were secured and our Organic Book accounted for over 99% of our Total Gross Loans, as at March 31, 2025.

We operate an omni-channel distribution model that combines our wide branch network, a robust partner ecosystem, and a strong digital presence, all of which work together to deliver a superior customer experience. We have an extensive pan-India distribution network comprising 1,496 branches across 27 States and Union Territories, as at March 31, 2025. Our branches are typically staffed with an in-house team responsible for customer engagement, acquisition, loan processing, documentation and servicing.

We have undertaken branch additions in the preceding three fiscal years, resulting in our branch network (excluding TMFL branches) growing at a CAGR of 45.6% from March 31, 2023 to March 31, 2025. Our branch network is complemented by our proprietary digital platforms, including our website and mobile apps, which work together to support our 'phygital' strategy. Furthermore, we have established partnerships with direct selling agents ("**DSAs**"), original equipment manufacturers ("**OEMs**"), dealers, and digital partners to broaden our reach.

Our Lending Business comprises the following verticals, each focused on distinct customer needs:

- ***Retail Finance:*** We typically offer to salaried and self-employed individuals and owners of small businesses ("**Retail Customers**") a wide range of loans, such as home loans, loans against property, personal loans, business loans, two-wheeler loans, car loans, commercial vehicle loans, construction equipment loans, loans against securities, microfinance loans, and education loans. As at March 31, 2025, Retail Finance comprised 62.3% of our Total Gross Loans.

- ***SME Finance:*** We offer supply chain finance, equipment finance, and leasing solutions to our customers. Further, we offer term loans, cleantech and infrastructure finance, and developer finance to businesses with latest available turnover of less than or equal to ₹2.5 billion ("**SME Customers**"). As at March 31, 2025, SME Finance comprised 26.2% of our Total Gross Loans.

- ***Corporate Finance:*** We offer term loans, cleantech and infrastructure finance, and developer finance to businesses with latest available turnover of more than ₹2.5 billion ("**Corporate Customers**"). As at March 31, 2025, Corporate Finance comprised 11.5% of our Total Gross Loans.

Our underwriting and collections efforts enable us to maintain the quality of our asset portfolio. We have designed our underwriting processes for a wide variety of product offerings, adopting a customised product-based approach, that includes rule-based underwriting, high touch methods or a combination of both. Our digital underwriting platform is integrated with credit bureaus and alternate data sources, enabling our rule-based underwriting engines to facilitate an informed, data-driven underwriting process. In collections, we employ machine learning ("**ML**") powered collection models which help monitor repayment behaviours and utilize predictive analytics to optimise our loan recovery efforts and enhance our collection efficiency. As a result, our credit costs have remained low, amounting to 0.9% of our Average Total Net Loans (excluding TMFL) in Fiscal 2025. Post-merger, our credit costs were 1.4% of our Average Total Net Loans, in Fiscal 2025.

Our operations are underpinned by advanced digital and technological tools integrated into our platform, which span the entire customer lifecycle for all products. This drives efficiency, enhances customer experience, and fosters sustainable growth. We leverage our website and mobile apps to engage with and acquire customers, providing both assisted and completely online journeys for various products. 97.8% of our customers were onboarded through our digital platforms in Fiscal 2025. We offered our customers over 200 online services across multiple channels, including our website, mobile apps, WhatsApp, email, chatbot ('TIA'), and interactive voice response ("**IVR**") system, as at March 31, 2025, enabling us to deliver omni-channel customer support. This has also helped our customers manage their servicing needs independently, resulting in a Digital Service Adoption Rate (excluding TMFL) of over 80% during Fiscal 2025.

We have a well-diversified liability base supported by a credit rating of AAA from CRISIL, ICRA, CARE and India Ratings. According to the CRISIL Report, this is the highest possible credit rating that can be assigned to any NBFC in India (*section 27.8, page 193*). Our international credit rating of BBB- from both S&P Global Ratings and Fitch Ratings aligns with India's sovereign credit rating. We have a diversified borrowing mix of short and long-term loans from banks, non-convertible debentures, sub-ordinated and perpetual debt, external commercial borrowings and commercial papers. Our Average Cost of Borrowings Ratio was 7.8% and Total Borrowings to Total Equity ratio was 6.6 times in Fiscal 2025 and as at March 31, 2025, respectively. We follow a prudent asset-liability management ("**ALM**") strategy, maintaining a balanced mix of short-term and long-term assets and liabilities.

In addition to our Lending Business, we have non-lending businesses ("**Non-lending Businesses**") which comprise (i) distribution of third-party products such as insurance and credit cards, (ii) wealth management services catering to high-net-worth individuals and retail clients, and (iii) private equity ("**PE**") business, wherein we are currently focused on two themes viz. (a) Growth (focused on urbanisation, manufacturing and strategic services), and (b) Healthcare (focused on pharmaceuticals, hospitals, contract research and manufacturing services, diagnostic chains and other healthcare services). Backed by the performance of the Growth and Healthcare Funds I and II, we are in the midst of raising Fund III for both these themes. In addition to these funds, we are also the sponsor and investment manager to three other thematic funds (Opportunities, Innovations and Special Situations), which are in the process of being fully exited. Recently, our Board has also approved the launch of another thematic fund, the Decarbonization Fund.

We are led by a seasoned management team with our KMPs and members of the Senior Management possessing extensive and diverse experience in the financial services industry. Our management team is guided by our Board of Directors comprising six directors, including four independent directors, as at the date of this Updated Draft Red Herring Prospectus-I. For details, see "*Our Management*" beginning on page 373.

Our Merger with TMFL

Pursuant to a scheme of arrangement amongst TMFL, our Company and their respective shareholders, sanctioned by the National Company Law Tribunal, Mumbai *vide* its order dated May 1, 2025, our Board at its meeting dated May 13, 2025 approved the issue and allotment of 183,867,495 Equity Shares to TMF Holdings Limited. The TMFL Scheme of Arrangement has become effective from May 8, 2025 with the appointed date being April 1, 2024. Pursuant to the TMFL Scheme of Arrangement, the entire business of TMFL, including all of its assets, liabilities and undertakings has been transferred to our Company. See "*History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamations or any revaluation of assets, in the last 10 years - Scheme of arrangement between Tata Motors Finance Limited (formerly known as Tata Motors Finance Solutions Limited) ("TMFL" or "Amalgamating Company"), our Company and the respective shareholders of TMFL and our Company, as filed before the National Company Law Tribunal, Mumbai Bench by way of our application dated October 3, 2024 ("TMFL Scheme of Arrangement")*" on page 365 for more details of the merger.

According to the CRISIL Report, TMFL was one of the leading commercial and passenger vehicle loan providers in India (*section 10.2, page 87*), with a pan-India presence of 353 branches spanning 27 States and Union Territories. Prior to the merger with our Company, TMFL operated under the "Tata Group" brand as a wholly-owned subsidiary of TMF Holdings Limited ("**TMFHL**"), which in turn, is a wholly-owned subsidiary of Tata Motors Limited ("**TML**").

TMFL employed a dedicated workforce of 6,351 on-roll employees and maintained a presence at the sales outlets of TML dealers, which spanned over 450 touchpoints, as at March 31, 2025. With a deep understanding of the vehicle ecosystem, TMFL catered to the financial needs of suppliers, dealers, transporters, fleet operators and other customers. TMFL's wide network extended across retail customers, including first-time users, sub-retail customers, retail operators, and fleet operators.

Through the merger of TMFL with our Company, we have strengthened our presence in the commercial vehicle and passenger car financing markets. The merger consolidated the lending businesses of our Company and TMFL, creating a larger unified financial services entity with wider geographical reach, and stronger capital and asset base. This has helped us in achieving greater scale and diversification with the potential to unlock business synergies. It has complemented and expanded our portfolio of vehicle finance products, across both commercial and passenger vehicles. As at March 31, 2025, following the merger, TMFL contributed 92.5% of the Gross Loans in Commercial Vehicle Loans, 16.8% in Car Loans, and 12.8% in Supply Chain Finance. The combined product offering has better equipped us to target the entire auto financing market. According to the CRISIL Report, the entire auto financing market was valued at ₹18.4 trillion, as at March 31, 2025 (*section 10.1, page 87*). The merger has also enhanced our positioning as a leading full stack vehicle finance provider, enabling us to serve a broader customer base through an expanded distribution network.

Select Operational and Financial Metrics

The following table sets forth certain information relating to our select operational and financial metrics:

Particulars	Units	TCL (excluding TMFL) (41)	TCL		
		As at March 31, / Fiscal 2025	As at March 31, / Fiscal		
			2025	2024	2023
Number of Branches (1)	Number	1,143	1,496	867	539
Number of Employees (2)	Number	23,046	29,397	19,250	14,490
Number of Customers (in millions) (3)	Number	5.6	7.0	4.5	3.2
Disbursements (4)	(₹ in million)	1,281,642.0	1,423,016.8	1,049,943.7	747,666.6
Disbursements YoY Growth (5)	%	22.1%	35.5%	40.4%	39.9%
Total Gross Loans (6)	(₹ in million)	1,981,639.5	2,265,529.6	1,612,310.8	1,201,968.6
- Retail Finance	(₹ in million)	1,157,162.9	1,411,142.1	950,316.8	681,879.3
- SME Finance	(₹ in million)	568,504.4	594,629.8	467,614.8	392,028.3

Particulars	Units	TCL (excluding TMFL) (41)	TCL		
		As at March 31, / Fiscal	As at March 31, / Fiscal		
		2025	2025	2024	2023
- Corporate Finance	(₹ in million)	255,972.2	259,757.7	194,379.2	128,061.0
Total Gross Loans YoY Growth (7)	%	22.9%	40.5%	34.1%	28.8%
Secured Gross Loans as Percentage of Total Gross Loans (8)	%	77.3%	79.0%	75.5%	76.9%
Interest Income (9)	(₹ in million)	214,950.6	257,197.7	163,664.7	119,109.0
Finance Cost (10)	(₹ in million)	125,980.7	150,296.4	95,682.3	66,006.4
Net Interest Income (11)	(₹ in million)	88,969.9	106,901.3	67,982.4	53,102.6
Fee Income (12)	(₹ in million)	19,430.2	23,456.0	12,728.5	8,474.8
Investment Income (13)	(₹ in million)	1,292.3	3,045.0	5,590.6	8,791.1
Total Income (14)	(₹ in million)	235,673.1	283,698.7	181,983.8	136,374.9
NIM + Fee Income Margin (15)	(₹ in million)	108,400.1	130,357.3	80,710.9	61,577.4
Net Total Income (16)	(₹ in million)	109,692.4	133,402.3	86,301.5	70,368.5
Operating Expenses (17)	(₹ in million)	44,582.8	56,134.2	36,242.0	26,650.5
Credit Cost (18)	(₹ in million)	15,512.5	28,268.3	5,922.6	5,742.9
Profit After Tax (19)	(₹ in million)	37,118.2	36,646.6	31,502.1	30,292.0
Profit After Tax YoY Growth (20)	%	17.8%	16.3%	4.0%	79.5%
Basic Earnings Per Equity Share (21)	(in ₹)	9.4	9.3	8.6	8.4
Average Yield (22)	%	12.2%	12.6%	11.9%	11.5%
Average Cost of Borrowings Ratio (23)	%	7.7%	7.8%	7.3%	6.6%
Net Interest Margin Ratio (24)	%	5.1%	5.2%	5.0%	5.1%
NIM + Fee Income Ratio (25)	%	6.2%	6.4%	5.9%	6.0%
Cost to Income Ratio (26)(42)	%	40.6%	42.1%	42.0%	37.9%
Operating Expenses Ratio (27)	%	2.5%	2.7%	2.6%	2.6%
Credit Cost Ratio (28)	%	0.9%	1.4%	0.4%	0.6%
Return On Equity (29)(42)	%	14.2%	12.6%	15.5%	20.6%
Return On Assets (30)(42)	%	2.1%	1.8%	2.3%	2.9%
Gross Stage 3 Loans Ratio (31)	%	1.5%	1.9%	1.5%	1.7%
Net Stage 3 Loans Ratio (32)	%	0.5%	0.8%	0.4%	0.4%
Provision Coverage Ratio (33)	%	65.8%	58.5%	74.1%	77.1%
Total Equity (34)	(₹ in million)	286,997.1	313,838.1	234,171.3	173,398.6
Total Borrowings (35)	(₹ in million)	1,797,666.6	2,084,149.3	1,481,852.9	1,133,359.1
Total Borrowings to Total Equity (36)	No. of times	6.3	6.6	6.3	6.5
CRAR (37)	%	NA	16.9%	16.7%	NA(40)
CRAR – Tier I (38)	%	NA	12.8%	11.9%	NA(40)
CRAR – Tier II (39)	%	NA	4.1%	4.9%	NA(40)

Notes:

1. ***Number of Branches***: *Total number of operational branches as at the last day of the relevant Fiscal.*
2. ***Number of Employees***: *Total number of on-roll employees as at the last day of the relevant Fiscal.*
3. ***Number of Customers***: *Total number of customers to whom we have advanced credit up to the last day of the relevant Fiscal since the commencement of our lending operations in 2007.*
4. ***Disbursements***: *Loans disbursed during the relevant Fiscal across products other than channel finance, vendor finance and factoring.*
5. ***Disbursements YoY Growth***: *Percentage growth in disbursements for the relevant Fiscal over disbursements for the immediately preceding Fiscal.*
6. ***Total Gross Loans***: *Total Net Loans adjusted for unamortised loan sourcing fees, unamortised loan sourcing costs and impairment allowances as at the last day of the relevant Fiscal.*

   Total Net Loans: *Loans as at the last day of the relevant Fiscal.*
7. ***Total Gross Loans YoY Growth***: *Percentage growth in Total Gross Loans for the relevant Fiscal year over Total Gross Loans for the immediately preceding Fiscal.*
8. ***Secured Gross Loans as percentage of Total Gross Loans***: *Secured Gross Loans as a percentage of Total Gross Loans as at the last day of the relevant Fiscal.*

   Secured Gross Loans: *Total Gross Loans secured by tangible assets, intangible assets or covered by bank / government guarantees at the last day of the relevant Fiscal.*
9. ***Interest Income***: *Interest Income as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*
10. ***Finance Cost***: *Finance Cost as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*
11. ***Net Interest Income***: *Interest Income for the relevant Fiscal reduced by Finance Cost for the relevant Fiscal.*
12. ***Fee Income***: *Rental income, Fees and Commission income, Net Gain on derecognition of financial instruments and Other Income as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*
13. ***Investment Income***: *Dividend Income, Net gain on fair value changes and Net gain on derecognition of associates as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*
14. ***Total Income***: *Total Income as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*
15. ***NIM + Fee Income Margin***: *Sum of Net Interest Income and Fee Income for the relevant Fiscal.*
16. ***Net Total Income***: *Total Income reduced by Finance Cost for the relevant Fiscal.*
17. ***Operating Expenses***: *Aggregate of Employee benefit expenses, Depreciation, amortization and impairment, and other expenses as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*
18. ***Credit Cost***: *Impairment on financial instruments as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*
19. ***Profit After Tax***: *Profit for the relevant Fiscal attributable to Owners of the Company as reported in the Restated Consolidated Financial Information*

for the relevant Fiscal.

20. ***Profit After Tax YoY Growth**: Percentage growth in Profit After Tax for the relevant Fiscal over Profit After Tax for the immediately preceding Fiscal.*
21. ***Basic Earnings Per Equity Share**: Basic Earnings Per Equity Share as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*
22. ***Average Yield**: Interest Income as a percentage of Average Total Net Loans.*
    ***Average Total Net Loans**: Simple average of Total Net Loans as at the last day of the relevant Fiscal and Total Net Loans as at the last day of the immediately preceding Fiscal. For Fiscal 2025, in the case of TCL: Simple average of: (a) Total Net Loans as at the last day of the relevant Fiscal; and (b) Total Net Loans as at the last day of the immediately preceding Fiscal plus the Total Gross Loans acquired through the TMFL Scheme of Arrangement as of the acquisition date. See Note 48 of our Restated Consolidated Financial Information on page 580.*
23. ***Average Cost of Borrowings Ratio**: Finance Cost as a percentage of Average Total Borrowings for the relevant Fiscal.*
    ***Average Total Borrowings**: Simple average of Total Borrowings as at the last day of the relevant Fiscal and Total Borrowings as at the last day of the immediately preceding Fiscal. For Fiscal 2025, in the case of TCL: Simple average of: (a) Total Borrowings as at the last day of the relevant Fiscal; and (b) Total Borrowings as at the last day of the immediately preceding Fiscal plus Total Borrowings acquired through the TMFL Scheme of Arrangement as of the acquisition date. See Note 48 of our Restated Consolidated Financial Information on page 580.*
24. ***Net Interest Margin Ratio**: Net Interest Income as a percentage of Average Total Net Loans.*
25. ***NIM + Fee Income Ratio**: NIM + Fee Income Margin as a percentage of Average Total Net Loans.*
26. ***Cost to Income Ratio**: Operating Expenses as a percentage of Net Total Income for the relevant Fiscal.*
27. ***Operating Expenses Ratio**: Operating Expenses as a percentage of Average Total Net Loans.*
28. ***Credit Cost Ratio**: Credit Cost as a percentage of Average Total Net Loans.*
29. ***Return On Equity**: Profit after tax as a percentage to Average Total Equity.*
    ***Average Total Equity**: Simple average of Total Equity as at the last day of the relevant Fiscal and Total Equity as at the last day of the immediately preceding Fiscal. For Fiscal 2025, in the case of TCL: Simple average of: (a) Total Equity as at the last day of the relevant Fiscal and; (b) Total Equity as at the last day of the immediately preceding Fiscal plus equity shares issued less Goodwill arising on amalgamation and Settlement of Pre-existing relationship pursuant to the TMFL Scheme of Arrangement as at the acquisition date. See Note 48 of our Restated Consolidated Financial Information on page 580.*
30. ***Return On Assets**: Profit after tax as a percentage to Average Total Net Loans.*
31. ***Gross Stage 3 Loans Ratio**: Ratio of Gross Stage 3 Loans as a percentage to Total Gross Loans as at the last day of the relevant Fiscal.*
32. ***Net Stage 3 Loans Ratio**: Gross Stage 3 Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as a percentage to Total Gross Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as at the last day of the relevant Fiscal.*
33. ***Provision Coverage Ratio**: Impairment allowances provided on Gross Stage 3 Loans as a percentage to Gross Stage 3 Loans as at the last day of the relevant Fiscal.*
34. ***Total Equity**: Equity attributable to owners of the Company reduced by Instruments entirely equity in nature as reported in the Restated Consolidated Financial Information as at the last day of the relevant Fiscal.*
35. ***Total Borrowings**: Debt securities, Borrowings (Other than debt securities) and Subordinated liabilities as reported in the Restated Consolidated Financial Information as at the last day of the relevant Fiscal.*
36. ***Total Borrowings to Total Equity**: Total Borrowings divided by Total Equity.*
37. ***Capital Risk Adequacy Ratio (CRAR)**: Computed from the standalone financial statements of the Company, as the sum of CRAR – Tier I and CRAR – Tier II.*
38. ***Capital Risk Adequacy Ratio – Tier I (CRAR – Tier I)**: Computed from the standalone financial statements of the Company as Tier I capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*
39. ***Capital Risk Adequacy Ratio – Tier II (CRAR – Tier II)**: Computed from the standalone financial statements of the Company as Tier II capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*
40. *Prior to the merger with TCFSL and TCCL, the Company was registered as a core investment company and accordingly we were required to maintain regulatory ratios relevant to CICs for Fiscal 2023.*
41. *The consolidated financial and operational data as at and for the financial year ended March 31, 2025, reflects the acquisition of TMFL pursuant to TMFL Scheme of Arrangement, which was completed in May 2025 with an appointed date of April 1, 2024. Consequently, the financial and operational figures for the fiscal years ended March 31, 2025, March 31, 2024, and March 31, 2023 are not entirely comparable. Further, certain financial information and ratios pertaining to our Company (excluding TMFL), have been derived from the Audited Special Purpose Consolidated Financial Statements of our Company (excluding TMFL) as at and for the fiscal year ended March 31, 2025 and is not directly comparable to the Restated Consolidated Financial Information included for fiscal year 2025.*
42. *Fiscal 2023 includes a one-time gain of ₹7,120.3 million on account of share of profit in associate and sale of investment. Excluding the impact of this item, our Return on Equity, Return on Assets and Cost to Income Ratio would have been 15.8%, 2.2% and 42.2% respectively for Fiscal 2023. Fiscal 2025 includes the impact of the Rights issue of Equity Shares aggregating approximately ₹15,039.1 million that we consummated on March 21, 2025. Excluding the impact of this item, our Return on Equity would have been 13.0% and 14.7% (excluding TMFL) for Fiscal 2025.*

OUR STRENGTHS

We benefit from the following strengths:

1. Flagship financial services company of the Tata group, with a legacy of over 150 years

According to the CRISIL Report, we are the flagship financial services company of the Tata group, which is one of India's most distinguished business groups, with a legacy of over 150 years (*section 27, page 186*). Our Promoter, Tata Sons Private Limited, is the holding company of the Tata group. According to the CRISIL Report, the Tata group (a) comprised companies across 10 verticals such as automotive, technology, steel, financial services, aerospace and defence, and consumer and retail; (b) is a global enterprise headquartered in India, with operations in more than 100 countries across six continents and collectively employed over 1 million employees, as at March 31, 2025; and (c) has the most diversified presence across industries in India as at March 31, 2025, and is the largest group in India with 26 equity listed companies with a combined market capitalisation of ₹27.8 trillion, as at March 31, 2025 (*section 27, page 186*). The "Tata Group" brand was recognised as the most valuable brand in India by Brand Finance in its 2025 report.

The Tata group has a strong presence in financial services, including offering lending products through our Company, insurance services mainly through Tata AIA Life Insurance Company Limited and Tata AIG General Insurance Company Limited, and asset management services through Tata Asset Management Private Limited. Further, we benefit from our relationship with over 70 Group companies and over 950 dealer and vendor partners within the Group ecosystem.

Our Promoter, Tata Sons Private Limited, has infused equity of ₹89.7 billion since commencement of our lending operations in 2007 and holds 88.6% of the Equity Shares in our Company as at the date of this Updated Draft Red Herring Prospectus-I.

2. Third largest diversified NBFC in India, with the most comprehensive lending product suite.

According to the CRISIL Report, we are the third largest diversified NBFC in India based on our Total Gross Loans of ₹2,265.5 billion (*section 27.1, page 186*), and the most comprehensive amongst large diversified NBFCs in India based on the number of loan product offerings, as at March 31, 2025 (*section 27.2, page 187*). TCHFL, our Material Subsidiary which operates in the housing finance sector, had Total Gross Loans of ₹669.5 billion, as at March 31, 2025 compared to ₹377.3 billion as at March 31, 2023 and grew at a CAGR of 33.2% from March 31, 2023 to March 31, 2025. We offer a comprehensive suite of 25+ lending products catering to the financial requirements of a wide range of customers comprising salaried and self-employed individuals, entrepreneurs, small and medium enterprises and corporates. Our loan offerings to customers comprised a wide range of ticket sizes ranging from ₹10,000 to over ₹1 billion, as at March 31, 2025.

Our suite of lending products, which we tailor to address our customers' financial requirements based on our understanding of our customers, coupled with our ability to efficiently distribute our products, has enabled us to build a diversified loan portfolio in which no single lending product contributed more than 20% of our Total Gross Loans, as at March 31, 2025. Our loan portfolio is also diversified across customer types, sectors and geographies, thereby minimising any concentration risks. Our focus on maintaining a balanced, diversified and high-quality loan portfolio has enabled us to manage our risks across economic cycles and optimise our profitability.

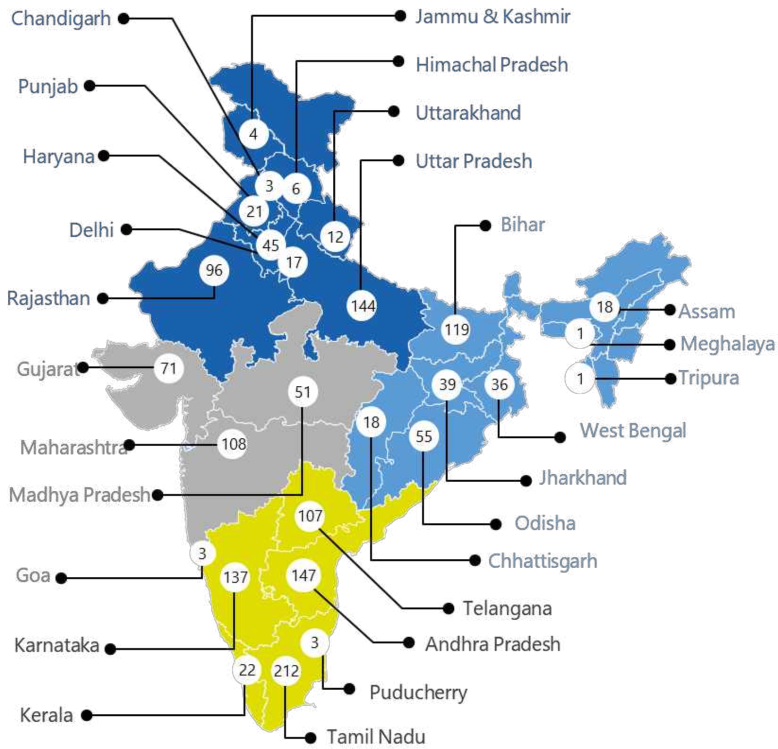
3. Omni-channel distribution model, comprising our pan-India branch network, partnerships and digital platforms

We have built an omni-channel distribution network which combines our pan-India branch network with an extensive network of external partners and our digital platforms. This 'phygital' model enables us to customise our distribution strategy based on the customer profile, type of product, and location, thereby optimising our distribution efforts and facilitating a seamless customer experience.

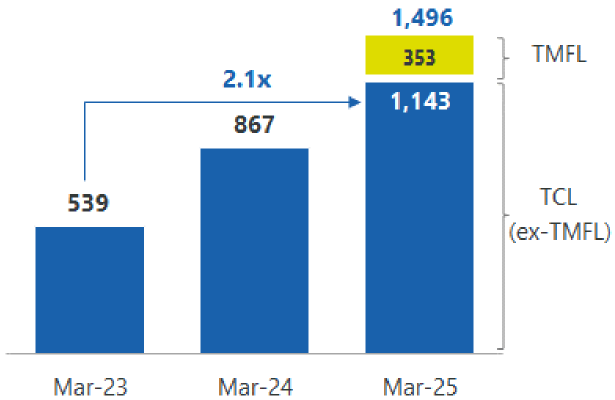
Our branch network:

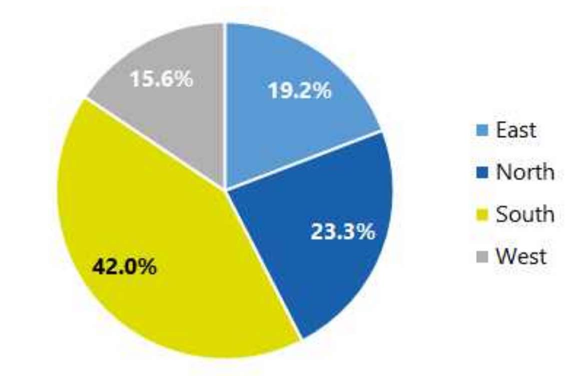
As at March 31, 2025, we had a pan-India presence through 1,496 branches spanning 1,102 locations across 27 States and Union Territories. Our branch network is an integral part of our strategy to expand our presence in relevant markets across location tiers, regions and customer segments. Through our wide branch network, which offers on-the-ground presence to attract, service and engage with customers, we are able to develop deeper customer relationships that enable us to develop and tailor our products and distribution strategy to customers in each location.

The following map provides an overview of the number of branches in each State and Union Territory in India, as at March 31, 2025.



The following diagrams provide additional details of our branch network.





Our external partnerships:

Our branches are supported by an extensive network of external channels comprising over 30,000 DSAs, over 400 OEMs, over 8,000 dealers and over 60 digital partners with whom we have partnered, as at March 31, 2025. We offer our partners API integration with our IT systems, enabling us to directly source customer information from our partners' IT interfaces and our partners to seamlessly onboard customers. This functionality enables our partners to act as a force multiplier and function as an extension of our branch network to reach underpenetrated markets in an asset-light manner.

Our digital platforms:

Our digital platforms comprise our website, mobile apps and other communication channels, in addition to external interfaces through our partnerships with external agents and other partners. Our Tata Capital mobile apps were downloaded over 21.0 million times, as at March 31, 2025. Traffic on our website also grew by over 16.6% in Fiscal 2025, reaching 75.8 million visits as compared to the prior Fiscal. Our in-house sales staff, and external partners such as DSAs, OEMs and dealers, are equipped with digital tools and technologies that help them source new loans, service customer requests and perform collections. Offering both assisted and self-service options, our platform enables customers to choose a journey that best suits their preferences.

4. Prudent risk culture and robust credit underwriting and collections capabilities, resulting in stable asset quality

According to the CRISIL Report, we had one of the lowest Gross Stage 3 and Net Stage 3 Loans Ratio, and the second highest PCR among large diversified NBFCs in India as at March 31, 2025 (*section 27.7, page 192*). This is attributable to our agile and responsive risk function which fosters a prudent risk culture across our Company. Our strong risk management framework covers a wide range of risks including credit, operational, market, information security, fraud and reputational risk among others. Risk management accountability and oversight form an integral part of our Company's governance, reinforcing our responsible business practices. Our proactive risk management approach with multiple layers of defence, backed by advanced data analytics capabilities has enabled us to maintain our asset quality.

The following table provides an overview of our Gross Stage 3 Loans Ratio, Net Stage 3 Loans Ratio, and Provision Coverage Ratio as at the dates indicated.

Particulars	TCL (excluding TMFL)	TCL		
	As at March 31,	As at March 31,		
	2025	2025	2024	2023
	(%)			
Gross Stage 3 Loans Ratio(1)	1.5%	1.9%	1.5%	1.7%
Net Stage 3 Loans Ratio(2)	0.5%	0.8%	0.4%	0.4%
Provision Coverage Ratio(3)	65.8%	58.5%	74.1%	77.1%

Notes:

(1) ***Gross Stage 3 Loans Ratio**: Ratio of Gross Stage 3 Loans as a percentage of Total Gross Loans as at the last day of the relevant Fiscal.*

(2) ***Net Stage 3 Loans Ratio**: Gross Stage 3 Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as a percentage of Total Gross Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as at the last day of the relevant Fiscal.*

(3) ***Provision Coverage Ratio**: Impairment allowances provided on Gross Stage 3 Loans as a percentage of Gross Stage 3 Loans as at the last day of the relevant Fiscal.*

Our risk management framework is well-complemented by our credit underwriting and collections processes.

Underwriting:

Our underwriting team operates independently of our sales function, and we adhere to defined credit policies in extending loans. We have adopted a product-based approach, whereby we tailor our underwriting processes for each lending product to enable us to better assess customer credit risk and offer our customers customized products, while managing our risks. For each lending product, we have adopted a rule-based underwriting or high touch methods or a combination of both. Our rule-based underwriting engines comprise advanced models which draw on credit bureau data, alternate databases (including Account Aggregator, the RBI's financial data-sharing system), and customer information, to generate internal credit risk profiles and lend suitably. As at March 31, 2025, new-to-credit (NTC) customers (excluding TMFL) accounted for 4.2% of our Total Gross Loans, of which more than 90% was towards Home Loans, Loans Against Property and Two-Wheeler Loans.

Collections:

Our collections infrastructure is integral to maintaining our asset quality. We rely on a mix of in-house collections team, and external agencies, which are deployed across pre-delinquency management, early delinquency, and recovery stages. Our advanced analytical tools enable our collections workforce to monitor repayment behaviour and portfolio performance. These tools include ML-based models and dashboards which enable continuous monitoring of our portfolio, covering early warning, rating movement, vintage analysis, bounce analysis, missed payment, and delinquency among others. A combination of these tools, over 80 predictive analytical models deployed across collections and our skilled workforce ensure timely recovery of loans while maintaining a customer-centric approach.

5. Digital and analytics at the core of our business, driving high quality experience and business outcomes.

Digital and analytics form the foundation of our approach to business. We have integrated technology across the entire customer lifecycle for all lending products in our three business verticals, including onboarding, underwriting, collections, customer servicing and cross-selling, to enable us to meet the evolving needs of our customers, enhance the customer experience and drive sustainable business growth and operational efficiency. Our digital and analytics capabilities enable us to enhance revenue streams, cross-sell capabilities and drive productivity to optimize our operating costs and credit costs, strengthening our efforts to become a digital leader in the financial services industry.

Key digital and analytics capabilities integrated into our platform include:

- *Loan origination and onboarding:* We have integrated advanced, data-driven capabilities with our front-end, branch-led distribution model for improved customer engagement and onboarding across both assisted and self-service journeys. Our technology platform is integrated with APIs, enabling our systems to pre-fill data in loan applications, conduct KYC verification and undertake other credit checks in real-time, thereby simplifying the onboarding process. 97.8% of our customers were onboarded through our digital platforms in Fiscal 2025.

- *Underwriting and Collections:* We adhere to a conservative approach to lending, prioritizing financial stability and risk mitigation in all our lending practices. Our comprehensive underwriting platforms integrate data inputs from demographics, credit bureaus, financial statements, bank statements, collateral valuations and data sources such as

Account Aggregator, enabling us to efficiently assess our customers' credit-worthiness. Additionally, we deploy data analytics, scorecards and business rule engines (**"BREs"**), enabling an efficient credit decision-making process. In Fiscal 2025, 90.7% of our disbursements in Retail Finance in the month of March 2025 were through scorecards or BREs. In addition, we have implemented Generative AI ("**GenAI**") engines for select products, to automate credit memo generation, leveraging capabilities such as summarisation, risk assessment, comparative analysis and contextualisation. Our collections efforts are supported by a fully digital collection system that facilitates online payments through platforms such as UPI and e-NACH, as a result of which, 98.6% of our collections were through digital channels in Fiscal 2025. We employ multiple ML-based models, across both pre and post delinquency stages, with focus on early bucket resolution. These models utilize predictive analytics to analyse our customers' ability and willingness to repay and deploy the appropriate collection channel, thereby optimising our loan recovery efforts. Geo-fencing and location intelligence technologies further optimise our field collection efforts. With our disciplined data-driven approach, we aim to minimise the risk of defaults and ensure we lend to borrowers with the financial stability to meet their obligations.

- *Customer service:* We have made significant investments in our digital servicing capabilities across our digital platforms, comprising our website, mobile apps, WhatsApp, GenAI-enabled email and chatbot, and IVR system. Together, these have helped us enhance customer experience and drive customer engagement, enabling us to address over 95% of customer requests and queries digitally and achieve Digital Service Adoption Rate (excluding TMFL) of over 80% in Fiscal 2025. Our mobile apps had over 21.0 million downloads as at March 31, 2025. Across these digital channels, we offered our customers over 200 online services, as at March 31, 2025, providing them with comprehensive self-service options.

- *Smart Automation:* We have taken significant steps towards automating our internal processes across various business and functions. As at March 31, 2025, we had over 400 unique live APIs powering our ecosystem and over 350 RPA processes which have helped automate our mid and back-office operations, thereby reducing manual effort and improving employee productivity.

- *Cross-sales:* Leveraging data-driven insights and advanced analytics, we provide our existing customers with relevant product recommendations, including pre-approved or pre-qualified loans, based on their lifecycle stage, financial behaviour and transaction history. On average, we were able to roll out over 2 million pre-approved or pre-qualified loan offers monthly in Fiscal 2025. We also offer loan-linked insurance and wealth management services, enhancing customer value.

- *Digital Marketing:* Our digital marketing efforts include leveraging social media channels, search engine optimization, search engine management, and other leading digital spaces to target prospective customers. We use an omni-channel marketing automation tool for personalized customer communications. We use AI enabled content optimization across multiple channels, such as email, SMS, push notifications, rich text and IVR, resulting in higher efficiency and faster turnaround time.

- *Partnerships:* We offer a comprehensive API stack enabling an end-to-end digital journey for our channel partners, including lead generation and loan origination. We also provide our partners with access to a dashboard which offers real-time analytics, enabling them to monitor sales performance and customer engagement. As at March 31, 2025, we had over 170 digital ecosystem partnerships.

Customer trust, data privacy and security are of paramount importance to us. Our cybersecurity and information security frameworks are overseen by dedicated committees, such as the IT Strategy Committee, IT Steering Committee, and Information Security Committee, to ensure compliance with relevant RBI Master Direction for NBFCs, IT Act and other applicable laws and regulations. All critical infrastructure assets are securely hosted on cloud infrastructure under the supervision of our security operations centre and as at March 31, 2025, 100% of our applications (excluding TMFL) were hosted on a hybrid cloud infrastructure, enabling on-demand resource allocation, disaster recovery, and collaboration efficiency. We perform regular vulnerability assessments and penetration tests, along with information security audits, to ensure compliance with our security protocols. We have deployed advanced cyber security controls and other technologies to safeguard ourselves against security breaches and other threats.

6. Highest credit rating with a diverse liability profile

We are rated "AAA with stable outlook" from each of CRISIL, ICRA, CARE and India Ratings, and our commercial papers are rated "A1+" by each of CRISIL, ICRA and India Ratings, as at March 31, 2025. According to the CRISIL Report, this is the highest possible credit rating for NBFCs in India (*section 27.8, page 193*). We have also secured a BBB- international rating from both S&P Global Ratings and Fitch Ratings, which is at par with India's sovereign rating.

Our credit ratings enable us to borrow from a diverse pool of domestic and international lenders at competitive rates. We have borrowing relationships with various public sector banks, private sector banks, foreign banks, financial institutions, mutual funds, insurance companies, provident funds and pension funds, among others. As at March 31, 2025, we had outstanding borrowings from multiple lenders, of which 24 were commercial banks, including 12 private sector banks. We had borrowings at fixed and floating rates, across instruments including short/long term loans from banks, non-convertible debentures, sub-ordinated and perpetual debt, external commercial borrowings and commercial papers.

We have well-diversified funding sources, with no single lender contributing more than 10% of our total borrowings as at March 31, 2025. According to the CRISIL Report, we had the second largest outstanding debt securities among large diversified NBFCs in India as at March 31, 2025 (*section 27.5, page 191*). We are able to further diversify our borrowing mix by borrowing from NHB through our Material Subsidiary, TCHFL. As part of our continuing efforts to diversify our funding mix, we completed our maiden dollar denominated bond issuance, raising $400 million in January 2025 from overseas investors. Our diverse borrowing mix allows us to maintain a sustainable maturity profile for our borrowings.

As a result of our credit ratings, diverse funding mix and long-term relationships with lenders, our Average Cost of Borrowings Ratio was 7.8% in Fiscal 2025. Our Asset Liability Committee ("**ALCO**") oversees the monitoring and implementation of our ALM policies, ensuring optimal asset-liability matching to mitigate risks, enhance profitability, maintain minimal dependence on short term debt, and comply with regulatory guidelines.

7. Consistent track record of strong financial performance highlighted by attractive asset quality

We have been profitable since commencement of our lending operations in 2007, which illustrates the resilience of our business model and our ability to navigate challenging market conditions while maintaining our profitability, as evidenced by the following financial metrics.

Particulars	TCL (excluding TMFL)	TCL			CAGR: As at March 31, / Fiscal 2023 to As at March 31, / Fiscal 2025
	As at March 31, / Fiscal				
	2025	2025	2024	2023	
	(₹ in million, unless otherwise specified)				
Total Gross Loans (1)	1,981,639.5	2,265,529.6	1,612,310.8	1,201,968.6	37.3%
Total Gross Loans YoY Growth (2)	22.9%	40.5%	34.1%	28.8%	-
Profit After Tax (3)	37,118.2	36,646.6	31,502.1	30,292.0	10.0%
Profit After Tax YoY Growth (4)	17.8%	16.3%	4.0%	79.5%	-
Return On Equity (5)(10)	14.2%	12.6%	15.5%	20.6%	-
Return On Assets (6)(10)	2.1%	1.8%	2.3%	2.9%	-
Gross Stage 3 Loans Ratio (7)	1.5%	1.9%	1.5%	1.7%	-
Net Stage 3 Loans Ratio (8)	0.5%	0.8%	0.4%	0.4%	-
Provision Coverage Ratio (9)	65.8%	58.5%	74.1%	77.1%	-

Notes:

(1) ***Total Gross Loans***: *Total Net Loans adjusted for unamortised loan sourcing fees, unamortised loan sourcing costs and impairment allowances as at the last day of the relevant Fiscal.*

(2) ***Total Gross Loans YoY Growth***: *Percentage growth in Total Gross Loans for the relevant Fiscal over Total Gross Loans for the immediately preceding Fiscal.*

(3) ***Profit After Tax***: *Profit for the relevant Fiscal attributable to Owners of the Company as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*

(4) ***Profit After Tax YoY Growth***: *Percentage growth in Profit After Tax for the relevant Fiscal over Profit After Tax for the immediately preceding Fiscal.*

(5) ***Return On Equity***: *Profit After Tax as a percentage of Average Total Equity.*

Average Total Equity: *Simple average of Total Equity as at the last day of the relevant Fiscal and Total Equity as at the last day of the immediately preceding Fiscal. For Fiscal 2025, in the case of TCL: Simple average of: (a) Total Equity as at the last day of the relevant Fiscal and; (b) Total Equity as at the last day of the immediately preceding Fiscal plus equity shares issued less Goodwill arising on amalgamation and Settlement of Pre-existing relationship pursuant to the TMFL Scheme of Arrangement as at the acquisition date. See Note 48 of our Restated Consolidated Financial Information on page 580.*

(6) ***Return On Assets***: *Profit After Tax as a percentage of Average Total Net Loans.*

Average Total Net Loans: *Simple average of Total Net Loans as at the last day of the relevant Fiscal and Total Net Loans as at the last day of the immediately preceding Fiscal. For Fiscal 2025, in the case of TCL: Simple average of: (a) Total Net Loans as at the last day of the relevant Fiscal; and (b) Total Net Loans as at the last day of the immediately preceding Fiscal plus the Total Gross Loans acquired through the TMFL Scheme of Arrangement as of the acquisition date. See Note 48 of our Restated Consolidated Financial Information on page 580.*

(7) ***Gross Stage 3 Loans Ratio***: *Ratio of Gross Stage 3 Loans as a percentage of Total Gross Loans as at the last day of the relevant Fiscal.*

(8) ***Net Stage 3 Loans Ratio***: *Gross Stage 3 Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as a percentage of Total Gross Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as at the last day of the relevant Fiscal.*

(9) ***Provision Coverage Ratio***: *Impairment allowances provided on Gross Stage 3 Loans as a percentage of Gross Stage 3 Loans as at the last day of the relevant Fiscal.*

(10) *Fiscal 2023 includes a one-time gain of ₹7,120.3 million on account of share of profit in associate and sale of investment. Excluding the impact of this item, our Return on Equity and Return on Assets would have been 15.8% and 2.2% respectively for Fiscal 2023. Fiscal 2025 includes the impact of the Rights issue of Equity Shares aggregating approximately ₹15,039.1 million that we consummated on March 21, 2025. Excluding the impact of this item, our Return on Equity would have been 13.0% and 14.7% (excluding TMFL) for Fiscal 2025.*

Our track record of delivering growth and strong financial performance across economic cycles demonstrates the strength of our business model that is built on our diversified loan book, efficient operations, prudent risk management and sustainable practices. For additional details of our financial performance for Fiscals 2025, 2024 and 2023, see "*—Overview—Select Operational and Financial Metrics*" on page 301.

8. Experienced management backed by a team of dedicated professionals

We are led by a seasoned management team comprising individuals with extensive experience in the financial services industry, including retail, commercial and corporate lending. Our management team is guided by our Board of Directors comprising six directors, of which four are independent directors, as at the date of this Updated Draft Red Herring Prospectus-I. For details, see "*Our Management—Our Board*" on page 373. Our independent directors provide governance oversight on our functioning. Under the guidance of our Board of Directors, our management team has built a business that has delivered sustained growth and profitability across business cycles since the commencement of our lending operations in 2007.

Each of our businesses is led by a member of the management team and supported by a dedicated team with domain knowledge and operational skills. We place strong emphasis on maintaining our culture of innovation and nurturing talent through internal opportunities for learning, development and mobility, which align with our long-term growth. We have been certified "Great Place To Work" for three consecutive years from 2023 to 2025 by "Great Place To Work®" which is a certification for workplace culture and employee engagement.

OUR STRATEGIES

Our Company intends to capitalise on India's growth opportunity by leveraging its competitive strengths and pursuing the following strategies as noted by our Board pursuant to its resolution dated August 4, 2025:

1. Continue our growth trajectory by enhancing our product offerings and strengthening our distribution network

Our growth has been driven by a diverse portfolio of 25+ lending products and our extensive pan-India presence with 1,496 branches, catering to the needs of various customer segments. We are committed to sustain this growth by identifying promising business opportunities that offer long-term potential for profitability and sustainability. For instance, we launched microfinance loans in Fiscal 2022, factoring in Fiscal 2023, secured business loans and education loans in Fiscal 2024, and new car loans in Fiscal 2025. Moving forward, we will continue to expand our product range and launch innovative solutions to meet evolving market demands and customer expectations. Over the past few years, we have made substantial investments in expanding our distribution network resulting in a 2.1x increase in our branch count (excluding TMFL branches) since Fiscal 2023. Our digital platforms have also experienced substantial growth, with mobile app downloads surpassing 21.0 million as at March 31, 2025 and website traffic reaching 75.8 million visits in Fiscal 2025. We remain committed to our 'Phygital' strategy, which focuses on expanding both our branch network and digital outreach. As we expand our branch network, we will also continue to enhance the productivity of our existing branches as well as extend our existing product offerings across all our branches. Further, we will endeavour to scale our recently launched products such as Affordable Housing Loans, Affordable Loan Against Property, and Secured Business Loans, and increase their contribution to our Total Gross Loans. We shall continue to strengthen our existing relationships and onboard new partners, including DSAs, OEMs, and dealers. At the same time, we will continue to enhance our digital distribution channels—such as mobile apps, our website, and digital partnerships—to broaden our reach and deliver a more seamless and cost-effective customer experience.

2. Continue to strengthen our risk management framework, credit underwriting and collections infrastructure to maintain high asset quality

Our robust risk management framework equips us to address changing market dynamics, customer needs, and regulatory requirements. As we continue to expand our loan portfolio, broaden our product offerings, and penetrate new markets, we remain committed to maintaining high asset quality by continuously strengthening our risk management practices, credit underwriting processes, and collections infrastructure. We plan to further refine our underwriting approach, leveraging advanced analytics and data-driven insights to make more informed credit decisions. Additionally, we will continue to focus on enhancing and optimizing our analytical models to improve our ability to assess risk accurately. We shall further strengthen our collections infrastructure by enhancing our analytical models and digital tools, helping us enhance our collection efficiency and maintain the quality of our loan portfolio.

3. Continue to leverage technology and data analytics across the lending value chain to enhance efficiency, reduce costs, improve customer experience and manage risks

We remain committed to building a digital-first organization, through continued investments in technology across the lending value chain from origination to repayment. Data analytics is at the core of our digital strategy as it enables us to provide enhanced and personalised customer experiences that address our customers' needs and improve cross-sell opportunities more effectively. We have adopted new and emerging technologies such as AI, ML and GenAI across our platforms, and continue to invest in them and expand the application of these technologies across businesses and functions. Our digital advancements are central to our objectives of enhancing operational efficiency, increasing employee productivity and improving the customer experience. In addition, we will continue to deploy advanced technology infrastructure and cyber security controls to safeguard us from potential technological lapses and other threats and ensure that our systems remain protected against information and cybersecurity threats.

4. Continue to maintain our credit ratings and a diversified liability mix to optimise our borrowing costs

As we grow our business, we will continue to diversify our funding sources in order to optimize our borrowing costs, and in turn, the price competitiveness of our lending products. This will enable us to drive business growth, profitability and higher Net Interest Margin Ratio. We will continue to leverage long-term debt instruments, such as NCDs and external commercial borrowings ("**ECBs**"), to enhance our avenues of funding and obtain funds at competitive prices. In addition, we will continue to broaden our liability base to extend the tenor of our borrowings and continue to maintain a prudent approach towards asset and liability management across all time buckets in order to mitigate liquidity risks. This will enable us to maintain our credit ratings and maintain or lower our borrowing costs.

5. Continue to attract, train and retain talented employees

Our people are the most important asset in our business. Their expertise, talent, integrity and dedication contribute significantly to the success of our business. To retain and engage our top talented individuals, we will continue to offer career opportunities as well as leadership development programs that would promote their growth, retention and engagement. We will also continue to promote our culture of innovation, diversity and inclusion, to attract talented individuals to our Company. See "*Risk Factors – Our business depends substantially on the efforts of our Key Managerial Personnel, members of the Senior Management, and failure to attract or retain such persons could adversely affect our business, results of operations, cash flows and financial condition*." on page 67 for details of the attrition rates of our KMPs and Senior Management.

6. Harness our merger with TMFL to become a full-stack provider of vehicle finance, while leveraging our capabilities towards superior business outcomes

Our merger with TMFL will strategically position our combined business as a leading, full-spectrum provider of vehicle finance, focused on a broader customer base with an expanded suite of product offerings and a more diversified, combined loan portfolio. The merger has complemented and expanded our portfolio of vehicle finance products, across both commercial and passenger vehicles.

We have expanded from a single OEM to a multi-OEM model spanning pan-India in order to diversify the acquired vehicle finance business. Our strategy for this business includes optimizing the portfolio mix by increasing share of used, and small and light commercial vehicles, thereby improving overall yield of the portfolio. Furthermore, we intend to leverage TMFL's customer base for more cross sell opportunities. We aim to gradually reduce the borrowing cost of TMFL debt, leveraging our superior credit rating and broad suite of liability instruments. Additionally, we shall seek to improve overall asset quality by strengthening our risk management practices and collection infrastructure. We will also consolidate branches and further leverage digitization, technology and analytics with an aim to reduce cost to income ratio. We believe such initiatives shall help us in improving the Return on Assets of the acquired vehicle finance business.

CORPORATE STRUCTURE

Our Company is a holding and operating company registered as an NBFC – Investment and Credit Company with the RBI. Our Company has been identified as an Upper Layer NBFC under the Scale Based Regulations (SBR): A Revised Regulatory Framework for NBFCs dated October 22, 2021, issued by the RBI.

Together with our Material Subsidiary, TCHFL, we conduct our Lending Business. TCHFL is registered as an HFC with the NHB and is classified as a Middle Layer NBFC under the Scale Based Regulations issued by the RBI. In addition to TCHFL, we have the following subsidiaries involved in the Non-Lending Businesses:

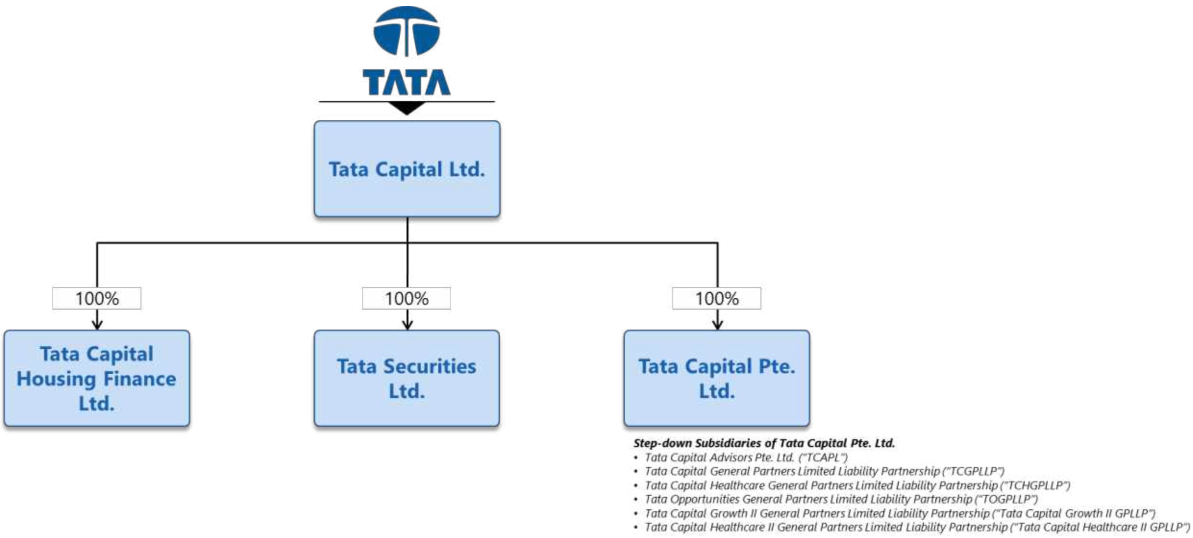
- **Tata Securities Ltd.:** A wholly owned subsidiary of TCL that distributes mutual funds and other financial products.

- **Tata Capital Pte. Ltd. ("TCPL") and its subsidiaries:** TCPL is a wholly owned subsidiary of TCL, incorporated in Singapore, that operates fund management and proprietary investments business, directly and through its seven subsidiaries, including Tata Capital Advisors Pte. Ltd. ("**TCAPL**"). TCAPL acts as an investment manager to offshore PE funds.

- **Other Subsidiaries**: TCL has six other subsidiaries, namely, Tata Capital Growth Fund I, Tata Capital Growth Fund II, Tata Capital Healthcare Fund I, Tata Capital Healthcare Fund II, Tata Capital Innovation Fund and Tata Capital Special Situations Fund through which it operates its domestic PE business, wherein it acts as an investment manager to these PE funds. These six other subsidiaries are treated as subsidiaries, as applicable, in the Restated Consolidated Financial Information pursuant to the requirements under the IndAS and appear as subsidiary(ies) in the Restated Consolidated Financial Information. However, these entities have not been identified as subsidiaries in this Updated Draft Red Herring Prospectus – I since they do not meet the requirements of a 'subsidiary' in terms of the Companies Act, 2013. Further, the active funds under the Company's management incorporated in India are six, namely Tata Capital Growth Fund I, Tata Capital Growth Fund II, Tata Capital Healthcare Fund I, Tata Capital Healthcare Fund II, Tata Capital Innovation Fund and Tata Capital Special Situations Fund and the active funds under the Company's management incorporated outside India are three (incorporated in Singapore), namely Tata Capital Growth Fund Limited Partnership, Tata Capital HBM Healthcare Fund I LP and Tata Opportunities Fund LP.

In addition to these, we have the Tata Capital Employee Welfare Trust for implementation of the ESOP scheme, which is also treated as a subsidiary in the Restated Consolidated Financial Information pursuant to the requirements under the IndAS and appear as a subsidiary in the Restated Consolidated Financial Information. However, this entity has not been identified as a subsidiary in this Updated Draft Red Herring Prospectus – I since it does not meet the requirements of a 'subsidiary' in terms of the Companies Act, 2013.

The chart below sets out our corporate structure as at the date of this Updated Draft Red Herring Prospectus-I.



Note: Further certain entities namely, Tata Capital Employee Welfare Trust, Tata Capital Growth Fund I, Tata Capital Growth Fund II, Tata Capital Healthcare Fund I, Tata Capital Healthcare Fund II, Tata Capital Innovation Fund and Tata Capital Special Situations Fund are treated as subsidiaries, as applicable, in the Restated Consolidated Financial Information pursuant to the requirements under the IndAS and appear as subsidiary(ies) in the Restated Consolidated Financial Information. However, these entities have not been identified as subsidiaries in this Updated Draft Red Herring Prospectus – I since they do not meet the requirements of a 'subsidiary' in terms of the Companies Act, 2013.

Name of subsidiary	Country of incorporation	Business carried out by subsidiary
Tata Capital Housing Finance Limited	India	TCHFL is engaged in the business of housing finance as authorized under the objects clause of its memorandum of association.
Tata Securities Limited	India	Tata Securities is engaged in the business of distribution of mutual funds and other financial products as authorized under the objects clause of its memorandum of association.
Tata Capital Pte. Ltd.	Singapore	TCPL is engaged in the business of investment holding as authorized under the memorandum and articles of association dated April 25, 2008.
Tata Capital Advisors Pte. Ltd.	Singapore	TCAPL is engaged in the business of fund management, as authorized under its Capital Market Services Licence issued by the Monetary Authority of Singapore with effect from April 7, 2010.
Tata Capital General Partners Limited Liability Partnership	Singapore	TCGPLLP is engaged in the business of carrying on the activity of general partner of the limited partnership known as "Tata Capital Growth Fund Limited Partnership" (together with any parallel vehicles, alternative investment vehicles and/or feeder vehicles as may be established in connection therewith, as authorized under the amended and restated limited liability partnership deed dated as at July 6, 2010).
Tata Capital Healthcare General Partners Limited Liability Partnership	Singapore	TCHGPLLP is engaged in the business of carrying on the activity of general partner of the limited partnership known as "Tata Capital HBM Healthcare Fund I LP" (together with any parallel vehicles, alternative investment vehicles and/or feeder vehicles as may be established in connection therewith, as authorized under the amended and restated limited liability partnership deed dated March 25, 2014).
Tata Opportunities General Partners Limited Liability Partnership	Singapore	TOGPLLP is engaged in the business of carrying on the activity of general partner of the limited partnership known as "Tata Opportunities Fund LP" (together with any parallel vehicles, alternative investment vehicles and/or feeder vehicles as may be established in connection therewith, as authorized under the amended and restated limited liability partnership deed dated March 30, 2011).
Tata Capital Growth II General Partners Limited Liability Partnership	Singapore	Tata Capital Growth II GPLLP is engaged in the business of carrying on the activity of acting as general partner of the limited partnership known as "Tata Capital Growth Fund II LP" (together with any parallel vehicles, alternative investment vehicles and/or feeder vehicles as may be established in connection therewith, as authorized under the amended and restated limited liability partnership deed of Tata Capital Growth II General Partners LLP dated September 21, 2018).
Tata Capital Healthcare II General Partners Limited Liability Partnership	Singapore	Tata Capital Healthcare II GPLLP is engaged in the business of carrying on the activity of general partner of the limited partnership known as "Tata Capital Healthcare II (Feeder) LP" (together with any parallel vehicles, alternative investment vehicles

Name of subsidiary	Country of incorporation	Business carried out by subsidiary
		and/or feeder vehicles as may be established in connection therewith, as authorized under the amended and restated limited liability partnership deed of Tata Capital Healthcare II General Partners LLP dated February 26, 2020).

Apart from the above, TCL has Private Equity funds

See "*History and Certain Corporate Matters*" beginning on page 361 for the history of our Company and details of our Subsidiaries.

OUR BUSINESSES

We operate Lending and Non-lending businesses. In our Lending Business, we provide loans to Retail, SME and Corporate Customers. Our Non-lending Businesses include distribution of third-party products such as insurance and credit cards, providing wealth management services, and acting as a sponsor and investment manager to PE funds.

The following table provides a breakdown of income from our Lending Business and Non-lending Business for the Fiscals indicated.

Particulars	Fiscal					
	2025		2024		2023	
	(*₹ in million*)	(*% of total income*)	(*₹ in million*)	(*% of total income*)	(*₹ in million*)	(*% of total income*)
Lending Business	276,465.8	97.5%	176,350.2	96.9%	125,904.0	92.3%
Non-lending Business	7,232.9	2.5%	5,633.6	3.1%	10,470.9	7.7%
Total income	**283,698.7**	**100.0%**	**181,983.8**	**100.0%**	**136,374.9**	**100.0%**

Our Lending Business

We offer a range of financing products catering to a diverse set of customers with a focus on Retail Customers and SME Customers. Loans to such customers formed 88.5% of our Total Gross Loans as at March 31, 2025.

Retail Finance had Gross Loans of ₹1,411,142.1 million, comprising 62.3% of our Total Gross Loans, as at March 31, 2025. Retail Finance Gross Loans (excluding TMFL) grew at a CAGR of 30.3% from March 31, 2023 to March 31, 2025. As at March 31, 2025, Retail Finance had Gross Stage 3 Loans Ratio of 2.7%, Net Stage 3 Loans Ratio of 1.2%, and PCR of 57.1%.

SME Finance had Gross Loans of ₹594,629.8 million, comprising 26.2% of our Total Gross Loans, as at March 31, 2025. SME Finance Gross Loans (excluding TMFL) grew at a CAGR of 20.4% from March 31, 2023 to March 31, 2025. As at March 31, 2025, SME Finance had Gross Stage 3 Loans Ratio of 0.7%, Net Stage 3 Loans Ratio of 0.2%, and PCR of 69.9%.

Corporate Finance had Gross Loans of ₹259,757.7 million, comprising 11.5% of our Total Gross Loans, as at March 31, 2025. Corporate Finance Gross Loans (excluding TMFL) grew at a CAGR of 41.4% from March 31, 2023 to March 31, 2025. As at March 31, 2025, Corporate Finance had Gross Stage 3 Loans Ratio of 0.3%, Net Stage 3 Loans Ratio of 0.1%, and PCR of 70.2%.

We have a diversified product suite comprising 25+ products, as at March 31, 2025. The following provides details of our key lending products:

- **Home Loans**: We offer home loans to salaried and self-employed individuals through our Material Subsidiary TCHFL. Our Home Loans serve a wide range of financing needs, including funding purchase of new homes, construction and resale of properties, balance transfer of existing loans and top-up loans for existing borrowers. As at March 31, 2025, we offered home loans through 248 of our branches. During Fiscal 2025, we sourced over 50% of our Home Loans through our in-house sales team, in addition to sourcing from digital channels as well as channel partners. As at March 31, 2025, over 50% of the Gross Loans in our Home Loan offering were to salaried individuals. Our Gross Loans under Home Loans grew from ₹221,048.6 million as at March 31, 2023 at a 31.8% CAGR to Gross Loans of ₹384,027.4 million, as at March 31, 2025. Home Loans comprised 17.0% of our Total Gross Loans as at March 31, 2025. It has an average ticket size of ₹3.1 million, and generally a tenor of up to 30 years, with an average rate of interest of 9.8% as at March 31, 2025. According to the CRISIL Report, the Home Loans portfolio outstanding for the industry, which was ₹40.6 trillion as at March 31, 2025, is projected to reach ₹60.0 – 63.0 trillion by March 31, 2028, growing at a 14 – 16% CAGR (*section 5.3, page 55*).

  Within Home Loans, we offer Affordable Home Loans, adopting a micro-markets strategy for sourcing and underwriting. Our underwriting policy for such loans incorporates both formal and informal income, with a focus on self-construction or self-occupied properties. As at March 31, 2025, we offered these loans through 237 of our branches, each of which is equipped with in-house credit managers. During Fiscal 2025, over 65% of Affordable Home Loans were sourced directly by our in-house sales team. All of our Affordable Home Loans are serviced by our in-house collections team. Our Gross Loans under Affordable Home Loans grew from ₹38,264.9 million as at March 31, 2023 at a 46.7% CAGR to Gross Loans of ₹82,338.8 million, as at March 31, 2025. Affordable Home Loans comprised

3.6% of our Total Gross Loans as at March 31, 2025. It has an average ticket size of ₹1.8 million, and generally a tenor of up to 30 years, with an average rate of interest of 11.4% as at March 31, 2025.

- **Loans Against Property**: We offer secured loans largely to salaried and self-employed individuals catering to metro, tier 1 & tier 2 cities, and deeper geographies. These loans are primarily secured by residential and commercial properties, and are typically used to finance personal or business expenditures. We source Loans Against Property through a mix of distribution channels including our in-house sales team and channel partners. Our Gross Loans under Loans Against Property grew from ₹161,721.2 million as at March 31, 2023 at a 27.8% CAGR to Gross Loans of ₹264,145.3 million, as at March 31, 2025. Loans Against Property comprised 11.7% of our Total Gross Loans as at March 31, 2025. It has an average ticket size of ₹1.6 million, and generally a tenor of up to 20 years, with an average rate of interest of 11.5% as at March 31, 2025. According to the CRISIL Report, the Loans Against Property portfolio outstanding for the industry, which was ₹14.4 trillion as at March 31, 2025, is projected to reach ₹22.0 – 23.0 trillion by March 31, 2028, growing at a 15 – 17% CAGR (*section 7.1, page 68*).

  Within Loans Against Property, we offer Affordable Loans Against Property, targeted at borrowers in deeper geographies. Our Gross Loans under Affordable Loans Against Property grew from ₹23,021.2 million as at March 31, 2023 at a 45.7% CAGR to Gross Loans of ₹48,843.8 million, as at March 31, 2025. Affordable Loans Against Property comprised 2.2% of our Total Gross Loans as at March 31, 2025. It has an average ticket size of ₹0.7 million, and generally a tenor of up to 15 years, with an average rate of interest of 13.0% as at March 31, 2025.

- **Personal Loans**: We offer unsecured personal loans to individuals, primarily salaried individuals, to meet their personal needs such as marriage, home renovation, travel, medical exigencies or general purposes. As at March 31, 2025, we offered Personal Loans through 229 of our branches. While we source Personal Loans across channels, our focus remains on increasing sourcing through our digital platforms and in-house sales teams. Further, we leverage an analytics-driven cross-sell model to enhance customer retention and engagement. Our Gross Loans under Personal Loans grew from ₹99,029.9 million as at March 31, 2023 at a 25.8% CAGR to Gross Loans of ₹156,793.7 million, as at March 31, 2025. Personal Loans comprised 6.9%, of our Total Gross Loans as at March 31, 2025. It has an average ticket size of ₹0.4 million, and generally a tenor of up to seven years, with an average rate of interest of 16.1% as at March 31, 2025. According to the CRISIL Report, the Personal Loans portfolio outstanding for the industry, which was ₹14.6 trillion as at March 31, 2025, is projected to reach ₹22.0 – 23.0 trillion by March 31, 2028, growing at a 14 – 16% CAGR (*section 8.1, page 74*).

- **Business Loans**: We provide business loans to our customers to support their working capital requirements, asset acquisitions, business growth, establishment of new businesses or ancillary units, and other specific business requirements catering to self-employed and professional individuals. As at March 31, 2025, we offered Business Loans through 197 of our branches. Part of our portfolio is covered with government-backed schemes such as Credit Guarantee Fund Trust for Micro and Small Enterprises ("**CGTMSE**") and Credit Guarantee Fund for Micro Units ("**CGFMU**"). Our Gross Loans under Business Loans grew from ₹ 49,062.1 million as at March 31, 2023 at a 36.9% CAGR to Gross Loans of ₹91,961.3 million, as at March 31, 2025. Business Loans comprised 4.1%, of our Total Gross Loans as at March 31, 2025. It has an average ticket size of ₹1.2 million, and generally a tenor of up to five years, with an average rate of interest of 17.9% as at March 31, 2025. According to the CRISIL Report, the Business Loans portfolio outstanding for the industry, which was ₹9.7 trillion as at March 31, 2025, is projected to reach ₹15.1 – 15.9 trillion by March 31, 2028, growing at a 16 – 18% CAGR (*section 9.1, page 80*).

- **Secured Business Loans**: We offer secured business loans to micro-enterprises, backed by property as collateral. Our underwriting approach incorporates both formal and informal income assessments, ensuring broader credit access for small business owners. All of our Secured Business Loans are sourced by our in-house sales team and serviced by our in-house collections team. Our Gross Loans under Secured Business Loans was ₹231.6 million as at March 31, 2025. Secured Business Loans comprised 0.01% of our Total Gross Loans as at March 31, 2025. It has an average ticket size of ₹0.9 million, and generally a tenor of up to 15 years, with an average rate of interest of 18.1% as at March 31, 2025.

- **Two-Wheeler Loans**: We offer loans to salaried and self-employed individuals for the purchase of two-wheelers. As at March 31, 2025, we had tie-ups over 7,500 dealerships and 10 OEMs. As at March 31, 2025, we offered Two-Wheeler Loans through 195 of our branches. Our Gross Loans under Two-Wheeler Loans grew from ₹36,459.6 million as at March 31, 2023 at a 37.4% CAGR to Gross Loans of ₹68,856.5 million, as at March 31, 2025. Two-Wheeler Loans comprised 3.0% of our Total Gross Loans as at the year ended March 31, 2025. It has an average ticket size of ₹0.1 million, and generally a tenor of up to five years, with an average rate of interest of 20.2% as at March 31, 2025. According to the CRISIL Report, the Two-Wheeler Loans portfolio outstanding for the industry, which was ₹1.6 trillion as at March 31, 2025, is projected to reach ₹2.4 – 2.6 trillion by March 31, 2028, growing at a 14 – 16% CAGR (*section 13.2, page 105*).

- **Car Loans**: We offer loans to salaried and self-employed individuals for the purchase of passenger cars and to refinance existing owned passenger cars. We source Car Loans through our in-house sales team, dealers and DSAs. Our Gross Loans under Car Loans grew from ₹29,243.7 million as at March 31, 2023 at a 37.7% CAGR to Gross Loans of ₹55,472.0 million, as at March 31, 2025. Car Loans comprised 2.4% of our Total Gross Loans as at March

31, 2025. It has an average ticket size of ₹0.7 million, and generally a tenor of up to seven years, with an average rate of interest of 14.4% as at March 31, 2025. According to the CRISIL Report, the Car Loans portfolio outstanding for the industry, which was ₹9.3 trillion as at March 31, 2025, is projected to reach ₹14.1 trillion by March 31, 2028, growing at a 14 – 16% CAGR (*section 11.3, page 91*).

- **Commercial Vehicle Loans**: We offer loans to finance the purchase of commercial vehicles and to refinance existing owned commercial vehicles such as heavy commercial vehicles, medium and light commercial vehicles, and small commercial vehicles. These loans are primarily disbursed to individuals, small fleet operators, market load operators and strategic customers who operate large fleets. We source commercial vehicle loans primarily through a mix of distribution channels including dealers of OEMs and DSAs, and also through our in-house sales team. Our Gross Loans under Commercial Vehicle Loans grew from ₹12,880.1 million as at March 31, 2023 at a 352.7% CAGR to Gross Loans of ₹264,012.0 million, as at March 31, 2025. Our Gross Loans under Commercial Vehicle Loans (excluding TMFL) grew at a 23.7% CAGR over the same period to Gross Loans of ₹19,719.3 million, as at March 31, 2025. Commercial Vehicle Loans comprised 11.7% of our Total Gross Loans as at March 31, 2025. It has an average ticket size of ₹1.6 million, and generally a tenor of up to five years, with an average rate of interest of 12.2% as at March 31, 2025. According to the CRISIL Report, the Commercial Vehicle Loans portfolio outstanding for the industry, which was ₹6.0 trillion as at March 31, 2025, is projected to reach ₹8.2 – 8.7 trillion by March 31, 2028, growing at a 11 – 13% CAGR (*section 14.4, page 115*).

- **Construction Equipment Loans**: We offer loans to finance the purchase of different types of construction equipment and machinery required across diverse sectors such as construction, infrastructure, mining, ports, as well as earthmoving and material handling equipment. The borrowers of these loans are individual operators, as well as small and large fleet operators. We offer our customers financing facilities for purchase of both new and used equipment. We source these loans through our in-house sales team and through partnerships with OEMs and DSAs. During Fiscal 2025, we sourced over 75% of our Construction Equipment Loans through our in-house sales team. As at March 31, 2025, we had tie-ups with over 40 OEMs. Our Gross Loans under Construction Equipment Loans grew from ₹50,116.6 million as at March 31, 2023 at 8.7% CAGR to Gross Loans of ₹59,253.6 million, as at March 31, 2025. Construction Equipment Loans comprised 2.6% of our Total Gross Loans as at March 31, 2025. It has an average ticket size of ₹7.6 million, and generally a tenor of up to five years, with an average rate of interest of 11.4% as at March 31, 2025. According to the CRISIL Report, the Construction Equipment Loans portfolio outstanding for the industry, which was ₹1.4 trillion as at March 31, 2025, is projected to reach ₹2.1 – 2.2 trillion by March 31, 2028, growing at a 14 – 16% CAGR (*section 12.2, page 99*).

- **Loans Against Securities**: We offer loans secured by a pledge of the borrowers' invested securities including stocks, mutual funds, bonds and other securities. We source this business primarily through our in-house sales teams. Our Gross Loans under Loans Against Securities grew from ₹16,867.0 million as at March 31, 2023 at a 50.6% CAGR to Gross Loans of ₹38,267.6 million, as at March 31, 2025. Loans Against Securities comprised 1.7%, of our Total Gross Loans as at March 31, 2025. It has an average ticket size of ₹2.3 million, and generally a tenor of up to one year, with an average rate of interest of 10.2% as at March 31, 2025. According to the CRISIL Report, the Loans Against Securities portfolio outstanding for the industry, which was ₹373.5 billion as at March 31, 2025, is projected to reach ₹480 - 500 billion by March 31, 2028, growing at a 11 – 13% CAGR (*section 15.1, page 118*).

- **Microfinance Loans**: We offer microfinance loans under the joint liability group model to women from low-income groups who typically have limited access to traditional resources for financing. We have an expansive branch network catering to Microfinance customers who are typically self-employed and home-based entrepreneurs engaged in small-scale income generating activities such as farming, food processing and trade. As at March 31, 2025, we offered Microfinance Loans through 573 of our branches spread across 13 states. We source these loans through our in-house sales team and have a dedicated collection team. Part of our portfolio is covered with government-backed credit guaranteed schemes like CGFMU. Our Gross Loans under Microfinance Loans grew from ₹4,986.1 million as at March 31, 2023 at a 121.8% CAGR to Gross Loans of ₹24,537.6 million, as at March 31, 2025. Microfinance Loans comprised 1.1% of our Total Gross Loans as at March 31, 2025. It has an average ticket size of ₹0.05 million, and generally a tenor of up to three years, with an average rate of interest of 25.5% as at March 31, 2025. According to the CRISIL Report, the Microfinance Loans portfolio outstanding for the industry, which was ₹3,812.2 billion as at March 31, 2025, is projected to reach ₹4,230.0 – 4,540.0 billion by March 31, 2028, growing at a 5 – 6% CAGR (*section 17.1, page 127*).

- **Education Loans**: We offer loans to enable students to pursue higher education at institutions in India and overseas. Our Gross Loans under Education Loans was ₹3,182.0 million as at March 31, 2025. Education Loans comprised 0.1% of our Total Gross Loans as at March 31, 2025. It has an average ticket size of ₹3.6 million, and generally a tenor of up to 15 years, with an average rate of interest of 11.9% as at March 31, 2025. According to the CRISIL Report, the Education Loans portfolio outstanding for the industry, which was ₹2.2 trillion as at March 31, 2025, is projected to reach ₹3.1 – 3.5 trillion by March 31, 2028, growing at a 14 – 16% CAGR (*section 16.2, page 123*).

- **Supply Chain Finance**: We offer working capital solutions to distributors and dealers in the form of channel finance and factoring and to the suppliers in the form of vendor finance, to finance the purchase of goods and services of reputed Corporates and OEMs. As at March 31, 2025, we had tie-ups over 200 OEMs. We have dedicated teams that onboard, engage and build partnerships with corporates, which act as anchors, and frontline sales teams that manage our ecosystem relationships. We sourced Supply Chain Loans through our in-house sales team. Our Gross Loans under Supply Chain Finance grew from ₹116,966.9 million as at March 31, 2023 at a 19.2% CAGR to Gross Loans of ₹166,058.5 million, as at March 31, 2025. Supply Chain Finance comprised 7.3% of our Total Gross Loans as at March 31, 2025. It has an average ticket size of ₹32.7 million, and generally a tenor of up to one year, with an average rate of interest of 10.9% as at March 31, 2025. According to the CRISIL Report, the Supply Chain Finance portfolio outstanding for the industry, which was ₹10.9 trillion as at March 31, 2025, is projected to reach ₹15.5 – 16.2 trillion by March 31, 2028, growing at a 13 – 15% CAGR (*section 20.2, page 148*).

- **Equipment Finance**: We offer loans to finance the purchase of equipment ranging from heavy machinery to office equipment across diverse sectors such as engineering, plastics, packaging, printing, healthcare and pharmaceuticals. We source these loans primarily through our in-house sales team and through our partnerships with OEMs. We sourced Equipment Finance Loans through our in-house sales team. As at March 31, 2025, we had tie-ups over 60 OEMs. Our Gross Loans under Equipment Finance grew from ₹15,372.2 million as at March 31, 2023 at a 14.1% CAGR to Gross Loans of ₹20,016.6 million, as at March 31, 2025. Equipment Finance comprised 0.9% of our Total Gross Loans as at March 31, 2025. It has an average ticket size of ₹16.2 million, and generally a tenor of up to five years, with an average rate of interest of 11.4% as at March 31, 2025.

- **Leasing Solutions**: We offer leasing solutions for multiple categories of assets, such as cars, IT assets, commercial vehicles, construction equipment, plant and machinery, electric vehicles etc. These solutions are tailored to a wide range of customer profiles covering SMEs & corporates, including multi-national corporations. To cater to customer requirements, we also offer operating lease/ rental solutions, which are recorded as Fixed Assets in our books. We source this business primarily through our in-house sales teams and our partnerships with OEMs. Our Gross Loans under Leasing Solutions grew from ₹22,544.5 million as at March 31, 2023 at a 13.2% CAGR to Gross Loans of ₹28,876.0 million, as at March 31, 2025. Leasing Solutions comprised 1.3% of our Total Gross Loans as at March 31, 2025. It has an average ticket size of ₹166.9 million, and generally a tenor of up to 15 years, with an average rate of interest of 11.7% as at March 31, 2025. According to the CRISIL Report, the Leasing Solutions portfolio outstanding for the industry, which was ₹260.2 billion as at March 31, 2025, is projected to reach ₹400.0 – 420.0 billion by March 31, 2028, growing at a 16 – 18% CAGR (*section 18.1, page 134*).

- **Term Loans**: We offer term loans to our SME and Corporate customers, typically to fund brownfield and greenfield projects, capital investments such as machinery, working capital requirements or other general purposes. We offer term loans to over 2,000 customers as at March 31, 2025. We are currently well diversified across sectors such as auto, electronics, pharmaceuticals, healthcare, steel, fast-moving consumer goods ("**FMCG**") and education and endeavour to remain a robust and diversified book. We source Term Loans primarily through our in-house sales teams and DSAs. Our Gross Loans under Term Loans grew from ₹195,035.7 million as at March 31, 2023 at a 32.4% CAGR to Gross Loans of ₹341,970.4 million, as at March 31, 2025. Term Loans comprised 15.1% of our Total Gross Loans as at March 31, 2025. It has an average ticket size of ₹226.1 million, and generally a tenor of up to eight years, with an average rate of interest of 10.9% as at March 31, 2025. According to the CRISIL Report, the Term Loans portfolio outstanding for the industry, which was ₹67.7 trillion as at March 31, 2025, is projected to reach ₹95.0 – 100.0 trillion by March 31, 2028, growing at a 12 – 14% CAGR (*section 19.1, page 137*).

- **Cleantech and Infrastructure Finance**: In 2011, our erstwhile subsidiary TCCL was set up by our Company and International Finance Corporation, headquartered in Washington D.C., USA, with a primary focus on green and sustainable financing. Effective January 1, 2024, TCCL merged into our Company. See "*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers amalgamations or any revaluation of assets, in the last 10 years*" on page 364. In Cleantech and Infrastructure Finance, we provide term loans to finance projects in renewable energy, energy efficiency, electric mobility, waste management, water management sectors and other infrastructure projects. We source Cleantech and Infrastructure Finance primarily through our in-house sales team. We have formed deep partnerships with global climate investors providing us with consistent access to long-tenure, low-cost capital. Our Gross Loans under Cleantech and Infrastructure Finance grew from ₹104,631.9 million as at March 31, 2023 at a 31.8% CAGR to Gross Loans of ₹181,816.0 million, as at March 31, 2025. Cleantech and Infrastructure Finance comprised 8.0%, of our Total Gross Loans as at March 31, 2025. It has an average ticket size of ₹1,264.0 million, and generally a tenor of up to 23 years, with an average rate of interest of 10.5% as at March 31, 2025. As at March 31, 2025, we have financed more than 500 cleantech projects, with over 22,400 MW of renewable energy capacity sanctioned.

- **Developer Finance**: We offer loans to real estate developers through our Material Subsidiary TCHFL. These loans are secured by way of mortgage and/ or hypothecation over the underlying project and its cash flows, project inventory, land and development rights, where applicable. We source Developer Finance primarily through our in-house sales team. We maintain direct sourcing relationships targeting top developers in each location, with focus on mid-market residential projects. We have a dedicated project monitoring and asset management team. As at March 31, 2025, residential construction comprised over 85% of our Developer Finance Gross Loans. Our Gross Loans under Developer Finance grew from ₹65,538.1 million as at March 31, 2023 at a 32.8% CAGR to Gross Loans of ₹115,650.1

million, as at March 31, 2025. Developer Finance comprised 5.1% of our Total Gross Loans as at March 31, 2025. It has an average ticket size of ₹582.5 million, and generally a tenor of up to seven years, with an average rate of interest of 13.0% as at March 31, 2025. We had relationships with over 150 active developers through our presence in 11 cities, as at March 31, 2025.

Our Non-lending Businesses

In addition to our Lending Business, we operate the following non-lending businesses: (i) distribution of third-party products such as insurance and credit cards, (ii) wealth management services for high-net-worth individuals and retail clients, which includes the distribution of mutual funds and other wealth management products, and (iii) PE business where we act as a sponsor and investment manager to PE funds.

Distribution of Insurance and Credit Cards

We hold a corporate agent (composite) license from IRDAI for the distribution of insurance products comprising of life, general and health insurance to our customers. As at March 31, 2025, we had over 8.0 million insurance policies in force, through our partnerships with 19 insurance partners, across life, general and health categories. Since 2009, we have been distributing "Tata Corporate Cards", which are white label corporate credit cards issued by SBI Cards and Payment Services Limited. As at March 31, 2025, we had over 260,000 active "Tata Corporate Cards". According to the CRISIL Report, the number of credit cards for the industry, which was 109.9 million as at March 31, 2025, is projected to reach 139.2 million by March 31, 2028, growing at a 10 – 12% CAGR (*section 25.1, page 171*).

Wealth Management

Through 'Tata Capital Wealth', we offer wealth management services for high-net-worth individuals and retail clients. We managed a total AUM of ₹66.6 billion as at March 31, 2025, growing at a CAGR of 27.2% from Fiscal 2023 to Fiscal 2025. 'Tata Capital Wealth' offers a bouquet of customised individual and business offerings, backed by a dedicated team of wealth managers and investment product specialists. According to the CRISIL Report, the wealth management industry AUM, which was ₹37.8 trillion as at March 31, 2025, is projected to reach ₹47.0 trillion by March 31, 2027, growing at a 12 – 14% CAGR (*section 24.4, page 169*).

Private Equity Funds

Our PE business is currently focused on two themes: (i) Growth, which targets investments in companies in the urbanisation, manufacturing and strategic services businesses, and (ii) Healthcare, focusing on investing in companies engaged in pharmaceuticals, hospitals, contract research and manufacturing services, diagnostic chains and other healthcare services. Since inception, we have set up seven thematic funds viz. Tata Capital Growth Funds I & II, Tata Capital Healthcare Funds I & II, Tata Capital Innovations Fund, Tata Capital Special Situations Fund and Tata Opportunities Fund (together, the "**Funds**"). The Indian domiciled Funds are registered with SEBI as venture capital funds/alternative investment funds. We sponsor the AIF/ SEBI registered funds and act as their investment manager. We have raised offshore pools of capital under the Growth, Healthcare and Opportunities strategies ("**Offshore Funds**"). Our step down subsidiary in Singapore, TCAPL, regulated by the Monetary Authority of Singapore, acts as an investment manager to Offshore Funds. As at March 31, 2025 we have raised ₹70.0 billion across our domestic funds and Offshore Funds, with 53 deals in over 15 years. According to the CRISIL Report, the alternative investment funds ("**AIF**") commitments for the industry, which was ₹13.5 trillion as at March 31, 2025, is projected to grow at a 31 – 33% CAGR between March 31, 2025 and March 31, 2030 and reach ₹53.0-56.0 trillion by March 31, 2030 (*section 23.2, page 162*).

Our Distribution Network

We follow an omni-channel distribution model that integrates (i) our extensive branch network and in-house sales team, (ii) an expansive partner ecosystem comprising DSAs, OEMs, dealers and digital partners, and (iii) our proprietary digital platforms. This approach enables us to efficiently reach and serve a diverse customer base across both rural and urban areas, ensuring seamless accessibility and an enhanced customer experience.

Our Branch Network

Our branches play a pivotal role in driving customer acquisition and engagement across our diverse lending products in Retail Finance, SME Finance, and Corporate Finance. As at March 31, 2025, we have established a pan-India network of 1,496 branches spread across 27 States and Union Territories. This widespread presence enables us to cater to the financial needs of a broad customer base, from urban centres to smaller, underserved towns, exhibiting our commitment to reaching diverse markets throughout India. Our extensive footprint is strategically positioned to tap into the growing demand for financial services in both established and emerging regions of the country.

Our pan-India footprint is geographically widespread, with 42.0% of branches located in the South, 23.3% in the North, 19.2% in the East, and 15.6% in the West, as at March 31, 2025. This distribution ensures that we are well-represented in every region of India. To further enhance our market reach, we leverage geo-analytics and geospatial services to analyse customer demographics, income groups, and credit demand trends. These insights help us identify high-potential areas for expansion, particularly in Tier II and Tier III cities, where financial inclusion is growing rapidly, enabling us to position new branches in locations that enhance both market reach and profitability.

Each branch is typically staffed with employees who are responsible for key functions such as sales, credit, collections, and operations. This includes an independent credit manager for credit decision-making and a branch operations team that handles KYC checks and document verification. Our network consists of branches of varying sizes, ranging from smaller, compact spaces to larger, more expansive facilities. Smaller branches focus primarily on customer acquisition, basic servicing, and preliminary documentation, while larger branches are equipped to manage complex underwriting, risk assessments, and high-value loan processing. This structure not only helps improve turnaround times but also optimizes resource allocation by aligning branch size and capabilities with the specific demands of the customer base.

We also integrate digital capabilities into our physical presence, transforming our branches into "phygital" spaces. This blend of physical and digital platforms allows us to offer a seamless and enhanced customer experience, bridging the gap between traditional and modern lending practices. By leveraging technology, we are able to offer real-time updates, online documentation, and digital transactions among others, complementing our in-house sales force, present in our branches. This approach ensures that customers have a consistent, omni-channel experience, whether they engage with us in person or through digital channels.

Our External Partnerships

Direct Selling Agents

We have partnered with 30,000+ DSAs, as at March 31, 2025, including corporate DSAs, retail agents, loan consultants and professionals such as chartered accountants. Our DSAs are primarily responsible for distributing a wide range of loan products, including Home Loans, Loans Against Property, Personal Loans, Business Loans, Car Loans, Commercial Vehicle Loans, and Construction Equipment Loans. Their expertise, local presence and client relationships help us reach diverse customer segments and expand our market footprint. Our relationship with DSAs is built on a success-based model, where they earn variable commissions linked to the disbursement of loans they source. While DSAs manage the initial interactions and loan documentation for prospective customers, our in-house sales teams at the branches thereafter engage and guide the customers through the entire loan journey —from onboarding and assessment to approval. This approach ensures a seamless experience for our customers and enhances productivity at our branches.

We follow a robust process for onboarding DSAs, wherein we conduct a comprehensive due diligence, in line with the outsourcing guidelines set forth by the RBI. We closely supervise these DSAs and monitor their performance across key parameters such as volume and amount of loans sourced, turnaround time, instances of fraud, delinquencies and customer complaints. This oversight also helps us maintain high quality service standards, ensuring a consistent and superior experience for our customers.

Original Equipment Manufacturers and Dealers

As at March 31, 2025, we have formed partnerships with over 400 OEMs and over 8,000 dealers for the distribution of our auto loan products, such as Two-Wheeler Loans, Car Loans, Commercial Vehicle Loans, as well as, Construction Equipment Loans, Supply Chain Finance, Equipment Finance and Leasing Solutions. These partnerships enable us to expand our reach and offer financing solutions to a wide range of customers. Our dealer network serves as a vital touchpoint for customers, offering them the opportunity to access tailored loan products while making their purchases. These partnerships allow us to provide competitive financing options, enhancing the affordability of vehicles and machinery, and contributing to our growth. Through our strong relationships with OEMs and dealers, we continue to expand our footprint and cater to the evolving needs of customers across various industries.

Digital Partners

We have strong partnerships with over 60 digital partners to enhance our reach, as at March 31, 2025. By offering API integration with our IT systems, we enable seamless data exchange, allowing our partners to directly source customer information from their platforms and onboard customers efficiently for us. This digital integration acts as a force multiplier, enabling our partners to function as an extension of our branch network. It allows us to effectively reach underpenetrated markets in an asset-light manner, expanding our customer base while ensuring a streamlined and efficient onboarding process. Through these partnerships, we are able to enhance accessibility and deliver a superior customer experience across digital channels.

Furthermore, our external partnerships are well supported by our channel assistance team, which manages interactions with our in-house sales teams, channel partners and potential customers. This enables improved engagement, quicker responses times, and more effective follow-up on leads, thereby driving business in a cost-efficient manner.

Our Digital Platforms

We have built comprehensive and scalable digital platforms that serve as the backbone of our distribution network enhancing accessibility, transparency and building customer trust. Designed to deliver a seamless user experience for both internal and external users, our digital platforms leverage cutting edge technologies including AI/ GenAI driven automation, advanced data analytics and a secure cloud infrastructure. This ensures efficient service delivery, optimised decision making and operational excellence.

Our digital ecosystem, comprising of website, mobile apps, and external channels such as SMS, social media, email, and IVR, is a key driver of customer engagement and acquisition. Our platform provides both assisted options through in-house sales teams and channel partners, as well as self-service options, allowing our customers to choose a journey that best suits their preferences. Our website and mobile apps provide tailored experiences based on customer segments and product categories, ensuring seamless accessibility and convenience.

Our corporate website, www.tatacapital.com, is designed to deliver a dynamic and personalized user experience, featuring an intuitive homepage, smart search functionality, seamless product navigation, interactive tools, and integrated customer support.

Our mobile applications for both retail and corporate customers offer a comprehensive suite of services, including loan management, personalized offers, and account management—all within a single, user-friendly interface. As at March 31, 2025, our Tata Capital mobile apps have been downloaded over 21.0 million times, underscoring our digital reach and customer engagement.

We have built a robust digital infrastructure to enhance efficiency, transparency, and customer experience across our lending ecosystem. Our Loan Origination System ("**LOS**") automates the entire loan lifecycle—from application initiation and credit underwriting to approval and disbursement—while integrating seamlessly with our Front-End CRM system and backend loan management systems ("**LMS**"). This allows relationship managers to access real-time customer data, financial profiles, and loan eligibility, enabling personalized engagement, faster decision-making, and improved turnaround times.

We leverage advanced technologies to drive digital growth and enhance customer experience:

- **API-Driven Automation:** Streamlines the onboarding and underwriting process for retail, SME and Corporate Customers by auto-filling PAN, GST, and CIN details, fetching KYC records, Vahan records, MCA data and other third-party API relevant to decision making thus significantly reducing processing time.

- **Conversational GenAI:** A multilingual virtual assistant with a 99.7% answering capability as on March 31, 2025, providing real-time voice and chatbot support to enhance customer engagement.

- **GenAI Integration:** Automates email classification and response management, improving turnaround time while enabling personalized interactions on the service side.

Additionally, we have forged partnerships with financial technology firms and digital platforms to expand our reach in the Retail, SME and Corporate segments. These collaborations have strengthened customer acquisition, optimized turnaround times, and supported scalable growth.

As a result of our digital-first approach, 97.8% of our customers were onboarded through our digital platforms in Fiscal 2025, demonstrating the effectiveness of our digital sourcing strategy. See "**—***Our Strengths***—***Omni-channel distribution model, comprising our pan-India branch network, partnerships and digital platforms*" on page 304.

Marketing

At Tata Capital, our marketing strategy revolves around strengthening brand awareness, fostering trust, and increasing customer engagement while driving business growth in a competitive and regulated market. While "Tata Group" is widely recognised, strengthening the brand awareness and positioning of "Tata Capital" is a key focus area of our marketing approach. We conduct various brand positioning campaigns designed to enhance visibility and credibility in the market. Our marketing efforts focus on enhancing brand recall, expanding our market share, and nurturing long-term customer loyalty.

To connect with a wider and more diverse customer base, we implement targeted and personalised product campaigns. These campaigns are specifically designed to resonate with our audience, fostering trust and strengthening our position as a responsible financial partner. Furthermore, we have established a strong presence across multiple social media platforms, using them as effective channels to connect with younger audiences. Our engagement campaigns include collaborations with social media influencers to expand our reach. These initiatives help us foster deeper connections with a diverse audience.

We use a multi-channel communication approach to effectively reach and engage with our customers, leveraging both digital and traditional media. We ensure our brand message reaches the right audience through the most appropriate channels. These include our own digital platforms as well as external channels such as social media, emails, SMS, television, and print. Our digital assets, comprising mobile apps and our website, enable us to attract and engage with customers to maintain a credible and consistent brand presence. Both our retail and corporate mobile apps combine various services—such as loan management, personalised offers, and user account management—into one unified platform. Our corporate website, www.tatacapital.com, is designed to deliver a dynamic and personalized user experience, featuring an intuitive homepage, smart search functionality, seamless product navigation, interactive tools, and integrated customer support. In addition to our digital presence, we also focus on retail and physical branding by enhancing the visibility of our branches and offices.

To stay ahead of market trends and refine our outreach efforts, we also engage in market research, such as customer and partner surveys. These insights provide a deeper understanding of our target audience, competitors, and industry trends, enabling us to continuously adapt and optimize our marketing strategies for greater effectiveness. Furthermore, our sponsorship of the Tata Women's Premier League, starting from its inaugural edition, is a key part of our brand-building efforts. Beginning in 2023, this partnership is set to continue for five years, further cementing our commitment to supporting women's sports and enhancing our brand's presence. Our collective efforts have helped us improve our Brand Salience by 76.9% in Fiscal 2025 over the past seven years.

Credit Underwriting and Collections

Credit Underwriting

Our credit underwriting framework is designed to ensure objective decision-making, robust risk management, and superior portfolio quality, leveraging a structured, technology-driven approach across our Retail Finance, SME Finance, and Corporate Finance verticals. Our credit team operates independently of our sales team and is evaluated based on portfolio quality. Our key lending products have dedicated credit underwriting teams, which are spread across branches, regions, and central locations.

We adhere to stringent credit policies and employ a comprehensive underwriting process, which includes KYC verifications, credit bureau assessments, fraud detection, financial statement analysis, loan-to-value (LTV) and fixed obligation-to-income ratio (FOIR) assessments to determine eligibility. We have implemented GenAI-based credit note automation across select products, which leverages a wide range of data inputs including demographics, credit bureaus, financial statements, bank statements, collateral valuations, auditor reports, investor information, bureau reports and public information, to efficiently generate automated credit assessment notes. This automation has helped reduce TAT and improve productivity. We also conduct due diligence through field investigations, collateral valuations, and legal enforceability analysis for secured loans. For our SME and Corporate Finance customers, we additionally conduct site visits, business assessments, and financial reviews to evaluate operational viability and industry-specific risks. Loan pricing is determined through a board-approved matrix, considering credit rating, loan tenure, and security.

Our underwriting process, underpinned by the use of data analytics and latest technologies, leverages customised scorecards for different lending products. Our LOS seamlessly integrates these scorecards with advanced rule engines, facilitating efficient credit decision-making. Our systems also interface with regulatory databases (KYC, GST, PAN, and banking via the Account Aggregator framework) to ensure seamless credential validation. For our top-up and cross sell loans to existing customers, the underwriting process is enabled through a rule-based decision engine supported by a digital onboarding journey, ensuring customer convenience, speed and efficiency. In Fiscal 2025, 90.7% of our disbursements in Retail Finance in the month of March 2025 were through scorecards or BREs.

Our customised scorecards act as an enabler for credit managers by segmenting customers based on risk profiles, demographics, loan exposure, and credit history, enabling real-time execution and effective decision-making. Credit managers also conduct site visits and personal discussions to assess their businesses, revenue streams and expenses. Based on this diligence, credit managers prepare a credit appraisal memorandum and cash flow analysis. Additionally, our Risk Containment Unit (RCU) facilitates fraud detection and portfolio risk management through a trigger-based screening process.

Once credit history, financial statements, credentials, and supporting documents are verified, loan applications are approved at the appropriate credit approval level based on board-approved delegation of authorities. Approval authorities are defined based on exposure level and security offered. While loans below certain thresholds are sanctioned by branch/ regional/ zonal/ national credit managers, loans above the thresholds and/or with lower security cover are referred to senior credit heads, credit committees or board-level committees. We utilise a risk-based pricing matrix to determine interest rates, ensuring fair and appropriate pricing for different customer profiles.

By leveraging automated rule engines, ML-based analytics, and risk-based pricing, our underwriting framework ensures efficient, transparent, and scalable lending operations, balancing risk management with business growth.

Collections

Our collections strategy is driven by a risk-based customer segmentation approach, allowing us to adopt targeted, customer-centric methods. To support our efforts, we utilize a combination of in-house team and external collection agencies as at March 31, 2025. We focus on proactive monitoring, leveraging data and analytics across the collections lifecycle, and implementing a multi-channel payment infrastructure to ensure effective recoveries. Early-stage delinquencies are typically resolved with timely reminders and notifications, while late-stage delinquencies are addressed through focused collection efforts and strong asset protection measures.

We follow a five-layer collections structure, beginning with pre-delinquency management ("**PDM**"), followed by bounce management, pre-NPAs, NPAs, and write-offs. PDM uses machine learning models to assess the bounce likelihood and initiate proactive customer outreach. As at March 31, 2025, we had over 30 pre-delinquency management ML/ statistical models. Customers are reminded of payment schedules through text messages, IVR systems, and calls from our call centres. Once a customer's payment bounces, our collections efforts are focused on immediate customer engagement and utilising digital channels, tele-calling, and field collections to prevent repeat bounce instances. For loans in late delinquency buckets, the emphasis is on asset protection, normalisation, and leveraging behavioural data for roll-back strategies. NPAs and written off accounts are managed through amicable settlements and waivers as per our Board approved matrix, as well as legal and regulatory methods including repossession and disposal of collateral under the SARFAESI Act, among others. This comprehensive approach ensures end-to-end tracking and effective management across the collections lifecycle.

Our field collection app empowers agents with real-time data and the ability to accept digital payments on the go, enhancing their efficiency. Customers can make payments through multiple digital channels, including UPI, QR-based payments, BBPS, e-NACH, NEFT, RTGS, and payment aggregators, enabling frictionless and timely repayments. We also offer our customers alternative payment options such as post-dated cheques, deposits at partner bank branches or cash deposit machines, and cash payments through our collections team, providing them with convenient choices for repayment.

Our Technology Platform

Our technology platform has been instrumental in driving our success and will continue to play an important role in enhancing efficiency across our operations. Following a digital-first approach, we have made significant investments in building our technology platform with the support of our technology partners. By digitizing the entire loan lifecycle—from onboarding and underwriting to collections, customer servicing, and cross-selling—we have created a seamless and efficient process. This has allowed us to consistently improve customer experience, reduce turnaround times (TAT), and increase operational efficiency. A key component of our technology platform has been our robust, cloud-based technology infrastructure. By utilizing cloud computing, we have enhanced agility while reducing operational overhead. This architecture ensures scalability as needed, facilitates precise performance monitoring, maintains strong security standards, and provides high availability to support efficient and seamless operations. We diligently monitor critical servers to ensure consistent availability, enabling early detection of potential issues and reducing the risk of unplanned downtime.

We have also implemented a robust data lake architecture, comprising over 40 integrations consolidating online transaction processing data, to serve as a centralized repository for our Company. This enables seamless integration with various source systems and supports the creation of business dashboards and MIS that provide real-time insights across operational control, credit risk, and business performance, among others.

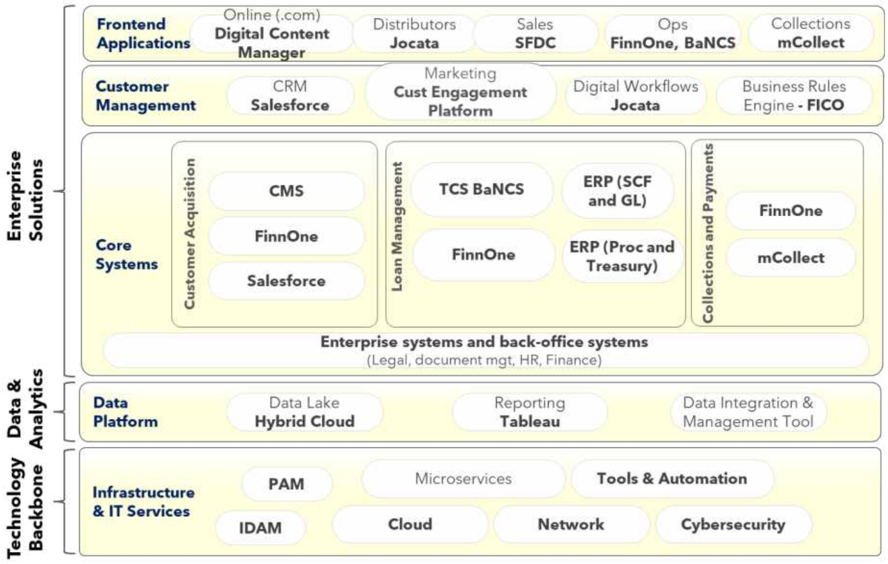
We have also deployed leading LOS and LMS, which are designed to automate and streamline the loan process. Our LOS offers a fully automated workflow that adheres to credit policies and regulatory frameworks, with several do-it-yourself (DIY) journeys for faster customer onboarding. These include automated KYC, deduplication, scoring, geofencing, e-NACH, GST and bank statement analysis. Similarly, our LMS facilitates comprehensive loan management through a maker-checker system, ensuring accurate financial transaction recording and enabling digital payment interfaces for customers.

We have implemented a microservices-based architecture, which allows for both horizontal and vertical scaling in response to evolving business needs, enhancing our flexibility and improve agility for our operations. Moreover, our API stack has helped us create a robust, connected ecosystem across various stakeholders and partners, ensuring smooth integration with external services, third-party applications and internal components, and better collaboration.

Our cybersecurity and information security frameworks are overseen by dedicated committees, such as the IT Strategy Committee, IT Steering Committee, and Information Security Committee. We are dedicated to ensuring data security through our 24/7 Security Operations Centre ("**SOC**"). To enhance protection, we have implemented advanced measures such as Data Loss Prevention (DLP), VPN access, and Mobile Device Management (MDM). Our robust cybersecurity framework is designed to mitigate threats like data breaches, phishing, and malware. Additionally, we leverage Web Application Firewalls (WAF) to secure our public-facing applications effectively. All our critical infra-assets are securely hosted on cloud infrastructure under the supervision of our SOC. We perform regular vulnerability assessments and penetration tests, along with information security audits, to ensure adherence to security protocols.

In addition, we maintain a comprehensive Business Continuity Plan (BCP) to manage any potential business disruptions effectively and adhere to regulatory requirements. A Disaster Recovery (DR) site has been provisioned to support all mission-critical business applications. This site is tested bi-annually to ensure minimal disruption to business operations in the event of an incident at the primary data centre.

The following image offers a snapshot of our scalable and agile IT Infrastructure



Note: CMS: Credit Management System, SFDC: Salesforce dot com; PAM: Privileged Access Management; IDAM: Identity and Access Management; FICO: Fair Issac Corporation; TCS: Tata Consultancy Services; ERP: Enterprise Resource Planning; SCF: Supply Chain Finance; GL: General Ledger; Proc: Procurement.

We are also focused on increasing the adoption of latest technologies such as machine learning, and AI/ GenAI, which enable us to gain deeper insights, automate processes, and refine decision-making. We are increasingly deploying AI/ GenAI across the lending value chain, which shall help us further transform customer experience and engagement, as well as, enhance operational efficiency, notably in:

- **Credit and Risk Management**: Underwriting AI co-pilot for data extraction, contextualization, analysis, and summarization, and applying AI for risk and anomaly detection.

- **Marketing and customer experience**: Generating content and creatives, engaging customers through conversational interfaces, addressing service requirements and resolving queries via an email co-pilot.

- **Revenue generation and productivity**: Leveraging AI across sales/ cross-sell, onboarding, and debt servicing, and enhancing quality assurance across sales, processing and operations.

- **AI Assist & Data**: Powering customer onboarding systems and providing interactive reports.

Customer Service, Grievance Redressal and Customer Retention

At Tata Capital, we strive to ensure that all customers are treated fairly, without bias, and their issues are dealt in a timely manner. In order to serve our wide customer base, we have made significant investments in our digital servicing capabilities across our digital platforms. We have adopted an omnichannel customer service model, utilizing multiple touchpoints such as email, WhatsApp, web portal, mobile apps, along with our contact centre and branches. Further, we have also deployed latest technologies to enhance customer service through GenAI/ conversational AI capabilities. Our AI assisted system categorizes and prioritizes customer emails, leverages sentiment analysis, and is deeply integrated with our CRM system, enabling seamless email interactions with customers. In addition, we drive customer engagement through conversational interaction capabilities such as welcome calling, multilingual communication and real-time data integration. We have also introduced self-service kiosks in select branches, enhancing our ability to serve walk-in customers more effectively. This integrated approach allows customers to easily access key information such as loan status, repayment due dates, and account balance updates. Our targeted efforts have enabled us to address over 95% of customer requests and queries digitally and achieve Digital Service Adoption Rate (excluding TMFL) of over 80% in Fiscal 2025.

We also have a robust, tier-based customer grievance redressal policy which has multiple levels where customers can raise their concerns and make their grievances heard. Our nodal officer and principal nodal officers/ grievance redressal officers are assigned at regional levels to facilitate speedy resolution of grievances. Details of such officers are provided to our customers, along with relevant contact details as per the RBI Integrated Ombudsman Scheme, 2021. All customer grievances are tagged and tracked, following which an auto-acknowledgement is triggered via email and SMS along with a complaint acknowledgement reference number. When a complaint is logged on our system, it is recorded in our grievance dashboard, which monitors the status of complaints and their resolution timelines in real-time. We also use ML-driven ticketing systems for grievance assignment, prioritisation and tracking. In addition, we use well-defined timelines and automatic escalation to higher management in case grievances remain unsolved after a certain threshold. Every complaint is duly investigated, and a detailed resolution is shared via phone and/or email.

Along with resolving the issue, a detailed root-cause analysis is performed to ensure that customer feedback is considered and communicated to relevant stakeholders. Additionally, based on the analysis of complaints, training is provided to frontline staff to increase awareness of recurring complaint patterns, their underlying causes, remedial measures and expected action. A customer satisfaction survey link is also sent to customers after their complaint is resolved, allowing them to share feedback on the grievance resolution process. Furthermore, we use voice analytics to monitor sentiment levels and improve the overall quality of the services we provide.

As part of our customer retention strategies, we have systems for customer management throughout the customers' lifecycle, where we map the entire customer journey to identify key touchpoints for proactive engagement. By leveraging ML/ statistical algorithms, we predict churn risk based on behavioural patterns, enabling us to launch timely retention campaigns, offer customized products for cross-selling and up-selling, and enhance our value proposition. We proactively reach out to high churn risk customers or those nearing the end of their loan term to discuss renewals or new product offerings and employ targeted strategies to re-engage and win back such customers.

Treasury Operations and Funding

Our treasury department is responsible for managing our funding requirements, liquidity and asset liability management. The treasury function aims to optimize our borrowing costs, diversify our source of funds, manage liquidity and cash flows, mitigate interest rate risk and currency risk, and invest surplus funds in accordance with the criteria set forth in our Investment Policy and Foreign Exchange Risk Management Policy.

The primary goal of ALM is to effectively manage risks such as Liquidity Risk and Interest Rate Risk within the broader risk management framework, which incorporates both internal limits and regulatory tolerance thresholds. The ALM policy aims to establish a comprehensive framework and define early warning signals for both short-term and long-term actions to be taken. Our Treasury and Market Risk teams regularly present key matters, including structural liquidity, funding patterns, interest rate risk, and liquidity coverage ratio, to the ALCO. The ALCO convenes periodically and reports its findings to the Board.

We have diversified funding sources, covering public sector banks, private sector banks, foreign banks, mutual funds, insurance companies, provident funds and pension funds, retail investors, multilateral agencies and foreign institutional investors. Funds are raised through short and long-term loans from banks, non-convertible debentures, sub-ordinated and perpetual debt, external commercial borrowings and commercial papers, to maintain competitive cost of funding. In addition, in January 2025, we raised $400 million from marquee global investors through our maiden dollar denominated bond issuance. For details of our different funding sources and borrowing types, see "*Selected Statistical Information—Selected Statistical Information of our Company – Total Borrowings*" on page 410.

Our credit ratings have enabled us to borrow funds at competitive rates from a variety of sources. Our domestic credit ratings as at March 31, 2025 are summarised below.

Facility	**CRISIL Ratings Limited**	**ICRA Limited**	**CARE Ratings Limited**	**India Ratings and Research**
Non-convertible debentures	AAA/Stable	AAA (Stable)	AAA; Stable	AAA/Stable
Preference shares	AAA/Stable	-	-	-
Commercial paper	A1+	A1+	-	A1+
Total bank loan facilities rated – Long-term rating	AAA/Stable	-	-	-
Bank Loans	-	-	-	AAA/Stable
Long-term / Short-term fund-based/non-fund based	-	AAA (Stable)/A1+	-	-
Long-term principal protected market linked debentures	PP MLD AAA/Stable	-	-	-
Perpetual bonds	AA+/Stable	AA+ (Stable)	AA+; Stable	-
Subordinated debt	AAA/Stable	AAA (Stable)	AAA; Stable	-
Retail bond	AAA/Stable	AAA (Stable)	AAA; Stable	-

In addition, S&P Global Ratings has assigned 'BBB-' long-term and 'A-3' short-term issuer credit ratings with a positive outlook and Fitch Ratings has assigned Long-Term Foreign- and Local-Currency Issuer Default Ratings of 'BBB-' with a stable outlook to the Company. See "*Risk Factors —Our Average Cost of Borrowings Ratio was 7.8%, 7.3% and 6.6% for Fiscals 2025, 2024 and 2023, respectively. If we are unable to secure funding on acceptable terms and at competitive rates when needed, including due to any downgrade in our credit ratings, it could have a material adverse effect on our business, results of operations, cash flows and financial condition.*" on page 52.

Our high credit ratings and efficient treasury management have helped us maintain a low Average Cost of Borrowings Ratio of 7.8% in Fiscal 2025. As at March 31, 2025, 54.0% of our total borrowings was subject to fixed interest rates and 46.0% of our total borrowings was subject to floating interest rates. Furthermore, we had unused credit lines from banks aggregating ₹200,480.0 million, ₹112,232.6 million and ₹115,795.1 million as at March 31, 2025, March 31, 2024 and March 31, 2023, respectively.

Risk Management

A strong risk management framework is fundamental to all our organizational activities, as it ensures financial stability and supports sustainable growth in a dynamic regulatory and economic landscape. A key element of our approach is cultivating a robust risk management culture within our Company, aligning risks with the creation, preservation, and realization of value. This structured methodology allows us to achieve consistent, comparable results, ensuring that our risk management practices are aligned with our strategic goals. Broad categories of risk that we face are Credit Risk, Market Risk, Operational Risk, Fraud Risk, Compliance and Governance Risk, Information Security and Cyber Security Risk and Reputational Risk. The risk management policies are well defined for various risk categories supplemented by periodic monitoring through the various sub committees of the Board. Our risk management policies are established to identify and analyse the risks faced by us, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. The risk management policies and systems are reviewed regularly to reflect changes in the market conditions and our activities. Through our training and management standards and procedures, we aim to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

Credit Risk: The authority for approval of credit proposals, within limits stipulated, is delegated by our Board of Directors to specific approval authorities. Further credit policies for various products are defined which provides the framework for credit underwriting norms to be adhered for extending any credit facility. We measure, monitor, and manage credit risks at both the individual borrower and portfolio levels. We recalibrate our underwriting criteria in line with market conditions across product lines and associated scorecards, leveraging advanced risk analytics to enhance credit decision-making and portfolio monitoring. This helps us in refining our credit decisioning as well as granular monitoring of our existing portfolio and thus ensuring good asset quality. It ensures efficient delivery of credit with focus on asset growth and quality along with continuous growth of loan assets in line with our Company's risk appetite.

Market Risk: Market risk management is guided by our policies, guidelines, processes and systems for the identification, measurement, monitoring and reporting of exposures against various risk limits. The ALM Policy stipulates a broad framework for liquidity risk management to ensure that our Company is able to meet its liquidity obligations. The ALM policy is supplemented by our LCR framework, stress testing and contingency funding plan.

Operational Risk: We have established a robust framework of internal controls, systems, and procedures to document, assess, and monitor various risks and controls across all business lines. The governance and framework for managing operational risks are defined in the Operational Risk Management Policy. Our Operational Risk Management Department engages with the First Line of Defence (Business and Operating Units) on a periodic basis to identify and mitigate operational risks to minimise the risk and its impact. Our management has further adopted an Internal Finance Control framework covering set of standards, processes and structure across our Company with reference to financial and non-financial controls to ensure that controls are adequate and are operating effectively.

Fraud Risk: We have adopted a strong Fraud Risk Management framework with controls designed to prevent, detect, and respond to fraud. The policy establishes a robust governance model and institutes a pro-active fraud risk management culture in line with the regulatory requirements. Changing business landscape and digitization has heightened the level of fraud risk in the environment arising due to new methods, schemes and technology. We continue to increase our investment in fraud prevention and detection capabilities to protect our stakeholders.

Compliance Risk: We have a robust compliance risk management framework in place which ensures compliance with all applicable statutory provisions, rules and regulations, various codes of conducts and adherence to internal policies and procedures. The framework sets out the roles and responsibilities of employees towards ensuring compliance with the applicable laws and regulations. There is a well-defined KYC policy and our compliance department ensures all regulatory obligations are in line with the various regulatory guidelines which are revised periodically. Further compliance testing is also conducted to assess the effectiveness of various regulatory guidelines.

Cyber Security Risk: The Information Security Policy has been designed to provide an overview of the information security requirements and describe the controls that may be used to meet those requirements. The Information Security Policy defines the overall framework for information security risk management. It documents the expected behaviour of system, data and information users. It contains appropriate approach to combat cyber threats given the level of complexity of business and acceptable levels of risk and cyber crisis management plan addressing the aspects: (i) detection, (ii) response (iii) recovery and (iv) containment.

Reputational Risk: This has been defined as the risk caused by negative perception among customers, shareholders, investors, debt holders, or media that can adversely affect an organization's ability to maintain existing business relationships, establish new ones and maintain continued access to funding sources.

We have implemented the Heat Map, a two-dimensional quantitative data management tool that provides our management with a holistic view of key identified risk areas based on their probability and impact. Our governance culture supported by sound risk management is aimed at ensuring we remain resilient during challenging periods and forge a sustainable future for the organisation.

Our Board of Directors oversees our risk management practices by adopting and approving the objectives for Risk Management and Risk Philosophy. The Risk Management Committee of the Board has the responsibility of monitoring and reviewing risks across our Company, and ensuring that our Company has a sound risk management and internal controls framework. Our risk management framework is compliant with ISO 31000: 2018. The below table outlines the key categories of risks identified and monitored by us.

Nature of Risk	Framework	Governing Committees
Credit Risk	Enterprise Risk Management Various Credit Policies, Portfolio review and monitoring	• Risk Management Committee of the Board • Investment Credit Committee of the Board • Credit Committees
Market Risk and Liquidity Risk	Enterprise Risk Management Asset Linked Market Policy	• Risk Management Committee of the Board • Asset Liability Management Committee
Process Risk	Operational Risk Policy Fraud Risk Management Policy	• Operational Risk Management Committee • Fraud Risk Management Committee
People Risk	Operational Risk Policy HR Policies Fraud Risk Management Policy	• Risk Management Committee of the Board • Operational Risk Management Committee • Fraud Risk Management Committee
Outsourcing	Operational Risk Policy Outsourcing Policy	• Risk Management Committee of the Board • Operational Risk Management Committee
Technology	Operational Risk Policy Information Technology Policy	• Risk Management Committee of the Board • IT Strategy Committee of the Board
Business Continuity	Operational Risk Policy Business Continuity Management Policy	• Operational Risk Management Committee
Cyber Security	Information & Cyber Security Policy	• Risk Management Committee of the Board • IT Strategy Management Committee of the Board
Reputation Risk, Compliance and Governance	Enterprise Risk Management Framework Ethics Policy POSH Policy Tata Code of Conduct	• Risk Management Committee of the Board • Special Committee for Monitoring of Frauds of the Board • IT Strategy Committee of the Board

Our Company aims to operate within an effective risk management framework to actively manage all the material risks faced by our Company and make it resilient to shocks in a rapidly changing environment. It aims to establish consistent approach to management of risks and strives to reach the efficient frontier of risk and return for the Company and its shareholders.

Intellectual Property

We rely on a combination of trademarks, domains and intellectual property licenses and other contractual rights to protect our business and intellectual property.

The logo, “ ” and the trademark associated with such logo are not registered in our name. Pursuant to an agreement dated March 14, 2024, in supersession of the previous arrangement in this regard, with our Promoter, Tata Sons Private Limited, the right to use the “Tata” trademark and logo has been granted to us by our Promoter. Furthermore, our Promoter, Tata Sons Private Limited, has registered the “Tata Capital” trademark under the provisions of the Trademarks Act, 1999, which we use for our products and services. See “*Risk Factors—We rely on the strength of the “Tata” brand, which we use pursuant to licensing arrangements with our Promoter, Tata Sons Private Limited. Any improper use of the associated trademarks by the licensor or any other third parties, or any negative publicity affecting the brand, could materially and adversely affect our business, financial condition and results of operations.*” on page 57.

As at the date of this Updated Draft Red Herring Prospectus-I, we have 20 trademarks registered. Further, we have made 10 trademark applications that are currently pending for registration before the registry.

The following table sets forth the details pertaining to the trademark applications that are currently pending for registration before the registry:

Sr. No.	Description of the Trademark	Class under which application filed	Date of application/Journal	Application number	Status
1.	“COUNT ON US”	36	December 21, 2020	4789685	Opposed
2.	“JEETS”	36	January 24, 2008	1645640	Opposed*
3.	“TATA CAPITAL'S SIGNATURE SOUND”	36	July 26, 2022	5544819	Accepted and Advertised
4.	“TATA CAPITAL'S SIGNATURE SOUND”	9	July 26, 2022	5544820	Objected
5.	“TATA CAPITAL'S SIGNATURE TUNE”	35	July 26, 2022	5544821	Accepted and Advertised
6.	“TATA CAPITAL'S	9	July 26, 2022	5544823	Accepted and Advertised

Sr. No.	Description of the Trademark	Class under which application filed	Date of application/Journal	Application number	Status
	SIGNATURE TUNE”				
7.	“TATA CAPITAL'S SIGNATURE TUNE”	36	July 26, 2022	5544824	Accepted and Advertised
8.	“VN- Vanaropan for Neutrality”	36 and 44	March 20, 2024	6356460	Objected
9.	“Aarogyatara”	36 and 44	March 20, 2024	6356461	Objected
10.	“The Green Switch”	36 and 39	March 20, 2024	6356463	Objected

**Our Company has filed for withdrawal of its trademark application on June 3, 2025.*

Competition

We operate in a competitive industry and face competition across all product offerings. Given the diversity of our businesses and the products and services, our competitors include banks, NBFCs, housing finance companies, small finance banks, digital lending platforms, and private unorganised and informal financiers who primarily operate in local markets. Additionally, customer relationships, the capabilities of employees, service quality, market focus, pricing and recruitment and retention of skilled professional human resources influence the competitive intensity in our business.

According to the CRISIL Report, our primary competitors include Bajaj Finance, Shriram Finance, Cholamandalam Investment & Finance, Aditya Birla Finance, HDB Financial, L&T Finance and Sundaram Finance (*section 27.1, page 186*).

In the face of competition from our peers, we strive to innovate and lead by leveraging our competitive advantages, including our comprehensive product offerings, the strength of our brand, robust asset quality, technological expertise, quality customer service and motivated workforce.

For further details, see “*Risk Factors— The lending services industry in India is competitive and our inability to compete effectively could adversely affect our business, results of operations, cash flows and financial condition.*” on page 70.

Sustained growth puts pressure on our ability to effectively manage and control current and emerging risks. Our inability to effectively manage any of these issues may adversely affect our business growth and, as a result, impact our businesses, prospects, financial condition and results of operations. Our ability to grow our business depends on our ability to execute on our growth strategies, which include enhancing our product offerings and strengthening our distribution network, continuing to strengthen our risk management framework, credit underwriting and collections infrastructure, attracting, training and retaining talented employees and harnessing synergies from our merger with TMFL.

Human Resources and Employees

Our employees are one of our most valuable assets, and we are committed to creating an environment of equal opportunity, meritocracy, and continuous growth. As a "talent-driven organization," our employees play a critical role in driving our strategy, sustainable growth, and overall success. To support this, we focus on quality recruitment, retention, personal development, and long-term engagement. Our robust performance management system is designed to identify high-potential employees, reward their contributions, and provide opportunities for career advancement.

We are also committed to the continuous development of our employees. To achieve this, we have established training facilities at our offices in major cities and regional offices, that focus on enhancing key skills in areas such as product knowledge, regulatory compliance, customer service, and digital tools. Additionally, we offer a wide range of learning and development opportunities, including executive development programs, e-learning, virtual instructor-led training, and in-person sessions. Our ‘Advanced Learning Management System’ and ‘Learning’ app provide an accessible and user-friendly platform for ongoing learning. We also collaborate with leading universities and industry partners to offer specialized leadership development programs, equipping our employees with the skills to meet future challenges.

As at March 31, 2025, we had a total of 29,397 on-roll employees, comprising 22,607 permanent on-roll employees and 6,790 fixed-term on-roll employees. As at March 31, 2025, employees aged less than 30 years comprised 49.7% of our workforce. During the last three fiscal years, namely Fiscal 2023, Fiscal 2024 and Fiscal 2025, we have inducted a total of 648 management trainees. None of our employees are represented by a labour union, as at March 31, 2025. We were certified “Great Place To Work®” for three consecutive years in 2023, 2024 and 2025 by “Great Place To Work®, India” which is a certification for workplace culture and employee engagement. Our Company has also been recognized among India’s Best Workplaces in the Banking, Financial Services and Insurance sector, from 2023 to 2024.

The following table sets forth the number of permanent on-roll and fixed term on-roll employees by function as at March 31, 2025.

Function	Number of On-roll Employees	Percentage (%)
Sales	12,272	41.7%
Product	287	1.0%
Credit	2,455	8.4%

Function	Number of On-roll Employees	Percentage (%)
Valuation	220	0.7%
Collections	4,361	14.8%
Operations	1,593	5.4%
Risk	159	0.5%
Central / Corporate Functions	1,260	4.3%
Total permanent on-roll employees	22,607	76.9%
Total fixed term on-roll employees	6,790	23.1%
Total	29,397	**100.0%**

Outsourcing

We outsource certain activities such as loan application processing, document handling, back office and certain IT related activities, amongst others, to third parties. We do not outsource core management functions such as internal audit and compliance functions, and decision-making functions such as loan sanctions and management of investment portfolios. We perform thorough due diligence when entering into or renewing outsourcing arrangements, pursuant to which we assess qualitative, quantitative, financial, operational and reputational factors of potential service providers. We ensure adherence to the provisions of the extant regulatory guidelines applicable to outsourcing of activities. We remain accountable for the actions of our service providers, including direct sales agents and recovery agents as well as the confidentiality of information pertaining to the customers that is made available to them. See "*Risk Factors— We use services of some third-party vendors for certain operations such as application processing (loan origination of financial products), document processing, data processing, back office related activities, cash collection and IT services. Any disruption, negligence, fraud, deficiency or inefficiency in the services provided by such third parties could adversely affect our business, reputation, results of operations, financial condition and cash flows.*" on page 64.

Corporate Social Responsibility

Our Corporate Social Responsibility ("**CSR**") vision is to establish a collaborative and inclusive approach for social and environmental development initiatives and foster shared value for the broader community, in line with Tata group's core purpose. We seek to prioritise socially and economically disadvantaged segments of society in both urban and rural areas in India. We have constituted a CSR Committee of the Board to formulate and recommend to the Board an annual action plan in accordance with our CSR policy ("**CSR Policy**"). Our CSR Policy complies with the requirements of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014 notified by the Government of India.

Our CSR focus areas comprise:

- **Climate Action**: focusing on ensuring water and energy, security. Our approach aims to safeguard essential resources while strengthening community and environmental resilience through mitigation and adaptation strategies.

    - The JalAadhar programme aims to ensure water security in water-stressed locations through integrated watershed management, water rejuvenation and water access.

    - Through our Green Switch programme, we lead efforts to provide energy security to unelectrified communities by using a community partnership model.

    - Through our Vanaropan for Neutrality programme, we afforest urban spaces, reforest city spaces and encourage the regeneration of local biodiversity tackle air pollution.

- **Healthcare**: focusing on eradication of curable blindness and cancer care treatment. Our Aarogyatara program aims to eradicate curable blindness through inclusive primary eyecare.

- **Education and Skill Development**: focusing on awarding scholarships, spreading financial literacy, responsible citizenship and skill development. Our Pankh Scholarships programme aims to provide financial support and mentorship to young academic achievers from economically underprivileged communities for higher education.

In Fiscal 2025 and Fiscal 2024, our CSR expenditure was ₹808.5 million and ₹549.8 million, respectively, as per the Companies Act, 2013, read with the Companies (CSR Policy) Rules, 2014.

Properties

Our Registered and Corporate office is located on premises owned by us, at 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013, Maharashtra, India.

As at March 31, 2025, we conducted our operations through 1,496 branches located across India, of which 1,488 were leased and eight branches were owned by us. See *"Risk Factors— We lease the majority of properties in which our branches are* *located. Any termination or failure by us to renew the lease agreements in a favourable and timely manner, or at all, could adversely affect our business, cash flows, results of operations, and financial condition"* on page 77.

Insurance

We maintain insurance policies that are customary for companies operating in our industry. Our principal types of coverage include money insurance for money maintained in safe and money in transit, fire and special perils insurance, burglary insurance, electronic equipment insurance, public liability insurance. These policies are renewed from time to time. For further details, see, *"Risk Factors— Our insurance coverage of ₹6,357.5 million as at March 31, 2025 may not be adequate to protect us against all potential losses, which can adversely affect our business, financial condition and results of operations"* on page 76.

OUR MERGER WITH TATA MOTORS FINANCE LIMITED

Unless otherwise specified, the consolidated financial and operational data as at and for the financial year ended March 31, 2025, reflects the acquisition of TMFL pursuant to TMFL Scheme of Arrangement, which was completed in May 2025 with an appointed date of April 1, 2024. Consequently, the financial and operational figures for the fiscal years ended March 31, 2025, March 31, 2024, and March 31, 2023 are not entirely comparable. Additionally, we have disclosed certain financial information and ratios pertaining to our Company (excluding TMFL) for the fiscal year ended March 31, 2025, which have been derived from the Audited Special Purpose Consolidated Financial Statements of our Company (excluding TMFL) as at and for the fiscal year ended March 31, 2025, and is not directly comparable to the Restated Consolidated Financial Information included in this Updated Draft Red Herring Prospectus-I. We have also included certain financial information and ratios pertaining to TMFL for the fiscal years ended March 31, 2025 and March 31, 2024, which have been derived from the Audited Special Purpose Financial Statements of TMFL as at and for the fiscal year ended March 31, 2025.

Our Merger with TMFL

Pursuant to a scheme of arrangement amongst TMFL, our Company and their respective shareholders, sanctioned by the National Company Law Tribunal, Mumbai vide its order dated May 1, 2025, our Board at its meeting dated May 13, 2025 approved the issue and allotment of 183,867,495 Equity Shares to TMF Holdings Limited. The TMFL Scheme of Arrangement has become effective from May 8, 2025 with the appointed date being April 1, 2024. Pursuant to the TMFL Scheme of Arrangement, the entire business of TMFL, including all of its assets, liabilities and undertakings has been transferred to our Company. See "*History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamations or any revaluation of assets, in the last 10 years - Scheme of arrangement between Tata Motors Finance Limited (formerly known as Tata Motors Finance Solutions Limited) ("TMFL" or "Amalgamating Company"), our Company and the respective shareholders of TMFL and our Company, as filed before the National Company Law Tribunal, Mumbai Bench by way of our application dated October 3, 2024 ("TMFL Scheme of Arrangement")*" on page 365 for more details of the merger.

The merger was undertaken with the objective of consolidating the lending businesses of TMFL and TCL and to achieve the following benefits:

- Consolidation of businesses would help in achieving greater scale i.e., leading to the creation of a larger unified financial services entity with a wider geographical reach, stronger capital and asset base;
- Generate significant business synergies thereby enhancing stakeholders' value;
- Drive diversification and provide integrated solutions to the enhanced customer base;
- Provide differentiated growth opportunities to the employees; and
- Pool knowledge and expertise.

Overview of TMFL

TMFL was identified and categorised as a 'Middle Layer' NBFC by the RBI under the "Scale Based Regulations (SBR): A Revised Regulatory Framework for NBFCs" dated October 22, 2021, and hence was subject to enhanced regulatory requirements. For a description of the material laws, rules and regulations applicable to us, see "*Key Regulations and Policies*" on page 341. According to the CRISIL Report, TMFL was one of the leading commercial and passenger vehicle loan providers in India (*section 10.2, page 87*). TMFL offered a comprehensive suite of financing solutions across the entire vehicle financing value chain, including new and used vehicle financing, and dealer/vendor financing solutions. With a deep understanding of the vehicle ecosystem, TMFL catered to the need of vendors, dealers, transporters, fleet operators and customers. TMFL's wider network extended across retail customer segments, including first-time users, sub-retail customers, retail and fleet operators. As at March 31, 2025, the Total Gross Loans for TMFL stood at ₹302,272.3 million.

As at March 31, 2025, TMFL had a pan-India presence through 353 branches spanning 351 locations across 27 States and Union Territories. Its operations were supported by a workforce of 6,351 on-roll employees, as at March 31, 2025, spread across its branch offices. TMFL's branch network maintained a well-diversified presence across India. TMFL's branches were further supported by its presence in the sales outlets of dealers of Tata Motors Limited ("**Tata Motors**"), which included over 450 dealer touchpoints as at March 31, 2025, enhancing the reach and distribution of its loans.

TMFL operated under the trusted and established brand of "Tata Group" and leveraged the extensive network of dealers and channel partners of its parent, Tata Motors. According to the CRISIL Report, incorporated in 1945, Tata Motors is one of India's largest automobile companies as at March 31, 2025 (*section 10.2, page 87*). According to the CRISIL Report, Tata Motors is the market leader in the domestic production of commercial vehicles industry in India with a market share of 35.6% (in terms of production) and a sales volume of 0.4 million units in Fiscal 2025 (*section 28.1, page 195*). According to the CRISIL Report, Tata Motors is also one of the top three manufacturers of passenger vehicles (cars and utility vehicles) in India with a market share of 13.2% (domestic sales) and sales volume of 0.6 million units (domestic sales) in Fiscal 2025 (*section*

28.1, page 195). According to the CRISIL Report, Tata Motors has one of the most diversified product portfolios with presence across light, medium and heavy-duty segments of the commercial vehicles industry (*section 28.1, page 195*).

Corporate History of TMFL

On October 3, 2022, the Board of Directors of TMFL approved a scheme of arrangement for amalgamation under Section 230 to Section 232 read with Section 66 of the Act, as amended, between Tata Motors Finance Solutions Limited (*subsequently renamed to Tata Motors Finance Limited*) and Tata Motors Finance Limited (*subsequently renamed to TMF Business Services Limited*) for demerger of the Non-Banking Finance related business of Tata Motors Finance Limited (*subsequently renamed to TMF Business Services Limited*) into Tata Motors Finance Solutions Limited (*subsequently renamed to Tata Motors Finance Limited*). The appointed date for such scheme was April 1, 2023, and such scheme was approved by Hon'ble National Company Law Tribunal, Mumbai bench on May 12, 2023, for which the final order was received on June 15, 2023. TMFL received all other necessary regulatory approvals and filed the order with Registrar of Companies on June 30, 2023. Accordingly, the scheme came into effect from June 30, 2023.

Product Offerings of TMFL

As at March 31, 2025, TMFL had served a total of over 2.5 million customers across its product offerings, which comprised:

New Vehicle Financing Business

- **Commercial Vehicles:** TMFL financed a wide range of commercial vehicles for transporters, fleet owners, and first-time users, supporting business growth.

- **Passenger Vehicles:** TMFL financed multi-utility vehicles and passenger cars for personal use

According to the CRISIL Report, the demand for commercial vehicles in India is driven by various factors such as government scrappage policy for phasing out aging vehicles, increased demand in the transportation sector, an increase in rural consumption and a rise in urban expenditure boosting demand for smaller vehicles to transport consumer goods, and the increasing adoption of hub-and-spoke networks requiring last-mile delivery of goods (*section 14.2, pages 111 and 112*). According to the CRISIL Report, the demand for passenger vehicles in India is driven by multiple factors, including rising incomes, a shift in consumer preference to utility vehicles, and government regulations (*section 11.2, pages 90 and 91*). These factors create a favourable business landscape for TMFL.

Used Vehicle Financing Business

According to the CRISIL Report, the sale of used commercial vehicles has witnessed continuous growth due to the rising prices of new commercial vehicles, making purchasing of used commercial vehicles a viable choice for small and medium sized fleet operators due to their lower acquisition cost (*section 14.2, page 113*). TMFL was well-positioned to meet this growing demand by structuring and streamlining the financing ecosystem for pre-owned vehicles.

TMFL offered loans for used vehicle purchases and a major portion of this business comprised refinance loans, where TMFL had provided funding against pre-owned commercial vehicles. Expanding its reach, TMFL had also begun financing non-Tata used vehicles, further strengthening its presence in the used vehicle financing market.

TMFL had also built a large distribution network to finance purchase of pre-owned commercial vehicles transactions.

Corporate Lending Business

TMFL extended its domain expertise beyond vehicle financing to support the broader value chain of the automobiles industry through its Corporate Lending Business. This business catered to dealers, vendors, and other stakeholders within Tata Motors' ecosystem, enabling capital access for business operations and liquidity flow.

Through its Corporate Lending Business, TMFL provided a range of financing solutions, including channel funding for dealers, enabling them to maintain optimal inventory levels, and to help businesses manage cash flow efficiently. Additionally, it offered funding support through structured financial instruments such as non-convertible debentures ("**NCDs**"), term loans, and other credit facilities. By facilitating access to larger-ticket financing, TMFL strengthened the value of Tata Motors' supply and distribution network.

Other Product Offerings

To further supplement the above businesses and earn fee income, TMFL had also entered into various co-sourcing tie-ups with banks for financing of passenger vehicles and commercial vehicles in order to compete in the markets which are largely driven by banks and where customers have the ability to demand better pricing. This also helped TMFL to continue to have presence in all customer segments and leverage opportunities for cross-sell of other products.

Credit Underwriting and Collections

TMFL had an independent credit underwriting team to maintain strong credit guardrails under the credit policy framework defined by the risk team. TMFL was also supported by robust collections team to manage the collection from all categories of customers and across all products. TMFL relied on a mix of in-house collections team, and external agencies, which were deployed across pre-delinquency management, early delinquency, and recovery stages. In the event any customer missed payment which was due, TMFL used multiple communication channels including digital channels, call centre and field collections to initiate engagement with such customers in order to ensure payment of the outstanding amounts forthwith.

Initial Evaluation and Approval Process

Upon the completion of a borrower's application, a field executive obtained information from the applicant including the details of the vehicle to be financed, the 'know your customer' documentation of the applicant, the applicant's background (including existing financial indebtedness) and the applicant's potential to service the loan. In many cases, as per the credit policy, TMFL also required applicants to obtain a guarantee in respect of the applicant's obligations towards TMFL or have a co-borrower for the loan. The applications were evaluated on various parameters including income, ability to repay and record of past payments. The proposal was approved by the relevant authority/committee based on the delegation of powers.

Disbursement

Upon completion of the approval process, the customers executed the relevant loan and security documentation and created the security in respect of such loan in favour of TMFL. The contents of the loan documents were explained to the customers by TMFL field executives. TMFL monitored the completeness of the documentation and the creation and perfection of the security in favour of TMFL.

Loan Administration and Monitoring

TMFL provided its customers with the ability to choose the mode of repayment they wanted to utilise to make payments of periodic instalments in accordance with the relevant repayment schedules applicable to the loan. Repayments were tracked on a regular basis centrally through a team which monitored instalments due and loan defaults.

The operations at TMFL were led by a seasoned Senior Management team, many of whom have held leadership positions at banks and financial institutions.

Select Financial Information of TMFL

The following sets forth a summary of the audited financials of TMFL as on the dates indicated based on the Audited Special Purpose Financial Statements of TMFL:

Balance Sheet

Particulars	As at March 31,	
	2025	2024
	(*₹ in million, unless otherwise specified*)	
ASSETS		
Financial assets		
(a) Cash and cash equivalents	20,500.3	32,043.7
(b) Bank Balance other than cash and cash equivalents	7,186.0	34.3
(c) Derivative financial instruments	-	1,024.4
(d) Receivables		
(i) Trade receivables	245.5	330.6
(ii) Other receivables	145.0	207.9
(e) Loans	289,059.7	311,100.4
(f) Investments	26,490.0	25,307.6
(g) Other financial assets	8,645.8	10,849.0
Non-financial assets		
(a) Current tax assets (net)	472.0	1,123.8
(b) Deferred tax assets (net)	784.9	116.4
(c) Property, plant and equipment	956.2	1,120.8
(d) Goodwill	1,802.5	1,802.5
(e) Other intangible assets	96.9	72.3
(f) Other non-financial assets	2,048.2	1,914.5
Assets held for sale	90.3	654.6

Particulars	As at March 31,	
	2025	2024
	(*₹ in million, unless otherwise specified*)	
Total assets	**358,523.3**	**387,702.8**
LIABILITIES AND EQUITY		
Financial liabilities		
(a) Derivative financial instruments	578.6	49.1
(b) Payables		
(i) Trade payables		
(a) total outstanding dues of micro enterprises and small enterprises	170.1	130.8
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	2,418.1	2,790.7
Other payables		
(a) total outstanding dues of micro enterprises and small enterprises	-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	1,216.4	1,107.0
(c) Debt securities	58,050.1	39,127.7
(d) Borrowings (other than debt securities)	219,409.9	255,786.6
(e) Subordinated liabilities	8,319.4	11,271.7
(f) Other financials liabilities	8,751.9	10,040.9
Non-financial liabilities		
(a) Current tax liabilities (net)	18.6	1.9
(b) Provisions	1,013.2	988.2
(c) Other non-financial liabilities	433.3	665.8
Equity		
(a) Equity share capital	49,693.9	49,693.9
(b) Instruments entirely equity in nature	18,080.0	18,080.0
(c) Other equity	(9,630.2)	(2,031.5)
Total liabilities and equity	**358,523.3**	**387,702.8**

Statement of Profit and Loss

Particulars	Fiscals	
	2025	2024
	(*₹ in million, unless otherwise specified*)	
Revenue from operations		
(a) Interest income	36,582.0	38,138.5
(b) Dividend income	109.7	129.6
(c) Rental income	30.2	33.5
(d) Fees and commission income	2,519.1	1,830.1
(e) Net gain on fair value changes	(528.6)	7,468.4
(f) Net gain on derecognition of financial instruments	1,448.8	1,942.6
Total Revenue from operations	40,161.2	49,542.6
Other income	394.1	509.3
Total income	**40,555.3**	**50,051.9**
Expenses		
(a) Finance cost	24,878.9	24,966.7
(b) Impairment of financial instruments and other assets	6,047.9	11,280.3
(c) Employee benefits expenses	5,689.8	5,073.1
(d) Depreciation, amortization and impairment	342.9	311.2
(e) Other expenses	5,119.5	6,179.2
Total expenses	**42,079.0**	**47,810.5**
Profit/(Loss) before exceptional items and tax	**(1,523.7)**	**2,241.5**
Exceptional items	-	-
Profit/(Loss) before tax	**(1,523.7)**	**2,241.5**
Tax expense		
(a) Current Tax	-	-

Particulars	Fiscals	
	2025	2024
	(*₹ in million, unless otherwise specified*)	
(b) Deferred Tax	289.4	1,722.7
Total tax expense	**289.4**	**1,722.7**
Profit/(Loss) for the year from continuing operations	**(1,813.1)**	**518.8**
Other comprehensive income		
i. Items that will not be reclassified to profit or loss		
(a) Remeasurements of the defined benefit plans	(194.3)	(33.5)
(b) Equity Instruments through Other Comprehensive Income	50.8	452.8
ii. Income tax relating to items that will not be reclassified to profit or loss	(3.5)	(114.0)
Subtotal	**(147.0)**	**305.4**
i. Items that will be reclassified to profit or loss		
(a) Net gains/(losses) on cash flow hedges	(518.1)	158.6
(b) Debt Instruments through Other Comprehensive Income	(3,819.9)	(743.5)
ii. Income tax relating to items that will be reclassified to profit or loss	961.4	187.1
Subtotal	(3,376.6)	**(397.8)**
Other Comprehensive Income	(3,523.6)	(92.4)
Total comprehensive income for the year	**(5,336.7)**	**426.4**
Earnings per equity shares (face value of ₹100 each)		
Basic (in ₹)	(8.2)	(2.5)
Diluted (in ₹)	(8.2)	(2.5)

Statement of Cash Flows

Particulars	Fiscals	
	2025	2024
	(*₹ in million, unless otherwise specified*)	
CASH FLOW FROM OPERATING ACTIVITIES		
Net (loss)/profit before tax	(1,523.7)	2,241.5
Adjustments for:		
Interest income on loans, deposits & investments	(36,582.0)	(38,138.5)
Finance costs (other than Interest expense on lease liability)	24,815.0	24,899.0
Interest expense on lease liability	63.8	67.7
Dividend income	(109.6)	(129.6)
Gain on sale of investments	(1,704.0)	(1,332.1)
Mark to market (gain)/loss on investments measured at fair value through profit or loss	2,190.7	(6,185.7)
Allowance for loan losses and write-off loans	5,849.4	11,015.4
Allowance for doubtful loans and advances (others) (net of write-off)	198.5	265.0
Depreciation and amortization	342.9	311.2
Profit on sale of property, plant and equipment	5.1	(4.0)
Balances written back	(96.9)	(61.3)
Forex (gain)/loss on derivative instruments	-	92.7
Loss on asset held for sale	98.5	337.3
Operating cash flow before working capital changes	(6,452.3)	(6,621.5)
Movements in working capital		
Trade payables	(236.4)	354.2
Other payables	109.4	68.5
Other financial liabilities	(1,730.7)	2,036.5
Other non-financial liabilities	(232.5)	(90.7)
Trade receivables	85.1	(89.8)
Other receivables	62.8	(182.1)
Other financial assets	2,005.0	(36.4)
Provisions	(171.1)	144.8
Loans	12,371.4	11,515.3
Non-financial assets	(133.6)	(141.0)
Assets held for sale	474.3	990.9

Particulars	Fiscals	
	2025	2024
	(₹ *in million, unless otherwise specified*)	
Finance costs paid	(22,405.9)	(22,145.3)
Interest income received on loans, investments & deposits	36,390.5	38,818.1
Income taxes paid (net)	668.4	(453.4)
Net cash generated from operating activities	**20,804.4**	**24,168.1**
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment and intangible assets	(180.0)	(404.2)
Proceeds from sale of property, plant and equipment	59.9	22.2
Purchase of mutual fund units	(822,228.9)	(987,640.6)
Redemption of mutual fund units	822,372.1	9,88,043.6
Redemption of debt securities	1.4	15.0
Sale proceeds from rights renunciation	0.2	-
Sale proceeds from sale of equity shares	720.8	-
Distribution from trust securities	0.6	5.9
Investment in treasury bills	(44,877.2)	(53,723.0)
Redemption of treasury bills	42,550.0	53,800.0
Dividend income	109.7	129.6
Deposits with banks	(526.0)	(38.7)
Realisation of deposits with banks	-	618.5
Net cash (used in) / generated from in generated from investing activities	**(1,997.6)**	**828.3**
CASH FLOW FROM FINANCING ACTIVITIES		
Reduction in cash credit	(2,899.5)	2,711.6
Proceeds from debt securities	124,289.3	68,382.4
Repayment of debt securities	(87,750.0)	(96,220.0)
Repayment of sub-ordinated liabilities	2,853.0	(2,301.0)
Proceeds from borrowings (other than debt securities)	166,091.1	193,819.5
Repayment of borrowings (other than debt securities)	(198,778.0)	(181,875.2)
Interest payment on lease liability	(63.8)	(67.7)
Principal payment of lease liability	(165.6)	(142.8)
Repayments of collateralised debt obligation	-	(748.7)
Redemption of long term debentures	(19,878.2)	(16,000.0)
Deposit earmarked for repayment of instruments entirely equity in nature	(6,600.1)	-
Distributions made to holders of Instruments entirely equity in nature	(1,742.5)	(1,742.5)
Net used in from financing activities	**(30,350.2)**	**(34,184.4)**
Net decrease in cash and cash equivalents	**(11,543.4)**	**(9,188.0)**
Cash and cash equivalents at the beginning of the year	**32,043.7**	**41,231.7**
Cash and cash equivalents at the end of the year	**20,500.3**	**32,043.7**

Select Operational and Financial Metrics

The following table sets forth certain information relating to TMFL's select operational and financial metrics.

Particulars	As at March 31, / Fiscal	
	2025	2024
	(₹ *in million, unless otherwise specified*)	
Number of Branches (1)	353	349
Number of Employees (2)	6,351	7,343
Number of Customers (3)	310,442	362,102
Disbursements (4)	141,374.8	149,651.0
Disbursements YoY Growth (5)	(5.5%)	NA
Total Gross Loans (6)	302,272.3	324,601.7
Total Gross Loans YoY Growth (7)	(6.9%)	NA
Gross Stage 3 Loans Ratio (8)	7.1%	6.1%
Net Stage 3 Loans Ratio (9)	4.4%	3.4%
Provision Coverage Ratio (10)	39.5%	45.1%
Net Interest Income (11)	11,703.2	13,171.8
Fee Income(12)	4,392.2	4,315.5
Net Total Income (13)	15,676.5	25,085.2
Total Income(14)	40,555.3	50,051.9

Particulars	As at March 31, / Fiscal	
	2025	2024
	(₹ in million, unless otherwise specified)	
Credit Cost [15]	6,048.0	11,280.3
Profit After Tax[16]	(1,813.1)	518.8
Profit After Tax YoY Growth [17]	(449.5%)	NA
Basic Earnings Per Equity Share (in ₹)[18]	(8.2)	(2.5)
Average Yield [19]	12.2%	11.8%
Average Cost Of Borrowings Ratio[20]	8.4%	7.8%
Net Interest Margin Ratio [21]	3.9%	4.1%
Cost to Income Ratio [22]	71.1%	46.1%
Operating Expenses Ratio [23]	3.7%	3.6%
Credit Cost Ratio [24]	2.0%	3.5%
Return On Assets [25]	(0.6%)	0.2%
Return On Equity [26]	(4.1%)	1.1%
Total Equity [27]	40,063.7	47,662.4
Total Borrowings [28]	285,779.5	306,185.9
Total Borrowings to Total Equity (times) [29]	7.1	6.4
CRAR [30]	NA	20.9%
CRAR – Tier I [31]	NA	12.7%
CRAR – Tier II [32]	NA	8.2%

Notes:

(1) ***Number of Branches****: Total number of operational branches as at the last day of the relevant Fiscal.*

(2) ***Number of Employees****: Total number of on-roll employees as at the last day of the relevant Fiscal.*

(3) ***Number of Customers****: Total number of customers to whom TMFL has advanced credit as at the last day of the relevant Fiscal.*

(4) ***Disbursements****: Loans disbursed during the relevant Fiscal across products other than channel finance, vendor finance and factoring.*

(5) ***Disbursements YoY Growth****: Percentage growth in Disbursements) for the relevant Fiscal over disbursements for the immediately preceding Fiscal.*

(6) ***Total Gross Loans****: Amount of Loans as reported in the Balance Sheet of TMFL as at the relevant Fiscal adjusted for impairment allowances as at the last day of the relevant Fiscal.*

(7) ***Total Gross Loans*** *YoY Growth: Percentage growth in Total Gross Loans for the relevant Fiscal over Total Gross Loans for the immediately preceding Fiscal.*

(8) ***Gross Stage 3 Loans Ratio****: Ratio of Gross Stage 3 Loans as a percentage of Total Gross Loans as at the last day of the relevant Fiscal.*

(9) ***Net Stage 3 Loans Ratio****: Gross Stage 3 Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as a percentage of Total Gross Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as at the last day of the relevant Fiscal.*

(10) ***Provision Coverage Ratio****: Impairment allowances provided on Gross Stage 3 Loans as a percentage of Gross Stage 3 Loans as at the last day of the relevant Fiscal.*

(11) ***Net Interest Income****: Interest Income for the relevant Fiscal reduced by Finance Cost for the relevant Fiscal.*

(12) ***Fee Income****: Rental income, Fees and Commission income, Other Income and Net gain on derecognition of financial instruments as reported in the Statement of Profit and Loss for the relevant Fiscal.*

(13) ***Net Total Income****: Total Income reduced by Finance Cost for the relevant Fiscal.*

(14) ***Total Income****: Total Income as reported in the Statement of Profit and Loss of TMFL for the relevant Fiscal.*

(15) ***Credit Cost****: Impairment on financial instruments as reported in the Statement of Profit and Loss for the relevant Fiscal.*

(16) ***Profit After Tax****: Profit/(Loss) for the year from continuing operations as reported in the Statement of Profit and Loss for the relevant Fiscal.*

(17) ***Profit After Tax YoY Growth****: Percentage growth in Profit After Tax for the relevant Fiscal over Profit After Tax for the immediately preceding Fiscal.*

(18) ***Basic Earnings*** *Per Equity Share: Basic Earnings Per Equity Share as reported in the Statement of Profit and Loss of TMFL for the relevant Fiscal.*

(19) ***Average Yield****: Interest Income as a percentage of Average Total Net Loans.*
Average Total Net Loans*: Simple average of Total Net Loans as at the last day of the relevant Fiscal and Total Net Loans as at the last day of the immediately preceding Fiscal.*

(20) ***Average Cost of Borrowings Ratio****: Finance Cost as a percentage of Average Total Borrowings for the relevant Fiscal.*
Average Total Borrowings*: Simple average of Total Borrowings as at the last day of the relevant Fiscal and Total Borrowings as at the last day of the immediately preceding Fiscal.*

(21) ***Net Interest Margin Ratio****: Net Interest Income as a percentage of Average Total Net Loans. Figures for Fiscal 2025 are presented on an annualised basis.*

(22) ***Cost to Income Ratio****: Operating Expenses as a percentage of Net Total Income for the relevant Fiscal.*
Operating Expenses*: Aggregate of Employee benefit expenses, Depreciation, amortization and impairment, and other expenses as reported in the Statement of Profit and Loss of TMFL for the relevant Fiscal.*

(23) ***Operating Expenses Ratio****: Operating Expenses as a percentage of Average Total Net Loans.*

(24) ***Credit Cost Ratio****: Credit Cost as a percentage of Average Total Net Loans.*

(25) ***Return On Assets****: Profit After Tax as a percentage of Average Total Net Loans.*

(26) ***Return On Equity****: Profit After Tax as a percentage of Average Total Equity.*
Average Total Equity*: Simple average of Total Equity as at the last day of the relevant Fiscal and Total Equity as at the last day of the immediately preceding Fiscal.*

(27) ***Total Equity****: Sum of Equity share capital and Other equity as reported in the Balance Sheet of TMFL as at the last day of the relevant Fiscal.*

(28) ***Total Borrowings****: Debt securities, Borrowings (Other than debt securities) and Subordinated liabilities as reported in the Balance Sheet of TMFL as at the last day of the relevant Fiscal.*

(29) ***Total Borrowings to Total Equity****: Total Borrowings divided by Total Equity.*

(30) ***Capital Risk Adequacy Ratio (CRAR)****: Computed from the financial statements of TMFL as the sum of CRAR - Tier I and CRAR - Tier II.*

(31) ***Capital Risk Adequacy Ratio – Tier I (CRAR – Tier I)****: Computed from the financial statements of TMFL as Tier I capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

(32) ***Capital Risk Adequacy Ratio – Tier II (CRAR – Tier II)****: Computed from the financial statements of TMFL as Tier II capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

Select Financial Information of our Company (excluding TMFL)

The following sets forth a summary of the audited financials of our Company (excluding TMFL) as on and for the fiscal year ended March 31, 2025 based on the Audited Special Purpose Consolidated Financial Statements of our Company (excluding TMFL).

Balance Sheet

Particulars	As at March 31, 2025 (*₹ in million, unless otherwise specified*)
ASSETS	
Financial assets	
(a) Cash and cash equivalents	74,204.1
(b) Bank Balance other than (a) above	2,460.5
(c) Derivative financial instruments	5,395.5
(d) Receivables	
(i) Trade receivables	674.5
(ii) Other receivables	9.5
(e) Loans	1,945,184.4
(f) Investments	60,645.6
(g) Investments accounted using equity method	11,486.0
(h) Other financial assets	4,025.8
Non-financial assets	
(a) Current tax assets (net)	1,868.4
(b) Deferred tax assets (net)	9,266.1
(c) Investment property	28.3
(d) Property, plant and equipment	14,772.8
(e) Capital work-in-progress	18.1
(f) Intangible assets under development	139.4
(g) Other intangible assets	672.9
(h) Right of use assets	3,416.2
(i) Other non-financial assets	6,216.6
Total assets	**2,140,484.7**
LIABILITIES AND EQUITY	
Financial liabilities	
(a) Derivative financial instruments	1,767.0
(b) Payables	
(i) Trade payables	
(a) total outstanding dues of micro enterprises and small enterprises	23.9
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	14,286.7
Other payables	
(a) total outstanding dues of micro enterprises and small enterprises	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	-
(c) Debt securities	743,389.4
(d) Borrowings (other than debt securities)	966,236.1
(e) Subordinated liabilities	88,041.1
(f) Lease liabilities	3,656.5
(g) Other financials liabilities	15,088.6
Non-financial liabilities	
(a) Current tax liabilities (net)	5,089.3
(b) Provisions	1,329.2
(c) Other non-financial liabilities	2,791.5
Equity	
(a) Equity share capital	37,624.4
(b) Other equity	249,372.7
Non-controlling interest	11,788.3
Total liabilities and equity	**2,140,484.7**

Statement of Profit and Loss

Particulars	Fiscal 2025 (₹ *in million, unless otherwise specified*)
Revenue from operations	
(a) Interest income	214,950.6
(b) Dividend income	130.5
(c) Rental income	2,685.1
(d) Fees and commission income	15,618.7
(e) Net gain on fair value changes	1,161.8
(f) Net Gain on derecognition of financial instruments	915.9
Total Revenue from operations	**235,462.6**
Other income	210.5
Total income	**235,673.1**
Expenses	
(a) Finance cost	125,980.7
(b) Impairment/(Reversal of impairment) of impairment of investment in associates	(233.4)
(c) Net (gain) / loss on derecognition of associates	21.8
(d) Impairment on financial instruments	15,512.5
(e) Employee benefits expenses	22,370.0
(f) Depreciation, amortization and impairment	3,493.6
(g) Other expenses	18,719.2
Total expenses	**185,864.4**
Profit from continuing operations before exceptional items, share of net profits of investments accounted for using equity method and tax	**49,808.7**
Share in profit of associates	(25.8)
Profit from continuing operations before exceptional items and tax	**49,782.9**
Exceptional items	-
Profit before tax from continuing operations	**49,782.9**
Tax expense	
(a) Current Tax	12,379.9
(b) Deferred Tax	381.6
Total tax expense	**12,761.1**
Profit for the year from continuing operations	**37,021.8**
Other comprehensive income	
i. Items that will not be reclassified subsequently to statement of profit and loss	
Owners of the Company	
(a) Remeasurement of defined employee benefit plans	(238.1)
(b) Tax relating to remeasurement of defined employee benefit plans	59.5
(c) Changes in fair value gain on investment in equities carried at fair value through other comprehensive income (FVTOCI)	987.8
(d) Tax on Changes in fair values of investment in equities carried at FVTOCI	680.6
Non-controlling interest	
(a) Changes in fair values of investment in equities carried at FVTOCI (net of tax)	80.9
ii. Items that will be reclassified subsequently to statement of profit and loss	
Owners of the Company	
(a) Debt instruments measured through FVTOCI	38.9
(b) Tax on Debt instruments through FVTOCI	(6.6)
(c) Fair value loss on financial assets carried at FVTOCI	(86.1)
(d) Tax relating to fair value gain on financial asset measured through FVTOCI	21.7
(e) The effective portion of gain on hedging instruments in a cash flow hedge	(920.9)
(f) Tax relating to the effective portion of gain on hedging instruments in a cash flow hedge	231.8
(g) Share of other comprehensive income in associates (net)	(0.8)

Particulars	Fiscal
	2025
	(₹ *in million, unless otherwise specified*)
(h) Exchange differences in translating financial statements of foreign operations	180.4
Non-controlling interest	
(a) Fair value loss on financial asset measured through FVTOCI (net of tax)	(2.0)
Other Comprehensive Income	**1,027.1**
Total comprehensive income for the year	**38,048.9**
Profit for the year attributable to:	
Owners of the company	37,118.2
Non-controlling interest	(96.4)
Other comprehensive income for the year attributable to:	
Owners of the company	948.2
Non-controlling interest	78.9
Total comprehensive income for the year attributable to:	
Owners of the company	38,066.4
Non-controlling interest	(17.5)
Earnings per equity shares (face value of ₹10 each)	
Basic (in ₹)	9.4
Diluted (in ₹)	9.4

Statement of Cash Flows

Particulars	Fiscal
	2025
	(₹ *in million, unless otherwise specified*)
CASH FLOW FROM OPERATING ACTIVITIES	
Profit before tax	49,782.9
Adjustments for:	
Depreciation, amortisation and impairment	3,493.6
Net loss/(gain) on derecognition of property, plant and equipment and right-to-use assets	(81.1)
Interest expenses	125,980.7
Interest income	(214,950.6)
Dividend income	(130.5)
Provision for leave encashment	123.1
Exchange (gain)/loss (net)	15.6
Net loss /(gain) on fair value changes	(1,161.9)
Net loss/(gain) on derecognition of investment in Associates	21.8
Net gain on derecognition of financial instruments	(915.9)
Rental income on fair valuation of security deposit	(76.7)
Share in profit of associates	25.8
Share based payments to employees	376.5
Interest on income tax refund	(0.2)
Impairment / derecognition on investment in associates	(233.4)
Impairment on financial instruments	15,512.5
Interest paid	(116,911.4)
Interest received	207,117.2
Interest received on income tax refund	0.2
Dividend received	139.5
Cash generated from operation before working capital changes	**68,127.7**
Movements in working capital	
(Increase) in loans	(375,461.4)
Decrease in trade receivables	825.1
Decrease in other financial/non-financial assets	190.6

Particulars	Fiscal
	2025
	(*₹ in million, unless otherwise specified*)
Increase in other financial/ non-financial liabilities	1,141.5
(Decrease) in provisions	(36.6)
Increase in trade payable	434.5
Taxes paid (net)	(15,447.8)
Net cash used in operating activities	**(320,226.4)**
CASH FLOW FROM INVESTING ACTIVITIES	
Purchase of property, plant and equipment (including capital advances)	(10,027.5)
Proceeds from sale of property, plant and equipment	162.9
Derecognition of Subsidiary	(10.5)
Investment in associates	(3,967.4)
Purchase of mutual fund units	(5,853,704.0)
Purchase of other investments	(1,781,244.9)
Proceeds from redemption of mutual fund units	5,854,062.5
Proceeds from sale of associates	517.9
Proceeds from sale of other investments	1,802,953.3
Bank Balances not considered as cash and cash equivalents	(187.0)
Net cash generated from investing activities	**8,555.3**
CASH FLOW FROM FINANCING ACTIVITIES	
Proceeds from issue of Equity Shares	14,882.9
Infusion of capital by minority shareholders	2,248.0
Payout of income/gain to contributors	(1,902.5)
Repayment of lease obligation	(746.8)
Share and debt issue expenses	(574.6)
Dividend paid on equity & preference shares	(777.7)
Proceeds from debt Securities	448,112.6
Proceeds from borrowings (other than debt securities)	684,601.1
Proceeds from subordinated liabilities	11,650.0
Repayment of debt securities	(316,281.1)
Repayment of borrowings (other than debt securities)	(513,852.2)
Repayment of subordinated liabilities	(9,217.3)
Net cash generated from financing activities	**318,142.4**
Net increase in cash and cash equivalents	**6,471.3**
Cash and cash equivalents at the beginning of the year	**67,711.6**
Exchange difference on translation of foreign currency cash and cash equivalents	21.2
Cash and cash equivalents at the end of the year	**74,204.1**

Select Operational and Financial Metrics of our Company (excluding TMFL)

The following table sets forth certain information relating to the select operational and financial metrics of our Company (excluding TMFL) as at and for the fiscal year ended March 31, 2025.

Particulars	Units	TCL (excluding TMFL)
		As at March 31, / Fiscal 2025
Number of Branches [(1)]	Number	1,143
Number of Employees [(2)]	Number	23,046
Number of Customers (in millions) [(3)]	Number	5.6
Disbursements [(4)]	(₹ in million)	1,281,642.0
Disbursements YoY Growth [(5)]	%	22.1%
Total Gross Loans [(6)]	(₹ in million)	1,981,639.5
- Retail Finance	(₹ in million)	1,157,162.9

Particulars	Units	TCL (excluding TMFL)
		As at March 31, / Fiscal 2025
- SME Finance	(₹ in million)	568,504.4
- Corporate Finance	(₹ in million)	255,972.2
Total Gross Loans YoY Growth (7)	%	22.9%
Secured Gross Loans as Percentage of Total Gross Loans (8)	%	77.3%
Interest Income (9)	(₹ in million)	214,950.6
Finance Cost (10)	(₹ in million)	125,980.7
Net Interest Income (11)	(₹ in million)	88,969.9
Fee Income (12)	(₹ in million)	19,430.2
Investment Income (13)	(₹ in million)	1,292.3
Total Income (14)	(₹ in million)	235,673.1
NIM + Fee Income Margin (15)	(₹ in million)	108,400.1
Net Total Income (16)	(₹ in million)	109,692.4
Operating Expenses (17)	(₹ in million)	44,582.8
Credit Cost (18)	(₹ in million)	15,512.5
Profit After Tax (19)	(₹ in million)	37,118.2
Profit After Tax YoY Growth (20)	%	17.8%
Basic Earnings Per Equity Share (21)	(in ₹)	9.4
Average Yield (22)	%	12.2%
Average Cost of Borrowings Ratio (23)	%	7.7%
Net Interest Margin Ratio (24)	%	5.1%
NIM + Fee Income Ratio (25)	%	6.2%
Cost to Income Ratio (26)	%	40.6%
Operating Expenses Ratio (27)	%	2.5%
Credit Cost Ratio (28)	%	0.9%
Return On Equity (29)	%	14.2%
Return On Assets (30)	%	2.1%
Gross Stage 3 Loans Ratio (31)	%	1.5%
Net Stage 3 Loans Ratio (32)	%	0.5%
Provision Coverage Ratio (33)	%	65.8%
Total Equity (34)	(₹ in million)	286,997.1
Total Borrowings (35)	(₹ in million)	1,797,666.6
Total Borrowings to Total Equity (36)	No. of times	6.3

Notes:

1. ***Number of Branches***: *Total number of operational branches as at the last day of the relevant Fiscal.*
2. ***Number of Employees***: *Total number of on-roll employees as at the last day of the relevant Fiscal.*
3. ***Number of Customers***: *Total number of customers to whom we have advanced credit up to the last day of the relevant Fiscal since the commencement of our lending operations in 2007.*
4. ***Disbursements***: *Loans disbursed during the relevant Fiscal across products other than channel finance, vendor finance and Factoring.*
5. ***Disbursements YoY Growth***: *Percentage growth in disbursements for the relevant Fiscal over disbursements for the immediately preceding Fiscal.*
6. ***Total Gross Loans***: *Total Net Loans adjusted for unamortised loan sourcing fees, unamortised loan sourcing costs and impairment allowances as at the last day of the relevant Fiscal.*
   Total Net Loans: *Loans as at the last day of the relevant Fiscal.*
7. ***Total Gross Loans YoY Growth***: *Percentage growth in Total Gross Loans for the relevant Fiscal year over Total Gross Loans for the immediately preceding Fiscal.*
8. ***Secured Gross Loans as percentage of Total Gross Loans***: *Secured Gross Loans as a percentage of Total Gross Loans as at the last day of the relevant Fiscal.*
   Secured Gross Loans: *Total Gross Loans secured by tangible assets, intangible assets or covered by bank / government guarantees at the last day of the relevant Fiscal.*
9. ***Interest Income***: *Interest Income as reported in the Audited Special Purpose Consolidated Financial Statements of our Company (excluding TMFL) for the Fiscal.*
10. ***Finance Cost***: *Finance Cost as reported in the Audited Special Purpose Consolidated Financial Statements of our Company (excluding TMFL) for the Fiscal.*
11. ***Net Interest Income***: *Interest Income for the relevant Fiscal reduced by Finance Cost for the Fiscal.*
12. ***Fee Income***: *Rental income, Fees and Commission income, Net Gain on derecognition of financial instruments and Other Income as reported in the Audited Special Purpose Consolidated Financial Statements of our Company (excluding TMFL)for the Fiscal.*
13. ***Investment Income***: *Dividend Income, Net gain on fair value changes and Net gain on derecognition of associates as reported in the Audited Special Purpose Consolidated Financial Statements of our Company (excluding TMFL) for the Fiscal.*
14. ***Total Income***: *Total Income as reported in the Audited Special Purpose Consolidated Financial Statements of our Company (excluding TMFL)for the relevant Fiscal.*
15. ***NIM + Fee Income Margin***: *Sum of Net Interest Income and Fee Income for the relevant Fiscal.*
16. ***Net Total Income***: *Total Income reduced by Finance Cost for the relevant Fiscal.*
17. ***Operating Expenses***: *Aggregate of Employee benefit expenses, Depreciation, amortization and impairment, and other expenses as reported in the Audited Special Purpose Consolidated Financial Statements of our Company (excluding TMFL)for the Fiscal.*
18. ***Credit Cost***: *Impairment on financial instruments as reported in the Audited Special Purpose Consolidated Financial Statements of our Company (excluding TMFL) for the Fiscal.*
19. ***Profit After Tax***: *Profit for the relevant Fiscal attributable to Owners of the Company as reported in the Audited Special Purpose Consolidated Financial*

Statements of our Company (excluding TMFL) for the relevant Fiscal.

20. ***Profit After Tax YoY Growth**: Percentage growth in Profit After Tax for the relevant Fiscal over Profit After Tax for the immediately preceding Fiscal.*
21. ***Basic Earnings Per Equity Share**: Basic Earnings Per Equity Share as reported in the Audited Special Purpose Consolidated Financial Statements of our Company (excluding TMFL) for the relevant Fiscal.*
22. ***Average Yield**: Interest Income as a percentage of Average Total Net Loans.*
    ***Average Total Net Loans**: Simple average of: (a) Total Net Loans as at the last day of the relevant Fiscal; and (b) Total Net Loans as at the last day of the immediately preceding Fiscal plus the Total Gross Loans acquired through the TMFL Scheme of Arrangement as of the acquisition date..*
23. ***Average Cost of Borrowings Ratio**: Finance Cost as a percentage of Average Total Borrowings for the relevant Fiscal.*
    ***Average Total Borrowings**: Simple average of: (a) Total Borrowings as at the last day of the relevant Fiscal; and (b) Total Borrowings as at the last day of the immediately preceding Fiscal plus Total Borrowings acquired through the TMFL Scheme of Arrangement as of the acquisition date.*
24. ***Net Interest Margin Ratio**: Net Interest Income as a percentage of Average Total Net Loans.*
25. ***NIM + Fee Income Ratio**: NIM + Fee Income Margin as a percentage of Average Total Net Loans.*
26. ***Cost to Income Ratio**: Operating Expenses as a percentage of Net Total Income for the relevant Fiscal.*
27. ***Operating Expenses Ratio**: Operating Expenses as a percentage of Average Total Net Loans.*
28. ***Credit Cost Ratio**: Credit Cost as a percentage of Average Total Net Loans.*
29. ***Return On Equity**: Profit after tax as a percentage to Average Total Equity.*
    ***Average Total Equity**: Simple average of: (a) Total Equity as at the last day of the relevant Fiscal and; (b) Total Equity as at the last day of the immediately preceding Fiscal plus equity shares issued less Goodwill arising on amalgamation and Settlement of Pre-existing relationship pursuant to the TMFL Scheme of Arrangement as at the acquisition date..*
30. ***Return On Assets**: Profit after tax as a percentage to Average Total Net Loans.*
31. ***Gross Stage 3 Loans Ratio**: Ratio of Gross Stage 3 Loans as a percentage to Total Gross Loans as at the last day of the relevant Fiscal.*
32. ***Net Stage 3 Loans Ratio**: Gross Stage 3 Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as a percentage to Total Gross Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as at the last day of the relevant Fiscal.*
33. ***Provision Coverage Ratio**: Impairment allowances provided on Gross Stage 3 Loans as a percentage to Gross Stage 3 Loans as at the last day of the Fiscal.*
34. ***Total Equity**: Equity attributable to owners of the Company reduced by Instruments entirely equity in nature as reported in the Audited Special Purpose Consolidated Financial Statements of our Company (excluding TMFL) as at the last day of the Fiscal.*
35. ***Total Borrowings**: Debt securities, Borrowings (Other than debt securities) and Subordinated liabilities as reported in the Audited Special Purpose Consolidated Financial Statements of our Company (excluding TMFL) as at the last day of the Fiscal.*
36. ***Total Borrowings to Total Equity**: Total Borrowings divided (as mentioned in note 35 above) by Total Equity (as mentioned in note 34 above).*

KEY REGULATIONS AND POLICIES

Given below is a summary of certain sector specific key laws and regulations in India, which are applicable to our Company and our Material Subsidiary. The information detailed in this section has been obtained from various statutes, regulations and/or local legislations and the bye laws of relevant authorities that are available in the public domain. This description may not be exhaustive and is only intended to provide general information to investors, and is neither designed, nor intended as a substitute for professional legal advice. The statements below are based on the current provisions of applicable law, which are subject to change or modification by subsequent legislative, regulatory, administrative, or judicial decisions. For details regarding the registrations and approvals obtained by our Company and our Material Subsidiary under applicable laws and regulations see, "Government and other Approvals" on page 657.

1. Sector specific key regulations applicable to our Company and our Material Subsidiary

Reserve Bank of India

The Reserve Bank of India Act, 1934, as amended (the "RBI Act")

The RBI is entrusted with the responsibility of regulating and supervising NBFCs by virtue of powers vested in Chapter III B of the RBI Act. The RBI Act defines an NBFC as: (a) a financial institution which is a company; (b) a non-banking institution which is a company in the principal business of receiving deposits, under any scheme or arrangement or in any other manner, or lending in any manner; or (c) such other non-banking institution or class of institutions, as the RBI may, with the previous approval of the Central Government and by notification in the official gazette, specify.

A company categorized as an NBFC is required to have a net owned fund of ₹2.5 million or such other amount not exceeding ₹20.0 million as the RBI may, by notification in the official gazette specify from time to time. Further, NBFCs are required to obtain a certificate of registration from the RBI prior to commencement of the business as an NBFC.

Pursuant to Section 45-IC of the RBI Act, every NBFC is required to create a reserve fund and transfer thereto a sum not less than 20.0% of its net profit every year, as disclosed in the profit and loss account and before any dividend is declared. No appropriation can be made from such fund by the NBFC except for the purposes specified by the RBI from time to time and every such appropriation shall be reported to the RBI within 21 days from the date of such withdrawal.

Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 dated October 19, 2023 ("NBFC Scale Based Regulations")

Applicability

The NBFC Scale Based Regulations are applicable to all NBFCs, categorized into the following layers:

(i) *NBFC- Base Layer* ("**NBFC-BL**"): It comprises non-deposit taking NBFCs with an asset size of less than ₹10,000.0 million and (b) NBFCs undertaking the following activities: (i) NBFC-Peer to Peer Lending Platform ("**NBFC-P2P**"), (ii) NBFC-Account Aggregator ("**NBFC-AA**"), (iii) Non-Operative Financial Holding Company ("**NOFHC**") and (iv) NBFC not availing public funds and not having any customer interface.

(ii) *NBFC- Middle Layer* ("**NBFC-ML**"): It comprises (a) all deposit taking NBFCs ("**NBFCs-D**"), irrespective of asset size, (b) non-deposit taking NBFCs with asset size of ₹10,000.0 million and above and (c) NBFCs undertaking the following activities (i) Standalone Primary Dealer ("**SPD**"), (ii) Infrastructure Debt Fund-Non-Banking Financial Company ("**IDF-NBFC**"), (iii) Core Investment Company ("**CIC**"), (iv) Housing Finance Company ("**HFC**") and (v) Non-Banking Financial Company-Infrastructure Finance Company ("**NBFC-IFC**").

(iii) *NBFC- Upper Layer* ("**NBFC-UL**"): The upper layer comprises the top ten eligible NBFCs in terms of asset size, irrespective of any other factor and certain other NBFCs that are specifically identified by the RBI as warranting enhanced regulatory requirement based on parameters and scoring methodology set out in the NBFC Scale Based Regulations. Once an NBFC is classified as NBFC-UL, it is subject to enhanced regulatory requirement, at least for a period of five years from its classification in the upper layer, even in case it does not meet the parametric criteria in the subsequent year(s).

(iv) *NBFC- Top Layer* ("**NBFC-TL**"): It remains empty unless the RBI is of the opinion that there is a substantial increase in the potential systemic risk from specific NBFCs in the upper layer.

NBFCs falling in the Top Layer of the regulatory structure shall, *inter alia*, be subject to higher capital charge. Such higher requirements will be specifically communicated to the NBFC at the time of classification in the NBFC-TL. All references to NBFC-ND (i.e., non-systemically important non-deposit taking NBFC) shall mean NBFC-BL and all references to NBFC-D (i.e., deposit taking NBFC) and NBFC-ND-SI (systemically important non –deposit taking NBFC) shall mean NBFC-ML or NBFC-UL, as applicable. Existing NBFC-ND-SI having asset size of ₹5,000.0 million and above but below ₹10,000.0 million (except that necessarily featuring in Middle Layer) will be known as NBFC-BL. Under the NBFC Scale Based Regulations, all regulations applicable to an NBFC-BL and NBFC-ML are also applicable to an NBFC-UL, unless specified otherwise.

Corporate Governance

Constitution of Committees

All NBFC-UL are required to constitute the committees, *inter alia,* as disclosed below:

(i) *Audit Committee:* An NBFC is required to constitute an audit committee consisting of not less than three members of its board of directors. The audit committee constituted by an NBFC as required under Section 177 of the Companies Act, 2013 shall be the audit committee for the purposes of the NBFC Scale Based Regulations as well, and its powers, duties and functions shall be as provided under Section 177 of the Companies Act, 2013. For details, see "*Our Management – Committees of our Board – Audit Committee*" on page 380.

(ii) *Nomination and Remuneration Committee:* NBFCs are required to constitute a nomination and remuneration committee, which shall have the same powers, functions and duties laid down under Section 178 of the Companies Act, 2013. For details, see "*Our Management – Committees of our Board – Nomination and Remuneration Committee*" on page 383.

(iii) *Risk Management Committee:* NBFCs are required to constitute a risk management committee either at the board or executive level for evaluating the overall risks faced by the NBFC including liquidity risk. For details, see "*Our Management – Committees of our Board – Risk Management Committee*" on page 386.

(iv) *Asset-Liability Management Committee:* Non-deposit taking NBFCs with asset size of ₹1,000.0 million or more are required to constitute an asset liability management committee. The asset liability management committee is required to be headed by the chief executive officer/managing director or the executive director of such NBFC, as prescribed under the Guidelines on Liquidity Risk Management Framework in the NBFC Scale Based Regulations.

Fit and Proper Criteria for Directors

NBFC-ML are required to (a) maintain a policy approved by the board of directors for ascertaining the fit and proper criteria of the directors at the time of appointment, and on a continuing basis, in line with the guidelines prescribed under the NBFC Scale Based Regulations; (b) obtain a declaration and undertaking from directors giving additional information on the directors, in the format prescribed under the NBFC Scale Based Regulations; (c) obtain a deed of covenant signed by directors, in the format prescribed under the NBFC Scale Based Regulations; and (d) furnish to the RBI a quarterly statement on change of directors and a certificate from the managing director of the such NBFCs that fit and proper criteria in selection of the directors has been followed. The statement must be submitted to the Regional Office of the Department of Supervision of the RBI where the NBFC is registered, within 15 days of the close of the respective quarter. The statement submitted for the quarter ending March 31, is required to be certified by the auditors.

Disclosure and Transparency

NBFCs-ML are required to place before the board of directors, at regular intervals, as may be prescribed by their respective boards of directors, the following:

(i) progress made in putting in place a progressive risk management system and risk management policy and strategy followed by the NBFC; and

(ii) conformity with corporate governance standards including composition of various committees, their roles and functions, periodicity of the meetings and compliance with coverage and review functions and so on.

NBFCs-ML are required to disclose the following in their annual financial statements:

(i) registration/licence/authorisation obtained from other financial sector regulators;

(ii) ratings assigned by credit rating agencies and migration of ratings during the year;

(iii) penalties, if any, levied by any regulator;

(iv) information namely, area, country of operation and joint venture partners with regard to joint ventures and overseas subsidiaries;

(v) asset-liability profile, extent of financing of parent company products, non-performing assets and movement of non-performing assets, details of all off-balance sheet exposures, structured products issued by them and other disclosures, as prescribed under the NBFC Scale Based Regulations;

(vi) capital to risk assets ratio (CRAR);

(vii) exposure to real estate sector, both direct and indirect;

(viii) maturity pattern of assets and liabilities;

(ix) related party disclosure; and

(x) disclosure of complaints.

Additionally, the NBFC-ULs shall comply with the following disclosure requirements in the format included in the NBFC Scale Based Regulations:

(i) composition of the board;

(ii) committees of the board and their composition;

(iii) general body meetings;

(iv) details of non-compliance with the requirements of the Companies Act, 2013;

(v) details of penalties and strictures;

(vi) breach of covenants; and

(vii) divergence in asset classification and provisioning.

(viii) mandatory listing of the NBFC within three years of identification as NBFC-UL.

Further, NBFCs-ML shall frame their internal guidelines on corporate governance with the approval of the board of directors which shall be published on their respective websites for the information of the various stakeholders.

Balance sheet disclosures

(i) NBFCs are required to separately disclose in their financial statements the provisions made, as prescribed under the NBFC Scale Based Regulations, without netting them from income or against the value of assets.

(ii) The provisions are to be distinctly indicated under separate heads of account as: (a) provisions for bad and doubtful debts; and (b) provisions for depreciation in investments.

(iii) Such provisions shall not be appropriated from the general provisions and loss reserves held, if any, by the applicable NBFC.

(iv) Such provisions for each year are required to be debited to the profit and loss account. The excess of provisions, if any, held under the heads general provisions and loss reserves are required to be written back without making adjustment against them.

(v) NBFC-UL are required to mandatorily listed within 3 years of identification as NBFC-UL. Accordingly, upon being identified as NBFC-UL, unlisted NBFC-ULs are required to draw up a Board approved roadmap for compliance with the disclosure requirements of a listed company under the SEBI (LODR) Regulations, 2015.

These disclosures, outlined as above, are in addition to and not in substitution of the disclosure requirements specified under other laws, regulations, or accounting and financial reporting standards. More comprehensive disclosures than the minimum required are encouraged, especially if such disclosures significantly aid in the understanding of the financial position and performance.

Acquisition or Transfer of Control

All NBFCs are required to obtain prior written permission of RBI for (a) any takeover or acquisition of control, which may or may not result in change in management, (b) any change in the shareholding, including progressive increases over time, which would result in acquisition or transfer of shareholding of 26.0% (no prior approval is required if the shareholding going beyond 26.0% is due to buy-back of shares or reduction in capital where it has approval of a competent court but the same must be reported to the RBI within one month of the occurrence), and (c) any change in the management of the NBFCs, which results in change in more than 30.0% of the directors, excluding independent directors, provided that no prior approval shall be required in case of directors who get re-elected on retirement by rotation. NBFCs are required to continue informing the RBI regarding any change in their directors or management regardless of their application for prior written permissions.

Prudential Regulations

NBFC- MLs and NBFC-ULs are required to maintain capital risk adequacy ratio consisting of Tier – I and Tier – II capital which shall not be less than 15.0% of the NBFC's total risk weighted assets on-balance sheet and of risk adjusted value of off-balance sheet items. The Tier – I capital in respect of such NBFCs, at any point of time, shall not be less than 10.0%. The total of Tier II Capital, at any point of time, shall not exceed Tier I capital. In addition, NBFC-ULs are also required to maintain on an on-going basis, Common Equity Tier 1 ("**CET1**") capital of at least 9.0% of risk weighted assets, where CET1 ratio would be the sum of CET1 capital divided by the total risk weighted assets.

NBFCs risk exposure to a single party or a single group of parties is also kept under control through ceiling limits on NBFCs investment and lending capacity to single party or a single group of parties. NBFCs-UL are required to adhere to the 'Large Exposure Framework' ("**LEF Guidelines**") prescribed in the NBFC Scale Based Regulations. The LEF Guidelines are applicable to such NBFCs, both at the solo level and at the consolidated (group) level. Large Exposure Limits in case of a single counterparty, the sum of all exposure values of an NBFC to (a) a single counterparty must not be higher than 20.0% of the NBFC's available eligible capital base at all times, subject to an additional 5.0% exposure with the approval of the board of the NBFC, and subject to certain additional prescribed conditions. Provided further that an NBFC may exceed the exposure limit by 5.0% of its Tier 1 capital for exposure to a single counterparty, if the additional exposure is on account of infrastructure 'loan and/ or investment'. However, single counterparty limit shall not exceed 25.0% in any case for NBFC, and (b) a group of connected counterparties must not be higher than 25% of the NBFC's available eligible capital base at all times. Provided further that an NBFC may exceed the exposure limit by 10.0% of its Tier 1 capital for exposure to a group of connected counterparties, if the additional exposure is on account of infrastructure 'loan and/or investment'.

Each NBFC-UL shall frame a policy approved by its board to determine the existence of a group of connected counterparties. The policy framed, and assessments made under such a policy shall be subject to supervisory scrutiny.

Liquidity Risk Management Framework and Liquidity Coverage Ratio

<u>Liquidity Risk Management Framework</u>

Non-deposit taking NBFCs with an asset size of ₹1,000.0 million and above, core investment companies and all deposit taking NBFCs are required to adhere to the liquidity risk management framework prescribed under the NBFC Scale Based Regulations. The guidelines, inter alia, require the board of directors of such NBFC to formulate a liquidity risk management framework detailing entity-level liquidity risk tolerance, funding strategies, prudential limits, assessing and reporting/reviewing liquidity framework for stress testing, liquidity planning under alternative scenarios/formal contingent funding plan, nature and frequency of management reporting, and periodical review of assumptions used in liquidity projections.

<u>Liquidity Coverage Ratio</u>

All non-deposit taking NBFCs with an asset size of more than ₹50,000.0 million (except core investment companies type 1 NBFCs, NOFHCs and SPDs) and all deposit taking NBFCs irrespective of their asset size are required to adhere to the "Guidelines on Liquidity Coverage Ratio" under the NBFC Scale Based Regulations. All non-deposit taking NBFCs with asset size of ₹100,000.0 million and above, and all deposit taking NBFCs irrespective of their asset size, are required to maintain a liquidity buffer in terms of liquidity coverage ratio which will promote resilience of NBFCs to potential liquidity disruptions by ensuring that they have sufficient high quality liquid asset to survive any acute liquidity stress scenario lasting for 30 days. The stock of high-quality liquid asset to be maintained by the NBFCs is required to be a minimum of 100.0% of total net cash outflows over the next 30 calendar days. The liquidity coverage ratio requirement is binding on NBFCs from December 1, 2020 with the minimum high quality liquid assets to be held being 50.0% of the liquidity coverage ratio, progressively reaching up to the required level of 100.0% by December 1, 2024, in accordance with the timeline prescribed below:

From	December 1, 2020	December 1, 2021	December 1, 2022	December 1, 2023	December 1, 2024
Minimum Liquidity Coverage Ratio (%)	50.0	60.0	70.0	85.0	100.0

All non-deposit taking NBFCs with asset size of ₹50,000.0 million and above but less than ₹100,000.0 million are required to also maintain the required level of liquidity coverage ratio in accordance with the timeline given below:

From	December 1, 2020	December 1, 2021	December 1, 2022	December 1, 2023	December 1, 2024
Minimum Liquidity Coverage Ratio (%)	30.0	50.0	60.0	85.0	100.0

Asset Classification and Provisioning Norms

All NBFCs-MLs and above (except microfinance loans of NBFC-MFIs) are required to adopt the asset classification and provisioning norms as set forth below:

Asset Classification

NBFCs shall, after taking into account the degree of well-defined credit weaknesses and extent of dependence on collateral security for realisation, classify its lease/ hire purchase assets, loans and advances and any other forms of credit into the following classes, namely:

(i) Standard assets
(ii) Sub-standard assets
(iii) Doubtful assets; and
(iv) Loss assets

(i) a "standard asset" means the asset in respect of which no default in repayment of principal or payment of interest is perceived and which does not disclose any problem nor carry more than normal risk attached to the business.

(ii) a "sub-standard asset" means (a) an asset which has been classified as non-performing asset for a period not exceeding 12 months; (b) an asset where the terms of the agreement regarding interest and/or principal have been renegotiated or rescheduled or restructured after commencement of operations, until the expiry of one year of satisfactory performance under the renegotiated or rescheduled or restructured terms. However, the classification of infrastructure loans as sub-standard assets is subject to the conditions stipulated in the NBFC Scale Based Regulations.

(iii) a "doubtful asset" means (a) a term loan, or (b) a lease asset, or (c) a hire purchase asset, or (d) any other asset, which remains a sub-standard asset for a period exceeding 12 months.

(iv) a "loss asset" means (a) an asset which has been identified as loss asset by an NBFC or its internal or external auditor or by the RBI during the inspection of the applicable NBFC, to the extent it is not written off by the applicable NBFC; and (b) an asset which is adversely affected by a potential threat of non-recoverability due to either erosion in the value of security or non-availability of security or due to any fraudulent act or omission on the part of the borrower.

(v) a "non-performing asset" means: (a) an asset for which interest has remained overdue for a period of more than 90 days; (b) a term loan inclusive of unpaid interest, when the instalment is overdue for a period of more than 90 days or on which interest amount remained overdue for a period of more than 90 days; (c) a demand or call loan, which remained overdue for a period of more than 90 days from the date of demand or call or on which interest amount remained overdue for a period of more than 90 days; (d) a bill which remains overdue for a period of more than 90 days; (e) the interest in respect of a debt or the income on receivables under the head 'other current assets' in the nature of short term loans/advances, which facility remained overdue for a period of more than 90 days; (f) any dues on account of sale of assets or services rendered or reimbursement of expenses incurred, which remained overdue for a period of more than 90 days; (g) the lease rental and hire purchase instalment, which has become overdue for a period of more than 90 days; (h) in respect of loans, advances and other credit facilities (including bills purchased and discounted), the balance outstanding under the credit facilities (including accrued interest) made available to the same borrower/beneficiary when any of the above credit facilities becomes non-performing asset. Provided that in the case of lease and hire purchase transactions, an NBFC is required to classify each such account on the basis of its record of recovery.

Provisioning Norms

All applicable NBFCs (except in relation to microfinance loans offered by NBFC MFIs) are required to, after taking into account the time lag between an account becoming non-performing, its recognition as such, the realisation of the security and the erosion over time in the value of security charged, make provision against sub-standard assets, doubtful assets and loss assets as provided hereunder:

S. No.	Provisioning Requirement	
1.	**Loans, advances and other credit facilities including bills purchased and discounted**	
	(i) Loss Assets	The entire asset is to be written off. If the assets are permitted to remain in the books for any reason, 100.0% of the outstanding is to be provided for.

<table>
<tr><th>S. No.</th><th colspan="2">Provisioning Requirement</th></tr>
<tr><td></td><td>(ii) Doubtful Assets</td><td>(a) 100.0% provision to the extent to which the advance is not covered by the realizable value of the security to which the NBFC has a valid recourse is to be made. The realizable value is to be estimated on a realistic basis.
(b) In addition to (a) above, depending upon the period for which the asset has remained doubtful, provision to the extent of 20.0% to 50.0% of the secured portion (i.e., estimated realizable value of the outstanding) is to be made on the following basis:
<table>
<tr><th>Period for which the asset has been considered as doubtful</th><th>Per cent of provision</th></tr>
<tr><td>Up to one year</td><td>20.0%</td></tr>
<tr><td>One to three years</td><td>30.0%</td></tr>
<tr><td>More than three years</td><td>50.0%</td></tr>
</table></td></tr>
<tr><td></td><td>(iii) Sub-standard Assets</td><td>A general provision of 10.0% of total outstanding is to be made.</td></tr>
<tr><td>2.</td><td colspan="2">Lease and hire purchase assets -</td></tr>
<tr><td></td><td>(i) Hire Purchase Assets</td><td>I. In respect of hire purchase assets, the total dues (overdue and future instalments taken together) as reduced by –

(a) the finance charges not credited to the profit and loss account and carried forward as unmatured finance charges; and
(b) the depreciated value of the underlying asset, is to be provided for.

<u>Explanation:</u> (i) the depreciated value of the asset is to be notionally computed as the original cost of the asset to be reduced by depreciation at the rate of 20% per annum on a straight line method; and (ii) in the case of second hand asset, the original cost is to be the actual cost incurred for acquisition of such second hand asset.

II. Additional provision for hire purchase and leased assets:
<table>
<tr><td>Where hire charges or lease rentals are overdue upto 12 months</td><td>Nil</td></tr>
<tr><td>Where hire charges or lease rentals are overdue for more than 12 months upto 24 months</td><td>10.0% of the net book value</td></tr>
<tr><td>Where hire charges or lease rentals are overdue for more than 24 months but upto 36 months</td><td>40.0% of the net book value</td></tr>
<tr><td>Where hire charges or lease rentals are overdue for more than 36 months but upto 48 months</td><td>70.0% of the net book value</td></tr>
<tr><td>Where hire charges or lease rentals are overdue for more than 48 months</td><td>100.0% of the net book value</td></tr>
</table>
III. On expiry of a period of 12 months after the due date of the last instalment of hire purchase/leased asset, the entire net book value is to be fully provided for.</td></tr>
</table>

*Internal Capital Adequacy Assessment Process (“**ICAAP**”)*

NBFCs-MLs must conduct a comprehensive internal evaluation of capital needs, aligned with business risks. This assessment is to be on similar lines as the ICAAP for commercial banks under Pillar 2 (Master Circular – Basel III Capital Regulations, dated May 12, 2023, subject to amendments). While Pillar 2 capital will not be insisted upon, NBFCs must realistically appraise risks, encompassing credit, market, operational, and all other residual risks as per the methodology to be determined internally. The internal capital assessment methodology should align with their Board-approved policy, proportionate to the scale and complexity of operations.

Regulation of Excessive Interest Charged by NBFCs

(i) The board of directors of each NBFC is required to adopt an interest rate model taking into account relevant factors such as cost of funds, margin and risk premium and determine the rate of interest to be charged for loans and advances. The rate of interest, the approach for gradations of risk and rationale for charging different rate of interest to different categories of borrowers are required to be disclosed to the borrower or customer in the application form and communicated explicitly in the sanction letter.

(ii) The rates of interest and the approach for gradation of risks are also required to be made available on the website of the applicable NBFCs or published in the relevant newspapers. The information published in the website or otherwise published is required to be updated whenever there is a change in the rates of interest.

(iii) The rate of interest must be annualized rate so that the borrower is aware of the exact rates that would be charged to the account.

Although rates of interest charged by NBFCs are not regulated by the RBI, rates of interest beyond a certain level may be seen to be excessive. The board of directors of NBFCs are required to layout appropriate internal principles and procedures in determining interest rates and processing and other charges. In this regard, the guidelines indicated in the Fair Practices Code about transparency in respect of terms and conditions of the loans are to be kept in view.

Accounting Standards

Accounting Standards and guidance notes issued by the Institute of Chartered Accountants of India are required to be followed by NBFCs insofar as they are not inconsistent with any of the provisions of the NBFC Scale Based Regulations. NBFCs that are required to implement Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 shall prepare their financial statements in accordance with Ind AS notified by the Government of India and shall comply with the regulatory guidance specified in annexure II of the NBFC Scale Based Regulations. Disclosure requirements for notes to accounts specified in NBFC Scale Based Regulations shall continue to apply. Other NBFCs shall comply with the requirements of notified Accounting Standards (AS) insofar as they are not inconsistent with any of these directions.

Fair Practices Code

NBFCs having customer interface are required to adopt a fair practices code in line with the guidelines prescribed under the NBFC Scale Based Regulations. All communications to the borrower shall be in the vernacular language or a language as understood by the borrower. The loan application forms shall include necessary information which affects the interest of the borrower, so that a meaningful comparison with the terms and conditions offered by other NBFCs can be made and informed decision can be taken by the borrower. The loan application form shall indicate the documents required to be submitted with the application form. NBFCs shall devise a system of giving acknowledgement for receipt of all loan applications. Preferably, the time frame within which loan applications will be disposed of shall also be indicated in the acknowledgement. The NBFCs shall convey in writing to the borrower in the vernacular language by means of sanction letter or otherwise, along with the terms and conditions including annualized rate of interest and method of application thereof and keep the acceptance of these terms and conditions by the borrower on its record. NBFCs shall mention the penalties charged for late repayment in bold in the loan agreement. The NBFC Scale Based Regulations stipulate that such fair practices code should cover, inter alia, the provisions/norms relating to form and manner of processing of loan applications; loan appraisal and terms and conditions thereof; and disbursement of loans and changes in terms and conditions of loans. The NBFC Scale Based Regulations also prescribe general conditions to be observed by applicable NBFCs in respect of loans and requires the board of directors of NBFCs to lay down a grievance redressal mechanism to ensure that all disputes arising out of the decisions of lending institution’s functionaries are heard and disposed of at least at the next higher level. The fair practice code framed is required to be published on the NBFC’s website for the information of various stakeholders.

Penal Charges in Loan Accounts

Penalties for non-compliance with material terms and conditions of a loan contract by a borrower shall be treated as ‘penal charges’ and shall not be levied as a ‘penal interest’ that is added to the rate of interest charged on advances. No further interest shall be computed on such penal charges. The NBFC Scale Based Regulations prohibit regulated entities, which include NBFCs, from introducing any additional component to the rate of interest and stipulate that all NBFCs shall formulate a Board approved policy on penal charges or similar charges on loans (by whatever name called). The quantum of penal charges shall be reasonable and commensurate with the non-compliance of material terms and conditions of loan contract without being discriminatory within a particular loan or product category. In addition to being displayed on the NBFCs’ website, the quantum and reasons for penal charges shall be clearly disclosed by the NBFCs to the customers in the loan agreement and the key fact statement.

Appointment of Chief Risk Officer

With the increasing role of NBFCs in direct credit intermediation, the RBI has mandated that NBFCs with asset size of more than ₹50,000.0 million in categories - NBFC- ICC, NBFC-IFC, NBFC-MFI, NBFC-Factors and IDF-NBFC shall appoint a Chief Risk Officer (“**CRO**”) with clearly specified role and responsibilities. The CRO is required to function independently so as to ensure highest standards of risk management. Detailed instructions regarding the CRO’s appointment, tenure, independence, and functioning have been specified and are to be strictly followed by such NBFCs, such as, the CRO shall be a senior official in the hierarchy of the NBFC and should possess adequate professional qualifications\experience in risk management, be appointed for a fixed term with board approval, and have direct reporting lines to the MD & CEO/Risk Management Committee (RMC) of the Board. The CRO will be involved in the process of identifying, measuring, and mitigating risks. All credit products (retail or wholesale) shall be vetted by the CRO from the angle of inherent and control risks. The CRO’s role in deciding credit proposals shall be limited to being an advisor. In NBFCs that follow committee approach in credit sanction process for high value proposals, if the CRO is one of the decision makers in the credit sanction process, the CRO shall have voting power and all members shall be individually and severally liable for all the aspects, including risk perspective related to the credit proposal.

*Reset of Floating Interest Rate on Equated Monthly Instalments ("**EMI**") based Personal Loans*

At the time of sanction of EMI based floating rate personal loans, regulated entities (including NBFCs) are required to take into account the repayment capacity of borrowers to ensure that adequate headroom is available for elongating the tenor or increasing the EMI. At the time of sanction, NBFCs shall clearly communicate to the borrowers about the possible impact of change in benchmark interest rate on the loan leading to changes in EMI and/or tenor or both. Subsequently, any increase in the EMI/ tenor or both on account of the above shall be communicated to the borrower immediately through appropriate channels. At the time of reset of interest rates, NBFCs shall provide the option to the borrowers to switch over to a fixed rate as per their Board approved policy. The policy, *inter alia*, may also specify the number of times a borrower will be allowed to switch during the tenor of the loan. The borrowers shall also be given the choice to opt for (a) enhancement in EMI or elongation of tenor or for a combination of both options; and, (b) to prepay, either in part or in full, at any point during the tenor of the loan. Levy of foreclosure charges/ pre-payment penalty shall be subject to extant instructions. All applicable charges for switching of loans from floating to fixed rate and any other service charges/ administrative costs incidental to the exercise of the above options shall be transparently disclosed in the sanction letter and also at the time of revision of such charges/ costs by the NBFCs from time to time. NBFCs shall ensure that the elongation of tenor in case of floating rate loan does not result in negative amortisation. NBFCs shall share/ make accessible to the borrowers, through appropriate channels, a statement at the end of each quarter which shall at the minimum, enumerate the principal and interest recovered till date, EMI amount, number of EMIs left and annualized rate of interest/Annual Percentage Rate (APR) for the entire tenor of the loan. NBFCs shall ensure that the statements are simple and easily understood by the borrower.

Declaration of Dividend

The NBFC Scale Based Regulations intend to infuse greater transparency and uniformity in practice of distribution of dividends by setting eligibility criteria and disclosure requirements for NBFCs for distribution of dividends.

The Board of Directors, while considering the proposals for dividend, shall take into account each of the following aspects i) supervisory findings of the RBI on divergence in classification and provisioning for non-performing assets (NPAs). (ii) qualifications in the auditors report to the financial statements. (iii) long term growth plans of the NBFC. According to the NBFC Scale Based Regulations, NBFCs must comply with four minimum prudential criteria to be considered eligible to declare dividends: (i) prescribed levels of capital adequacy; (ii) prescribed levels of Net NPA; (iii) compliance with provisions of Section 45IC of the RBI Act; and (iv) continuous general compliance with RBI regulations and guidelines concerning NBFCs and no explicit restrictions should have been placed by RBI on declaration of dividend. The NBFC Scale Based Regulations also prescribe to the board of directors of the NBFCs to consider the decision to roll out dividends in light of certain definite factors. NBFCs, other than NBFC-BL, that declare dividend have to report dividend declared during the financial year in the format prescribed under the NBFC Scale Based Regulations.

Instructions on Managing Risks and Code of Conduct in Outsourcing of Financial Services by NBFCs

The NBFC Scale Based Regulations specify the activities that cannot be outsourced (such as core management functions including internal audit, strategic and compliance functions, decision-making functions such as compliance with KYC norms for opening deposit accounts, according sanction for loans (including retail loans) and management of investment portfolio) and also provide the basis for deciding materiality of outsourcing. It mandates the regulatory and supervisory requirements and risk management practices to be complied with by every NBFC before outsourcing its activities. Further, an NBFC intending to outsource any of the permitted activities under the NBFC Scale Based Regulations is required to formulate an outsourcing policy which is to be approved by its board of directors and which incorporates, inter alia, criteria for selection of such activities as well as service providers, delegation of authority depending on risks and materiality and systems to monitor and review the operations of these activities.

Integrated Ombudsman Scheme, 2021

The NBFC Scale Based Regulations specify that all NBFCs covered under the Integrated Ombudsman Scheme, 2021 ("**Scheme**"), must comply with the directions provided under the Scheme.

Master Direction (Know Your Customer) Directions, 2016 dated February 25, 2016, as amended (the "KYC Directions")

The KYC Directions require regulated entities (as defined KYC Directions) to follow certain customer identification procedures while undertaking a transaction. These directions are applicable to every entity regulated by RBI, including scheduled commercial banks, regional rural banks, local area banks, primary (urban) co- operative banks, state and central co-operative banks, all India financial institutions, NBFCs, miscellaneous non- banking companies and residuary non-banking companies, amongst others. Every entity regulated thereunder is required to adopt a 'know your customer' ("**KYC**") policy, duly approved by its board of directors, which shall include four key elements, namely, customer acceptance policy; risk management; customer identification procedures; and monitoring of transactions. Regulated entities are required to ensure compliance with the KYC policy through specifying who constitute the 'senior management' for the purposes of KYC compliance; allocation of responsibility for effective implementation of policies and procedures; independent evaluation of compliance with KYC and anti-money laundering policies and procedures, including legal and regulatory requirements; concurrent/internal audit system for compliance to verify compliance with KYC and anti-money laundering policies and procedures; and submission of quarterly audit notes and compliance to the audit committee of the board of directors of the regulated entity.

Master Direction – Reserve Bank of India (Regulatory Framework for Microfinance Loans) Directions, 2022, dated March 14, 2022, as amended (the "Microfinance Loans Directions")

The Microfinance Loans Directions provide a regulatory framework for microfinance loans. The Microfinance Loans Directions are applicable to all: (i) commercial banks (including small finance banks, local area banks, and regional rural banks) excluding payment banks; (ii) primary (urban) co-operative banks /state co-operative banks/district central co-operative banks; and (iii) NBFCs (including microfinance institutions and housing finance companies). The Microfinance Loans Directions require NBFCs to have board-approved policies in relation to, inter alia, (i) flexibility of repayment periodicity on microfinance loans; (ii) assessment of household income; (iii) limit on the outflows on account of repayment of monthly loan obligations of a household as a percentage of the monthly household income; (iv) pricing of microfinance loans; (v) conduct of employees and system for recruitment, training and monitoring; (vi) the limit on the outflows on account of repayment of monthly loan obligations of a household as a percentage of the monthly household income. This shall be subject to a limit of maximum 50 per cent of the monthly household income. A fair practices code (FPC) based on these directions shall be put in place by all regulated entities with the approval of their boards. The FPC shall be displayed by the regulated entities in all its offices and on its website. The FPC should be issued in a language understood by the borrower. The Microfinance Loans Directions also set out guidelines for recovery of loans, responsibilities in relation to outsourced activities and guidelines on conduct towards microfinance borrowers.

Master Direction – Reserve Bank of India (Internal Ombudsman for Regulated Entities) Directions, 2023 dated December 29, 2023 ("Master Directions on Internal Ombudsman")

The Master Directions on Internal Ombudsman are applicable to a) Banks as defined under clause 3(1)(a) of these Directions and having 10 or more banking outlets in India, whether such bank is incorporated in India or outside India; b) deposit-taking NBFCs with 10 or more branches and non-deposit taking NBFCs with asset size of more than ₹50,000.0 million and above and that have a public customer interface and c) All defined Non Bank System Participants (NBSPs) with more than one crore pre-paid payment instruments outstanding as on March 31, 2023, or thereafter d) All Credit Information Companies. The Master Directions on Internal Ombudsman, inter alia, specify the roles and responsibilities of the internal ombudsman and require the internal ombudsman to provide periodic reports (including the analysis of complaints) to the committee of the board of directors handling customer service and protection. Such reports should be provided at least on a half-yearly basis. The Master Directions on Internal Ombudsman also require NBFCs put in place a mechanism for periodic reporting of information to Consumer Education and Protection Department, Central Office, RBI on a quarterly and annual basis in accordance with the specified formats.

Master Directions on Fraud Risk Management in Non-Banking Financial Companies (NBFCs) (including Housing Finance Companies) dated July 15, 2024 ("Directions on Fraud Risk Management")

The Directions on Fraud Risk Management provide a framework for prevention, early detection and timely reporting of incidents of fraud to law enforcement agencies, RBI and the National Housing Bank and matters connected therewith or incidental thereto. The Directions on Fraud Risk Management require all Non-Banking Financial Companies (including Housing Finance Companies) in the Upper Layer, Middle Layer and in the Base Layer (with an asset size of ₹5,000.0 million and above) to adopt a policy on fraud risk management, approved by the board of directors, that sets out the roles and responsibilities of the board of directors (including committees of the board of directors) and senior management. The Policy shall also incorporate measures for ensuring compliance with principles of natural justice in a time-bound manner. Such policy is required to be reviewed by the board of directors at least once in three years or more frequently, as may be prescribed by the board of directors. Further, a special committee of the board of directors is required to be constituted for monitoring and following up on cases of frauds. The committee is required to oversee the effectiveness of the fraud risk management review and monitor cases of frauds, including root cause analysis, and suggest mitigating measures for strengthening the internal controls, risk management framework and minimizing the incidence of frauds. The Directions on Fraud Risk Management also specify the timelines and the manner in which any incidents of fraud are required to be reported to law enforcement agencies and the RBI.

Master Direction – Reserve Bank of India (Filing of Supervisory Returns) Directions, 2024 dated February 27, 2024 ("Returns Master Direction")

The Returns Master Direction lists detailed instructions in relation to submission of supervisory returns prescribed by the RBI for various categories of all commercial banks except regional rural banks, Primary Urban Co-operative Banks, select AIFIs, NBFCs, etc., including their periodicity, reference date, applicability and the purpose of filing such returns.

Master Direction –Reserve Bank of India (Outsourcing of Information Technology Services) Directions, 2023 dated April 10, 2023 ("IT Outsourcing Directions")

The IT Outsourcing Direction provide guidelines for outsourcing information technology services by regulated entities, including banks, Credit Information Companies and NBFCs. The directions recognise the extensive usage of information technology and information technology enabled services by regulated entities to support the business models, products and services offered by regulated entities to their customers. The aim of the IT Outsourcing Directions is to ensure that outsourcing arrangements neither diminishes the REs ability to fulfil its obligations to customers nor impede effective supervision by the RBI. As per the IT Outsourcing Directions, a regulated entity shall take steps to ensure that the service provider employs the same high standard of care in performing the services as would have been employed by the regulated entity itself, had the same activity not been outsourced. The regulated entities shall require their service providers to develop and establish a robust framework for documenting, maintaining, and testing business continuity plan and disaster recovery plan commensurate with the nature and scope of the outsourced activity as per extant instructions issued by RBI from time to time on BCP/ DR requirements.

A regulated entity can also outsource any IT activity/IT enabled service within its business group/conglomerate, subject to conditions specified in the directions. Regulated entities intending to outsource any of its IT activities are required put in place a comprehensive board approved IT outsourcing policy which shall incorporate, inter alia, the roles and responsibilities of the board, committees of the board (if any) and senior management, IT function, business function as well as oversight and assurance functions in respect of outsourcing of IT services. The IT Outsourcing Directions also require regulated entities to immediately notify the RBI in the event of breach of security and leakage of confidential customer related information.

Master Direction –Non-Banking Financial Company –Housing Finance Company (Reserve Bank) Directions, 2021 dated February 17, 2021 and amended from time to time ("RBI Master Directions –HFC")

Definition of housing finance and housing finance company

The RBI Master Directions – HFC defines the term 'housing finance' as financing purchase/construction/reconstruction/renovation/repairs of residential dwelling units, which includes inter alia loans to individuals or group of individuals including co-operative societies for construction or purchase of new dwelling units, loans to individuals or group of individuals for purchase of old dwelling units and loans to individuals or group of individuals for purchasing old or new dwelling units by mortgaging existing dwelling unit. Further, a 'housing finance company' is defined as a company incorporated under the Companies Act that fulfils the following conditions:

(i) it is an NBFC (the company will be treated as an NBFC if its financial assets are more than 50 per cent of its total assets (netted off by intangible assets) and income from financial assets should be more than 50 per cent of the gross income) whose financial assets, in the business of providing finance for housing, constitute at least 60% of its total assets (netted off by intangible assets); and

(ii) out of the total assets (netted off by intangible assets), not less than 50.0% should be by way of housing finance for individuals.

Net owned fund

In terms of the RBI Master Directions –HFC, HFCs are required to maintain a minimum net owned fund of ₹200.0 million to commence with the business of housing finance as its principal business or to carry on the business of housing finance as its principal business.

Capital adequacy

As per the RBI Master Directions –HFC, HFCs are required to maintain a minimum capital ratio on an ongoing basis, consisting of Tier I and Tier II capital of not less than 15.0% of its aggregate risk weighted assets and of risk adjusted value of off-balance sheet items. At a minimum, tier I capital of HFCs cannot be less than10.0% and the total Tier II capital at any point of time, should not exceed 100.0% of Tier I capital.

Acquisition / transfer of control

In terms of the RBI Master Directions –HFC, prior written permission of RBI shall be required for (i) any takeover or acquisition of control of an HFC, which may or may not result in change of management; (ii) any change in the shareholding of an HFC accepting or holding public deposits, including progressive increases over time, which would result in acquisition or transfer of shareholding of 10.0% or more of the paid-up equity capital of the HFC by or to a foreign investor; or (iii) any change in the shareholding of an HFC, including progressive increases over time, which would result in acquisition or transfer of shareholding of 26.0% or more of the paid-up equity capital of the HFC.

However, no such approval is required in case of any shareholding going beyond 10.0% or 26.0%, as applicable, due to buyback of shares or reduction in capital where it has approval of a competent court. However, the same shall be reported to the NHB not later than one month from the date of its occurrence.

Master Direction – Non- Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016 dated September 29, 2016 ("Auditor's Report Directions")

The Auditor's Report Directions set out disclosures that are to be included in every auditor's report on the accounts of an NBFC such as: (i) whether the company has obtained a Certificate of Registration ("**CoR**") from the Bank, (ii) whether the NBFC is entitled to continue to hold such certificate of registration in terms of its principal business criteria as of March 31 of the applicable year; and (iii) compliance with net owned fund requirements as laid down by the RBI.

Master Direction –Transfer of Loan Exposures, 2021 dated September 24, 2021, as amended ("Transfer of Loan Exposures Directions")

Pursuant to the directions, the board must approve a policy for transfer and acquisition of loans which lay down the minimum quantitative and qualitative standards relating to due diligence, valuation, requisite IT systems for capture, storage and management of data, risk management, periodic board level oversight, etc. Further, the policy must also ensure independence of functioning and reporting responsibilities of the units and personnel involved in transfer/ acquisition of loans from that of personnel involved in originating the loans. The loan transfers should result in transfer of economic interest without being accompanied by any change in underlying terms and conditions of the loan contract usually. In all cases, if there are any modifications to terms and conditions of the loan contract during and after transfer (e.g. in take-out financing), the same shall be evaluated and mapped with other applicable directions. The general requirements also state that a transferor cannot re-acquire a loan exposure, either fully or partially, that had been transferred by the entity previously, except as a part of a resolution plan under the framework for resolution or as part of a resolution plan approved under the Insolvency Bankruptcy Code, 2016.

Transfer of Stressed Loan

Stressed Loans mean loan exposures which are classified as NPA or as special mention accounts. Such loans can only be transferred through novation or assignment. Loan participation is not permitted in the case of stressed loans. The board approved policy on transfer and / or acquisition of stressed loans must cover the following aspects-

(a) Norms and procedure for transfer or acquisition of such loans;

(b) Valuation methodology to be followed to ensure that the value of stressed loans, including the realisability of the underlying security interest, if available, is reasonably estimated;

(c) Delegation of powers to various functionaries for taking decision on the transfer or acquisition of the loans;

(d) Stated objectives for acquiring stressed assets; and

(e) Risk premium to be applied.

The board of directors of NBFCs transferring their loans must also put in place a policy for valuation of loan exposures proposed to be transferred. The policy must also specify the basis or the grounds which will determine the type of valuation of stressed loans to be used.

The RBI permits only scheduled commercial banks, All India Financial Institutions, small finance banks, NBFCs (including HFCs), (being permitted transferees) and Asset Reconstruction Companies (ARCs) to acquire stressed loans. Further, the NBFCs can acquire the stressed loans only on cash basis. Such NBFCs must hold the loans for a period of six months in their books before transferring to other permitted transferees and are generally prohibited to acquire those loans which have been transferred as stressed loans in the previous six months. In case an NBFC has an existing exposure to the borrower whose stressed loan account is acquired, the asset classification of the acquired exposure shall be the same as the existing asset classification of the borrower with the transferee. Otherwise, the acquired exposure would be treated as 'standard' by the NBFC. Thereafter, the asset classification status of the loan acquired will be determined by the record of recovery in the books of the transferee with reference to cash flows estimated at the time of transfer of the loan.

Transfer of Loans not in default

A non-payment of whole or any part or instalment of the debt upon being due and payable is considered as default on the part of the borrower. These loans can be transferred to permitted transferees including NBFCs through novation, assignment, or loan participation contracts. The transfer shall be only on cash basis and the consideration shall be received not later than at the time of transfer of loans. The transfer consideration should be arrived at in a transparent manner on an arm's length basis. The NBFCs can transfer loans only after a minimum holding period, as counted from the date of registration of the underlying security interest, i.e., (a) three months in case of loans with tenor of up to two years; (b) six months in case of loans with tenor of more than two years.

Disclosure and Reporting

Under these directions, an NBFC must set out (a) disclosures concerning total amounts of loans not in default, and stressed loans transferred and acquired on a quarterly basis in their financial statements; (b) disclosures to a trade reporting platform as notified by the RBI of each loan transfer transaction undertaken. The NBFC must maintain a database of such transactions with adequate MIS concerning each transaction till the reporting platform is notified.

Reserve Bank of India (Treatment of Wilful Defaulters and Large Defaulters) Directions, 2024 dated July 30, 2024 (the "Directions on Wilful Defaulters and Large Defaulters")

The Directions on Wilful Defaulters and Large Defaulters specify, inter alia, the mechanism for identification and classification of wilful defaulters, review of accounts for identification of wilful defaulters, role of internal auditors and the liability of a guarantor. The Directions on Wilful Defaulters and Large Defaulters also prescribe the manner of reporting and dissemination of credit information on large defaulters, reporting and dissemination of credit information on wilful defaulters and the role of statutory auditors and other third parties. The Directions on Wilful Defaulters and Large Defaulters have come into force with effect from October 28, 2024.

Master Direction – Information Technology Governance, Risk, Control and Assurance Practices dated November 7, 2023 ("Master Direction – IT")

The Master Direction – IT provide guidelines pertaining to IT Governance, Risk, Controls, Assurance Practices and Business Continuity and Disaster Management of regulated entities. The key requirements are as follows:

IT Governance

The Master Direction – IT lays down a framework for information technology ("**IT Governance Framework**") that focuses on strategic alignment, risk management, resource management, performance management and business continuity/disaster recovery management. NBFCs are required to set up an IT Governance Framework that, inter alia, specifies the governance structure and processes necessary to meet adhering to the business objectives of the respective NBFC, that specifies the roles (including authority) and responsibilities of the board of directors/board level committees/senior management and includes adequate oversight mechanisms to ensure accountability and mitigate risks associated with IT and cyber and information security. A board level IT Strategy Committee ("**ITSC**") must be established that shall, inter alia, ensure that the NBFC has an effective IT strategic planning process, guide in preparation of IT Strategy and ensure that the IT Strategy aligns with the overall strategy towards accomplishment of the business objectives, satisfy itself that the IT Governance and Information Security Governance structure fosters accountability, is effective and efficient, has adequate skilled resources, well defined objectives and unambiguous responsibilities for each level in the NBFC. The risk management policy, which shall include IT related risks and cyber security related risks, shall be reviewed periodically and updated at least on a yearly basis, by the risk management committee of the board, in consultation with the ITSC.

IT Infrastructure and Services Management

The Master Direction – IT also mandates NBFCs to have a robust IT service management framework that supports their information systems and infrastructure to ensure operational resilience of the entire IT environment. In the event there are third parties handling the NBFC's information technology or cyber security, the NBFC are required to put in place appropriate vendor risk assessment processes to, inter alia, mitigate concentration risk and to eliminate or address any conflict of interests.

IT Information and Security Risk Management

Under the Master Direction – IT, NBFCs are mandated to set up a robust IT and information security risk management framework that, inter alia, provides for implementation of comprehensive information security management function internal controls and processes to mitigate and manage risks, identification of critical information systems and fortification of the security environment of such systems, definition and implementation of necessary systems, procedures and controls to ensure a secure transmission/ storage/ processing of data or information.

Business Continuity Plan and Disaster Recovery Policy

The Master Direction – IT, prescribes a business continuity plan and disaster recovery policy in order to reduce the likelihood and impact of disruptive incidents and to ensure the continuity of business. Disaster recovery drills in relation to critical information systems are required to be done at least on a half-yearly basis and for other information systems, as per the risk assessment of the NBFC.

Information System ("IS") Audit

The Master Direction – IT states that the audit committee of the board shall exercise oversight of the IS Audit. All entities are required to have an IS audit policy that shall describe the mandate, scope and purpose of the audit, authority, audit universe, periodicity of the audit, etc. The audit committee has to review the critical issues related to IT, information security and cyber security and thereafter, provide direction and guidance to the management regarding the same.

Master Direction –Reserve Bank of India (Securitisation of Standard Assets) Directions, 2021 dated September 24, 2021, as updated (the "SSA Directions")

Securitisation involves transactions where credit risk in assets is redistributed by repackaging them into tradeable securities with different risk profiles which may give investors of various classes access to exposures which they otherwise might be unable to access directly. While complicated and opaque securitisation structures could be undesirable from the point of view of financial stability, prudentially structured securitisation transactions can be an important facilitator in a well-functioning financial market in that it improves risk distribution and liquidity of lenders in originating fresh loan exposures. The RBI, to regulate the securitisation activities, introduced the SSA Directions to be applicable to all Scheduled Commercial Banks (but excluding Regional Rural Banks), small finance banks, all All-India Term Financial Institution and all NBFCs (including HFCs). These directions enunciate the assets which are eligible for securitisation and provide for other general requirements by way of specifying minimum retention requirement(s) for any lender who transfers from its balance sheet a single asset or a pool of assets to a special purpose entity as a part of a securitisation transaction.

Master Circular – Bank Finance to Non- Banking Financial Companies dated April 24, 2024, as amended ("Master Circular"); and Circular on Regulatory measures towards consumer credit and bank credit to NBFCs, dated November 16, 2023, as amended from time to time ("Consumer Credit Circular")

Pursuant to the Master Circular, the RBI has imposed certain restrictions on banks providing financing to NBFCs. Under the Master Circular, certain NBFC activities are ineligible for financing by bank credit, such as (i) bills discounted/ rediscounted by NBFCs, except for rediscounting of bills discounted by NBFCs arising from the sale of – (a) commercial vehicles (including light commercial vehicles), and (b) two-wheeler and three-wheeler vehicles, subject to certain prescribed conditions as provided under the Master Circular; (ii) investments of NBFCs both of current and long-term nature, in any company/ entity by way of shares, debentures, etc; (iii) unsecured loans/ ICDs by NBFCs to/ in any company; (iv) all types of loans and advances by NBFCs to their subsidiaries, group companies/ entities; and (v) finance to NBFCs for further lending to individuals for subscribing to IPOs and for purchase of shares from the secondary market.

In addition, the Master Circular prohibits banks from (i) granting bridge loans of any nature, or interim finance against capital/ debenture issues and/ or in the form of loans of a bridging nature pending the raising of long-term funds from the market by way of capital, deposits, etc. to all categories of NBFCs; (ii) advances against collateral security of shares and debentures to NBFCs; and (iii) executing guarantees covering inter-company deposits / loans thereby guaranteeing refund of deposits / loans accepted by NBFCs / firms from other NBFCs / firms. Guarantees should not be issued for the purpose of indirectly enabling the placement of deposits with NBFCs.

Circular dated June 8, 2023, on Framework for Compromise Settlements and Technical Write-offs ("Framework for Compromise")

The Framework for Compromise requires an NBFC to have a board approved policy for undertaking compromise settlements with the borrowers and for technical write-offs. Such policy is required to comprehensively lay down processes to be followed for all compromise settlements and technical write-offs. The policy is required to include specific guidance on necessary conditions precedent such as minimum ageing deterioration in collateral value, etc. The policy is required to put in place a graded framework for examination of staff accountability with reasonable thresholds and timelines as decided by the board of the NBFC. The Framework for Compromise also sets out the prudential treatment and reporting requirements for compromise settlements and technical write-offs. In terms of the Framework for Compromise, compromise settlements where the time for payment of the agreed settlement amount exceeds three months shall be treated as restructuring.

Circular dated June 7, 2019, on Prudential Framework for Resolution of Stressed Assets ("Framework for Resolution")

RBI *vide* its circular dated June 7, 2019, laid down the Prudential Framework for Resolution of Stressed Assets with a view to providing, inter alia, a framework for (i) early recognition of incipient stress and reporting of default by banks, financial institutions and NBFCs in respect of large borrowers; (ii) affording complete discretion to lenders with regard to design and implementation of resolution plans, in supersession of earlier resolution schemes (S4A, SDR, 5/25 etc.), subject to the specified timeline and independent credit evaluation (the NBFCs are required to have a board approved policy in this regard) (iii) laying down a system of disincentives in the form of additional provisioning for delay in implementation of resolution plan or delay in completion initiation of insolvency proceedings; (iv) withdrawal of asset classification dispensations on restructuring. Future upgrades to be contingent on a meaningful demonstration of satisfactory performance for a reasonable period; and (v) requiring the mandatory signing of an inter-creditor agreement (ICA) by all lenders, which will provide for a majority decision making criteria.

Guidelines on Risk-based Internal Audit ("RBIA") System for Select NBFCs and Urban Co-operative Banks, 2021 dated February 3, 2021 (the "RBIA Guidelines")

The RBIA for non-deposit taking NBFCs (including CICs) with an asset size of ₹50,000.0 million and above (the "**Applicable NBFCs**"), was mandated by the RBI through the RBIA Guidelines. The RBIA Guidelines, inter alia, are intended to enhance the efficacy of internal audit systems and processes and require audit function to contribute to the overall improvement of governance, risk management and control processes followed by the Applicable NBFCs. Under the RBIA Guidelines, the board of directors of the Applicable NBFC must approve a policy clearly documenting the purpose, authority, and responsibility of the internal audit activity, with a clear demarcation of the role and expectations from risk management function and the RBIA function. The RBIA Guidelines also mandate that the policy must be consistent with the size and nature of the business undertaken, the complexity of operations and should factor in the key attributes of internal audit function relating to independence, objectivity, professional ethics, accountability, etc and that the policy be reviewed periodically, and the RBIA Guidelines also mandate that the internal audit function is not outsourced. Further, the RBIA Guidelines also require that the risk assessment of business and other functions of Applicable NBFCs should be conducted at least on an annual basis.

Guidelines for Appointment of Statutory Central Auditors ("SCAs")/ Statutory Auditors("sAs") of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021 ("RBI Auditors Guidelines")

The RBI Auditors Guidelines are applicable to commercial banks (excluding regional rural banks), urban co-operative banks and NBFCs (including HFCs) in respect of appointment/ reappointment of SCAs/ sAs. While NBFCs, including HFCs, do not have to take prior approval of RBI for appointment of SCAs/ sAs, all NBFCs, including HFCs, need to inform RBI about the appointment of SCAs/ sAs for each year by way of a certificate within one month of such appointment. Further, the RBI Auditors Guidelines provide for, inter alia, the minimum and maximum number of SCAs/ sAs per entity, eligibility criteria for auditors, tenure and rotation, independence of auditors and professional standards of SCAs/ sAs.

Reserve Bank of India (Digital Lending) Directions, 2025 dated May 8, 2025 (the "Digital Lending Directions")

The RBI issued the Digital Lending Directions dated May 8, 2025. The Digital Lending Directions consolidate existing guidelines and introduce new measures to address concerns in the digital lending ecosystem, such as the engagement of third parties, mis-selling, data privacy issues, unfair practices, excessive interest rates, and unethical recovery methods. The Digital Lending Directions are applicable to all the digital lending activities conducted by NBFCs, among others.

The Directions cover various aspects of digital lending, including general requirements for arrangements between Regulated Entities ("**REs**") and Lending Service Providers ("**LSPs**"). This includes due diligence for LSPs and specific rules for arrangements where an LSP partners with multiple REs. Other key areas include conduct and customer protection requirements, such as assessing the borrower's creditworthiness, disclosures to borrowers, loan disbursal and repayment processes, a cooling-off period for borrowers, and robust grievance redressal mechanisms. The Digital Lending Directions also specify technology and data requirements that emphasize on need-based data collection with explicit consent, data storage limitations, comprehensive privacy policies, and adherence to cybersecurity standards.

Furthermore, the Digital Lending Directions establish requirements for reporting credit information to credit information companies for all digital lending activities and mandate the certification and reporting of all digital lending apps used by REs or their LSPs to the RBI's Centralised Information Management System ("**CIMS**") portal. The Digital Lending Directions also includes regulations for Default Loss Guarantee (**"DLG"**) arrangements. This includes eligibility criteria for DLG providers, due diligence, restrictions on DLG arrangements, permitted forms and a cap on DLG cover, recognition of non-performing assets ("**NPAs**"), capital treatment, invocation, tenor, and disclosure requirements related to DLG.

Fair Practice Code for Lenders – Charging of Interest dated April 29, 2024 (the "Code")

The Code directs regulated entities to review their practices regarding mode of disbursal of loans, application of interest and other charges and take corrective action, including system level changes, as may be necessary to address unfair practices highlighted in the Code, including collection of one or more instalments in advance but considering the full loan amount to charge interest and charging of interest from the date of sanction of the loan or the date of execution of the loan agreement and not from the actual date of disbursement of funds to the customer and in the case of loans being disbursed by cheque, charging of interest from the date of the cheque with the cheque being handed over to the customer several days later and in case of disbursal or repayment of loans during the course of the month, charging of interest for the entire month, rather than charging interest only for the period for which the loan was outstanding.

Key Facts Statement (KFS) for Loans and Advances dated April 15, 2024 (the "KFS")

The KFS aims to enhance transparency and reduce information asymmetry on financial products being offered by different regulated entities. With effect from October 1, 2024, the KFS requires regulated entities to issue a key facts statement, in the format prescribed under the KFS, to all prospective borrowers to help them take an informed view before executing a loan contract. The key facts statement is required to be written in a language that is understood by the borrowers and the contents of the KFS are required to be explained to the borrower and an acknowledgement is required to be obtained from the borrower that he/she has understood the same.

Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, as amended ("SARFAESI Act")

The SARFAESI Act, read with the Security Interest (Enforcement) Rules, 2002, as amended, governs securitization of assets in India. Any asset reconstruction company may acquire assets of a bank or financial institution, including NBFCs, by either entering into an agreement with such bank or financial institution for transfer of such assets to the company or by issuing a debenture or bond or other security in the nature of debentures, for consideration, as per such terms and conditions as may be mutually agreed.

If a bank or financial institution is a lender in relation to financial assets acquired by the asset reconstruction company, such company shall be deemed to be the lender in relation to those financial assets.

The SARFAESI Act provides for the enforcement of security interest without the intervention of the courts.

Under the provisions of the SARFAESI Act, a secured creditor, can recover dues from its borrowers by taking any of the measures as provided therein, including (i) taking possession of the secured assets or (ii) taking over the management of business of borrower. Rights, with respect to the enforcement of security interest, under the SARFAESI Act cannot be enforced unless the account of the borrower has been classified as a NPA in the books of account of the secured creditor in accordance with the directions or guidelines issued by the RBI or any other applicable regulatory authority.

However, the requirement for a secured debt to be classified as a NPA shall not apply to a borrower who has raised funds through debt securities. In the event that the secured creditor is unable to recover the entire sum due by exercise of the remedies under the SARFAESI Act in relation to the assets secured, such secured creditor may approach the relevant court for the recovery of the balance amounts. A secured creditor may also simultaneously pursue its remedies under the SARFAESI Act.

Further, in accordance with Ministry of Finance notification no. S.O. 652(E) dated February 12, 2021, the eligibility limit for enforcement of security interest with respect to secured debt recovery by NBFCs (having assets worth ₹1,000.0 million and above) has been reduced from ₹5.0 million to ₹2.0 million.

In terms of the RBI circular on Display of information - Secured assets possessed under the SARFAESI Act, 2002 dated September 25, 2023, NBFCs which are secured creditors as per the SARFAESI Act, are required to display information in respect of the borrowers whose secured assets have been taken into possession by them under the SARFAESI Act. NBFCs are required to upload the information on their website in the format as prescribed in the said circular.

In addition to the above, the following key directions and circulars issued by the RBI are also relevant to our business:

(a) Reserve Bank of India (Government Securities Lending) Directions, 2023 dated December 27, 2023;

(b) Master Direction – Reserve Bank of India (Commercial Paper and Non-Convertible Debentures of original or initial maturity upto one year) Directions, 2024 dated January 3, 2024;

(c) Master Direction – Reserve Bank of India (Credit Information Reporting) Directions, 2025 dated January 6, 2025;

(d) Circular dated September 30, 2023 Data Quality Index for Commercial and Microfinance Segments by Credit Information Companies; and

(e) RBI Master Direction on External Commercial Borrowings, Trade Credit, Structured Obligations, dated March 26, 2019.

Ministry of Finance

Prevention of Money Laundering Act, 2002 ("PMLA")

The PMLA was enacted to prevent money laundering and to provide for confiscation of property derived from, or involved, in money laundering, and for incidental matters connected therewith. Section 12 of the PMLA *inter alia* casts certain obligations on reporting entities (as defined under the PMLA) in relation to preservation of records and reporting of transactions.

Insurance Regulatory and Development Authority of India

IRDAI (Registration of Corporate Agents) Regulations, 2015 ("CA Regulations")

Corporate agents are granted a certificate of registration by the IRDAI in accordance with the CA Regulations for solicitation and servicing of insurance business for any of the specified category of life, general and health. A corporate agency registration is valid for a period of three years from the date of issuance, unless the same is suspended or cancelled by the IRDAI. The grant and renewal of a corporate agency registration is subject to the applicant meeting the eligibility criteria prescribed in the CA Regulations. The criteria includes matters inter alia(a) whether the applicant has the necessary infrastructure such as, adequate office space, equipment and trained manpower on their rolls to effectively discharge its activities; (b) whether the principal officer, directors and other employees of the applicant have violated the code of conduct set out under the CA Regulations in the last three years; (c) whether any person, directly or indirectly connected with the applicant, has been refused in the past the grant of a licence/registration by the IRDAI; and (d) whether the applicant, in case the principal business of the applicant is other than insurance, maintains an arms-length relationship in financial matters between its activities as corporate agent and other activities.

Further, pursuant to the IRDAI (Insurance Intermediaries) (Amendment) Regulations, 2022, a corporate agent, depending on the type of registration (i.e., general, life or health) is permitted to act as a corporate agent for a maximum of nine general, life or health insurers, as applicable. In the case of corporate agent (composite) the total number of arrangements with life, general and health insurers, shall not exceed twenty-seven at any point of time.

Central Government

Recovery of Debts due to Banks and Financial Institutions Act, 1993, as amended ("DRT Act")

Under the DRT Act, the procedures for recovery of debt have been prescribed and time frames have been fixed for speedy disposal of cases. The DRT Act prescribes the rules for establishment of Debt Recovery Tribunals ("DRTs"), procedure for making application to DRTs, powers of DRTs and modes of recovery of debts determined by DRTs, including inter alia attachment and sale of movable and immovable properties of defendants, taking possession of property over which security interest is created or any other property of the defendant and appointing receiver for such property and to sell the same, arrest of defendants, defendants' detention in prison and appointment of receivers for management of the movable or immovable properties of defendants. The DRT Act also provides that a bank or public financial institution, having a claim to recover its debt may join an ongoing proceeding filed by some other bank or public financial institution against its debtor at any stage of the proceedings before the final order is passed by making an application to the DRT.

Insolvency and Bankruptcy Code, 2016, as amended (the "IBC")

The IBC empowers creditors, whether secured, unsecured, financial, operational or decree holder to trigger resolution processes to start at the earliest sign of financial distress, provides for a single forum to oversee insolvency and liquidation proceedings, enables a calm period where new proceedings do not derail existing ones, provides for replacement of the existing management during insolvency proceedings while maintaining the enterprise as a going concern, offers a finite time limit within which the debtor's viability can be assessed and prescribes a linear liquidation mechanism.

Ministry of Electronics and Information Technology

The Digital Personal Data Protection Act, 2023 ("DPDP Act")

The DPDP Act received the assent of the President of India and was notified on August 11, 2023; however, the provisions of the DPDP Act have not been notified. The DPDP Act seeks to balance the rights of individuals to protect their personal data with the need to process personal data for lawful and other incidental purposes. All data fiduciaries, determining the purpose and means of processing personal data, are mandated to provide a notice to data principals in plain and clear language containing a description of the personal data sought to be collected along with the purpose of processing such data. The DPDP Act further provides that personal data may be processed only for a lawful purpose after obtaining the consent of the individual. A notice must be given before seeking consent. The notice should contain details about the personal data to be collected and the purpose of processing. Consent may be withdrawn at any point in time. An individual whose data is being processed (data principal), will have the right to inter alia(i) obtain information about processing; (ii) seek correction and erasure of personal data; and (iii) nominate another person to exercise rights in the event of death or incapacity. The DPDP Act lays down several duties for the data principal.

As per the DPDP Act, data principal shall not inter alia (i) register a false or frivolous grievance or complaint; and (ii) furnish any false particulars or impersonate another person in specified cases. It further imposes certain obligations on data fiduciaries such as to: (i) make reasonable efforts to ensure the accuracy, completeness and consistency of data; (ii) build reasonable security safeguards to prevent breach of personal data; (iii) inform the Data Protection Board of India (established under the DPDP Act) and affected persons in the event of a breach; and (iv) erase personal data upon the data principal withdrawing their consent or as soon as it is reasonable to assume that the specified purpose is no longer being served, whichever is earlier.

The Ministry of Electronics and Information Technology has drafted the Digital Personal Data Protection Rules, 2025 ("**DPDP Rules**") and placed the same in public for comments. The draft DPDP Rules details the various implementation aspects of the DPDP Act such as the notice by the data fiduciary to the individuals, registration and obligations of consent manager, processing of personal data for issuance of subsidy, benefit, service etc. by State, applicability of reasonable security safeguards, intimation of personal data breach, providing details about availing of rights by the individuals, processing of personal data of child or of person with disability, setting up of the data protection board, appointment and service conditions of the chairperson and other members of the board, functioning of board as digital office, procedure to appeal to appellate tribunal among others. The DPDP Rules are not in force yet.

Priority Sector Lending Classification

Pursuant to its 'Statement on Developmental and Regulatory Policies' and notification dated April 7, 2021, the RBI with a view to ensure continued availability of credit to specified sectors to aid faster economic recovery, decided to extend the priority sector lending ("**PSL**") classification for lending by banks to NBFCs for on-lending by six months i.e. up to September 30, 2021. Previously, the PSL classification, allowing banks to classify lending to NBFCs for on-lending to agriculture/MSME/housing/water and sanitation as PSL, was permitted till March 31, 2021. Considering the increased traction observed in delivering credit to underserved/unserved segments of the economy, the facility was extended till March 31, 2022 vide RBI circular dated October 8, 2021. To ensure continuation of the synergies that had been developed between banks and NBFCs in delivering credit to the specified priority sectors, the facility has been allowed on an on-going basis pursuant to RBI circular dated May 13, 2022.

2. Restriction in Foreign Ownership applicable to our Company

The Consolidated FDI Policy Circular of 2020 (No. 5(2)/2020) dated October 15, 2020, as amended ("FDI Circular") issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ("DPIIT")

Foreign investment in NBFCs, carrying on activities approved for FDI, is subject to the conditions specified in Paragraph 5.2.26 of the FDI Circular. Pursuant to these norms, FDI of up to 100% is permitted under the automatic route in our Company. This sector is also subject to minimum capitalization norms as prescribed by the RBI or other government agencies from time to time.

3. Intellectual Property Laws

Certain laws relating to intellectual property rights such as the Trade Marks Act, 1999 and the Copyright Act, 1957, are applicable to us.

Trade Marks Act, 1999 ("Trade Marks Act")

The Trade Marks Act provides for the application and registration of trademarks in India. The purpose of the Trade Marks Act is to register trademarks applied for in India and to provide for better protection of trademark for goods and services and also to prevent use of fraudulent marks. Application for the registration of trademarks has to be made to Trade Marks registry by any person or persons claiming to be the proprietor of a trade mark, whether individually or as joint applicants, and can be made on the basis of either actual use or intention to use a trademark in the future. The Trade Marks Act prohibits any registration of trademarks which are identical/similar to other trademarks or commonly used name of chemical compound among others. It also provides for penalties for falsifying and falsely applying trademarks and using them to cause confusion among the public. The Trade Marks Act provides for civil remedies and criminal liabilities in the event of infringement of registered trademarks or for passing off, including injunction, damages, account of profits or delivery-up of infringing labels and marks for destruction or erasure.

Copyright Act, 1957 ("Copyright Act")

The Copyright Act serves to create property rights for certain kinds of intellectual property, generally called works of authorship. The intellectual property protected under the Copyright Act includes copyrights subsisting in artistic works, original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings, including computer programs, tables and compilations including computer databases. While copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work, registration under the Copyright Act acts as prima facie evidence of the particulars entered therein and may help expedite infringement proceedings and reduce delay caused due to evidentiary considerations. Upon registration, the copyright protection for a work exists for a period of 60 years following the demise of the author. Reproduction of a copyrighted work for sale or hire and issuing of copies to the public, among others, without consent of the owner of the copyright are acts which expressly amount to an infringement of copyright.

4. Employee related legislations

In addition to the aforementioned material legislations which are applicable to our Company, other labour related legislations that may be applicable to the operations of our Company include:

- Contract Labour (Regulation and Abolition) Act, 1970;
- Payment of Wages Act, 1936;
- Payment of Bonus Act, 1965;
- Employees' State Insurance Act, 1948;

- Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- Equal Remuneration Act, 1976;
- Payment of Gratuity Act, 1972;
- Minimum Wages Act, 1948;
- Employee's Compensation Act, 1923;
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act and Rules, 2013
- Apprentices Act, 1961;
- Employee's Compensation Act, 1923;
- The Maternity Benefit Act, 1961; and
- Industrial Employment (Standing Orders) Act, 1946.

In order to rationalize and reform labour laws in India, the Government of India has notified four labour codes which are yet to come into force as on the date of this Updated Draft Red Herring Prospectus – I, namely, (i) the Code on Wages, 2019, which received the assent of the President of India on August 8, 2019, and will repeal the Payment of Bonus Act, 1965, Minimum Wages Act, 1948, Equal Remuneration Act, 1976, and the Payment of Wages Act, 1936, (ii) the Industrial Relations Code, 2020, which received the assent of the President of India on September 28, 2020, and will repeal the Trade Unions Act, 1926, Industrial Employment (Standing Orders) Act, 1946 and Industrial Disputes Act, 1947, (iii) the Code on Social Security, 2020, which received the assent of the President of India on September 28, 2020, and will repeal certain enactments including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Maternity Benefit Act, 1961, Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, and the Payment of Gratuity Act, 1972, and (iv) the Occupational Safety, Health and Working Conditions Code, 2020, which received the assent of the President of India on September 28, 2020 and will repeal certain enactments including the Factories Act, Motor Transport Workers Act, 1961, The Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979, the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996, and the Contract Labour (Regulation and Abolition) Act, 1970.

Certain portions of the Code on Wages, 2019 and Code on Social Security, 2020, have come into force upon notification dated December 18, 2020 and May 3, 2023, respectively, by the Ministry of Labour and Employment. The remaining provisions of these codes shall become effective as and when notified by the Government of India.

5. Taxation Laws

In addition to the aforementioned material legislations which are applicable to our Company, some of the tax legislations that may be applicable to the operations of our Company include:

- Income-tax Act, 1961, the Income-tax Rules, 1962, as amended by the Finance Act in respective years;
- Central Goods and Services Tax Act, 2017, the Central Goods and Services Tax Rules, 2017, and various state-wise legislations made thereunder;
- The Integrated Goods and Services Tax Act, 2017, and rules thereof; and
- Professional tax-related state-wise legislations.

6. SEBI Regulations

SEBI Regulations

From time to time, our Company will be required to comply with various regulations notified by the SEBI including the SEBI Act, SCRA, SEBI Listing Regulations, SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI (Prohibition of Fraudulent and Unfair Trade Practices) Regulations, 2003, SEBI ICDR Regulations, SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, to the extent applicable. Set out below is a summary of these regulations:

(i) Securities and Exchange Board of India Act, 1992 ("**SEBI Act**")

SEBI Act establishes SEBI as the principal regulatory authority overseeing India's securities markets. It confers comprehensive powers upon SEBI to regulate all facets of securities markets, including issuance, listing, and trading activities. The SEBI Act authorizes SEBI to safeguard investor interests, maintain market integrity, and foster market development through regulations, circulars, and guidelines. Furthermore, it empowers SEBI to conduct investigations into potential violations, impose administrative and monetary sanctions, and pursue enforcement actions against non-compliant market participants.

(ii) Securities Contracts (Regulation) Act, 1956 ("**SCRA**")

SCRA regulates securities transactions and establishes the legal infrastructure for stock exchanges within India. It comprehensively defines securities and financial instruments while governing listing requirements and prohibiting unauthorized trading. The SCRA establishes parameters for recognition of exchanges and empowers the central government and SEBI to implement measures for intervention when necessary to protect investor interests or preserve market stability. It also provides the statutory basis for regulation of derivatives and other complex financial instruments.

(iii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**")

SEBI Listing Regulations delineate ongoing compliance obligations and disclosure requirements for companies with listed securities. It establishes requirements for financial disclosures, corporate governance standards, investor grievance mechanisms, and timely reporting of material events. The SEBI Listing Regulations mandates specific committee compositions, independent director requirements, and related party transaction approvals. It prescribes formats and timelines for periodic submissions to exchanges and requires the appointment of qualified compliance officers to ensure adherence to regulatory requirements.

(iv) SEBI (Prohibition of Insider Trading) Regulations, 2015 ("**SEBI PIT Regulations**")

SEBI PIT Regulations *inter alia* prohibits trading in securities while in possession of unpublished price-sensitive information ("**UPSI**"). It deals with insider trading offenses, establishes trading restrictions for designated persons, and mandates disclosure requirements for promoters, directors, and key management personnel of a company. It requires companies to formulate a code of conduct, implement trading plans for insiders, and establish mechanisms for identifying and protecting UPSI. The SEBI PIT Regulations further prescribe structured digital databases to track UPSI recipients and specify procedures for legitimate communications with stakeholders.

(v) SEBI (Prohibition of Fraudulent and Unfair Trade Practices) Regulations, 2003 ("**SEBI PFUTP Regulations**")

SEBI PFUTP Regulations *inter alia* prohibits manipulative, fraudulent, and unfair practices in connection with securities markets. It defines various categories of prohibited activities including market manipulation, price rigging, misleading statements, and artificial transactions designed to create false market impressions. The SEBI PFUTP Regulations empowers SEBI to investigate suspected violations, issue cease-and-desist orders, and impose monetary penalties and market access restrictions. It also establishes the basis for disgorgement of ill-gotten gains and provide for restitution to affected investors harmed by fraudulent practices.

(vi) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**")

SEBI ICDR Regulations regulates the issuance of capital and disclosure requirements for companies raising funds through various channels including, inter alia, initial public offer, further public offer, rights issue and qualified institutional placement. It sets out the guidelines and frameworks that companies must follow to issue securities to the public. It also outlines the disclosure requirements pertaining to all material information, risks, and details about the financial health of the company.

(vii) SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI SBEB Regulations**")

SEBI SBEB Regulations governs the share-based employee benefit schemes of equity listed companies. It is applicable to an equity listed company that seeks to issue sweat equity shares or has a scheme: (i) for direct or indirect benefit of employees; (ii) involving dealing in or subscribing to or purchasing securities of the company, directly or indirectly; and (iii) satisfying, directly or indirectly, any one of the following conditions: the scheme is set up by the company or any other company in its group; the scheme is funded or guaranteed by the company or any other company in its group; and the scheme is controlled or managed by the company or any other company in its group.

(viii) SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("**SEBI NCS Regulations**")

SEBI NCS Regulations govern the issuance and listing of non-convertible securities on a recognised stock exchange in

India. It provides for inter alia eligibility criteria for issuers, private placement rules, disclosure requirements in offer document and due diligence that is required to be undertaken by trustees for issuing and listing of non-convertible securities. SEBI NCS Regulations aim to ensure transparency, investor protection, and market efficiency in the listing and issuance of non-convertible securities.

7. Other Indian laws

In addition to the above, we are also governed by the provisions of the Companies Act, 2013 and rules framed thereunder, the Contract Act, 1872, FEMA, and other applicable laws and regulations imposed by the Central Government and State Governments and other authorities for our day-to-day business.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as 'Primal Investments & Finance Limited' as a public limited company under the Companies Act, 1956, pursuant to the certificate of incorporation dated March 8, 1991, issued by the Additional Registrar of Companies, Maharashtra at Bombay and commenced its operations pursuant to a certificate for commencement of business dated April 1, 1991, issued by the Additional Registrar of Companies, Maharashtra at Bombay. Subsequently, the name of our Company was changed to 'Tata Capital Limited' for the purposes of brand visibility and a fresh certificate of incorporation consequent to name change dated May 8, 2007 was issued by the RoC. Further, pursuant to the schemes of amalgamation between (i) our Company and our erstwhile wholly owned subsidiaries, namely, TICL and ICML, becoming effective from May 16, 2016, and (ii) our Company, our erstwhile wholly owned subsidiary, namely, TCFSL and our erstwhile subsidiary, namely, TCCL, becoming effective from January 1, 2024, these subsidiaries were merged with our Company. Separately, pursuant to a scheme of arrangement between our Company and our wholly owned subsidiary, namely, TCFSL, becoming effective from March 27, 2012, our Company transferred its NBFC business to TCFSL. Furthermore, pursuant to a scheme of arrangement between our Company and TMFL becoming effective from May 8, 2025, with appointed date being April 1, 2024, the business of TMFL has been transferred to our Company.

The RBI has granted a certificate of registration dated August 2, 2024 to our Company for operating as NBFC – investment and credit company to carry on the business of a non-banking financial institution without accepting public deposits. For further details, see "*Government and Other Approvals*" beginning on page 657.

Changes in the Registered Office

Except as disclosed below, there has been no change in the registered office of our Company since the date of incorporation:

Effective date of change	Details of change in the registered office	Reason for change in the registered office
October 10, 1996	The registered office of our Company was changed from 141, Maker Chambers III, Nariman Point, Mumbai 400 021, Maharashtra, India to Ewart House, 3rd Floor, Homi Mody Street, Mumbai 400 001, Maharashtra, India	Operating convenience
March 31, 2008	The registered office of our Company was changed from Ewart House, 3rd Floor, Homi Mody Street, Mumbai 400 001, Maharashtra, India to One Forbes, Dr. V B Gandhi Marg, Fort, Mumbai 400 001, Maharashtra, India	Operating convenience
April 1, 2018	The registered office of our Company was changed from One Forbes, Dr. V B Gandhi Marg, Fort, Mumbai 400 001, Maharashtra, India to 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013, Maharashtra, India	Operating convenience

Main objects of our Company

"1. To carry on the business of a leasing company, hire purchase company and finance company and to undertake and or arrange or syndicate all types of business relating to financing of consumers, individuals, industry or corporates, for all kinds of vehicles, aircrafts, ships, machinery, plants, two-wheelers, tractors and other farm equipments, consumer durables, equipment, renewable energy equipment/infrastructure, construction equipment, housing equipment, capital equipment, office equipment, their spares and components, real estate, infrastructure work or activity, including used/refurbished products, as also services of every kind and description, computers, storage tanks, toll roads, communication satellites, communication lines, factories, rolling stock, moveable and immoveable property, to engage in all forms of securitisation, installment sale and/or deferred sale relating to goods or materials, to purchase the book debts and receivables of companies and to lend or give credit against the same, to undertake real estate business, to borrow, to transact business as promoters, financiers, monetary agents, to carry out the business of a company established with the object of financing industrial enterprises and to arrange or provide financial and other facilities independently or in association with any person, Government, Financial Institutions, Banks, Industrial Companies or any other agency, in the form of lending or advancing money by way of loan, working capital finance, refinance, project finance or in any other form, whether with or without security, to institutions, bodies corporate, firms, associations, societies, trusts, authorities, industrial enterprises and to arrange or provide facilities for the purposes of infrastructure development work or for providing infrastructure facilities or engaging in activities and to raise and provide venture capital and promote or finance the promotion of joint stock companies, to invest in, to underwrite, to manage the issue of, and to trade in their shares or other securities.

2. To promote the formation and mobilization of capital, to manage capital, savings and investment, to act as a discount and acceptance house and purchase, finance, re-finance, co-accept, discount and re-discount bills of exchange(s) or any other kind of trade or financial bills or credit instruments, to act as or carry on the business of consultants, advisers, managers, experts and technical collaborators in matters pertaining to, without prejudice to the generality of the foregoing, portfolio management services, syndication of loans, counselling and tie-up for project and working capital, finance, syndication of financial arrangements whether in domestic or international markets, mergers and amalgamations, asset reconstruction or recovery, wealth management, infrastructure finance, corporate re-structuring, corporate planning & strategic planning, foreign *currency lending or borrowing, project planning and feasibility, investment counselling, setting up of joint ventures, finances, management, marketing of financial and money market instruments and products, prospecting and projecting of businesses and valuation of undertakings, business concerns, assets, concessions, properties or rights or any other business area and to employ experts for any of these purposes and to promote or act as Investment Bankers, Merchant Bankers, Portfolio Investment Managers, Lead Managers or Co-Managers, Market Makers, Book Runners and further perform any other kind of role as an Intermediary or Advisor in the Securities Market.*

3. To render services as brokers, commission agents, importers and exporters, and to act as trustees, executors, administrators, managers, agents or attorney, to carry on the business of retail and institutional distribution of the schemes of the Mutual Funds or any other financial products issued by Banks, Mutual Funds or any financial intermediary, to contract for, and negotiate and issue and participate in funding any public and private loans and advances, underwriting contracts, mortgages, equity participation, cash credits, overdrafts and other financial facilities.

3A. To act as money changers, brokers, dealers, agents, buyers and sellers of all foreign exchange in the form of currencies, travellers' cheques, cards (pre-paid, credit or debit), bonds, notes instruments, papers, documents, subject to the approval of the Reserve Bank of India and other competent authorities, wherever necessary; to take positions, hold and trade on the movement of foreign currencies on behalf of customers or otherwise, to hold, operate and transact in foreign currencies and/or exchange by maintaining foreign currency bank accounts or otherwise, and to issue or act as agents for travellers' cheques, cards (pre-paid, credit or debit), phone cards and all instruments in any currency, subject to all rules, regulations and approvals as may be necessary and to deal in documents related to import or export trade, payables or receivables or securities either within or outside India; to engage in the foreign exchange money changing business, money transfer services in foreign exchange, either in the form of foreign currency notes / coins or travellers' cheques, cards (pre-paid, credit or debit) or any other negotiable instruments to or from India or abroad; to deal in currency or exchange options, swaps, futures, in foreign or Indian currencies in direct or derivative forms in India or abroad on the Company's own behalf or on behalf of its clients; to manage, acquire, hold, exchange, dispose of monies, foreign exchange, investments, funds, pools relating to and/or emanating from India or elsewhere on its own behalf or on behalf of its clients, customers, dealers, brokers, agents, trusts, funds, Government or other bodies; to do the business of broking in exchange, currencies.

3B. To set-up, promote and/or acquire company or companies for the purpose of carrying on the business of asset management and/or investment management for mutual funds, including offshore mutual funds, investment pools and other persons or bodies of persons, whether incorporated or not, and activities related thereto and to act as sponsor or co-sponsors and to undertake financial and commercial obligations required to constitute and / or settle any trust or any other undertaking in order to establish any mutual fund or trust in and / or outside India, subject to the requisite approvals of the concerned Statutory Authorities, with a view to issue units, stocks, securities, certificates or other documents, based on or representing any or all assets appropriated for the purposes of any such trust or any other investment vehicle and to hold or dispose of any such units, stocks, securities, certificates or other documents to settle and regulate any such trust or any other investment vehicle."

The main objects as contained in our MoA enable our Company to carry on the business presently being carried out and proposed to be carried out.

Amendments to our MoA in the last 10 years

The amendments to our MoA in the last 10 years are set out below:

Date of Shareholders' resolution	Details of the amendments
September 15, 2023	Clause V of the MoA was substituted to reflect increase in authorised share capital of the company from ₹80,000,000,000 divided into 4,750,000,000 Equity Shares of ₹10 each and 32,500,000 preference shares of ₹1,000 each to ₹140,000,000,000 divided into 7,750,000,000 Equity Shares of ₹10 each, 32,500,000 preference shares of ₹1,000 each and 3,000,000,000 preference shares of ₹10 each pursuant to scheme of arrangement for amalgamation of TCFSL and TCCL with our Company.
March 3, 2025	Clause III of the MoA was amended to merge Clause III C – 'Other Objects' with Clause III B - 'Objects incidental or ancillary to the attainment of the Main Objects' and to rename the Clause III B as 'Matters which are necessary for furtherance of the Main Objects'.

Major events and milestones of our Company

The table below sets forth the major events and milestones in the history of our Company:

Calendar Year	Particulars
2007	Our Company's name was changed from 'Primal Investments & Finance Limited' to 'Tata Capital Limited'
2008	Forayed into the home loan business through incorporation of our Material Subsidiary, TCHFL
2009	Launched our private equity business
2010	Incorporation of our erstwhile wholly owned subsidiary, TCFSL, to house the NBFC business
2012	Our Company reorganized as a core investment company and transferred its NBFC business to TCFSL
2013	Launched cleantech finance business under TCCL

Calendar Year	Particulars
2017	Our Company crossed the ₹50,000 crores mark in terms of its loan book size
2018	Our Company was accredited with credit rating CRISIL AAA/Stable assigned to its non-convertible debentures, upgraded from CRISIL AA+/Stable
2022	Our Company crossed the ₹100,000 crores mark in terms of its loan book size
2024	TCFSL and TCCL merged into our Company and our Company surrendered its core investment company license and procured license as NBFC-ND-SI from RBI
	S&P Global Ratings affirmed its 'BBB-' long-term and 'A-3' short-term issuer credit ratings issued to our Company
2025	TMFL merged into our Company pursuant to the TMFL Scheme of Arrangement
	Our Company crossed the ₹200,000 crores mark in terms of its loan book size

Awards, accreditations, and accolades received by our Company

The table below sets forth key awards, accreditations and accolades received by our Company:

Calendar Year	Particulars
2025	Recognized as one of the 'Best BFSI Brands - 2025' by ET Edge
	Recipient of the 'Best Innovations in Digital Customer Experience' and 'Best Gen AI Innovator in Digital Lending' at the Bharat BFSI Leadership Summit & Awards 2025
	Awarded 'Organisation of the Year in Clean Energy Financing' at the Green Finance Excellence Awards 2025
	Presented with the 'Best Practices "Green Switch and JalAadhar"' at the Ethics and TAAP Summit 2025
2024	Secured the 'Global Sustainability Award' in the 'Platinum Category' at the EEF's 14th Annual Global Sustainability Awards 2024
	Recognized as 'Great Place to Work for 2024' by Great Place to Work
	Winner of the 'Best Innovation in Digital Lending' at 6th edition of ETBFSI Exceller Awards 2024
	Recipient of the 'Gold category' award at the 9th Business World People HR Excellence Summit and Awards 2024
	Tata Capital Growth Fund awarded 'MidMarket PE Investor of the Year 2024' by Venture Intelligence-Awards for Private Equity Excellence
	Awarded the 'Clean Energy Financing Award: Other Financing Channels' at the 4th Green Urja & Energy Efficiency Awards, 2024
2023	Recipient of the 'Outstanding Financial Institution for Green Financing' award at the Indian Green Energy Awards
	Winner of the 'Golden Peacock Award for Risk Management' at the Golden Peacock Awards
	Recipient of the 'Digital Servicing for Customer Experience Enhancement (Retail Mobile App & Website)' and 'Digital Loan Against Securities (Shares/Mutual Funds)' award at the CII Digital Transformation Awards 2023
	Winner in the category of 'Best Product/Service Innovation' at the ASSOCHAM 18th Annual Summit & Awards 2023 on Banking & Financial Sector Lending Companies
	Winner of the 'Best NBFC in Innovation' award at the BT – Best Banks & NBFCs Awards 2022-2023
	Recipient of the 'Asset Finance Company of the Year' award at the 2nd Annual NBFC and Fintech Excellence Awards 2023.
	Winner of the 'Masters of Risk – NBFC' in the large cap sector at the CNBC-TV 18 India Risk Management Awards
	Recipient of the 'Best Investment Management NBFC of the Year'; 'Most Innovative Product of the Year' and 'Best CX Company of the Year' awards at the Bharat Insurance & Fintech Awards2023

Time or cost over-runs

As on the date of this Updated Draft Red Herring Prospectus – I, there have been no time or cost over-runs in respect of our business operations.

Defaults or re-scheduling/ restructuring of borrowings with financial institutions/banks

As on the date of this Updated Draft Red Herring Prospectus – I, there have been no defaults or re-scheduling/ re-structuring in relation to borrowings availed by our Company from any financial institutions or banks.

Significant financial and/ or strategic partners

As on the date of this Updated Draft Red Herring Prospectus – I, our Company does not have any significant financial or strategic partners.

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/ facility creation or location of plants

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, see "*Our Business*" and "*- Major events and milestones of our Company*" on pages 299 and 362, respectively.

Agreements with Key Managerial Personnel, members of the Senior Management, Director or any other employee of our Company

As on the date of this Updated Draft Red Herring Prospectus – I, there are no agreements entered into by a Key Managerial Personnel, members of the Senior Management or Director or any other employee of our Company, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamations or any revaluation of assets, in the last 10 years

Except as disclosed below, there has been no material acquisition or divestment of any business or undertaking, merger, amalgamation or revaluation of assets in the last 10 years:

Scheme of amalgamation between Tata Infrastructure Capital Limited ("TICL"), India Collections Management Limited ("ICML", together with TICL, the "Transferor Companies"), our Company and the respective shareholders and creditors of the Transferor Companies and our Company, as sanctioned by the Madras High Court and the Bombay High Court by way of their orders dated March 21, 2016, and April 22, 2016, respectively ("Scheme of Amalgamation")

The Madras High Court, by way of its order dated March 21, 2016, sanctioned a scheme of amalgamation between our Company and TICL under Sections 391 to 394 of the Companies Act, 1956, and other applicable provisions of the Companies Act, 2013. Further, the Bombay High Court, by way of its order dated April 22, 2016, sanctioned a scheme of amalgamation between our Company and ICML under Sections 391 to 394 of the Companies Act, 1956, and other applicable provisions of the Companies Act, 2013 and as amended.

The Transferor Companies were wholly owned subsidiaries of our Company. The rationale of the Scheme of Amalgamation was that the Transferor Companies had not commenced any business activities and there were no future plans to commence any business operations and therefore the proposed amalgamation of the Transferor Companies with our Company would achieve management efficiency and would help in reducing the administrative cost by eliminating the non-operational subsidiaries of our Company.

The Scheme of Amalgamation provided for the dissolution without winding up and subsequent amalgamation of the Transferor Companies along with their respective undertakings with our Company, as a going concern, together with all the properties, assets, rights, liabilities, benefits and interest therein. Since the Transferor Companies were wholly owned subsidiaries of our Company, no consideration was paid to the equity shareholders of the Transferor Companies by our Company for the Scheme of Amalgamation. The Scheme of Amalgamation became effective from May 16, 2016 ("**Effective Date**").

Post the Effective Date, all the employees of the Transferor Companies became employees of our Company. Further, all legal proceedings of whatsoever nature by or against Transferor Companies pending and/ or arising prior to the Effective Date, was transferred to our Company. A valuation report has not been obtained in relation to this Scheme of Amalgamation as the same was not required.

Scheme of arrangement between Tata Capital Financial Services Limited ("TCFSL"), Tata Cleantech Capital Limited ("TCCL", together with TCFSL, the "Transferor Companies"), our Company and the respective shareholders of the Transferor Companies and our Company, as sanctioned by the National Company Law Tribunal, Mumbai Bench by way of its order dated November 24, 2023 ("Scheme of Arrangement")

Our Company and the Transferor Companies had filed an application dated July 13, 2023 before the NCLT praying for, amongst other things, the sanction of a scheme of arrangement under Sections 230 to 232, read with Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 which was sanctioned by the NCLT, by way of its order dated November 24, 2023.

TCFSL was a wholly owned subsidiary of our Company and TCCL was set up by our Company and International Finance Corporation, with equity shareholding in the ratio of 80.50:19.50. The primary rationale for the Scheme of Arrangement was to consolidate the businesses of the Transferor Companies with our Company in order to create a larger unified entity, achieve optimal and efficient utilization of capital, achieve simplified organizational structure, improve operational and management efficiencies, streamline business operations and decision-making process and enable greater economies of scale, etc.

As per the Scheme of Arrangement, the Transferor Companies along with their respective undertakings were merged with and vested in our Company, as a going concern, together with all the properties, assets, rights, liabilities, benefits and interest therein. In consideration of the Scheme of Arrangement, our Company issued and allotted to the equity shareholders of TCCL (except for shares that were already held by our Company which stood extinguished), four fully paid-up equity shares of face value of ₹10 of our Company for every five fully paid- up Equity Shares of face value of ₹10 each held by the equity shareholders of TCCL. Since TCFSL was a wholly owned subsidiary of our Company, no consideration was paid to the equity shareholders of TCFSL by our Company for the Scheme of Arrangement. The Scheme of Arrangement became effective from

January 1, 2024 ("**Effective Date**").

Post the Effective Date, all the employees of the Transferor Companies became employees of our Company. Further, all legal proceedings of whatsoever nature by or against the Transferor Companies pending and/ or arising prior to the Effective Date, were transferred to our Company.

Scheme of arrangement between Tata Motors Finance Limited (formerly known as Tata Motors Finance Solutions Limited) ("TMFL" or "Amalgamating Company"), our Company and the respective shareholders of TMFL and our Company, as sanctioned by the National Company Law Tribunal, Mumbai Bench by way of its order dated May 1, 2025 ("TMFL Scheme of Arrangement")

Our Company and the Amalgamating Company had filed an application dated October 3, 2024 before the NCLT praying for, amongst other things, the sanction of a scheme of arrangement under Sections 230 to 232, read with Sections 52 and 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, which was sanctioned by the NCLT by way of its order dated May 1, 2025.

TMFL was an NBFC operating as a NBFC - ICC involved in the business of (a) granting loans and facilities for, *inter-alia*, financing the purchase of (i) new vehicles manufactured by Tata Motors Limited and its group companies and (ii) pre-owned vehicles including refinancing loans where TMFL provided funding against pre-owned commercial vehicles; and (b) granting of loans and advances largely to transporters, dealers and vendors of Tata Motors Limited including the provision of working capital facilities, invoice discounting facilities and factoring facilities. The primary rationale for the Scheme of Arrangement was to consolidate businesses in order to simplify, scale and synergize the businesses.

As per the TMFL Scheme of Arrangement, the Amalgamating Company along with its undertakings has been amalgamated into our Company, as a going concern. In consideration of the TMFL Scheme of Arrangement, our Company issued and allotted to the equity shareholders of TMFL, 37 fully paid-up equity shares of face value of ₹10 each of our Company for every 100 fully paid- up equity shares of face value of ₹100 each held by the equity shareholders of TMFL. Pursuant to receipt of approval from the NCLT and filing of the NCLT order with the RoC, the TMFL Scheme of Arrangement has become effective from May 8, 2025, with appointed date being April 1, 2024.

Pursuant to the Scheme of Amalgamation, all the liabilities, reserves, all secured and unsecured debts, (whether in Rupees or in foreign currency), loans (whether in Rupees or in foreign currency), duties, losses and obligations of the Amalgamating Company were vested in our Company, to the extent they were outstanding on the effective date.

Further, all the employees of the Amalgamating Company have become employees of our Company and all legal proceedings of whatsoever nature by or against the Amalgamating Company pending and/ or arising prior to the effective date, have been transferred to our Company.

For further details*, see "Our Merger with Tata Motors Finance Limited"* on page 328.

Shareholders' agreements and other agreements

As on the date of this Updated Draft Red Herring Prospectus – I, there are no subsisting arrangements or agreements, deeds of assignment acquisition agreements, shareholders' agreements, inter-se agreements, agreements between our Company and our Shareholders, agreements of like nature and clauses/covenants which are material to our Company.

Key terms of other subsisting material agreements

Except as disclosed in " - *Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamations or any revaluation of assets, in the last 10 years*" on page 364 and as disclosed below, our Company has not entered into any other material agreements, arrangements, clauses, covenants, which are material, and which are required to be disclosed and which are subsisting other than in the ordinary course of business of our Company as on the date of this Updated Draft Red Herring Prospectus – I. Further, there are no clauses or covenants which are adverse or pre-judicial to the interest of the minority/public shareholders or the non-disclosure of which may have a bearing on the investment decision of the investors.

Furthermore, as on the date of this Updated Draft Red Herring Prospectus – I, except as entered in the normal course of business, there are no agreements entered into by the Shareholders, Promoter, Promoter Group, Related Parties, Directors, Key Managerial Personnel, employees of our Company or of our Promoter, Subsidiaries or Associates, among themselves or with our Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of our Company or impose any restriction or create any liability upon our Company.

Tata brand equity and business promotion agreement dated March 14, 2024 entered into by and amongst our Company and Tata Sons Private Limited (the "Tata Brand Agreement")

Our Company has been granted a non-exclusive, revocable and non-assignable subscription for the use of the "Tata" brand from our Promoter, Tata Sons Private Limited pursuant to the Tata Brand Agreement, effective from April 1, 2023, in supersession of the previous arrangement in this regard. The Tata Brand Agreement has been entered into pursuant to the 'Tata Brand Equity & Business Promotion Scheme' of Tata Sons Private Limited, with the objective of, *inter alia*, systematically developing, promoting and enhancing the goodwill and brand awareness attached to the 'Tata' brand, thereby providing the collective strength of the brand to the businesses of individual entities forming part of the Tata group. Under the Tata Brand Agreement, our Company is required to pay an annual subscription fee, *inter alia*, of 0.25% of our annual net revenue to Tata Sons Private Limited.

The Tata Brand Agreement may be terminated by written agreement between the parties, or by Tata Sons Private Limited on six months' notice in writing for reasons to be recorded, or by Tata Sons Private Limited upon breach by our Company where our Company fails to rectify such breach within 30 days of receiving written notification of such breach from Tata Sons Private Limited. Further, Tata Sons Private Limited has the right to terminate the Tata Brand Agreement with immediate effect, on certain grounds such as (a) failure to pay the subscription fee as required under the Tata Brand Agreement; (b) inability of our Company to secure and maintain necessary operating licenses from the government; or (c) inability of our Company to secure and maintain necessary consents from our Shareholders to undertake the business for which the subscription is granted.

For details, see "*Risk Factors - We rely on the strength of the "Tata" brand, which we use pursuant to licensing arrangements with our Promoter, Tata Sons Private Limited. Any improper use of the associated trademarks by the licensor or any other third parties, or any negative publicity affecting the brand, could materially and adversely affect our business, financial condition and results of operations*" on page 57.

Holding company

As on the date of this Updated Draft Red Herring Prospectus – I, our Promoter is our holding company. For details of our holding company, see "*Our Promoter and Promoter Group*" beginning on page 394.

Guarantees given by the Promoter

Our Promoter, who is also the Promoter Selling Shareholder, has not provided corporate guarantees to third parties with respect to our Company as on the date of this Updated Draft Red Herring Prospectus – I.

For further details, see "*Our Promoter and Promoter Group*" beginning on page 394.

Our Subsidiaries, Associates and Joint Ventures

As on the date of this Updated Draft Red Herring Prospectus – I, our Company has nine subsidiaries as per the Companies Act, 2013, out of which one is a foreign subsidiary and six are foreign step-down subsidiaries. Further, we operate our domestic PE business through six of our subsidiaries, namely, Tata Capital Growth Fund I, Tata Capital Growth Fund II, Tata Capital Healthcare Fund I, Tata Capital Healthcare Fund II, Tata Capital Innovation Fund and Tata Capital Special Situations Fund. These subsidiaries are treated as subsidiaries, as applicable, in the Restated Consolidated Financial Information pursuant to the requirements under the IndAS and appear as subsidiary(ies) in the Restated Consolidated Financial Information. However, these entities have not been identified as subsidiaries in this Updated Draft Red Herring Prospectus – I since they do not meet the requirements of a 'subsidiary' in terms of the Companies Act, 2013.

Our Company has 18 associates as on date of this Updated Draft Red Herring Prospectus – I. Our Company does not have any joint ventures as on date of this Updated Draft Red Herring Prospectus – I.

Our Subsidiaries

Our Indian Subsidiaries

1. **Tata Capital Housing Finance Limited ("TCHFL")**

Corporate Information

TCHFL was incorporated as a public limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated October 15, 2008, with the Registrar of Companies, Maharashtra at Mumbai and received its certificate for commencement of business on November 10, 2008. Its registered office is located at 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013, Maharashtra, India. Its corporate identification number is U67190MH2008PLC187552.

Nature of Business

TCHFL is engaged in the business of housing finance as authorized under the objects clause of its memorandum of association.

Capital Structure

The capital structure of TCHFL, as on the date of this Updated Draft Red Herring Prospectus – I, is as follows:

Particulars	Amount (in ₹)
Authorised capital	
2,500,000,000 equity shares of face value of ₹10 each	25,000,000,000
Issued, subscribed and paid-up capital	
608,816,574 equity shares of face value of ₹10 each	6,088,165,740

Shareholding Pattern

The shareholding pattern of TCHFL, as on the date of this Updated Draft Red Herring Prospectus – I, is as follows:

Sr. No.	Name of the shareholder	Number of equity shares of ₹10 each	Percentage of total equity holding on a fully diluted basis (%)
1.	Tata Capital Limited	608,816,568	100.0
2.	Tata Capital Limited jointly with Mr. Rajiv Sabharwal	1	
3.	Tata Capital Limited jointly with Mr. Sarosh Amaria	1	
4.	Tata Capital Limited jointly with Mr. Kiran Joshi	1	
5.	Tata Capital Limited jointly with Mr. Avijit Bhattacharya	1	
6.	Tata Capital Limited jointly with Mr. Rakesh Bhatia	1	
7.	Tata Capital Limited jointly with Mr. Mahadeo Raikar	1	
Total		**608,816,574**	**100.0**

2. **Tata Securities Limited** ("**Tata Securities**")

Corporate Information

Tata Securities was originally incorporated as a public limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated September 7, 1994, with the Registrar of Companies, Maharashtra at Mumbai. Its registered office is located at 11th floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013, Maharashtra, India. Its corporate identification number is U67120MH1994PLC080918.

Nature of Business

Tata Securities is engaged in the business of distribution of mutual funds and other financial products as authorized under the objects clause of its memorandum of association.

Capital Structure

The capital structure of Tata Securities, as on the date of this Updated Draft Red Herring Prospectus – I, is as follows:

Particulars	Amount (in ₹)
Authorised capital	
101,000,000 equity shares of face value of ₹10 each	1,010,000,000
Issued, subscribed and paid-up capital	
28,110,916 equity shares of face value of ₹10 each	281,109,160

Shareholding Pattern

The shareholding pattern of Tata Securities, as on the date of this Updated Draft Red Herring Prospectus – I, is as follows:

Sr. No.	Name of the shareholder	Number of equity shares of ₹10 each	Percentage of total equity holding on a fully diluted basis (%)
1.	Tata Capital Limited	28,110,907	100.0
2.	Tata Capital Limited jointly with Mr. F N Subedar	1	
3.	Tata Capital Limited jointly with Mr. Avijit Bhattacharya	1	
4.	Tata Capital Limited jointly with Mr. Rajiv Sabharwal	1	
5.	Tata Capital Limited jointly with Mr. Rakesh Bhatia	1	
6.	Tata Capital Limited jointly with Mr. Kiran Joshi	1	
7.	Tata Capital Limited jointly with Ms. Sarita Kamath	1	
8.	Tata Capital Limited jointly with Ms. Abonty Banerjee	1	

Sr. No.	Name of the shareholder	Number of equity shares of ₹10 each	Percentage of total equity holding on a fully diluted basis (%)
9.	Tata Capital Limited jointly with Mr. Vivek D'Souza	1	
10.	Tata Capital Limited jointly with Mr. Rakesh Dhanuka	1	
Total		**28,110,916**	**100.0**

Our foreign subsidiary

1. Tata Capital Pte. Ltd. ("TCPL")

Corporate information

TCPL was incorporated on April 25, 2008, as a private limited company limited by shares in Singapore under the Singapore Companies Act, 1967, pursuant to a certificate of incorporation dated April 25, 2008, issued by the Accounting and Corporate Regulatory Authority (ACRA). TCPL's Unique Entity Number is 200808106W and its registered office is situated at 72 Anson Road, #12-02, Anson House, Singapore 079911.

Nature of business

TCPL is engaged in the business of investment holding as authorized under the memorandum and articles of association dated April 25, 2008.

Capital structure

The capital structure of TCPL, as on the date of this Updated Draft Red Herring Prospectus – I, is as follows:

Particulars	Number of shares
Issued, subscribed and paid-up capital of SGD 32,282,000 divided into ordinary shares of face value SGD 1 each	32,282,000

Shareholding pattern

The shareholding pattern of TCPL, as on the date of this Updated Draft Red Herring Prospectus – I, is as follows:

Sr. No.	Name of the shareholder	Number of shares of face value SGD 1 each	Percentage of total Share holding (%)
1.	Tata Capital Limited	32,282,000	100.0
Total		**32,282,000**	**100.0**

Details of the funds comprised in TCPL

As on the date of this Updated Draft Red Herring Prospectus – I, there are no funds comprised in TCPL.

Our foreign step-down subsidiaries

1. Tata Capital Advisors Pte. Ltd. ("TCAPL")

Corporate information

TCAPL was incorporated on April 25, 2008, as a private company limited by shares in Singapore under the Singapore Companies Act, 1967, pursuant to a certificate of incorporation dated April 25, 2008, issued by the Accounting and Corporate Regulatory Authority (ACRA). TCAPL's Unique Entity Number is 200808120W and its registered office is situated at 72 Anson Road, #12-02, Anson House, Singapore 079911.

Nature of business

TCAPL is engaged in the business of fund management, as authorized under its Capital Market Services Licence issued by the Monetary Authority of Singapore with effect from April 7, 2010.

Capital structure

The capital structure of TCAPL, as on the date of this Updated Draft Red Herring Prospectus – I, is as follows:

Particulars	Number of shares
Issued, subscribed and paid-up capital of:	-

Particulars	Number of shares
SGD 3,840,223 divided into ordinary share of face value of 1 SGD each	3,840,223
USD 4,900,000 divided into ordinary share of face value of 1 USD each	4,900,000

Shareholding pattern

The shareholding pattern of TCAPL, as on the date of this Updated Draft Red Herring Prospectus – I, is as follows:

Sr. No.	Name of the shareholder	Number of ordinary shares of face value SGD 1 each	Number of ordinary shares of face value USD 1 each	Percentage of total ordinary shareholding (%)
1.	Tata Capital Advisors Pte. Ltd.	3,840,223	4,900,000	100.0
	Total	**3,840,223**	**4,900,000**	**100.0**

Details of the funds comprised in TCAPL

The details of the funds comprised in TCAPL, as the date of this Updated Draft Red Herring Prospectus – I, is as follows:

Name of fund	Company's shareholding in the fund	Trustee(s) of the fund	Name of fund manager(s)
Tata Capital Growth Fund Limited Partnership	Nil	NA	Tata Capital Advisors Pte Ltd (Investment manager)
Tata Capital HBM Healthcare Fund I LP	Nil	NA	Tata Capital Advisors Pte Ltd (Investment manager)
Tata Opportunities Fund LP	Nil	NA	Tata Capital Advisors Pte Ltd (Investment manager)
Tata Capital Growth Fund II LP	Nil	NA	Tata Capital Advisors Pte Ltd (Investment manager)
Tata Capital Healthcare II (Feeder) LP	Nil	NA	Tata Capital Advisors Pte Ltd (Investment manager)

2. Tata Capital General Partners Limited Liability Partnership ("TCGPLLP")

Corporate information

TCGPLLP was registered on January 28, 2010, as a limited liability partnership under the Singapore Limited Liability Partnerships Act 2005, pursuant to a certificate of registration dated January 28, 2010, issued by the Accounting and Corporate Regulatory Authority (ACRA). TCGPLLP's Unique Entity Number is T10LL0159A, and its registered office is situated at 72 Anson Road, #12-02, Anson House, Singapore 079911.

Nature of business

TCGPLLP is engaged in the business of carrying on the activity of general partner of the limited partnership known as "*Tata Capital Growth Fund Limited Partnership*" (together with any parallel vehicles, alternative investment vehicles and/or feeder vehicles as may be established in connection therewith, as authorized under the amended and restated limited liability partnership deed dated as of July 06, 2010).

Cash contribution

The cash contribution of TCGPLLP, as on the date of this Updated Draft Red Herring Prospectus – I, is as follows:

Sr. No.	Name of the partner	Cash contribution amount (USD)	Percentage of total holding (%)
1.	Tata Capital Pte. Ltd.	4,000,000	80.0
2.	Mizuho Securities Co. Ltd.	745,000	15.0
3.	New Frontier Capital (Hong Kong) Co. Limited	255,000	5.0
	Total	**5,000,000**	**100.0**

Details of the funds comprised in TCGPLLP

Name of fund	Company's shareholding in the fund	Trustee(s) of the fund	Name of fund manager(s)
Tata Capital Growth Fund Limited Partnership	Nil	NA	Tata Capital Advisors Pte Ltd (Investment Manager)

3. *Tata Capital Healthcare General Partners Limited Liability Partnership ("TCHGPLLP")*

Corporate information

TCHGPLLP was registered on June 17, 2010, as a limited liability partnership under the Singapore Limited Liability Partnerships Act 2005, pursuant to a certificate of registration dated June 17, 2010, issued by the Accounting and Corporate Regulatory Authority (ACRA). TCHGPLLP's Unique Entity Number is T10LL1015H, and its registered office is situated at 72 Anson Road, #12-02, Anson House, Singapore 079911.

Nature of business

TCHGPLLP is engaged in the business of carrying on the activity of general partner of the limited partnership known as "Tata Capital HBM Healthcare Fund I LP" (together with any parallel vehicles, alternative investment vehicles and/or feeder vehicles as may be established in connection therewith, as authorized under the amended and restated limited liability partnership deed dated March, 25, 2014).

Cash contribution

The cash contribution of TCHGPLLP, as on the date of this Updated Draft Red Herring Prospectus – I, is as follows:

Sr. No.	Name of the partner	Cash contribution amount (USD)	Percentage of total holding (%)
1.	Tata Capital Pte. Ltd.	49,500	99.0
2.	Tata Capital Advisors Pte. Ltd.	500	1.0
	Total	**50,000**	**100.0**

Details of the funds comprised in TCHGPLLP

Name of fund	Company's shareholding in the fund	Trustee(s) of the fund	Name of fund manager(s)
Tata Capital HBM Healthcare Fund I LP	Nil	NA	Tata Capital Advisors Pte Ltd (Investment manager)

4. *Tata Opportunities General Partners Limited Liability Partnership ("TOGPLLP")*

Corporate information

TOGPLLP was registered on November 1, 2010 as a limited liability partnership under the Singapore Limited Liability Partnerships Act 2005, pursuant to a certificate of registration dated November 1, 2010 issued by the Accounting and Corporate Regulatory Authority (ACRA). TOGPLLP's Unique Entity Number is T10LL8032L, and its registered office is situated at 72 Anson Road, #12-02, Anson House, Singapore 079911.

Nature of business

TOGPLLP is engaged in the business of carrying on the activity of general partner of the limited partnership known as "*Tata Opportunities Fund LP*" (together with any parallel vehicles, alternative investment vehicles and/or feeder vehicles as may be established in connection therewith, as authorized under the amended and restated limited liability partnership deed dated as of March 30, 2011).

Cash contribution

The cash contribution of TOGPLLP, as on the date of this Updated Draft Red Herring Prospectus – I, is as follows:

Sr. No.	Name of the partner	Cash contribution amount (USD)	Percentage of total holding (%)
1	Tata Capital Pte. Ltd.	9,999.0	90.0
2	Tata Capital Advisors Pte. Ltd.	1.0	0.0
3	Korea Investment Corporation	1,111.1	10.0
	Total	**11,111.1**	**100.0**

Details of the funds comprised in TOGPLLP

Name of fund	Company's shareholding in the fund	Trustee(s) of the fund	Name of fund manager(s)
Tata Opportunities Fund LP	Nil	NA	Tata Capital Advisors Pte Ltd (Investment manager)

5. *Tata Capital Growth II General Partners Limited Liability Partnership ("Tata Capital Growth II GPLLP")*

Corporate information

Tata Capital Growth II GPLLP was registered on April 12, 2017, as a limited liability partnership in Singapore under the Singapore Limited Liability Partnerships Act 2005, pursuant to a certificate of registration dated April 12, 2017, issued by the Accounting and Corporate Regulatory Authority (ACRA). Tata Capital Growth II GPLLP's Unique Entity Number is T17LL0729L, and its registered office is situated at 72 Anson Road, #12-02, Anson House, Singapore 079911.

Nature of business

Tata Capital Growth II GPLLP is engaged in the business of carrying on the activity of acting as general partner of the limited partnership known as "*Tata Capital Growth Fund II LP*" (together with any parallel vehicles, alternative investment vehicles and/or feeder vehicles as may be established in connection therewith, as authorized under the amended and restated limited liability partnership deed of Tata Capital Growth II General Partners LLP dated as of 21 September 2018).

Cash contribution

The cash contribution of Tata Capital Growth II GPLLP, as on the date of this Updated Draft Red Herring Prospectus – I, is as follows:

Sr. No.	Name of the partner	Cash contribution amount (USD)	Percentage of total holding (%)
1.	Tata Capital Pte. Ltd.	16,000	80.0
2.	New Frontier Capital (Hong Kong) Co. Limited	4,000	20.0
	Total	**20,000**	**100.0**

Details of the funds comprised in Tata Capital Growth II GPLLP

Name of fund	Company's shareholding in the fund	Trustee(s) of the fund	Name of fund manager(s)
Tata Capital Growth Fund II LP	Nil	NA	Tata Capital Advisors Pte Ltd (Investment Manager)

6. *Tata Capital Healthcare II General Partners Limited Liability Partnership ("Tata Capital Healthcare II GPLLP")*

Corporate information

Tata Capital Healthcare II GPLLP was registered on September 13, 2018, as a limited liability partnership in Singapore under the Singapore Limited Liability Partnerships Act 2005, pursuant to a certificate of registration dated September 13, 2018, issued by the Accounting and Corporate Regulatory Authority (ACRA). Tata Capital Healthcare II GPLLP's Unique Entity Number is T10LL1015H, and its registered office is situated at 72 Anson Road, #12-02, Anson House, Singapore 079911.

Nature of business

Tata Capital Healthcare II GPLLP is engaged in the business of carrying on the activity of general partner of the limited partnership known as "*Tata Capital Healthcare II (Feeder) LP*" (together with any parallel vehicles, alternative investment vehicles and/or feeder vehicles as may be established in connection therewith, as authorized under the amended and restated limited liability partnership deed of Tata Capital Healthcare II General Partners LLP dated as of February 26, 2020).

Cash contribution

The cash contribution of Tata Capital Healthcare II GPLLP, as on the date of this Updated Draft Red Herring Prospectus – I, is as follows:

Sr. No.	Name of the partner	Cash contribution amount (USD)	Percentage of total holding (%)
1.	Tata Capital Pte. Ltd.	5,000	50.0
2.	Tata Capital Advisors Pte. Ltd.	5,000	50.0
	Total	**10,000**	**100.0**

Details of the funds comprised in Tata Capital Healthcare II GPLLP

Name of fund	Company's shareholding	Trustee(s) of the fund	Name of fund manager(s)

	in the fund		
Tata Capital Healthcare II (Feeder) LP	Nil	NA	Tata Capital Advisors Pte Ltd (Investment Manager)

Further to the aforementioned Subsidiaries, the following entities are treated as subsidiaries, as applicable, in the Restated Consolidated Financial Information pursuant to the requirements under the IndAS and appear as subsidiary(ies) in the Restated Consolidated Financial Information. However, these entities have not been identified as subsidiaries in this Updated Draft Red Herring Prospectus - I since they do not meet the requirements of a 'subsidiary' in terms of the Companies Act, 2013:

(i) Tata Capital Employee Welfare Trust;
(ii) Tata Capital Growth Fund I;
(iii) Tata Capital Growth Fund II;
(iv) Tata Capital Healthcare Fund I;
(v) Tata Capital Healthcare Fund II;
(vi) Tata Capital Innovation Fund; and
(vii) Tata Capital Special Situations Fund.

Other confirmations in relation to our Subsidiaries and Associates

Accumulated profits or losses

As on the date of this Updated Draft Red Herring Prospectus – I, there are no accumulated profits or losses of any of our Subsidiaries that have not been accounted for by our Company in the Restated Consolidated Financial Information.

Business interests in our Company

Except for as provided in "*Our Business*" on page 299, none of our Subsidiaries and Associates have any business interest in our Company. For details of related business transactions between our Subsidiaries, our Associates and our Company, see "*Summary of the Offer Document – Summary of Related Party Transactions*" on page 24.

Common pursuits

As on the date of this Updated Draft Red Herring Prospectus – I, except to the extent, our Material Subsidiary, namely, TCHFL and our Associate, Auxilo Finserve Private Limited (one of the portfolio companies of our private equity fund) and our Company are in the similar line of business, there are no common pursuits amongst our Subsidiaries/ Associates and our Company. Our Company will adopt necessary procedures and practices as permitted by law to address any situations of conflict of interest, if and when they arise.

Conflict of interest

Except for the common directorship, shareholding or business transactions in the ordinary course of business that may exist between certain of our Subsidiaries and TMF Holdings Limited (one of the lessor of immovable properties who are crucial for operations of our Company) there is no conflict of interest between our Promoter and members of Promoter Group and lessors of immovable properties of our Company (who are crucial for operations of our Company).

Except for the common directorship, shareholding or business transactions in the ordinary course of business that may exist between certain of our Subsidiaries and Tata Consultancy Services Limited (one of the third party service providers of our Company who are crucial for operations of our Company), there is no conflict of interest between our Promoter and members of Promoter Group and third party service providers of our Company (who are crucial for operations of our Company).

OUR MANAGEMENT

In terms of our Articles of Association and the Companies Act, our Company is required to have not less than three Directors and not more than 15 Directors. As on the date of this Updated Draft Red Herring Prospectus – I, our Board comprises six Directors including one Executive Director, five Non-Executive Directors, of whom four are Independent Directors (including one woman Independent Director).

Our Board

The following table sets forth details regarding our Board as on the date of this Updated Draft Red Herring Prospectus – I:

Name, designation, address, occupation, term, period of directorship, DIN, date of birth and age	Other directorships
Mr. Saurabh Agrawal **Designation**: Chairman and Non-Executive Director **Address**: 2103, Artesia Building, Hind Cycle Marg, Worli, Mumbai 400 030, Maharashtra, India **Occupation**: Service **Term**: Liable to retire by rotation **Period of Directorship:** Director since July 28, 2017 **DIN**: 02144558 **Date of Birth**: August 13, 1969 **Age:** 55 years	**Indian Companies:** *Private limited companies:* • Gradis Trading Private Limited; • Supermarket Grocery Supplies Private Limited; • Tata Digital Private Limited; • Tata 1MG Technologies Private Limited; and • Tata Sons Private Limited. *Unlisted public limited companies:* • Tata AIA Life Insurance Company Limited; and • Tata Play Limited. *Debt-listed public limited companies:* • Tata AIG General Insurance Company Limited; and • Tata Power Renewable Energy Limited. *Equity-listed public limited companies:* • Tata Steel Limited; • The Tata Power Company Limited; and • Voltas Limited. **Foreign Companies:** Nil **Non-profit organisations:** Nil
Mr. Sujit Kumar Varma **Designation**: Independent Director **Address**: Flat No. 1006, Tower 2, Casa Grande, Senapati Bapat Marg, Opposite Peninsula Corporate Park, Lower Parel, Mumbai 400 013, Maharashtra, India **Occupation**: Professional **Term**: Five years from January 1, 2024 **Period of Directorship:** Director since January 1, 2024 **DIN**: 09075212 **Date of Birth**: January 6, 1961 **Age:** 64 years	**Indian Companies:** *Private limited company:* • Tata Asset Management Private Limited. *Debt-listed public limited companies:* • L&T Metro Rail (Hyderabad) Limited; and • Tata Capital Housing Finance Limited. *Equity-listed public limited companies:* • Prime Securities Limited; • Tata Communications Limited; and • Uflex Limited. **Foreign Companies:** Nil **Non-profit organisations:** Nil

Name, designation, address, occupation, term, period of directorship, DIN, date of birth and age	Other directorships
Mr. Nagaraj Ijari **Designation:** Independent Director **Address:** No. B-3, Chartered Gruha No. 4, Assaye Road, Near Ulsoor Lake, Frazer Town, Sivan Chetty Gardens, Bengaluru 560 042, Karnataka, India **Occupation:** Professional **Term:** Five years from April 1, 2024 **Period of Directorship:** Director since April 1, 2024 **DIN:** 09390579 **Date of Birth:** July 20, 1959 **Age:** 66 years	**Indian Companies:** *Unlisted public limited company:* • Tata Motors Global Services Limited. *Debt-listed public limited company:* • Tata Capital Housing Finance Limited. *Equity-listed public limited company:* • Tata Technologies Limited. **Foreign Companies:** • Tata Technologies Europe Limited *(Unlisted company incorporated in United Kingdom)* **Non-profit organisations:** Nil
Dr. Punita Kumar Sinha **Designation**: Independent Director **Address**: 51 Gate House Road, Chestnut Hill MA, 02467, United States of America **Occupation**: Professional **Term**: Five years from January 20, 2025 **Period of Directorship:** Director since January 20, 2025 **DIN**: 05229262 **Date of Birth**: May 13, 1962 **Age:** 63 years	**Indian Companies:** *Private limited companies:* • Classic Legends Private Limited *(deemed public company)*; • Embassy Office Parks Management Services Private Limited; • Paradigmarq Advisors Private Limited; and • Tata Asset Management Private Limited. *Equity-listed public limited companies:* • Aadhar Housing Finance Limited; • Lupin Limited; • One Mobikwik Systems Limited; and • Ventive Hospitality Limited. **Foreign Companies:** • Marelli Holdings Co. Limited *(Unlisted company incorporated in Japan)*; • The Asia Opportunities Offshore Fund *(Unlisted company incorporated in Cayman Islands)*; and • The Asia Opportunities Offshore Master Fund *(Unlisted company incorporated in Cayman Islands).* **Non-profit organisations:** Nil
Mr. Ramanathan Viswanathan **Designation**: Independent Director **Address**: 43/29A Viswanathapuram Main Road, Kodambakkam, Chennai 600024, Tamil Nadu, India **Occupation**: Professional **Term**: Five years from March 27, 2025 **Period of Directorship**: Director since March 27, 2025 **DIN**: 08289691 **Date of Birth**: June 7, 1964	**Indian Companies:** Nil **Foreign Companies:** Nil **Non-profit organisations:** Nil

Name, designation, address, occupation, term, period of directorship, DIN, date of birth and age	Other directorships
Age: 61 years	
Mr. Rajiv Sabharwal **Designation**: Managing Director and CEO **Address**: C-183, Kalpataru Sparkle, Nanasaheb Dharmadhikari Road, Bandra East, Mumbai 400 051, Maharashtra, India **Occupation**: Service **Term**: Five years from April 1, 2023 **Period of Directorship:** Director since April 1, 2018 **DIN**: 00057333 **Date of Birth**: September 28, 1965 **Age:** 59 years	**Indian Companies:** *Private limited company:* • Tata Asset Management Private Limited. *Unlisted public limited company:* • Tata Securities Limited. *Debt-listed public limited company:* • Tata Capital Housing Finance Limited. **Foreign Companies:** • Tata Capital Advisors Pte Limited *(Unlisted company incorporated in Singapore)*; and • Tata Capital Pte Limited *(Unlisted company incorporated in Singapore)*. **Non-profit organisations:** • Finance Industry Development Council *(incorporated under Section 25, Companies Act, 1956)*

Brief Biographies of Directors

Mr. Saurabh Agrawal is the Chairman and Non-Executive Director of our Company. He holds a bachelor's degree in chemical engineering from the University of Roorkee and a post graduate diploma in management from the Indian Institute of Management, Calcutta. Presently, he also serves as the executive director and group chief financial officer of Tata Sons Private Limited. He has previously served as the chief strategy officer – corporate strategy & business development cell with Aditya Birla Management Corporation Private Limited and head of corporate advisory and finance (South Asia and SEA) with Standard Chartered Bank.

Mr. Sujit Kumar Varma is an Independent Director of our Company. He holds a bachelor's of arts degree in English honours from the Ranchi University. He is a certified associate of the Indian Institute of Bankers. He had been associated with the State Bank of India for 34 years in various capacities. He has held board positions in several banks, such as State Bank of India as the deputy managing director (corporate accounts group), SBI, New York branch as the chief executive officer, SBI (Mauritius) Limited and State Bank of India (UK) Limited as director.

Mr. Nagaraj Ijari is an Independent Director of our Company. He holds a bachelor's degree in technology (textiles) from the Bangalore University and has completed the advanced management program from the Harvard Business School. Prior to joining our Company, he was associated with Tata Consultancy Services Limited for more than 29 years and is experienced in the IT sector.

Dr. Punita Kumar Sinha is an Independent Director of our Company. She holds a bachelor's of technology degree in chemical engineering from Indian Institute of Technology, Delhi, and a master's degree in business administration from Drexel University. She also holds a Ph.D in finance from the Wharton School University of Pennsylvania, Philadelphia. She also holds a chartered financial analyst charter. She is the co-founder of the Pacific Paradigm Advisors LLP and has also served as senior managing director with Blackstone. She has several years of experience in the field of management and financial markets. She has also chaired the CFA Institute's Investment sub-committee. She has also served as an independent director on the boards of several companies including Infosys Limited and JSW Steel Limited. She has been awarded the distinguished alumni award by the Indian Institute of Technology, Delhi in 2012 and the best woman director award by Asian Centre for Corporate Governance and Sustainability for 2016.

Mr. Ramanathan Viswanathan is an Independent Director of our Company. He holds a bachelor's of science degree in mathematics from the University of Madras and a master's of science degree in mathematics from the Annamalai University. He has also completed an authentic leadership development program at Harvard Business School and a certification programme in information technology and cybersecurity for board members from the Institute for Development and Research in Banking Technology. He is also a certified associate of the Indian Institute of Bankers. He had been associated with the State Bank of India for 37 years in various capacities such as the deputy managing director (internal audit department), deputy managing director and group compliance officer, chief general manager (commercial clients group- South), chief executive officer (SBI, New York), regional manager, and assistant general manager and head (centralised credit processing cell, MCRO). He has also served as president and chief operating officer and whole time director, SBI Capital Markets Limited and as nominee director in the subsidiaries of SBI Capital Markets Limited. He is experienced in the banking sector and has also handled commercial and investment banking functions.

Mr. Rajiv Sabharwal is the Managing Director and CEO of our Company. He holds a bachelor of technology degree in mechanical engineering from Indian Institute of Technology, Delhi, and a post graduate diploma in management from Indian Institute of Management, Lucknow. He has previously served as a partner at True North Managers LLP and as the chairman of ICICI Home Finance Company Limited. He was also on the board of ICICI Prudential Life Insurance Company Limited. He has also served as an executive director on the board of ICICI Bank Limited.

Relationship between our Directors, Key Managerial Personnel and members of the Senior Management

None of our Directors, Key Managerial Personnel and members of the Senior Management are related to each other.

Confirmations

None of our Directors is or was a director of any listed company during the five years immediately preceding the date of this Updated Draft Red Herring Prospectus – I, whose shares have been or were suspended from being traded on any of the stock exchange during their directorship in such companies.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms, or companies in which they have any interest by any person either to induce them to become or to help them qualify as a Director, or otherwise for services rendered by them or by the firm, or company in which they are interested, in connection with the promotion or formation of our Company.

None of our Directors have been declared as Wilful Defaulters or Fraudulent Borrowers.

Except as disclosed below, none of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the term of their directorship in such company.

Name of the Director	**Name of the delisted company**	**Name of the stock exchange(s) on which the company was listed**	**Date of delisting on stock exchange**	**Whether the delisting was compulsory or voluntary**	**Reasons for delisting**	**Whether the company has been relisted**	**Date of relisting, in the event the company is relisted**	**Name of the stock exchange (s) on which the company was relisted**	**Term of directorship (along with relevant dates) in such company**
Dr. Punita Kumar Sinha	Bharat Financial Inclusion Limited	BSE and NSE	July 4, 2019	Voluntary	Amalgamation of Bharat Financial Inclusion Limited with IndusInd Bank Limited	No	Not Applicable	Not Applicable	March 23, 2015 to July 4, 2019

Arrangements or understandings with major shareholders, customers, suppliers or others pursuant to which our Directors were selected as a Director or members of the Senior Management

None of our Directors have any arrangement or understanding with the major Shareholders, customers, suppliers or others, pursuant to which any of our Directors were appointed on our Board or as a member of the senior management.

Terms of appointment of our Managing Director and CEO:

Pursuant to resolutions passed by our Board and Shareholders dated January 24, 2023 and March 29, 2023, respectively, Mr. Rajiv Sabharwal has been re-appointed as the Managing Director and CEO of our Company for a period of five years, with effect from April 1, 2023. He receives remuneration from our Company in accordance with the resolutions passed by our Board and Shareholders dated January 24, 2023 and March 29, 2023, respectively and on such terms as provided in the employment agreement dated April 1, 2023 entered into between our Company and Mr. Rajiv Sabharwal.

The details of remuneration of Mr. Rajiv Sabharwal, as the Managing Director and CEO of our Company, are stated below:

A. Remuneration

Our Managing Director and CEO, Mr. Rajiv Sabharwal, is entitled to a basic monthly salary which is subject to increments every Fiscal which will be decided by our Board.

B. Benefits, Perquisites, Allowances:

Mr. Rajiv Sabharwal is also, *inter alia*, entitled to certain benefits, perquisites and allowances, including (i) rent free residential accommodation with the utilities for the said accommodation or house rent, house maintenance and utility allowance, (ii) reimbursement of hospitalization and major medical expenses, as per the rules of our Company, (iii) car facility, telecommunication facility and housing loan facility as per the rules of our Company, and (iv) executive allowance and leave travel concession/allowance. Further, he is also entitled to contribution to provident fund, superannuation fund or annuity fund and gratuity as well as encashment of unavailed leave as per the rules of our Company.

C. Commission and Incentive:

Mr. Rajiv Sabharwal may be paid (i) such remuneration by way of commission not exceeding 200% of annual fixed compensation (basic salary, benefits, perquisites and allowances), and (ii) such long term incentive remuneration of our Company over a period of his tenor, as may be approved by our Board/ Nomination and Remuneration Committee, from time to time.

Remuneration to our Directors:

The remuneration paid to our Directors in Fiscal 2025 is as follows:

Remuneration to our Executive Director

Our Company has paid the remuneration mentioned below to our Executive Director in Fiscal 2025:

S. No.	Name of Director	Total remuneration (₹ in million)
(a)	Mr. Rajiv Sabharwal*	106.8

**This includes salaries/remuneration and perquisites.*

Remuneration to Non-Executive Directors

Our Company has paid the remuneration mentioned below to our Non-Executive Directors in Fiscal 2025:

S. No.	Name of Director	Total remuneration (₹ in million)
(a)	Mr. Saurabh Agrawal*	0.4

**Only sitting fees*

Remuneration to Non-Executive and Independent Directors

Pursuant to the resolutions passed by our Board on May 8, 2015, our Non-Executive Directors and Independent Directors are entitled to a (i) sitting fees of ₹50,000 for attending each meeting of the Board of Directors, Audit Committee and Nomination and Remuneration Committee, (ii) sitting fees of ₹50,000 for attending each meeting of the Independent Directors and (iii) sitting fees of ₹30,000 for attending each meeting of the other committees of the Board of Directors:

Other than as disclosed below, our Company has not paid any remuneration to our Independent Directors in Fiscal 2025:

S. No.	Name of Director	Sitting fees paid (₹ in million)		Commission paid (₹ in million)
		Board Meeting	Committee Meeting	
1.	Mr. Sujit Kumar Varma	0.5	2.2	3.3
2.	Mr. Nagaraj Ijari	0.5	1.0	-
3.	Mr. Ramanathan Viswanathan	0.1	0.1	-
4.	Dr. Punita Kumar Sinha	0.2	0.3	-

Remuneration paid or payable to our Directors by our Subsidiaries or Associate

Other than as disclosed below, our Directors have not been paid any remuneration by our Subsidiaries, in their capacity of being a director of our Subsidiaries, including contingent or deferred compensation accrued during Fiscal 2025.

S. No.	Name of Director	Sitting fees paid (₹ in million)		Commission paid (₹ in million)
		Board Meeting	Committee Meeting	
1.	Mr. Sujit Kumar Varma	0.3	1.5	3.0
2.	Mr. Nagaraj Ijari	0.3	0.4	-

Contingent or deferred compensation paid to Directors by our Company

As on the date of this Updated Draft Red Herring Prospectus – I, there is no contingent or deferred compensation accrued for Fiscal 2025 and payable to any of our Directors, except for Rajiv Sabharwal, which does not form part of their remuneration. For further information, see *"- Contingent and deferred compensation payable to our Key Managerial Personnel and members of the Senior Management*" on page 392.

Bonus or profit-sharing plan of our Directors

None of our Directors are entitled to any bonus (excluding performance linked incentive which is part of their remuneration) or profit-sharing plans of our Company.

Service contracts with Directors

None of our Directors have entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Shareholding of our Directors in our Company

Our Directors are not required to hold any qualification Equity Shares under our Articles of Association.

Except as disclosed below, as on the date of this Updated Draft Red Herring Prospectus – I, none of our Directors hold any Equity Shares in our Company:

Name of the Director	Number of Equity Shares held
Mr. Rajiv Sabharwal	6,662,400

Shareholding of Directors in our Subsidiaries

Except Mr. Rajiv Sabharwal who holds shares in TCHFL and Tata Securities Limited as a nominee of our Company, none of our Directors hold any Equity Shares in our Subsidiaries.

Interest of Directors

Our Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of our Board or a committee thereof, to the extent of other remuneration and reimbursement of expenses, if any, payable to them by our Company under our Articles of Association and their respective appointment letters, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company. For further details, see " – *Remuneration to our Directors*", on page 377.

Our Directors may also be deemed to be interested to the extent of Equity Shares as disclosed in "- *Shareholding of our Directors in our Company*" on page 378 (together with dividends and other distributions in respect of such Equity Shares), held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives. Our Directors may also be deemed to be interested to the extent of stock options granted or restricted stock units granted or Equity Shares to be allotted or transferred from the Trust pursuant to the exercise of options granted to them under the TCL ESOP Scheme. For details, see "*Capital Structure – Employee Stock Option Plans*" on page 129.

Our Directors may also be deemed to be interested in the contracts, agreements, arrangements entered into or to be entered into by our Company in the normal course of business with any company in which they hold directorships or any partnership firm in which they are partners. For further details, see "*Restated Consolidated Financial Information—Notes forming part of the Restated Consolidated Financial Information—Note 42: Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015*" on page 509.

Our Directors may also be deemed to be interested to the extent of any directorships or equity shares held by them in our Subsidiaries.

None of our Directors have any interest in any property acquired or proposed to be acquired by our Company.

None of our Directors have any other interest in our Company or in any transaction by our Company including, for acquisition of land, construction of buildings or supply of machinery.

None of our Directors have availed loans from our Company.

Interest in the promotion and formation of our Company

None of our Directors have any interest in the promotion and formation of our Company.

Changes in our Board in the last three years

Details of the changes in our Board in the last three years preceding the date of this Updated Draft Red Herring Prospectus - I are set forth below:

Name	Date of Appointment/ Change/ Cessation	Reason
Ms. Aarthi Subramanian	April 30, 2025	Resignation as a Non-executive Director
Ms. Varsha Purandare	March 31, 2025	Term ended as an Independent Director
Mr. Ramanathan Viswanathan	March 27, 2025	Appointment as an Independent Director(1)
Mr. Farokh Subedar	March 11, 2025	Resignation as a Non-executive Director
Dr. Punita Kumar Sinha	January 20, 2025	Appointment as an Independent Director of our Company(2)
Mr. V. S. Radhakrishnan	December 30, 2024	Resignation as an Independent Director
Mr. Mathew Cyriac	May 7, 2024	Resignation as an Independent Director
Mr. Nagaraj Ijari	April 1, 2024	Appointment as an Independent Director(3)
Ms. Malvika Sinha	March 31, 2024	Term ended as an Independent Director
Mr. Sujit Kumar Varma	January 1, 2024	Appointment as an Independent Director(4)
Mr. Rajiv Sabharwal	April 1, 2023	Re-appointed as the Managing Director and CEO(5)
Mr. V. S. Radhakrishnan	March 30, 2023	Appointment as Independent Director(6)
Mr. Mathew Cyriac	March 30, 2023	Appointment as Independent Director(7)

(1) Appointed as an additional director with effect from March 27, 2025 pursuant to a resolution passed by our Board on March 26, 2025 and regularised as an Independent Director by way of a resolution by our Shareholders on June 22, 2025.
(2)Appointed as an additional director pursuant to resolution passed by our Board on January 18, 2025 and regularised as Independent Director pursuant to a resolution passed by our Shareholders on March 2, 2025.
(3)Appointed as an additional director pursuant to resolution passed by our Board on March 30, 2024 and regularised as Independent Director pursuant to a resolution passed by our Shareholders on May 26, 2024.
(4)Appointed as an additional director pursuant to resolution passed by our Board on December 28, 2023 and regularised as Independent Director pursuant to a resolution passed by our Shareholders on March 17, 2024.
(5) Re-appointed as Managing Director and CEO pursuant to resolution passed by our Board on January 24, 2023 and a resolution passed by our Shareholders on March 29, 2023.
(6)Appointed as an additional director pursuant to resolution passed by our Board on March 29, 2023 and regularised as Independent Director pursuant to a resolution passed by our Shareholders on June 28, 2023.
(7)Appointed as an additional director pursuant to resolution passed by our Board on March 29, 2023 and regularised as Independent Director pursuant to a resolution passed by our Shareholders on June 28, 2023.

Borrowing Powers of our Board of Directors

In accordance with the provisions of the Articles of Association and pursuant to a resolution passed by our Board in its meeting dated May 10, 2024, amended on August 6, 2024 and February 6, 2025, and a resolution passed by our Shareholders at their meeting dated July 19, 2024, our Board is authorised to borrow from time to time, any sum or sums of monies, where the money to be borrowed together with the monies already borrowed by our Company, apart from temporary loans obtained or to be obtained by our Company in the ordinary course of business, in excess of our Company's aggregate paid-up capital and free reserves, provided that the total amount which may be so borrowed and outstanding shall not exceed a sum of ₹2,000,000 million.

Corporate Governance

The provisions of the SEBI Listing Regulations with respect to corporate governance are applicable to us as our Company is a high value debt listed entity as defined under SEBI Listing Regulations. We are in compliance with the requirements of the applicable provisions of the SEBI Listing Regulations, and the Companies Act, in respect of corporate governance including constitution of our Board and Committees thereof.

As on the date of this Updated Draft Red Herring Prospectus – I, our Board comprises six Directors including one Executive Directors, five Non-Executive Directors, of whom four are Independent Directors (including one woman Independent Director).

In compliance with Section 152 of the Companies Act, not less than two-thirds of the Directors (excluding Independent Directors) are liable to retire by rotation.

Committees of our Board

Details of the Committees required under SEBI Listing Regulations and the Companies Act are set forth below. In addition to the Committees of our Board described below, our Board of Directors may, from time to time, constitute committees for various functions.

Audit Committee

The members of the Audit Committee are:

Sr. No.	Name of Director	Committee Designation
1.	Mr. Sujit Kumar Varma	Chairperson
2.	Mr. Nagaraj Ijari	Member
3.	Dr. Punita Kumar Sinha	Member
4.	Mr. Ramanathan Viswanathan	Member

The Audit Committee was constituted pursuant to a resolution passed by our Board on November 27, 2007 and was last reconstituted with effect from April 1, 2025, by way of resolution passed by our Board dated March 26, 2025. The scope and functions of the Audit Committee is in accordance with the Section 177 of the Companies Act and SEBI Listing Regulations. The terms of reference of the Audit Committee include the following:

The Audit Committee shall have discussions with the Auditors periodically about internal financial control systems, the nature and scope of audit, including the observations of the Auditors and review the quarterly & year-to-date and annual financial statements and/or financial results before submission to our Board and recommend the same to our Board for its consideration and also oversee compliance of internal financial control systems. In addition, the responsibilities of the Audit Committee shall include the following:

Financial Statements

1. Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are true, fair, correct, sufficient and credible.

2. Reviewing with the Management the quarterly & year-to-date and annual financial statements and/or financial results and the Auditors' report thereon before submission to the Board, with particular reference to:

   (a) Matters required to be included in the Director's Responsibility Statement in the Board's Report in terms of Section 134(3)(c) of the Companies Act, 2013

   (b) Changes, if any, in accounting policies and practices and reasons for the same

   (c) Major accounting entries involving estimates based on exercise of judgment by the Management

   (d) Modified opinion(s) in the draft Auditors' Report, if any

   (e) Significant adjustments made in the financial statements arising out of audit findings

   (f) The going concern assumption

   (g) Compliance with Accounting Standards

   (h) Compliance with the listing and other legal requirements concerning financial statements

   (i) Scrutiny of inter-corporate loans and investments

   (j) Disclosure of contingent liabilities

   (k) Disclosure of any related party transactions as per the relevant Accounting Standards, the Companies Act, 2013 and Securities and Exchange Board of India ("**SEBI**") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), as amended from time to time.

   (l) The effect of regulatory and accounting initiatives as well as off- balance-sheet structures, on the financial statements.

   (m) Company's press releases, as well as financial information and earnings guidance, if any, provided to analysts and rating agencies.

   (n) Reviewing and evaluating the Company's financial and risk management systems.

Review and Examination of Information

1. Internal audit reports relating to internal control weaknesses.

2. Financial Statements and draft Auditors' Report thereon, including the draft limited review report of the Auditors.

3. Management Discussion and Analysis of financial condition and results of operations.

4. Reports relating to risk management and compliance with applicable laws.

5. Management letters / letters of internal control weaknesses issued by the Statutory/ Internal Auditors.

Internal Control

1. Evaluation of the internal financial controls, accounting policies, etc. with the Management, external and internal auditors, and to review the adequacy of internal financial control systems.

Risk Based Internal Audit ("RBIA")

1. Reviewing the Internal Audit Report and action taken thereon.

2. Reviewing the adequacy and performance of the RBIA function, including the Internal Audit Charter, the structure of the internal audit department, approval of the RBIA Plan and its execution, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.

3. The Chief Internal Auditor shall have a direct and independent line of reporting to the Audit Committee and administratively to the Managing Director & CEO.

4. Reviewing the appointment, removal and terms of remuneration of the Chief Internal Auditor.

5. Discussing with the Internal Auditor any significant findings and follow-up thereon.

6. Reviewing the findings of any internal investigations carried out by the Internal Auditor into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

7. Reviewing and monitoring the performance and effectiveness of the Internal Audit process.

8. Appointment of Auditors to undertake such audits as may be directed by the Audit Committee /law/ Board, from time to time.

9. The Chief Internal Auditor shall meet the Audit Committee of the Board without the presence of Management once in every financial year.

Information Systems ("IS") Audit

1. Exercising oversight of IS Audit (part of the overall Internal Audit function) of the Company and ensuring that Information Systems Audit of the internal systems and processes is conducted at least once in two years to assess operational risks

2. Review high and moderate issues highlighted related to Information Technology ("IT") / Information Security / Cyber Security and provide appropriate direction and guidance to the Management.

3. Approve Information Security (IS) Audit Policy of the Company and review it annually.

4. To approve engagement of any external service provider for IS audit services, where skills are lacking within the IA function. The responsibility and accountability for such external IS audits would continue to remain with the competent authority within Internal Audit function.

External Audit

1. Recommending to the Board the appointment / re-appointment and removal / replacement of the Statutory (External) Auditors, fixation of the remuneration and terms of appointment of the Auditors and also approval for payment for any other services rendered by the Auditors, as permitted by law. While considering the appointment of the statutory auditor, the committee shall consider any order or pending proceedings relating to professional matters of conduct against the proposed auditor before the Institute of Chartered Accountants of India or any other competent authority or any Court.

2. Discussing with the Statutory Auditors before the audit commences, the nature and scope of audit as well as post-audit discussion to ascertain any areas of concern.

3. Reviewing and monitoring the Auditor's independence and performance and the effectiveness of the audit process.

Subsidiary companies

1. The Audit Committee may recommend the adoption of policies, procedures and processes laid down by it to the Audit Committee of its subsidiaries. Further, the Audit Committee may review the critical issues that may be referred by the Audit Committees of material subsidiaries to the Audit Committee of the Company.

2. Reviewing the financial statements of the subsidiaries, in particular the investments made by the subsidiary companies.

3. Overseeing compliance with legal and regulatory requirements, including the Tata Code of Conduct ("TCoC") for the Company and by its material subsidiaries.

4. Overseeing financial reporting controls and processes for material subsidiaries.

Related Party Transactions

1. Performing activities and carrying out functions as laid down in the Framework for Related Party Transactions adopted by the Board.

Fraud

1. To review incidents of fraud on an annual basis.

2. To initiate examination of accountability in respect of fraud cases involving Managing Director & CEO / Executive Director / Executives of equivalent rank of the Company.

3. To review instances of fraud reported by the Auditors to the Committee, where the transactions in the account or the documents point to the possibility of fraudulent transactions in the account and to take appropriate action.

Defaults

Looking into the reasons for substantial defaults/delays in payments to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

Others

1. Audit Committee may consider and adopt the policies, procedures and processes laid down by the Audit Committee of the Holding Company. Further, critical issues may be referred by the Audit Committee to the Audit Committee of the Holding Company.

2. Recommending the appointment of Chief Financial Officer, to the Nomination and Remuneration Committee / Board of Directors, after assessing the qualifications, experience and background, etc. of the candidate.

3. Reviewing the functioning of and compliance with the Company's Whistle Blower Policy.

4. Reviewing, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency with regard to monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter.

5. Reviewing the valuation of undertakings or assets of the Company, wherever it is necessary and the appointment of Registered Valuers.

6. Reviewing on an annual basis, the utilization of loans and/ or advances from/investment by the Company in its subsidiary(ies) exceeding ₹100 crore or 10% of the asset size of the subsidiary, whichever is lower, including existing loans / advances / investments.

7. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.

8. Review the Statement of deviations, if any indicating the utilization of issue proceeds of the listed non-convertible debentures.

9. Refer the complaints, wherever warranted, related to corporate frauds, misappropriation, etc. except those resulting from deficiency in service, if any, on the part of the Company, to the Internal Ombudsman.

10. Review the cases of wilful default on a quarterly basis and recommend the steps to prevent such occurrences and their early detection. The review shall focus on identifying root causes of wilful default and addressing deficiencies, if any, in the wilful defaulter classification process adopted by the Company.

Compliance

1. Reviewing the Compliance policy of the Company at least annually and overseeing its implementation. Amendments, if any, in the Policy shall be subject to the approval of the Board.

2. Reviewing on an annual basis progress in rectification/ implementation of recommendations pointed out in various audits and RBI Inspection reports.

3. Review the compliance risk on a quarterly basis based on monitoring and testing results

4. Approve the risk-based compliance testing and monitoring plan

5. Reviewing the process for communicating the TCoC to Company personnel and for monitoring compliance therewith.

6. Obtaining regular updates from the Management and Company legal counsel regarding compliance matters.

7. Review the appointment/re-appointment, removal and terms of remuneration of the Chief Compliance Officer.

Reporting Responsibilities

1. The Audit Committee shall recommend to the Board, the quarterly & year-to-date and annual Financial Statements / Financial Results after reviewing the same.

2. The Audit Committee will update the Board, periodically.

3. The Board's Report shall disclose the composition of the Audit Committee, brief description of the scope of the Audit Committee Charter, names of the Members and the Chairperson of the Audit Committee and brief details of Meetings and attendance at Audit Committee Meetings.

4. The recommendations of the Audit Committee on any matter relating to financial management, management discussion and analysis of financial condition and result of operations after its review, including the Auditors' Report, shall be binding on the Board.

5. If the Board does not accept the recommendations of the Audit Committee, it shall disclose the same in the Board's Report, together with the reasons therefor.

Responsibilities under the Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices

1. Setting forth the policies relating to and overseeing the implementation of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("Regulations"), as amended from time to time and the Code of Conduct for Prevention of Insider Trading ("Code") and Code of Corporate Disclosure Practices ("Code")

2. Taking on record such reports as may be required from the Compliance Officer under the Code;

3. Deciding penal and disciplinary action in respect of violation of the Regulations / Code; and

4. Reviewing compliance with the provisions of the Code, at least once in a financial year and to verify that the systems for internal control are adequate and are operating effectively.

Other Responsibilities

1. Monitoring the effectiveness and reviewing the implementation of the Anti-Bribery and Anti-Corruption Policy, considering its suitability, adequacy and effectiveness.

2. Performing other activities related to this Charter as may be requested by the Board of Directors.

3. Carrying out additional functions as contained in any other regulatory requirements applicable to the Company or in the terms of reference of the Audit Committee.

4. Instituting and overseeing special investigations as needed.

5. The Chairperson of the Committee shall confirm annually to the Board that all responsibilities outlined in this Charter have been carried out.

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

Sr. No.	Name of Director	Committee Designation
1.	Mr. Nagaraj Ijari	Chairperson
2.	Mr. Saurabh Agrawal	Member
3.	Mr. Sujit Kumar Varma	Member

A Nomination Committee and a Remuneration Committee were separately constituted pursuant to resolution passed by our Board dated November 27, 2007. These committees were reconstituted as a unified Nomination and Remuneration Committee pursuant to a resolution passed by our Board dated April 24, 2014. The Nomination and Remuneration Committee was last re-constituted with effect from April 1, 2025, by way of resolution passed by our Board dated March 26, 2025. The scope and functions of the Nomination and Remuneration Committee is in accordance with the Section 178 of the Companies Act and SEBI Listing Regulations. The terms of reference of the Nomination and Remuneration Committee include the following:

Authority and Power

The Committee shall have the power to:

1. Investigate any matter within the scope of this Charter or as referred to it by the Board.

2. Seek any information or explanation from any employee or director of the Company.

3. Invite such executives, as it considers appropriate to be present at the meetings of the Committee.

4. Ask for any records or documents of the Company.

The Committee may also engage (on reasonable terms acceptable to the Board and at the expense of the Company) independent consultants and other advisors and seek their advice on matters related to discharge of its responsibilities.

Responsibilities

The responsibilities of the Committee shall include the following:

1. Board Composition and Succession related:

   (a) Recommend to the Board the setup and composition of the Board. This shall include "Formulation of the criteria for determining qualifications, fit & proper status, positive attributes and independence of a director". This also includes periodical review of composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.

   (b) Support the Board in matters related to the setup, review and refresh of the Committees.

   (c) Devise a policy on Board diversity.

   (d) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description.

   (e) Recommend to the Board, the appointment or reappointment of Directors. For the purpose of identification of prospective Directors, the Committee may be supported by Group Human Resources, use the services of an external agencies, if required. The Committee shall consider candidates from a wide range of backgrounds having due regard to diversity and the time commitments of the candidates.

   (f) As NRC of the parent/ holding company, may recommend to the Board of the parent/ holding Company, how the Company will vote on resolutions for appointment of Directors on the Board of its material subsidiary companies.

   (g) Recommend to the Board, the appointment of KMPs and changes in the following positions / functions, irrespective of the managerial grade:

      - Key Managerial Personnel (KMP)
      - Managing Director
      - Chief Financial Officer;
      - Company Secretary; and
      - Person identified and designated as KMP by the Board, if any.

   (h) Senior Management Personnel: As per Section 178 of the Companies Act, 2013 and as per Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, officers and personnel of the Company who are members of its core management team, excluding the Board of Directors comprising of all members of the management one level below the Managing / Executive Director, including the functional heads, by whatever name called.

2. Evaluation related:

   (a) The Committee shall specify the manner and criteria for effective evaluation of performance of Board, its Committees and individual Directors including Independent Directors to be carried out either by the Board, by the

Committee or by an independent external agency. The Committee shall support the Board and Independent Directors, as may be required, in the evaluation process and shall also review its implementation and compliance.

(b) Oversee the performance review process for the KMPs and the Senior Management Personnel with the view that there is an appropriate cascading of goals and targets across the Company.

(c) Recommend to the Board as to whether to extend or continue the term of appointment of the independent director, inter alia, on the basis of the report of performance evaluation of independent directors.

3. Remuneration related:

(a) Oversee the framing, review, implementation and recommend to the Board for its approval the Remuneration Policy for the Directors, KMPs, the Senior Management Personnel and other employees.

(b) Review of the Compensation structure i.e. design of annual and long term compensation plan (including share linked instruments, mix of cash and share linked instruments, deferred payment plans which may be subject to malus/ claw back arrangements, etc.)

(c) While formulating such a policy, the Committee shall ensure that:

- The Policy has the necessary provisions as required under the applicable laws and regulations;
- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- compensation levels are supported by the need to retain earnings of the Company and the need to maintain adequate capital;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to Directors, KMPs and the Senior Management Personnel involves a balance between fixed and variable pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals

(d) The NRC may work in close co-ordination with Risk Management Committee to achieve effective alignment between compensation and risks;

(e) On an annual basis, recommend to the Board, the remuneration, in whatever form, payable to Directors, KMPs and Senior Management Personnel of the Company. This includes review and recommendation of actual payment of annual and long-term incentives for MD/EDs, KMPs and the Senior Management Personnel.

(f) Review matters related to remuneration and benefits payable upon retirement and severance to MD/EDs, KMPs and the Senior Management Personnel.

(g) Review matters related to voluntary retirement and early separation schemes for the Company.

(h) Provide guidelines for remuneration of Directors on material subsidiaries.

(i) As NRC of the parent/ holding company, may recommend to the Board of the parent/ holding company how the Company will vote on resolutions for remuneration of directors on the Boards of its material subsidiary companies.

(j) Assist the Board in fulfilling its Corporate Governance responsibilities relating to remuneration of Board, KMPs and the Senior Management Personnel members. This includes review and approval of any information related to Directors, KMPs, the Senior Management Personnel and their remuneration to be presented in the Annual Report or other external communications (statutory or otherwise).

4. Board Development related:

(a) Oversee familiarization programmes for Directors.

5. Review of HR Practices:

(a) Review the efficacy of HR practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for Board, KMPs and the Senior Management Personnel).

6. Attendance at General Meetings:

(a) In accordance with the provisions of the applicable laws, the Chairperson of the Committee or in his/her absence, any other Member of the Committee, so authorised by him/her on his/her behalf shall attend the general meetings of the Company to address the shareholders' queries.

7. Other functions:

(a) Perform other activities related to the Charter as requested by the Board, from time to time.

(b) Scrutinise the declarations received from the proposed / existing Directors to undertake a process of due diligence to determine the suitability of the person for appointment / continuing to hold office as a Director on the Board and decide on the acceptance or otherwise of the Directors and ensure "Fit and Proper" status of Directors at the time of appointment and on continuing basis and that there is no conflict of interest in appointment of directors on Board of the Company, KMPs and members of the Senior Management.

(c) Recommend commission payable to the Directors, subject to the prescribed limits and approval of the shareholders.

(d) Perform such other duties and responsibilities as may be consistent with the provisions of the NRC charter.

Stakeholders Relationship Committee

The members of the Stakeholders Relationship Committee are:

Sr. No.	Name of Director	Committee Designation
1.	Mr. Nagaraj Ijari	Chairperson
2.	Mr. Ramanathan Viswanathan	Member
3.	Mr. Rajiv Sabharwal	Member

A Shareholders/Investors Grievance Committee was constituted pursuant to resolution passed by our Board on January 15, 2009. This was renamed as the Stakeholders Relationship Committee ("**SRC**") pursuant to resolution passed by our Board on May 8, 2014. This committee was last re-constituted by way of resolution passed by our Board dated May 3, 2025. The scope and functions of the Stakeholders Relationship Committee is in accordance with the Section 178 of the Companies Act and SEBI Listing Regulations. The terms of reference of the Stakeholders Relationship Committee include the following:

Role and Powers

The SRC shall:

1. Review statutory compliances relating to the holders of securities issued by the Company.
2. Consider and resolve the grievances of the holders of securities issued by the Company, including complaints related to transfer / transmission of securities, non-receipt of Annual Report / declared dividends / Notices / payment of interest or principal amount on Non-Convertible Debentures ("NCDs") issued by the Company, issue of new / duplicate certificates, general meetings, etc.
3. Oversee compliances in respect of dividend payments / interest and principal payment on NCDs and transfer of unclaimed amounts to the Investor Education and Protection Fund, as applicable.
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends / interest or principal amount on NCDs and ensuring timely receipt of dividend warrants / timely receipt of interest or principal amount on NCDs /annual reports/statutory notices by the shareholders of the Company.
5. Oversee and review matters related to the transfer of securities issued by the Company.
6. Approve issuance of new/duplicate certificates of securities issued by the Company.
7. Review movements in shareholding and ownership structure of the Company
8. Review of measures taken for effective exercise of voting rights by shareholders.
9. Ensure setting up of proper controls on the performance and adherence to service standards of the Company by the Registrar and Share Transfer Agent and oversee the same.
10. Recommend measures for overall improvement of the quality of investor services.
11. Adopt and review policies / guidelines / process notes / framework etc. relating to the securities issued by the Company, as deemed necessary.
12. To monitor the implementation and outcome of debentures issued with liquidity window facility in terms of applicable SEBI circular.
13. Carry out such other functions as may be delegated by the Board from time to time.

Risk Management Committee

The members of the Risk Management Committee are:

Sr. No.	Name of Director	Committee Designation
1.	Mr. Saurabh Agrawal	Chairperson
2.	Mr. Nagaraj Ijari	Member
3.	Mr. Rajiv Sabharwal	Member

The Risk Management Committee was constituted pursuant to resolution passed by our Board on November 27, 2007, and was last re-constituted by way of resolution passed by our Board dated March 29, 2024. The scope and functions of the Risk Management Committee is in accordance with the SEBI Listing Regulations. The terms of reference of the Risk Management Committee include the following:

1. Review and analyse risk exposure related to specific issues and provide oversight of risk across the Company.
2. Review and monitor risk profile of subsidiaries.
3. Monitors breaches / triggers of risk tolerance limit and directs action.
4. Reviews reports of significant issues prepared by internal risk oversight functional groups, including risk exposure related to specific issues, concentration, and limits excesses.
5. Nurtures a healthy and independent risk management function in the company.
6. Inculcates & promotes risk culture within the organization.
7. Approves the Enterprise-wide Risk Management (ERM) framework periodically.
8. The committee is governed by the charter as approved by the board.
9. Formulate a detailed Enterprise Risk Management Framework & Policy which shall include:
    (a) A framework for identification of internal and external risks specifically faced by the Company, in particular including credit, market, operational, information, cyber security risks or any other risk as may be determined by the Committee.
    (b) Measures for risk mitigation including systems and processes for internal control of identified risks.
    (c) Business continuity plan.
10. Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company. Monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems.
11. Review the appointment, removal and terms of remuneration of the Chief Risk Officer.
12. Have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

Risk Assurance – Risk Management Practices

The RMC shall evaluate the adequacy of the risk management system of the Company and to obtain reasonable assurance with respect to the Company’s risk management practices, the RMC shall periodically review:

1. Analyse the material risks to which the group, its businesses and subsidiaries are exposed.
2. Discuss all risk strategies both at an aggregated level and by type of risk and make recommendations to the Board in accordance with the group’s overall risk appetite.
3. Identify potential intra-group conflicts of interest.
4. Assess whether there are effective systems in place to facilitate exchange of information for effective risk oversight of the group.
5. Assess whether the corporate governance framework addresses risk management across the group.
6. Evaluate the adequacy of the risk management system of the Company.
7. The nature and extent of the risk exposures including risk exposures that may emerge from the macro and micro economic factors.
8. The likelihood and impact of identified risks.
9. The risk categorization and risk treatment for the identified risks (accept, reduce/ mitigate, transfer or avoid) the effectiveness of mitigation plans introduced by the company to reduce/ the risks.
10. review with the Company’s Legal Head and solicitors about the various legal matters which may have an impact on the financial statements and functioning of the Company.
11. Discuss with Management, the company’s policies with respect to risk assessment and risk management including appropriate guidelines for related processes and major financial risk exposures.
12. Operation Risk Management (ORM) and Fraud Risk Management (FRM) monitoring and highlighting of identified risk at the group level through ORM Committee and FRM Committee on quarterly basis.
13. Information security risk related matters are reviewed by Information technology steering committee periodically, any identified risk and measure to reported into RMC accordingly.

Corporate Social Responsibility Committee

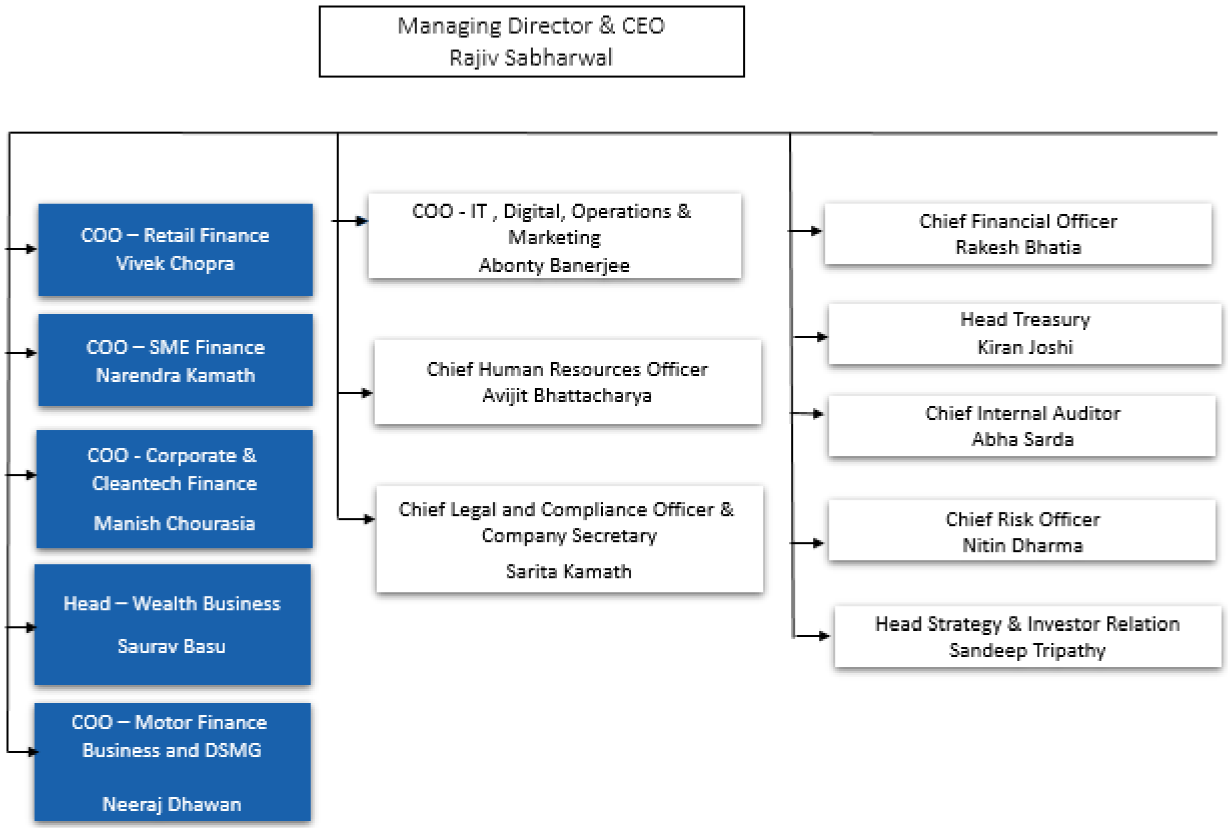
The members of the Corporate Social Responsibility Committee are:

S. No	Name and designation	Committee designation
1.	Mr. Saurabh Agrawal	Chairperson
2.	Mr. Nagaraj Ijari	Member
3.	Mr. Rajiv Sabharwal	Member

The Corporate Social Responsibility Committee was constituted pursuant to resolution passed by our Board on March 7, 2014 and was re-constituted by way of resolution passed by our Board dated January 17, 2025. The scope and functions of the Corporate Social Responsibility Committee are in accordance with Section 135 of the Companies Act, 2013. The terms of reference of the Corporate Social Responsibility Committee of our Company include the following:

1. To formulate and recommend to the Board, a CSR Policy which shall include the guiding principles for selection, implementation and monitoring of activities to be undertaken by the Company as specified in Schedule VII of the Act ("**CSR Activities**") as well as for formulation of the annual action plan by the Company.
2. To formulate and recommend to the Board an Annual Action Plan in pursuance of the CSR Policy and in accordance with the applicable Rules. Recommend alteration in such Plan to the Board of Directors, at any time during the financial year, based on the reasonable justification to that effect.
3. To recommend the amount of expenditure to be incurred on CSR activities.
4. To monitor the CSR Policy of the Company and expenditure of the subsidiaries from time to time and instituting a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company.
5. To oversee the Company's conduct with regard to its corporate and societal obligations and its reputation as a responsible corporate citizen.
6. To oversee activities impacting the quality of life of the beneficiaries of the CSR projects

Management Organization Chart



Key Managerial Personnel of our Company

In addition to Mr. Rajiv Sabharwal, Managing Director and CEO of our Company whose details are provided in "- *Brief biographies of our Directors*" on page 375, the details of our other Key Managerial Personnel in terms of the SEBI ICDR Regulations, as on the date of this Updated Draft Red Herring Prospectus - I are set forth below:

Mr. Rakesh Bhatia is the Chief Financial Officer of our Company. He has been associated with our Company since March 2, 2020. He holds a bachelor's of commerce (honours course) degree from University of Delhi. Further, he is an associate member of Institute of Chartered Accountants of India and has also completed the professional degree from the Institute of Company Secretaries of India. He has previously served as the president and chief financial officer at Kamatan Farm Tech Private Limited and financial controller and rural business head at our Company. He has also previously worked with RvaluE Consulting, Tupperware India Private Limited, American Express (India) Private Limited, I-flex Solutions Limited, Escorts Yamaha Motor Limited and Industrial Development Bank of India. He also serves as a director on the board of International Asset Reconstruction Company Private Limited. During Fiscal 2025, he received a remuneration of ₹30.5 million*.

Ms. Sarita Kamath is the Chief Legal and Compliance Officer & Company Secretary of our Company. She has been associated with our Company since June 1, 2009. She holds a bachelor's degree in commerce from University of Mumbai and a bachelor's of laws degree from the University of Mumbai. Further, she is also an associate member of the Institute of Company Secretaries of India. She has previously worked with Tata Services Limited and was transferred from Tata Services Limited to our Company as assistant vice president – legal of our Company, with effect from June 1, 2009. She is experienced in the legal, compliance and secretarial functions. During Fiscal 2025, she received a remuneration of ₹15.7 million*.

* *Perquisites excludes the taxable value of perquisites on exercise of stock options.*

Members of the Senior Management of our Company

In addition to Mr. Rakesh Bhatia, the Chief Financial Officer of our Company and Ms. Sarita Kamath, Chief Legal and Compliance Officer & Company Secretary of our Company, whose details are provided in "- *Key Managerial Personnel of our Company*" on page 390, the details of our other members of the Senior Management in terms of the SEBI ICDR Regulations, as on the date of this Updated Draft Red Herring Prospectus - I are set forth below:

Ms. Abonty Banerjee is the Chief Operating Officer - IT, Digital, Operations and Marketing of our Company. She has been associated with our Company since April 2, 2018. She has completed a bachelor's of science degree in economics from the University of Calcutta and has cleared the examination for a master's degree in business administration from the University of Calcutta. She has previously served as a senior general manager at ICICI Bank Limited, and as a partner at Ernst & Young LLP. During Fiscal 2025, she received a remuneration of ₹45.2 million*.

Mr. Avijit Bhattacharya is the Chief Human Resource Officer of our Company. He has been associated with our Company since September 1, 2007. He holds a bachelor's of technology degree in electrical engineering from the Indian Institute of Technology, Kanpur, and a post graduate diploma in management from the Indian Institute of Management, Bangalore. Further, he has also completed the Fulbright Scholarship Program. He has previously worked with the Tata group across various companies and has handled functions such as product development, finance, accounts, marketing and risk management. During Fiscal 2025, he received a remuneration of ₹33.8 million*.

Mr. Kiran Joshi is the Head – Treasury of our Company. He has been associated with our Company since September 1, 2007. He has completed a bachelor's degree in commerce from University of Bombay. Further, he has also completed professional degrees from the Institute of Chartered Accountants of India and Institute of Costs and Works Accountants of India. He has previously served as the head of treasury with Tata Motors Finance Limited and has handled treasury functions. During Fiscal 2025, he received a remuneration of ₹28.1 million*.

Mr. Nitin Dharma is the Chief Risk Officer of our Company. He has been associated with our Company since December 8, 2008. He has completed bachelor's degree in commerce from Devi Ahilya Vishwavidyalaya, Indore and a bachelor of laws degree from University of Mumbai. Further, he holds a master's degree in commerce (accounts & taxation) from Devi Ahilya Vishwavidyalaya, Indore. He also holds a diploma in management from Indira Gandhi National Open University. He is an associate member of Indian Institute of Banking and Finance. He has previously worked with ICICI Bank and Birla Global Asset Finance Company Limited. During Fiscal 2025, he received a remuneration of ₹17.2 million*.

Mr. Manish Chourasia is the Chief Operating Officer - Corporate and Cleantech Finance of our Company. He has been associated with Tata Cleantech Capital Limited (now merged with our Company) since July 15, 2015 and has been associated with our Company with effect from January 1, 2024. He holds a bachelor's degree in mechanical engineering from University of Roorkee, and a master's degree in business administration from University of Delhi. He has previously worked with Tata Cleantech Capital Limited, IL&FS Infra Asset Management Limited and ICICI Bank Limited. During Fiscal 2025, he received a remuneration of ₹33.8 million*.

Mr. Vivek Chopra is the Chief Operating Officer - Retail Finance of our Company. He has been associated with our Company since August 1, 2018. He holds a bachelor of technology degree in mechanical engineering from University of Kerala and a post graduate diploma in management from Goa Institute of Management. He has previously worked with ICICI Bank Limited and has handled functions such as products, sales, credit and debt management across retail business. During Fiscal 2025, he received a remuneration of ₹26.0 million*.

Mr. Narendra Kamath is the Chief Operating Officer - SME Finance of our Company. He has been associated with our Company since July 1, 2008. He holds a bachelor's degree in mechanical engineering from DY Patil College of Engineering and Technology, Shivaji University, Kolhapur and a post graduate diploma in management from Institute of Management Development and Research, Pune. He has previously worked with ELGI Equipments Limited, Tata Motors Limited and Tata Motors Finance Limited. During Fiscal 2025, he received a remuneration of ₹18.2 million*.

Mr. Saurav Basu is the Chief Business Officer - Wealth and Advisory Business of our Company. He has been associated with our Company since August 10, 2018. He holds a bachelor's degree in mechanical engineering from Mangalore University, and a post graduate diploma in management from Indian Institute of Management, Lucknow. He has previously worked with Citibank NA, and has handled functions such as business strategy and planning, business development and sales management, risk management, and team management. During Fiscal 2025, he received a remuneration of ₹18.3 million*.

Ms. Abha Sarda is the Chief Internal Auditor of our Company. She joined our Company on September 15, 2008 and was transferred to our erstwhile subsidiary, namely, TCCL on August 1, 2015. Subsequently, she joined Tata Capital Housing Finance Limited on August 1, 2019 and has been associated with Tata Capital Financial Services Limited (now merged with our Company) since November 1, 2023. She has completed the professional degree from the Institute of Chartered Accountants of India. She has previously served as the deputy manager with the Times of India Group. During Fiscal 2025, she received a remuneration of ₹12.2 million*.

Mr. Sandeep Tripathy is the Head of Strategy and Investor Relations of our Company. He has been associated with our company since February 1, 2025**.** He holds a bachelor of technology degree in computer science and engineering from College of Engineering and Technology, Bhubaneshwar, and a master's degree in business administration from ICFAI University, Dehradun. He has previously worked as a general manager with Tata Sons Private Limited, as vice president in the international capital coverage of JM Financial Institutional Securities Limited and as an associate in Goldman Sachs (India) Securities Private Limited with their investment banking division. During Fiscal 2025, he received a remuneration of ₹1.6 million.

Mr. Neeraj Dhawan is the Chief Operating Officer – Motor Finance and Debt Service Management Group. He has been associated with our Company since June 14, 2024. He holds a bachelor's degree in commerce (honours) from St. Xavier's College, Calcutta and an associate of the Institute of Chartered Accountants of India. He has a graduate degree from the Institute of Cost and Works Accountants of India and a licentiate of the Institute of Company Secretaries of India. He has previously worked with Jio Finance Limited, Experian Credit Information Company of India Private Limited, CSB Bank, Yes Bank, ICICI Bank, HDFC Bank, ABN AMRO Bank NV and GE Capital Transportation Financial Services Limited. During Fiscal 2025, he received a remuneration of ₹17.0 million from our Company and ₹20.1 million from erstwhile TMFL. For details of his association with our Company and erstwhile TMFL, see "- *Changes in Key Managerial Personnel and members of the Senior Management*" on page 392.

* *Perquisites excludes the taxable value of perquisites on exercise of stock options.*

Status of Key Managerial Personnel and members of the Senior Management

As on the date of this Updated Draft Red Herring Prospectus – I, our Key Managerial Personnel and members of the Senior Management are permanent employees of our Company.

Shareholding of Key Managerial Personnel and members of the Senior Management in our Company

Except as disclosed in "*Capital Structure - Shareholding of our Directors, Key Managerial Personnel and members of the Senior Management*" on page 128, none of our Key Managerial Personnel and members of the Senior Management hold any Equity Shares in our Company.

Bonus or Profit-Sharing Plans of the Key Managerial Personnel and members of the Senior Management

None of our Key Managerial Personnel or members of the Senior Management is entitled to any bonus (excluding performance linked incentive which is part of their remuneration) or profit-sharing plans of our Company.

Interests of Key Managerial Personnel and members of the Senior Management

Our Key Managerial Personnel and members of the Senior Management do not have any interests in our Company, other than to the extent of (i) the remuneration or benefits to which they are entitled in accordance with the terms of their appointment or reimbursement of expenses incurred by them during the ordinary course of business by our Company; (ii) the Equity Shares and employee stock options held by or on behalf of them, if any, and any dividend payable to them and other benefits/ distributions arising out of such shareholding and (iii) as provided in "– *Interest of Directors*" on page 378. For details, see "- *Shareholding of the Key Managerial Personnel and members of the Senior Management*" on page 128.

Contingent and deferred compensation payable to our Key Managerial Personnel and members of the Senior Management

Except as disclosed below, there is no contingent or deferred compensation accrued for Fiscal 2025 and payable to the Key Managerial Personnel and members of the Senior Management:

Key Managerial Personnel/ members of the Senior Management	Contingent or deferred compensation accrued for Fiscal 2025 but payable at a later date (₹ in million)
Key Managerial Personnel	
Mr. Rajiv Sabharwal	84.5
Mr. Rakesh Bhatia	21.0
Ms. Sarita Kamath	10.4
Members of the Senior Management	
Ms. Abonty Banerjee	22.8
Mr. Avijit Bhattacharya	19.5
Mr. Kiran Joshi	15.0
Mr. Nitin Dharma	7.5
Mr. Manish Chourasia	22.8
Mr. Vivek Chopra	15.0
Mr. Narendra Kamath	9.6
Mr. Saurav Basu	8.0
Ms. Abha Sarda	4.7
Mr. Neeraj Dhawan	10.8

Arrangements or understandings with major shareholders, customers, suppliers or others pursuant to which our Key Managerial Personnel and members of the Senior Management have been appointed as a Key Managerial Personnel and members of the Senior Management

None of our Key Managerial Personnel and members of the Senior Management have been appointed pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others.

Service Contracts with Key Managerial Personnel and members of the Senior Management

Except statutory entitlements for benefits upon termination of their employment in our Company or retirement, no Key Managerial Personnel and members of the Senior Management has entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Changes in Key Managerial Personnel and members of the Senior Management

Other than as disclosed in "*Changes in our Board in the last three years*" on page 392, the changes in the Key Managerial Personnel and members of the Senior Management in the preceding three years are as follows:

Name	Designation	Date of Change	Reason for Change
Ms. Sanchita Mustauphy	Chief Risk Officer	October 31, 2022	Resigned as Chief Risk Officer
Ms. Kashmira Mewawala	Chief Ethics Counsellor & Head Business Development	January 31, 2023	Superannuated
Mr. Nitin Dharma	Chief Risk Officer	June 1, 2023 (an employee of our Company with effect from December 8, 2008)	Appointment to the role of Chief Risk Officer
Mr. Uttam Soni	Head Business Excellence	July 18, 2023	Ceased to be an SMP due to change in reporting hierarchy
Mr. Bhavin Purohit	Chief Technology	July 18, 2023	Ceased to be an SMP due to change in

Name	Designation	Date of Change	Reason for Change
	Officer		reporting hierarchy
Ms. Abonty Banerjee	Chief Operating Officer - IT, Digital, Operations & Marketing	July 18, 2023 (an employee of our Company with effect from April 2, 2018)	Additional Responsibility of Information Technology and Operations
Mr. Vivek Chopra	Chief Operating Officer - Retail Finance	July 18, 2023 (an employee of our Company with effect from August 1, 2018)	Appointed as Chief Operating Officer, Retail Finance Business
Mr. Narendra Kamath	Chief Operating Officer -SME Finance	July 18, 2023 (an employee of our Company with effect from July 1, 2008)	Appointed as Chief Operating Officer, SME Finance
Mr. Saurav Basu	Chief Business Officer - Wealth & Advisory Business	July 18, 2023 (an employee of our Company with effect from August 10, 2018)	Redesignated as Chief Business Officer - Wealth & Advisory Business
Mr. Manish Chourasia	Chief Operating Officer - Corporate & Cleantech Finance	January 1, 2024 (an employee of our Company with effect from July 15, 2015)	Appointment to the role of Chief Operating Officer, Corporate and Cleantech Finance
Mr. Neeraj Dhawan	President – Business Transformation	June 14, 2024	Appointed as President – Business Transformation
Mr. Neeraj Dhawan	President – Business Transformation	July 31, 2024	Pursuant to group transfer, resigned as President – Business Transformation and appointed as managing director of Tata Motors Finance Limited w.e.f. August 1, 2024
Mr. S. Bhaskar	Chief Internal Auditor	August 31, 2024	Superannuated
Ms. Abha Sarda	Chief Internal Auditor	September 1, 2024 (an employee of TCFSL since November 1, 2023. TCFSL has been merged with our Company, with effect from January 1, 2024)	Appointed as Chief Internal Auditor
Mr. Sandeep Tripathy	Head Strategy and Investor Relations	February 1, 2025	Appointed as Head Strategy and Investor Relations
Mr. Neeraj Dhawan	Chief Operating Officer – Motor Finance and Debt Service Management Group	June 2, 2025	Appointed as Chief Operating Officer – Motor Finance and Debt Service Management Group

Our Company does not have a high attrition rate of Key Managerial Personnel and members of the Senior Management as compared to the industry.

Payment or benefit to Key Managerial Personnel and members of the Senior Management

Except as disclosed below, no non-salary amount or benefit has been paid or given to any officer of our Company including Key Managerial Personnel or members of the Senior Management, within the two years preceding the date of this Updated Draft Red Herring Prospectus - I or is intended to be paid or given, other than in the ordinary course of their employment or any employee stock options, for services rendered as officers of our Company, or dividend that may be payable in their capacity as Shareholders.

Key Managerial Personnel/ member of the Senior Management	Amount (₹ in million)
Senior Management	
Mr. Vivek Chopra	1.0

For details of the related party transactions, see "*Restated Consolidated Financial Information—Notes forming part of the Restated Consolidated Financial Information—Note 42: Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015*" on page 509.

Employee Stock Options

For details of employee stock options provided to our Key Managerial Personnel and members of the Senior Management, see "*Capital Structure – Employee Stock Option Plans"* on page 129.

OUR PROMOTER AND PROMOTER GROUP

Our Promoter

The Promoter of our Company is Tata Sons Private Limited.

As on the date of this Updated Draft Red Herring Prospectus – I, our Promoter holds 3,575,064,262 Equity Shares of face value of ₹10 each, representing 88.6% of the issued, subscribed and paid-up Equity Share capital of our Company, on a fully diluted basis. For further details, please see *"Capital Structure – History of the share capital held by our Promoter"* on page 121.

Details of our Promoter

Corporate Information

Tata Sons Private Limited was incorporated in India on November 8, 1917, as a private limited company under the Indian Companies Act, 1913, pursuant to a certificate of incorporation issued by the Assistant Registrar of Companies, Maharashtra at Bombay. Tata Sons Private Limited became a deemed public company with effect from May 1, 1975, as a consequence of which the word "private" in its name was deleted. Subsequently, the status of Tata Sons Private Limited was changed into a private limited company and a fresh certificate of incorporation dated August 6, 2018, was issued by the RoC consequent upon conversion. The registered office of Tata Sons Private Limited is at Bombay House, 24, Homi Mody Street, Fort, Mumbai, 400 001, Maharashtra, India. Its CIN is U99999MH1917PTC000478. Tata Sons Private Limited is not a non-profit organisation.

Nature of Business

Tata Sons Private Limited is the principal investment and holding company of various Tata companies and has a significant shareholding in the share capital of such companies, of which it is a promoter. In addition to its significant holdings in Tata companies, Tata Sons Private Limited is the owner of the "Tata" brand name and the Tata trademarks, which are registered in India and several other countries and are used by most of the Tata companies in relation to their corporate names, products and services.

Shareholders of Tata Sons Private Limited

Majority of the equity shares of Tata Sons Private Limited are held by the Tata trusts, of which there are no identifiable beneficiaries, other than the public at large. As on the date of this Updated Draft Red Herring Prospectus – I, the details of the shareholders of Tata Sons Private Limited are as follows:

Name	Number of shares	Percentage (%)
Sir Dorabji Tata Trust	113,067	28.0
Sir Ratan Tata Trust	95,211	23.6
Other Trusts	58,005	14.4
Corporate shareholders		
(A) Tata companies	52,013	12.9
(B) Unaffiliated companies	74,244	18.4
Individuals	11,606	2.9
Total	**404,146**	**100.0**

Corporate Structure of Tata Sons Private Limited

Particulars	Amount (*in ₹ million*)
Authorised capital	
3,000,000 equity shares of face value of ₹1,000 each	3,000.0
55,000,000 cumulative redeemable preference shares of ₹1,000 each	55,000.0
Paid-up	
404,146 equity shares of ₹1,000 each	404.1

Details of change in control

There has been no change in control of Tata Sons Private Limited in the last three years preceding the date of this Updated Draft Red Herring Prospectus – I.

Promoter of Tata Sons Private Limited

Tata Sons Private Limited has identified Tata trusts as its promoters. Tata trusts include Sir Dorabji Tata Trust, Sir Ratan Tata

Trust, Sarvajanik Seva Trust, RD Tata Trust, Tata Education Trust, Tata Social Welfare Trust and JRD Tata Trust. These Tata trusts are public charitable trusts with no identifiable beneficiaries, other than the public at large.

Board of directors of Tata Sons Private Limited

The board of directors of Tata Sons Private Limited as on the date of this Updated Draft Red Herring Prospectus – I are as follows:

S. No.	Name	Designation
1.	Mr. N. Chandrasekaran	Executive Chairman
2.	Mr. Venu Srinivasan	Non-Executive Director
3.	Mr. Vijay Singh	Non-Executive Director
4.	Mr. Noel Naval Tata	Non-Executive Director
5.	Mr. Ajay Piramal	Independent Director
6.	Mr. Harish Manwani	Independent Director
7.	Ms. Anita M. George	Independent Director
8.	Dr. Ralf Speth	Non-Executive Director
9.	Mr. Saurabh Agrawal	Executive Director

Our Company confirms that the PAN, bank account number, the company registration number and the address of the registrar of companies where Tata Sons Private Limited is registered, have been submitted to the Stock Exchanges at the time of filing of the Pre-filed Draft Red Herring Prospectus.

Change in control of our Company

Tata Sons Private Limited is not the original promoter of our Company. There has been no change in the control of our Company during the last five years preceding the date of this Updated Draft Red Herring Prospectus – I. For details, see "*Capital Structure*" and "*History and Other Corporate Matters*" beginning on pages 106 and 316, respectively. Our Board in its meeting held on March 27, 2025 passed a resolution to name Tata Sons Private Limited as our Promoter.

Interest of our Promoter

Our Promoter is interested in our Company to the extent (i) it is the Promoter of our Company; and (ii) of its shareholding in our Company; including the dividend payable thereon, if any, and any other distributions in respect of the Equity Shares held by it in our Company, from time to time. For details of the shareholding of our Promoter and our Promoter Group in our Company, see "*Capital Structure –History of the share capital held by our Promoter"* on page 121.

Additionally, our Promoter may be interested in transactions entered into by our Company with it and with other entities (i) in which our Promoter holds shares; or (ii) controlled by our Promoter. For further details of interest of our Promoter in our Company, see *"Other Financial Information – Related Party Transactions"* on page 585.

No sum has been paid or agreed to be paid to our Promoter or to the firms or companies in which our Promoter is interested as a member in cash or shares or otherwise by any person, either to induce them to become or to qualify them, as a director or promoter or otherwise for services rendered by such Promoter or by such firms or companies in connection with the promotion or formation of our Company.

Our Promoter has no interest in any property acquired by our Company during the three years immediately preceding the date of this Updated Draft Red Herring Prospectus – I or proposed to be acquired by our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery, etc.

Except for the usage of 'Tata' brand which is registered in the name of our Promoter and is used by our Company and our Subsidiaries, our Promoter is not interested in the intellectual property of our Company. For further details, see *"Risk Factors – We may be subject to unauthorised use of our intellectual property and may in the future become subject to patent, trademark and/or other intellectual property infringement claims"* and *"Our Business – Intellectual Property"* on pages 74 and 324, respectively.

Payment of benefit to our Promoter or members of the Promoter Group

Except in the ordinary course of business and as disclosed in "*Restated Consolidated Financial Information—Notes forming part of the Restated Consolidated Financial Information—Note 42: Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015*" on page 509 and "*History and certain corporate matters – Key terms of other subsisting material agreements – Tata brand equity and business promotion agreement dated March 14, 2024 entered into by and amongst our Company and Tata Sons Private Limited (the "Tata Brand Agreement")*" on page 365, no amount or benefit has been paid or given to our Promoter or any of the members of the Promoter Group during the two years preceding the date of this Updated Draft Red Herring Prospectus – I nor is there any intention to pay or give any amount or benefit to our Promoter or any of the members of the Promoter Group as on the date of filing of this Updated Draft Red Herring Prospectus – I.

Our Company will adopt the necessary procedures and practices as permitted by law to address any conflict situation if and when it arises.

Material guarantees given by our Promoter

Our Promoter has not given any material guarantees to any third parties with respect to the Equity Shares, as on the date of this Updated Draft Red Herring Prospectus – I.

Companies or firms with which our Promoter has disassociated in the last three years

Except as disclosed below, our Promoter has not disassociated itself from any company in the last three years preceding the date of filing of this Updated Draft Red Herring Prospectus – I:

Name of the Promoter	Name of company or firm from which Promoter has disassociated	Reasons for and circumstances leading to disassociation	Date of disassociation
Tata Sons Private Limited	AIX Connect Private Limited (*formerly known as AirAsia (India) Private Limited*)	Sale of shares to Air India Limited, a subsidiary of Tata Sons	November 3, 2022
	Hemisphere Properties India Limited	Divestment of stake - Sale of shares through stock exchange	December 2, 2022
	Tata Housing Development Company Limited	Sale of shares to Tata Realty and Infrastructure Limited, a subsidiary of Tata Sons	January 17, 2024
	Talace Private Limited	Amalgamation with Air India Limited, a subsidiary of Tata Sons	November 12, 2024
	Tata SIA Airlines Limited	Amalgamation with Air India Limited, a subsidiary of Tata Sons	November 12, 2024

Confirmations

Our Promoter and members of the Promoter Group have not been declared Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by the Reserve Bank of India.

Our Promoter and members of the Promoter Group have not been prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other securities market regulator or any other authority, court or tribunal inside and outside India. Our Promoter is not and has not been a promoter of any other company which is debarred from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Except for the common directorship, shareholding or business transactions in the ordinary course of business that may exist between our Promoter and certain members of our Promoter Group and (i)TMF Holdings Limited; (ii) Macrotech Developers Limited; (iii) Jasper Industries Limited; and (iv) Videocon Industries Limited (certain lessors of immovable properties who are crucial for operations of our Company) there is no conflict of interest between our Promoter and members of Promoter Group and lessors of immovable properties of our Company (who are crucial for operations of our Company).

Except for the common directorship, shareholding or business transactions in the ordinary course of business that may exist between our Promoter and certain members of our Promoter Group and (i) Tata Consultancy Services Limited; (ii) Athena BPO Private Limited; (iii) TransUnion CIBIL Limited; (iv) Conneqt Business Solutions Limited; (v) Quess Corp Limited; and (vi) Spocto Solutions Private Limited (certain third party service providers of our Company who are crucial for operations of our Company), there is no conflict of interest between our Promoter and members of Promoter Group and third party service providers of our Company (who are crucial for operations of our Company).

Our Promoter Group

Apart from our Promoter and our Subsidiaries, the entities forming part of the Promoter Group of our Company, in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations are as follows:

Equity-listed entities:

1. Automotive Stampings and Assemblies Limited;
2. Tata Consultancy Services Limited;
3. Tata Consumer Products Limited;
4. Tata Elxsi Limited;
5. Tata Investment Corporation Limited;
6. Tata Teleservices (Maharashtra) Limited;
7. Tejas Networks Limited;
8. The Indian Hotels Company Limited; and
9. Voltas Limited.

Debt-listed entities:

10. Infopark Properties Limited;
11. Panatone Finvest Limited;
12. Tata AIG General Insurance Company Limited;
13. Tata Housing Development Company Limited;
14. Tata Realty and Infrastructure Limited; and
15. Tata Projects Limited.

Equity and debt-listed entities:

16. Tata Chemicals Limited;
17. Tata Communications Limited;
18. Tata Motors Limited;
19. Tata Steel Limited;
20. The Tata Power Company Limited;
21. Titan Company Limited; and
22. Trent Limited.

Unlisted entities:

23. 915 Labs Inc., incorporated in the Unites States of America;
24. Actve Digital Services Private Limited;
25. AFCL Ghana Limited, incorporated in Ghana;
26. AFCL Premium Services Limited, incorporated in Nigeria;
27. AFCL RSA (Pty) Limited, incorporated in South Africa;
28. AFCL Zambia Limited, incorporated in Zambia;
29. Agratas Energy Storage Solutions Private Limited;
30. Agratas Limited, incorporated in United Kingdom;
31. Agratas LLC, incorporated in the Unites States of America;
32. AI Fleet Services IFSC Limited;
33. Air India Express Limited;
34. Air India Limited;
35. Akashastha Technologies Private Limited;
36. Alliance Finance Corporation Limited, incorporated in Tanzania;
37. Alliance Leasing Limited, incorporated in Kenya;
38. Alliance Leasing Uganda Limited, incorporated in Uganda;
39. Apex Realty Private Limited, incorporated in Maldives;
40. APTOnline Limited;
41. Ardent Properties Private Limited;
42. Arrow Infraestate Pvt Limited;
43. Artifex Interior Systems Limited, incorporated in United Kingdom;
44. Artifex Systems AB (*formerly known as Vintara AB*), incorporated in Sweden;
45. Artson Limited *(formerly known as Artson Engineering Limited)*;
46. Blackwood Hodge (Zimbabwe) (Private) Limited, incorporated in Zimbabwe;
47. BUC Mobile Inc., incorporated in United States of America;
48. Calsea Footwear Private Limited;
49. Campaign Registry Inc (Canada), incorporated in Canada;
50. Campaign Registry Inc., incorporated in United States of America;
51. C-Edge Technologies Limited;
52. Changshu Tata AutoComp Systems Limited, incorporated in People's Republic of China;
53. Concept Developers & Leasing Limited;

54. Dailyninja Delivery Services Private Limited;
55. Dharamshala Ropeway Limited;
56. Diligenta (Europe) B.V., incorporated in Netherlands;
57. Diligenta Limited, incorporated in United Kingdom;
58. Durg Shivnath Expressways Private Limited;
59. Ecofirst Services Limited;
60. Ewart Investments Limited;
61. Ferbine Private Limited
62. Goldcup 37220 AB, incorporated in Sweden;
63. Goldcup 37221 AB, incorporated in Sweden;
64. Gurgaon Constructwell Private Limited;
65. Gurgaon Realtech Limited;
66. Hampi Expressways Private Limited;
67. HL Promoters Private Limited;
68. HLT Residency Private Limited;
69. Impetis Biosciences Limited;
70. Indian Rotorcraft Limited;
71. Industrial Minerals and Chemicals Company Private Limited;
72. Infiniti Retail Limited;
73. Innovative Retail Concepts Private Limited;
74. International Infrabuild Private Limited;
75. ITXC IP Holdings S.A.R.L., incorporated in Luxembourg;
76. Kaleyra Africa (Pty) Limited, incorporated in South Africa;
77. Kaleyra Dominicana, S.R.L., incorporated in Dominican Republic;
78. Kaleyra Inc., incorporated in United States of America;
79. Kaleyra SpA, incorporated in Italy;
80. Kaleyra UK Limited, incorporated in United Kingdom
81. Kaleyra US Inc., incorporated in United States of America;
82. Kolkata-One Excelton Private Limited;
83. Kriday Realty Private Limited;
84. Land kart Builders Private Limited;
85. Leanluxe Hospitality Private Limited;
86. LFS Healthcare Private Limited;
87. MahaOnline Limited;
88. Matheran Rope-Way Private Limited;
89. Mgage Athens PC, incorporated in Greece; (1)
90. Mgage SA de CV, incorporated in Mexico;(1)
91. MGDC, S.C., incorporated in Mexico;
92. Mikado Realtors Private Limited;
93. Motor-Hub East Africa Limited, incorporated in Tanzania;
94. MP Online Limited;
95. MuCoso B.V., incorporated in Netherlands;
96. Nanjing Tata Autocomp Systems Limited, incorporated in People's Republic of China;
97. Nanjing Tata AutoComp Technology Company Limited, incorporated in People's Republic of China;
98. Newshelf 1369 (Pty) Limited, incorporated in South Africa;
99. Niskalp Infrastructure Services Limited;
100. Nova Integrated Systems Limited;
101. Novamesh Limited;
102. Oasis Smart E-Sim Pte Limited, incorporated in The Republic of Singapore;
103. OASIS Smart SIM Europe SAS, incorporated in France;
104. One Bangalore Luxury Projects LLP;
105. One-Colombo Project (Private) Limited, incorporated in Sri Lanka;
106. Princeton Infrastructure Private Limited;
107. Promont Hillside Private Limited;
108. Promont Hilltop Private Limited;
109. Protraviny Private Limited;
110. Pune IT City Metro Rail Limited;
111. Qubit Investments Pte. Limited, incorporated in Singapore;
112. Ranata Hospitality Private Limited;
113. Real Stochastics Institute of Data Private Limited;
114. Ryhpez Holding (Sweden) AB, incorporated in Sweden;
115. Saankhya Labs Inc., incorporated in United States of America;
116. Savis Retail Private Limited;(1)
117. Sector 113 Gatevida Developers Private Limited;

118. SEPCO Communications (Pty) Limited, incorporated in South Africa;
119. Simto Investment Company Limited;
120. Smart Value Homes (Boisar) Private Limited;
121. Smart Value Homes (New Project) LLP;
122. Smart Value Homes (Peenya Project) Private Limited;
123. Société Financière Décentralisé Alliance Finance Corporation Senegal, incorporated in Senegal;
124. Sohna City LLP;
125. Solutions Infini Technologies (India) Private Limited;
126. Solutions Infiny FZ LLC, incorporated in United Arab Emirates;
127. Strategic Energy Technology Systems Private Limited;
128. Stryder Cycle Private Limited;
129. Supermarket Grocery Supplies Private Limited;
130. TACO Engineering Services GmbH, incorporated in Germany;
131. TACO EV Component Solutions Private Limited;
132. TACO Prestolite Electric Private Limited;
133. TACO Punch Powertrain Private Limited;
134. TACO Sasken Automotive Electronics Limited;(1)
135. Taj Air Limited;
136. TASL Aerostructures Private Limited;
137. Tata (Zimbabwe) (Private) Limited, incorporated in Zimbabwe;
138. Tata 1MG Healthcare Solutions Private Limited;
139. Tata 1MG Technologies Private Limited;
140. Tata Advanced Systems Limited;
141. Tata Advanced Systems Maroc Sarlau, incorporated in Morocco;
142. Tata Africa (Cote D'Ivoire) SARL, incorporated in Cote d'Ivoire (Ivory Coast);
143. Tata Africa Holdings (Ghana) Limited, incorporated in Ghana;
144. Tata Africa Holdings (Kenya) Limited, incorporated in Kenya;
145. Tata Africa Holdings (SA) (Pty) Ltd., incorporated in South Africa;
146. Tata Africa Holdings (Tanzania) Limited, incorporated in Tanzania;
147. Tata Africa Services (Nigeria) Limited, incorporated in Nigeria;
148. Tata AIA Life Insurance Company Limited;
149. Tata America International Corporation, incorporated in United States of America;
150. Tata Asset Management (Mauritius) Private Limited, incorporated in Mauritius;
151. Tata Asset Management Private Limited;
152. Tata Autocomp Europe Limited (*formerly known as Jaguar Land Rover Ventures Limited*), incorporated in United Kingdom;
153. Tata Autocomp Gotion Green Energy Solutions Private Limited;
154. Tata Autocomp Hendrickson Suspensions Private Limited;
155. Tata Autocomp Systems Limited;
156. Tata Business Hub Limited;
157. Tata ClassEdge Limited;
158. Tata Communications (America) Inc., incorporated in United States of America;
159. Tata Communications (Australia) Pty Limited, incorporated in Australia;
160. Tata Communications (Beijing) Technology Limited, incorporated in People's Republic of China;
161. Tata Communications (Belgium) SRL, incorporated in Belgium;
162. Tata Communications (Brazil) Participacoes Limitada, incorporated in Brazil;
163. Tata Communications (Canada) Limited, incorporated in Canada;
164. Tata Communications (France) SAS, incorporated in Republic of France;
165. Tata Communications (Guam) L.L.C., incorporated in Guam;
166. Tata Communications (Hong Kong) Limited, incorporated in People's Republic of China;
167. Tata Communications (Hungary) Kft, incorporated in Hungary;
168. Tata Communications (International) Pte. Limited, incorporated in The Republic of Singapore;
169. Tata Communications (Ireland) DAC, incorporated in Ireland;
170. Tata Communications (Italy) SRL, incorporated in Italy;
171. Tata Communications (Japan) KK., incorporated in Japan;
172. Tata Communications (Malaysia) Sdn. Bhd., incorporated in Malaysia;
173. Tata Communications (Middle East) FZ-LLC, incorporated in United Arab Emirates;
174. Tata Communications (Netherlands) B.V., incorporated in Netherlands;
175. Tata Communications (New Zealand) Limited, incorporated in New Zealand;
176. Tata Communications (Nordic) AS, incorporated in Norway;
177. Tata Communications (Poland) SP.z.o.o., incorporated in Poland;
178. Tata Communications (Portugal) Instalacao E Manutencao De Redes LDA, incorporated in Portugal;
179. Tata Communications (Portugal) Unipessoal LDA, incorporated in Portugal;
180. Tata Communications (Russia) LLC, incorporated in Russia;

181. Tata Communications South Korea Limited, incorporated in South Korea;
182. Tata Communications (Spain) S.L., incorporated in Spain;
183. Tata Communications (Sweden) AB, incorporated in Sweden;
184. Tata Communications (Switzerland) GmbH, incorporated in Switzerland;
185. Tata Communications (Taiwan) Limited, incorporated in Taiwan;
186. Tata Communications (Thailand) Limited, incorporated in Thailand;
187. Tata Communications (UK) Limited, incorporated in United Kingdom;
188. Tata Communications Collaboration Services Private Limited;
189. Tata Communications Comunicacoes E Multimídia (Brazil) Limitada, incorporated in Brazil;
190. Tata Communications Deutschland GMBH, incorporated in Germany;
191. Tata Communications Lanka Limited, incorporated in Sri Lanka;
192. Tata Communications Middle East Technology Services L.L.C, incorporated in United Arab Emirates;
193. Tata Communications Services (International) Pte. Limited, incorporated in Republic of Singapore;
194. Tata Communications SVCS Pte Limited, incorporated in Bermuda – redomiciled to Singapore;
195. Tata Communications Transformation Services (Hungary) Kft., incorporated in Hungary;
196. Tata Communications Transformation Services (US) Inc., incorporated in United States of America;
197. Tata Communications Transformation Services Limited;
198. Tata Communications Transformation Services Pte Limited, incorporated in the Republic of Singapore;
199. Tata Communications Transformation Services South Africa (Pty) Limited, incorporated in South Africa;
200. Tata Consultancy Services (Africa) (Proprietary) Limited, incorporated in South Africa;
201. Tata Consultancy Services (China) Co., Limited, incorporated in People's Republic of China;
202. Tata Consultancy Services (Philippines) Inc., incorporated in Philippines;
203. Tata Consultancy Services (Portugal), Unipessoal LDA, incorporated in Portugal;
204. Tata Consultancy Services (South Africa) (Proprietary) Limited, incorporated in South Africa;
205. Tata Consultancy Services (Thailand) Limited, incorporated in Thailand;
206. Tata Consultancy Services Argentina Sociedad Anonima, incorporated in Argentina;
207. Tata Consultancy Services Asia Pacific Pte. Limited, incorporated in Singapore;
208. Tata Consultancy Services Belgium, incorporated in Belgium;
209. Tata Consultancy Services Bulgaria EOOD, incorporated in Bulgaria;
210. Tata Consultancy Services Canada Inc., incorporated in Canada;
211. Tata Consultancy Services Chile S.A., incorporated in Chile;
212. Tata Consultancy Services De Espana, S.A., incorporated in Spain;
213. Tata Consultancy Services De Mexico, S.A. De C.V., incorporated in Mexico;
214. Tata Consultancy Services Deutschland GmbH, incorporated in Germany;
215. Tata Consultancy Services Do Brasil Ltda., incorporated in Brasil;
216. Tata Consultancy Services France, incorporated in France;
217. Tata Consultancy Services Guatemala, S.A., incorporated in Guatemala;
218. Tata Consultancy Services Indonesia, PT, incorporated in Indonesia;
219. Tata Consultancy Services Ireland Limited, incorporated in Ireland;
220. Tata Consultancy Services Italia S.R.L., incorporated in Italy;
221. Tata Consultancy Services Japan, Limited, incorporated in Japan;
222. Tata Consultancy Services Luxembourg S.A., incorporated in Luxembourg;
223. Tata Consultancy Services Malaysia Sdn. Bhd., incorporated in Malaysia;
224. Tata Consultancy Services Netherlands B.V., incorporated in the Netherlands;
225. Tata Consultancy Services Osterreich GmbH, incorporated in Austria;
226. Tata Consultancy Services Qatar, incorporated in Qatar;
227. Tata Consultancy Services Saudi Arabia, incorporated in Saudi Arabia;
228. Tata Consultancy Services Sverige Aktiebolag, incorporated in Sweden;
229. Tata Consultancy Services Switzerland Limited, incorporated in Switzerland;
230. Tata Consultancy Services UK Limited, incorporated in United Kingdom;
231. Tata Consulting Engineers Limited;
232. Tata Consulting Engineers USA, LLC (*formerly known as CDI Engineering Solutions, LLC*), incorporated in United States of America;
233. Tata Digital Private Limited;
234. Tata Electronics America Inc., incorporated in United States of America;
235. Tata Electronics Private Limited;
236. Tata Electronics Products and Solutions Private Limited;
237. Tata Electronics Singapore Pte. Limited, incorporated in Singapore;
238. Tata Electronics Systems Solutions Private Limited (*formerly known as Wistron Infocomm Manufacturing (India) Private Limited*);
239. Tata Electronics Taiwan Co. Limited, incorporated in People's Republic of China;
240. Tata Engineering Consultants Saudi Arabia Company, incorporated in Kingdom of Saudi Arabia;
241. Tata Fintech Private Limited;
242. Tata Holdings Mocambique Limitada, incorporated in Mozambique;

243. Tata Incorporated, incorporated in United States of America;
244. Tata Industries Limited;
245. Tata International AG, incorporated in Switzerland;
246. Tata International Canada Limited, incorporated in Canada;
247. Tata International Limited;
248. Tata International Metals (Americas) Limited, incorporated in United States of America;
249. Tata International Metals (Asia) Limited, incorporated in Hong Kong;
250. Tata International Metals (Guangzhou) Limited, incorporated in People's Republic of China;
251. Tata International Nigeria LFZ Enterprise (*formerly known as TIL Motor–Hub Nigeria LFZ Enterprise)*, incorporated in Nigeria;
252. Tata International Senegal S.A., incorporated in Senegal;
253. Tata International Singapore Pte. Limited, incorporated in Singapore;
254. Tata International Vehicle Applications Private Limited;
255. Tata International Vietnam Company Limited, incorporated in Vietnam;
256. Tata International West Asia DMCC, incorporated in United Arab Emirates;
257. Tata Limited, incorporated in United Kingdom;
258. Tata Medical and Diagnostics Limited;
259. Tata Motors (SA) (Proprietary) Limited, incorporated in South Africa;
260. Tata Neu Private Limited;
261. Tata Payments Limited;
262. Tata Pension Management Fund Private Limited;
263. Tata Play Broadband Private Limited;
264. Tata Play Limited;
265. Tata Semiconductor Assembly and Test Private Limited;
266. Tata Semiconductor Manufacturing Private Limited;
267. Tata South East Asia (Cambodia) Limited, incorporated in Cambodia;
268. Tata Tele NXTGEN Solutions Limited;
269. Tata Teleservices Limited;
270. Tata Toyo Radiator Limited;
271. Tata Trustee Company Private Limited
272. Tata Uganda Limited, incorporated in Uganda;
273. Tata Unistore Limited;
274. Tata Value Homes Limited;
275. Tata West Asia FZE, incorporated in United Arab Emirates;
276. Tata Zambia Limited, incorporated in Zambia;
277. Tatasolution Center S.A., incorporated in Ecuador;
278. TC (Shanghai) Network Services Company Limited, incorporated in People's Republic of China;
279. TC Networks Switzerland SA, incorporated in Switzerland;
280. TCC Construction Private Limited;
281. TCE Delaware Corp., incorporated in United States of America;
282. TCPOP Communication GmbH, incorporated in Austria;
283. TCS Business Services GmbH, incorporated in Germany;
284. TCS e-Serve International Limited;
285. TCS Financial Solutions Australia Pty Limited, incorporated in Australia;
286. TCS FNS Pty Limited, incorporated in Australia;
287. TCS Iberoamerica S.A., incorporated in Uruguay;
288. TCS Inversiones Chile Limitada, incorporated in Chile;
289. TCS Solution Center SA, incorporated in Uruguay;
290. TCS Technology Solutions GmbH (*formerly known as Tata Consultancy Services Technology Solutions AG)*, incorporated in Germany;
291. TCS Uruguay S.A., incorporated in Uruguay;
292. TCTS Senegal Limited, incorporated in Senegal;
293. Technopolis Knowledge Park Limited;
294. Tejas Communication Pte. Limited, incorporated in Singapore;
295. Tejas Communications (Nigeria) Limited, incorporated in Nigeria;
296. TEL Components Private Limited;
297. TESS Services Private Limited;
298. THDC Management Services Limited;
299. The Switch Enterprises, LLC, incorporated in United States America;
300. TIGAL Autoleather Private Limited (*formerly known as Tata International GST Autoleather Private Limited*);
301. TIL Motor Hub Trading FZE, incorporated in United Arab Emirates;
302. TISPL Trading Company Limited, incorporated in Myanmar;
303. TitanX Engine Cooling AB, incorporated in Sweden;
304. TitanX Engine Cooling Inc., incorporated in the United States of America;

305. TitanX Engine Cooling Kunshan Co. Limited, incorporated in People's Republic of China;
306. TitanX Engine Cooling SP.Z.O.O., incorporated in Poland;
307. TitanX Engine Cooling SRL, incorporated in Italy;
308. TitanX Holding AB, incorporated in Sweden;
309. TitanX Refrigeracão de Motores LTDA, incorporated in Brazil;
310. TMF Holdings Limited;
311. TP Luminaire Private Limited;
312. TPL Services Private Limited;
313. TPL-Asara Engineering South Africa (Proprietary) Limited, incorporated in South Africa;
314. TPL-CIL Construction LLP;
315. TQ Cert Services (Shanghai) Limited, incorporated in People's Republic of China;
316. TQ Cert Services LLC, incorporated in Oman;
317. TQ Cert Services Private Limited;
318. TQ Services Europe GmbH, incorporated in Germany;
319. TRIL Bengaluru Consultants Private Limited (*formerly known as TRIL Bengaluru Real Estate Two Private Limited)*;
320. TRIL Bengaluru Real Estate Five Limited;
321. TRIL Bengaluru Real Estate One Private Limited;
322. TRIL Bengaluru Real Estate Six Limited;
323. TRIL IT4 Private Limited;
324. TRIL Real Estate Balewadi Limited;
325. TRIL Roads Private Limited;
326. TRIL Urban Transport Private Limited;
327. TS Investments Limited;
328. TSBB Voice Private Limited;
329. TTL Mobile Private Limited;
330. Uchit Expressways Private Limited;
331. Ujjwal Pune Limited;
332. Vidiyal Residency Private Limited.
333. VSNL SNOSPV Pte. Limited, incorporated in Republic of Singapore;
334. World-One (Sri Lanka) Projects Pte. Limited, incorporated in Singapore; and
335. World-One Development Company Pte. Limited, incorporated in Singapore;

Not-for-profit organisations:

336. Sir Ratan Tata Trust;$
337. Sir Dorabji Tata Trust;*
338. TCS Foundation;
339. Synergizers Sustainable Foundation; and
340. Talakrit Foundation.

Notes:

Regulation 2(1)(pp)(iii)(B) of the SEBI ICDR Regulations requires identification of "body corporates" holding 20% or more of the equity share capital of the promoter, as a member of the promoter group of our Company. Sir Dorabji Tata Trust individually holds 27.98% of the ordinary share capital of Tata Sons Private Limited. Sir Dorabji Tata Trust does not qualify as "body corporate" within the meaning prescribed under the Companies Act, 2013. Accordingly, it does not qualify as a member of the promoter group of our Company. Further, Sir Dorabji Tata Trust is a public charitable trust with no identified beneficiaries. Sir Dorabji Tata Trust is registered under the Maharashtra Public Trusts Act, 1950 ("MPT Act**") and the Income Tax Act, 1961 (the "**IT Act**") and is generally restricted from investing its funds in securities (other than public securities) or accessing capital markets under the MPT Act and the IT Act. Sir Dorabji Tata Trust's shareholding in our Company is nil. However, as a matter of abundant caution, Sir Dorabji Tata Trust is being identified by our Company as a member of the promoter group of our Company by virtue of its shareholding in Tata Sons Private Limited.*

*[$]Regulation 2(1)(pp)(iii)(B) of the SEBI ICDR Regulations requires identification of "body corporates" holding 20% or more of the equity share capital of the promoter, as a member of the promoter group of our Company. Sir Ratan Tata Trust individually holds 23.56% of the ordinary share capital of Tata Sons Private Limited. Sir Ratan Tata Trust does not qualify as "body corporate" within the meaning prescribed under the Companies Act, 2013. Accordingly, it does not qualify as a member of the promoter group of our Company. Further, Sir Ratan Tata Trust is a public charitable trust with no identified beneficiaries. Sir Ratan Tata Trust is registered under the Maharashtra Public Trusts Act, 1950 ("**MPT Act**") and the Income Tax Act, 1961 (the "**IT Act**") and is generally restricted from investing its funds in securities (other than public securities) or accessing capital markets under the MPT Act and the IT Act. Sir Ratan Tata Trust's shareholding in our Company is nil. However, as a matter of abundant caution, Sir Ratan Tata Trust is being identified by our Company as a member of the promoter group of our Company by virtue of its shareholding in Tata Sons Private Limited.*

[1] Currently under liquidation under the local laws in which it was incorporated.

DIVIDEND POLICY

The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board to the Shareholders for their approval, at their discretion, subject to compliance with the provisions of the Articles of Association and the Companies Act, including the rules made thereunder and other relevant regulations, including the NBFC Scale Based Regulations, each as amended. Further, our Board shall also have the absolute power to declare interim dividend in compliance with the Companies Act. The dividend distribution policy of our Company was approved and adopted by our Board on December 13, 2023 ("**Dividend Policy**").

In terms of the Dividend Policy, the declaration and payment of dividend will depend on a number of internal and external factors. Some of the internal factors on the basis of which our Company may declare dividend shall, *inter alia*, include financial performance of our Company, shareholder expectations, long term growth plans of our Company and capital requirements, auditors' report to the financial statements including the qualifications, regulatory compliances, as may be applicable from time to time, net worth, net owned funds, and such accumulated reserves, profits of the current period, profitability outlook for the year, return on assets and return on equity, asset quality, compliance with terms and covenants in any agreement entered into by our Company with its lenders/debenture trustees and any other relevant or material factor as may be deemed fit by our Board.

Pursuant to the notification dated June 24, 2021 issued by the RBI, the declaration of dividend of our Company shall, among other things, be dependent on supervisory findings of RBI on divergence in classification and provisioning for non-performing assets, along with capital adequacy requirements and maximum dividend payout ratio prescribed under applicable laws. Some of the external factors on the basis of which our Company may declare dividend shall *inter alia* include any significant changes in macro-economic conditions, competitive landscape, taxation provisions, government policies and any other relevant or material factor(s) as may be deemed fit by our Board. There is no guarantee that any dividends will be declared or paid in the future. For details in relation to risks involved in this regard, see "*Risk Factors – Our ability to pay dividends in the future will depend on our earnings, financial condition, capital expenditures and restrictive covenants of our financing arrangements*" on page 78. Details of dividends distributed on the Equity Shares are as follows:

Particulars	From April 1, 2025 up till the date of this Updated Draft Red Herring Prospectus – I	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Number of Equity Shares bearing face value of ₹10[(1)]	4,034,869,037	3,799,927,250	3,746,407,148	3,560,119,841
Face value of Equity Shares (in ₹)	10	10	10	10
Interim Dividend (₹ in million)	Nil	Nil	Nil	Nil
Final Dividend (₹ in million)[(2)]	1,673.2	786.8	747.6	562.6
Total Dividend (₹ in million)[(2)]	1,673.2	786.8	747.6	562.6
Dividend per share (in ₹)	0.4	0.2	0.2	0.2
Dividend Rate	4.2%	2.1%	2.1%	1.6%
Mode of payment of dividend	Electronic modes and demand drafts			
Tax Deducted at Source (₹ in million)	163.7	77.0	74.7	56.2
Unclaimed dividend (₹ in million)	NA	0.0^	0.0^	0.0^

^ Amount of unclaimed dividend is less than ₹ 50,000.

(1) Number of equity shares is the total number of shares as per the Restated Consolidated Financial Information and includes the shares held by the TCL Employee Welfare Trust.

(2) The total dividend declared and paid includes the dividend paid on the number of shares held by the TCL Employee Welfare Trust as on the record date.

Details of dividends distributed on the Preference Shares are as follows:

Particulars	From April 1, 2025 up till the date of this Updated Draft Red Herring Prospectus – I	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
No. of Preference Shares bearing face value of ₹1,000 [(1)]	732,550	7,953,850	10,697,250	11,099,200
Face value of Preference Shares (in ₹)	1,000	1,000	1,000	1,000
Interim Dividend (₹ in million) [(2)]	6.5	365.2	743.4	803.0
Final Dividend (₹ in million)	Nil	Nil	Nil	Nil
Total Dividend (₹ in million)[(2)]	6.5	365.2	743.4	803.0
Coupon Rate Range	7.1%	7.1% to 7.8%	7.1% to 7.8%	7.1% to 7.8%
Mode of payment of dividend	Electronic modes and demand drafts			
Tax Deducted at Source (₹ in million)	0.6	36.4	74.5	80.5
Unclaimed dividend (₹ in million)	Nil	Nil	Nil	Nil

(1)Number of preference shares includes the number of preference share outstanding as at the end of the relevant periods on which dividend has been declared and paid and preference shares that were redeemed during the period for which dividend was paid at the time of redemption.

(2) Dividend paid includes the dividend paid on preference shares that have been redeemed during the period as well.

SELECTED STATISTICAL INFORMATION

The following information should be read together with our Restated Consolidated Financial Information, including the notes thereto, as well as the sections "Our Business" beginning on page 299 and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 586 appearing elsewhere in this Updated Draft Red Herring Prospectus-I.

Our fiscal year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular Fiscal are to the 12 months ended March 31 of that year. Unless otherwise indicated or the context otherwise requires, the financial information included herein is derived from our Restated Consolidated Financial Information included in this Updated Draft Red Herring Prospectus-I.

Unless otherwise specified, the consolidated financial and operational data as at and for the financial year ended March 31, 2025, reflects the acquisition of TMFL pursuant to TMFL Scheme of Arrangement, which was completed in May 2025 with an appointed date of April 1, 2024. Consequently, the financial and operational figures for the fiscal years ended March 31, 2025, March 31, 2024, and March 31, 2023 are not entirely comparable. Additionally, we have disclosed certain financial information and ratios pertaining to our Company (excluding TMFL) for the fiscal year ended March 31, 2025, which have been derived from the Audited Special Purpose Consolidated Financial Statements of our Company (excluding TMFL) as at and for the fiscal year ended March 31, 2025, and is not directly comparable to the Restated Consolidated Financial Information included in this Updated Draft Red Herring Prospectus-I. We have also included certain financial information and ratios pertaining to TMFL for the fiscal years ended March 31, 2025 and March 31, 2024, which have been derived from the Audited Special Purpose Financial Statements of TMFL as at and for the fiscal year ended March 31, 2025.

Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance have been included in this section and elsewhere in this Updated Draft Red Herring Prospectus-I and are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. Furthermore, these Non-GAAP Measures, are not a measurement of our financial performance or liquidity under IND AS, Indian GAAP or IFRS and should not be considered as an alternative to net profit/loss, revenue from operations or any other performance measures derived in accordance with Ind AS, Indian GAAP or IFRS or as an alternative to cash flow from operations or as a measure of our liquidity. We compute and disclose such non-GAAP financial measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of financial services businesses, many of which provide such non-GAAP financial measures and other statistical and operational information when reporting their financial results. However, note that these non-GAAP financial measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other financial services companies. The following information is included for analytical purposes. For further information, see "Risk Factors — Significant differences exist between Ind AS and other accounting principles, such as IFRS and U.S. GAAP, which may be material to investors' assessments of our financial condition, result of operations and cash flows" on page 83.

This section includes select statistical information of TMFL. Pursuant to a scheme of arrangement amongst TMFL, our Company and their respective shareholders, sanctioned by the National Company Law Tribunal, Mumbai vide its order dated May 1, 2025, our Board at its meeting dated May 13, 2025 approved the issue and allotment of 183,867,495 Equity Shares to TMF Holdings Limited. The TMFL Scheme of Arrangement has become effective from May 8, 2025 with the appointed date being April 1, 2024. Pursuant to the TMFL Scheme of Arrangement, the entire business of TMFL, including all of its assets, liabilities and undertakings has been transferred to our Company.

Selected Statistical Information of our Company

Financial Metrics

Particulars	TCL (ex-TMFL)[30]	TCL		
	As at March 31/ Fiscal			
	2025	2025	2024	2023
	(₹ in million, except as otherwise indicated)			
Total Assets	2,140,484.7	2,484,650.1	1,766,939.8	1,356,261.0
Average Total Assets[1]	1,953,712.3	2,312,995.0	1,561,600.4	1,189,943.6
Total Equity[2]	286,997.1	313,838.1	234,171.3	173,398.6
Average Total Equity[3]	260,584.2	289,752.5	203,785.0	146,898.5
Total Borrowings[4]	1,797,666.6	2,084,149.3	1,481,852.9	1,133,359.1
Average Total Borrowings[5]	1,639,759.8	1,936,285.4	1,307,606.0	997,778.4
Average Total Net Loans[6]	1,761,395.0	2,046,362.4	1,372,746.4	1,034,541.4
Total Assets to Total Equity (times)[7]	7.5	7.9	7.5	7.8

Particulars	TCL (ex-TMFL)[30]	TCL		
	As at March 31/ Fiscal			
	2025	2025	2024	2023
	(₹ in million, except as otherwise indicated)			
Total Borrowings to Total Equity (times)[8]	6.3	6.6	6.3	6.5
Interest Income[9]	214,950.6	257,197.7	163,664.7	119,109.0
Finance Cost[10]	125,980.7	150,296.4	95,682.3	66,006.4
Net Interest Income[11]	88,969.9	106,901.3	67,982.4	53,102.6
Fee Income[12]	19,430.2	23,456.0	12,728.5	8,474.8
Investment Income[13]	1,292.3	3,045.0	5,590.6	8,791.1
NIM + Fee Income Margin[14]	108,400.1	130,357.3	80,710.9	61,577.4
Total Income[15]	235,673.1	283,698.7	181,983.8	136,374.9
Net Total Income[16]	109,692.4	133,402.3	86,301.5	70,368.5
Operating Expenses[17]	44,582.8	56,134.2	36,242.0	26,650.5
Credit Cost[18]	15,512.5	28,268.3	5,922.6	5,742.9
Profit After Tax[19]	37,118.2	36,646.6	31,502.1	30,292.0
Profit After Tax YoY Growth[20]	17.8%	16.3%	4.0%	79.5%
Basic Earnings Per Equity Share *(in ₹)*[21]	9.4	9.3	8.6	8.4
Net Asset Value Per Share *(in ₹)*[22]	76.3	79.5	63.2	49.4
Average Yield[23]	12.2%	12.6%	11.9%	11.5%
Average Cost of Borrowings Ratio [24]	7.7%	7.8%	7.3%	6.6%
Net Interest Margin Ratio[25]	5.1%	5.2%	5.0%	5.1%
NIM + Fee Income Ratio [26]	6.2%	6.4%	5.9%	6.0%
Cost to Income Ratio [27]	40.6%	42.1%	42.0%	37.9%
Operating Expenses Ratio [28]	2.5%	2.7%	2.6%	2.6%
Credit Cost Ratio[29]	0.9%	1.4%	0.4%	0.6%

Notes:

(1) ***Average Total Assets:*** *Simple average of Total Assets as at the last day of the relevant Fiscal and Total Assets as at the last day of the immediately preceding Fiscal. For Fiscal 2025, in the case of TCL: Simple average of: (a) Total Assets as at the last day of the relevant Fiscal; and (b) Total Assets as at the last day of the immediately preceding Fiscal plus the Total Assets acquired through the TMFL Scheme of Arrangement as of the acquisition date. See Note 48 of our Restated Consolidated Financial Information on page 580.*

(2) ***Total Equity****: Equity attributable to owners of the Company reduced by Instruments entirely equity in nature as reported in the Restated Consolidated Financial Information as at the last day of the relevant Fiscal.*

(3) ***Average Total Equity****: Simple average of Total Equity as at the last day of the relevant Fiscal and Total Equity as at the last day of the immediately preceding Fiscal. For Fiscal 2025, in the case of TCL: Simple average of: (a) Total Equity as at the last day of the relevant Fiscal and; (b) Total Equity as at the last day of the immediately preceding Fiscal plus equity shares issued less Goodwill arising on amalgamation and Settlement of Pre-existing relationship pursuant to the TMFL Scheme of Arrangement as at the acquisition date. See Note 48 of our Restated Consolidated Financial Information on page 580.*

(4) ***Total Borrowings****: Debt securities, Borrowings (Other than debt securities) and Subordinated liabilities as reported in the Restated Consolidated Financial Information as at the last day of the relevant Fiscal.*

(5) ***Average Total Borrowings:*** *Simple average of Total Borrowings as at the last day of the relevant Fiscal and Total Borrowings as at the last day of the immediately preceding Fiscal. For Fiscal 2025, in the case of TCL: Simple average of: (a) Total Borrowings as at the last day of the relevant Fiscal; and (b) Total Borrowings as at the last day of the immediately preceding Fiscal plus Total Borrowings acquired through the TMFL Scheme of Arrangement as of the acquisition date. See Note 48 of our Restated Consolidated Financial Information on page 580.*

(6) ***Average Total Net Loans****: Simple average of Total Net Loans as at the last day of the relevant Fiscal and Total Net Loans as at the last day of the immediately preceding Fiscal. For Fiscal 2025, in the case of TCL: Simple average of: (a) Total Net Loans as at the last day of the relevant Fiscal; and (b) Total Net Loans as at the last day of the immediately preceding Fiscal plus the Total Gross Loans acquired through the TMFL Scheme of Arrangement as of the acquisition date. See Note 48 of our Restated Consolidated Financial Information on page 580.*

(7) ***Total Assets to Total Equity****: Total Assets divided by Total Equity.*

(8) ***Total Borrowings to Total Equity****: Total Borrowings divided by Total Equity*

(9) ***Interest Income****: Interest Income as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*

(10) ***Finance Cost****: Finance Cost as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*

(11) ***Net Interest Income****: Interest Income for the relevant Fiscal reduced by Finance Cost for the relevant Fiscal.*

(12) ***Fee Income****: Rental income, Fees and Commission income, Net Gain on derecognition of financial instruments and Other Income as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*

(13) ***Investment Income****: Dividend Income, Net gain on fair value changes and Net gain on derecognition of associates as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*

(14) ***NIM + Fee Income Margin****: Sum of Net Interest Income and Fee Income for the relevant Fiscal.*

(15) ***Total Income****: Total Income as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*

(16) ***Net Total Income****: Total Income reduced by Finance Cost for the relevant Fiscal.*

(17) ***Operating Expenses****: Aggregate of Employee Benefit Expenses, Depreciation, amortization and impairment, and Other expenses as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*

(18) ***Credit Cost****: Impairment on financial instruments as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*

(19) ***Profit After Tax****: Profit for the relevant Fiscal attributable to Owners of the Company as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*

(20) ***Profit After Tax YoY Growth****: Percentage growth in Profit After Tax for the relevant Fiscal over Profit After Tax for the immediately preceding Fiscal.*
(21) ***Basic Earnings Per Equity Share****: Basic Earnings Per Equity Share as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*
(22) ***Net Asset Value Per Share:*** *Total Equity divided by number of equity shares as at the last day of relevant Fiscal. For Fiscal 2025 the number of equity shares includes 183,867,495 shares to be issued to shareholders of TMFL, pursuant to the TMFL Scheme of Arrangement.*
(23) ***Average Yield****: Interest Income as a percentage of Average Total Net Loans.*
(24) ***Average Cost of Borrowings Ratio****: Finance Cost as a percentage of Average Total Borrowings for the relevant Fiscal.*
(25) ***Net Interest Margin Ratio****: Net Interest Income as a percentage of Average Total Net Loans.*
(26) ***NIM + Fee Income Ratio****: NIM + Fee Income Margin as a percentage of Average Total Net Loans.*
(27) ***Cost to Income Ratio****: Operating Expenses as a percentage of Net Total Income for the relevant Fiscal.*
(28) ***Operating Expenses Ratio****: Operating Expenses as a percentage of Average Total Net Loans.*
(29) ***Credit Cost Ratio****: Credit Cost as a percentage of Average Total Net Loans.*
(30) *The consolidated financial and operational data as at and for the financial year ended March 31, 2025, reflects the acquisition of TMFL pursuant to TMFL Scheme of Arrangement, which was completed in May 2025 with an appointed date of April 1, 2024. Consequently, the financial and operational figures for the fiscal years ended March 31, 2025, March 31, 2024, and March 31, 2023 are not entirely comparable. Further, certain financial information and ratios pertaining to our Company (excluding TMFL), have been derived from the Audited Special Purpose Consolidated Financial Statements of our Company (excluding TMFL) as at and for the fiscal year ended March 31, 2025 and is not directly comparable to the Restated Consolidated Financial Information included for fiscal year 2025.*

Return On Equity and Assets

Particulars	TCL (ex-TMFL)	TCL		
	As at March 31/ Fiscal			
	2025	2025	2024	2023
	(%)			
Interest Income[1] as a percentage of Average Total Net Loans[2]	12.2%	12.6%	11.9%	11.5%
Finance Cost[3] as a percentage of Average Total Net Loans[2]	7.2%	7.3%	7.0%	6.4%
Net Interest Income[4] as a percentage of Average Total Net Loans[2]	5.1%	5.2%	5.0%	5.1%
Fee Income[5] as a percentage of Average Total Net Loans[2]	1.1%	1.1%	0.9%	0.8%
NIM + Fee Income[6] as a percentage of Average Total Net Loans[2]	6.2%	6.4%	5.9%	6.0%
Employee Benefit Expense[7] as a percentage of Average Total Net Loans[2]	1.3%	1.4%	1.3%	1.3%
Other Operating Expense[8] as a percentage of Average Total Net Loans[2]	1.3%	1.4%	1.3%	1.3%
Credit Cost[9] as a percentage of Average Total Net Loans[2]	0.9%	1.4%	0.4%	0.6%
Profit Before Tax as a percentage of Average Total Net Loans[2]	2.8%	2.4%	3.2%	3.8%
Cost to Income Ratio[10][13]	40.6%	42.1%	42.0%	37.9%
Return On Equity[11][13]	14.2%	12.6%	15.5%	20.6%
Return On Assets[12][13]	2.1%	1.8%	2.3%	2.9%

Notes:
(1) ***Interest Income****: Interest Income as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*
(2) ***Average Total Net Loans****: Simple average of Total Net Loans as at the last day of the relevant Fiscal and Total Net Loans as at the last day of the immediately preceding Fiscal. For Fiscal 2025, in the case of TCL: Simple average of: (a) Total Net Loans as at the last day of the relevant Fiscal; and (b) Total Net Loans as at the last day of the immediately preceding Fiscal plus the Total Gross Loans acquired through the TMFL Scheme of Arrangement as of the acquisition date. See Note 48 of our Restated Consolidated Financial Information on page 580.*
(3) ***Finance Cost****: Finance Cost as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*
(4) ***Net Interest Income****: Interest Income for the relevant Fiscal reduced by Finance Cost for the relevant Fiscal.*
(5) ***Fee Income****: Rental income, Fees and Commission income, Net Gain on derecognition of financial instruments and Other Income as reported in the Restated Consolidated Financial Information for the relevant Fiscal*
(6) ***NIM + Fee Income****: Sum of Net Interest Income and Fee Income for the relevant Fiscal*
(7) ***Employee Benefit Expense****: Employee Benefit Expense as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*
(8) ***Other Operating Expenses****: Aggregate of Depreciation, amortization and impairment, and Other expenses as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*
(9) ***Credit Cost****: Impairment on financial instruments as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*
(10) ***Cost to Income Ratio****: Operating Expenses as a percentage of Net Total Income for the relevant Fiscal.*
(11) ***Return On Equity****: Profit after tax as a percentage of Average Total Equity.*
Average Total Equity*: Simple average of Total Equity as at the last day of the relevant Fiscal and Total Equity as at the last day of the immediately preceding Fiscal. For Fiscal 2025, in the case of TCL: Simple average of: (a) Total Equity as at the last day of the relevant Fiscal and; (b) Total Equity as at the last day of the immediately preceding Fiscal plus equity shares issued less Goodwill arising on amalgamation and Settlement of Pre-existing relationship pursuant to the TMFL Scheme of Arrangement as at the acquisition date. See Note 48 of our Restated Consolidated Financial Information on page 580.*
(12) ***Return On Assets****: Profit after tax as a percentage of Average Total Net Loans.*
(13) *Fiscal 2023 includes a one-time gain of ₹7,120.3 million on account of share of profit in associate and sale of investment. Excluding the impact of this item, our Return on Equity, Return on Assets and Cost to Income Ratio would have been 15.8%, 2.2% and 42.2%*

respectively for Fiscal 2023. Fiscal 2025 includes the impact of the Rights issue of Equity Shares aggregating approximately ₹15,039.1 million that we consummated on March 21, 2025. Excluding the impact of this item, our Return on Equity would have been 13.0% and 14.7% (excluding TMFL) for Fiscal 2025.

Asset Quality

Stage-Wise Loans and Impairment Loss Allowance

Particulars	TCL (ex-TMFL)	TCL		
	As at March 31,			
	2025	2025	2024	2023
	(₹ in million, except otherwise indicated)			
Total Gross Loans:				
Gross Stage 1 Loans (A)	1,929,395.1	2,183,208.7	1,559,626.2	1,146,518.3
Gross Stage 2 Loans (B)	21,540.2	39,978.1	29,041.4	34,853.4
Gross Stage 3 Loans (C)	30,704.2	42,342.8	23,643.2	20,596.9
Total Gross Loans (D=A+B+C)	**1,981,639.5**	**2,265,529.6**	**1,612,310.8**	**1,201,968.6**
Impairment Loss Allowance – Total Gross Loans:				
Impairment Loss Allowance – Gross Stage 1 Loans (E)	11,003.7	13,472.8	10,486.3	8,510.4
Impairment Loss Allowance – Gross Stage 2 Loans (F)	3,393.4	5,818.7	4,521.6	7,546.8
Impairment Loss Allowance – Gross Stage 3 Loans (G)	20,208.7	24,773.0	17,524.4	15,875.3
Total Impairment Loss Allowance – Total Gross Loans (H=E+F+G)	**34,605.8**	**44,064.5**	**32,532.3**	**31,932.5**
Net Loans:				
Net Stage 1 Loans (I = A-E)	1,918,391.4	2,169,735.9	1,549,139.9	1,138,007.9
Net Stage 2 Loans (J = B-F)	18,146.8	34,159.4	24,519.8	27,306.6
Net Stage 3 Loans (K = C-G)	10,495.5	17,569.8	6,118.8	4,721.6
Unamortised loan sourcing fees (L)	8,033.0	8,940.2	7,356.9	5,441.2
Unamortised loan sourcing costs (M)	6,183.7	6,978.8	5,183.9	3,292.3
Total Net Loans (N = D-H-L+M)	**1,945,184.4**	**2,219,503.7**	**1,577,605.5**	**1,167,887.2**

Impairment Loss Allowance by Stage

Particulars	TCL (ex-TMFL)		TCL					
	As at March 31,							
	2025		2025		2024		2023	
	(₹ in million)	*Percentage of Total Gross Loans (%)*	*(₹ in million)*	*Percentage of Total Gross Loans (%)*	*(₹ in million)*	*Percentage of Total Gross Loans (%)*	*(₹ in million)*	*Percentage of Total Gross Loans (%)*
Stage 1	11,003.7	0.6%	13,472.8	0.6%	10,486.3	0.7%	8,510.4	0.7%
Stage 2	3,393.4	15.8%	5,818.7	14.6%	4,521.6	15.6%	7,546.8	21.7%
Stage 3	20,208.7	65.8%	24,773.0	58.5%	17,524.4	74.1%	15,875.3	77.1%
Total Impairment Loss Allowance	**34,605.8**	**1.8%**	**44,064.5**	**1.9%**	**32,532.3**	**2.0%**	**31,932.5**	**2.7%**

Stage 3 Loans and Ratio

Particulars	TCL (ex-TMFL)	TCL		
	As at March 31,			
	2025	2025	2024	2023
	(₹ in million, except otherwise indicated)			
Gross Stage 3 Loans(1)	30,704.2	42,342.8	23,643.2	20,596.9
Gross Stage 3 Loans Ratio(2)	1.5%	1.9%	1.5%	1.7%
Net Stage 3 Loans(3)	10,495.5	17,569.8	6,118.8	4,721.6
Net Stage 3 Loans Ratio(4)	0.5%	0.8%	0.4%	0.4%
Provision Coverage Ratio ("**PCR**")(5)	65.8%	58.5%	74.1%	77.1%

Notes:

(1) ***Gross Stage 3 Loans**: Total Gross Loans which are more than 90 DPD from their contractual payments or as prescribed by applicable regulations and includes Purchased or Originated Credit Impaired Loans (POCI).*

(2) ***Gross Stage 3 Loans Ratio**: Ratio of Gross Stage 3 Loans as a percentage of Total Gross Loans as at the last day of the relevant Fiscal.*

(3) ***Net Stage 3 Loans**: Gross Stage 3 Loans as reduced by impairment loan allowances provided on Gross Stage 3 Loans as at the last day of the relevant Fiscal.*

(4) ***Net Stage 3 Loans Ratio**: Gross Stage 3 Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as a percentage of Total Gross Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as at the last day of the relevant Fiscal.*

(5) ***Provision Coverage Ratio****: Impairment allowances provided on Gross Stage 3 Loans as a percentage of Gross Stage 3 Loans as at the last day of the relevant Fiscal.*

Capital to Risk Weighted Assets Ratio

As per the NBFC Scale Based Regulations, we have been categorised as a 'NBFC – Upper Layer' and are required to maintain a minimum capital ratio, consisting of Tier I and Tier II capital, of not less than 15.0% of our total risk weighted assets on balance sheet and risk adjusted value of off-balance sheet items, of which Tier I Capital should be at least 10.0%. Further, under the NBFC Scale Based Regulations, we are required to maintain Common Equity Tier 1 (CET1) capital of at least 9.0% of total risk weighted assets.

The following table sets forth the Company's CRAR and other statistics relating to capital adequacy of our Company on a standalone basis, as at and for the years indicated on a standalone basis, calculated as per the NBFC Scale Based Regulations:

Particulars	As at March 31,		
	2025	2024	2023[(8)]
	(₹ in million, except otherwise indicated)		
Tier I Capital[(1)] (A)	217,864.6	142,655.3	NA
Tier II Capital[(2)] (B)	69,934.4	58,381.4	NA
Total Capital (Tier I and Tier II)[(3)] (C=A+B)	**287,799.0**	**201,036.7**	**NA**
Total risk weighted assets[(4)] (D)	**1,702,424.7**	**1,202,297.6**	**NA**
CRAR[(5)] (E = C/D)	**16.9%**	**16.7%**	**NA**
CRAR – Tier I[(6)] (F=A/D)	12.8%	11.9%	NA
CRAR - Tier II[(7)] (G=B/D)	4.1%	4.9%	NA

Notes:

(1) ***Tier I Capital:*** *Computed from the standalone financial statements of the Company in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

(2) ***Tier II Capital****: Computed from the standalone financial statements of the Company in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

(3) ***Total Capital (Tier I and Tier II):*** *Computed from the standalone financial statements of the Company as the total of Tier I Capital and Tier II Capital, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

(4) ***Total risk weighted assets****: Computed from the standalone financial statements of the Company in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

(5) ***Capital Risk Adequacy Ratio (CRAR)****: Computed from the standalone financial statements of the Company, as the sum of CRAR - Tier I and CRAR - Tier II.*

(6) ***Capital Risk Adequacy Ratio – Tier I (CRAR – Tier I****): Computed from the standalone financial statements of the Company as Tier I Capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

(7) ***Capital Risk Adequacy Ratio – Tier II (CRAR – Tier II)****: Computed from the standalone financial statements of the Company as Tier II Capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

(8) *Prior to the merger with TCFSL and TCCL, our Company was registered as a Core Investment Company, and accordingly we were required to maintain regulatory ratios relevant to CICs for Fiscal 2023.*

Asset Liability Management

The following table sets forth our liabilities and assets on a standalone basis as at March 31, 2025:

Particulars	As at March 31, 2025
	(₹ in million)
Liabilities	**1,969,568.8**
Capital and Reserves	280,988.3
Borrowings	874,215.3
Debt securities	601,329.8
Other liabilities	62,671.8
Off-balance sheet Liabilities	150,363.6
Assets	**2,014,813.3**
Cash and cash equivalents	73,429.6
Loans	1,573,068.2
Investments	115,006.6
Other assets	57,700.8
Off-balance sheet Assets	195,608.1

Note:

(1) *ALM is calculated as per RBI's NBFC Scale Based Regulations.*

Maturity pattern of assets and liabilities

The following table accordingly sets forth the maturity pattern of our interest-bearing assets and interest-bearing liabilities on a standalone basis as at March 31, 2025:

Particulars	Carrying amount	Gross nominal inflow/ outflow	Less than 1 month	1 – 3 months	3 months – 1 year	1 – 5 years	More than 5 years	Up to 1 year	More than 1 year
(₹ in million)									
Liabilities	**1,969,568.8**	**1,969,568.8**	**154,536.0**	**208,106.1**	**393,305.0**	**805,908.6**	**407,713.2**	**755,947.1**	**1,213,621.7**
Capital and Reserves	280,988.3	280,988.3	6,050.0	-	-	1,050.0	273,888.3	6,050.0	274,938.3
Borrowings	874,215.3	874,215.3	64,018.5	103,556.3	213,639.8	471,455.9	21,544.8	381,214.6	493,000.7
Debt securities	601,329.8	601,329.8	20,993.7	66,193.9	107,205.4	297,325.6	109,611.2	194,393.0	406,936.8
Other liabilities	62,671.8	62,671.8	19,250.8	12,348.0	10,687.8	17,716.4	2,668.9	42,286.5	20,385.3
Off-balance sheet Liabilities	1,50,363.6	150,363.6	44,223.1	26,007.9	61,771.9	18,360.7	-	132,002.9	18,360.7
Assets	**2,014,813.3**	**2,014,813.3**	**409,227.0**	**209,136.4**	**457,397.1**	**634,269.6**	**304,783.2**	**1,075,760.5**	**939,052.8**
Cash and cash equivalents	73,429.6	73,429.6	66,891.6	0.1	6,533.2	4.7	0.0	73,424.9	4.7
Loans	1,573,068.2	1,573,068.2	120,240.1	165,201.9	447,220.8	630,113.4	210,291.9	732,662.9	840,405.3
Investments	115,006.6	115,006.6	58,926.1	-	-	39.7	56,040.8	58,926.1	56,080.5
Other assets	57,700.8	57,700.8	2,261.0	9,234.4	3,643.1	4,111.8	38,450.5	15,138.5	42,562.3
Off-balance sheet Assets	195,608.1	195,608.1	160,908.1	34,700.0	-	-	-	195,608.1	-
Mismatches									
Positive/ (negative) mismatch of assets over liabilities	45,244.5	45,244.5	254,691.0	1,030.3	64,092.1	(171,639.0)	102,930.0	319,813.5	(274,568.9)
Cumulative mismatch of assets over liabilities	45,244.5	45,244.5	254,691.0	255,721.2	319,813.4	148,174.4	45,244.5	319,813.4	45,244.5

Total Gross Loans

Secured and Unsecured Gross Loans

Particulars	TCL (ex-TMFL)		TCL					
	As at March 31,							
	2025		2025		2024		2023	
	(₹ in million)	*(% of Total Gross Loans)*	*(₹ in million)*	*(% of Total Gross Loans)*	*(₹ in million)*	*(% of Total Gross Loans)*	*(₹ in million)*	*(% of Total Gross Loans)*
Secured Gross Loans	1,532,302.8	77.3%	1,790,353.2	79.0%	1,217,710.9	75.5%	924,415.2	76.9%
Unsecured Gross Loans	449,336.7	22.7%	475,176.4	21.0%	394,599.9	24.5%	277,553.4	23.1%
Total Gross Loans	**1,981,639.5**	**100.0%**	**2,265,529.6**	**100.0%**	**1,612,310.8**	**100.0%**	**1,201,968.6**	**100.0%**

Total Gross Loans by Interest Rate Type

Particulars	TCL (ex-TMFL)		TCL					
	As at March 31,							
	2025		2025		2024		2023	
	(₹ in million)	*(% of Total Gross Loans)*	*(₹ in million)*	*(% of Total Gross Loans)*	*(₹ in million)*	*(% of Total Gross Loans)*	*(₹ in million)*	*(% of Total Gross Loans)*
Fixed	604,882.6	30.5%	875,252.2	38.6%	515,854.6	32.0%	392,092.3	32.6%
Floating	1,376,756.9	69.5%	1,390,277.4	61.4%	1,096,456.2	68.0%	809,876.3	67.4%
Total Gross Loans	**1,981,639.5**	**100.0%**	**2,265,529.6**	**100.0%**	**1,612,310.8**	**100.0%**	**1,201,968.6**	**100.0%**

Total Borrowings

Total Borrowings by Instrument

Particulars	TCL (ex-TMFL)		TCL					
	As at March 31,							
	2025		2025		2024		2023	
	(₹ in million)	*(% of Total Borrowings)*	*(₹ in million)*	*(% of Total Borrowings)*	*(₹ in million)*	*(% of Total Borrowings)*	*(₹ in million)*	*(% of Total Borrowings)*
Loans from banks and financial institutions	965,981.0	53.7%	1,185,948.9	56.9%	791,019.2	53.4%	548,821.5	48.4%
Non-convertible debentures and other debt instruments	647,972.4	36.0%	656,569.5	31.5%	506,777.8	34.2%	431,729.5	38.1%
Commercial paper	95,417.0	5.4%	144,846.2	7.0%	98,259.0	6.6%	82,026.3	7.2%
Subordinated debt	73,489.2	4.1%	81,977.7	3.9%	66,192.5	4.5%	47,390.2	4.2%
Perpetual debt	11,246.7	0.6%	11,246.7	0.5%	11,240.9	0.8%	12,170.3	1.1%
Inter Corporate Deposit	255.1	Negligible	255.1	Negligible	409.6	Negligible	519.8	Negligible
Cumulative Redeemable Preference Shares (“**CRPS**”)	3,305.2	0.2%	3,305.2	0.2%	7,953.9	0.5%	10,701.5	0.9%
Total Borrowings	**1,797,666.6**	**100.0%**	**2,084,149.3**	**100.0%**	**1,481,852.9**	**100.0%**	**1,133,359.1**	**100.0%**

Total Borrowings by Interest Rate Type

Particulars	TCL (ex-TMFL)		TCL					
	As at March 31,							
	2025		2025		2024		2023	
	(₹ in million)	*(% of Total Borrowings)*	*(₹ in million)*	*(% of Total Borrowings)*	*(₹ in million)*	*(% of Total Borrowings)*	*(₹ in million)*	*(% of Total Borrowings)*
Fixed	970,740.0	54.0%	1,125,440.6	54.0%	785,382.0	53.0%	578,013.1	51.0%
Floating	826,926.6	46.0%	958,708.7	46.0%	696,470.9	47.0%	555,346.0	49.0%
Total Borrowings	**1,797,666.6**	**100.0%**	**2,084,149.3**	**100.0%**	**1,481,852.9**	**100.0%**	**1,133,359.1**	**100.0%**

Credit Ratings

The table below sets forth our credit ratings as at March 31, 2025.

Facility	CRISIL Ratings Limited	ICRA Limited	CARE Ratings Limited	India Ratings
Non-convertible debentures	AAA/Stable	AAA (Stable)	AAA; Stable	AAA/Stable
Preference shares	AAA/Stable	-	-	-
Commercial paper	A1+	A1+	-	A1+
Total bank loan facilities rated – Long-term rating	AAA/Stable	-	-	-
Long-term /Short-term fund-based/non-fund based	-	AAA (Stable)/A1+	-	-
Long-term principal protected market linked debentures	AAA/Stable	-	-	-
Perpetual bonds	AA+/Stable	AA+ (Stable)	AA+; Stable	-
Subordinated debt	AAA/Stable	AAA (Stable)	AAA; Stable	-
Retail bond	AAA/Stable	AAA (Stable)	AAA; Stable	-

In addition, S&P Global Ratings has assigned ‘BBB-’ long-term and ‘A-3’ short-term issuer credit ratings with a positive outlook and Fitch Ratings has assigned Long-Term Foreign- and Local-Currency Issuer Default Ratings of ‘BBB-’ with a stable outlook to the Company.

Distribution Network and Presence

The following table sets forth the distribution of our branches by State/ Union Territory, as at the dates indicated:

Particulars	As at March 31,		
	2025	2024	2023
Andhra Pradesh	147	75	22
Assam	18	6	6
Bihar	119	64	23
Chandigarh	3	3	3
Chhattisgarh	18	8	8
Delhi	17	11	9
Goa	3	2	2
Gujarat	71	48	29
Haryana	45	32	28
Himachal Pradesh	6	2	3
Jammu & Kashmir	4	2	2
Jharkhand	39	23	6
Karnataka	137	76	43
Kerala	22	12	9
Madhya Pradesh	51	28	11
Maharashtra	108	68	50
Meghalaya	1	0	0
Odisha	55	30	26
Puducherry	3	2	2
Punjab	21	11	9
Rajasthan	96	58	47
Tamil Nadu	212	131	97
Telangana	107	75	26
Tripura	1	0	0
Uttar Pradesh	144	79	60
Uttarakhand	12	7	7
West Bengal	36	14	11
Total	**1,496**	**867**	**539**

Distribution of Branches by Region

The following table sets forth the distribution of our branches by region, as at the dates indicated:

Particulars	As at March 31,		
	2025	2024	2023
North [(1)]	348	205	168
South [(2)]	628	371	199
East [(3)]	287	145	80
West [(4)]	233	146	92
Total	**1,496**	**867**	**539**

Notes: Regions are divided based on the below distribution of the states.

(1) North Region includes the states of Chandigarh, Delhi, Haryana, Himachal Pradesh, Jammu & Kashmir, Punjab, Rajasthan, Uttar Pradesh and Uttarakhand.

(2) South Region includes the states of Andhra Pradesh, Karnataka, Kerala, Puducherry, Tamil Nadu and Telangana.

(3) East Region includes the states of Assam, Bihar, Chhattisgarh, Jharkhand, West Bengal, Odisha, Meghalaya and Tripura.

(4) West Region includes the states of Goa, Gujarat, Madhya Pradesh and Maharashtra.

Scale-related Metrics

The following table sets forth the number of our total branches, locations, employees and customers, as at the dates indicated:

Particulars	As at March 31,		
	2025	2024	2023
Branches [(1)]	1,496	867	539
Locations [(2)]	1,102	642	387
Employees [(3)]	29,397	19,250	14,490
Customers[(4)] (*in millions*)	7.0	4.5	3.2

Notes:

(1) ***Number of Branches****: Total number of operational branches as at the last day of the relevant Fiscal.*
(2) ***Number of Locations****: Total number of operational locations based as at the last day of the relevant Fiscal.*
(3) ***Number of Employees****: Total number of on-roll employees as at the last day of the relevant Fiscal.*
(4) ***Number of Customers****: Total number of customers to whom we have advanced credit up to the last day of the relevant Fiscal since the commencement of our lending operations in 2007.*

Productivity Metrics

The following table sets forth our Total Gross Loans per employee and branch as at the dates indicated:

Particulars	TCL (ex-TMFL)	TCL		
	As at March 31,			
	2025	2025	2024	2023
	(₹ in million)			
Total Gross Loans per Employee	86.0	77.1	83.8	83.0
Total Gross Loans per Branch	1,733.7	1,514.4	1,859.6	2,230.0

Reconciliation of GAAP to Non-GAAP Financial Information

Reconciliation of Average Total Assets

Particulars	TCL (ex-TMFL)	TCL		
	Fiscal/ As at March 31,			
	2025	2025	2024	2023
	(₹ in million)			
Opening Total Assets(A)	1,766,939.8	2,141,339.9	1,356,261.0	1,023,626.1
Closing Total Assets (B)	2,140,484.7	2,484,650.1	1,766,939.8	1,356,261.0
Average Total Assets (C = (A+B)/2)	**1,953,712.3**	**2,312,995.0**	**1,561,600.4**	**1,189,943.6**

Reconciliation of Average Total Equity

Particulars	TCL (ex-TMFL)	TCL		
	Fiscal/ As at March 31,			
	2025	2025	2024	2023
	(₹ in million)			
Opening Total Equity (A)	234,171.3	265,666.9(1)	173,398.6	120,398.4
Closing Total Equity (B)	286,997.1	313,838.1	234,171.3	173,398.6
Average Total Equity (C = (A+B)/2)	**260,584.2**	**289,752.5**	**203,785.0**	**146,898.5**

Note:
(1) *The Opening Total Equity for Fiscal 2025 is not equal to the Closing Total Equity for Fiscal 2024 due to the impact of our acquisition of TMFL.*

Reconciliation of Total Assets to Total Equity

Particulars	TCL (ex-TMFL)	TCL		
	As at March 31,			
	2025	2025	2024	2023
	(₹ in million, except as stated otherwise)			
Total Assets (A)	2,140,484.7	2,484,650.1	1,766,939.8	1,356,261.0
Total Equity (B)	286,997.1	313,838.1	234,171.3	173,398.6
Total Assets to Total Equity (*times*) (C = (A/B)	**7.5**	**7.9**	**7.5**	**7.8**

Reconciliation of Total Borrowings

Particulars	TCL (ex-TMFL)	TCL		
	As at March 31,			
	2025	2025	2024	2023
	(₹ in million)			
Debt securities (A)	743,389.4	801,415.7	605,036.8	513,755.8

Particulars	TCL (ex-TMFL)	TCL		
	As at March 31,			
	2025	2025	2024	2023
Borrowings (other than debt securities) (B)	966,236.1	1,186,204.0	791,428.8	549,341.3
Subordinated liabilities (C)	88,041.1	96,529.6	85,387.3	70,262.0
Total Borrowings (D = A+B+C)	**1,797,666.6**	**2,084,149.3**	**1,481,852.9**	**1,133,359.1**

Reconciliation of Average Total Borrowings

Particulars	TCL (ex-TMFL)	TCL		
	Fiscal/ As at March 31,			
	2025	2025	2024	2023
	(₹ in million)			
Opening Total Borrowings (A)	1,481,852.9	1,788,421.4[(1)]	1,133,359.1	862,197.7
Closing Total Borrowings (B)	1,797,666.6	2,084,149.3	1,481,852.9	1,133,359.1
Average Total Borrowings (C = (A+B)/2)	**1,639,759.8**	**1,936,285.4**	**1,307,606.0**	**997,778.4**

Note:

(1) Includes Total Borrowings acquired through the TMFL Scheme of Arrangement as at the acquisition date.

Reconciliation of Total Borrowings to Total Equity

Particulars	TCL (ex-TMFL)	TCL		
	As at March 31,			
	2025	2025	2024	2023
	(₹ in million, except as stated otherwise)			
Total Borrowings (A)	1,797,666.6	2,084,149.3	1,481,852.9	1,133,359.1
Total Equity (B)	286,997.1	313,838.1	234,171.3	173,398.6
Total Borrowings to Total Equity *(times)* (C=A/B)	**6.3**	**6.6**	**6.3**	**6.5**

Reconciliation of Average Total Net Loans

Particulars	TCL (ex-TMFL)	TCL		
	Fiscal/ As at March 31,			
	2025	2025	2024	2023
	(₹ in million)			
Opening Total Net Loans (A)	1,577,605.5	1,873,221.0	1,167,887.2	901,195.5
Closing Total Net Loans (B)	1,945,184.4	2,219,503.7	1,577,605.5	1,167,887.2
Average Total Net Loans (C = (A+B)/2)	**1,761,395.0**	**2,046,362.4**	**1,372,746.4**	**1,034,541.4**

Reconciliation of Net Interest Income

Particulars	TCL (ex-TMFL)	TCL		
	Fiscal			
	2025	2025	2024	2023
	(₹ in million)			
Interest Income (A)	214,950.6	257,197.7	163,664.7	119,109.0
Finance Cost (B)	125,980.7	150,296.4	95,682.3	66,006.4
Net Interest Income (C =A-B)	**88,969.9**	**106,901.3**	**67,982.4**	**53,102.6**

Reconciliation of Fee Income

Particulars	TCL (ex-TMFL)	TCL		
	Fiscal			
	2025	2025	2024	2023
	(₹ in million)			
Rental income (A)	2,685.1	2,722.5	2,034.1	2,692.6
Fees and other commission income (B)	15,618.7	17,797.5	10,458.8	5,695.8
Other income (C)	210.5	571.3	235.6	86.4
Net Gain on derecognition of financial instruments (D)	915.9	2,364.7	-	-

Particulars	TCL (ex-TMFL)	TCL		
	Fiscal			
	2025	2025	2024	2023
Fee Income (I=A+B+C+D)	**19,430.2**	**23,456.0**	**12,728.5**	**8,474.8**

Reconciliation of NIM + Fee Income

Particulars	TCL (ex-TMFL)	TCL		
	Fiscal			
	2025	2025	2024	2023
	(₹ in million)			
Net Interest Income (A)	88,969.9	106,901.3	67,982.4	53,102.6
Fee income (B)	19,430.2	23,456.0	12,728.5	8,474.8
NIM + Fee Income (C =A+B)	**108,400.1**	**130,357.3**	**80,710.9**	**61,577.4**

Reconciliation of Net Total Income

Particulars	TCL (ex-TMFL)	TCL		
	Fiscal			
	2025	2025	2024	2023
	(₹ in million)			
Total Income (A)	235,673.1	283,698.7	1,81,983.8	1,36,374.9
Finance Cost (B)	125,980.7	150,296.4	95,682.3	66,006.4
Net Total Income (C = A-B)	**109,692.4**	**133,402.3**	**86,301.5**	**70,368.5**

Reconciliation of Average Yield

Particulars	TCL (ex-TMFL)	TCL		
	Fiscal			
	2025	2025	2024	2023
	(₹ in million)			
Interest Income (A)	214,950.6	257,197.7	163,664.7	119,109.0
Average Total Net Loans (B)	1,761,395.0	2,046,362.4	1,372,746.4	1,034,541.4
Average Yield (C = (A/B*100)	**12.2%**	**12.6%**	**11.9%**	**11.5%**

Reconciliation of Average Cost of Borrowings Ratio

Particulars	TCL (ex-TMFL)	TCL		
	Fiscal			
	2025	2025	2024	2023
	(₹ in million except percentages)			
Finance cost (A)	125,980.7	150,296.4	95,682.3	66,006.4
Average Total Borrowings (B)	1,639,759.8	1,936,285.4	1,307,606.0	997,778.4
Average Cost of Borrowings Ratio (C = A/B*100)	**7.7%**	**7.8%**	**7.3%**	**6.6%**

Reconciliation of Net Interest Margin Ratio

Particulars	TCL (ex-TMFL)	TCL		
	Fiscal			
	2025	2025	2024	2023
	(₹ in million except percentages)			
Net Interest Income (A)	88,969.9	106,901.3	67,982.4	53,102.6
Average Total Net Loans (B)	1,761,395.0	2,046,362.4	1,372,746.4	1,034,541.4
Net Interest Margin *Ratio (%)* (C = A/B*100)	**5.1%**	**5.2%**	**5.0%**	**5.1%**

Reconciliation of Cost to Income Ratio

Particulars	TCL (ex-TMFL)	TCL		
	Fiscal			
	2025	2025	2024	2023
	(₹ in million except percentages)			
Operating Expenses (A)	44,582.8	56,134.2	36,242.0	26,650.5
Net Total Income (B)	109,692.4	133,402.3	86,301.5	70,368.5
Cost to Income Ratio (C = A/B)	**40.6%**	**42.1%**	**42.0%**	**37.9%**

Reconciliation of Operating Expenses Ratio

Particulars	TCL (ex-TMFL)	TCL		
	Fiscal			
	2025	2025	2024	2023
	(₹ in million except percentages)			
Operating Expenses (A)	44,582.8	56,134.2	36,242.0	26,650.5
Average Total Net Loans (B)	1,761,395.0	2,046,362.4	1,372,746.4	1,034,541.4
Operating Expenses Ratio (C = A/B)	**2.5%**	**2.7%**	**2.6%**	**2.6%**

Reconciliation of Operating Expenses

Particulars	TCL (ex-TMFL)	TCL		
	Fiscal			
	2025	2025	2024	2023
	(₹ in million except percentages			
Employee benefits expenses (A)	22,370.0	28,122.5	18,500.9	12,941.8
Depreciation, amortization and impairment (B)	3,493.6	3,900.2	2,875.0	2,260.2
Other expenses (C)	18,719.2	24,111.5	14,866.1	11,448.5
Operating Expenses (D = A+B+C)	**44,582.8**	**56,134.2**	**36,242.0**	**26,650.5**

Reconciliation of Credit Cost

Particulars	TCL (ex-TMFL)	TCL		
	Fiscal			
	2025	2025	2024	2023
	(₹ in million except percentages)			
Credit Expenses (A)	15,512.5	28,268.3	5,922.6	5,742.9
Average Total Net Loans (B)	1,761,395.0	2,046,362.4	1,372,746.4	1,034,541.4
Credit Cost Ratio (C = A/B)	**0.9%**	**1.4%**	**0.4%**	**0.6%**

Reconciliation of Return On Equity (ROE)

Particulars	TCL (ex-TMFL)	TCL		
	Fiscal			
	2025	2025	2024	2023
	(₹ in million except percentages)			
Profit after tax (A)	37,118.2	36,646.6	31,502.1	30,292.0
Average Total Equity (B)	260,584.2	289,752.5	203,785.0	146,898.5
Return On Equity *(%)* (C = A/B*100)	**14.2%**	**12.6%**	**15.5%**	**20.6%**

Reconciliation of Return On Assets (ROA)

Particulars	TCL (ex-TMFL)	TCL		
	Fiscal			
	2025	2025	2024	2023
	(₹ in million except percentages)			
Profit after tax (A)	37,118.2	36,646.6	31,502.1	30,292.0
Average Total Net Loans (B)	1,761,395.0	2,046,362.4	1,372,746.4	1,034,541.4
Return On Assets *(%)* (C = A/B*100)	**2.1%**	1.8%	**2.3%**	**2.9%**

Reconciliation of Net Stage 3 Loans

Particulars	TCL (ex-TMFL)	TCL		
		As at March 31,		
	2025	2025	2024	2023
	(₹ in million)			
Gross Stage 3 Loans (A)	30,704.2	42,342.8	23,643.2	20,596.9
Impairment Allowance – Gross Stage 3 Loans (B)	20,208.7	24,773.0	17,524.4	15,875.3
Net Stage 3 Loans (C = A-B)	**10,495.5**	**17,569.8**	**6,118.8**	**4,721.6**

Reconciliation of Gross Stage 3 Loans Ratio

Particulars	TCL (ex-TMFL)	TCL		
	As at March 31,			
	2025	2025	2024	2023
	(₹ in million except percentages)			
Gross Stage 3 Loans (A)	30,704.2	42,342.8	23,643.2	20,596.9
Total Gross Loans (B)	1,981,639.5	2,265,529.6	1,612,310.8	1,201,968.6
Gross Stage 3 Loans Ratio (C = A/B)	**1.5%**	**1.9%**	**1.5%**	**1.7%**

Reconciliation of Net Stage 3 Loans Ratio

Particulars	TCL (ex-TMFL)	TCL		
	As at March 31,			
	2025	2025	2024	2023
	(₹ in million except percentages)			
Total Gross Loans (A)	1,981,639.5	2,265,529.6	1,612,310.8	1,201,968.6
Impairment Allowance – Gross Stage 3 Loans (B)	20,208.7	24,773.0	17,524.4	15,875.3
Gross Stage 3 Loans (C)	30,704.2	42,342.8	23,643.2	20,596.9
Net Stage 3 Loans Ratio (D = (C-B)/(A-B))	**0.5%**	**0.8%**	**0.4%**	**0.4%**

Reconciliation of Provision Coverage Ratio (PCR)

Particulars	TCL (ex-TMFL)	TCL		
	As at March 31,			
	2025	2025	2024	2023
	(₹ in million except percentages)			
Impairment Allowance – Gross Stage 3 Loans (A)	20,208.7	24,773.0	17,524.4	15,875.3
Gross Stage 3 Loans (B)	30,704.2	42,342.8	23,643.2	20,596.9
Provision Coverage Ratio (PCR) (C = A/B)	**65.8%**	**58.5%**	**74.1%**	**77.1%**

SELECTED STATISTICAL INFORMATION OF TCHFL

Capital to Risk Weighted Assets Ratio

The following table sets forth our Material Subsidiary, TCHFL's CRAR and other statistics relating to capital adequacy as at the following dates:

Particulars	As at March 31,		
	2025	2024	2023
	(₹ in million, except otherwise indicated)		
Tier I Capital(1) (A)	84,858.4	62,920.3	44,858.4
Tier II Capital(2) (B)	11,108.2	11,875.5	9,594.0
Total Capital (Tier I and Tier II)(3) (C=A+B)	**95,966.6**	**74,795.8**	**54,452.4**
Total risk weighted assets(4) (D)	**504,784.9**	**397,874.1**	**299,151.2**
CRAR(5) (E = C/D)	**19.0%**	**18.8%**	**18.2%**
CRAR - Tier I(6) (F=A/D)	16.8%	15.8%	15.0%
CRAR - Tier II(7) (G=B/D)	2.2%	3.0%	3.2%

Notes:

*(1) **Tier I Capital:** Computed from the financial statements of TCHFL in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

*(2) **Tier II Capital**: Computed from the financial statements of TCHFL, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

*(3) **Total Capital (Tier I and Tier II):** Computed from the financial statements of TCHFL as the total of Tier I Capital and Tier II Capital, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

*(4) **Total risk weighted assets**: Computed from the financial statements of TCHFL in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

*(5) **Capital Risk Adequacy Ratio (CRAR)**: Computed from the financial statements of TCHFL, as the sum of CRAR - Tier I and CRAR - Tier II.*

*(6) **Capital Risk Adequacy Ratio – Tier I (CRAR – Tier I)**: Computed from the financial statements of TCHFL as Tier I Capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

*(7) **Capital Risk Adequacy Ratio – Tier II (CRAR – Tier II)**: Computed from the financial statements of TCHFL as Tier II Capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

Asset Liability Management

Particulars	As at March 31, 2025
	(₹ in million)
Liabilities	**817,873.4**
Capital and reserves	88,019.9
Borrowings	315,373.6
Debt securities	296,615.6
Other liabilities	9,219.0
Off-balance sheet Liabilities	108,645.3
Assets	**767,278.1**
Cash and cash equivalents	27,473.1
Loans	666,514.5
Investments	11,089.3
Other assets	4,151.2
Off-balance sheet Assets	58,050.0

Note:

(1) ALM is calculated as per RBI's NBFC Scale Based Regulations.

Maturity pattern of interest-bearing assets and interest-bearing liabilities

The table below shows the maturity pattern of interest-bearing assets and interest-bearing liabilities of TCHFL as at March 31, 2025.

Particulars	Carrying amount	Gross nominal inflow/ outflow	Less than 1 month	1 – 3 months	3 months – 1 year	1 – 5 years	More than 5 years	Up to 1 year	More than 1 year
	(₹ in million)								
Liabilities	**817,873.4**	**817,873.4**	**21,599.2**	**80,376.7**	**116,989.7**	**438,415.7**	**160,492.1**	**218,965.5**	**598,907.9**
Capital and Reserves	88,019.9	88,019.9	-	-	-	-	88,019.9	-	88,019.9

Particulars	Carrying amount	Gross nominal inflow/ outflow	Less than 1 month	1 – 3 months	3 months – 1 year	1 – 5 years	More than 5 years	Up to 1 year	More than 1 year
Borrowings	315,373.6	315,373.6	5,633.4	37,918.0	53,702.4	203,174.9	14,945.0	97,253.8	218,119.8
Debt securities	296,615.6	296,615.6	554.8	18,748.0	42,669.9	178,929.5	55,713.4	61,972.7	234,642.9
Other liabilities	9,219.0	9,219.0	2,364.7	2,268.5	572.9	2,201.5	1,811.4	5,206.1	4,012.9
Off-balance sheet Liabilities	108,645.3	108,645.3	13,046.2	21,442.2	20,044.5	54,109.9	2.5	54,532.9	54,112.4
Assets	**767,278.1**	**767,278.1**	**88,689.8**	**40,247.7**	**83,987.4**	**160,624.2**	**393,729.0**	**212,924.8**	**554,353.3**
Cash and cash equivalents	27,473.1	27,473.1	25,092.8	0.7	2,372.7	6.9	-	27,466.2	6.9
Loans	666,514.5	666,514.5	13,462.7	21,403.5	80,444.5	160,210.6	390,993.2	115,310.7	551,203.8
Investments	11,089.3	11,089.3	10,744.7	-	-	94.6	250.0	10,744.7	344.6
Other assets	4,151.2	4,151.2	139.6	543.5	670.1	312.2	2,485.8	1,353.2	2,798.0
Off-balance sheet Assets	58,050.0	58,050.0	39,250.0	18,300.0	500.0	-	-	58,050.0	-
Mismatches									
Positive/ (negative) mismatch of assets over liabilities	(50,595.3)	(50,595.3)	67,090.6	(40,129.0)	(33,002.4)	(277,791.5)	233,236.9	(6,040.7)	(44,554.6)
Cumulative mismatch of assets over liabilities	(50,595.3)	(50,595.3)	67,090.6	26,961.7	(6,040.7)	(283,832.2)	(50,595.3)	(6,040.7)	(50,595.3)

SELECTED STATISTICAL INFORMATION OF TMFL

Financial Metrics

Particulars	As at March 31,	
	2025	2024
	(₹ in million, except as otherwise indicated)	
Total Assets	358,523.3	387,702.8
Average Total Assets(1)	373,113.1	401,898.5
Total Equity(2)	40,063.7	47,662.4
Average Total Equity(3)	43,863.1	48,474.2
Total Assets to Total Equity (*times*)(4)	8.9	8.1
Total Borrowings(5)	285,779.5	306,185.9
Average Total Borrowings(6)	295,982.7	319,736.2
Total Borrowings to Total Equity (*times*)(7)	7.1	6.4
Profit After Tax(8)	(1,813.1)	518.8
Average Yield(9)	12.2%	11.8%
Cost to Income Ratio(10)	71.1%	46.1%
Operating Expenses Ratio(11)	3.7%	3.6%
Credit Cost Ratio(12)	2.0%	3.5%

Notes:

(1) ***Average Total Assets**: Simple average of Total Assets as at the last day of the relevant Fiscal and Total Assets as at the last day of the immediately preceding Fiscal as reported in the Balance Sheet of TMFL.*

(2) ***Total Equity**: Sum of Equity share capital and other equity as reported in the Balance Sheet of TMFL as at the last day of the relevant Fiscal.*

(3) ***Average Total Equity**: Simple average of Total Equity as at the last day of the relevant Fiscal and Total Equity as at the last day of the immediately preceding Fiscal as reported in the Balance Sheet of TMFL.*

(4) ***Total Assets to Total Equity**: Total Assets divided by Total Equity.*

(5) ***Total Borrowings**: Debt securities, Borrowings (Other than debt securities) and Subordinated liabilities as reported in the Balance Sheet of TMFL as at the last day of the relevant Fiscal.*

(6) ***Average Total Borrowings**: Simple average of Total Borrowings as at the last day of the relevant Fiscal and Total Borrowings as at the last day of the immediately preceding Fiscal.*

(7) ***Total Borrowings to Total Equity**: Total Borrowings divided by Total Equity.*

(8) ***Profit After Tax****: Profit/(Loss) for the relevant Fiscal from continuing operations as reported in the Statement of Profit and Loss for the relevant Fiscal.*
(9) ***Average Yield****: Interest Income as a percentage of Average Total Net Loans.*
(10) ***Cost to Income Ratio****: Operating Expenses as a percentage of Net Total Income for the relevant Fiscal.*
(11) ***Operating Expenses Ratio****: Operating Expenses as a percentage of Average Total Net Loans.*
(12) ***Credit Cost Ratio****: Credit Cost as a percentage of Average Total Net Loans.*

Return On Equity and Assets

Particulars	As at March 31 / Fiscal	
	2025	2024
Return On Equity(1)	(4.1%)	1.1%
Return On Assets(2)	(0.6%)	0.2%

Notes:
(1) ***Return On Equity****: Profit after tax as a percentage of Average Total Equity.*
(2) ***Return On Assets****: Profit after tax as a percentage of Average Total Net Loans.*

Total Gross Loans - Secured Gross Loans and Unsecured Gross Loans

Particulars	Fiscal			
	2025		2024	
	(₹ in million)	*Percentage of Total Gross Loans (%)*	*(₹ in million)*	*Percentage of Total Gross Loans (%)*
Secured Gross Loans	285,056.5	94.3%	308,627.2	95.1%
Unsecured Gross Loans	17,215.8	5.7%	15,974.5	4.9%
Total Gross Loans	**302,272.3**	**100.0%**	**324,601.7**	**100.0%**

Stage 3 Loans and Ratio

Particulars	As at March 31,	
	2025	2024
	(₹ in million, except otherwise indicated)	
Gross Stage 3 Loans(1)	21,441.9	19,748.2
Gross Stage 3 Loans Ratio(2)	7.1%	6.1%
Net Stage 3 Loans(3)	12,962.1	10,847.6
Net Stage 3 Loans Ratio(4)	4.4%	3.4%
PCR(5)	39.5%	45.1%

Notes:
(1) ***Gross Stage 3 Loans****: Total Gross Loans which are more than 90 DPD from their contractual payments or as prescribed by applicable regulations and includes Purchased or Originated Credit Impaired Loans (POCI).*
(2) ***Gross Stage 3 Loans Ratio****: Ratio of Gross Stage 3 Loans as a percentage of Total Gross Loans as at the last day of the relevant Fiscal.*
(3) ***Net Stage 3 Loans****: Gross Stage 3 Loans as reduced by impairment loan allowances provided on Gross Stage 3 Loans as at the last day of the relevant Fiscal.*
(4) ***Net Stage 3 Loans Ratio****: Gross Stage 3 Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as a percentage of Total Gross Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as at the last day of the relevant Fiscal.*
(5) ***Provision Coverage Ratio****: Impairment allowances provided on Gross Stage 3 Loans as a percentage of Gross Stage 3 Loans as at the last day of the relevant Fiscal.*

Distribution Network and Presence

The following table sets forth the distribution of TMFL's branches/locations by State/ Union Territory as at the dates indicated:

Particulars	As at March 31,	
	2025	2024
Andhra Pradesh	16	16
Assam	12	12
Bihar	12	12
Chandigarh	1	1
Chhattisgarh	10	10
Goa	1	1
Gujarat	16	16
Haryana	13	13

Particulars	As at March 31,	
	2025	2024
Jharkhand	8	8
Karnataka	22	21
Kerala	10	9
Madhya Pradesh	23	23
Maharashtra	40	38
Delhi	6	6
Orissa	19	19
Puducherry	1	1
Punjab	10	10
Rajasthan	27	27
Tamil Nadu	31	29
Telangana	12	13
Tripura	1	1
Uttar Pradesh	29	30
Uttarakhand	4	4
West Bengal	22	22
Himachal Pradesh	4	4
Jammu & Kashmir	2	2
Meghalaya	1	1
Total	**353**	**349**

Reconciliation of GAAP to Non-GAAP Financial Information

Reconciliation of Average Total Assets

Particulars	Fiscal/ As at March 31,	
	2025	2024
	(₹ in million)	
Opening Total Assets(A)	387,702.8	416,094.2
Closing Total Assets (B)	358,523.3	387,702.8
Average Total Assets (C = (A+B)/2)	**373,113.1**	**401,898.5**

Reconciliation of Average Total Equity

Particulars	Fiscal/ As at March 31,	
	2025	2024
	(₹ in million)	
Opening Total Equity (A)	47,662.4	49,285.9
Closing Total Equity (B)	40,063.7	47,662.4
Average Total Equity (C = (A+B)/2)	**43,863.1**	**48,474.2**

Reconciliation of Total Assets to Total Equity

Particulars	As at March 31,	
	2025	2024
	(₹ in million, except as stated otherwise)	
Total Assets (A)	358,523.3	387,702.8
Total Equity (B)	40,063.7	47,662.4
Total Assets to Total Equity (*times*) (C = (A/B)	**8.9**	**8.1**

Reconciliation of Total Borrowings

Particulars	As at March 31,	
	2025	2024
	(₹ in million)	
Debt securities (A)	58,050.1	39,127.7
Borrowings (other than debt securities) (B)	219,409.9	255,786.6
Subordinated liabilities (C)	8,319.4	11,271.6
Total Borrowings (D = A+B+C)	**285,779.4**	**306,185.9**

Reconciliation of Average Total Borrowings

Particulars	Fiscal/ As at March 31,	
	2025	2024
	(₹ in million)	
Opening Total Borrowings (A)	306,185.9	333,286.4
Closing Total Borrowings (B)	285,779.5	306,185.9
Average Total Borrowings (C = (A+B)/2)	**295,982.7**	**319,736.2**

Reconciliation of Total Borrowings to Total Equity

Particulars	As at March 31,	
	2025	2024
	(₹ in million, except as stated otherwise)	
Total Borrowings (A)	285,779.5	306,185.9
Total Equity (B)	40,063.7	47,662.4
Total Borrowings/Total Equity *(times)* **(C = A/B)**	**7.1**	**6.4**

Reconciliation of Operating Expenses

Particulars	Fiscal	
	2025	2024
	(₹ in million)	
Employee benefit expenses (A)	5,689.8	5,073.1
Depreciation, amortization and impairment (B)	342.9	311.2
Other expenses (C)	5,119.5	6,179.2
Operating Expenses (D = A+B+C)	**11,152.2**	**11,563.4**

Reconciliation of Cost to Income Ratio

Particulars	Fiscal	
	2025	2024
	(₹ in million, except as stated otherwise)	
Operating Expenses (A)	11,152.2	11,563.4
Net Total Income (B)	15,676.5	25,085.2
Cost to Income Ratio (C = A/B*100)	**71.1%**	**46.1%**

Reconciliation of Operating Expenses Ratio

Particulars	Fiscal/ As at March 31,	
	2025	2024
	(₹ in million, except as stated otherwise)	
Operating Expenses (A)	11,152.2	11,563.4
Average Total Net Loans (B)	300,080.0	323,193.2
Operating Expenses Ratio (C = A/B*100)	**3.7%**	**3.6%**

Reconciliation of Return On Equity (ROE)

Particulars	Fiscal/ As at March 31,	
	2025	2024
	(₹ in million, except as stated otherwise)	
Profit/(loss) after tax (A)	(1,813.1)	518.8
Average Equity (B)	43,863.1	48,474.2
Return On Equity *(%)* **(C = A/B*100)**	**(4.1%)**	**1.1%**

Reconciliation of Return On Assets (ROA)

Particulars	Fiscal/ As at March 31,	
	2025	2024
	(₹ in million, except as stated otherwise)	
Profit/(loss) after tax (A)	(1,813.1)	518.8
Average Total Net Loans (B)	300,080.0	323,193.2
Return On Assets *(%)* **(C = A/B*100)**	**(0.6%)**	**0.2%**

Reconciliation of Net Stage 3 Loans

Particulars	As at March 31,	
	2025	2024
	(₹ in million)	
Gross Stage 3 Loans (A)	21,441.9	19,748.2
Impairment Allowance – Gross Stage 3 Loans (B)	8,479.8	8,900.6
Net Stage 3 Loans (C = A-B)	**12,962.1**	**10,847.6**

Reconciliation of Gross Stage 3 Loans Ratio

Particulars	As at March 31,	
	2025	2024
	(₹ in million, except as stated otherwise)	
Total Gross Loans (A)	302,272.3	324,601.7
Gross Stage 3 Loans (B)	21,441.9	19,748.2
Gross Stage 3 Loans Ratio (C = B/A*100)	**7.1%**	**6.1%**

Reconciliation of Net Stage 3 Loans Ratio

Particulars	As at March 31,	
	2025	2024
	(₹ in million, except as stated otherwise)	
Total Gross Loans (A)	302,272.3	324,601.7
Impairment Allowance – Gross Stage 3 Loans (B)	8,479.8	8,900.6
Gross Stage 3 Loans (C)	21,441.9	19,748.2
Net Stage 3 Loans Ratio (D = (C-B)/(A-B)*100)	**4.4%**	**3.4%**

Provision Coverage Ratio (PCR)

Particulars	As at March 31,	
	2025	2024
	(₹ in million, except as stated otherwise)	
Impairment Allowance – Gross Stage 3 Loans (A)	8,479.8	8,900.6

Particulars	As at March 31,	
	2025	2024
Gross Stage 3 Loans (B)	21,441.9	19,748.2
Provision Coverage Ratio (PCR) (C = A/B*100)	39.5%	45.1%

Reconciliation of Credit Cost Ratio

Particulars	Fiscal/ As at March 31,	
	2025	2024
	(₹ in million, except as stated otherwise)	
Impairment on Financial Instruments (A)	6,048.0	11,280.3
Average Total Net Loans (B)	300,080.0	323,193.2
Credit Cost Ratio (C = A/B*100)	**2.0%**	**3.5%**

SECTION V: FINANCIAL INFORMATION

RESTATED CONSOLIDATED FINANCIAL INFORMATION

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M S K A & Associates
Chartered Accountants
602, Floor 6 Raheja,
Western Express Railway Colony,
Ram Nagar, Goregaon (East),
Mumbai – 400 063

M. P. Chitale & Co.
Chartered Accountants
1st Floor, Hamam House,
Ambalal Doshi Marg, Fort
Mumbai – 400001

Examination Report of Independent Auditor on the Restated Consolidated Financial Information

The Board of Directors of
Tata Capital Limited
11th Floor, Tower A, Peninsula Business Park
Ganpatrao Kadam Marg, Lower Parel, Mumbai City
Mumbai 400013

Dear Sirs/ Madams,

1. We have examined the Restated Consolidated Financial Information of Tata Capital Limited and its subsidiaries (the "Company" and its subsidiaries together referred to as the "Group") and its associates comprising the Restated Consolidated Statements of Assets and Liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023 and Restated Consolidated Statements of Profit and Loss (including Other Comprehensive Income), Restated Consolidated Statements of Changes in Equity, Restated Consolidated Statements of Cash Flows along with the Statement of Material Accounting Policies and other explanatory information for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 (collectively, the "**Restated Consolidated Financial Information**") annexed to this report as prepared by the Company and approved by the Board of Directors of the Company at their meeting held on July 04, 2025 for the purpose of inclusion in the updated draft red herring prospectus – I ("**UDRHP - I**") in connection with its proposed initial public offer of equity shares of face value of ₹ 10 each ("**Offer**"). The Restated Consolidated Financial Information, have been prepared by the Company in accordance with the requirements of:

    a) the sub-section (1) of Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

    b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"); and

    c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

2. The Company's Board of Directors is responsible for the preparation of Restated Consolidated Financial Information for the purpose of inclusion in the UDRHP - I to be filed with Securities and Exchange Board of India ("SEBI") and, BSE Limited and National Stock Exchange of India Limited ("NSE") (collectively referred to as "Stock Exchanges") where the equity shares of the Company are proposed to be listed, in connection with the Offer. The Restated Consolidated Financial Information have been prepared by the management of the Company in accordance with the basis of preparation stated in Note 2 to notes forming part of the Restated Consolidated Financial Information. The respective Board of Directors of the Companies included in the Group and of its associates are responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The respective Board of Directors of the Companies included in the Group and of its associates are also responsible for identifying and ensuring that it complies with the Act, the SEBI ICDR Regulations and the Guidance Note.

3. We have examined the Restated Consolidated Financial Information taking into consideration:

   a) the terms of reference and our engagement agreed with you vide our engagement letter dated March 27, 2025 and as amended, in connection with the Offer;

   b) The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements as stated in the Code of Ethics issued by the ICAI;

   c) the concepts of test check and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and

   d) the requirements of Section 26(1) of the Act and the SEBI ICDR Regulations.

   Our work was performed solely to assist you in meeting your responsibilities in relation to compliance with the Act, the SEBI ICDR Regulations and the Guidance Note in connection with the Offer.

4. The Restated Consolidated Financial Information have been compiled by the management from:

   a) the consolidated financial statements of the Group and its associates as at and for the financial years ended March 31, 2025 prepared in accordance with Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, the relevant circulars, guidelines and directions issued by the Reserve Bank of India ("RBI") from time to time ("RBI Guidelines") and other accounting principles generally accepted in India, and have been approved by the Board of Directors at their meeting held on May 13, 2025.

   b) the consolidated financial statements of the Group and its associates as at and for the financial years ended March 31, 2024 and March 31, 2023 prepared in accordance with Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, and have been approved by the Board of Directors at their meeting held on May 10, 2024 and April 27, 2023 consequently.

5. For the purpose of our examination, we have relied on:

   a) Auditor's report issued jointly by M S K A & Associates, Chartered Accountants and M. P. Chitale & Co., Chartered Accountants ("M25 Joint Auditor") dated May 13, 2025 on the consolidated financial statements of the Company as at and for the year ended March 31, 2025 ("M25 Audited Consolidated Financial Statements"), as referred in Para 4 (a) above. The M25 Audited Consolidated Financial Statements included an Emphasis of Matter and Other Matter Paragraphs as replicated below:

   Emphasis of Matter

   We draw attention to Note 48 to the Consolidated Financial Statements with respect to approval of scheme of Arrangement for amalgamation of Tata Motors Finance Limited (formerly known as Tata Motors Finance Solutions Limited) ("TMFL"), with and into Tata Capital Limited (TCL) and their respective shareholders effective April 01, 2024.

   Our opinion is not modified in respect of the above matter.

   Other Matters

(a) We did not audit the financial statements of 17 subsidiaries whose Financial Statements reflect Group's share of total assets of ₹73,0937.9 millions as at March 31, 2025, Group's share of total revenue of ₹7,4027.9 millions, Group's share of total net profit after tax of ₹1,5983.5 millions, and Group's share of total comprehensive income of ₹1,6425.6 millions, for the period from April 01, 2024 to March 31, 2025 and Group's net cash inflow of ₹1,0461.8 millions for the year ended as on date respectively, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

(b) The consolidated financial statements include the unaudited financial information of 17 associate(s) financial information reflect Group's share of total net loss after tax of ₹25.8 millions as considered in the consolidated financial statements. This unaudited financial information has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these associates is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial information are not material to the Group.

(c) The consolidated financial statements of the Company for the year ended March 31, 2024, were jointly audited by one of the erstwhile joint statutory auditors along with one of the current joint statutory auditor, whose report dated May 10, 2024 expressed an unmodified opinion.

(d) Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work performed and the reports of the other auditors and the financial information certified by the Management.

b) Auditor's report issued jointly by M S K A & Associates, Chartered Accountants and KKC & Associates LLP, Chartered Accountants ("M24 Joint Auditor") dated May 10, 2024 on the consolidated financial statements of the Company as at and for the year ended March 31, 2024 ("M24 Audited Consolidated Financial Statements"), as referred in Para 4 (b) above. The M24 Audited Consolidated Financial Statements included an Emphasis of Matter and Other Matter Paragraphs as replicated below:

Emphasis of Matter

We draw attention to Note 52 to the Consolidated financial statements narrating the scheme of amalgamation of Tata Capital Financial Services Limited ("TCFSL") and Tata Cleantech Capital Limited ("TCCL") with the Company, which became effective on January 1, 2024 and was accounted as a common control business combination in accordance with Appendix C of Ind AS 103 - "Business Combinations" from the appointed date i.e. April 1, 2023.

Our opinion is not modified in respect of this matter.

Other Matters

(a) We did not audit the financial statements of 9 subsidiaries whose Financial Statements reflect Group's share of total assets of ₹ 551,547.8 millions as at March

31, 2024, Group's share of total revenue of ₹ 53,252.6 millions, Group's share of total net profit after tax of ₹ 11,801.7 millions, and Group's share of total comprehensive income of ₹ 12,008.9 millions, for the period from April 1, 2023 to March 31, 2024 and Group's net cash inflow of ₹ 9,587.6 millions for the year ended as on date respectively, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

(b) The consolidated financial statements include the unaudited financial information of 12 associate(s) financial information reflect Group's share of total net loss after tax of ₹ 116.5 millions as considered in the consolidated financial statements. This unaudited financial information have been furnished to us by the Management and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these associates is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial information are not material to the Group.

(c) The consolidated financial statements include the audited financial statements of 8 subsidiaries whose financial statements reflect Group's share of total assets of ₹ 21,539.7 millions as at March 31, 2024, Group's share of total revenue of ₹ 3,117.3 million, Group's share of total net profit after tax ₹ 2,366.9 millions and Group's share of net cash inflow of ₹ 1,325.3 millions for the year ended on that date as considered in the [consolidated financial statements], which have been audited by one of the joint auditors of the Holding Company. The independent auditor's report on the financial statements of this entities has been furnished to us by the management and our opinion on financial statements, in so far as it relates to amounts and disclosures in respect of this entity, is based solely on the report of such auditors and the procedures performed by us as stated in the paragraph above.

(d) The consolidated financial statements of the Company for the year ended March 31, 2023, were audited by one of the current joint auditor whose report dated April 27, 2023 expressed an unmodified opinion.

(e) Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial information certified by the Management.

c) Auditor's report issued by KKC & Associates LLP, Chartered Accountants ("Previous Auditor") dated April 27, 2023 on the consolidated financial statements of the Company as at and for the year ended March 31, 2023 ("M23 Audited Consolidated Financial Statements") as referred in Para 4 (b) above. M23 Audited Consolidated Financial Statements included Other Matter Paragraphs as replicated below:

Other Matters

(a) We did not audit the financial statements of 4 subsidiaries whose financial statements reflect total assets of ₹ 1,310,754.7 millions as at 31 March 2023, total revenues of ₹ 128,679.9 millions and net cash flows amounting to ₹ 9,654.1 millions for the year ended on that date, as considered in the Consolidated Financial

Statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of section 143(3) of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

(b) The Consolidated Financial Statements also include the Group's share of net profit of ₹ 1,467.0 millions for the year ended 31 March 2023, as considered in the Consolidated Financial Statements, in respect of 18 associates, whose financial statements / financial information have not been audited by us. These financial statements / financial information are unaudited and have been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these associates, and our report in terms of section 143(3) of the Act in so far as it relates to the aforesaid associates, is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements / financial information are not material to the Group.

(c) Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial information certified by the Management.

6. The audits with respect to M24 Audited Financial Statements was conducted by M24 Joint Auditors and M23 Audited Financial Statements was conducted by the Previous Auditor. Accordingly, reliance has been placed on the Restated Consolidated Statements of Assets and Liabilities of the Group as at March 31, 2024 and March 31, 2023 and the Restated Consolidated Statements of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statements of Changes in Equity and the Restated Consolidated Statements of Cash Flows of the Group for the financial years ended March 31, 2024 and March 31, 2023, the Summary of Material Accounting Policies and other explanatory information examined by the M24 Joint Auditor and Previous Auditor respectively.

Our examination report in respect of the Restated Consolidated Financial Information as of and for the financial years March 31, 2024 and March 31, 2023 is based solely on the examination report dated July 04, 2025 on the M24 Restated Financial Information, submitted by the M24 Joint Auditor and examination report dated July 04, 2025 on the M23 Restated Financial Information submitted by the Previous Auditor. The M24 Joint Auditor and Previous Auditor have also confirmed in their respective examination reports that the M24 Restated Financial Information and M23 Restated Financial Information:

a) has been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/ reclassifications retrospectively in the M24 Audited Consolidated Financial Statements and M23 Audited Consolidated Financial Statements to reflect the same accounting treatment as per the accounting policies and grouping/ classifications followed as at and for the year ended March 31, 2025;

b) do not require any adjustment for modification as there is no modification in the underlying audit reports; and

c) have been prepared in accordance with the Act, the ICDR Regulations and the Guidance Note.

7. Based on our examination and according to the information and explanations given to us, and as per the reliance placed on auditor's report issued by other auditors as mentioned in para 5 above and also as per the reliance placed on the examination reports submitted by the M24 Joint Auditor and Previous Auditor as mentioned in para 6 above, for the respective period, we report that:

    i) Restated Consolidated Financial Information have been prepared after incorporating adjustments for the changes in accounting policies, any material errors and regroupings/ reclassifications retrospectively in the financial years as at and for the years March 31, 2024 and March 31, 2023 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended March 31, 2025, as more fully described in Note 56 to the Restated Consolidated Financial Information (Restated Statement of Adjustments to Audited Financial Statements);

    ii) there are no qualifications in the auditor's reports on the audited financial statements of the Company as at and for the years ended March 31, 2025, March 31, 2024 and March 31, 2023 which require any adjustments to the Restated Consolidated Financial Information. There is an Emphasis of Matter and Other Matter Paragraphs (refer paragraph 5(a), 5(b) and 5(c) above), which do not require any adjustment to the Restated Consolidated Financial Information; and

    iii) Restated Consolidated Financial Information have been prepared in accordance with the Act, the SEBI ICDR Regulations and the Guidance Note.

8. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements mentioned in paragraph 4 above.

9. This report should not in any way be construed as a reissuance or re-dating of any of the previous auditor's reports issued by us or by M24 Joint Auditor or by the Previous Auditor, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

10. We have no responsibility to update our report for events and circumstances occurring after the date of this report.

11. Our report is intended solely for use of the Board of Directors and for inclusion in the UDRHP - I to be filed with the SEBI and Stock Exchanges as applicable in connection with the proposed Offer. Our report should not be used, referred to or distributed for any other purpose without prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come.

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No: 105047W

Swapnil Kale
Partner
Membership No: 117812

UDIN: 25117812BMNUVP4310

Place: Mumbai
Date: July 04, 2025

For M. P. Chitale & Co.
Chartered Accountants
ICAI Firm Registration No: 101851W

Murtuza Vajihi
Partner
Membership No: 112555

UDIN: 25112555BMLYOA9573

Place: Mumbai
Date: July 04, 2025

TATA CAPITAL LIMITED
RESTATED CONSOLIDATED BALANCE SHEET

(Rs. in million)

	Particulars	Note No.	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
	ASSETS				
(1)	**Financial assets**				
(a)	Cash and cash equivalents	3	94,782.0	67,711.6	30,588.8
(b)	Bank balances other than (a) above	4	9,648.5	2,244.2	2,578.2
(c)	Derivative financial instruments	5	5,397.3	2,426.2	2,295.8
(d)	Receivables				
	(i) Trade receivables	6	966.4	1,407.0	902.3
	(ii) Other receivables	6	9.5	18.8	3.7
(e)	Loans	7	22,19,503.7	15,77,605.5	11,67,887.2
(f)	Investments	8	87,177.9	79,020.2	1,26,589.7
(g)	Investments accounted using equity method	9	11,486.0	8,307.8	5,950.7
(h)	Other financial assets	10	11,014.0	5,198.3	3,488.0
			24,39,985.3	**17,43,939.6**	**13,40,284.4**
(2)	**Non-financial assets**				
(a)	Current tax assets (net)	11 *(i)*	2,340.4	1,673.1	1,720.8
(b)	Deferred tax assets (net)	11 *(ii)*	13,881.7	4,665.0	3,810.7
(c)	Investment property	12	31.3	30.2	198.7
(d)	Property, plant and equipment	12	15,132.6	8,329.3	4,862.7
(e)	Capital work-in-progress	12 *(i)*	18.1	41.5	113.0
(f)	Intangible assets under development	12 *(ii)*	139.4	41.1	87.2
(g)	Other intangible assets	12	769.7	427.9	325.5
(h)	Right to use assets	38	4,100.1	3,115.9	1,939.3
(i)	Other non-financial assets	13	8,251.5	4,676.2	2,918.7
			44,664.8	**23,000.2**	**15,976.6**
	Total assets		**24,84,650.1**	**17,66,939.8**	**13,56,261.0**
	LIABILITIES AND EQUITY				
	LIABILITIES				
(1)	**Financial liabilities**				
(a)	Derivative financial instruments	5	2,408.9	463.3	623.2
(b)	Payables	14			
	(i) Trade payables				
	Total outstanding dues of micro enterprises and small enterprises		193.9	38.2	70.3
	Total outstanding dues of creditors other than micro enterprises and small enterprises		18,019.3	13,860.9	12,236.7
	(ii) Other payables				
	Total outstanding dues of micro enterprises and small enterprises		-	-	-
	Total outstanding dues of creditors other than micro enterprises and small enterprises		-	-	-
(c)	Debt securities	15	8,01,415.7	6,05,036.8	5,13,755.8
(d)	Borrowings (Other than debt securities)	16	11,86,204.0	7,91,428.8	5,49,341.3
(e)	Subordinated liabilities	17	96,529.6	85,387.3	70,262.0
(f)	Lease liabilities	38	4,362.2	3,265.3	2,053.8
(g)	Other financial liabilities	18	22,126.3	13,884.6	19,908.5
			21,31,259.9	**15,13,365.2**	**11,68,251.6**
(2)	**Non-Financial Liabilities**				
(a)	Current tax liabilities (net)	11 *(iii)*	3,645.0	3,967.3	3,379.8
(b)	Provisions	19	2,802.2	1,136.9	1,038.7
(c)	Other non-financial liabilities	20	3,236.6	2,649.3	2,104.2
			9,683.8	**7,753.5**	**6,522.7**
(3)	**EQUITY**				
(a)	Equity share capital	21	37,624.4	37,030.5	35,070.7
(b)	Shares pending for issuance	22	41,627.6	-	716.5
(c)	Instruments entirely equity in nature		18,080.0	-	-
(d)	Other equity	23	2,34,586.1	1,97,140.8	1,37,611.4
	Equity attributable to owners of the Company		**3,31,918.1**	**2,34,171.3**	**1,73,398.6**
(4)	Non-controlling interest		**11,788.3**	**11,649.8**	**8,088.1**
	Total liabilities and equity		**24,84,650.1**	**17,66,939.8**	**13,56,261.0**
	Summary of material accounting policy information	2			
	See accompanying notes forming part of the restated financial information	3 to 56			

In terms of our report attached,

For and on behalf of the Board of Directors

M S K A & Associates
Chartered Accountants
Firm's Registration No: 105047W

M. P. Chitale & Co.
Chartered Accountants
Firm's Registration No: 101851W

Swapnil Kale
Partner
Membership No: 117812
Mumbai

Murtuza Vajihi
Partner
Membership No: 112555
Mumbai

Sujit Kumar Varma
(Independent Director)
DIN: 09075212

Rajiv Sabharwal
(Managing Director & CEO)
DIN: 00057333

Rakesh Bhatia
(Chief Financial Officer)

Sarita Kamath
(Chief Legal and Compliance Officer & Company Secretary)

Date : July 04, 2025

TATA CAPITAL LIMITED
RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(Rs. in million)

	Particulars	Note No.	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
	Revenue from operations				
(i)	Interest income	24	2,57,197.7	1,63,664.7	1,19,109.0
(ii)	Dividend income		240.1	361.9	7.9
(iii)	Rental income		2,722.5	2,034.1	2,692.6
(iv)	Fees and commission income	25	17,797.5	10,458.8	5,695.8
(v)	Net gain on fair value changes	26	2,804.9	4,900.3	637.4
(vi)	Net gain on derecognition of associates		-	328.4	8,145.8
(vii)	Net Gain on derecognition of financial instruments		2,364.7	-	-
I	**Total revenue from operations**		**2,83,127.4**	**1,81,748.2**	**1,36,288.5**
II	Other income	27	571.3	235.6	86.4
III	**Total income (I + II)**		**2,83,698.7**	**1,81,983.8**	**1,36,374.9**
	Expenses				
(i)	Finance costs	28	1,50,296.4	95,682.3	66,006.4
(ii)	Impairment/(Reversal of impairment) of investment in associates		(233.4)	100.9	76.5
(iii)	Net (gain) / loss on derecognition of associates		21.8	-	-
(iii)	Impairment on financial instruments	29	28,268.3	5,922.6	5,742.9
(iv)	Employee benefit expenses	30	28,122.5	18,500.9	12,941.8
(v)	Depreciation, amortisation and impairment	12	3,900.2	2,875.0	2,260.2
(vi)	Other expenses	31	24,111.5	14,866.1	11,448.5
IV	**Total expenses**		**2,34,487.3**	**1,37,947.8**	**98,476.3**
V	**Profit from continuing operations before exceptional items, share of net profits of investments accounted for using equity method and tax**		**49,211.4**	**44,036.0**	**37,898.6**
VI	Share in profit of associates		(25.8)	(115.7)	1,467.0
VII	**Profit from continuing operations before exceptional items and tax (V + VI)**		**49,185.6**	**43,920.3**	**39,365.6**
VIII	Exceptional items		-	-	-
IX	**Profit before tax from continuing operations (VII + VIII)**		**49,185.6**	**43,920.3**	**39,365.6**
	Tax expense				
(i)	Current tax	11	11,412.1	10,717.6	10,703.9
(ii)	Deferred tax	11	1,223.3	(66.9)	(796.0)
X	**Net tax expenses**		**12,635.4**	**10,650.7**	**9,907.9**
XI	**Profit for the year from continuing operations (IX-X)**		**36,550.2**	**33,269.6**	**29,457.7**
XII	**Other comprehensive income**				
A	**Items that will not be reclassified to profit or loss**				
	Owners of the Company				
	(a) Remeasurement of the defined employee benefit plans		(337.0)	(27.2)	(124.4)
	(b) Tax relating to Remeasurement of defined employee benefit plans		84.4	6.7	31.7
	(c) Changes in fair values of investment in equities carried at Fair Value Through Other Comprehensive Income (FVTOCI)		(1,510.1)	11,210.4	22,299.5
	(d) Tax on Changes in fair values of investment in equities carried at FVTOCI		806.2	(1,480.4)	(5,326.2)
	Non controlling interest				
	(a) Changes in fair values of investment in equities carried at FVTOCI (net of tax)		80.9	1,922.9	556.4
B	**Items that will be reclassified to profit or loss**				
	Owners of the Company				
	(a) Debt instruments measured through FVTOCI		38.9	222.5	(121.2)
	(b) Tax on Debt instruments through FVTOCI		(6.6)	(37.8)	21.1
	(c) Fair value loss on financial assets carried at FVTOCI		(86.1)	149.9	(41.7)
	(d) Tax relating to fair value gain on financial asset measured through FVTOCI		21.7	(37.7)	10.1
	(e) The effective portion of gain on hedging instruments in a cash flow hedge		(987.4)	(807.0)	408.2
	(f) Tax relating to the effective portion of gain on hedging instruments in a cash flow hedge		248.5	203.1	(102.7)
	(g) Share of other comprehensive income in associates (net)		(0.8)	(1.8)	(85.8)
	(h) Exchange differences in translating financial statements of foreign operations		180.4	80.3	476.3
	Non controlling interest				
	(a) Fair value loss on financial asset measured through FVTOCI (net of tax)		(2.0)	1.1	(0.9)
	Total Other Comprehensive Income		**(1,469.0)**	**11,405.0**	**18,000.4**
XIII	**Total Comprehensive Income for the year (XI+XII)**		**35,081.2**	**44,674.6**	**47,458.1**
XIV	**Profit for the year attributable to:**				
	Owners of the company		36,646.6	31,502.1	30,292.0
	Non-controlling interest		(96.4)	1,767.5	(834.3)
XV	**Other comprehensive income for the year attributable to:**				
	Owners of the company		(1,547.9)	9,481.0	17,444.9
	Non-controlling interest		78.9	1,924.0	555.5
XVI	**Total comprehensive income for the year attributable to: (XIV+XV)**				
	Total comprehensive income for the year attributable to:				
	Owners of the company		35,098.7	40,983.1	47,736.9
	Non-controlling interest		(17.5)	3,691.5	(278.8)
XVII	**Earnings per equity share (Face value : Rs. 10 per share)**	39			
	(1) Basic (In Rs.)		9.3	8.6	8.4
	(2) Diluted (In Rs.)		9.3	8.6	8.4
Summary of material accounting policy information		2			
See accompanying notes forming part of the restated financial information		3 to 56			

In terms of our report attached,

For and on behalf of the Board of Directors

M S K A & Associates
Chartered Accountants
Firm's Registration No: 105047W

M. P. Chitale & Co.
Chartered Accountants
Firm's Registration No: 101851W

Swapnil Kale
Partner
Membership No: 117812
Mumbai

Murtuza Vajihi
Partner
Membership No: 112555
Mumbai

Sujit Kumar Varma
(Independent Director)
DIN: 09075212

Rajiv Sabharwal
(Managing Director & CEO)
DIN: 00057333

Rakesh Bhatia
(Chief Financial Officer)

Sarita Kamath
(Chief Legal and Compliance Officer & Company Secretary)

Date : July 04, 2025

TATA CAPITAL LIMITED
RESTATED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
(Rs. in million)

a. Equity Share Capital

Particulars	As at March 31, 2025		As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Issued, subscribed and fully paid up equity shares outstanding at the beginning of the year	3,70,30,54,419	37,030.5	3,50,70,80,834	35,070.7	3,46,33,69,745	34,633.5
Changes in equity share capital due to prior period errors	-	-	-	-	-	-
Restated balance	3,70,30,54,419	37,030.5	3,50,70,80,834	35,070.7	3,46,33,69,745	34,633.5
Add: Shares issued during the year:	5,35,20,102	535.2	18,62,87,307	1,862.8	4,39,52,097	439.5
Add: Subscription of right issue by ESOP trust	(5,41,200)	(5.4)	(15,92,510)	(15.9)	(6,63,088)	(6.6)
Add/(less): Net shares issued to employees by ESOP trust	64,06,946	64.0	1,12,78,788	112.8	4,22,080	4.2
Add/(Less): Loans to Employees (net)	-	0.1	-	0.1	-	0.1
Issued, subscribed and fully paid up equity shares outstanding at the end of the year	**3,76,24,40,267**	**37,624.4**	**3,70,30,54,419**	**37,030.5**	**3,50,70,80,834**	**35,070.7**

b. Other Equity

Particulars	Reserve and surplus							
	Securities premium	Capital reserve	Capital Redemption Reserve	Debenture Redemption Reserve	Special Reserve Account	Retained earnings	General Reserve	Employee stock option outstanding account
Balance as at March 31, 2024	**50,468.6**	**4.3**	**57.5**	**-**	**31,334.0**	**95,354.8**	**3,434.0**	**565.1**
Effect of business combination	(14,091.4)	-	-	-	3,961.8	-	-	-
Changes in accounting policy / prior period errors	-	-	-	-	-	-	-	-
Restated balance as at April 1, 2024	**36,377.2**	**4.3**	**57.5**	**-**	**35,295.8**	**95,354.8**	**3,434.0**	**565.1**
Profit for the year (a)	-	-	-	-	-	36,646.6	-	-
Other comprehensive income, net of tax (b)	-	-	-	-	-	-	-	-
Total comprehensive income for the year (c)=(a)+(b)	-	-	-	-	-	**36,646.6**	-	-
Elimination against shares held by the ESOP Trust	(66.6)	-	-	-	-	-	-	-
Issue of equity shares	14,504.0	-	-	-	-	-	-	-
Share issue expenses	(71.8)	-	-	-	-	-	-	-
Employee share options (net)	-	-	-	-	-	-	-	404.0
Transfer to Special Reserve Account	-	-	-	-	8,186.5	(8,186.5)	-	-
Transfer to General Reserve Account	-	-	-	-	-	-	205.9	(205.9)
Elimination against shares held by the ESOP Trust	-	-	-	-	-	-	-	-
Transfer to retained earnings during the year	-	-	-	-	-	16,927.5	-	-
Distributions made to holders of Instruments entirely equity in nature	-	-	-	-	-	(2,262.0)	-	-
Tax on Distributions made to holders of Instruments entirely equity in nature	-	-	-	-	-	569.4	-	-
Loan given to employees for ESOP's held	0.1	-	-	-	-	-	-	-
Final dividend on equity shares	-	-	-	-	-	(777.7)	-	-
Lease equalisation impact on application of IndAS 116	-	-	-	-	-	-	-	-
IndAS 116 Transition impact	-	-	-	-	-	-	-	-
Increase/(decrease) in non-controlling interests due to dilution/ divestment/acquisition	-	-	-	-	-	189.7	-	-
Payout of income to contributors	-	-	-	-	-	-	-	-
Derecognition of subsidiary	-	-	-	-	-	(7.7)	-	-
Transfer to retained earning on derecognition of assets (net of tax)	-	-	-	-	-	5,849.4	-	-
Transfer to/(from) retained earning	-	-	-	-	-	-	-	-
Balance as at March 31, 2025	**50,742.9**	**4.3**	**57.5**	**-**	**43,482.3**	**1,44,303.5**	**3,639.9**	**763.2**

TATA CAPITAL LIMITED
RESTATED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
(Rs. in million)

Particulars	Reserve and surplus							
	Securities premium	Capital reserve	Capital Redemption Reserve	Debenture Redemption Reserve	Special Reserve Account	Retained earnings	General Reserve	Employee stock option outstanding account
Balance as at April 1, 2023	**31,732.5**	**4.3**	**57.5**	**-**	**23,934.8**	**59,566.8**	**3,216.1**	**481.2**
Profit for the year (a)	-	-	-	-	-	31,502.1	-	-
Other comprehensive income, net of tax (b)	-	-	-	-	-	-	-	-
Total comprehensive income for the year (c)=(a)+(b)	**-**	**-**	**-**	**-**	**-**	**31,502.1**	**-**	**-**
Elimination against shares held by the ESOP Trust	(149.9)	-	-	-	-	-	-	-
Issue of equity shares	18,886.5	-	-	-	-	-	-	-
Share issue expenses	(0.6)	-	-	-	-	-	-	-
Employee share options (net)	-	-	-	-	-	-	-	301.8
Transfer to Special Reserve Account	-	-	-	-	7,399.2	(7,399.2)	-	-
Transfer to General Reserve Account	-	-	-	-	-	-	217.9	(217.9)
Loan given to employees for ESOP's held	0.1	-	-	-	-	-	-	-
Final dividend on equity shares	-	-	-	-	-	(736.6)	-	-
Increase/(decrease) in non-controlling interests due to dilution/ divestment/acquisition	-	-	-	-	-	265.7	-	-
Payout of income to contributors	-	-	-	-	-	-	-	-
Transfer to retained earning on derecognition of assets (net of tax)	-	-	-	-	-	12,124.9	-	-
Transfer to/(from) retained earning	-	-	-	-	-	31.1	-	-
Balance as at March 31, 2024	**50,468.6**	**4.3**	**57.5**	**-**	**31,334.0**	**95,354.8**	**3,434.0**	**565.1**

Particulars	Reserve and surplus							
	Securities premium	Capital reserve	Capital Redemption Reserve	Debenture Redemption Reserve	Special Reserve Account	Retained earnings	General Reserve	Employee stock option outstanding account
Balance as at April 1, 2022	**26,316.2**	**4.3**	**57.5**	**3,000.0**	**17,433.5**	**36,566.0**	**202.6**	**329.6**
Profit for the year (a)	-	-	-	-	-	30,292.0	-	-
Other comprehensive income, net of tax (b)	-	-	-	-	-	-	-	-
Total comprehensive income for the year (c)=(a)+(b)	-	-	-	-	-	**30,292.0**	-	-
Elimination against shares held by the ESOP Trust	(81.5)	-	-	-	-	-	-	-
Issue of equity shares	5,498.4	-	-	-	-	-	-	-
Share issue expenses	(0.8)	-	-	-	-	-	-	-
Employee share options (net)	-	-	-	-	-	-	-	165.1
Transfer to Special Reserve Account	-	-	-	-	6,501.3	(6,501.3)	-	-
Transfer to General Reserve Account	-	-	-	(3,000.0)	-	-	3,013.5	(13.5)
Loan given to employees for ESOP's held	0.2	-	-	-	-	-	-	-
Final dividend on equity shares	-	-	-	-	-	(554.2)	-	-
Increase/(decrease) in non-controlling interests due to dilution/ divestment/acquisition	-	-	-	-	-	(201.1)	-	-
Payout of income to contributors	-	-	-	-	-	-	-	-
Transfer to retained earning on derecognition of assets (net of tax)	-	-	-	-	-	-	-	-
Transfer to/(from) retained earning	-	-	-	-	-	(34.6)	-	-
Balance as at March 31, 2023	**31,732.5**	**4.3**	**57.5**	**-**	**23,934.8**	**59,566.8**	**3,216.1**	**481.2**

TATA CAPITAL LIMITED
RESTATED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
(Rs. in million)

Particulars	Items of other comprehensive income							Total Other Equity	Non-Controlling interest	Total
	Foreign currency translation reserve	Remeasurement of defined benefit liability /asset	Fair value changes of financial instrument measured at fair value through other comprehensive income	Debt instruments through Other Comprehensive Income	Cash flow hedge reserve	Cost of hedge reserve	Equity instruments through Other Comprehensive Income			
Balance as at March 31, 2024	1,467.3	(148.9)	210.8	(22.7)	(141.7)	-	14,557.7	1,97,140.8	11,649.8	2,08,790.6
Effect of business combination	-	-	-	-	-	-	-	(10,129.6)	-	(10,129.6)
Changes in accounting policy / prior period errors	-	-	-	-	-	-	-	-	-	-
Restated balance as at April 1, 2024	1,467.3	(148.9)	210.8	(22.7)	(141.7)	-	14,557.7	1,87,011.2	11,649.8	1,98,661.0
Profit for the year (a)	-	-	-	-	-	-	-	36,646.6	(96.4)	36,550.2
Other comprehensive income, net of tax (b)	180.4	(252.6)	(65.2)	32.3	(733.1)	(5.8)	(703.9)	(1,547.9)	78.9	(1,469.0)
Total comprehensive income for the year (c)=(a)+(b)	180.4	(252.6)	(65.2)	32.3	(733.1)	(5.8)	(703.9)	35,098.7	(17.5)	35,081.2
Elimination against shares held by the ESOP Trust	-	-	-	-	-	-	-	(66.6)	-	(66.6)
Issue of equity shares	-	-	-	-	-	-	-	14,504.0	-	14,504.0
Share issue expenses	-	-	-	-	-	-	-	(71.8)	-	(71.8)
Employee share options (net)	-	-	-	-	-	-	-	404.0	-	404.0
Transfer to Special Reserve Account	-	-	-	-	-	-	-	-	-	-
Transfer to General Reserve Account	-	-	-	-	-	-	-	-	-	-
Elimination against shares held by the ESOP Trust	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings during the year	-	-	-	-	-	-	(16,927.5)	-	-	-
Distributions made to holders of Instruments entirely equity in nature	-	-	-	-	-	-	-	(2,262.0)	-	(2,262.0)
Tax on Distributions made to holders of Instruments entirely equity in nature	-	-	-	-	-	-	-	569.4	-	569.4
Loan given to employees for ESOP's held	-	-	-	-	-	-	-	0.1	-	0.1
Final dividend on equity shares	-	-	-	-	-	-	-	(777.7)	-	(777.7)
Lease equalisation impact on application of IndAS 116	-	-	-	-	-	-	-	-	-	-
IndAS 116 Transition impact	-	-	-	-	-	-	-	-	-	-
Increase/(decrease) in non-controlling interests due to dilution/ divestment/acquisition	-	-	-	-	-	-	-	189.7	2,058.3	2,248.0
Payout of income to contributors	-	-	-	-	-	-	-	-	(1,902.3)	(1,902.3)
Derecognition of subsidiary	(2.8)	-	-	-	-	-	-	(10.5)	-	(10.5)
Transfer to retained earning on derecognition of assets (net of tax)	-	-	-	-	-	-	(5,849.4)	-	-	-
Transfer of Realised OCI to PL	-	-	-	(2.4)	-	-	-	(2.4)	-	(2.4)
Balance as at March 31, 2025	**1,644.9**	**(401.5)**	**145.6**	**7.2**	**(874.8)**	**(5.8)**	**(8,923.1)**	**2,34,586.1**	**11,788.3**	**2,46,374.4**

Particulars	Items of other comprehensive income							Total Other Equity	Non-Controlling interest	Total
	Foreign currency translation reserve	Remeasurement of defined benefit liability /asset	Fair value changes of financial instrument measured at fair value through other comprehensive income	Debt instruments through Other Comprehensive Income	Cash flow hedge reserve	Cost of hedge reserve	Equity instruments through Other Comprehensive Income			
Balance as at April 1, 2023	**1,387.0**	**(128.4)**	**81.1**	**(157.0)**	**462.2**	**-**	**16,973.3**	**1,37,611.4**	**8,088.1**	**1,45,699.5**
Profit for the year (a)	-	-	-	-	-	-	-	31,502.1	1,767.5	33,269.6
Other comprehensive income, net of tax (b)	80.3	(20.5)	110.4	184.7	(603.9)	-	9,730.0	9,481.0	1,924.0	11,405.0
Total comprehensive income for the year (c)=(a)+(b)	**80.3**	**(20.5)**	**110.4**	**184.7**	**(603.9)**	**-**	**9,730.0**	**40,983.1**	**3,691.5**	**44,674.6**
Elimination against shares held by the ESOP Trust	-	-	-	-	-	-	-	(149.9)	-	**(149.9)**
Issue of equity shares	-	-	-	-	-	-	-	18,886.5	-	18,886.5
Share issue expenses	-	-	-	-	-	-	-	(0.6)	-	(0.6)
Employee share options (net)	-	-	-	-	-	-	-	301.8	-	301.8
Transfer to Special Reserve Account	-	-	-	-	-	-	-	-	-	-
Transfer to General Reserve Account	-	-	-	-	-	-	-	-	-	-
Loan given to employees for ESOP's held	-	-	-	-	-	-	-	0.1	-	0.1
Final dividend on equity shares	-	-	-	-	-	-	-	(736.6)	-	(736.6)
Increase/(decrease) in non-controlling interests due to dilution/ divestment/acquisition	-	-	-	-	-	-	-	265.7	2,558.0	2,823.7
Payout of income to contributors	-	-	-	-	-	-	-	-	(2,687.8)	(2,687.8)
Transfer to retained earning on derecognition of assets (net of tax)	-	-	-	-	-	-	(12,145.6)	(20.7)	-	(20.7)
Transfer to/(from) retained earning	-	-	19.3	(50.4)	-	-	-	-	-	-
Balance as at March 31, 2024	**1,467.3**	**(148.9)**	**210.8**	**(22.7)**	**(141.7)**	**-**	**14,557.7**	**1,97,140.8**	**11,649.8**	**2,08,790.6**

TATA CAPITAL LIMITED
RESTATED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
(Rs. in million)

Particulars	Items of other comprehensive income							Total Other Equity	Non-Controlling interest	Total
	Foreign currency translation reserve	Remeasurement of defined benefit liability /asset	Fair value changes of financial instrument measured at fair value through other comprehensive income	Debt instruments through Other Comprehensive Income	Cash flow hedge reserve	Cost of hedge reserve	Equity instruments through Other Comprehensive Income			
Balance as at April 1, 2022	**910.7**	**(35.7)**	**198.5**	**(91.5)**	**156.7**	**-**	**-**	**85,048.4**	**7,961.5**	**93,009.9**
Profit for the year (a)	-	-	-	-	-	-	-	30,292.0	(834.3)	29,457.7
Other comprehensive income, net of tax (b)	476.3	(92.7)	(117.4)	(100.1)	305.5	-	16,973.3	17,444.9	555.5	18,000.4
Total comprehensive income for the year (c)=(a)+(b)	**476.3**	**(92.7)**	**(117.4)**	**(100.1)**	**305.5**	**-**	**16,973.3**	**47,736.9**	**(278.8)**	**47,458.1**
Elimination against shares held by the ESOP Trust	-	-	-	-	-	-	-	(81.5)	-	(81.5)
Issue of equity shares	-	-	-	-	-	-	-	5,498.4	-	5,498.4
Share issue expenses	-	-	-	-	-	-	-	(0.8)	-	(0.8)
Employee share options (net)	-	-	-	-	-	-	-	165.1	-	165.1
Transfer to Special Reserve Account	-	-	-	-	-	-	-	-	-	-
Transfer to General Reserve Account	-	-	-	-	-	-	-	-	-	-
Loan given to employees for ESOP's held	-	-	-	-	-	-	-	0.2	-	0.2
Final dividend on equity shares	-	-	-	-	-	-	-	(554.2)	-	(554.2)
Increase/(decrease) in non-controlling interests due to dilution/ divestment/acquisition	-	-	-	-	-	-	-	(201.1)	2,232.7	2,031.6
Payout of income to contributors	-	-	-	-	-	-	-	-	(1,827.3)	(1,827.3)
Transfer to retained earning on derecognition of assets (net of tax)	-	-	-	-	-	-	-	-	-	-
Transfer to/(from) retained earning	-	-	-	34.6	-	-	-	-	-	-
Balance as at March 31, 2023	**1,387.0**	**(128.4)**	**81.1**	**(157.0)**	**462.2**	**-**	**16,973.3**	**1,37,611.4**	**8,088.1**	**1,45,699.5**
Summary of material accounting policy information	2									
See accompanying notes forming part of the restated financial information	3 to 56									

In terms of our report attached,

For and on behalf of the Board of Directors

M S K A & Associates
Chartered Accountants
Firm's Registration No: 105047W

M. P. Chitale & Co.
Chartered Accountants
Firm's Registration No: 101851W

Swapnil Kale
Partner
Membership No: 117812
Mumbai

Murtuza Vajihi
Partner
Membership No: 112555
Mumbai

Sujit Kumar Varma
(Independent Director)
DIN: 09075212

Rajiv Sabharwal
(Managing Director & CEO)
DIN: 00057333

Rakesh Bhatia
(Chief Financial Officer)

Sarita Kamath
(Chief Legal and Compliance Officer & Company Secretary)

Date : July 04, 2025

TATA CAPITAL LIMITED
RESTATED CONSOLIDATED STATEMENT FOR CASH FLOW

(Rs. in million)

Particulars	Note	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
1 CASH FLOW FROM OPERATING ACTIVITIES				
Profit before tax		49,185.6	43,920.3	39,365.6
Adjustments for :				
Depreciation, amortisation and impairment		3,900.2	2,875.0	2,260.2
Net loss/(gain) on derecognition of property, plant and equipment and right-to-use assets		(85.2)	(163.1)	32.1
Interest expenses		1,50,296.4	95,682.3	66,006.4
Interest income		(2,57,197.7)	(1,63,664.7)	(1,19,109.0)
Dividend income		(240.1)	(361.9)	(7.9)
Provision for leave encashment		262.7	76.8	51.2
Exchange (gain)/loss (net)		15.6	(10.8)	(28.2)
Net loss /(gain) on fair value changes		(2,804.9)	(4,900.3)	(637.4)
Net loss/(gain) on derecognition of investment in Associates		21.8	(328.4)	(8,145.8)
Net gain on derecognition of financial instruments		(2,364.7)	-	-
Rental income on fair valuation of security deposit		-	(76.7)	(390.7)
Share in profit of associates		25.8	115.7	(1,467.0)
Share based payments to employees		376.5	341.7	214.8
Interest on income tax refund		(111.1)	(27.9)	(20.8)
Impairment / derecognition on investment in associates		(233.4)	100.9	76.5
Reversal of provision against consumer disputes		(28.0)	-	-
Impairment on financial instruments		28,268.3	5,922.6	5,742.8
Reversal of provision against assets held for sale		188.8	(127.0)	-
		(30,523.4)	**(20,625.5)**	**(16,057.2)**
Interest paid		(1,38,814.5)	(89,104.1)	(59,047.8)
Interest received		2,40,780.4	1,56,949.4	1,14,221.5
Interest received on income tax refund		111.1	27.9	20.8
Dividend received		249.1	361.9	201.1
Cash generated from operation before working capital changes		**71,802.7**	**47,609.6**	**39,338.4**
Movement in working capital:				
(Increase) in loans		(3,56,854.9)	(4,08,892.5)	(2,67,571.5)
Decrease/(Increase) in trade receivables		907.6	(1,044.1)	(739.1)
Decrease/(Increase) in other financial/non financial assets		2,850.3	(1,378.7)	(1,419.2)
Increase/(decrease) in other financial/ non financial liabilities		(2,364.8)	(5,616.6)	7,625.4
Increase/(decrease) in provisions		(331.7)	58.3	(384.9)
Increase in trade payable		45.3	1,513.9	2,092.5
		(3,55,748.2)	(4,15,359.7)	(2,60,396.8)
Taxes paid (net)		(14,779.3)	(12,235.3)	(10,837.6)
NET CASH USED IN OPERATING ACTIVITIES		**(2,98,724.8)**	**(3,79,985.4)**	**(2,31,896.0)**
2 CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of property, plant and equipment (including capital advances)		(10,222.4)	(6,979.3)	(2,079.9)
Proceeds from sale of property, plant and equipment		8.0	644.0	604.9
Derecognition of Subsidiary		(10.5)	-	-
Investment in associates		(3,967.4)	(3,755.1)	(1,514.6)
Purchase of mutual fund units		(58,52,251.2)	(52,18,421.1)	(37,20,509.4)
Purchase of other investments		(18,26,150.8)	(32,500.2)	(87,209.9)
Proceeds from redemption of mutual fund units		58,52,752.9	52,65,213.1	37,06,800.1
Proceeds from sale of associates		517.9	1,735.6	10,084.6
Proceeds from sale of other investments		18,46,296.6	51,283.9	73,088.4
Bank Balances not considered as cash and cash equivalents		(7,368.3)	351.2	(1,959.9)
NET CASH (USED IN)/GENERATED FROM INVESTING ACTIVITIES		**(395.2)**	**57,572.1**	**(22,695.7)**
3 CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from issue of Equity Shares		14,887.1	19,755.0	5,937.9
Infusion of capital by minority shareholders		2,248.0	2,823.7	2,031.6
Payout of income/gain to contributors		(1,902.5)	(2,688.0)	(1,827.5)
Repayment of lease obligation		(972.7)	(776.2)	(410.4)
Redemption of preference shares		-	-	(402.0)
Share and debt issue expenses		(585.5)	(517.7)	(421.1)
Dividend paid on equity & preference shares		(777.7)	(736.6)	(1,361.1)
Proceeds from debt Securities		5,72,401.9	4,15,026.7	3,66,645.0
Proceeds from borrowings (other than debt securities)		8,50,692.2	6,29,357.4	4,58,284.3
Proceeds from subordinated liabilities		11,650.0	17,871.4	1,290.0
Repayment of debt securities		(4,23,949.6)	(3,27,097.7)	(2,63,476.1)
Repayment of borrowings (other than debt securities)		(7,15,124.8)	(3,89,453.2)	(3,01,201.8)
Repayment of subordinated liabilities		(12,180.4)	(4,040.6)	(793.1)
Distributions made to holders of Instruments entirely equity in nature		(2,262.0)	-	-
NET CASH GENERATED FROM FINANCING ACTIVITIES		**2,94,124.0**	**3,59,524.2**	**2,64,295.7**
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS		**(4,996.0)**	**37,110.9**	**9,704.0**
CASH AND CASH EQUIVALENTS AS AT THE BEGINNING OF THE YEAR		67,711.6	30,588.8	20,816.2
CASH AND CASH EQUIVALENTS TAKEN OVER IN BUSINESS COMBINATION		32,045.2	-	-
Exchange difference on translation of foreign currency cash and cash equivalents		21.2	11.9	68.6
CASH AND CASH EQUIVALENTS AS AT THE END OF THE YEAR		**94,782.0**	**67,711.6**	**30,588.8**
Summary of material accounting policy information	2			
See accompanying notes forming part of the restated financial information	3 to 56			

In terms of our report attached,

M S K A & Associates
Chartered Accountants
Firm's Registration No: 105047W

M. P. Chitale & Co.
Chartered Accountants
Firm's Registration No: 101851W

Swapnil Kale
Partner
Membership No: 117812
Mumbai

Murtuza Vajihi
Partner
Membership No: 112555
Mumbai

For and on behalf of the Board of Directors

Sujit Kumar Varma
(Independent Director)
DIN: 09075212

Rajiv Sabharwal
(Managing Director & CEO)
DIN: 00057333

Rakesh Bhatia
(Chief Financial Officer)

Sarita Kamath
(Chief Legal and Compliance Officer & Company Secretary)

Date : July 04, 2025

1 CORPORATE INFORMATION

Tata Capital Limited (CIN : U65990MH1991PLC060670) (the "Company" or "TCL") is a subsidiary of Tata Sons Private Limited and a Systemically Important Non-Deposit Accepting Non-Banking Finance The Company ("NBFC"), holding a Certificate of Registration from the Reserve Bank of India ("RBI") dated August 2, 2024. The Company together with its subsidiaries (collectively, the Group),is primarily engaged in lending and investing activities. Further one of the subsidiary within the Group is also engaged in providing broking services and undertaking trading activities. The Company is domiciled in India and incorporated under the Companies Act, 2013 and listed its non-convertible debentures and commercial papers with BSE Limited and National Stock Exchange Limited.

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION

i. Statement of compliance

The Restated Consolidated Financial Information of the Company and its subsidiaries (together referred to as the "Group") and its associates comprising of the Restated Consolidated Statement of Assets and Liabilities of the Group as at March 31, 2025, March 31, 2024 and March 31, 2023, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flows of the Group for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 and the Summary of Material Accounting Policies and other explanatory information (collectively, the "Restated Consolidated Financial Information"). These Restated Consolidated Financial Information have been prepared by the Management of the Group for the purpose of inclusion in the Updated Draft Red Herring Prospectus-I ("UDRHP-I") prepared by the Group in connection with its proposed Initial Public Offer ("IPO") of equity shares.

The Restated Consolidated Financial Information have been prepared by the Group in terms of the requirements of:
(a) the Sub-section (1) of Section 26 of Part I of Chapter III of the Companies Act, 2013, and the rules made thereunder, as amended (together, the "Act")
(b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations");

and
(c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the "Guidance Note").

These Restated Consolidated Financial Information have been compiled by the Management from :

Audited consolidated financial statement of the Group as at and for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed in the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and notified under section 133 of the Companies Act, 2013 ("the Act") along with other relevant provisions of the Act, which have been approved by the Board of Directors at their meetings held on May 13, 2025, May 10, 2024 and April 27, 2023, respectively.

The Restated Consolidated Financial Information are prepared on a going concern basis, as the Management is satisfied that the Group shall be able to continue its business for the foreseeable future and no material uncertainty exists that may cast significant doubt on going concern assumptions. In making this assessment, the Management has considered a wide range of information relating to present and future conditions, including future projections of profitability, cash flows and capital resources.

The accounting policies have been consistently applied by the Group in preparation of the Restated Consolidated Financial Information and are consistent with those adopted in the preparation of financial statements for the year ended March 31, 2025.

These Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of board meeting for adoption of the Audited Consolidated Ind AS Financial Statements as at and for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023.

The Restated Consolidated Financial Information:

(a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively as at and for the financial years ended March 31, 2024 and March 31, 2023, to reflect the same accounting treatment as per the accounting policy and grouping/classifications followed as at and for the financial year ended March 31, 2025;

(b) do not require any adjustment for modification as there is no modification in the underlying audit reports on Audited Consolidated Ind AS Financial Statements;

and

(c) have been prepared in accordance with the Act, the ICDR Regulations and the Guidance Note.

The Restated Consolidated Financial Information were approved by the Group's Board of Directors and authorised for IPO on July 04, 2025.

ii. Presentation of restated consolidated financial information

The Balance Sheet, Statement of Profit and Loss and Statement of Changes in Equity are prepared and presented in the format prescribed in the Division III of Schedule III of the Companies Act, 2013 (the 'Act'). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS.

Financial assets and financial liabilities are generally reported gross in the balance sheet. They are only offset and reported net when, in addition to having an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event, the parties also intend to settle on a net basis.

Amounts in the restated consolidated financial information are presented in Indian Rupees in million and all amounts have been rounded off to the nearest million unless otherwise indicated.

iii. Basis of measurement

The restated consolidated financial information have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period as explained in the material accounting policy below.
Assets and liabilities acquired under business combination are measured at fair value at initial recognition

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services at the time of entering into the transaction.

iv. Principles of Consolidation

The Group is able to exercise control over the operating decision of the investee companies, resulting in variable returns to the Group and accordingly, the same are classified as investment in subsidiary and line by line consolidation is carried out under the principles of consolidation. The restated consolidated financial information of the Group have been prepared on the following basis:

a) The financial statements of the subsidiaries and associates used in the consolidation are drawn up to the same reporting date as that of the Group i.e., March 31, 2025, March 31, 2024 and March 31, 2023, except for certain associates for which financial statements as on the reporting date are not available. These have been consolidated based on their latest available financial information. Necessary adjustments have been made for the effects of significant transactions and other events between the reporting dates of such financial information and the restated consolidated financial information.

b) Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statement of the subsidiaries are included in the restated consolidated financial information from the date on which control commences until the date on which control ceases. The restated consolidated financial information of the Group and its subsidiaries have been combined on a line-by-line basis by grouping together like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and resulting unrealised profits or losses, unless cost cannot be recovered.

c) The excess of cost to the Group of its investments in the subsidiaries over its share of equity of the subsidiaries, at the dates on which the investments in the subsidiaries were made, is recognised as "Goodwill on Consolidation" and is tested for impairment on annual basis. On the other hand, where the share of equity in the subsidiaries as on the date of investment is in excess of cost of investments of the Group, it is recognised as 'Capital Reserve' and shown under the head 'Reserves & Surplus' in the restated consolidated financial information.

d) In case of an overseas subsidiary, being a non-integral operation, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at the rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the "Foreign Currency Translation Reserve".

e) Non-controlling interest (NCI) are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition.
Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

f) When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date of control is lost. Any resulting gain or loss is recognised in profit or loss.

v. Investments in associates:

a) The restated consolidated financial information include the share of profit/ (loss) of associates, which have been accounted for using the equity method as per Ind AS 28- (Accounting for Investments in Associates in restated consolidated financial information). Accordingly, the share of profit/ (loss) of the associates (the loss being restricted to the cost of the investment) have been added/deducted to the costs of investments.

b) The difference between the cost of investment in the associate and the share of net assets at the time of acquisition of shares in the associate is identified in the restated consolidated financial information as Goodwill or Capital Reserve as the case may be and adjusted against the carrying amount of investment in the associate

c) The carrying amount of investment in associates is reduced to recognise impairment, if any, when there is objective evidence of impairment.

d) Upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal, is recognised in the statement of profit and loss/statement of other comprehensive income.

vi. Measurement of fair values:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

A number of the Group's material accounting policy and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair value for measurement and/or disclosure purposes for certain items in these consolidated financial statements is determined considering the following measurement methods:

Items	**Measurement basis**
Certain financial assets and liabilities (including derivatives instruments)	Fair value
Assets and Liabilities acquired as a part of the merger of Tata Motors Finance Limited (an entity not under common control)	Initial recognition at Fair value
Net defined benefit (asset)/liability	Fair value of planned assets less present value of defined benefit obligations
Property plant and equipment	Value in use under Ind AS 36

Fair values are categorized into different levels (Level 1, Level 2 or Level 3) in a fair value hierarchy based on the inputs used in the valuation techniques. When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The levels are described as follows:

(a) Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

(b) Level 2: inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and

(c) Level 3: inputs are unobservable inputs for the valuation of assets or liabilities that the Group can access at the measurement date.

Valuation model and framework used for fair value measurement and disclosure of financial instrument
Refer notes 43(a) & 43(b)
The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

vii. Use of estimates and judgements

The preparation of restated consolidated financial information in conformity with Ind AS requires the management of the Group to make judgements, assumptions and estimates that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the restated consolidated financial information and reported amounts of income and expenses for the reporting period. The application of material accounting policy that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in the restated consolidated financial information have been disclosed as applicable in the respective notes to accounts. Accounting estimates could change from period to period. Future results could differ from these estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the restated consolidated financial information in the period in which changes are made and, if material, their effect are disclosed in the notes to the restated consolidated financial information.

Judgements:

Information about judgements made in applying material accounting policy that have most significant effect on the amount recognised in the restated consolidated financial information is included in the following note:

Note xi - classification of financial assets: assessment of the business model within which the assets are held and assessment of whether the contractual terms of the financial asset are solely payments of principal and interest on the principal amount outstanding.

Assumptions and estimation of uncertainties:

Information about assumptions and estimation of uncertainties that have a significant risk of resulting in a material adjustment in the year ending March 31, 2025, March 31, 2024 and March 31, 2023 are included in the following notes:

xi. Impairment test of non-financial assets: key assumption underlying recoverable amounts.
xi. The Group's EIR methodology: rate of return that represents the best estimate of a constant rate of return over the expected behavioural life of loans given/taken

xii. Useful life of property, plant, equipment and intangibles.
35. Significant judgments are involved in determining The provision for income taxes, including amount expected to be paid / recovered for uncertain Tax positions

xxi. Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources.

xiv. Measurement of defined benefit obligations: key actuarial assumptions.
43. Determination of the fair value of financial instruments with significant unobservable inputs.

45. Impairment of financial instruments: assessment of whether credit risk on the financial asset has increased significantly since initial recognition, assumptions used in estimating recoverable cash flows and incorporation of forward-looking information in the measurement of expected credit loss (ECL).
The weights assigned to different scenarios for measurement of forward looking ECL, i.e. best case, worst case and base case also requires judgement.

Measurement of fair value assets and liabilities acquired under business combination.

viii. Revenue Recognition:

A Interest

Interest consists of consideration for the time value of money, for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs, as well as a profit margin.

Interest income is recognised using the effective interest method. The effective interest rate (EIR) is the rate that exactly discounts estimated future cash flows through the expected life of the financial instrument to the gross carrying amount of the financial asset.

Calculation of the EIR includes all fees paid or received that are incremental and directly attributable to the acquisition or issue of a financial asset or liability.

Interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets (i.e. at the amortised cost of the financial asset before adjusting for any expected credit loss allowance). For credit-impaired financial and purchase originated credit impaired assets the interest income is calculated by applying the EIR to the amortised cost of the credit-impaired financial assets {i.e. at the amortised cost of the financial asset after adjusting for any expected credit loss allowance (ECLs)}. The Group assesses the collectability of the interest on credit impaired assets at each reporting date. Based on the outcome of such assessment, the interest income accrued on credit impaired and purchase originated credit impaired financial assets are accounted for as income and written off as per the write off policy of the Group.

The 'amortised cost' of a financial asset is the amount at which the financial asset is measured on initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount and, for financial assets, adjusted for any expected credit loss allowance.

The 'gross carrying amount of a financial asset' is the amortised cost of a financial asset before adjusting for any expected credit loss allowance. Penal/additional interest on default in payment of dues by customer is recognized on realization basis.

B Income from direct assignment

Gains (Excess interest spread (EIS)) arising out of direct assignment transactions comprise the difference between the interest on the loan portfolio and the applicable rate at which the direct assignment is entered into with the assignee. The future EIS basis the scheduled cash flows over the expected life, on execution of the transaction, discounted at the applicable rate entered into with the assignee is recorded upfront in the statement of profit and loss. Any subsequent changes in the excess interest spread is recognised with the corresponding adjustment to the carrying amount of the assets.

C Fees and commission income not integral to effective interest rate (EIR) method under Ind AS 109 and Income from services and distribution of financial products:

The Group recognises the fee and commission income not integral to EIR under Ind AS 109 in accordance with the terms of the relevant customer contracts / agreement and when it is probable that the Group will collect the consideration for items.

Revenue in the form of income from financial advisory (other than for those items to which Ind AS 109 - Financial Instruments are applicable) is measured at the transaction price allocated to the performance obligation, in accordance with Ind AS 115 - Revenue from contracts with customers.

The Group recognises revenue from contracts with customers (other than financial assets to which Ind AS 109 'Financial instruments' is applicable) based on a five step model as set out in Ind AS 115 'Revenue from contracts with customers'.

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Group allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the Group satisfies a performance obligation.

Fees and commission income

(a) The Group recognises service and administration charges towards rendering of additional services to its loan customers on satisfactory completion of service delivery. Bounce charges levied on customers for non-payment of instalment on the contractual date is recognised on realisation.

(b) Fees on value added services and products are recognised on rendering of services and products to the customer.

(c) Distribution income is earned by distribution of services and products of other entities under distribution arrangements. The income so earned is recognised on successful distribution on behalf of other entities subject to there being no significant uncertainty of its recovery.

(d) Foreclosure charges are collected from loan customers for early payment / closure of loan and are recognised on realisation.

(e) Wealth Management Business:

(i) Brokerage / Distribution /Fee Income Bonds / Fixed Deposits / Unlisted Equity / Wills & Trust / Alternative Investment Funds / International products / External Asset Cross sell / Other Referral Products : Income is recognised as per the contractual rate on trade date basis and is exclusive of goods and service tax and securities transaction tax (STT) wherever applicable.

(ii) Insurance Income : Income is recognised for the commission earned by the Group on the issuance of policies logged in during the month and confirmed by the Insurers subject to cancellations done by the customers.

(iii) Income from Mutual Funds : Income is recognised as per the commission specified in the agreement on daily average assets under management which is provided by Registrar and Transfer Agents of each Mutual Fund Entities

(iv) Income from Portfolio Management Services (“PMS”) & Alternative Investment Funds (“Trail based AIF”) :
a. Income from PMS and Trail based AIF is recognised on monthly basis on the monthly closing assets of each partner and as per the contractual commission specified in the agreement.
b. Processing fees, if any, is recognized on upfront basis in the year of receipt.
c. Performance based fee, wherever applicable, is recognized as a percentage of annual profit, in accordance with the terms of the agreement with clients on the completion of the period.

(v) International Products : Income is recognised on monthly basis on the monthly closing assets of each partner and as per the contractual commission specified in the agreement.

D Dividend income

Income from dividend on investment in equity shares of corporate bodies and units of mutual funds is accounted when the Group’s right to receive dividend is established and it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably. Dividend income on financial assets measured at fair value through profit and loss is presented under Dividend income and not as a part of Net gains/(losses) on fair value changes.

E First loss default guarantee (FLDG)

Company accepts FLDG from sourcing partners and amounts received on account of invocation are recognised as other income.

F Net gain on derecognition of financial instruments at FVTPL

The realised gain from financial instruments at FVTPL represents the difference between the carrying amount of a financial instrument at the beginning of the reporting period, or the transaction price if it was purchased in the current reporting period, and its settlement price.

The unrealised gain represents the difference between the carrying amount of a financial instrument at the beginning of the period, or the transaction price if it was purchased in the current reporting period, and its carrying amount at the end of the reporting period.

G Other income

Other income represents income earned from the activities incidental to the business and is recognised when the right to receive the income is established as per the terms of the contract.

ix. Leases

Asset given on lease:

Leases are classified as operating lease where significant portion of risks and reward of ownership of assets acquired under lease is retained by the lessor. Leases of assets under which substantially all of the risks and rewards of ownership are effectively retained by the lessee are classified as finance lease.

Assets given under finance lease are recognised as a receivable at an amount equal to the net investment in the lease. Lease rentals are apportioned between principal and interest on the internal rate of return. The principal amount received reduces the net investment in the lease and interest is recognised as revenue.

Lease rental - under operating leases (excluding amount for services such as insurance and maintenance) are recognised on a straight-line basis over the lease term, except for increase in line with expected inflationary cost increases.

Asset taken on lease:

The Group's lease asset classes primarily consist of leases for properties.
The Group presents right-of-use assets and lease liabilities separately on the face of the Balance sheet. Lease payments (including interest) have been classified as financing cashflows.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use asset is subsequently measured at cost less any accumulated depreciation and accumulated impairment loss, if any, and adjusted for certain re-measurements of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date to the end of the lease term.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate.
The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payment made. The carrying amount of lease liability is remeasured to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. A change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not be exercised.
The Group has applied judgement to determine the lease term for some lease contracts in which it is a lessee that include renewal options. The assessment of whether the Group is reasonably certain to exercise such options impacts the lease term, which significantly affects the amount of lease liabilities and right of use assets recognised. The discounted rate is generally based on incremental borrowing rate specific to the lease being evaluated.

x. Borrowing Cost

Borrowing costs include interest expense calculated using the EIR on respective financial instruments measured at amortised cost, finance charges in respect of assets acquired on finance lease and exchange differences arising from foreign currency borrowings, to the extent they are regarded as an adjustment to interest costs.

The effective interest rate (EIR) is the rate that exactly discounts estimated future cash flows through the expected life of the financial instrument to the gross carrying amount of the financial liability.

Calculation of the EIR includes all fees paid that are incremental and directly attributable to the issue of a financial liability.

While computing the capitalisation rate for funds borrowed generally, an entity should exclude borrowing costs applicable to borrowings made specifically for obtaining a qualifying asset, only until the asset is ready for its intended use or sale. Borrowing costs (related to specific borrowings) that remain outstanding after the related qualifying asset is ready for intended use or for sale would subsequently be considered as part of the general borrowing costs of the entity.

xi. Financial Instruments

Recognition and measurement:

Financial assets and financial liabilities are recognised in the Group's balance sheet on trade date, i.e. when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs and revenues that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs and revenues of financial assets or financial liabilities carried at fair value through the profit or loss account are recognised immediately in the Statement of Profit or Loss.

Trade Receivables are measured at transaction price.

a) Financial assets

Classification

On initial recognition, depending on the Group's business model for managing the financial assets and its contractual cash flow characteristics, a financial asset is classified as measured at;

(i) Amortised cost;
(ii) Fair value through other comprehensive income (FVTOCI); or
(iii) Fair value through profit and loss (FVTPL).

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortized cost using Effective Interest Rate (EIR) method if it meets both of the following conditions and is not recognised as at FVTPL:

The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Equity Instruments:

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVTOCI - equity investment). This election is made an investment - by - investment basis.

All financials assets not classified and measured at amortized cost or FVTOCI as described above are measured at FVTPL. On initial recognition, the Group may irrevocably designate the financials assets that otherwise meets the requirements to be measured at amortized cost or at FVTOCI or at FVTPL, if doing so eliminates or significantly reduces the accounting mismatch that would otherwise arise.

Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

-The stated policies and objectives for the portfolio and the operation of those policies in practice.
-How the performance of the portfolio is evaluated and reported to the Group's management;
-The risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;

-The frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectation about future sales activity.

-How managers of the business are compensated (e.g. whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected).

At initial recognition of a financial asset, the Group determines whether newly recognized financial assets are part of an existing business model or whether they reflect a new business model. The Group reassess its business models each reporting period to determine whether the business models have changed since the preceding period.

Assessment whether contractual cash flows are solely payments of principal and interest (SPPI)
For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. That principal amount may change over the life of the financial assets (e.g. if there are payments of principal). Amount of 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

Contingent events that would change the amount or timing of cash flows;
Terms that may adjust the contractual coupon rate, including variable interest rate features;
Prepayment and extension features; and
Terms that limit the Group's claim to cash flows from specified assets.

Contractual cash flows that are SPPI are consistent with a basic lending arrangement. Contractual terms that introduce exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement, such as exposure to changes in equity prices or commodity prices, do not give rise to contractual cash flows that are SPPI.

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in the statement of profit or loss. The transaction costs and fees are also recorded related to these instruments in the statement of profit and loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in the statement of profit or loss. Any gain or loss on de-recognition is recognised in the statement of profit or loss.
Financial assets (other than Equity Investments) at FVTOCI	Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the statement of Profit and Loss.
Equity investments at FVTOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in the Statement of Profit and Loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Reclassifications within classes of financial assets
Financial assets are not reclassified subsequent to their initial recognition, except in the period after the Group changes its business model for managing financial assets. The classification and measurement requirements of the new category apply prospectively from the first day of the first reporting period following the change in business model that result in reclassifying the Group's financial assets.

Particulars	**Revised classification**	**Accounting treatment**
Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in Statement of Profit and Loss.
FVTPL	Amortised cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI.
FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. Consequently, the asset is measured as if it had always been measured at amortised cost.
FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognised in OCI is reclassified to Statement of Profit and Loss at the reclassification date.

Impairment of Financial Asset
Impairment approach
Overview of the Expected Credit Losses (ECL) principles

The Group records allowance for expected credit losses for all loans (including those classified as measured at FVTOCI), together with loan commitments, in this section all referred to as 'financial instruments' other than those measured at FVTPL. Equity instruments are not subject to impairment under Ind AS 109.

The ECL allowance is based on the credit losses expected to arise over the life of the asset (the lifetime expected credit loss or LTECL), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12 months' expected credit loss (12m ECL). The Group's policies for determining if there has been a significant increase in credit risk are set out in Note 45.

The 12m ECL is the portion of LTECLs that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date.

Both LTECLs and 12m ECLs are calculated on an individual/portfolio basis- having similar risk characteristic, depending on the nature of the underlying portfolio of financial instruments.

The Group has established a policy to perform an assessment, at the end of each reporting period, of whether a financial instrument's credit risk has increased significantly since initial recognition, by considering the change in the risk of default occurring over the remaining life of the financial instrument.

Based on the above process, the Group categorises its loans into Stage 1, Stage 2 and Stage 3 & Purchase originated credit-impaired, as described below:

Stage 1: All loans (other than purchased credit impaired asset) are categorised as Stage 1 on initial recognition. When loans are first recognised, the Company recognises an allowance based on 12mECLs. This also include facilities where the credit risk has improved and the loan has been reclassified from Stage 2.

Stage 2: Loans which are past due for more than 30 days are categorised as Stage 2. When a loan has shown a significant increase in credit risk since origination, the Company records an allowance for the LTECLs. Stage 2 loans also include facilities, where the credit risk has improved and the loan has been reclassified from Stage 3.

Stage 3: Loans considered credit-impaired. A default on a financial asset is when the counterparty fails to make the contractual payments within 90 days of when they fall due. Accordingly, the financial assets shall be classified as Stage 3, if on the reporting date, it has been 90 days past due. Further if the customer has requested forbearance in repayment terms, such restructured, rescheduled or renegotiated accounts are also classified as Stage 3. Non-payment on another obligation of the same customer is also considered as a stage 3. Defaulted accounts include customers reported as fraud in the FRMC. Once an account defaults as a result of the DPD condition, it will be considered to be cured only when entire arrears of interest and principal are paid by the borrower. The Group records an allowance for the LTECLs.

Purchase Originated Credit Impaired (POCI) : POCI are assets that are credit-impaired on initial recognition. Financial asset that were classified as POCI at initial recognition should be treated as POCI in all subsequent periods until they are derecognized. At initial recognition, POCI assets are recognized at their fair value. After initial recognition POCI assets are measured at amortized costs.

Undrawn loan commitments

Undrawn loan commitments are commitments under which, over the duration of the commitment, the Group is required to provide a loan with pre-specified terms to the customer. Undrawn loan commitments are in the scope of the ECL requirements.

Financial guarantee contract:

A financial guarantee contract requires the Group to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.
Financial guarantee contracts issued by the Group are initially measured at their fair values and, if not designated as at FVTPL and not arising from a transfer of a financial asset, are subsequently measured at the higher of:
• the amount of the loss allowance determined in accordance with Ind AS 109; and
• the amount initially recognised less, where appropriate, cumulative amount of income recognised in accordance with the Group's revenue recognition policies. The Group has not designated any financial guarantee contracts as FVTPL.
Group's ECL for financial guarantee is estimated based on the present value of the expected payments to reimburse the holder for a credit loss that it incurs. The shortfalls are discounted by the interest rate relevant to the exposure.

The Measurement of ECLs

The Group calculates ECLs based on a probability-weighted scenario to measure the expected cash shortfalls, discounted at an approximation to the EIR. A cash shortfall is the difference between the cash flows that are due to an entity in accordance with the contract and the cash flows that the entity expects to receive.

The mechanics of the ECL calculations are outlined below and the key elements are, as follows:
Probability of Default (PD): The Probability of Default is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio. PD is calculated based on historical default rate summary of past years using historical analysis.

Exposure at Default (EAD): The Exposure at Default is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date, including repayments of principal and interest, whether scheduled by contract or otherwise, expected drawdowns on committed facilities, and accrued interest from missed payments.

Loss Given Default (LGD): The Loss Given Default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD.

Impairment losses and releases are accounted for and disclosed separately from modification losses or gains that are accounted for as an adjustment of the financial asset's gross carrying value.

When estimating LTECLs for undrawn loan commitments, the Group estimates the expected portion of the loan commitment that will be drawn down over its expected life. The ECL is then based on the present value of the expected shortfalls in cash flows if the loan is drawn down, based on a probability-weightage. The expected cash shortfalls are discounted at an approximation to the expected EIR on the loan.

The above calculated PDs, EAD and LGDs are reviewed and changes in the forward looking estimates are analysed during the year.

The mechanics of the ECL method are summarised below:The mechanics of the ECL method are summarised below:

Stage 1 The 12 months ECL is calculated as the portion of LTECLs that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date. These expected 12-months default probabilities are applied to a forecast EAD and multiplied by the expected LGD.

Stage 2 When a loan has shown a significant increase in credit risk since origination, the Group records an allowance for the LTECLs. The mechanics are similar to those explained above, but PDs and LGDs are estimated over the lifetime of the instrument. The expected cash shortfalls are discounted by an contractual or portfolio EIR as the case may be

Stage 3 For loans considered credit-impaired, the Group recognises the lifetime expected credit losses for these loans. The method is similar to that for stage 2 assets, with the PD set at 100%.

Purchase Originated credit impaired:- For loans considered POCI , the Company recognises the lifetime expected credit losses for these loans. The method is similar to that for stage 2 assets, with the PD set at 100%.

In ECL model the Group relies on broad range of forward looking information for economic inputs.

The Group recognises loss allowance for expected credit losses (ECLs) on all financial assets at amortised cost that are debt instruments, debt financial assets at fair value through other comprehensive income, loan commitments and financial guarantee contracts. No impairment loss is recognised on equity investments.

When determining whether credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, including on historical experience and forward-looking information (Refer Note 45).

Impairment of Trade receivable and Operating lease receivable

Impairment allowance on trade receivables is made on the basis of life time credit loss method, in addition to specific provision considering the uncertainty of recoverability of certain receivables.

Write-off

Impaired loans and receivables are written off, against the related allowance for loan impairment on completion of the Group's internal processes and when the Group concludes that there is no longer any realistic prospect of recovery of part or all of the loan. For loans that are individually assessed for impairment, the timing of write off is determined on a case by case basis. A write-off constitutes a de-recognition event. The Group has a right to apply enforcement activities to recover such written off financial assets. Subsequent recoveries of amounts previously written off are credited to the statement of profit and loss.

Collateral valuation and repossession

To mitigate the credit risk on financial assets, the Group seeks to use collateral, where possible as per the powers conferred on the Non Banking Finance Companies under the Securitisation and Reconstruction of Financial Assets and Enforcement of Securities Interest Act, 2002 ("SARFAESI").

The Group provides fully secured, partially secured and unsecured loans to individuals and Corporates. In its normal course of business upon account becoming delinquent, the Group physically repossess properties or other assets in its retail portfolio. Any surplus funds are returned to the customers/obligors. As a result of this practice, the residential properties, vehicles, plant and machinery under legal repossession processes are not recorded on the balance sheet and not treated as non–current assets held for sale unless the title is also transferred in the name of the Group.

Presentation of ECL allowance for financial asset:

Type of Financial asset	Disclosure
Financial asset measured at amortised cost	shown as a deduction from the gross carrying amount of the assets
Loan commitments and financial guarantee contracts	shown separately under the head "provisions"

Modification and De-recognition of financial assets

Modification of financial assets

A modification of a financial asset occurs when the contractual terms governing the cash flows of a financial asset are renegotiated or otherwise modified between initial recognition and maturity of the financial asset. A modification affects the amount and/or timing of the contractual cash flows either immediately or at a future date. The Group renegotiates loans to customers in financial difficulty to maximise collection and minimise the risk of default. A loan forbearance is granted in cases where although the borrower made all reasonable efforts to pay under the original contractual terms, there is a high risk of default or default has already happened and the borrower is expected to be able to meet the revised terms. The revised terms in most of the cases include an extension of the maturity of the loan, changes to the timing of the cash flows of the loan (principal and interest repayment), reduction in the amount of cash flows due (principal and interest forgiveness). Such accounts are classified as stage 3 immediately upon such modification in the terms of the contract.

Not all changes in terms of loans are considered as renegotiation and changes in terms of a class of obligors that are not overdue is not considered as renegotiation and is not subjected to deterioration in staging.

De-recognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

(a) the rights to receive cash flows from the asset have expired, or

(b) the Group has transferred its rights to receive cash flows from the asset and substantially all the risks and rewards of ownership of the asset, or the Group has neither transferred nor retained substantially all the risks and rewards of ownership of the asset, but has transferred control of the asset

If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss.

Any cumulative gain/loss recognised in OCI in respect of equity investment securities designated as at FVTOCI is not recognised in profit or loss on derecognition of such securities.

Securitization and Assignment

In case of transfer of loans through securitisation and direct assignment transactions, the transferred loans are de-recognised and gains/losses are accounted for, only if the Company transfers substantially all risks and rewards specified in the underlying assigned loan contract.

In case of securitisation transactions, the Company retains substantially all the risks and rewards, of ownership of a portion of the transferred loan assets. The Company continues to recognise the entire loan and also recognises a collateralised borrowing for the proceeds received.

Financial liability, Equity and Compound Financial Instruments

Debt and equity instruments that are issued are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Financial liabilities are subsequently measured at the amortised cost using the effective interest method, unless at initial recognition, they are classified as fair value through profit and loss. Interest expense are recognised in the Statement of profit and loss. Any gain or loss on derecognition is also recognised in the statement of profit or loss.

Financial liabilities
A financial liability is a contractual obligation to deliver cash or another financial asset or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the Group or a contract that will or may be settled in the Group's own equity instruments and is a non-derivative contract for which the Group is or may be obliged to deliver a variable number of its own equity instruments, or a derivative contract over own equity that will or may be settled other than by the exchange of a fixed amount of cash (or another financial asset) for a fixed number of the Group's own equity instruments.

Cumulative Redeemable Preference shares (CRPS) is classified as a financial liability as per Ind AS 109 and dividend accrued on such instrument is recorded as Finance cost.

Classification
The Group classifies its financial liability as "Financial liability measured at amortised cost" except for those classified as financial liabilities measured at fair value through profit and loss (FVTPL).

De-recognition of financial liabilities
The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Equity
An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is an equity instrument.

No gain/loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Treasury shares
When any entity within the Group purchases the company's ordinary shares, the consideration paid including any directly attributable incremental cost is presented as a deduction from total equity, until they are cancelled, sold or reissued. When treasury shares are sold or reissued subsequently, the amount received is recognized as an increase in equity, and the resulting surplus or deficit on the transaction is transferred to/from securities premium.

Instruments entirely equity in nature

The Perpetual debt instruments issued by the Company are assessed for classification as either equity or financial liability in accordance with the principles laid down under Ind AS 32 – Financial Instruments: Presentation.

An instrument is classified as a financial liability if the Company has a contractual obligation to deliver cash or another financial asset to the holder and if the Company has no contractual obligation to deliver cash or financial assets or the Company has full discretion to defer or cancel coupon payments are classified as equity instruments.

Any distributions net of tax on instruments classified as equity are recognised directly in the Statement of Changes in Equity

b) **Derivative Financial Instruments**
The Group holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if certain criteria are met.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each balance sheet date. The resulting gain/loss is recognised in the statement of profit and loss immediately unless the derivative is designated and is effective as a hedging instrument, in which event the timing of the recognition in the statement of profit and loss depends on the nature of the hedge relationship.

The Group designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with its floating rate borrowings or letters of credit issued on behalf of customers, or other highly probable forecast transaction arising due to changes in interest rates and/or exchange rates. The effective portion of changes in the fair value of these hedging instruments is recognized in Other Comprehensive Income (OCI).

At inception of designated hedging relationships, the Group documents the risk management objective and strategy for undertaking the hedge. The Company also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

Cash flow hedges
When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in OCI and accumulated in the other equity under ‘cash flow hedging reserve’. The effective portion of changes in the fair value of the derivative that is recognised in OCI is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. The extent to which the changes in the fair value or the cash flows of the hedging instrument are greater or less than those on the hedged item (ineffective portion of changes in fair value of the derivative) is recognised immediately in profit or loss.

In certain cases, to calculate the value of the change in the hedged item for the purpose of measuring hedge ineffectiveness, the Company uses a derivative that matches the critical terms of the hedged item (hypothetical derivative). The amount that should be recognised in OCI is adjusted to the lower (in absolute terms) of cumulative change in hedging instrument or cumulative change in the hedged item from the inception of the hedge.

The Group designates only the change in fair value of the spot element of forward exchange contracts as the hedging instrument in cash flow hedge relationships. The change in fair value of the forward element of the forward exchange contracts (‘forward points’) is amortised on a systematic and rational basis over the period of the contract and accumulated under cash flow hedging reserve.

In case the designated hedging instruments are option contracts, the change in fair value of the time value of an option that has the characteristics of a cost for obtaining protection against a risk over a period of time is recognised in other comprehensive income to the extent that it relates to the hedged item and accumulated under cost of hedging reserve. The time value at the date of designation of the option as a hedging instrument, is allocated on a systematic and rational basis from cost of hedging reserve to profit or loss. over the period of the hedge. The change in intrinsic value of an option contract is recorded in other comprehensive income and accumulated under cash flow hedge reserve.

If a hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in other equity are immediately reclassified to profit or loss.

c) **Cash, Cash equivalents and bank balances**
Cash, Cash equivalents and bank balances include fixed deposits, margin money deposits, and earmarked balances with banks which are carried at amortised cost.

xii. Property, plant and equipment (PPE)

a) PPE

Property, plant and equipment acquired by the Group are reported at acquisition cost less accumulated depreciation and accumulated impairment losses and estimated cost of dismantling and removing the item and restoring the site on which its located if any. However estimated cost of dismantling and removing the item and restoring the site on which its located does not arise for leased assets since the same are borne by the lessee as per the lease agreement. The acquisition cost includes any cost attributable for bringing an asset to its working condition net of tax/duty credits availed, which comprises of purchase consideration and other directly attributable costs of bringing the assets to their working condition for their intended use. PPE is recognised when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. Subsequent expenditure on PPE after its purchase is capitalized only if it is probable that the future economic benefits will flow to the enterprise and the cost of the item can be measured reliably.

b) Capital work-in-progress

PPE not ready for the intended use on the date of the Balance Sheet are disclosed as "capital work-in-progress" and carried at cost, comprising direct cost, related incidental expenses and attributable interest.

c) Other Intangible assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the Group and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation and cumulative impairment. Administrative and other general overhead expenses that are specifically attributable to the acquisition of intangible assets are allocated and capitalised as a part of the cost of the intangible assets. Expenses on software support and maintenance are charged to the Statement of Profit and Loss during the year in which such costs are incurred.

d) Intangible assets under development

Intangible assets not ready for the intended use on the date of Balance Sheet are disclosed as "Intangible assets under development".

e) Depreciation and Amortisation

Depreciable amount for tangible property, plant and equipment is the cost of an asset, or other amount substituted for cost, less its estimated residual value. The residual value of each asset given on Operating lease is determined at the time of recording of the lease asset. If the residual value of the Operating lease asset is higher than 5%, the Group has a justification in place for considering the same.

Depreciation on tangible property, plant and equipment deployed for own use has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of buildings, equipment and vehicles, in whose case the life of the assets has been internally assessed based on the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, etc. Based on internal assessment, depreciation on tangible property, plant and equipment deployed on operating lease has been provided on the straight-line method over the primary lease period of the asset. Depreciation method is reviewed at each financial year end to reflect expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful life and residual values are also reviewed at each financial year end with the effect of any change in the estimates of useful life/residual value is accounted on prospective basis. Depreciation for additions to/deductions from owned assets is calculated pro rata to the remaining period of use. Depreciation charge for impaired assets is adjusted in future periods in such a manner that the revised carrying amount of the asset is allocated over its remaining useful life. All capital assets with individual value less than Rs. 5,000 are depreciated fully in the year in which they are purchased.

Purchased software / licenses are amortised over the estimated useful life during which the benefits are expected to accrue. The method of amortisation, residual value and useful life are reviewed at the end of each accounting year with the effect of any changes in the estimate being accounted for on a prospective basis. Amortisation on impaired assets is provided by adjusting the amortisation charge in the remaining periods so as to allocate the asset's revised carrying amount over its remaining useful life.

Estimated useful life of Owned assets considered by the Group are:

Asset	Estimated Useful Life
Leasehold Improvements	As per lease period
Furniture and Fixtures	Owned: 10 years
Computer Equipment	Owned: 4 years
Office Equipment	Owned: 5 years
Vehicles	Owned: 4 years
Software Licenses	Owned: 1 to 15 years
Buildings	25 years
Investment Property	69 years
Plant & Machinery	Owned: 10 years

In case of leased assets, useful life is considered as per the lease period.

f) **Investment property**

Properties held to earn rentals and/or capital appreciation are classified as Investment properties and measured and reported at cost, including transaction costs. Subsequent to initial recognition its measured at cost less accumulated depreciation and accumulated impairment losses, if any. When the use of an existing property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of reclassification.

When there is a change in use of an existing property classified as investment property evidenced by commencement of owner occupation, the property is reclassified as property, plant & equipment at its carrying amount on the date of reclassification.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de-recognition of property is recognised in the Statement of Profit and Loss in the same period.

g) **Impairment of assets**

Upon an observed trigger, the Group reviews the carrying amounts of its PPE, investment property and intangible asset to determine whether there is any indication that the asset have suffered an impairment loss. If such indication exists, the PPE, investment property and intangible assets are tested for impairment so as to determine the impairment loss, if any.

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is the higher of fair value less cost of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If recoverable amount of an asset is estimated to be less than its carrying amount, such deficit is recognised immediately in the Statement of Profit and Loss as impairment loss and the carrying amount of the asset is reduced to its recoverable amount.

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss is recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss.

h) **De-recognition of property, plant and equipment and intangible asset**

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss. An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the Statement of Profit and Loss.

xiii. Non-Current Assets held for sale:

Non-current assets are classified as held for sale if their carrying amount is intended to be recovered principally through a sale (rather than through continuing use) when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such asset and the sale is highly probable and is expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at lower of their carrying amount and fair value less costs to sell.

The Group has a policy to make impairment provision at one third of the value of the Asset for each year upon completion of three years up to the end of five years based on the past observed pattern of recoveries. Losses on initial classification as Held for sale and subsequent gains & losses on Remeasurement are recognised in Statement of Profit and loss. Once classified as Held for sale, the assets are no longer amortised or depreciated.

xiv. Employee Benefits

Defined Contribution benefits include superannuation fund.

Defined Employee benefits include gratuity fund, provident fund compensated absences and long service awards.

Defined contribution plans

The Group's contribution to superannuation fund is considered as defined contribution plan and is charged as an expense in the Statement of Profit and Loss based on the amount of contribution required to be made and when services are rendered by the employees.

Defined benefit plans

The Group makes Provident Fund contributions, a defined benefit plan for qualifying employees. Under the Schemes, both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' salary). The contributions, except that the employer's contribution towards pension fund is paid to the Regional Provident Fund office, as specified under the law, are made to the provident fund set up as an irrevocable trust by Tata Capital Limited and Tata Motors Finance Limited Employees Gratuity Trust. The interest rate payable to the members of the trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall on account of , if any, shall be made good by the Company. Hence the Company is liable for annual contributions and any deficiency in interest cost compared to interest computed based on the rate of interest declared by the Central Government. The total liability in respect of the interest shortfall of the Fund is determined on the basis of an actuarial valuation. The interest liability arising only to the extent of the aforesaid differential shortfalls is a defined benefit plan. There is no such shortfall as at March 31, 2025, March 31, 2024 and March 31, 2023.

For defined benefit plans in the form of gratuity, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each Balance Sheet date. As per Ind AS 19, the service cost and the net interest cost are charged to the Statement of Profit and Loss. Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in Other Comprehensive Income. Past service cost is recognised immediately to the extent that the benefits are already vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the reporting period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under:

(a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and

(b) in case of non-accumulating compensated absences, when the absences occur.

Other long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the year in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date less the fair value of the plan assets out of which the obligations are expected to be settled. Long term service awards are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date.

The obligation is measured on the basis of actuarial valuation using Projected unit credit method and Remeasurement gains/ losses are recognised in P&L in the period in which they arise.

Share based payment transaction

The stock options granted to employees pursuant to the company's Stock Options Schemes, are measured at the fair value of the options at the grant date as per Black and Scholes model. The fair value of the options is treated as discount and accounted as employee compensation cost, with a corresponding increase in other equity, over the vesting period on a straight line basis. The amount recognised as expense in each year is arrived at based on the number of grants expected to vest. If a grant lapses after the vesting period, the cumulative discount recognised as expense, with a corresponding increase in other equity, in respect of such grant is transferred to the General reserve within other equity.

xv. Foreign currency transactions

Transactions in currencies other than the Group's functional currency are recorded on initial recognition using the exchange rate at the transaction date. At each Balance Sheet date, foreign currency monetary items are reported at the rates prevailing at the year end. Non-monetary items that are measured in terms of historical cost in foreign currency are not retranslated.

Functional currency of the Group and foreign operations has been determined based on the primary economic environment in which the Company and its foreign operations operate considering the currency in which funds are generated, spent and retained.

Exchange differences that arise on settlement of monetary items or on reporting of monetary items at each Balance Sheet date at the closing spot rate are recognised in the Statement of Profit and Loss in the period in which they arise.

xvi. Operating Segments

The Group's main business is financing by way of loans for retail and corporate borrowers in India. The Group's operating segments consist of "Financing Activity", " Investment Activity" and "Others". All other activities of the Group revolve around the main businesses. This in the context of Ind AS 108 - operating segments reporting are considered to constitute reportable segment. The Chief Operating Decision Maker (CODM) of the Group is the Board of Directors along with Managing Director. Operating segment disclosures are consistent with the information reviewed by the CODM.

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, and for which discrete financial information is available. Accordingly, all operating segment's operating results of the Group are reviewed regularly by the Board of Directors to make decisions about resources to be allocated to the segments and assess their performance.

The "Financing Activity" segment consists of asset financing, term loans (corporate and retail), channel financing, credit substitutes, investments linked to/arising out of lending business and bill discounting.
The "Investment Activity" segment includes corporate investments and "Others" segment primarily includes advisory services, wealth management, distribution of financial products and leasing.

Revenue and expense directly attributable to segments are reported under each operating segment. Expenses not directly identifiable to each of the segments have been allocated to each segment on the basis of associated revenues/expenses of each segment. All other revenue and expenses which are not attributable or allocable to segments have been disclosed as un-allocable expenses.

Assets and liabilities that are directly attributable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as un-allocable.

xvii. Investments in associates

The Group has elected to measure investment in associate at cost as per Ind AS 27 - Separate Financial Statements, accordingly measurement at fair value through statement of profit and loss account and related disclosure under Ind AS 109 does not apply.

xviii. Earnings per share

Basic earnings per share has been computed by dividing net income attributable to owners of the Group by the weighted average number of shares outstanding during the year. Partly paid up equity share is included as fully paid equivalent according to the fraction paid up.

Diluted earnings per share has been computed using the weighted average number of shares and dilutive potential shares, except where the result would be anti-dilutive

xix. Taxation

Income Tax

Income tax expense comprises current and deferred taxes. Income tax expense is recognized in the Statement of Profit and Loss, other comprehensive income or directly in equity when they relate to items that are recognized in the respective line items.

Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax law) enacted or substantively enacted by the reporting date.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred Tax

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.
The carrying amount of deferred tax assets are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

xx. Goods and Services Input Tax Credit

Goods and Services Input tax credit is accounted for in the books in the period in which the supply of goods or service received is accounted and when there is no uncertainty in availing/utilising the credits.

xxi. Provisions, contingent liabilities and contingent assets

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of past events, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. When the effect of the time value of money is material, the Group determines the level of provision by discounting the expected cash flows at a pre-tax rate reflecting the current rates specific to the liability. The expense relating to any provision is presented in the Statement of Profit and Loss net of any reimbursement.

Contingent assets/liabilities

A possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or; present obligation that arises from past events where it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability are disclosed as contingent liability and not provided for. Contingent assets are disclosed where an inflow of economic benefits is probable. Contingent assets are not recognised in the restated consolidated financial information.

Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

Where the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under such contract, the present obligation under the contract is recognised and measured as a provision.

The Company operates in a regulatory and legal environment that, by nature, has inherent litigation risk to its operations and in the ordinary course of the Company's business. Given the subjectivity and uncertainty of determining the probability and amount of losses, the Company takes into account a number of factors viz. legal advice, the stage of the matter and historical evidence from similar incidents.

xxii. Commitments

Commitments are future liabilities for contractual expenditure, classified and disclosed as follows:

(a) estimated amount of contracts remaining to be executed on capital account and not provided for;
(b) funding related commitment to associate; and
(c) other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.
(d) other commitments related to sales/procurements made in the normal course of business are not disclosed to avoid excessive details.
(e) commitments under Loan agreement to disburse Loans.
(f) lease agreements entered but not executed.

xxiii. Statement of Cash Flows

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method adjusting the net profit for the effects of:

(a) Changes during the period in operating receivables and payables transactions of a non-cash nature;
(b) Non-cash items such as depreciation, Impairment, deferred taxes, unrealised foreign currency gains and losses, and undistributed profits of associates and joint ventures; and
(c) All other items for which the cash effects are investing or financing cash flows.

Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as on the date of Balance Sheet.

xxiv. Dividend payable

Interim dividend declared to equity shareholders, if any, is recognised as liability in the period in which the said dividend has been declared by the Board of Directors. Final dividend declared, if any, is recognised in the period in which the said dividend has been approved by the Shareholders.
The dividend payable is recognised as a liability with a corresponding amount recognised directly in equity.

xxv. Business combinations

Business combinations involving entities that are controlled by the Group are accounted for using the pooling of interest method. Assets and liabilities of the combining entities are reflected at their carrying value without adjustments being made to reflect fair values. The identity of the reserve are preserved and reserve of the transferor become the reserves of the transferee. The difference, if any, between the amounts recorded as share capital issued and the amount of share capital of the transferor is transferred to capital reserve. The financial information in the standalone interim financial statements in respect of prior period is restated as if the business combination had occurred form the beginning of the preceding period in the standalone interim financial statements, irrespective of the actual date of the combination.

The Company applies the acquisition method of accounting for business combinations where common control does not exist. The consideration transferred by the Company for the acquisition of business comprises of fair value of the assets transferred, liabilities incurred, and the equity interests issued by the Company as at the acquisition date i.e. the date on which it obtains the control of the acquiree. Consideration transferred also includes amounts related to settlement of pre-existing relationships. The acquisition related costs are recognised in the statement of profit and loss as incurred, except to the extent related to the issue of debt (classified as equity as per Ind AS) or equity securities, which are directly adjusted in other equity.

Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values on the acquisition date. Intangible assets acquired in a business combination and recognised separately from Goodwill are initially recognised at their fair value at the acquisition date.
Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation.

Goodwill is initially measured at cost, being the excess of the consideration transferred over the fair value of the net identifiable assets acquired.

Further details and impact of this merger on financial statements of the Company is disclosed in note 48.

xxvi. Event After reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

xxvii. Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, March 31, 2024 and March 31, 2023. MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Group has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

(Rs. in million)

Note 3 : Cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
At Amortised cost			
Cash on hand	75.5	4.2	3.0
Balances with banks in current accounts	79,731.5	47,528.5	27,888.3
Cheques, drafts on hand	392.5	1,205.2	95.3
Balances with banks in Fixed Deposit Accounts (with original maturity of 3 months or less)	14,582.5	18,973.7	2,602.2
Total	**94,782.0**	**67,711.6**	**30,588.8**

Note 4 : Bank balance other than cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
At Amortised cost			
Balances with banks in fixed deposit accounts (Refer note (i), (ii) and (iii) below)	604.8	1,983.0	2,557.5
Balances with Banks in earmarked accounts (Refer note (iv) below)	6,640.0	41.9	20.7
Margin Money	2,403.7	219.3	-
Total	**9,648.5**	**2,244.2**	**2,578.2**

(i) Balance with banks in deposit accounts comprises deposits that have an original maturity exceeding 3 months at balance sheet date.

(ii) Deposits include lien with Stock Exchanges as margin as at March 31, 2025: Rs.12.4 million, March 31, 2024: Rs.12.4 million, March 31, 2023: Rs. 6.3 million.

(iii) Deposits as at March 31, 2025: Rs.5.5 million, March 31, 2024: Rs.5 million, March 31, 2023: Rs.2.5 million pertain to collateral deposits with banks for Aadhaar authentication.

(iv) Pertains balance in current account towards unclaimed matured debentures, unclaimed application money and accrued interest on debentures and preference shares.

(Rs. in million)

Note 5: Derivative financial instruments

	As at March 31, 2025			
Part I	**Notional value**	**Fair value - Assets**	**Notional value**	**Fair value - Liabilities**
(i) Currency derivatives :				
Spot and Forwards	30,034.2	161.0	98,301.5	2,017.1
Currency swaps	99,811.1	4,375.8	5,896.6	293.4
Options	17,091.7	836.3	-	-
Subtotal (i)	1,46,937.0	5,373.1	1,04,198.1	2,310.5
(ii) Interest rate derivatives :				
Interest rate swaps[2]	-	24.2	-	98.4
Subtotal (ii)	-	24.2	-	98.4
Total derivatives	**1,46,937.0**	**5,397.3**	**1,04,198.1**	**2,408.9**
Part II Included in above (Part I) are derivative held for hedging and risk management purpose as follows:				
(i) Fair value hedging	-	-	-	-
(ii) Cash flow hedging	-	-	-	-
Currency derivatives	1,46,937.0	5,373.1	1,04,198.1	2,310.6
Interest rate derivatives	-	24.2	-	98.4
Total derivatives	**1,46,937.0**	**5,397.3**	**1,04,198.1**	**2,409.0**

Note

1. Currency swaps has been taken in respect of the same contract for which forward contract has been entered, accordingly notional value of currency swaps is not disclosed separately.

2. Interest rate swaps has been taken in respect of the same contract for which forward contract has been entered, accordingly notional value of interest rate swaps is not disclosed separately.

3. Notional amounts of the respective currencies have been converted using exchange rates as at the reporting date.
4. Fair value assets and liabilities are presented as Derivative financial instruments in the restated consolidated financial information.

	As at March 31, 2024			
Part I	**Notional value**	**Fair value - Assets**	**Notional value**	**Fair value - Liabilities**
(i) Currency derivatives :				
Spot and Forwards	691.0	7.6	18,863.5	342.0
Currency swaps	70,427.9	2,122.2	17,919.5	121.3
Subtotal (i)	71,118.9	2,129.8	36,783.0	463.3
(ii) Interest rate derivatives :				
Interest rate swaps[2]	-	296.4	-	-
Subtotal (ii)	-	296.4	-	-
Total derivatives	**71,118.9**	**2,426.2**	**36,783.0**	**463.3**
Part II Included in above (Part I) are derivative held for hedging and risk management purpose as follows:				
(i) Fair value hedging	-	-	-	-
(ii) Cash flow hedging	-	-	-	-
Currency derivatives	71,118.9	2,129.8	36,783.0	463.3
Interest rate derivatives	-	296.4	-	-
Total derivatives	**71,118.9**	**2,426.2**	**36,783.0**	**463.3**

Note

1. Currency swaps has been taken in respect of the same contract for which forward contract has been entered, accordingly notional value of currency swaps is not disclosed separately.

2. Interest rate swaps has been taken in respect of the same contract for which forward contract has been entered, accordingly notional value of interest rate swaps is not disclosed separately.

3. Notional amounts of the respective currencies have been converted using exchange rates as at the reporting date.
4. Fair value assets and liabilities are presented as Derivative financial instruments in the restated consolidated financial information.

(Rs. in million)

Note 5: Derivative financial instruments

Part I	As at March 31, 2023 Notional value	Fair value - Assets	Notional value	Fair value - Liabilities
(i) Currency derivatives :				
Spot and Forwards	9,976.2	90.5	6,195.2	596.8
Currency swaps	40,645.9	1,941.4	8,211.3	26.4
Subtotal (i)	50,622.1	2,031.9	14,406.5	623.2
(ii) Interest rate derivatives :				
Interest rate swaps[2]	-	263.9	-	-
Subtotal (ii)	-	263.9	-	-
Total derivatives	**50,622.1**	**2,295.8**	**14,406.5**	**623.2**

Part II
Included in above (Part I) are derivative held for hedging and risk management purpose as follows:

(i) Fair value hedging	-	-	-	-
(ii) Cash flow hedging	-	-	-	-
Currency derivatives	50,622.1	2,031.9	14,406.5	623.2
Interest rate derivatives	-	263.9	-	-
Total derivatives	**50,622.1**	**2,295.8**	**14,406.5**	**623.2**

Note
1. Currency swaps has been taken in respect of the same contract for which forward contract has been entered, accordingly notional value of currency swaps is not disclosed separately.
2. Interest rate swaps has been taken in respect of the same contract for which forward contract has been entered, accordingly notional value of interest rate swaps is not
3. Notional amounts of the respective currencies have been converted using exchange rates as at the reporting date.
4. Fair value assets and liabilities are presented as Derivative financial instruments in the restated consolidated financial information.

5.1 The impact of the cashflow hedges in the statement of profit and loss and other comprehensive income

PARTICULARS	Hedging gains or (losses) recognised in other comprehensive income For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Forward exchange contracts, interest rate and currency swaps	(987.4)	(807.0)	408.2

PARTICULARS	Hedge ineffectiveness recognised in statement of profit and (loss) For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Forward exchange contracts, interest rate and currency swaps	35.1	-	-

5.2 Change in fair value of hedging instrument and hedged item:

PARTICULARS	Change in fair value of hedging instrument For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023	Line item in Balance Sheet
Forward exchange contracts, interest rate swaps and currency swaps	(277.4)	269.9	4,768.9	Borrowings
Options and currency swaps	(332.0)	-	-	Debt Securitites
Forward exchange contracts	(1.3)	-	-	Letter of Credit (Commitment)

PARTICULARS	Change in the value of hedged item* For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023	Line item in Balance Sheet
Forward exchange contracts, interest rate swaps and currency swaps	(3,109.0)	(1,183.6)	(1,396.3)	Borrowings
Options and currency swaps	203.8	-	-	Debt Securitites
Forward exchange contracts	-	-	-	Letter of Credit (Commitment)

*Change in the value of hedged item are presented as part of Borrowings in the restated consolidated financial information.

5.3 Movements in the cash flow hedge reserve and cost of hedge reserve are as follows:

PARTICULARS	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening Balance	(141.7)	462.2	156.7
Effective portion of changes in fair value	(575.6)	269.9	4,768.9
In-effective portion of changes in fair value	(35.1)	-	-
Foreign currency translation differences	(2,905.2)	(1,183.6)	(1,396.3)
Amortisation of forward premium	2,517.3	105.7	(2,971.1)
Provision for derivative current credit exposure	11.2	1.0	6.7
Deffered tax	248.5	203.1	(102.7)
Closing Balance	**(880.6)**	**(141.7)**	**462.2**

5.4 Hedge Ratio: There is an economic relationship between the hedged item and the hedging instrument as the terms of the forward contracts, interest rate swaps and cross currency swaps contract match that of the foreign currency borrowings. The Company has established a hedge ratio of 1:1 for the hedging relationships as the underlying risk of the forward contracts, interest rate swaps and cross currency swaps are identical to the hedged risk components. To test the hedge effectiveness, the Company uses the dollar offset method and compares the changes in the fair value of the hedging instruments against the changes in fair value of the hedged items attributable to the hedged risks. Hedge ineffectiveness can arise in cases where the derivative is not designated as a hedging instrument at inception but at a subsequent date. In other cases, It can arise mainly if there is a change in the credit risk of the Company or the counterparty.

5.5 Net investment hedging : Nil

5.6 Undesignated Derivatives : Nil

(Rs. in million)

Note 6 : Receivables

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Trade receivables			
At Amortised cost			
(a) Receivables considered good - Unsecured	845.4	992.3	637.7
(b) Receivables which have significant increase in credit risk	123.2	419.1	264.8
(c) Receivables - credit impaired	271.5	333.8	259.7
	1,240.1	**1,745.2**	**1,162.2**
Less: Allowance for impairment loss			
(i) Considered good	(1.4)	(2.7)	(0.2)
(ii) Significant increase in credit risk	(0.8)	(1.7)	-
(iii) Credit impaired	(271.5)	(333.8)	(259.7)
Total	**966.4**	**1,407.0**	**902.3**
Other receivables			
At Amortised cost			
(a) Receivables considered good - Unsecured	9.5	18.8	4.7
	9.5	**18.8**	**4.7**
Impairment loss allowance	-	-	(1.0)
	9.5	**18.8**	**3.7**
Total	**975.9**	**1,425.8**	**906.0**

Tata Capital Limited
Notes forming part of the Restated Consolidated Financial Information (continued)
(Rs. in million)

Note 6 : Receivables (Continued)

PARTICULARS	As at March 31, 2025							
	Unbilled Dues	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	516.9	-	328.5	-	-	-	-	**845.4**
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	123.2	-	-	-	-	**123.2**
(iii) Undisputed Trade Receivables – credit impaired	-	-	102.0	29.4	20.9	36.3	82.9	**271.5**
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-	**-**
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	**-**
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	**-**
Total	**516.9**	**-**	**553.7**	**29.4**	**20.9**	**36.3**	**82.9**	**1,240.1**

PARTICULARS	As at March 31, 2024							
	Unbilled Dues	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	520.0	-	472.3	-	-	-	-	**992.3**
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	419.1	-	-	-	-	**419.1**
(iii) Undisputed Trade Receivables – credit impaired	-	-	105.8	126.6	28.7	29.3	43.4	**333.8**
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-	**-**
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	**-**
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	**-**
Total	**520.0**	**-**	**997.2**	**126.6**	**28.7**	**29.3**	**43.4**	**1,745.2**

PARTICULARS	As at March 31, 2023							
	Unbilled Dues	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	303.4	-	334.3	-	-	-	-	**637.7**
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	264.8	-	-	-	-	**264.8**
(iii) Undisputed Trade Receivables – credit impaired	-	-	23.4	196.2	0.6	32.9	6.6	**259.7**
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-	**-**
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	**-**
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	**-**
Total	**303.4**	**-**	**622.5**	**196.2**	**0.6**	**32.9**	**6.6**	**1,162.2**

Tata Capital Limited
Notes forming part of the Restated Consolidated Financial Information (continued)
(Rs. in million)

Note 7 : Loans

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
(A)			
(i) At Amortised Cost			
- Bills purchased and bills discounted	5,745.8	11,220.5	16,948.6
- Term loans	21,47,348.4	15,18,725.3	11,07,458.6
- Credit substitutes (refer note (ii) below)	49,670.1	37,610.9	39,279.0
- Finance lease and hire purchase	28,785.4	22,738.9	22,418.0
- Factoring	23,008.1	11,693.3	6,358.5
- Retained portion of assigned loans	2,693.3	127.3	173.3
Subtotal (i)	**22,57,251.1**	**16,02,116.2**	**11,92,636.0**
(ii) At Fair Value Through Other Comprehensive Income			
- Term loans	6,230.2	7,615.3	6,932.6
Subtotal (ii)	**6,230.2**	**7,615.3**	**6,932.6**
(iii) At Fair Value Through Profit and Loss			
- Credit substitutes	86.9	406.3	251.1
Subtotal (iii)	**86.9**	**406.3**	**251.1**
Total (A) = subtotal (i+ii+iii)	**22,63,568.2**	**16,10,137.8**	**11,99,819.7**
(B)			
Less : Impairment loss allowance			
- Stage I & II	19,291.5	15,007.9	16,057.2
- Stage III	24,773.0	17,524.4	15,875.3
TOTAL (B)	**44,064.5**	**32,532.3**	**31,932.5**
Total Loans = (A-B)	**22,19,503.7**	**15,77,605.5**	**11,67,887.2**
(C)			
-Secured by tangible assets	16,88,016.5	11,87,913.6	8,97,347.2
-Secured by intangible assets	24,050.0	17,307.7	11,173.4
-Covered by bank / government guarantees	78,286.7	12,489.6	15,894.6
-Unsecured	4,75,176.4	3,94,599.9	2,77,553.4
Gross Loans (Exlcuding EIR Impact)	**22,65,529.6**	**16,12,310.8**	**12,01,968.6**
- Unamortised loan sourcing fees	(8,940.2)	(7,356.9)	(5,441.2)
- Unamortised loan sourcing costs	6,978.8	5,183.9	3,292.3
Gross Loan	**22,63,568.2**	**16,10,137.8**	**11,99,819.7**
Less : Impairment loss allowance			
- Stage I & II	19,291.5	15,007.9	16,057.2
- Stage III	24,773.0	17,524.4	15,875.3
TOTAL (C)	**22,19,503.7**	**15,77,605.5**	**11,67,887.2**
(D)			
(i) Loans in India			
- Public Sector	6,418.6	743.6	4,420.3
- Others	22,57,149.6	16,09,394.2	11,95,399.4
Gross Loan	**22,63,568.2**	**16,10,137.8**	**11,99,819.7**
Less : Impairment loss allowance			
- Stage I & II	19,291.5	15,007.9	16,057.2
- Stage III	24,773.0	17,524.4	15,875.3
Subtotal (i)	**22,19,503.7**	**15,77,605.5**	**11,67,887.2**
(ii) Loans outside India			
- Public Sector	-	-	-
- Others	-	-	-
Less : Impairment loss allowance	-	-	-
Subtotal (ii)	-	-	-
TOTAL (D) = (Subtotal (i)+Subtotal (ii))	**22,19,503.7**	**15,77,605.5**	**11,67,887.2**

(Rs. in million)

Note 7 : Loans

(i) Reconciliation of loans:

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
(i) At Amortised Cost	22,59,212.5	16,04,289.2	11,94,784.9
(ii) At Fair Value Through Other Comprehensive Income	6,230.2	7,615.3	6,932.6
(iii) At Fair Value Through Profit and Loss	86.9	406.3	251.1
Total - Gross Loans	**22,65,529.6**	**16,12,310.8**	**12,01,968.6**
- Unamortised loan sourcing fees	(8,940.2)	(7,356.9)	(5,441.2)
- Unamortised loan sourcing costs	6,978.8	5,183.9	3,292.3
Total - Carrying Value of Loans	**22,63,568.2**	**16,10,137.8**	**11,99,819.7**
Less : Impairment loss allowance			
- Stage I & II	19,291.5	15,007.9	16,057.2
- Stage III	24,773.0	17,524.4	15,875.3
Total - Net Loans	**22,19,503.7**	**15,77,605.5**	**11,67,887.2**

(ii) Investments in bonds, debentures and other financial instruments which, in substance, form a part of the Group's financing activities ("Credit Substitutes") have been classified under Loans . In the past these were classified as a part of Investments. Management believes that the classification results in a better presentation of the substance of these investments and is in alignment with regulatory filings.

(iii) Impairment loss allowance as on March 31, 2025: Rs.14.2 million, March 31, 2024: Rs.47.9 million, March 31, 2023: Rs.36.6 million has been provided on loans designated as fair value through other comprehensive income.

(iv) Loans given to related parties as on March 31, 2025: Rs.12,851.2 million, March 31, 2024: Rs.10,708.7 million, March 31, 2023: Rs.16,315.6 million.

(v) The details of Gross investments and unearned finance income in respect of assets given under finance lease are as under:

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Gross Investments:			
- Within one year	11,775.6	10,021.1	8,072.3
- Later than one year and not later than five years	18,597.0	13,977.7	13,359.4
- Later than five years	477.4	62.8	80.0
Total	**30,850.0**	**24,061.6**	**21,511.7**
Unearned Finance Income:			
- Within one year	2,416.1	1,830.5	1,725.5
- Later than one year and not later than five years	2,598.6	1,862.1	1,612.6
- Later than five years	46.7	11.1	7.9
Total	**5,061.4**	**3,703.7**	**3,346.0**
Present Value of Rentals *:			
- Within one year	9,359.5	8,190.6	6,346.8
- Later than one year and not later than five years	15,998.5	12,115.6	11,746.8
- Later than five years	430.7	51.7	72.1
Total	**25,788.7**	**20,357.9**	**18,165.7**

* Present Value of Rentals represent the Current Future Outstanding Principal.

Tata Capital Limited
Notes forming part of the Restated Consolidated Financial Information (continued)
(Rs. in million)

Note 8 : Investments

Particulars	**As at March 31, 2025**	**As at March 31, 2024**	**As at March 31, 2023**
(A)			
(i) At Amortised Cost			
- Investment in Debentures	-	84.4	342.3
- Investment in Government Securities	28,679.4	16,559.3	13,496.6
- Investment in Tri-party Repo (TREPS)	4,998.0	-	-
- Investment in Treasury Bill	3,988.9	4,269.8	8,608.9
- Investment in Fully Paid Non - Cumulative Redeemable Preference shares	3.8	-	-
- Investment in State Development Loan	24,694.9	19,069.8	17,450.1
Subtotal (i)	**62,365.0**	**39,983.3**	**39,897.9**
(ii) At Fair Value			
(a) Through Other Comprehensive Income:			
- Fully paid equity shares (quoted)	5,068.6	6,424.3	-
- Fully paid equity shares (unquoted)	-	20,548.7	28,243.9
- Debt securities	2,311.7	2,373.3	2,243.8
Subtotal (i)	**7,380.3**	**29,346.3**	**30,487.7**
(b) Through Profit or Loss:			
- Mutual and other funds (quoted)	7,531.5	1,269.5	45,883.0
- Fully paid equity shares (quoted)	3,054.7	2,557.7	2,196.9
- Fully paid equity shares (unquoted)	4,606.2	3,259.3	3,555.2
- Preference shares	-	-	1,150.0
- Venture capital fund	1,921.3	2,014.4	2,410.0
- Alternate investment fund	346.1	326.9	297.6
- Multi asset fund	-	-	507.7
- Structured product	-	262.8	203.7
- Security receipts	-	-	-
Less : Impairment on investment in Alternate investment fund	(27.2)	-	-
Subtotal (ii)	**17,432.6**	**9,690.6**	**56,204.1**
Total (A) = (i)+(ii)	**87,177.9**	**79,020.2**	**1,26,589.7**
(B)			
(i) Investments in India	82,995.6	73,204.6	1,20,882.2
(ii) Investments outside India	4,182.3	5,815.6	5,707.5
Total (B) (i)+(ii)	**87,177.9**	**79,020.2**	**1,26,589.7**

Note : Market value of quoted investment is equal to book value.

Tata Capital Limited
Notes forming part of the Restated Consolidated Financial Information (continued)
(Rs. in million)

Note 9: Investments accounted using equity method

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
(i) At Amortised Cost			
(A)			
Associate companies			
Fully paid equity shares (unquoted)	2,830.5	2,024.0	3,416.8
Preference shares (unquoted)	8,994.7	6,775.2	3,775.2
Less: Diminution in value of investments	(828.3)	(1,342.1)	(1,241.3)
	10,996.9	**7,457.1**	**5,950.7**
(ii) At Fair Value Through Profit or Loss:			
Associate companies			
Fully paid equity shares (quoted)	489.1	850.7	-
	489.1	**850.7**	**-**
(B)			
(i) Investments in India	10,837.4	7,809.2	5,452.1
(ii) Investments outside India	648.6	498.6	498.6
Total (B) (i)+(ii)	**11,486.0**	**8,307.8**	**5,950.7**

Note : Market value of quoted investment is equal to book value.

Tata Capital Limited
Notes forming part of the Restated Consolidated Financial Information (continued)
(Rs. in million)

Note 10: Other financials assets

Particulars	**As at March 31, 2025**	
At Amortised cost		
Security deposits		471.5
Advances recoverable from related parties		-
Pass Through Certificate application money (refundable)		45.3
Income accrued but not due		833.6
Advances to employees		2.9
Receivable on sale/redemption of investment	-	
Provision for receivable on sale/redemption of investment	-	-
Receivable under letter of credit/buyers credit facility	1,253.1	
Provision for letter of credit/buyer's credit facility	(3.1)	1,250.0
Excess interest spread on direct assignment	3,287.6	
Less : Impairment loss allowance	(69.7)	3,217.9
Other receivables	5,302.2	
Less : Impairment loss allowance	(109.4)	5,192.8
Total		**11,014.0**

Particulars	**As at March 31, 2024**	
At Amortised cost		
Security deposits		329.5
Pass Through Certificate application money (refundable)		846.1
Income accrued but not due		509.5
Advances to employees		4.9
Receivable on sale/redemption of investment	646.8	
Provision for receivable on sale/redemption of investment	(16.2)	630.6
Receivable under letter of credit/buyers credit facility	2,306.6	
Provision for letter of credit/buyer's credit facility	(6.5)	2,300.1
Other receivables		577.6
Total		**5,198.3**

Particulars	**As at March 31, 2023**	
At Amortised cost		
Security deposits		328.8
Pass Through Certificate application money (refundable)		146.2
Income accrued but not due		422.1
Advances to employees		1.7
Receivable on sale/redemption of investment	16.2	
Provision for receivable on sale/redemption of investment	(16.2)	-
Receivable under letter of credit/buyers credit facility	2,248.5	
Provision for letter of credit/buyer's credit facility	(12.9)	2,235.6
Other receivables		353.6
Total		**3,488.0**

Tata Capital Limited
Notes forming part of the Restated Consolidated Financial Information (continued)
(Rs. in million)

Note 11: Income Taxes

(i) Current tax assets (net)

Particulars	**As at March 31, 2025**	**As at March 31, 2024**	**As at March 31, 2023**
Advance tax and tax deducted at source	2,340.4	1,673.1	1,720.8
Total	**2,340.4**	**1,673.1**	**1,720.8**

A. The income tax expense consist of the following:

Particulars	**As at March 31, 2025**	**As at March 31, 2024**	**As at March 31, 2023**
Current tax:			
Current tax expense for the year	11,412.5	10,717.6	10,703.9
Current tax expense / (benefit) pertaining to prior years	(0.4)	-	-
	11,412.1	10,717.6	10,703.9
Deferred tax benefit			
Origination and reversal of temporary differences	1,223.3	(66.9)	(796.0)
	1,223.3	(66.9)	(796.0)
Total income tax expense recognised in the year	**12,635.4**	**10,650.7**	**9,907.9**

The reconciliation of estimated income tax expense at statutory income tax rate :

Particulars	**As at March 31, 2025**	**As at March 31, 2024**	**As at March 31, 2023**
Profit / (Loss) before tax from continuing operations	49,185.6	43,920.3	39,365.6
Indian statutory income tax rate	25.2%	25.2%	25.2%
Expected income tax expense	12,379.0	11,053.9	9,907.5
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:			-
Income exempt from tax	(608.7)	(166.2)	(233.3)
Recognition of previously unrecognised tax losses and unabsorbed depreciation	-	-	(75.8)
Non deductible expenses	693.5	229.0	533.9
Impact of unrecognised timing differences	18.9	34.8	38.3
Tax on income at different rates	182.7	(590.0)	(465.6)
Effect of removal of indexation & change in capital gain tax rate	157.7	-	-
Tax benefit on deductions in respect of certain incomes	(145.3)	(153.1)	(19.1)
Tax pertaining to prior years	(0.4)	(1.3)	(144.6)
Tax impact on consol adjustments	90.6	267.4	383.4
Differences in tax rates in foreign jurisdictions	(132.6)	(23.8)	(16.8)
Total income tax expense	**12,635.4**	**10,650.7**	**9,907.9**
Effective tax rate	**25.7%**	**24.3%**	**25.2%**

B. Amounts recognised in Other Comprehensive Income

PARTICULARS	**As at March 31, 2025**		
	Before tax	**Tax (expense)/ benefit**	**Net of tax**
Items that will not be reclassified to profit or loss			
Owners of the company			
Remeasurement of the defined benefit plans	(337.0)	84.4	(252.6)
Changes in fair values of investment in equities carried at FVTOCI	(1,510.1)	806.2	(703.9)
Items that are or may be reclassified subsequently to profit or loss			
Debt instruments through Other Comprehensive Income	38.9	(6.6)	32.3
Fair value gain / (loss) on financial asset measured at FVTOCI	(86.1)	21.7	(64.4)
Net changes in fair values of time value of cash flow hedges (FVTOCI)	(987.4)	248.5	(738.9)
Share of other comprehensive income in associates	(0.8)	-	(0.8)
Exchange differences in translating financial statements of foreign operations	180.4	-	180.4
Total Amounts recognised in OCI	**(2,702.1)**	**1,154.2**	**(1,547.9)**

PARTICULARS	**As at March 31, 2024**		
	Before tax	**Tax (expense)/ benefit**	**Net of tax**
Items that will not be reclassified to profit or loss			
Owners of the company			
Remeasurement of the defined benefit plans	(27.2)	6.7	(20.5)
Changes in fair values of investment in equities carried at FVTOCI	11,210.4	(1,480.4)	9,730.0
Items that are or may be reclassified subsequently to profit or loss			
Debt instruments through Other Comprehensive Income	222.5	(37.8)	184.7
Fair value gain / (loss) on financial asset measured at FVTOCI	149.9	(37.7)	112.2
Net changes in fair values of time value of cash flow hedges (FVTOCI)	(807.0)	203.1	(603.9)
Share of other comprehensive income in associates	(1.8)	-	(1.8)
Exchange differences in translating financial statements of foreign operations	80.3	-	80.3
Total Amounts recognised in OCI	**10,827.1**	**(1,346.1)**	**9,481.0**

PARTICULARS	As at March 31, 2023		
	Before tax	Tax (expense)/ benefit	Net of tax
Items that will not be reclassified to profit or loss			
Owners of the company			
Remeasurement of the defined benefit plans	(124.4)	31.7	(92.7)
Changes in fair values of investment in equities carried at FVTOCI	22,299.5	(5,326.2)	16,973.3
Items that are or may be reclassified subsequently to profit or loss			
Debt instruments through Other Comprehensive Income	(121.2)	21.1	(100.1)
Fair value gain / (loss) on financial asset measured at FVTOCI	(41.7)	10.1	(31.6)
Net changes in fair values of time value of cash flow hedges (FVTOCI)	408.2	(102.7)	305.5
Share of other comprehensive income in associates	(85.8)	-	(85.8)
Exchange differences in translating financial statements of foreign operations	476.3	-	476.3
Total Amounts recognised in OCI	**22,810.9**	**(5,366.0)**	**17,444.9**

(ii) Deferred tax assets

The major components of deferred tax assets and liabilities for the year ended March 31, 2025 are as follows:

Particulars	Opening Balance	Effect of Business Combination	Recognised / reversed through profit and loss	Recognised/ reclassified from other comprehensive income	Recognised / reversed through Reserves	Closing Balance
Deferred Tax Assets :-						
(a) Impairment loss allowance - Stage III	3,855.6	-	1,674.5	-	-	5,530.1
(b) Impairment loss allowance - Stage I & II	3,949.2	28.2	1,043.1	(8.5)	-	5,012.0
(c) Employee benefits	87.4	30.6	75.4	-	-	193.4
(d) Deferred income	1,730.8	-	1.3	-	-	1,732.1
(e) Depreciation on property, plant & equipment	822.2	40.8	(79.2)	-	-	783.8
(f) Fair valuation of associates and fund investments	(341.5)	-	(206.8)	574.6	-	26.3
(g) Right to use asset	86.4	-	29.0	-	-	115.4
(h) Cash flow hedges	47.7	-	12.3	248.5	-	308.5
(i) Other deferred tax assets	105.3	113.7	(144.3)	(6.6)	0.8	68.9
(j) Business Combination						
- Loans	-	5,387.0	(2,803.0)	-	-	2,584.0
- Others	-	1,287.4	(212.3)	-	-	1,075.1
Deferred Tax Liabilities :-						
(a) Debenture issue expenses	(89.0)	-	(14.4)	-	-	(103.4)
(b) Investments measured at fair value	(4,184.6)	(1,037.2)	(25.0)	4,384.7	-	(862.1)
(c) Loans measured at FTVOCI	(33.5)	-	(11.0)	30.2	-	(14.3)
(d) Direct Assignement	-	(634.2)	(96.5)	-	-	(730.7)
(e) Deduction u/s 36(1)(viii)	(1,371.0)	-	(466.4)	-	-	(1,837.4)
Net Deferred Tax Asset	**4,665.0**	**5,216.3**	**(1,223.3)**	**5,222.9**	**0.8**	**13,881.7**

The major components of deferred tax assets and liabilities for the year ended March 31, 2024 are as follows:

Particulars	Opening Balance	Recognised / reversed through profit and loss	Recognised/ reclassified from other comprehensive income	Recognised / reversed through Reserves	Closing Balance
Deferred Tax Assets :-					
(a) Impairment loss allowance - Stage III	3,530.1	325.5	-	-	3,855.6
(b) Impairment loss allowance - Stage I & II	4,221.9	(272.7)	-	-	3,949.2
(c) Employee benefits	65.0	22.4	-	-	87.4
(d) Deferred income	1,247.3	483.5	-	-	1,730.8
(e) Depreciation on property, plant & equipment	850.8	(28.6)	-	-	822.2
(f) Fair valuation of associates and fund investments	(188.7)	(77.1)	(75.7)	-	(341.5)
(g) Right to use asset	61.8	24.6	-	-	86.4
(h) Cash flow hedges	(155.4)	-	203.1	-	47.7
(i) Other deferred tax assets	118.7	23.9	(37.8)	0.5	105.3
Deferred Tax Liabilities :-					
(a) Debenture issue expenses	(89.0)	-	-	-	(89.0)
(b) Investments measured at fair value	(4,929.0)	9.4	-	735.0	(4,184.6)
(c) Loans measured at FTVOCI	(0.9)	5.1	-	(37.7)	(33.5)
(d) Deduction u/s 36(1)(viii)	(921.9)	(449.1)	-	-	(1,371.0)
Net Deferred Tax Asset	**3,810.7**	**66.9**	**89.6**	**697.8**	**4,665.0**

The major components of deferred tax assets and liabilities for the year ended March 31, 2023 are as follows:

Particulars	Opening Balance	Recognised / reversed through profit and loss	Recognised / reclassified from other comprehensive income	Recognised / reversed through Reserves	Closing Balance
Deferred Tax Assets :-					
(a) Impairment loss allowance - Stage III	2,835.8	694.3	-	-	3,530.1
(b) Impairment loss allowance - Stage I & II	4,451.7	(228.8)	(1.0)	-	4,221.9
(c) Employee benefits	54.1	10.9	-	-	65.0
(d) Deferred income	920.1	328.2	(1.0)	-	1,247.3
(e) Depreciation on property, plant & equipment	793.6	57.2	-	-	850.8
(f) Fair valuation of associates and fund investments	55.9	186.2	(430.8)	-	(188.7)
(g) Right to use asset	55.2	6.6	-	-	61.8
(h) Cash flow hedges	(52.7)	-	(102.7)	-	(155.4)
(i) Other deferred tax assets	169.5	(74.2)	20.9	2.5	118.7
Deferred Tax Liabilities :-					
(a) Debenture issue expenses	(101.0)	12.0	-	-	(89.0)
(b) Investments measured at fair value	(74.7)	40.9	(4,895.2)	-	(4,929.0)
(c) Loans measured at FTVOCI	(13.0)	-	12.1	-	(0.9)
(d) Deduction u/s 36(1)(viii)	(684.6)	(237.3)	-	-	(921.9)
Net Deferred Tax Asset	**8,409.9**	**796.0**	**(5,397.7)**	**2.5**	**3,810.7**

One of our subsidiary has not recognized net deferred tax assets on the following item, since it is not probable that the economic benefits will flow in future years against which such deferred tax assets can be realized.

Particulars	As at March 31, 2025		As at March 31, 2024	
	Closing balance	DTA @25.17%	Closing balance	DTA @25.17%
Deferred Tax Asset (A)				
On business losses as per Income Tax*	451.7	113.7	390.6	98.3
On unabsorbed depreciation as per Income Tax	107.7	27.1	83.5	21.0
Provision for doubtful debts	8.5	2.1	7.1	1.8
Employee benefits - Leave encashment	1.9	0.5	2.4	0.6
On account of right to use asset	1.7	0.4	1.1	0.3
On account of depreciation on fixed assets	-	-	-	-
Deferred Tax Liability (B)				
On account of depreciation on fixed assets	(10.1)	(2.5)	(7.4)	(1.9)
Fair Value of investments	-	-	-	-
Net Deferred Tax Asset (A-B)	**561.4**	**141.3**	**477.3**	**120.1**

Particulars	As at March 31, 2023	
	Closing balance	DTA @25.17%
Deferred Tax Asset (A)		
On business losses as per Income Tax*	381.4	96.0
On unabsorbed depreciation as per Income Tax	65.1	16.4
Provision for doubtful debts	7.1	1.8
Employee benefits - Leave encashment	2.1	0.5
On account of right to use asset	0.4	0.1
On account of depreciation on fixed assets	-	-
Deferred Tax Liability (B)		
On account of depreciation on fixed assets	(2.5)	(0.6)
Fair Value of investments	-	-
Net Deferred Tax Asset (A-B)	**453.6**	**114.2**

March 2025 :The Subsidiary business Losses as per Income Tax Act, 1961 of Rs. 3.7 million expiring in FY 2028-29, Rs. 127.8 million expiring in FY 2029-30, Rs. 135.2 million expiring in FY 2030-31, Rs. 127.5 million expiring in FY 2031-32 and Rs. 57.4 million expiring in FY 2032-33.

March 2024 :The Subsidiary business Losses as per Income Tax Act, 1961 of Rs. 3.7 million expiring in FY 2028-29, Rs. 127.7 million expiring in FY 2029-30, Rs. 135.1 million expiring in FY 2030-31 and Rs. 123.9 million expiring in FY 2031-32.

March 2023 :The Subsidiary business Losses as per Income Tax Act, 1961 of Rs. 111.7 million expiring in FY 2023-24, Rs. 3.7 million expiring in FY 2028-29, Rs. 127.7 million expiring in FY 2029-30 and Rs. 138.2 million expiring in FY 2030-31.

(iii) Current tax liabilities (net):

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Provision for tax	3,645.0	3,967.3	3,379.8
Total	**3,645.0**	**3,967.3**	**3,379.8**

(iv) Unrecognised temporary differences:

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Temporary difference relating to investment in subsidiaries for which deferred tax liabilities have not been recognised			
Undistributed reserves	80,994.2	66,604.3	45,308.4

Note:
Subsidiaries of Tata Capital Limited's undistributed reserves which, if paid out as dividends, would be subject to tax in the hands of recipient. An assessable temporary difference exists, but no deferred tax liability has been recognized as Tata Capital Limited is able to control the timing of distribution from these subsidiaries. These subsidiaries are not expected to distribute the dividend out of these reserves in the foreseeable future. Also there are no plans to sell any of the subsidiaries in the foreseeable future and hence no deferred tax liability has been created on the basis of capital gains tax.

(Rs. in million)

Note 12: Property, plant, equipment, Investment property and Intangible Assets

Particulars	Owned Assets							ASSETS GIVEN UNDER OPERATING LEASE/RENTAL								Tangible Assets - Total
	Buildings#	Leasehold Improvements	Furniture & Fixtures	Computer Equipment	Office Equipment	Plant & Machinery	Vehicles	Construction Equipment	Vehicles	Plant & Machinery	Computer Equipment	Furniture & Fixtures	Office Equipment's	Railway Wagons	Electrical Installation & Equipment's	
Opening balance as at April 1, 2024	1,500.1	1,076.5	371.0	1,298.7	462.9	112.1	311.5	955.7	1,500.7	6,093.8	456.3	4.7	14.4	29.4	30.9	14,218.7
Effect of Business Combination	25.2	21.9	31.0	135.7	44.8	-	169.9	-	-	-	-	-	-	-	-	428.5
Additions/Adjustments	-	139.0	150.7	258.7	163.5	6.4	212.7	1,945.6	2,766.2	534.8	31.5	11.0	-	3,049.3	-	9,269.4
Deletions	-	15.7	6.0	27.2	6.6	2.8	78.6	71.5	44.8	795.6	254.4	3.8	14.4	2.3	25.8	1,349.5
Written off	-	-	1.5	1.0	1.0	0.3	-	-	14.0	-	1.1	-	-	27.2	3.4	49.5
Closing balance as at March 31, 2025	**1,525.3**	**1,221.7**	**545.2**	**1,664.9**	**663.6**	**115.4**	**615.5**	**2,829.8**	**4,208.1**	**5,833.0**	**232.3**	**11.9**	**-**	**3,049.2**	**1.7**	**22,517.6**
Accumulated depreciation and amortisation as at April 1, 2024	521.7	402.9	164.6	595.2	210.7	37.7	108.6	386.5	145.4	2,804.1	436.6	4.0	13.9	28.3	29.2	5,889.4
Depreciation/ Amortisation for the year*	76.8	145.4	67.0	373.0	118.9	10.2	150.3	402.3	430.4	904.5	23.1	1.6	0.5	29.6	-	2,733.6
Deletions/Adjustments	-	14.3	5.6	25.4	6.1	2.7	39.8	67.3	36.8	717.8	248.2	3.3	14.4	28.6	27.7	1,238.0
Written off	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Closing balance as at March 31, 2025	**598.5**	**534.0**	**226.0**	**942.8**	**323.5**	**45.2**	**219.1**	**721.5**	**539.0**	**2,990.8**	**211.5**	**2.3**	**-**	**29.3**	**1.5**	**7,385.0**
Net Carrying Value as at March 31, 2025	**926.8**	**687.7**	**319.2**	**722.1**	**340.1**	**70.2**	**396.4**	**2,108.3**	**3,669.1**	**2,842.2**	**20.8**	**9.6**	**-**	**3,019.9**	**0.2**	**15,132.6**
Opening balance as at April 1, 2023	1,282.8	566.3	198.6	1,022.7	256.9	80.3	214.0	899.6	402.6	6,119.7	1,146.5	6.5	30.0	287.1	52.4	12,566.0
Additions/Adjustments	217.3	528.6	179.8	522.2	210.7	35.2	140.4	457.9	1,243.8	2,363.1	2.8	0.6	-	-	-	5,902.4
Deletions	-	18.4	7.4	243.9	4.7	3.4	42.9	401.8	145.7	2,388.5	693.0	2.4	15.6	257.7	21.5	4,246.9
Written off	-	-	-	2.3	-	-	-	-	-	0.5	-	-	-	-	-	2.8
Closing balance as at March 31, 2024	**1,500.1**	**1,076.5**	**371.0**	**1,298.7**	**462.9**	**112.1**	**311.5**	**955.7**	**1,500.7**	**6,093.8**	**456.3**	**4.7**	**14.4**	**29.4**	**30.9**	**14,218.7**
Accumulated depreciation and amortisation as at April 1, 2023	396.5	277.4	108.6	570.2	155.4	30.9	78.3	633.1	181.9	3,963.9	950.5	6.1	27.0	280.7	42.8	7,703.3
Depreciation/ Amortisation for the year*	74.5	140.2	61.6	268.7	59.5	9.5	64.8	122.0	83.9	977.5	154.2	0.1	0.9	5.3	5.8	2,028.5
Deletions/Adjustments	(50.7)	14.7	5.6	243.7	4.2	2.7	34.5	368.6	120.4	2,137.3	668.1	2.2	14.0	257.7	19.4	3,842.4
Written off	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Closing balance as at March 31, 2024	**521.7**	**402.9**	**164.6**	**595.2**	**210.7**	**37.7**	**108.6**	**386.5**	**145.4**	**2,804.1**	**436.6**	**4.0**	**13.9**	**28.3**	**29.2**	**5,889.4**
Net Carrying Value as at March 31, 2024	**978.4**	**673.6**	**206.4**	**703.5**	**252.2**	**74.4**	**202.9**	**569.2**	**1,355.3**	**3,289.7**	**19.7**	**0.7**	**0.5**	**1.1**	**1.7**	**8,329.3**
Opening balance as at April 1, 2022	1,282.8	406.9	131.2	835.8	182.8	59.4	161.9	856.9	387.7	6,999.2	2,274.2	38.9	248.6	1,501.0	98.6	15,465.9
Additions/Adjustments	-	194.0	77.8	348.1	78.0	30.9	86.4	205.0	148.8	381.6	-	-	-	-	-	1,550.6
Deletions	-	34.6	10.3	161.1	3.8	10.0	34.3	162.3	133.9	1,261.1	1,122.5	32.4	208.1	1,213.9	46.2	4,434.5
Written off	-	-	0.1	0.1	0.1	-	-	-	-	-	5.2	-	10.5	-	-	16.0
Closing balance as at March 31, 2023	**1,282.8**	**566.3**	**198.6**	**1,022.7**	**256.9**	**80.3**	**214.0**	**899.6**	**402.6**	**6,119.7**	**1,146.5**	**6.5**	**30.0**	**287.1**	**52.4**	**12,566.0**
Accumulated depreciation and amortisation as at April 1, 2022	322.9	251.1	81.7	562.1	129.3	33.4	60.4	687.0	275.8	4,142.0	1,622.0	31.5	223.9	1,340.4	74.2	9,837.7
Depreciation/ Amortisation for the year*	63.6	59.9	36.6	169.1	29.3	7.1	45.0	94.9	26.8	892.6	264.1	3.5	0.8	15.9	10.6	1,719.8
Deletions/Adjustments	(10.0)	33.6	9.7	161.0	3.2	9.6	27.1	148.8	120.7	1,070.7	935.6	28.9	197.7	1,075.6	42.0	3,854.2
Written off	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Closing balance as at March 31, 2023	**396.5**	**277.4**	**108.6**	**570.2**	**155.4**	**30.9**	**78.3**	**633.1**	**181.9**	**3,963.9**	**950.5**	**6.1**	**27.0**	**280.7**	**42.8**	**7,703.3**
Net Carrying Value as at March 31, 2023	**886.3**	**288.9**	**90.0**	**452.5**	**101.5**	**49.4**	**135.7**	**266.5**	**220.7**	**2,155.8**	**196.0**	**0.4**	**3.0**	**6.4**	**9.6**	**4,862.7**

Tata Capital Limited
Notes forming part of the Restated Consolidated Financial Information (continued)
(Rs. in million)

Note 12: Property, plant, equipment, Investment property and Intangible Assets (continued)

Particulars	Software	Intangible Assets - Total	Investment Property	Investment Property - Total
Opening balance as at April 1, 2024	1,053.7	1,053.7	43.2	43.2
Effect of Business Combination	72.3	72.3	3.1	3.1
Additions/Adjustments	502.6	502.6	-	-
Deletions	-	-	-	-
Written off	-	-	-	-
Closing balance as at March 31, 2025	**1,628.6**	**1,628.6**	**46.3**	**46.3**
Accumulated depreciation and amortisation as at April 1, 2024	625.8	625.8	13.0	13.0
Depreciation/ Amortisation for the year*	233.1	233.1	2.0	2.0
Deletions/Adjustments	-	-	-	-
Written off	-	-	-	-
Closing balance as at March 31, 2025	**858.9**	**858.9**	**15.0**	**15.0**
Net Carrying Value as at March 31, 2025	**769.7**	**769.7**	**31.3**	**31.3**
Opening balance as at April 1, 2023	787.2	787.2	260.5	260.5
Additions/Adjustments	266.5	266.5	(217.3)	(217.3)
Deletions	-	-	-	-
Written off	-	-	-	-
Closing balance as at March 31, 2024	**1,053.7**	**1,053.7**	**43.2**	**43.2**
Accumulated depreciation and amortisation as at April 1, 2023	461.7	461.7	61.8	61.8
Depreciation/ Amortisation for the year*	164.1	164.1	1.9	1.9
Deletions/Adjustments	-	-	50.7	50.7
Written off		-		-
Closing balance as at March 31, 2024	**625.8**	**625.8**	**13.0**	**13.0**
Net Carrying Value as at March 31, 2024	**427.9**	**427.9**	**30.2**	**30.2**
Opening balance as at April 1, 2022	612.3	612.3	260.5	260.5
Additions/Adjustments	174.9	174.9	-	-
Deletions	-	-	-	-
Written off	-	-	-	-
Closing balance as at March 31, 2023	**787.2**	**787.2**	**260.5**	**260.5**
Accumulated depreciation and amortisation as at April 1, 2022	360.9	360.9	58.9	58.9
Depreciation/ Amortisation for the year*	100.8	100.8	12.9	12.9
Deletions/Adjustments	-	-	10.0	10.0
Written off	-	-	-	-
Closing balance as at March 31, 2023	**461.7**	**461.7**	**61.8**	**61.8**
Net Carrying Value as at March 31, 2023	**325.5**	**325.5**	**198.7**	**198.7**

Tata Capital Limited
Notes forming part of the Restated Consolidated Financial Information (continued)
(Rs. in million)

Note 12: Property, plant, equipment, Investment property and Intangible Assets (continued)

Note :
1. # Immovable property having net carrying value as at March 31,2025 : Rs. 20.3 million, March 31,2024 : Rs. 19.5 million, March 31,2023 : Rs. 23.3 million is hypothecated against borrowings, refer notes 15.1.
2. Fair value of investment property as on March 31,2025 : Rs. 96.7 million, March 31,2024 : Rs. 85.9 million, March 31,2023 : Rs. 699.9 million. The fair value of the investment properties has been determined by an external independent property valuer, having appropriate professional qualification and experience in the location and category of property being valued.

3. *Total depreciation charged for the year in the Statement of Profit and Loss includes depreciation on Right to use assets. Depreciation on right to use assets for March 31,2025 : Rs. 931.5 million , March 31,2024 : Rs. 680.5 million, March 31,2023 : Rs. 426.7 million.

4. None of the class of fixed assets are revalued during the March 31, 2025, March 31, 2024, March 31, 2023 except assets acquired in the business combination.

5. Amount recognised in Statement of Profit and Loss for Investment Property:

Particulars	**As at March 31, 2025**	**As at March 31, 2024**	**As at March 31, 2023**
Rental Income	0.8	0.5	49.6
Direct Operating expense from property that generated rental income	0.3	0.3	16.7
Direct Operating expense from property that did not generate the rental income*	-	-	-

* less than Rs. 50,000/-

6. Title of immovable properties is yet to be transferred in the name of the Company.

Particulars	**Gross Block**	**Net Block**
As at March 31, 2025	8.7	8.3
As at March 31, 2024	-	-
As at March 31, 2023	-	-

Details of Immovable Properties whose title deeds are not held in the name of the Company:

Asset Category	**Title Deeds held in the name of**	**Whether the Title holder is Promoter/ Director/Relative of Promoter/Relative of Director/ Employee**	**Property held since**	**Reason for not being transferred in the name of Company**	**Gross Carrying Value as on March 31, 2025**	**Gross Carrying Value as on March 31, 2024**	**Gross Carrying Value as on March 31, 2023**
Building							
Ceejay House	Tata Motors Finance Limited	No	02-03-2010	The title of the asset transferred pursuant to the scheme of amalgamation / arrangement/merger/demerger are in the process of being transferred in the name of the Company.	3.1	-	-
Nilgiri - Thane	Tata Motors Finance Limited	No	07-05-2007		5.6	-	-

7. Title deeds for all the leased premises are held in the name of the Company except branches acquired in the business combination.

(Rs. in million)

Note 12: Property, plant, equipment, Investment property and Intangible Assets (continued)

12 *(i)* . CAPITAL WORK IN PROGRESS

PARTICULARS	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Opening Balance	41.5	113.0	37.7
Additions	9,246.0	5,830.9	1,625.9
Deductions / Adjustments	(9,269.4)	(5,902.4)	(1,550.6)
Closing Balance	**18.1**	**41.5**	**113.0**

As at March 31, 2025

PARTICULARS	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	18.1	-	-	-	**18.1**
(ii) Projects temporarily suspended	-	-	-	-	**-**
Total	**18.1**	**-**	**-**	**-**	**18.1**

CWIP completion schedule

PARTICULARS	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	18.1	-	-	-	**18.1**
(ii) Projects temporarily suspended	-	-	-	-	**-**
Total	**18.1**	**-**	**-**	**-**	**18.1**

As at March 31, 2024

PARTICULARS	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	41.5	-	-	-	**41.5**
(ii) Projects temporarily suspended	-	-	-	-	**-**
Total	**41.5**	**-**	**-**	**-**	**41.5**

CWIP completion schedule

PARTICULARS	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	41.5	-	-	-	**41.5**
(ii) Projects temporarily suspended	-	-	-	-	**-**
Total	**41.5**	**-**	**-**	**-**	**41.5**

As at March 31, 2023

PARTICULARS	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	113.0	-	-	-	**113.0**
(ii) Projects temporarily suspended	-	-	-	-	**-**
Total	**113.0**	**-**	**-**	**-**	**113.0**

CWIP completion schedule

PARTICULARS	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	113.0	-	-	-	**113.0**
(ii) Projects temporarily suspended	-	-	-	-	**-**
Total	**113.0**	**-**	**-**	**-**	**113.0**

(Rs. in million)

12 *(ii)* . INTANGIBLE ASSETS UNDER DEVELOPMENT

PARTICULARS	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Opening Balance	41.1	87.2	77.2
Additions	600.9	220.4	184.9
Deductions / Adjustments	(502.6)	(266.5)	(174.9)
Closing Balance	**139.4**	**41.1**	**87.2**

As at March 31, 2025

PARTICULARS	Amount in Intangible Assets for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	120.9	16.2	1.6	0.7	**139.4**
(ii) Projects temporarily suspended	-	-	-	-	**-**
Total	**120.9**	**16.2**	**1.6**	**0.7**	**139.4**

CWIP completion schedule

PARTICULARS	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	139.4	-	-	-	**139.4**
(ii) Projects temporarily suspended	-	-	-	-	**-**
Total	**139.4**	**-**	**-**	**-**	**139.4**

As at March 31, 2024

PARTICULARS	Amount in Intangible Assets for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	39.8	0.6	0.7	-	**41.1**
(ii) Projects temporarily suspended	-	-	-	-	**-**
Total	**39.8**	**0.6**	**0.7**	**-**	**41.1**

CWIP completion schedule

PARTICULARS	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	41.1	-	-	-	**41.1**
(ii) Projects temporarily suspended	-	-	-	-	**-**
Total	**41.1**	**-**	**-**	**-**	**41.1**

As at March 31, 2023

PARTICULARS	Amount in Intangible Assets for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	50.8	16.3	20.1	-	**87.2**
(ii) Projects temporarily suspended	-	-	-	-	**-**
Total	**50.8**	**16.3**	**20.1**	**-**	**87.2**

CWIP completion schedule

PARTICULARS	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	87.2	-	-	-	**87.2**
(ii) Projects temporarily suspended	-	-	-	-	**-**
Total	**87.2**	**-**	**-**	**-**	**87.2**

12 *(iii)* . The Group has given assets under non-cancellable operating leases. The total of future minimum lease payments that the group is committed to receive is:

Lease Payments	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Within one year	3,327.3	1,734.5	1,254.9
Later than one year and not later than five	8,806.1	4,452.4	2,007.0
Later than five years	5,721.3	715.3	106.2
Total	**17,854.7**	**6,902.2**	**3,368.1**

Accumulated Depreciation on lease assets as on March 31, 2025: Rs.4,496.4 million, March 31, 2024: Rs.3,848.6 million, March 31, 2023: Rs.6,086.8 million.

Accumulated Impairment losses on the leased assets as on March 31, 2025: Nil, March 31, 2024: Nil, March 31, 2023: Nil.

(Rs. in million)

Note 13 : Other non-financials assets

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
At Amortised cost			
Capital advances	2,027.7	1,525.9	252.3
Prepaid expenses	951.0	373.9	276.5
Gratuity asset (net)	-	-	16.1
Balances with government authorities	4,794.7	2,578.5	2,202.4
Assets held-for-sale	17.4	17.4	305.5
Less : Provision for receivable on sale/redemption of investment	(17.4)	(17.4)	(305.5)
Other advances	478.1	197.9	171.4
Total	**8,251.5**	**4,676.2**	**2,918.7**

Note 14: Trade Payables

(i). Total outstanding dues of creditors other than micro enterprises and small enterprises

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
At Amortised cost			
Trade payables			
Accrued expenses	9,304.4	6,049.6	5,193.9
Payable to dealers/vendors	8,578.6	7,743.1	6,808.0
Due to others	136.3	68.2	234.8
Total	**18,019.3**	**13,860.9**	**12,236.7**
Other payables			
Due to related parties	-	-	-
Due to others	-	-	-
Total (B)	**-**	**-**	**-**
Total (A)+(B)	**18,019.3**	**13,860.9**	**12,236.7**

Note - The information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Group. The amount of principal and interest outstanding during the year is given below :

(ii). Total outstanding dues of micro enterprises and small enterprises

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	193.9	38.2	69.5
The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	-	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year;	-	-	0.8
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	-	-	-
Total	**193.9**	**38.2**	**70.3**

*Amount of interest due is nil as at March 31, 2025, March 31, 2024.

Tata Capital Limited
Notes forming part of the Restated Consolidated Financial Information (continued)
(Rs. in million)

Note 14: Trade Payables (Continued)

PARTICULARS	As at March 31, 2025						
	Unbilled Dues	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	138.8	-	55.1	-	-	-	**193.9**
(ii) Others	7,570.6	7,816.7	2,524.7	23.0	23.0	61.3	**18,019.3**
(iii) Disputed dues – MSME	-	-	-	-	-	-	**-**
(iv) Disputed dues - Others	-	-	-	-	-	-	**-**
	7,709.4	**7,816.7**	**2,579.8**	**23.0**	**23.0**	**61.3**	**18,213.2**

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PARTICULARS	As at March 31, 2024						
	Unbilled Dues	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	38.2	-	-	-	**38.2**
(ii) Others	4,998.2	6,743.9	2,073.7	-	19.4	25.7	**13,860.9**
(iii) Disputed dues – MSME	-	-	-	-	-	-	**-**
(iv) Disputed dues - Others	-	-	-	-	-	-	**-**
Total	**4,998.2**	**6,743.9**	**2,111.9**	**-**	**19.4**	**25.7**	**13,899.1**

PARTICULARS	As at March 31, 2023						
	Unbilled Dues	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	70.3	-	-	-	**70.3**
(ii) Others	4,718.4	5,454.3	1,877.1	54.5	79.6	52.8	**12,236.7**
(iii) Disputed dues – MSME	-	-	-	-	-	-	**-**
(iv) Disputed dues - Others	-	-	-	-	-	-	**-**
Total	**4,718.4**	**5,454.3**	**1,947.4**	**54.5**	**79.6**	**52.8**	**12,307.0**

Tata Capital Limited
Notes forming part of the Restated Consolidated Financial Information (continued)
(Rs. in million)

Note 15: Debt securities

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
(A)			
At Amortised Cost			
Secured			
- Privately Placed Non-Convertible Debentures (Refer note 15.1 below)	5,88,654.3	4,61,883.1	3,68,332.9
- Public issue of Non-Convertible Debentures (Refer note 15.2 below)	8,670.6	16,581.3	32,560.0
Unsecured			
- Privately Placed Non-Convertible Debentures	24,749.5	28,313.4	30,836.6
- Commercial paper [Net of unamortised discount as on March 31, 2025: Rs.1,724.7 million, March 31, 2024: Rs.2,588.8 million, March 31, 2023: Rs.2,118.6 million)	1,44,846.2	98,259.0	82,026.3
- Medium Term Notes (Refer note 15.4)	34,495.1	-	-
Total	**8,01,415.7**	**6,05,036.8**	**5,13,755.8**
(B)			
(i) Debt securities in India	7,66,920.6	6,05,036.8	5,13,755.8
(ii) Debt securities outside India	34,495.1	-	-
Total	**8,01,415.7**	**6,05,036.8**	**5,13,755.8**

Note:
15.1- Privately Placed Non-Convertible Debentures are secured by pari passu charge on the specific immovable property, specified receivables arising out of loan, lease, hire purchase transactions and to the extent of shortfall in asset cover by a pari passu charge on the assets of the Group. The Group has, at all times, for the secured NCDs, maintained sufficient asset cover as stated in the respective information memorandum towards the principal amount, interest accrued thereon, and such other sums as mentioned therein

15.2- Public issue of Non-Convertible Debentures are secured by a pari passu charge on the specific immovable property, receivables against unsecured loans, bills discounted and trade advances and other current assets of the Group.
15.3- Discount on commercial paper varies between 7.47% to 7.99% as on March 31, 2025, 7.05% to 8.39% as on March 31, 2024, 6.56% to 8.10% as on March 31, 2023 and are repayable at maturity ranging between 7 days and 12 months from the date of respective commercial paper.

15.4- Rate of interest on Medium Term Notes varies between 7.93% to 8.29% and are repayable in 40 months from the date of reporting as on March 31, 2025.

15.5- Of the above, Privately placed Secured Non-Convertible Debentures amounting to face value as on March 31, 2025: Rs. 9,319 million, March 31, 2024: Rs.3,888.6 million, March 31, 2023: Rs.6,144.6 million and Unsecured Non-Convertible Debentures amounting to face value as on March 31, 2025: Rs.2,400 million, March 31, 2024: Rs.5,300 million, March 31, 2023: Rs.4,900 million are held by related parties.

15.6- Of the above, Public issue of Non-Convertible Debentures amounting to face value as on March 31, 2025: Rs. 60 million, March 31, 2024: Rs.539 million, March 31, 2023: Rs.538.6 million are held by related parties.

15.7- No default has been made in repayment of debt securities for the year ended March 31, 2025, March 31, 2024, March 31, 2023.

(Rs. in million)

15.8 Particulars of Privately Placed Secured Non-Convertible Debentures ("NCDs") outstanding as at :

Description of NCDs	Issue Date	Redemption Date	As at March 31, 2025		As at March 31, 2024		As at March 31, 2023	
			Number of NCDs	Amount	Number of NCDs	Amount	Number of NCDs	Amount
TCFSL NCD 'A' FY 2021-22	15-Apr-21	14-Apr-23	-	-	-	-	3,600	3,600.0
TCFSL NCD "B" FY 2020-21 - Option I	29-Apr-20	28-Apr-23	-	-	-	-	750	750.0
TCHFL NCD "E" FY 2016-17	04-May-16	04-May-23	-	-	-	-	200	200.0
TCFSL NCD 'A' FY 2020-21	21-Apr-20	19-May-23	-	-	-	-	9,250	9,250.0
TCCL NCD "A" FY 2021-22	19-May-21	19-May-23	-	-	-	-	2,000	2,000.0
TCHFL NCD "B" FY 2020-21	26-May-20	26-May-23	-	-	-	-	4,500	4,500.0
TCFSL NCD 'F' FY 2020-21	14-Jul-20	14-Jul-23	-	-	-	-	500	500.0
TCFSL NCD 'F' FY 2020-21 Discount Reissuance 1	20-Jul-20	14-Jul-23	-	-	-	-	3,500	3,500.0
TCFSL NCD 'C' FY 2021-22	15-Jul-21	14-Jul-23	-	-	-	-	2,100	2,100.0
TCFSL NCD 'C' FY 2021-22 Reissuance 1 on ZCB Discounting	02-Aug-21	14-Jul-23	-	-	-	-	2,000	2,000.0
TCCL MLD "A" 2020-21	20-Jul-20	20-Jul-23	-	-	-	-	7,500	750.0
TCHFL NCD "C" FY 2020-21	27-Jul-20	27-Jul-23	-	-	-	-	2,500	2,500.0
TCFSL NCD 'G' FY 2020-21	28-Jul-20	28-Jul-23	-	-	-	-	1,250	1,250.0
TCHFL NCD "A" FY 2020-21	12-May-20	11-Aug-23	-	-	-	-	5,000	5,000.0
TCFSL NCD 'D' FY 2022-23 - Option I	30-Jun-22	29-Sep-23	-	-	-	-	815	815.0
TCHFL NCD "H" FY 2021-22	23-Nov-21	23-Nov-23	-	-	-	-	1,750	1,750.0
TCHFL NCD "F" FY 2020-21	31-Dec-20	23-Nov-23	-	-	-	-	3,000	3,000.0
TCFSL NCD 'I' FY 2020-21	31-Dec-20	30-Nov-23	-	-	-	-	10,000	10,000.0
TCCL NCD 'C' FY 2020-21	31-Dec-20	30-Nov-23	-	-	-	-	2,000	2,000.0
TCHFL NCD "E" FY 2020-21 - Option II	03-Dec-20	01-Dec-23	-	-	-	-	3,000	3,000.0
TCCL NCD 'B' FY 2018-19	18-Dec-18	18-Dec-23	-	-	-	-	600	600.0
TCFSL NCD "H" FY 2018-19 - Option I	19-Dec-18	19-Dec-23	-	-	-	-	1,940	1,940.0
TCFSL NCD "H" FY 2018-19 - Option I - 1 Reissuance on Premium	03-Jan-19	19-Dec-23	-	-	-	-	975	975.0
TCFSL NCD "H" FY 2018-19 - Option I - 2 Reissuance on Premium	15-Feb-19	19-Dec-23	-	-	-	-	300	300.0
TCFSL NCD 'G' FY 2021-22	06-Sep-21	29-Dec-23	-	-	-	-	1,000	1,000.0
TCHFL NCD "AP" FY 2015-16 - Option II	12-Jan-16	12-Jan-24	-	-	-	-	150	150.0
TCHFL NCD "D" FY 2020-21	27-Oct-20	24-Jan-24	-	-	-	-	2,000	2,000.0
TCHFL NCD “J” FY 2021-22	01-Feb-22	31-Jan-24	-	-	-	-	2,000	2,000.0
TCHFL NCD "L" FY 2021-22	23-Feb-22	23-Feb-24	-	-	-	-	5,500	5,500.0
TCHFL NCD "H" FY 2020-21	25-Mar-21	25-Mar-24	-	-	-	-	2,500	2,500.0
TCFSL NCD 'K' FY 2020-21	30-Mar-21	29-Mar-24	-	-	-	-	4,250	4,250.0
TCFSL NCD "A" FY 2022-23 - Option I	29-Apr-22	29-Apr-24	-	-	1,750	1,750.0	1,750	1,750.0
TCFSL NCD 'B' FY 2021-22	10-May-21	10-May-24	-	-	5,000	5,000.0	5,000	5,000.0
TCHFL NCD "A" FY 2021-22	18-May-21	17-May-24	-	-	2,600	2,600.0	2,600	2,600.0
TCFSL NCD "D" FY 2019-20	27-May-19	27-May-24	-	-	2,180	2,180.0	2,180	2,180.0
TCFSL NCD "C" FY 2022-23 - Option II	01-Jun-22	31-May-24	-	-	4,250	4,250.0	4,250	4,250.0
TCCL NCD 'C' FY 2017-18	02-Jun-17	03-Jun-24	-	-	100	100.0	100	100.0
TCFSL NCD "F" FY 2019-20 Option - II	20-Jun-19	20-Jun-24	-	-	885	885.0	885	885.0
TCFSL NCD 'F' FY 2019-20 Op-II Reissuance 1	10-Jul-19	20-Jun-24	-	-	1,000	1,000.0	1,000	1,000.0
TCCL MLD "A" FY 2022-23	12-Jul-22	25-Jun-24	-	-	2,296	2,296.0	2,296	2,296.0
TCHFL NCD “C” Series FY 2022-23	06-Jul-22	05-Jul-24	-	-	1,600	1,600.0	1,600	1,600.0
TCHFL NCD "D" FY 2021-22	20-Jul-21	19-Jul-24	-	-	1,850	1,850.0	1,850	1,850.0
TCCL NCD "B" FY 2021-22	28-Jul-21	26-Jul-24	-	-	3,600	3,600.0	3,600	3,600.0
TCFSL NCD 'D' FY 2021-22	02-Aug-21	02-Aug-24	-	-	2,000	2,000.0	2,000	2,000.0
TCHFL NCD "E" FY 2021-22	15-Sep-21	13-Sep-24	-	-	5,000	5,000.0	5,000	5,000.0
TCHFL NCD "C" FY 2021-22	23-Jun-21	23-Sep-24	-	-	1,350	1,350.0	1,350	1,350.0
TCHFL NCD "C" FY 2021-22 - Reissue No. 1	08-Sep-21	23-Sep-24	-	-	2,000	2,000.0	2,000	2,000.0
TCFSL NCD 'G' FY 2022-23	23-Aug-22	25-Sep-24	-	-	1,640	1,640.0	1,640	1,640.0
TCFSL NCD 'E' FY 2021-22	06-Aug-21	04-Oct-24	-	-	7,000	7,000.0	7,000	7,000.0
TCFSL NCD 'E' FY 2021-22 Premium Reissuance 1 at PAR	24-Aug-21	04-Oct-24	-	-	4,000	4,000.0	4,000	4,000.0
TCCL NCD "C" FY 2021-22	17-Nov-21	15-Nov-24	-	-	3,000	3,000.0	3,000	3,000.0
TCFSL NCD AA FY 2014-15	20-Nov-14	20-Nov-24	-	-	950	950.0	950	950.0
TCCL NCD 'C' FY 2019-20	05-Dec-19	05-Dec-24	-	-	250	250.0	250	250.0
TCFSL NCD AF FY 2014-15-Option-I	08-Dec-14	06-Dec-24	-	-	750	750.0	750	750.0
TCHFL NCD R FY 2014-15	09-Dec-14	09-Dec-24	-	-	2,000	2,000.0	2,000	2,000.0
TCHFL NCD “I” FY 2021-22	17-Dec-21	17-Dec-24	-	-	1,500	1,500.0	1,500	1,500.0
TCFSL NCD "E" FY 2019-20 Option - I	04-Jun-19	15-Jan-25	-	-	300	300.0	300	300.0
TCFSL NCD "E" FY 2019-20 Option - I Reissuance 1	26-Feb-20	15-Jan-25	-	-	350	350.0	350	350.0
TCHFL NCD V FY 2014-15	23-Jan-15	23-Jan-25	-	-	1,500	1,500.0	1,500	1,500.0
TCFSL NCD "K" FY 2022-23 - Option - I	18-Nov-22	27-Mar-25	-	-	560	560.0	560	560.0
TCFSL NCD "B" FY 2020-21 - Option II	29-Apr-20	29-Apr-25	400	400.0	400	400.0	400	400.0
TCFSL NCD "B" FY 2022-23	10-May-22	09-May-25	2,000	2,000.0	2,000	2,000.0	2,000	2,000.0
TCFSL NCD "B" FY 2022-23 Discount Reissuance 1	04-May-23	09-May-25	2,400	2,400.0	2,400	2,400.0	-	-
TCCL Market Linked NCD "B" FY 2022-23	30-Nov-22	30-May-25	500	500.0	500	500.0	500	500.0
TCCL NCD "B" FY 2022-23 Reissue No.1	14-Dec-22	30-May-25	1,610	1,610.0	1,610	1,610.0	1,610	1,610.0
TCHFL NCD"O" FY 2015-16	16-Jun-15	16-Jun-25	200	200.0	200	200.0	200	200.0
TCCL NCD "A" FY 2022-23	21-Jun-22	20-Jun-25	500	500.0	500	500.0	500	500.0
TCFSL NCD "D" FY 2022-23 - Option II	30-Jun-22	25-Jul-25	2,500	2,500.0	2,500	2,500.0	2,500	2,500.0
TCFSL NCD "D" FY 2022-23 - Option II Premium Reissuance 1	03-Aug-22	25-Jul-25	3,250	3,250.0	3,250	3,250.0	3,250	3,250.0
TCFSL NCD "D" FY 2022-23 - Option II Premium Reissuance 2	23-Aug-22	25-Jul-25	2,250	2,250.0	2,250	2,250.0	2,250	2,250.0
TCCL NCD "C" FY 2022-23	26-Dec-22	28-Jul-25	500	500.0	500	500.0	500	500.0
TCHFL NCD D Series FY 2022-23 - Option - I	05-Aug-22	05-Aug-25	2,920	2,920.0	2,920	2,920.0	2,920	2,920.0
TCFSL Market Linked NCD "A" 2022-23	19-Sep-22	19-Aug-25	430	430.0	430	430.0	430	430.0
TCHFL NCD "AE" FY 2015-16	31-Aug-15	29-Aug-25	200	200.0	200	200.0	200	200.0
TCFSL NCD “E” FY 2022-23 Option - I	26-Jul-22	10-Sep-25	1,500	1,500.0	1,500	1,500.0	1,500	1,500.0
TCFSL NCD "E" FY 2022-23 - Option - I - Reissue No.1	04-Nov-22	10-Sep-25	1,110	1,110.0	1,110	1,110.0	1,110	1,110.0
TCHFL NCD "AG" FY 2015-16	08-Oct-15	08-Oct-25	75	75.0	75	75.0	75	75.0
TCFSL NCD “I” FY 2022-23	13-Oct-22	13-Oct-25	350	350.0	350	350.0	350	350.0
TCHFL NCD "G" Series FY 2022-23 - Option - I	03-Nov-22	03-Nov-25	8,000	8,000.0	8,000	8,000.0	8,000	8,000.0
TCHFL NCD "AM" FY 2015-16 - Option I	06-Nov-15	06-Nov-25	350	350.0	350	350.0	350	350.0
TCFSL NCD “K” FY 2022-23 Option II	18-Nov-22	18-Nov-25	1,500	1,500.0	1,500	1,500.0	1,500	1,500.0
TCFSL NCD “K” FY 2022-23 Option II Discount Reissuance 1	05-Dec-22	18-Nov-25	2,000	2,000.0	2,000	2,000.0	2,000	2,000.0
TCFSL NCD “K” FY 2022-23 Option II Premium Reissuance 2	08-Dec-22	18-Nov-25	6,000	6,000.0	6,000	6,000.0	6,000	6,000.0
TCFSL NCD “L” FY 2022-23	08-Dec-22	08-Dec-25	2,000	2,000.0	2,000	2,000.0	2,000	2,000.0
TCHFL NCD "G" FY 2020-21	19-Jan-21	19-Jan-26	850	850.0	850	850.0	850	850.0
TCFSL NCD 'P' FY 2022-23 STRPP I	14-Mar-23	13-Mar-26	2,00,000	20,000.0	2,00,000	20,000.0	2,00,000	20,000.0
TCCL NCD UNLISTED A Series FY 2022-23	23-Mar-23	23-Mar-26	37,500	3,750.0	37,500	3,750.0	37,500	3,750.0
TCHFL NCD "AU" FY 2015-16 Option I	30-Mar-16	30-Mar-26	150	150.0	150	150.0	150	150.0
TCFSL NCD “M” FY 2022-23 Premium	17-Jan-23	17-Apr-26	5,000	5,000.0	5,000	5,000.0	5,000	5,000.0
TCFSL NCD “M” FY 2022-23 Discount Reissuance 1	11-Sep-23	17-Apr-26	3,000	3,000.0	3,000	3,000.0	-	-
TCL MARKET LINKED NCD "A" FY 2024-25 VIS-M	23-Apr-24	23-Apr-26	75,000	7,500.0	-	-	-	-
TCHFL NCD "H" FY 2022-23	08-Feb-23	08-May-26	30,000	3,000.0	30,000	3,000.0	30,000	3,000.0
TCHFL NCD "H" FY 2022-23 – Reissue No. 1	18-May-23	08-May-26	50,000	5,000.0	50,000	5,000.0	-	-
TCFSL NCD “O” FY 2022-23 Option I	21-Feb-23	21-May-26	1,300	1,300.0	1,300	1,300.0	1,300	1,300.0
TCFSL NCD “O” FY 2022-23 Option I Premium Reissuance 1	26-Apr-23	21-May-26	1,800	1,800.0	1,800	1,800.0	-	-
TCFSL NCD ‘O’ FY 2022-23 – Option – I Reissue No. 2-1 Discount	23-Jul-24	21-May-26	2,500	2,500.0	-	-	-	-
TCFSL NCD 'O' FY 2022-23 - Option - I Reissue No. 2-2 Discount	23-Jul-24	21-May-26	7,500	7,500.0	-	-	-	-
TCHFL NCD "B" FY 2021-22	15-Jun-21	15-Jun-26	1,700	1,700.0	1,700	1,700.0	1,700	1,700.0
TCHFL NCD "B" FY 2021-22 – Reissue No. 1	24-Jan-23	15-Jun-26	8,000	8,000.0	8,000	8,000.0	8,000	8,000.0
TCHFL NCD "B" FY 2021-22 Reissue No.2	20-Feb-23	15-Jun-26	1,500	1,500.0	1,500	1,500.0	1,500	1,500.0
TCHFL NCD "J" FY 2016-17	30-Jun-16	30-Jun-26	100	100.0	100	100.0	100	100.0

(Rs. in million)

Description of NCDs	Issue Date	Redemption Date	As at March 31, 2025		As at March 31, 2024		As at March 31, 2023	
			Number of NCDs	Amount	Number of NCDs	Amount	Number of NCDs	Amount
TCHFL NCD "A" FY 2023-24	10-Jul-23	18-Sep-26	25,000	2,500.0	25,000	2,500.0	-	-
TCHFL NCD "A" FY 2023-24 Reissue No.2-3	30-Jul-24	18-Sep-26	17,500	1,750.0	-	-	-	-
TCHFL NCD "A" FY 2023-24 Reissue No.2-2	30-Jul-24	18-Sep-26	2,500	250.0	-	-	-	-
TCHFL NCD "A" FY 2023-24 Reissue No.2-1	30-Jul-24	18-Sep-26	20,000	2,000.0	-	-	-	-
TCHFL NCD "A" Series FY 2023-24 Re-1	16-Jul-24	18-Sep-26	15,000	1,500.0	-	-	-	-
TCFSL NCD 'B' FY 2023-24 STRPP I	03-Aug-23	03-Dec-26	3,00,000	30,000.0	3,00,000	30,000.0	-	-
TCFSL NCD "D" Series FY 2023-24 STRPP-I Re.No.1-1 Premium	07-Mar-25	22-Jan-27	15,000	1,500.0	-	-	-	-
TCFSL NCD "D" Series FY 2023-24 STRPP-I Re.No.1-2 Premium	07-Mar-25	22-Jan-27	25,000	2,500.0	-	-	-	-
TCFSL NCD 'D' FY 2023-24 STRPP I	28-Nov-23	22-Jan-27	1,50,000	15,000.0	1,50,000	15,000.0	-	-
TCHFL NCD "D" FY 2023-24	21-Feb-24	19-Feb-27	90,100	9,010.0	90,100	9,010.0	-	-
TCFSL NCD 'P' FY 2022-23 STRPP II	14-Mar-23	16-Mar-27	2,00,000	200.0	2,00,000	200.0	2,00,000	200.0
TCHFL NCD "C" FY 2023-24	21-Dec-23	19-Mar-27	50,000	5,000.0	50,000	5,000.0	-	-
TCHFL NCD "C" FY 2023-24 – Reissue No. 1	24-Jan-24	19-Mar-27	30,000	3,000.0	30,000	3,000.0	-	-
TCL SECURED "C" FY 2023-24 VIS-M-1	29-Feb-24	10-May-27	85,800	8,580.0	85,800	8,580.0	-	-
TCL SECURED "C" FY 2023-24 VIS-M-2	29-Feb-24	10-May-27	22,500	2,250.0	22,500	2,250.0	-	-
TCL SECURED "C" FY 2023-24 VIS-M-3	29-Feb-24	10-May-27	23,200	2,320.0	23,200	2,320.0	-	-
TCL SECURED "C" FY 2023-24 VIS-M-4	29-Feb-24	10-May-27	5,000	500.0	5,000	500.0	-	-
TCL SECURED "C" FY 2023-24 VIS-M-5	29-Feb-24	10-May-27	27,500	2,750.0	27,500	2,750.0	-	-
TCHFL NCD "A" Series FY 2022-23	18-May-22	18-May-27	1,780	1,780.0	1,780	1,780.0	1,780	1,780.0
TCHFL NCD “A” Series FY 2022-23 – Reissue No. 1	13-Jul-22	18-May-27	4,000	4,000.0	4,000	4,000.0	4,000	4,000.0
TCHFL NCD “A” Series FY 2022-23 – Reissue No. 2	18-May-23	18-May-27	5,000	5,000.0	5,000	5,000.0	-	-
TCHFL NCD “A” Series FY 2022-23 – Reissue No. 3	27-Feb-24	18-May-27	4,000	4,000.0	4,000	4,000.0	-	-
TCFSL NCD “E” FY 2022-23 Option - II	26-Jul-22	26-Jul-27	4,750	4,750.0	4,750	4,750.0	4,750	4,750.0
TCFSL NCD “E” FY 2022-23 Option - II Premium Reissuance 1	23-Aug-22	26-Jul-27	2,500	2,500.0	2,500	2,500.0	2,500	2,500.0
TCFSL NCD E FY 2022-23 Option - II - Re.2 - Discount	19-Jun-24	26-Jul-27	2,900	2,900.0	-	-	-	-
TCHFL NCD D Series FY 2022-23 - Option - II	05-Aug-22	05-Aug-27	2,000	2,000.0	2,000	2,000.0	2,000	2,000.0
TCHFL NCD "D" FY 2022-23-Option-II Reissue No. 1	27-May-24	05-Aug-27	8,500	8,500.0	-	-	-	-
TCHFL NCD D FY 2022-23-Option-II R2-2	18-Jun-24	05-Aug-27	4,500	4,500.0	-	-	-	-
TCHFL NCD D FY 2022-23-Option-II R2-1	18-Jun-24	05-Aug-27	1,500	1,500.0	-	-	-	-
TCHFL NCD "D" FY 2022-23-Option-II Reissue No.3	22-Aug-24	05-Aug-27	1,600	1,600.0	-	-	-	-
TCFSL NCD “H” FY 2022-23	07-Sep-22	07-Sep-27	2,060	2,060.0	2,060	2,060.0	2,060	2,060.0
TCFSL NCD H Series FY 2022-23 - Reissue No. 1 Discount	16-Oct-24	07-Sep-27	4,000	4,000.0	-	-	-	-
TCFSL NCD H Series FY 2022-23 - Reissue No. 1-1 Discount	16-Oct-24	07-Sep-27	2,100	2,100.0	-	-	-	-
TCCL NCD 'A' FY 2020-21	10-Jun-20	10-Sep-27	1,750	1,750.0	1,750	1,750.0	1,750	1,750.0
TCFSL NCD 'D' FY 2022-23 STRPP II	28-Nov-23	23-Sep-27	1,50,000	15,000.0	1,50,000	150.0	-	-
TCFSL NCD "J" Series FY 2022-23 - Reissue No. 4 Premium	19-Mar-25	19-Oct-27	2,780	2,780.0	-	-	-	-
TCFSL NCD “J” FY 2022-23	19-Oct-22	19-Oct-27	5,000	5,000.0	5,000	5,000.0	5,000	5,000.0
TCFSL NCD “J” FY 2022-23 Premium Reissuance 1	08-Dec-22	19-Oct-27	2,500	2,500.0	2,500	2,500.0	2,500	2,500.0
TCFSL NCD J Series FY 2022-23 - Reissue No. 2 Premium	27-Nov-24	19-Oct-27	2,850	2,850.0	-	-	-	-
TCFSL NCD J Series FY 2022-23 - Reissue No. 3 Premium	23-Dec-24	19-Oct-27	5,000	5,000.0	-	-	-	-
TCHFL NCD "G" Series FY 2022-23-Option--II Reissue No.3	30-Jul-24	03-Nov-27	2,000	2,000.0	-	-	-	-
TCHFL NCD "G" Series FY 2022-23 - Option - II	03-Nov-22	03-Nov-27	2,700	2,700.0	2,700	2,700.0	2,700	2,700.0
TCHFL NCD "G" Series FY 2022-23 - Option - II - Reissue No. 1	16-Nov-22	03-Nov-27	4,300	4,300.0	4,300	4,300.0	4,300	4,300.0
TCHFL NCD G Series FY 2022-23-Opt-II Reissue No.3	30-Jul-24	03-Nov-27	3,000	3,000.0	-	-	-	-
TCHFL NCD "G" Series FY 2022-23-Option-	30-Jul-24	03-Nov-27	-	-	-	-	-	-
TCHFL NCD "G Series FY 2022-23-Opt-II R2	16-Jul-24	03-Nov-27	1,900	1,900.0	-	-	-	-
TCFSL NCD 'B' FY 2023-24 STRPP II	03-Aug-23	03-Dec-27	3,00,000	300.0	3,00,000	300.0	-	-
TCFSL NCD Unlisted FY 2023-24	21-Dec-23	21-Dec-27	1,02,500	10,250.0	1,02,500	10,250.0	-	-
TCHFL NCD UNLISTED “A” SERIES FY 2022-23	27-Dec-22	27-Dec-27	11,250	11,250.0	11,250	11,250.0	11,250	11,250.0
TCHFL NCD D FY 2024-25-1	16-Oct-24	14-Jan-28	1,17,600	11,760.0	-	-	-	-
TCFSL NCD “N” FY 2022-23	08-Feb-23	08-Feb-28	1,100	1,100.0	1,100	1,100.0	1,100	1,100.0
TCFSL NCD “N” FY 2022-23 Discount Reissuance 1	21-Feb-23	08-Feb-28	1,520	1,520.0	1,520	1,520.0	1,520	1,520.0
TCFSL NCD N FY 2022-23 - Reissue No. 2-1 Discount	08-Aug-24	08-Feb-28	5,650	5,650.0	-	-	-	-
TCFSL NCD N FY 2022-23 - Reissue No. 2-2 Discount	08-Aug-24	08-Feb-28	250	250.0	-	-	-	-
TCFSL NCD N FY 2022-23 - Reissue No. 2-3 Discount	08-Aug-24	08-Feb-28	100	100.0	-	-	-	-
TCFSL NCD A FY 2023-24-1	19-Jul-23	19-Jul-28	5,650	5,650.0	5,650	5,650.0	-	-
TCFSL NCD “A” FY 2023-24-2	19-Jul-23	19-Jul-28	450	450.0	450	450.0	-	-
TCHFL NCD "E" FY 2024-25	26-Dec-24	24-Jul-28	50,000	5,000.0	-	-	-	-
TCFSL NCD "C" Series FY 2023-24 Reissue No.1 Premium	19-Mar-25	20-Oct-28	10,000	1,000.0	-	-	-	-
TCFSL NCD “C” FY 2023-24	20-Oct-23	20-Oct-28	24,370	2,437.0	24,370	2,437.0	-	-
TCHFL NCD "B" FY 2023-24	13-Dec-23	13-Dec-28	89,800	8,980.0	89,800	8,980.0	-	-
TCFSL NCD "H" FY 2018-19 - Option II	19-Dec-18	19-Dec-28	1,120	1,120.0	1,120	1,120.0	1,120	1,120.0
TCFSL NCD "H" FY 2018-19 - Option II - 1 Reissuance on Premium	03-Jan-19	19-Dec-28	230	230.0	230	230.0	230	230.0
TCFSL NCD "H" FY 2018-19 - Option II - 2 Reissuance on Premium	15-Feb-19	19-Dec-28	550	550.0	550	550.0	550	550.0
TCL SECURED "B" FY 2023-24 VIS-M	13-Feb-24	13-Feb-29	11,500	1,150.0	11,500	1,150.0	-	-
TCL SECURED "A" FY 2024-25 VIS-M-1	21-May-24	21-Mar-29	18,600	1,860.0	-	-	-	-
TCL SECURED "A" FY 2024-25 VIS-M-2	21-May-24	21-Mar-29	14,000	1,400.0	-	-	-	-
TCL SECURED "A" FY 2024-25 VIS-M-3	21-May-24	21-Mar-29	9,000	900.0	-	-	-	-
TCHFL NCD "A" FY 2024-25	18-Jun-24	18-Jun-29	55,000	5,500.0	-	-	-	-
TCHFL NCD "A" FY 2024-25 Reissue No.1-2	07-Aug-24	18-Jun-29	55,000	5,500.0	-	-	-	-
TCHFL NCD "A" FY 2024-25 Reissue No.1-1	07-Aug-24	18-Jun-29	20,000	2,000.0	-	-	-	-
TCFSL NCD "F" FY 2019-20 Option - I	20-Jun-19	20-Jun-29	2,730	2,730.0	2,730	2,730.0	2,730	2,730.0
TCFSL NCD 'F' FY 2019-20 Op-I Reissuance 1	19-Jul-19	20-Jun-29	1,000	1,000.0	1,000	1,000.0	1,000	1,000.0
TCCL NCD 'A' FY 2019-20	15-Jul-19	13-Jul-29	1,400	1,400.0	1,400	1,400.0	1,400	1,400.0
TCHFL NCD "C" Series FY 2024-25	23-Sep-24	21-Sep-29	1,00,000	10,000.0	-	-	-	-
TCCL NCD 'B' FY 2019-20	16-Oct-19	16-Oct-29	600	600.0	600	600.0	600	600.0
TCFSL NCD 'H' FY 2019-20	06-Nov-19	06-Nov-29	1,000	1,000.0	1,000	1,000.0	1,000	1,000.0
TCFSL NCD H 2019-20 Reissue No.1 Premium	26-Sep-24	06-Nov-29	13,000	13,000.0	-	-	-	-
TCHFL NCD "F" 2019-2020	18-Nov-19	16-Nov-29	10,000	10,000.0	10,000	10,000.0	10,000	10,000.0
TCHFL NCD "F" Series FY 2024-25	14-Jan-25	14-Jan-30	90,500	9,050.0	-	-	-	-
TCFSL NCD 'L' FY 2019-20	06-Mar-20	06-Mar-30	10,000	10,000.0	10,000	10,000.0	10,000	10,000.0
TCFSL NCD 'H' FY 2021-22	29-Sep-21	29-Sep-31	950	950.0	950	950.0	950	950.0
TCFSL NCD 'H' FY 2021-22 Discount Reissuance 1	03-Dec-21	29-Sep-31	2,190	2,190.0	2,190	2,190.0	2,190	2,190.0
TCFSL NCD 'H' FY 2021-22 Discount Reissuance 2	16-Dec-21	29-Sep-31	500	500.0	500	500.0	500	500.0
TCFSL NCD 'H' FY 2021-22 Discount Reissuance 3	29-Dec-21	29-Sep-31	850	850.0	850	850.0	850	850.0
TCHFL NCD "F" Series FY 2022-23 - Reissue No. 1	29-Mar-23	17-Oct-31	5,000	5,000.0	5,000	5,000.0	5,000	5,000.0
TCHFL NCD "F" Series FY 2022-23	19-Oct-22	19-Oct-31	10,000	10,000.0	10,000	10,000.0	10,000	10,000.0
TCHFL NCD "G" FY 2021-22	09-Nov-21	07-Nov-31	3,030	3,030.0	3,030	3,030.0	3,030	3,030.0
TCFSL NCD 'I' FY 2021-22	20-Jan-22	20-Jan-32	12,500	12,500.0	12,500.00	12,500.0	12,500.00	12,500.0
TCHFL NCD "K" FY 2021-22	16-Feb-22	16-Feb-32	5,000	5,000.0	5,000.00	5,000.0	5,000.00	5,000.0
TCFSL NCD "A" FY 2022-23 - Option II	29-Apr-22	29-Apr-32	1,810	1,810.0	1,810.00	1,810.0	1,810.00	1,810.0
TCFSL NCD "C" FY 2022-23 - Option I	01-Jun-22	01-Jun-32	2,500	2,500.0	2,500.00	2,500.0	2,500.00	2,500.0
TCHFL NCD “B” Series FY 2022-23	27-Jun-22	25-Jun-32	811	811.0	811.00	811.0	811.00	811.0
TCHFL NCD “B” Series FY 2022-23 – Reissue No. 1	13-Jul-22	25-Jun-32	265	265.0	265.00	265.0	265.00	265.0
TCHFL NCD B Series FY 2022-23 - Reissue No.2	26-Aug-22	25-Jun-32	400	400.0	400.00	400.0	400.00	400.0
TCFSL NCD “F” FY 2022-23	12-Aug-22	12-Aug-32	1,875	1,875.0	1,875.00	1,875.0	1,875.00	1,875.0
TCFSL NCD “F” FY 2022-23 Premium Reissuance 1	25-Sep-23	12-Aug-32	400	400.0	400.00	400.0	-	-
TCHFL NCD "E" Series FY 2022-23	13-Sep-22	13-Sep-32	7,220	7,220.0	7,220.00	7,220.0	7,220.00	7,220.0
TCFSL NCD “O” FY 2022-23 Option II	21-Feb-23	21-Feb-33	810	810.0	810.00	810.0	810.00	810.0
TCFSL NCD “E” FY 2023-24 - 1	07-Dec-23	07-Dec-33	2,49,500	24,950.0	2,49,500.00	24,950.0	-	-
TCFSL NCD “E” FY 2023-24 - 2 Premium	07-Dec-23	07-Dec-33	500	50.0	500.00	50.0	-	-

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Description of NCDs	Issue Date	Redemption Date	As at March 31, 2025		As at March 31, 2024		As at March 31, 2023	
			Number of NCDs	Amount	Number of NCDs	Amount	Number of NCDs	Amount
TCL SECURED "A" FY 2023-24 VIS-M-1	08-Feb-24	08-Feb-34	22,710	2,271.0	22,710.00	2,271.0	-	-
TCL SECURED "A" FY 2023-24 VIS-M-2 Premium	08-Feb-24	08-Feb-34	1,500	150.0	1,500.00	150.0	-	-
TCL A FY 2023-24 VIS-M -1 - Re No. 1 - Discount	27-Jun-24	08-Feb-34	50,200	5,020.0	-	-	-	-
TCHFL NCD "E" FY 2023-24	22-Mar-24	22-Mar-34	1,00,000	10,000.0	1,00,000.00	10,000.0	-	-
TCHFL NCD "B" FY 2024-25	08-Jul-24	07-Jul-34	58,000	5,800.0	-	-	-	-
TCHFL NCD "B" FY 2024-25 Reissue No.1	07-Aug-24	07-Jul-34	27,000	2,700.0	-	-	-	-
TCHFL NCD "B" FY 2024-25 Reissue No.2	30-Sep-24	07-Jul-34	25,000	2,500.0	-	-	-	-
TCL SECURED NCD "B" FY 2024-25 VIS-M	23-Jul-24	21-Jul-34	63,000	6,300.0	-	-	-	-
TCL SECURED NCD "B" FY 2024-25 VIS-M Reissue No. 1 Premium	23-Dec-24	21-Jul-34	13,100	1,310.0	-	-	-	-
TCL SECURED NCD "B" FY 2024-25 VIS-M Reissue No. 2 Premium	23-Dec-24	21-Jul-34	2,000	200.0	-	-	-	-
Total				**5,67,824.0**		**4,47,805.0**		**3,58,187.0**
Add : Interest accrued on borrowing				21,175.1		15,291.7		12,246.4
Add : Unamortised premium				489.5		95.6		103.7
Total				**21,664.6**		**15,387.3**		**12,350.1**
Less : Unamortised discount				(342.7)		(366.6)		(259.7)
Less : Unamortised borrowing cost				(491.6)		(942.6)		(1,944.5)
Privately Placed Non-Convertible Debentures				**5,88,654.3**		**4,61,883.1**		**3,68,332.9**

Note :

1. Coupon rate of above "NCDs" outstanding varies between 6.25% to 9.25% as on March 31, 2025, 5.70% to 9.36% as on March 31, 2024, 5.10% to 9.36% as on March 31, 2023, 4.67% to 9.85% as on March 31, 2022.
2. NCDs outstanding as on March 31, 2025, March 31, 2024, March 31, 2023 are redeemable at par, except "TCFSL NCD "G" FY 2020-21 ZCB" which was redeemed at premium in FY 2023-24.

15.9 Particulars of Public issue of Secured Non-Convertible Debentures outstanding as at :

Description of NCDs	Issue Date	Redemption Date	As at March 31, 2025		As at March 31, 2024		As at March 31, 2023	
			Number of NCDs	Amount	Number of NCDs	Amount	Number of NCDs	Amount
SERIES I TRANCHE II – CATEGORY I & II.	26-Aug-19	26-Aug-22	-	-	-	-	-	-
SERIES I TRANCHE II – CATEGORY III & IV.	26-Aug-19	26-Aug-22	-	-	-	-	-	-
TCHFL NCD "Series I" FY 2019-20	14-Jan-20	14-Jan-23	-	-	-	-	-	-
TCFSL NCD Series II (2019)	27-Sep-18	27-Sep-23	-	-	-	-	1,53,39,499	15,339.5
SERIES II TRANCHE II – CATEGORY I & II.	26-Aug-19	26-Aug-24	-	-	9,77,140	977.1	9,77,140	977.1
SERIES II TRANCHE II – CATEGORY III & IV.	26-Aug-19	26-Aug-24	-	-	34,09,175	3,409.2	34,09,175	3,409.2
TCHFL NCD "Series II" FY 2019-20	14-Jan-20	14-Jan-25	-	-	51,892	51.9	51,892	51.9
TCHFL NCD "Series II" FY 2019-20	14-Jan-20	14-Jan-25	-	-	5,41,471	541.5	5,41,471	541.5
TCHFL NCD "Series III" FY 2019-20	14-Jan-20	14-Jan-25	-	-	3,35,925	335.9	3,35,925	335.9
TCHFL NCD "Series III" FY 2019-20	14-Jan-20	14-Jan-25	-	-	23,48,032	2,348.0	23,48,032	2,348.0
SERIES III TRANCHE II – CATEGORY I & II.	26-Aug-19	26-Aug-27	9,24,814	924.8	9,24,814	924.8	9,24,814	924.8
SERIES III TRANCHE II – CATEGORY III & IV.	26-Aug-19	26-Aug-27	60,03,935	6,003.9	60,03,935	6,003.9	60,03,935	6,003.9
TCHFL NCD "Series IV" FY 2019-20	14-Jan-20	14-Jan-28	12,025	12.0	12,025	12.0	12,025	12.0
TCHFL NCD "Series IV" FY 2019-20	14-Jan-20	14-Jan-28	3,82,776	382.8	3,82,776	382.8	3,82,776	382.8
TCHFL NCD "Series V" FY 2019-20	14-Jan-20	14-Jan-28	1,17,900	117.9	1,17,900	117.9	1,17,900	117.9
TCHFL NCD "Series V" FY 2019-20	14-Jan-20	14-Jan-28	9,05,697	905.7	9,05,697	905.7	9,05,697	905.7
Total (A)				**8,347.1**		**16,010.7**		**31,350.2**
Add: Interest accrued on borrowing				377.2		650.3		1,343.8
Less: Unamortised borrowing cost				(53.7)		(79.7)		(134.0)
				8,670.6		**16,581.3**		**32,560.0**

Note :

1. Coupon rate of above outstanding varies between 8.01% to 8.65% as on March 31, 2025, 7.92% to 8.65% as on March 31, 2024, 7.92% to 8.90% as on March 31, 2023, 7.92% to 8.90% as on March 31, 2022.

15.10 Particulars of Privately Placed unsecured non-convertible debentures ("NCDs") outstanding as at:

Description of NCDs	Issue Date	Redemption Date	As at March 31, 2025		As at March 31, 2024		As at March 31, 2023	
			Number of NCDs	Amount	Number of NCDs	Amount	Number of NCDs	Amount
TCL Unsecured NCD B FY 2019-20 Option II Reissuance	20-Feb-20	03-Jun-22	-	-	-	-	-	-
TCL Unsecured NCD B FY 2019-20 Option II	03-Dec-19	03-Jun-22	-	-	-	-	-	-
TCL Unsecured NCD D FY 2019-20	20-Feb-20	21-Dec-22	-	-	-	-	-	-
TCL Unsecured NCD C FY 2019-20 Option II	07-Feb-20	13-Mar-23	-	-	-	-	-	-
TCL Unsecured NCD C FY 2019-20 Option I	07-Feb-20	28-Jun-23	-	-	-	-	1,250	1,250.0
TCL Unsecured NCD A FY 2020-21 Option II	04-Aug-20	04-Aug-23	-	-	-	-	3,000	3,000.0
TCL Unsecured NCD B FY 2020-21 Option I	25-Feb-21	28-Dec-23	-	-	-	-	3,000	3,000.0
TCL Unsecured NCD A FY 2021-22	18-Jan-22	16-Feb-24	-	-	-	-	4,000	4,000.0
TCL NCD "B" FY 2020-21 - Option - II	25-Feb-21	30-Apr-24	-	-	1,000	1,000.0	1,000	1,000.0
TCL NCD B SERIES FY 2020-21 - OPTION - II - Reissue No. 1	22-Feb-22	30-Apr-24	-	-	3,000	3,000.0	3,000	3,000.0
TCL NCD "B" FY 2021-22	22-Feb-22	28-Mar-25	-	-	3,000	3,000.0	3,000	3,000.0
TCL NCD "B" FY 2021-22-Reissue No.1-1	18-Jul-23	28-Mar-25	-	-	2,950	2,950.0	-	-
TCL NCD "B" FY 2021-22-Reissue No.1-2	18-Jul-23	28-Mar-25	-	-	2,050	2,050.0	-	-
TCL NCD "A" FY 2020-21 - Option - I	04-Aug-20	04-Aug-25	2,050	2,050.0	2,050	2,050.0	2,050	2,050.0
TCL NCD "A" FY 2020-21 - Option - I Reissue No.1-1	21-Aug-23	04-Aug-25	950	950.0	950	950.0	-	-
TCL NCD "A" FY 2020-21 - Option - I Reissue No.1-2	21-Aug-23	04-Aug-25	1,500	1,500.0	1,500	1,500.0	-	-
TCL NCD "A" FY 2020-21 - Option - I Reissue No.1-3	21-Aug-23	04-Aug-25	500	500.0	500	500.0	-	-
TMFL Unsecured NCD "A" FY 2022-23	30-Aug-22	28-Aug-26	7,000	7,000.0	-	-	-	-
TCFSL Unsecured NCD "A" FY 2018-19	19-Mar-19	17-Mar-34	5,900	5,900.0	5,900	5,900.0	5,900	5,900.0
TCFSL Unsecured NCD "A" FY 2019-20	23-Mar-20	23-Mar-35	5,000	5,000.0	5,000	5,000.0	5,000	4,000.0
Total (A)				**22,900.0**		**27,900.0**		**30,200.0**
Add: Interest accrued on borrowing				1,862.8		520.8		636.4
Add : Unamortised Premium				-		0.6		7.8
Less: Unamortised borrowing cost				(4.3)		(6.1)		(7.6)
Less: Unamortised discount				(9.0)		(101.9)		-
				24,749.5		**28,313.4**		**30,836.6**

Note :

1. Coupon rate of above outstanding varies between 7.22% to 8.93% as on March 31, 2025, 6.70% to 8.93% as on March 31, 2024, 6.49% to 8.93% as on March 31, 2023, 6.49% to 9.22% as on March 31, 2022

Tata Capital Limited
Notes forming part of the Restated Consolidated Financial Information (continued)
(Rs. in million)

Note 16: Borrowings (other than debt securities)

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
(A)			
At Amortised Cost			
(a) Term loans			
Secured - From Banks			
(i) Term Loan (Refer note 16.1 and 16.2 below)	7,06,424.1	4,19,733.4	3,31,378.4
(ii) From National Housing Bank (Refer note 16.5 below)	90,234.4	81,974.1	53,411.1
(iii) External commercial borrowing (Refer note 16.2 below)	1,94,289.0	99,729.7	64,405.1
Secured - From Others			
(i) Term Loans (Refer note 16.1 and 16.3 below)	89,748.8	1,30,861.8	53,100.9
(ii) External commercial borrowing (Refer note 16.2 below)	8,310.6	8,022.8	2,508.3
Unsecured - From Banks			
(i) Term Loans (Refer note 16.2 below)	6,535.4	-	-
(b) Loan repayable on demand			
Secured From Banks			
(a) Working capital demand loan (Refer note 16.6 below)	80,156.4	42,697.2	35,510.9
(b) Bank overdraft	501.2	-	3.4
(c) Cash credit (Refer note 16.6 below)	-	0.2	-
Unsecured From banks			
(a) Working capital demand loan (Refer note 16.6 below)	9,749.0	8,000.0	8,503.4
(c) Other loans			
Unsecured - From Others			
(i) Inter corporate deposits from others (Refer note 16.4 below)	255.1	409.6	519.8
Total	**11,86,204.0**	**7,91,428.8**	**5,49,341.3**
(B)			
(i) Borrowings (other than debt securities) in India	9,83,604.4	6,83,676.3	4,82,427.9
(ii) Borrowings (other than debt securities) outside India	2,02,599.6	1,07,752.5	66,913.4
Total	**11,86,204.0**	**7,91,428.8**	**5,49,341.3**

16.1- Loans and advances from banks and others are secured by pari passu charge on the receivables of the Group through Security Trustee.

16.2- Rate of interest payable on term loans varies between 6.25% to 9.36% as on March 31, 2025, 6.50% to 9.38% as on March 31, 2024, 6.40% to 8.99% as on March 31, 2023.

16.3- Rate of interest payable on loans from others varies between 4.19% to 8.17% as on March 31, 2025, 4.24% to 8.35% as on March 31, 2024, 4.24% to 8.35% as on March 31, 2023.

16.4- Rate of interest payable on Inter-corporate deposits varies between 7.50% to 7.50% as on March 31, 2025, 7.60% to 7.80% as on March 31, 2024, 5.20% to 7.20%. as on March 31, 2023.

16.5- Loan from National Housing Bank is secured by way of hypothecation of book debt and guarantee / letter of comfort from Tata Capital Limited and is repayable in March 31, 2025: 1-40, March 31, 2024: 3-39, March 31, 2023: 14-60 quarterly installments. Rate of interest payable on National Housing Bank varies between 2.80% to 8.50% as on March 31, 2025, 2.80% to 8.50% as on March 31, 2024, 2.80% to 8.50% as on March 31, 2023.

16.6- Rate of Interest payable on Cash Credit / Over Draft & Working Capital Demand Loan varies between 7.30% to 8.60% as on March 31, 2025, 7.28% to 8.45% as on March 31, 2024, 6.15% to 8.30% as on March 31, 2023.

16.7- No default has been made in repayment of any borrowings and/or interest for the year ended March 31, 2025, March 31, 2024, March 31, 2023.

16.8 The Group had undrawn borrowing facilities as at March 31, 2025: Rs.2,00,480 million, March 31, 2024: Rs.1,12,232.6 million, March 31, 2023: Rs.1,15,795.1 million.

(Rs. in million)

Note 17: Subordinated liabilities

Particulars	**As at March 31, 2025**	**As at March 31, 2024**	**As at March 31, 2023**
(A)			
At Amortised cost			
Unsecured			
Non-Convertible Subordinated Debentures	81,977.7	66,192.5	47,390.2
Non-Convertible Perpetual Debentures	11,246.7	11,240.9	12,170.3
Cumulative Redeemable Preference Shares	3,305.2	7,953.9	10,701.5
Total	96,529.6	85,387.3	70,262.0
(B)			
(i) Subordinated liabilities in India	96,529.6	85,387.3	70,262.0
(ii) Subordinated liabilities outside India	-	-	-
Total	**96,529.6**	**85,387.3**	**70,262.0**

17.1- Of the above, Cumulative Redeemable Preference Shares amounting to face value as at March 31, 2025: Rs.200 million, March 31, 2024: Rs.505 million, March 31, 2023: Rs.505 million are held by related parties.

17.2- Of the above, subordinated liabilities and perpetual debentures amounting to face value as at March 31, 2025: Rs.8,324.4 million, March 31, 2024: Rs.2,322.4 million, March 31, 2023: Rs.2,341.4 million are held by related parties.

17.3- No default has been made in repayment of subordinated liabilities for the year ended March 31, 2025, March 31, 2024, March 31, 2023.

(Rs. in million)

17.4 Particulars of Subordinated unsecured non-convertible debentures ("NCDs") outstanding as at

Description of NCDs	Issue Date	Redemption Date	As at March 31, 2025		As at March 31, 2024		As at March 31, 2023	
			Number of NCDs	Amount	Number of NCDs	Amount	Number of NCDs	Amount
TCHFL Tier II Bond A FY-2012-13	10-May-12	10-May-22	-	-	-	-	-	-
TCHFL Tier II Bond C FY-2012-13	30-May-12	30-May-22	-	-	-	-	-	-
TCHFL Tier II Bond B FY-2012-13	30-May-12	30-May-22	-	-	-	-	-	-
TCHFL Tier II Bond D FY-2012-13	22-Aug-12	22-Aug-22	-	-	-	-	-	-
TCHFL Tier II Bond E FY-2012-13	28-Mar-13	28-Mar-23	-	-	-	-	-	-
TCHFL Tier II Bond A FY-2013-14	15-Apr-13	15-Apr-23	-	-	-	-	250	250.0
TCHFL Tier II Bond B FY-2013-14	23-Apr-13	23-Apr-23	-	-	-	-	21	21.0
TCHFL Tier II Bond C FY 2013-14	20-May-13	19-May-23	-	-	-	-	10	10.0
TCHFL Tier II Bond D FY 2013-14	10-Jan-14	10-Jan-24	-	-	-	-	77	77.0
TCHFL Tier II Bond E FY 2013-14	18-Mar-14	18-Mar-24	-	-	-	-	4	4.0
TCFSL Tier II Bond ‘A’ FY 2014-15	26-Sep-14	26-Sep-24	-	-	1,000	1,000.0	1,000	1,000.0
TCHFL Tier II Bond A FY 2014-15	26-Sep-14	26-Sep-24	-	-	480	480.0	480	480.0
TCFSL Tier II Bond 'B' FY 2014-15	07-Jan-15	07-Jan-25	-	-	350	350.0	350	350.0
TCFSL Tier II Bond 'C' FY 2014-15	30-Jan-15	30-Jan-25	-	-	750	750.0	750	750.0
TCFSL Tier II Bond 'D' FY 2014-15	31-Mar-15	31-Mar-25	-	-	2,000	2,000.0	2,000	2,000.0
TCHFL Tier-II Bond A FY 2015-16	28-Apr-15	28-Apr-25	400	400.0	400	400.0	400	400.0
TCFSL Tier II Bond 'A' FY 2015-16	22-Jul-15	22-Jul-25	900	900.0	900	900.0	900	900.0
TCHFL Tier II Bond B FY 2015-16	22-Jul-15	22-Jul-25	350	350.0	350	350.0	350	350.0
TCHFL Tier II Bond C FY 2015-16	16-Sep-15	16-Sep-25	100	100.0	100	100.0	100	100.0
TCHFL Tier II Bond D FY 2015-16	21-Sep-15	19-Sep-25	150	150.0	150	150.0	150	150.0
TCHFL Tier II Bond E FY 2015-16	04-Nov-15	04-Nov-25	300	300.0	300	300.0	300	300.0
TCHFL Tier II Bond F FY 2015-16	15-Dec-15	15-Dec-25	250	250.0	250	250.0	250	250.0
TCHFL Tier II Bond G FY 2015-16	17-Dec-15	17-Dec-25	250	250.0	250	250.0	250	250.0
TCHFL Tier II Bond H FY 2015-16	15-Mar-16	13-Mar-26	200	200.0	200	200.0	200	200.0
TCFSL Tier II Bond 'B' FY 2015-16	30-Mar-16	30-Mar-26	2,000	2,000.0	2,000	2,000.0	2,000	2,000.0
TCHFL Tier II Bond A FY 2016-17	04-Aug-16	04-Aug-26	2,000	2,000.0	2,000	2,000.0	2,000	2,000.0
TCFSL Tier-II Bond 'A' FY 2016-17	11-Aug-16	11-Aug-26	2,000	2,000.0	2,000	2,000.0	2,000	2,000.0
TCFSL Tier-II Bond 'B' FY 2016-17	26-Oct-16	26-Oct-26	150	150.0	150	150.0	150	150.0
TMFL TIER II A FY 17-18	13-Nov-17	13-Nov-27	500	500.0	-	-	-	-
TMFL TIER II B FY 17-18	28-Mar-18	28-Mar-28	2,000	2,000.0	-	-	-	-
TMFL TIER II A FY 18-19	31-Aug-18	31-Aug-28	1,000	1,000.0	-	-	-	-
TCFSL NCD Series III (2018)	27-Sep-18	27-Sep-28	2,95,490	295.5	2,95,490	295.5	2,95,490	295.5
TCFSL NCD Series III (2018)	27-Sep-18	27-Sep-28	34,18,488	3,418.5	34,18,488	3,418.5	34,18,488	3,418.5
TCFSL Tier-II Bond 'A' FY 2018-19	28-Dec-18	28-Dec-28	2,000	2,000.0	2,000	2,000.0	2,000	2,000.0
TMFL TIER II B FY 18-19	29-Mar-19	29-Mar-29	1,500	1,500.0	-	-	-	-
TCFSL Tier-II Bond "A" FY 2019-20	16-Apr-19	16-Apr-29	200	200.0	200	200.0	200	200.0
TCFSL Tier II NCD "A" FY 2019-20 Discount Reissuance 1	13-Jun-19	16-Apr-29	650	650.0	650	650.0	650	650.0
TCFSL Tier II NCD "A" FY 2019-20 Premium Reissuance 2	26-Jun-19	16-Apr-29	1,000	1,000.0	1,000	1,000.0	1,000	1,000.0
TCFSL Tier II NCD "A" FY 2019-20 Premium Reissuance 3	29-Jul-19	16-Apr-29	295	295.0	295	295.0	295	295.0
TMFL TIER II A FY 19-20	30-Apr-19	30-Apr-29	1,000	1,000.0	-	-	-	-
TCCL Tier II Bond 'A' FY 2019-20	10-May-19	10-May-29	500	500.0	500	500.0	500	500.0
TCCL Tier II Bond 'A' FY 2019-20 Reissuance no 1	29-May-19	10-May-29	500	500.0	500	500.0	500	500.0
TCCL Tier II Bond 'A' FY 2019-20 Reissuance no 2	27-Jun-19	10-May-29	500	500.0	500	500.0	500	500.0
TMFL TIER II B FY 19-20	31-May-19	31-May-29	2,000	2,000.0	-	-	-	-
SERIES IV TRANCHE II – CATEGORY I & II.	26-Aug-19	26-Aug-29	46,500	46.5	46,500	46.5	46,500	46.5
SERIES IV TRANCHE II – CATEGORY III & IV.	26-Aug-19	26-Aug-29	17,26,973	1,727.0	17,26,973	1,727.0	17,26,973	1,727.0
TCFSL Tier-II Bond "B" FY 2019-20	13-Nov-19	13-Nov-29	1,000	1,000.0	1,000	1,000.0	1,000	1,000.0
TCFSL Tier-II Bond "B" FY 2019-20 Premium Reissuance 1	03-Jan-20	13-Nov-29	700	700.0	700	700.0	700	700.0
TCCL Tier II Bond 'B' FY 2019-20	13-Nov-19	13-Nov-29	500	500.0	500	500.0	500	500.0
TCCL Tier II Bond 'B' FY 2019-20 Reissuance no 1	03-Feb-20	13-Nov-29	1,000	1,000.0	1,000	1,000.0	1,000	1,000.0
TCCL Tier II Bond 'B' FY 2019-20 Reissuance no 2	24-Feb-20	13-Nov-29	500	500.0	500	500.0	500	500.0
TCHFL Tier II Bond Series VI FY-2019-20	14-Jan-20	14-Jan-30	7,80,402	780.4	7,80,402	780.4	7,80,402	780.4
TCCL Tier II Bond 'A' FY 2020-21	28-Jul-20	26-Jul-30	500	500.0	500	500.0	500	500.0
TCCL Tier II Bond 'A' FY 2020-21 Premium Reiss no 1	14-Oct-20	26-Jul-30	500	500.0	500	500.0	500	500.0
TCCL Tier II Bond 'A' FY 2020-21 Premium Reiss no 2	17-Dec-20	26-Jul-30	500	500.0	500	500.0	500	500.0
TCFSL Tier-II Bond "A" FY 2020-21	17-Sep-20	17-Sep-30	750	750.0	750	750.0	750	750.0
TCFSL Tier-II Bond "A" FY 2020-21 Premium Reissuance 1	13-Oct-20	17-Sep-30	1,250	1,250.0	1,250	1,250.0	1,250	1,250.0
TCFSL Tier-II Bond "A" FY 2020-21 Discount Reissuance 2	23-Mar-21	17-Sep-30	1,000	1,000.0	1,000	1,000.0	1,000	1,000.0
TCHFL Tier II Bond A FY 2020-21	11-Jan-21	10-Jan-31	500	500.0	500	500.0	500	500.0
TCHFL Tier II Bond A FY-2021-22	19-Apr-21	18-Apr-31	1,500	1,500.0	1,500	1,500.0	1,500	1,500.0
TCFSL Tier-II Bond "A" FY 2021-22	28-Jun-21	27-Jun-31	1,500	1,500.0	1,500	1,500.0	1,500	1,500.0
TCFSL Tier-II Bond "B" FY 2021-22	24-Nov-21	24-Nov-31	500	5,000.0	500	5,000.0	500	5,000.0
TCHFL Tier II Bond B FY-2021-22	14-Mar-22	12-Mar-32	25	250.0	25	250.0	25	250.0
TCHFL Tier II Bond B FY-2021-22 - Reissue 1	28-Mar-22	12-Mar-32	146	1,460.0	146	1,460.0	146	1,460.0
TCHFL Tier II Bond A FY-2022-23	19-Aug-22	19-Aug-32	129	1,290.0	129	1,290.0	129	1,290.0
TCHFL Tier II Bond A Series FY 2022-23 Reissue No.1	15-Mar-24	19-Aug-32	300	3,000.0	300	3,000.0	-	-
TCFSL Tier-II Bond "A" FY 2023-24	27-Jul-23	27-Jul-33	500	5,000.0	500	5,000.0	-	-
TCFSL Tier-II Bond "A" FY 2023-24 Discount Reissuance 1	16-Nov-23	27-Jul-33	500	5,000.0	500	5,000.0	-	-
TCFSL Tier-II Bond "A" FY 2023-24 Discount Reissuance 2	22-Feb-24	27-Jul-33	240	2,400.0	240	2,400.0	-	-
TCFSL Tier-II Bond "A" FY 2023-24 Discount Reissuance 3	21-Mar-24	27-Jul-33	260	2,600.0	260	2,600.0	-	-
TCL Tier-II Bond "A" FY 2024-25	13-Sep-24	13-Sep-34	250	2,500.0	-	-	-	-
TCL Tier-II Bond "A" FY 2024-25 Premium Reiss 1	23-Jan-25	13-Sep-34	665	6,650.0	-	-	-	-
TCL Tier-II Bond "A" FY 2024-25 Reissue No.2 Premium	27-Mar-25	13-Sep-34	50	500.0	-	-	-	-
TCL Tier-II Bond "A" FY 2024-25 Reissue No.2-2 Premium	27-Mar-25	13-Sep-34	200	2,000.0	-	-	-	-
TOTAL				**78,312.9**		**63,242.9**		**45,604.9**
Add: Interest accrued but not due				3,767.5		3,200.9		1,871.8
Add : Unamortised premium				31.9		31.4		37.0
Add : Unamortised fair valuation				155.6		-		-
Less : Unamortised borrowing cost				(169.7)		(146.7)		(112.6)
Less : Unamortised discount				(120.5)		(136.0)		(10.9)
Total				**81,977.7**		**66,192.5**		**47,390.2**

Note:
1. Coupon rate of above outstanding varies between 7.30% to 10.25% as on March 31, 2025, 7.30% to 10.15% as on March 31, 2024, 7.30% to 10.15% as on March 31, 2023, 7.33% to 10.25% as on March 31, 2

17.5 Particulars of Perpetual unsecured non-convertible debentures ("NCDs") outstanding as at :

Description of NCDs	Issue Date	Redemption Date	As at March 31, 2025		As at March 31, 2024		As at March 31, 2023	
			Number of NCDs	Amount	Number of NCDs	Amount	Number of NCDs	Amount
TCFSL Perpetual 'A' FY 2013-14	27-Mar-14	27-Mar-24	-	-	-	-	1,871	935.5
TCFSL Perpetual 'A' FY 2015-16	16-Jul-15	16-Jul-25	1,000.00	1,000.0	1,000	1,000.0	1,000	1,000.0
TCFSL Perpetual 'B' FY 2015-16	06-Jan-16	06-Jan-26	500.00	500.0	500	500.0	500	500.0
TCFSL Perpetual 'C' FY 2015-16	02-Feb-16	02-Feb-26	500.00	500.0	500	500.0	500	500.0
TCFSL Perpetual 'D' FY 2015-16	09-Feb-16	09-Feb-26	1,000.00	1,000.0	1,000	1,000.0	1,000	1,000.0
TCFSL Perpetual 'E' FY 2015-16	23-Mar-16	23-Mar-26	1,000.00	1,000.0	1,000	1,000.0	1,000	1,000.0
TCFSL Perpetual 'A' FY 2016-17	30-Jun-16	30-Jun-26	500.00	500.0	500	500.0	500	500.0
TCFSL Perpetual 'B' FY 2016-17	13-Jan-17	13-Jan-27	100.00	100.0	100	100.0	100	100.0
TCFSL Perpetual 'C' FY 2016-17	08-Mar-17	08-Mar-27	400.00	400.0	400	400.0	400	400.0
TCFSL Perpetual 'A' FY 2017-18	21-Jun-17	21-Jun-27	500.00	500.0	500	500.0	500	500.0
TCFSL Perpetual 'B' FY 2017-18	14-Jul-17	14-Jul-27	500.00	500.0	500	500.0	500	500.0
TCFSL Perpetual 'C' FY 2017-18	11-Sep-17	11-Sep-27	930.00	930.0	930	930.0	930	930.0
TCFSL Perpetual 'D' FY 2017-18	26-Mar-18	26-Mar-28	1,250.00	1,250.0	1,250	1,250.0	1,250	1,250.0
TCFSL Perpetual 'A' FY 2020-21	30-Sep-20	30-Sep-30	1,000.00	1,000.0	1,000	1,000.0	1,000	1,000.0
TCFSL Perpetual 'B' FY 2020-21	19-Oct-20	21-Oct-30	750.00	750.0	750	750.0	750	750.0
TCFSL Perpetual 'A' FY 2021-22	28-Feb-22	01-Mar-32	100.00	1,000.0	100	1,000.0	100	1,000.0
Total (A)				**10,930.0**		**10,930.0**		**11,865.5**
Add: Interest accrued on borrowing				334.3		335.2		336.5
Less: Unamortised borrowing cost				(17.6)		(24.3)		(31.7)
				11,246.7		**11,240.9**		**12,170.3**

Note :
1. Coupon rate of above outstanding varies between 7.89% to 9.99% as on March 31, 2025, 7.89% to 9.99% as on March 31, 2024, 7.89% to 10.95% as on March 31, 2023, 8.10% to 11.25% as on March 31, 202

(Rs. in million)

17.6 Particulars of Cumulative Redeemable Preference Shares outstanding as at

Particulars	Tranche	No of shares	Allotment Date	Redemption Date/ Actual Redemption Date	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
7.50% Cumulative Redeemable Preference Shares of Rs. 1,000 each	T	12,76,000	March 10, 2017	March 9, 2024	-	-	1,276.0
	U	6,04,500	July 7, 2017	July 6, 2024	-	604.5	604.5
	V	7,36,000	July 12, 2017	July 11, 2024	-	736.0	736.0
	W	6,69,500	July 26, 2017	July 25, 2024	-	669.5	669.5
7.33% Cumulative Redeemable Preference Shares of Rs. 1,000 each	X	7,50,000	July 28, 2017	July 27, 2024	-	750.0	750.0
	Y	6,59,500	August 4, 2017	August 3, 2024	-	659.5	667.2
7.15% Cumulative Redeemable Preference Shares of Rs. 1,000 each	Z	6,45,500	September 15, 2017	September 14, 2024	-	645.5	645.5
7.10% Cumulative Redeemable Preference Shares of Rs. 1,000 each	AA	5,83,700	September 29, 2017	September 28, 2024	-	583.7	583.7
	AB	2,81,000	April 20, 2018	April 19, 2025	281.0	281.0	281.0
	AC	1,54,550	May 10, 2018	May 9, 2025	154.6	154.6	154.6
	AD	2,97,000	June 15, 2018	June 14, 2025	297.0	297.0	297.0
7.75% Cumulative Redeemable Preference Shares of Rs. 1,000 each	AE	3,64,500	March 13, 2019	March 12, 2026	364.5	364.5	364.0
	AE	35,500	March 13, 2019	May 15, 2023	-	-	35.6
7.50% Cumulative Redeemable Preference Shares of Rs. 1,000 each	AF	2,42,000	June 12, 2019	June 11, 2026	242.0	242.0	241.5
	AF	1,58,000	June 12, 2019	September 14, 2023	-	-	157.7
	AG	90,000	June 28, 2019	June 27, 2026	90.0	90.0	89.8
	AG	3,10,000	June 28, 2019	September 14, 2023	-	-	309.2
	AH	1,98,000	August 7, 2019	August 6, 2026	198.0	198.0	198.0
	AH	1,92,000	August 7, 2019	October 31, 2023	-	-	192.0
	AI	1,50,000	August 28, 2019	August 27, 2026	150.0	150.0	150.1
	AI	2,50,000	August 28, 2019	October 31, 2023	-	-	250.0
	AJ	2,76,200	August 30, 2019	August 29, 2026	276.2	276.2	276.2
	AJ	1,23,800	August 30, 2019	October 31, 2023	-	-	123.8
	AK	3,17,500	September 4, 2019	September 3, 2026	317.5	317.5	317.3
	AK	82,500	September 4, 2019	January 10, 2024	-	-	82.4
	AL	2,11,900	September 9, 2019	September 8, 2026	211.9	211.9	211.7
	AL	1,88,100	September 9, 2019	January 10, 2024	-	-	187.9
	AM	4,50,000	September 18, 2019	September 17, 2026	450.0	450.0	449.8
	AN	2,72,500	September 24, 2019	September 23, 2026	272.5	272.5	272.1
	AN	1,27,500	September 24, 2019	March 8, 2024	-	-	127.4
Total					**3,305.2**	**7,953.9**	**10,701.5**

(Rs. in million)

Note 18: Other financial liabilities

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
At Amortised cost			
Security deposits	4,319.7	5,521.8	4,964.8
Payable for capital expenditure	754.1	676.5	543.3
Advances from customers	680.7	507.4	455.3
Accrued employee benefit expense	3,505.1	3,031.3	1,987.0
Unclaimed matured debentures, unclaimed dividend on preference shares,and accrued interest thereon	39.9	41.8	20.8
Payable under letter of credit/buyers credit facility	1,253.1	2,306.6	2,248.5
Amounts payable - assigned loans	3,973.0	19.8	37.7
Book overdraft	628.8	1,089.2	9,268.9
Claimed amount under CGTMSE, ECLGS and other arrangements	3,002.3	386.4	326.9
Margin money towards derivative variation	3,384.7	183.3	-
Other financial liabilities	584.9	120.5	55.3
Total	**22,126.3**	**13,884.6**	**19,908.5**

Note 19 : Provisions

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
At Amortised cost			
(a) Provision for employee benefits			
Gratuity (net)	287.7	14.7	-
Provision for compensated absences and Superannuation allowance	623.6	360.9	284.1
Long-term service award	35.7	18.7	16.6
Share based payments to employees	8.6	8.6	8.6
(b) Others			
Provision for Indirect Taxes	1,198.2	68.6	44.1
Provision for consumer Disputes	83.9	-	-
Provision for off balance sheet exposure	564.5	665.4	685.3
Total	**2,802.2**	**1,136.9**	**1,038.7**

Note 20: Other non-financial liabilities

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
At Amortised cost			
Statutory dues	2,383.4	1,948.1	1,235.5
Revenue received in advance	15.0	11.5	204.6
Margin money received under Letter of credit/Buyer's credit	8.1	107.5	98.2
Other payables	830.1	582.2	565.9
Total	**3,236.6**	**2,649.3**	**2,104.2**

(Rs. in million)

Note 21: Equity share capital

(I) Share capital authorised, issued, subscribed and paid up

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Authorised:				
Equity Shares of Rs 10 each	7,75,00,00,000	77,500.0	7,75,00,00,000	77,500.0
Preference shares of Rs 1000 each	3,25,00,000	32,500.0	3,25,00,000	32,500.0
Preference shares of Rs 10 each	3,00,00,00,000	30,000.0	3,00,00,00,000	30,000.0
	10,78,25,00,000	**1,40,000.0**	**10,78,25,00,000**	**1,40,000.0**
Issued, Subscribed & Paid up:				
Equity shares of Rs 10 each fully paid	3,79,99,27,250	37,999.3	3,74,64,07,148	37,464.1
Less: Net shares issued to employees by ESOP trust	(3,74,86,984)	(374.9)	(4,33,52,729)	(433.5)
	3,76,24,40,266	**37,624.4**	**3,70,30,54,419**	**37,030.6**
Add/(Less): Loans to Employees (net)		-		(0.1)
Total	**3,76,24,40,266**	**37,624.4**	**3,70,30,54,419**	**37,030.5**

Particulars	As at March 31, 2023	
	No. of Shares	Amount
Authorised:		
Equity Shares of Rs 10 each	4,75,00,00,000	47,500.0
Preference shares of Rs 1000 each	3,25,00,000	32,500.0
Preference shares of Rs 10 each	-	-
	4,78,25,00,000	**80,000.0**
Issued, Subscribed & Paid up:		
Equity shares of Rs 10 each fully paid	3,56,01,19,841	35,601.2
Less: Net shares issued to employees by ESOP trust	(5,30,39,007.0)	(530.4)
	3,50,70,80,834	**35,070.8**
Add/(Less): Loans to Employees (net)	-	(0.1)
Total	**3,50,70,80,834**	**35,070.7**

(II) Terms/rights attached to equity shares

The Holding Company has issued and allotted 5,35,20,102 Equity Shares of face value Rs. 10 each, at premium of Rs 271 per share during the year ended March 31, 2025.

The Holding Company has issued and allotted 6,13,81,377 & 5,32,57,371 Equity Shares of face value Rs. 10 each, at premium of Rs 152.90 & 178.40 per share recpectively during the year ended March 31, 2024.

The Holding Company has issued and allotted 4,39,52,097 Equity Shares of face value Rs. 10 each, at premium of Rs 125.10 per share during the year ended March 31, 2023.

(III) Reconciliation of the shares outstanding at the beginning and at the end of the year

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the year	3,70,30,54,419	37,030.5	3,50,70,80,834	35,070.7
Issued during the year	5,35,20,102	535.2	18,62,87,307	1,862.8
Add: Subscription of right issue by ESOP trust	(5,41,200)	(5.4)	(15,92,510)	(15.9)
Add/(less): Net shares issued to employees by ESOP trust	64,06,946	64.0	1,12,78,788	112.8
Add/(Less): Loans to Employees (net)	-	0.1	-	0.1
Total	**3,76,24,40,267**	**37,624.4**	**3,70,30,54,419**	**37,030.5**

Particulars	As at March 31, 2023	
	No. of Shares	Amount
At the beginning of the year	3,46,33,69,745	34,633.5
Issued during the year	4,39,52,097	439.5
Shares proposed to be issued pursuant to merger	-	-
Add: Subscription of right issue by ESOP trust	(6,63,088)	(6.6)
Add/(less): Net shares issued to employees by ESOP trust	4,22,080	4.2
Add/(Less): Loans to Employees (net)	-	0.1
Total	**3,50,70,80,834**	**35,070.7**

(Rs. in million)

(IV) Equity shares in the Company held by the holding company

	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	**Amount**	**No. of Shares**	**Amount**
Tata Sons Private Limited	3,52,86,81,463	35,286.8	3,47,77,15,784	34,777.2
	3,52,86,81,463	**35,286.8**	**3,47,77,15,784**	**34,777.2**

	As at March 31, 2023	
	No. of Shares	**Amount**
Tata Sons Private Limited	3,36,86,83,388	33,686.8
	3,36,86,83,388	**33,686.8**

(V) Details of shareholders holding more than 5% shares in the company

Equity Shares	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	**% holding**	**No. of Shares**	**% holding**
Tata Sons Private Limited	3,52,86,81,463	92.9%	3,47,77,15,784	92.8%

Equity Shares	As at March 31, 2023	
	No. of Shares	**% holding**
Tata Sons Private Limited	3,36,86,83,388	94.6%

Rights, preferences and restrictions attached to shares

The Company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders at the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(VI) Details of shares held by promoters

Name of Promoters	As at March 31, 2025		**% change during the year**
	No. of Shares	**% holding**	
Tata Sons Private Limited	3,52,86,81,463	92.9%	1.5%

Name of Promoters	As at March 31, 2024		**% change during the year**
	No. of Shares	**% holding**	
Tata Sons Private Limited	3,47,77,15,784	92.8%	3.2%

Name of Promoters	As at March 31, 2023		**% change during the year**
	No. of Shares	**% holding**	
Tata Sons Private Limited	3,36,86,83,388	94.6%	1.3%

(VII) Capital Management

The objective of the Group's Capital Management is to maximise shareholder value, safeguard business continuity and support the growth of its subsidiaries. The Group determines the capital requirement based on annual operating plans and long-term and other strategic investment plans. The funding requirements are met through loans and operating cash flows generated.

Tata Capital Limited
Notes forming part of the Restated Consolidated Financial Information (continued)
(Rs. in million)

(VIII) Employee stock option scheme
The Company is required to present disclosures as required by Para 44, 45, 46, 47, 50, 51 and 52 of Ind AS 102. It is required to present scheme wise terms and conditions of the ESOP schemes, present for the employees of the Company.

A. Description of share based payments:

Particulars	ESOP 2018	ESOP 2019	ESOP 2020	ESOP 2021	ESOP 2021 RSU	ESOP 2022
i. Vesting requirements	20% at the end of each 12 and 24 months and 30% at the end of each 36 and 48 months from the date of grant	20% at the end of each 12 and 24 months and 30% at the end of each 36 and 48 months from the date of grant	20% at the end of each 12 and 20 months and 30% at the end of each 32 and 44 months from the date of grant	20% at the end of each 12 and 24 months and 30% at the end of each 36 and 48 months from the date of grant	100% at the end of 36 months from the date of grant	20% at the end of each 12 and 24 months and 30% at the end of each 36 and 48 months from the date of grant
ii. Maximum term of option	7 years	7 years	7 years	7 years	3 years	7 years
iii. Method of settlement	Equity settled	Equity settled	Equity settled	Equity settled	Equity settled	Equity settled
iv. Modifications to share based payment plans	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
iv. Any other details as disclosed in the audited Ind AS financial statements	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

Particulars	ESOP 2023	ESOP 2023(Special Scheme)	ESOP 2024
i. Vesting requirements	20% at the end of each 12 and 24 months and 30% at the end of each 36 and 48 months from the date of grant	100% at the end of 36 months from the date of grant	20% at the end of each 12 and 24 months and 30% at the end of each 36 and 48 months from the date of grant
ii. Maximum term of option	7 years	7 years	7 years
iii. Method of settlement	Equity settled	Equity settled	Equity settled
iv. Modifications to share based payment plans	N.A.	N.A.	N.A.
iv. Any other details as disclosed in the audited Ind AS financial statements	N.A.	N.A.	N.A.

B. Summary of share based payments

March 31, 2025

Particulars	ESOP 2018	ESOP 2019	ESOP 2020	ESOP 2021	ESOP 2021 RSU	ESOP 2022
Outstanding balance at the beginning of the period	18,97,750	21,70,000	37,97,500	39,74,000	21,90,433	44,01,990
Options granted	-	-	-	-	-	-
Options forfeited	-	-	-	22,500	7,99,376	40,368
Options exercised	5,97,750	4,20,000	14,43,750	10,14,000	13,91,057	7,09,736
Options expired	-	-	-	-	-	-
Options lapsed	-	-	-	-	-	-
Options outstanding at the end of the period	**13,00,000**	**17,50,000**	**23,53,750**	**29,37,500**	**-**	**36,51,886**
Options exercisable at the end of the period	13,00,000	17,50,000	23,53,750	14,35,625	-	7,23,784
For share options exercised:						
Weighted average exercise price at date of exercise						
Money realized by exercise of options (In million)						
For share options outstanding						
Range of exercise prices (In Rs.)	50.6	51.0	40.3	51.8	51.8	85.0
Average remaining contractual life of options	0.5	1.3	2.3	3.3	-	4.2
Modification of plans	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Incremental fair value on modification	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

Particulars	ESOP 2023	ESOP 2023(Special Scheme)	ESOP 2024	Total
Outstanding balance at the beginning of the period	60,30,310	10,02,500	-	2,54,64,483
Options granted	-	-	52,36,540	52,36,540
Options forfeited	1,33,774	-	73,810	10,69,828
Options exercised	8,30,653	-	-	64,06,946
Options expired	-	-	-	-
Options lapsed	-	-	-	-
Options outstanding at the end of the period	**50,65,883**	**10,02,500**	**51,62,730**	**2,32,24,249**
Options exercisable at the end of the period	3,70,835	-	-	79,33,994
For share options exercised:				
Weighted average exercise price at date of exercise				-
Money realized by exercise of options (In million)				-
For share options outstanding				
Range of exercise prices (In Rs.)	151.2	151.2	226.4	
Average remaining contractual life of options	5.2	5.2	6.2	4.2
Modification of plans	N.A.	N.A.	N.A.	
Incremental fair value on modification	N.A.	N.A.	N.A.	

March 31, 2024

Particulars	ESOP 2018	ESOP 2019	ESOP 2020	ESOP 2021	ESOP 2021 RSU	ESOP 2022
Outstanding balance at the beginning of the period	54,90,000	55,80,000	64,64,000	52,23,750	22,55,095	50,90,730
Options granted	-	-	-	-	-	-
Options forfeited	25,000	15,000	66,000	97,500	64,662	1,22,552
Options exercised	35,67,250	33,95,000	26,00,500	11,52,250	-	5,66,188
Options expired	-	-	-	-	-	-
Options lapsed	-	-	-	-	-	-
Options outstanding at the end of the period	**18,97,750**	**21,70,000**	**37,97,500**	**39,74,000**	**21,90,433**	**44,01,990**
Options exercisable at the end of the period	18,97,750	21,70,000	26,58,250	15,89,600	-	8,80,398
For share options exercised:						
Weighted average exercise price at date of exercise						
Money realized by exercise of options (In million)						
For share options outstanding						
Range of exercise prices (In Rs.)	50.6	51.0	40.3	51.8	51.8	85.0
Average remaining contractual life of options	1.5	2.3	3.3	4.3	0.5	5.2
Modification of plans	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Incremental fair value on modification	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

Particulars	ESOP 2023	ESOP 2023(Special Scheme)	Total
Outstanding balance at the beginning of the period	-	-	3,01,03,575
Options granted	61,96,670	10,02,500	71,99,170
Options forfeited	1,66,360	-	5,57,074
Options exercised	-	-	1,12,81,188
Options expired	-	-	-
Options lapsed	-	-	-
Options outstanding at the end of the period	**60,30,310**	**10,02,500**	**2,54,64,483**
Options exercisable at the end of the period	-	-	91,95,998
For share options exercised:			
Weighted average exercise price at date of exercise			50.20
Money realized by exercise of options (In million)			566.3
For share options outstanding			
Range of exercise prices (In Rs.)	151.2	151.2	
Average remaining contractual life of options	6.2	6.2	3.4
Modification of plans	N.A.	N.A.	
Incremental fair value on modification	N.A.	N.A.	

March 31, 2023

Particulars	ESOP 2018	ESOP 2019	ESOP 2020	ESOP 2021	ESOP 2021 RSU
Outstanding balance at the beginning of the period	56,40,000	57,25,000	66,62,500	53,62,500	23,11,674
Options granted	-	-	-	-	-
Options forfeited	-	22,500	49,500	1,31,250	56,579
Options exercised	1,50,000	1,22,500	1,49,000	7,500	-
Options expired	-	-	-	-	-
Options lapsed	-	-	-	-	-
Options outstanding at the end of the period	**54,90,000**	**55,80,000**	**64,64,000**	**52,23,750**	**22,55,095**
Options exercisable at the end of the period	54,90,000	39,06,000	25,85,600	10,44,750	-
For share options exercised:					
Weighted average exercise price at date of exercise					
Money realized by exercise of options (In million)					
For share options outstanding					
Range of exercise prices (In Rs.)	50.6	51.0	40.3	51.8	51.8
Average remaining contractual life of options	2.5	3.3	4.3	5.3	1.5
Modification of plans	N.A.	N.A.	N.A.	N.A.	N.A.
Incremental fair value on modification	N.A.	N.A.	N.A.	N.A.	N.A.

Particulars	ESOP 2022	Total
Outstanding balance at the beginning of the period	-	2,57,01,674
Options granted	51,02,730	51,02,730
Options forfeited	12,000	2,71,829
Options exercised	-	4,29,000
Options expired	-	-
Options lapsed	-	-
Options outstanding at the end of the period	**50,90,730**	**3,01,03,575**
Options exercisable at the end of the period	-	1,30,26,350
For share options exercised:		
Weighted average exercise price at date of exercise		47.20
Money realized by exercise of options (In million)		20.2
For share options outstanding		
Range of exercise prices (In Rs.)	85.0	
Average remaining contractual life of options	6.2	4.1
Modification of plans	N.A.	
Incremental fair value on modification	N.A.	

Tata Capital Limited
Notes forming part of the Restated Consolidated Financial Information (continued)
(Rs. in million)

C. Valuation of stock options

The fair value of services received in return for share options granted is based on the fair value of share options granted, measured using the Black & Scholes formula. The inputs used in measuring the fair values at grant date of the equity-settled share based payment plans were as follows :

As at March 31, 2025

Particulars	ESOP 2018	ESOP 2019	ESOP 2020	ESOP 2021	ESOP 2022
Share price (in Rs):	50.6	51.0	40.3	51.8	85.0
Exercise Price (in Rs):	50.6	51.0	40.3	51.8	85.0
Fair value of option (in Rs):	23.3	23.0	17.1	22.3	40.4
Valuation model used:	Black Scholes valuation	Black Scholes valuation	Black Scholes valuation	Black Scholes	Black Scholes valuation
Expected Volatility:	0.4	0.4	0.4	0.4	0.4
Basis of determination of expected volatility:	Average historical volatility over 4.85 years of comparable companies	Average historical volatility over 4.85 years of comparable companies	Historical volatility of equity shares of comparable companies over the period ended December 15,2020 based on the life of options	Historical volatility of equity shares of comparable companies over the period ended October 01,2021 based on the life of options	Historical volatility of equity shares of comparable companies over the period ended May 31,2022 based on the life of options
Contractual Option Life (years):	7	7	7	7	7
Expected dividends:	-	-	-	-	-
Risk free interest rate:	8.0%	6.3%	5.2%	5.9%	7.1%
Vesting Dates	20% vesting on September 30, 2019	20% vesting on August 01, 2020	20% vesting on December 14, 2021	20% vesting on September 30, 2022	20% vesting on May 31, 2023
	40% vesting on September 30, 2020	40% vesting on August 01, 2021	40% vesting on July 31, 2022	40% vesting on July 31, 2023	40% vesting on May 31, 2024
	70% vesting on September 30, 2021	70% vesting on August 01, 2022	70% vesting on July 31, 2023	70% vesting on July 31, 2024	70% vesting on May 31, 2025
	100% vesting on September 30, 2022	100% vesting on August 01, 2023	100% vesting on July 31, 2024	100% vesting on July 31, 2025	100% vesting on May 31, 2026
Valuation of incremental fair value on modification	N.A.	N.A.	N.A.	N.A.	N.A.

Particulars	ESOP 2023	ESOP 2023 Special Scheme	ESOP 2024
Share price (in Rs):	151.2	151.2	226.4
Exercise Price (in Rs):	151.2	151.2	226.4
Fair value of option (in Rs):	71.2	72.7	105.2
Valuation model used:	Black Scholes valuation	Black Scholes valuation	Black Scholes valuation
Expected Volatility:	0.4	0.4	0.4
Basis of determination of expected volatility:	Historical volatility of equity shares of comparable companies over the period ended May 31,2023 based on the life of options	Historical volatility of equity shares of comparable companies over the period ended May 31,2023 based on the life of options	As per the standard deviation of comparable companies of TCL for corresponding option lifetime
Contractual Option Life (years):	7	7	7
Expected dividends:	-	-	0.1%
Risk free interest rate:	7.1%	7.1%	6.9%
Vesting Dates	20% vesting on May 31, 2024	100% vesting on May 31, 2026	20% vesting on June 30, 2025
	40% vesting on May 31, 2025	-	40% vesting on May 31, 2026
	70% vesting on May 31, 2026	-	70% vesting on May 31, 2027
	100% vesting on May 31, 2027	-	100% vesting on May 31, 2028
Valuation of incremental fair value on modification	N.A.	N.A.	N.A.

Note - Valuation of stock option granted in ESOP 2021 RSU scheme is not applicable since exercise price is Rs. Nil

As at March 31, 2024

Particulars	ESOP 2018	ESOP 2019	ESOP 2020	ESOP 2021	ESOP 2022
Share price (in Rs):	50.6	51.0	40.3	51.8	85.0
Exercise Price (in Rs):	50.6	51.0	40.3	51.8	85.0
Fair value of option (in Rs):	23.3	23.0	17.1	22.3	40.4
Valuation model used:	Black Scholes valuation	Black Scholes valuation	Black Scholes valuation	Black Scholes valuation	Black Scholes valuation
Expected Volatility:	0.4	0.4	0.4	0.4	0.4
Basis of determination of expected volatility:	Average historical volatility over 4.85 years of comparable companies	Average historical volatility over 4.85 years of comparable companies	Historical volatility of equity shares of comparable companies over the period ended December 15,2020 based on the life of options	Historical volatility of equity shares of comparable companies over the period ended October 01,2021 based on the life of options	Historical volatility of equity shares of comparable companies over the period ended May 31,2022 based on the life of options
Contractual Option Life (years):	7	7	7	7	7
Expected dividends:	-	-	-	-	-
Risk free interest rate:	8.0%	6.3%	5.2%	5.9%	7.1%
Vesting Dates	20% vesting on September 30, 2019	20% vesting on August 01, 2020	20% vesting on December 14, 2021	20% vesting on September 30, 2022	20% vesting on May 31, 2023
	40% vesting on September 30, 2020	40% vesting on August 01, 2021	40% vesting on July 31, 2022	40% vesting on July 31, 2023	40% vesting on May 31, 2024
	70% vesting on September 30, 2021	70% vesting on August 01, 2022	70% vesting on July 31, 2023	70% vesting on July 31, 2024	70% vesting on May 31, 2025
	100% vesting on September 30, 2022	100% vesting on August 01, 2023	100% vesting on July 31, 2024	100% vesting on July 31, 2025	100% vesting on May 31, 2026
Valuation of incremental fair value on modification	N.A.	N.A.	N.A.	N.A.	N.A.

Particulars	ESOP 2023	ESOP 2023 Special Scheme
Share price (in Rs):	151.2	151.2
Exercise Price (in Rs):	151.2	151.2
Fair value of option (in Rs):	71.2	72.7
Valuation model used:	Black Scholes valuation	Black Scholes valuation
Expected Volatility:	0.4	0.4
Basis of determination of expected volatility:	Historical volatility of equity shares of comparable companies over the period ended May 31,2023 based on the life of options	Historical volatility of equity shares of comparable companies over the period ended May 31,2023 based on the life of options
Contractual Option Life (years):	7	7
Expected dividends:	-	-
Risk free interest rate:	7.1%	7.1%
Vesting Dates	20% vesting on May 31, 2024	100% vesting on May 31, 2026
	40% vesting on May 31, 2025	
	70% vesting on May 31, 2026	
	100% vesting on May 31, 2027	
Valuation of incremental fair value on modification	N.A.	N.A.

Note - Valuation of stock option granted in ESOP 2021 RSU scheme is not applicable since exercise price is Rs. Nil

(Rs. in million)

As at March 31, 2023

Particulars	ESOP 2018	ESOP 2019	ESOP 2020	ESOP 2021	ESOP 2022
Share price (in Rs):	50.6	51.0	40.3	51.8	85.0
Exercise Price (in Rs):	50.6	51.0	40.3	51.8	85.0
Fair value of option (in Rs):	23.3	23.0	17.1	22.3	40.4
Valuation model used:	Black Scholes valuation	Black Scholes valuation	Black Scholes valuation	Black Scholes valuation	Black Scholes valuation
Expected Volatility:	0.4	0.4	0.4	0.4	0.4
Basis of determination of expected volatility:	Average historical volatility over 4.85 years of comparable companies	Average historical volatility over 4.85 years of comparable companies	Historical volatility of equity shares of comparable companies over the period ended December 15,2020 based on the life of options	Historical volatility of equity shares of comparable companies over the period ended October 01,2021 based on the life of options	Historical volatility of equity shares of comparable companies over the period ended May 31,2022 based on the life of options
Contractual Option Life (years):	7	7	7	7	7
Expected dividends:	-	-	-	-	-
Risk free interest rate:	8.0%	6.3%	5.2%	5.9%	7.1%
Vesting Dates	20% vesting on September 30, 2019 40% vesting on September 30, 2020 70% vesting on September 30, 2021 100% vesting on September 30, 2022	20% vesting on August 01, 2020 40% vesting on August 01, 2021 70% vesting on August 01, 2022 100% vesting on August 01, 2023	20% vesting on December 14, 2021 40% vesting on July 31, 2022 70% vesting on July 31, 2023 100% vesting on July 31, 2024	20% vesting on September 30, 2022 40% vesting on July 31, 2023 70% vesting on July 31, 2024 100% vesting on July 31, 2025	20% vesting on May 31, 2023 40% vesting on May 31, 2024 70% vesting on May 31, 2025 100% vesting on May 31, 2026
Valuation of incremental fair value on modification	N.A.	N.A.	N.A.	N.A.	N.A.

D) Options granted and inputs used for measurement of fair value of options, for the key managerial employees and other senior employees

Mr. Rajiv Sabharwal

Name of Scheme	As at March 31, 2025		As at March 31, 2024		As at March 31, 2023	
	Granted	Exercised	Granted	Exercised	Granted	Exercised
ESPS 2009	-	-	-	-	-	-
ESPS 2011	-	-	-	-	-	-
ESOP 2011	-	-	-	-	-	-
PS 2013	-	-	-	-	-	-
ESPS 2013	-	-	-	-	-	-
ESOP 2013	-	-	-	-	-	-
ESOP 2016	-	-	-	-	-	-
ESOP 2017	-	-	-	-	-	-
ESOP 2018	16,00,000	3,00,000	16,00,000	-	16,00,000	-
ESOP 2019	16,00,000	-	16,00,000	-	16,00,000	-
ESOP 2020	17,60,000	-	17,60,000	-	17,60,000	-
ESOP 2021	12,00,000	-	12,00,000	-	12,00,000	-
ESOP 2021 RSU	3,28,517	3,28,517	5,17,297	-	5,17,297	-
ESOP 2022	9,90,100	-	9,90,100	-	9,90,100	-
ESOP 2023	6,31,990	-	6,31,990	-	-	-
ESOP 2023 Special Scheme	-	-	-	-	-	-
ESOP 2024	4,28,000	-	-	-	-	-
Total	**85,38,607**	**6,28,517**	**82,99,387**	**-**	**76,67,397**	**-**

Mr. Rakesh Bhatia

Name of Scheme	As at March 31, 2025		As at March 31, 2024		As at March 31, 2023	
	Granted	Exercised	Granted	Exercised	Granted	Exercised
ESPS 2009	1,00,302	1,00,302	1,00,302	1,00,302	1,00,302	1,00,302
ESPS 2011	-	-	-	-	-	-
ESOP 2011	80,000	53,334	80,000	53,334	80,000	53,334
PS 2013	10,813	10,813	10,813	10,813	10,813	10,813
ESPS 2013	-	-	-	-	-	-
ESOP 2013	-	-	-	-	-	-
ESOP 2016	10,000	-	-	-	-	-
ESOP 2017	10,000	-	-	-	-	-
ESOP 2018	-	-	-	-	-	-
ESOP 2019	-	-	-	-	-	-
ESOP 2020	2,00,000	2,00,000	2,00,000	1,40,000	2,00,000	-
ESOP 2021	2,25,000	1,57,500	2,25,000	90,000	2,25,000	-
ESOP 2021 RSU	61,597	61,597	96,993	-	96,993	-
ESOP 2022	1,65,820	66,328	1,65,820	33,164	1,65,820	-
ESOP 2023	1,00,000	20,000	1,00,000	-	-	-
ESOP 2023 Special Scheme	75,000	-	75,000	-	-	-
ESOP 2024	72,000	-	-	-	-	-
Total	**11,10,532**	**6,69,874**	**10,53,928**	**4,27,613**	**8,78,928**	**1,64,449**

Ms. Sarita Kamath

Name of Scheme	As at March 31, 2025		As at March 31, 2024		As at March 31, 2023	
	Granted	Exercised	Granted	Exercised	Granted	Exercised
ESPS 2009	-	-	-	-	-	-
ESPS 2011	3,000	3,000	3,000	3,000	3,000	3,000
ESOP 2011	-	-	-	-	-	-
PS 2013	323	323	323	323	323	323
ESPS 2013	-	-	-	-	-	-
ESOP 2013	30,000	30,000	30,000	30,000	30,000	30,000
ESOP 2016	10,000	10,000	10,000	10,000	10,000	10,000
ESOP 2017	10,000	10,000	10,000	10,000	10,000	10,000
ESOP 2018	1,00,000	1,00,000	1,00,000	1,00,000	1,00,000	-
ESOP 2019	1,00,000	1,00,000	1,00,000	1,00,000	1,00,000	-
ESOP 2020	1,10,000	1,10,000	1,10,000	77,000	1,10,000	-
ESOP 2021	1,12,500	78,750	1,12,500	45,000	1,12,500	-
ESOP 2021 RSU	30,798	30,798	48,497	-	48,497	-
ESOP 2022	82,910	33,164	82,910	16,582	82,910	-
ESOP 2023	50,000	10,000	50,000	-	-	-
ESOP 2023 Special Scheme	-	-	-	-	-	-
ESOP 2024	43,000	-	-	-	-	-
Total	**6,82,531**	**5,16,035**	**6,57,230**	**3,91,905**	**6,07,230**	**53,323**

Tata Capital Limited
Notes forming part of the Restated Consolidated Financial Information (continued)
(Rs. in million)

Note 22: Shares Pending For Issuance

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
18,38,67,495 Shares to be issued to Shareholders of Tata Motors Finance Limited, Pursuant to the Scheme of Amalgamation between the Company and Tata Motors Finance Limited ("Amalgamating Company").	41,627.6	-	-
Total	**41,627.6**	**-**	**-**

Note 23: Other Equity

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Securities premium	50742.9	50,468.6	31,732.5
Capital reserve	4.3	4.3	4.3
Capital redemption reserve	57.5	57.5	57.5
Special reserve account	43482.3	31,334.0	23,934.8
Retained earnings	144303.5	95,354.8	59,566.8
General reserve	3639.9	3,434.0	3,216.1
Employee stock option outstanding account	763.2	565.1	481.2
Foreign currency translation reserve	1644.9	1,467.3	1,387.0
Other comprehensive income			
Remeasurement of defined benefit liability/asset	(401.5)	(148.9)	(128.4)
Fair value changes of financial instrument measured at fair value through other comprehensive income	145.6	210.8	81.1
Debt instruments through other comprehensive income	7.2	(22.7)	(157.0)
The effective portion of gains and loss on hedging instruments in a cash flow hedge reserve	(874.8)	(141.7)	462.2
Cost of hedge reserve	(5.8)	-	-
Equity instruments through Other Comprehensive Income	(8,923.1)	14,557.7	16,973.3
Total	**2,34,586.1**	**1,97,140.8**	**1,37,611.4**

Nature and Purpose of Reserves as per Para 79 of Ind AS 1

1. Securities premium: The amount received in excess of face value of the equity shares is recognised in Securities Premium Account.

2. Capital Reserve: Reserve created on accounting of merger of subsidiaries.

3. Capital Redemption Reserve: This reserve has been created and held in books as per requirement of the Companies Act.

4. Special reserve Account/ Statutory Reserve: As prescribed by section 45-IC of the Reserve Bank of India Act, 1934, Section 29C of National Housing Bank Act 1987,and Section 36 (1) (viii) of the Income Tax Act,1961. No appropriation of any sum from the reserve fund shall be made by the Group except for the purpose as may be specified by RBI/NHB from time to time.

5. Retained Earning: Created out of accretion of profits.

6. General reserve: Created upon employees stock options that expired unexercised or upon forfeiture of options granted.

7. Employee stock option outstanding account: Created upon grant of options to employees.

8. Foreign Currency Translation Reserve: The reserve is created on account of translation of assets and liabilities of foreign subsidiaries.

9. Remeasurement of defined benefit liability/asset: It represents the cumulative gains/(losses) arising on remeasurement of post employment benefit obligation.

10. Fair value gain on Financial Assets carried at FVTOCI: The Group designated certain loans at FVTOCI where the purpose is to sell in the near future; this reserve represents the changes in the fair value of loans classified at fair value through other comprehensive income.

11. Debt instruments through FVTOCI: The Group has designated certain debt instruments at FVTOCI, hence this reserve represents the fair value gains/(losses) arising on these instruments.

12. The effective portion of gains and loss on hedging instruments in a cash flow hedge reserve: It represents the amortisation of premium on hedge instruments and cumulative gains/(losses) arising on revaluation of the hedged items and hedge instruments.

13. Cost of hedge reserve: It represents the change in time value of option contracts, designated as cash flow hedges through OCI.

14. Equity instruments through FVTOCI: The Group has designated certain equity instruments at FVTOCI, hence this reserve represents the fair value gains/(losses) arising on these instruments.

Tata Capital Limited
Notes forming part of the Restated Consolidated Financial Information (continued)
(Rs. in million)

Note 24: Interest income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
On financial assets measured at:			
(i) Amortised cost			
Interest on loans and credit substitutes	2,51,275.3	1,59,669.8	1,16,482.1
Interest income from investments	4,215.8	2,581.6	1,687.2
Interest on deposits with bank	940.9	366.8	247.2
Interest income on inter corporate deposits	5.5	-	-
Other interest income	107.6	114.3	158.9
(ii) Fair value through other comprehensive income			
Interest on loans and credit substitutes	478.3	730.8	365.4
Interest on debentures	135.1	143.9	114.4
(iii) Fair value through profit and loss			
Interest on debentures	39.2	57.5	53.8
Total	**2,57,197.7**	**1,63,664.7**	**1,19,109.0**

Note 25: Fees and commission Income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Loan servicing and other charges	2,871.9	2,136.0	1,457.1
Foreclosure charges	1,822.4	905.3	530.8
Fees on value added services and products	7,420.5	5,189.7	2,206.8
Advisory Fees	218.5	1,186.4	516.8
Other fee and commision income	5,464.2	1,041.4	984.3
Total	**17,797.5**	**10,458.8**	**5,695.8**

Note 26: Net gain/(loss) on fair value changes

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
(A) Net gain/(loss) on financial instruments classified at fair value through profit or loss			
(i) On trading portfolio			
-Investments	(780.9)	2,429.7	(882.1)
-Derivatives	-	-	-
-Others	-	-	-
(ii) On financial instruments designated at fair value through profit or loss	-	-	4.1
(B) Others	3,585.8	2,470.6	1,515.4
Total	**2,804.9**	**4,900.3**	**637.4**
(C) Fair value changes:			
-Realised	2,009.4	2,826.3	643.2
-Unrealised	795.5	2,074.0	(5.8)
Total	**2,804.9**	**4,900.3**	**637.4**

Note 27: Other income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Net gain on derecognition of property, plant and equipment	85.2	163.1	2.5
Interest on income tax refund	111.1	27.9	20.8
Other miscellaneous Income	375.0	44.6	63.1
Total	**571.3**	**235.6**	**86.4**

Note 28: Finance costs

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
At Amortised Cost			
Interest on borrowings other than debt securities	87,244.6	48,100.1	28,598.2
Interest on debt securities	54,902.4	41,053.9	31,156.8
Interest on subordinated liabilities	7,733.5	6,202.1	5,761.4
Interest cost of lease liabilities	319.1	213.6	120.5
Other interest expenses	96.8	112.6	369.5
Total	**1,50,296.4**	**95,682.3**	**66,006.4**

During the year ended March 31, 2025, March 31, 2024, March 31, 2023 the holding company has declared and paid, an interim dividend on Cumulative Redeemable Preference Shares for the year ending March 31, 2025 Rs. 365.3 million, March 31, 2024 Rs. 743.4 million, March 31, 2023 Rs. 803 million.

Note 29: Impairment on financial instruments

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
(I) Loans and credit substitutes			
(a) Impairment loss allowance on loans (Stage I & II)			
-At amortised cost	4,179.2	(1,075.6)	(923.8)
-At FVTOCI	(33.8)	11.3	4.1
	4,145.4	(1,064.3)	(919.7)
(b) Impairment loss allowance on loans (Stage III) - at amortised cost	7,248.6	1,649.1	3,252.0
Less : Delinquency Support	-	(72.8)	(152.1)
	7,248.6	1,576.3	3,099.9
(c) Write off - Loans and credit substitutes - at amortised cost	17,359.6	5,038.4	3,397.3
(II) Trade receivables - at amortised cost	(64.2)	371.2	158.7
(III) Provision on derivative current credit exposure - at FVTOCI	11.2	1.0	6.7
(IV) Impairment on Investments	(596.8)	-	-
(V) Impairment on Other Financial Assets	164.5	-	-
Total	**28,268.3**	**5,922.6**	**5,742.9**

For the year ended March 31, 2025, Pursuant to the acquisition of TMFL, the Company has recognized the acquired loans at fair value in its financial statements, in line with Ind-AS 103. However, the Company's Loan Accounting & Management Systems (LMS) continue to reflect these loans at their original carrying values as of the acquisition date.

In addition to the write off (net of recoveries) disclosed in the profit and loss statement amounting to Rs. 17,359.6 million, the Company has further written off bad debts amounting to Rs. 6,194.2 million from these acquired loans as irrecoverable as per Company's policy. Therefore, the total write-off for the year amounts to Rs. 23,553.8 million.

(Rs. in million)

Note 30: Employee benefits expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, wages and bonus	25,304.3	16,649.3	11,579.6
Contribution to provident, superannuation and pension fund	1,083.9	629.8	469.9
Share based payments to employees	376.5	341.7	214.8
Staff welfare expenses	1,105.4	737.5	567.8
Expenses related to post-employment defined benefit plans	252.4	142.6	109.7
Total	**28,122.5**	**18,500.9**	**12,941.8**

Note 31: Other expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Advertisements and publicity	1,961.9	1,669.2	1,163.8
Brand Equity and Business Promotion	790.0	504.3	384.3
Corporate social responsibility expenses	808.5	549.8	360.4
Information Technology expenses	3,786.5	3,030.2	2,250.8
Insurance charges	961.5	48.6	64.3
Incentive / commission/ brokerage	6.8	12.4	(0.6)
Legal and professional fees	2,475.5	1,510.6	996.6
Loan processing fees	1,065.3	734.1	486.9
Printing and stationery	149.7	116.6	61.4
Reversal of provision against assets held for sale (Net)#	188.8	(127.0)	-
Net loss on derecognition of property, plant and equipment	-	-	34.6
Power and fuel	268.6	185.9	142.7
Repairs and maintenance	137.3	73.2	56.2
Rent, rates and taxes	306.4	274.7	87.4
Stamp charges	929.6	671.5	439.5
Service providers' charges	7,390.8	3,949.0	3,512.7
Training and recruitment	156.1	141.7	139.1
Telephone, telex and leased line	169.8	100.2	57.1
Travelling and conveyance	1,078.9	663.2	555.2
Other miscellaneous expenses*	1,479.5	757.9	656.1
Total	**24,111.5**	**14,866.1**	**11,448.5**

#- Includes loss amounting to Rs. 186 million on sale of asset held for sale for the year ended March 31, 2024
*- Includes contribution amounting to Rs. 229.3 million to the Progressive Electoral Trust for the year ended March 31, 2025

(a). Auditors' remuneration (excl. Taxes)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
(i) Audit fees[1]	58.2	48.2	41.5
(ii) Tax audit fees	2.5	2.0	1.9
(iii) Other Services[2,3&4]	15.6	6.3	4.1
	76.3	**56.5**	**47.5**

(Auditors' remuneration is part of Other expenses)

1. For the year ended March 31, 2025, Includes Audit Fee of Rs 9 million paid to Statutoty Auditors of Tata Motors Finance Limited.
2. For the year ended March 31, 2025, Includes Other Services of Rs 1.9 million paid to Statutoty Auditors of Tata Motors Finance Limited and Other Services include fees for certifications.
3. For the year ended March 31, 2025, The above audit fees excludes Rs. 3.4 million towards fee paid to auditors on account of issuance of debt securities.
4. Includes certification expenses and out of pocket expenses

(b). Corporate social responsibility expenses

(i) Gross amount required to be spent by the Group during the year was :

PARTICULARS	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Amount required to be spent by the Group during the year	808.5	549.8	360.4

(ii) Amount spent during the year on:

PARTICULARS	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
(i) Construction/acquisition of any asset			
Paid	103.6	115.5	73.3
Yet to be paid	-	-	-
(ii) On purposes other than (i) above			
Paid	667.2	434.3	287.1
Yet to be paid	-	-	-

(iii) The amount of shortfall at the end of the year out of the amount required to be spent by the Group during the year :

PARTICULARS	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
shortfall	37.7	NIL	NIL

(iv) The total of previous years' shortfall amounts: Nil

(v) The reason for above shortfalls by way of a note: The amount of Rs. 37.7 million is proposed to be earmarked towards capital-intensive watershed infrastructural work (like creating check-dams, desiltation of water bodies, creating new farm ponds, etc.), agricultural trainings and livelihood support which are best implemented before monsoon period in the project area within the duration of the ongoing project to enhance and augment the impact. Therefore, the amount of Rs. 37.7 million, proposed to be re-allocated to an existing ongoing project i.e. JalAadhar Milestone 10,000 ha Project at Tamil Nadu with National Agro Foundation (NAF), will be unspent in FY 2024-25 and the said unspent amount will be utilized towards the said project in accordance with

(vi) The nature of CSR activities undertaken by the Company: The CSR activities are undertaken as per Section 135 CSR Rules of the Companies Act 2013. The company's mission is to improve the lives of the community, especially the socially and economically underprivileged communities, by making a long term, measurable and positive impact through projects in the areas of Education, Climate Action, Health and Skill Development.

(vii) Details of related party transactions: Nil

(viii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the period should be shown separately: Not Applicable

(ix) The amount of shortfall at the end of the year out of the amount required to be spent by acquired entity Tata Motors Finance Limited during the year: Rs. 0.3 million and The total of previous years' shortfall - Rs 5.4 million.

Note 32: The Restated Consolidated Financial Information of the following subsidiaries have been consolidated as per Ind AS 110 on Restated Consolidated Financial Information :-

Sr No.	Name of the Subsidiary	Country of Incorporation	% Holding as at March 31, 2025	% Holding as at March 31, 2024	% Holding as at March 31, 2023
1	Tata Securities Limited	India	100.00	100.00	100.00
2	Tata Capital Housing Finance Limited	India	100.00	100.00	100.00
3	Tata Capital Growth Fund I	India	73.75	73.75	73.75
4	Tata Capital Pte. Limited	Singapore	100.00	100.00	100.00
5	Tata Capital Advisors Pte. Limited (Subsidiary of Tata Capital Pte. Limited)	Singapore	100.00	100.00	100.00
6	Tata Capital Plc[1] (Subsidiary of Tata Capital Pte. Limited)	United Kingdom	-	100.00	100.00
7	Tata Capital General Partners LLP (Subsidiary of Tata Capital Pte. Limited)	Singapore	80.00	80.00	80.00
8	Tata Capital Healthcare General Partners LLP (Subsidiary of Tata Capital Pte. Limited)	Singapore	100.00	100.00	100.00
9	Tata Capital Healthcare II General Partners LLP (Subsidiary of Tata Capital Pte. Limited)	Singapore	100.00	100.00	100.00
10	Tata Opportunities General Partners LLP (Subsidiary of Tata Capital Pte. Limited)	Singapore	90.00	90.00	90.00
11	Tata Capital Growth II General Partners LLP (Subsidiary of Tata Capital Pte. Limited)	Singapore	80.00	80.00	80.00
12	Tata Capital Special Situation Fund	India	28.20	28.20	28.20
13	Tata Capital Innovation Fund	India	27.86	27.84	27.84
14	Tata Capital Growth Fund II[2]	India	39.15	35.94	32.55
15	Tata Capital Healthcare Fund I	India	32.05	32.17	32.17
16	Tata Capital Healthcare Fund II[2]	India	16.43	16.62	16.07
17	TCL Employee Welfare Trust	India	-	-	-

1. Tata Capital Plc, registered in UK, has liquidated on December 31, 2024.
2. Consolidated based on beneficial interest held.
3. All the entities that are required to be consolidated as per IndAS 110 and IndAS 28 have been consolidated for the purpose of preparation of these Restated Consolidated Financial Information.

Tata Capital Limited

Notes forming part of the Restated Consolidated Financial Information (continued)

(Rs. in million)

Note 33: The Group has investments in the following associates, which are accounted under the Equity Method in accordance with the Ind AS 28 on Accounting for Investment in Associate in Restated Consolidated Financial Information :-

Sr No	Name of Associates	As on	Country of Incorporataion	Ownership Interest (%)	Original Cost of Investment	Share of post acquisition Reserves & Surplus	Impairment	Carrying Amount of Investments
	Equity Shares							
1	Tata AutoComp Systems Limited[3]	March 31, 2025	India	0.00%	-	-	-	-
		March 31, 2024	India	0.00%	-	-	-	-
		March 31, 2023	India	0.00%	-	4,345.6	-	-
2	Tata Technologies Limited[2]	March 31, 2025	India	0.00%	-	-	-	-
		March 31, 2024	India	0.00%	-	-	-	-
		March 31, 2023	India	0.00%	-	755.5	-	-
3	Tata Play Limited (formerly Tata Sky Limited)[4]	March 31, 2025	India	0.00%	-	-	-	-
		March 31, 2024	India	0.00%	-	(5.8)	-	-
		March 31, 2023	India	0.72%	524.2	33.5	-	557.7
4	Tata Projects Limited[5]	March 31, 2025	India	0.00%	-	-	-	-
		March 31, 2024	India	0.00%	-	(46.7)	-	-
		March 31, 2023	India	2.21%	547.8	(147.8)	-	400.0
5	Fincare Business Services Limited[12]	March 31, 2025	India	0.00%	-	-	-	-
		March 31, 2024	India	0.77%	73.4	10.4	-	83.8
		March 31, 2023	India	0.76%	73.4	11.1	-	84.5
6	Fincare Small Finance Bank Limited[8]	March 31, 2025	India	0.00%	-	-	-	-
		March 31, 2024	India	0.09%	14.5	3.4	-	17.9
		March 31, 2023	India	0.11%	14.5	(0.3)	-	14.2
7	TVS Supply Chain Solutions Limited[6]	March 31, 2025	India	0.00%	-	-	-	-
		March 31, 2024	India	0.00%	-	(16.7)	-	-
		March 31, 2023	India	0.40%	98.2	(16.7)	-	81.5
8	Novalead Pharma Private Limited	March 31, 2025	India	19.75%	233.5	(5.4)	(228.1)	-
		March 31, 2024	India	19.75%	233.5	(5.4)	(228.1)	-
		March 31, 2023	India	19.75%	233.5	(5.4)	(133.2)	94.9
9	Tema India Limited[7]	March 31, 2025	India	0.00%	-	-	-	-
		March 31, 2024	India	0.00%	-	-	-	-
		March 31, 2023	India	35.01%	420.1	30.8	-	450.9
10	Kapsons Industries Private Limited	March 31, 2025	India	0.01%	0.1	-	(0.1)	-
		March 31, 2024	India	0.01%	0.1	-	(0.1)	-
		March 31, 2023	India	0.01%	0.1	-	(0.1)	-
11	Vortex Engineering Private Limited[9]	March 31, 2025	India	0.00%	-	-	-	-
		March 31, 2024	India	18.50%	290.0	-	(233.4)	56.6
		March 31, 2023	India	18.50%	290.0	-	(227.5)	62.5
12	Sea6 Energy Private Limited	March 31, 2025	India	13.40%	206.0	(199.9)	-	6.1
		March 31, 2024	India	13.40%	206.0	(137.5)	-	68.5
		March 31, 2023	India	13.40%	206.0	(98.6)	-	107.4
13	Alef Mobitech Solutions Private Limited[10]	March 31, 2025	India	0.00%	-	-	-	-
		March 31, 2024	India	25.70%	158.8	(49.5)	(109.3)	-
		March 31, 2023	India	25.70%	158.8	(49.5)	(109.3)	-
14	Indusface Private Limited	March 31, 2025	India	36.88%	350.0	(66.1)	-	283.9
		March 31, 2024	India	36.89%	350.0	(64.2)	-	285.8
		March 31, 2023	India	36.91%	350.0	(59.1)	-	290.9
15	Linux Laboratories Private Limited	March 31, 2025	India	3.90%	150.0	14.6	-	164.6
		March 31, 2024	India	3.90%	150.0	4.9	-	154.9
		March 31, 2023	India	3.90%	150.0	0.4	-	150.4
16	Cnergyis Infotech India Pvt Ltd	March 31, 2025	India	23.89%	570.9	(65.6)	-	505.3
		March 31, 2024	India	23.89%	570.9	(87.9)	-	483.0
		March 31, 2023	India	35.82%	570.9	(69.6)	-	501.3
17	Atulaya Healthcare Private Limited	March 31, 2025	India	0.01%	0.1	-	-	0.1
		March 31, 2024	India	0.01%	0.1	-	-	0.1
		March 31, 2023	India	0.01%	0.1	-	-	0.1
18	Anderson Diagnostic Private Limited	March 31, 2025	India	4.48%	150.0	(9.6)	-	140.4
		March 31, 2024	India	4.48%	150.0	(3.0)	-	147.0
		March 31, 2023	India	4.48%	150.0	0.3	-	150.3
19	Auxilo Finserve Pvt Ltd	March 31, 2025	India	-	-	-	-	-
		March 31, 2024	India	-	-	-	-	-
		March 31, 2023	India	-	-	-	-	-
20	Apex Kidney Care Private Limited	March 31, 2025	India	6.89%	155.0	7.3	-	162.3
		March 31, 2024	India	6.89%	155.0	0.3	-	155.3
		March 31, 2023	India	-	-	-	-	-
21	Finagg Technologies Pvt.Ltd	March 31, 2025	India	-	0.1	-	-	0.1
		March 31, 2024	India	-	0.1	-	-	0.1
		March 31, 2023	India	-	-	-	-	-
22	Noble Medichem Private Limited	March 31, 2025	India	39.41%	980.0	7.5	-	987.5
		March 31, 2024	India	0.00%	-	-	-	-
		March 31, 2023	India	0.00%	-	-	-	-
23	Harsoria Healthcare Private Limited	March 31, 2025	India	5.49%	352.9	(1.0)	-	351.9
		March 31, 2024	India	0.00%	-	-	-	-
		March 31, 2023	India	0.00%	-	-	-	-
	Subtotal	March 31, 2025			3,148.6	(318.2)	(228.2)	2,602.2
		March 31, 2024			2,352.4	(397.7)	(570.9)	1,453.0
		March 31, 2023			3,787.6	4,730.2	(470.1)	2,946.6

Sr No	Name of Associates	As on	Country of Incorporataion	Ownership Interest (%)	Original Cost of Investment	Share of post acquisition Reserves & Surplus	Impairment	Carrying Amount of Investments
	Preference Shares							
1	Lokmanaya Hospital Private Limited[11]	March 31, 2025	India	0.00%	-	-	-	-
		March 31, 2024	India	0.00%	246.4	-	-	246.4
		March 31, 2023	India	0.00%	246.4	-	-	246.4
2	Kapsons Industries Private Limited	March 31, 2025	India	0.00%	600.0	-	(600.0)	-
		March 31, 2024	India	0.00%	600.0	-	(600.0)	-
		March 31, 2023	India	0.00%	600.0	-	(600.0)	-
3	Linux Laboratories Private Limited	March 31, 2025	India	0.00%	500.0	-	-	500.0
		March 31, 2024	India	0.00%	500.0	-	-	500.0
		March 31, 2023	India	0.00%	350.0	-	-	350.0
4	Alef Mobitech Solutions Private Limited[10]	March 31, 2025	India	0.00%	-	-	-	-
		March 31, 2024	India	0.00%	171.2	-	(171.2)	-
		March 31, 2023	India	0.00%	171.2	-	(171.2)	-
5	Cnergyis Infotech India Pvt Ltd	March 31, 2025	India	0.00%	209.1	-	-	209.1
		March 31, 2024	India	0.00%	209.1	-	-	209.1
		March 31, 2023	India	0.00%	209.1	-	-	209.1
6	Atulaya Healthcare Private Limited	March 31, 2025	India	0.00%	549.9	-	-	549.9
		March 31, 2024	India	0.00%	549.9	-	-	549.9
		March 31, 2023	India	0.00%	549.9	-	-	549.9
7	DeepTek, Inc	March 31, 2025	USA	0.00%	648.6	-	-	648.6
		March 31, 2024	USA	0.00%	498.6	-	-	498.6
		March 31, 2023	USA	0.00%	498.6	-	-	498.6
8	Anderson Diagnostic Private Limited	March 31, 2025	India	0.00%	400.0	-	-	400.0
		March 31, 2024	India	0.00%	400.0	-	-	400.0
		March 31, 2023	India	0.00%	400.0	-	-	400.0
9	Cellcure Cancer Centre Private Limited	March 31, 2025	India	0.00%	750.0	-	-	750.0
		March 31, 2024	India	0.00%	750.0	-	-	750.0
		March 31, 2023	India	0.00%	750.0	-	-	750.0
10	Tema India Limited[7]	March 31, 2025	India	0.00%	-	-	-	-
		March 31, 2024	India	0.00%	-	-	-	-
		March 31, 2023	India	0.00%	-	-	-	-
11	Auxilo Finserve Pvt Ltd	March 31, 2025	India	0.00%	2,150.0	-	-	2,150.0
		March 31, 2024	India	0.00%	2,150.0	-	-	2,150.0
		March 31, 2023	India	0.00%	-	-	-	-
12	Finagg Technologies Pvt.Ltd	March 31, 2025	India	0.00%	200.0	-	-	200.0
		March 31, 2024	India	0.00%	200.0	-	-	200.0
		March 31, 2023	India	0.00%	-	-	-	-
13	Apex Kidney Care Private Limited	March 31, 2025	India	0.00%	500.0	-	-	500.0
		March 31, 2024	India	0.00%	500.0	-	-	500.0
		March 31, 2023	India	0.00%	-	-	-	-
14	Noble Medichem Private Limited	March 31, 2025	India	0.00%	340.0	-	-	340.0
		March 31, 2024	India	0.00%	-	-	-	-
		March 31, 2023	India	0.00%	-	-	-	-
15	Harsoria Healthcare Private Limited	March 31, 2025	India	0.00%	647.1	-	-	647.1
		March 31, 2024	India	0.00%	-	-	-	-
		March 31, 2023	India	0.00%	-	-	-	-
16	Orbicular Pharmaceutical Technologies Private Limited	March 31, 2025	India	0.00%	1,500.0	-	-	1,500.0
		March 31, 2024	India	0.00%	-	-	-	-
		March 31, 2023	India	0.00%	-	-	-	-
	Subtotal	March 31, 2025			8,994.7	-	(600.0)	8,394.7
		March 31, 2024			6,775.2	-	(771.2)	6,004.0
		March 31, 2023			3,775.2	-	(771.2)	3,004.0
	Sub-Total (i)	March 31, 2025			12,143.3	(318.2)	(828.2)	10,996.9
		March 31, 2024			9,127.6	(397.7)	(1,342.1)	7,457.1
		March 31, 2023			7,562.8	4,730.2	(1,241.3)	5,950.7

The Group has investments in the following associate, which are accounted under the Fair valuation method in accordance with the Ind AS 109 Financial Instruments in Restated Consolidated Financial Information :-

Sr No	Name of Associate	As on	Country of Incorporataion	Ownership Interest (%)	Original Cost of Investment	Fair value recognised in P&L	Impairment	Carrying Amount of Investments
1	Sakar Healthcare Limited	March 31, 2025	India	10.52%	600.0	(110.9)	-	489.1
		March 31, 2024	India	10.62%	600.0	250.7	-	850.7
		March 31, 2023	India	-	-	-	-	-
	Sub-Total (ii)	March 31, 2025			600.0	(110.9)	-	489.1
		March 31, 2024			600.0	250.7	-	850.7
		March 31, 2023			-	-	-	-

	Total = Sub-total (i)+Sub-total (ii)	March 31, 2025			12,743.3	(429.1)	(828.2)	11,486.0
		March 31, 2024			9,727.6	(147.0)	(1,342.1)	8,307.8
		March 31, 2023			7,562.8	4,730.2	(1,241.3)	5,950.7

Notes:

Consolidated based on unaudited financial statements as at the relevant period/year :

1. Roots Corporation Limited ceased to be Associate Company w.e.f. March 25, 2022
2. Tata Technologies Limited ceased to be an Associate company w.e.f. December 12, 2022
3. Tata AutoComp Systems Limited ceased to be an Associate company w.e.f. March 23, 2023
4. Tata Play Limited ceased to be an Associate company w.e.f. October 11, 2023
5. Tata Projects Limited ceased to be an Associate company w.e.f. October 11, 2023
6. TVS Supply Chain Solutions Limited ceased to be an Associate company w.e.f. July 28, 2023
7. Tema India Limited ceased to be an Associate company w.e.f. May 22, 2023
8. Fincare Small Finance Bank Limited ceased to be an Associate company w.e.f. April 01, 2024
9. Vortex Engineering Private Limited ceased to be an Associate company w.e.f. June 04, 2024
10. Alef Mobitech Solutions Private Limited ceased to be an Associate company w.e.f. April 04, 2024
11. Lokmanaya Hospital Private Limited ceased to be an Associate company w.e.f. July 05, 2024
12. Fincare Business Services Limited ceased to be an Associate company w.e.f. March 25, 2025

Tata Capital Limited

Notes forming part of the Restated Consolidated Financial Information (continued)

(Rs. in million)

Note 34: Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

Name of the entity	As at March 31, 2025		For the year ended March 31, 2025		For the year ended March 31, 2025		For the year ended March 31, 2025	
	Net assets, i.e., total assets minus total liabilities		Share in profit and loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent:								
Tata Capital Limited	84.66	2,80,990.0	70.79	25,942.5	121.12	(1,874.8)	68.57	24,067.7
Subsidiaries								
Indian								
Tata Capital Housing Finance Limited	26.52	88,019.8	40.90	14,989.3	9.83	(152.1)	42.27	14,837.2
Tata Securities Limited	0.06	208.4	(0.20)	(74.9)	0.11	(1.7)	(0.22)	(76.6)
Tata Capital Growth Fund I	-	1.4	0.03	10.9	(24.88)	385.1	1.13	396.0
Tata Capital Healthcare Fund I	0.01	23.6	0.56	206.0	-	-	0.59	206.0
Tata Capital Healthcare Fund II	2.45	8,121.4	(1.36)	(498.4)	-	-	(1.42)	(498.4)
Tata Capital Special Situation Fund	-	(0.3)	-	(1.5)	-	-	-	(1.5)
Tata Capital Innovation Fund	-	(10.5)	(0.18)	(64.5)	0.18	(2.8)	(0.19)	(67.3)
Tata Capital Growth Fund II	2.07	6,874.7	(1.27)	(466.2)	-	-	(1.33)	(466.2)
Tata Capital Employee Welfare Trust	0.22	732.7	0.67	247.1	-	-	0.70	247.1
Foreign								
Tata Capital Pte. Limited	1.83	6,068.0	3.71	1,361.2	(13.81)	213.7	4.49	1,574.9
Tata Capital Advisors Pte. Limited	0.26	876.8	(0.02)	(6.1)	-	-	(0.02)	(6.1)
Tata Capital General Partners LLP	0.14	464.2	5.11	1,874.1	-	-	5.34	1,874.1
Tata Capital Growth II General Partners LLP	-	1.5	-	0.4	-	-	-	0.4
Tata Capital Healthcare General Partners LLP	-	0.7	-	(1.0)	-	-	-	(1.0)
Tata Capital Healthcare II General Partners LLP	-	3.9	-	0.6	-	-	-	0.6
Tata Opportunities General Partners LLP	-	(0.2)	-	1.7	-	-	-	1.7
Tata Capital PLC	-	-	-	-	-	-	-	-
Non- Controlling Interests in all subsidiaries								
Indian								
Tata Capital Growth Fund I	-	(0.3)	(0.01)	(2.3)	5.23	(80.9)	(0.24)	(83.2)
Tata Capital Healthcare Fund I	-	(16.1)	(0.31)	(112.0)	-	-	(0.32)	(112.0)
Tata Capital Healthcare Fund II	(2.04)	(6,787.0)	1.20	439.8	-	-	1.25	439.8
Tata Capital Special Situation Fund	-	0.3	-	1.1	-	-	-	1.1
Tata Capital Innovation Fund	-	7.5	0.13	46.5	(0.13)	2.0	0.14	48.5
Tata Capital Growth Fund II	(1.26)	(4,183.2)	0.94	345.5	-	-	0.98	345.5
TCL Employee Welfare Trust	(0.22)	(732.7)	(0.67)	(247.1)	-	-	(0.70)	(247.1)
Foreign								
Tata Capital Pte. Limited	(0.02)	(76.8)	(1.02)	(375.1)	-	-	(1.07)	(375.1)
Associates (Investment as per the equity method)								
Indian								
Equity shares								
Fincare Business Services Limited	-	-	(0.01)	(3.3)	-	-	(0.01)	(3.3)
Fincare Small Finance Bank Limited	-	-	-	-	-	-	-	-
Novalead Pharma Private Limited	-	-	-	-	-	-	-	-
Kapsons Industries Private Limited	-	-	-	-	-	-	-	-
Vortex Engineering Private Limited	-	-	-	-	-	-	-	-
Sea6 Energy Private Limited	-	6.1	(0.16)	(59.6)	0.05	(0.8)	(0.17)	(60.4)
Alef Mobitech Solutions Private Limited	-	-	-	-	-	-	-	-
Indusface Private Limited (Equity)	0.09	283.9	(0.01)	(1.9)	-	-	(0.01)	(1.9)
Linux Laboratories Pvt Ltd	0.05	164.6	0.03	9.7	-	-	0.03	9.7
Cnergyis Infotech India Pvt Ltd	0.15	505.3	0.06	22.3	-	-	0.06	22.3
Atulaya Healthcare Private Limited	-	0.1	-	-	-	-	-	-
Auxilo Finserve Pvt Ltd	-	-	-	-	-	-	-	-
Apex Kidney Care Private Limited	0.05	162.3	0.02	7.0	-	-	0.02	7.0
Finagg Technologies Private Ltd	-	0.1	-	-	-	-	-	-
Sakar Healthcare Limited	0.15	489.1	-	-	-	-	-	-
Noble Medichem Private Limited	0.30	987.5	0.02	7.5	-	-	0.02	7.5
Harsoria Healthcare Private Limited	0.11	351.9	-	(1.0)	-	-	-	(1.0)
Anderson Diagnostic Private Limited	0.04	140.4	(0.02)	(6.5)	-	-	(0.02)	(6.5)
Preference Shares								
Lokmanaya Hospital Private Limited	-	-	-	-	-	-	-	-
Kapsons Industries Private Limited	-	-	-	-	-	-	-	-
Alef Mobitech Solutions Private Limited	-	-	-	-	-	-	-	-
Linux Laboratories Pvt Ltd	0.15	500.0	-	-	-	-	-	-
Cnergyis Infotech India Pvt Ltd	0.06	209.1	-	-	-	-	-	-
Atulaya Healthcare Private Limited	0.17	549.9	-	-	-	-	-	-
Deeptek Inc.	0.20	648.6	-	-	-	-	-	-
Anderson Diagnostic Private Limited	0.12	400.0	-	-	-	-	-	-
Auxilo Finserve Pvt Ltd	0.65	2,150.0	-	-	-	-	-	-
Finagg Technologies Pvt.Ltd	0.06	200.0	-	-	-	-	-	-
Apex Kidney Care Private Limited	0.15	500.0	-	-	-	-	-	-
Noble Medichem Private Limited	0.10	340.0	-	-	-	-	-	-
Harsoria Healthcare Private Limited	0.19	647.1	-	-	-	-	-	-
Orbicular Pharmaceutical Technologies Private Limited	0.45	1,500.0	-	-	-	-	-	-
Cellcure Cancer Centre Private Limited	0.23	750.0	-	-	-	-	-	-
Eliminations	(18.15)	(60,155.7)	(18.93)	(6,945.2)	2.30	(35.6)	(19.87)	(6,980.8)
Total	**100.00**	**3,31,918.10**	**100.00**	**36,646.60**	**100.00**	**(1,547.90)**	**100.00**	**35,098.70**

(Rs. in million)

Name of the entity	As at 31 March 2024		For the year ended 31 March 2024		For the year ended 31 March 2024		For the year ended 31 March 2024	
	Net assets, i.e., total assets minus total liabilities		Share in profit and loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent:								
Tata Capital Limited	83.07	1,94,524.2	79.12	24,924.6	27.98	2,652.7	67.29	27,577.3
Subsidiaries								
Indian								
Tata Capital Housing Finance Limited	28.66	67,109.9	36.43	11,476.4	(0.64)	(60.9)	27.85	11,415.5
Tata Securities Limited	0.12	284.0	(0.44)	(138.1)	(0.01)	(0.5)	(0.34)	(138.6)
Tata Capital Growth Fund I	2.72	6,362.3	0.58	183.5	96.58	9,156.9	22.79	9,340.4
Tata Capital Healthcare Fund I	0.10	240.1	(0.31)	(96.4)	-	-	(0.24)	(96.4)
Tata Capital Healthcare Fund II	2.49	5,840.2	0.26	81.8	-	-	0.20	81.8
Tata Capital Special Situation Fund	-	1.1	(0.04)	(11.4)	-	-	(0.03)	(11.4)
Tata Capital Innovation Fund	0.05	106.1	(0.16)	(49.7)	0.02	1.5	(0.12)	(48.2)
Tata Capital Growth Fund II	3.10	7,252.8	6.48	2,041.8	-	-	4.98	2,041.8
Tata Capital Employee Welfare Trust	0.21	485.6	0.93	293.0	-	-	0.71	293.0
Foreign								
Tata Capital Pte. Limited	2.21	5,169.0	0.93	293.7	2.82	268.1	1.37	561.8
Tata Capital Advisors Pte. Limited	0.37	861.2	0.26	81.7	-	-	0.20	81.7
Tata Capital General Partners LLP	0.26	598.3	1.68	528.5	-	-	1.29	528.5
Tata Capital Growth II General Partners LLP	-	1.2	(0.01)	(2.6)	-	-	(0.01)	(2.6)
Tata Capital Healthcare General Partners LLP	-	1.7	-	(1.0)	-	-	-	(1.0)
Tata Capital Healthcare II General Partners LLP	-	3.1	-	0.6	-	-	-	0.6
Tata Opportunities General Partners LLP	-	(1.8)	(0.01)	(3.2)	-	-	(0.01)	(3.2)
Tata Capital PLC	0.05	106.7	-	-	-	-	-	-
Non- Controlling Interests in all subsidiaries								
Indian								
Tata Capital Growth Fund I	(0.57)	(1,336.3)	(0.12)	(38.6)	(20.28)	(1,922.9)	(4.79)	(1,961.5)
Tata Capital Healthcare Fund I	(0.06)	(129.5)	0.17	52.3	-	-	0.13	52.3
Tata Capital Healthcare Fund II	(2.08)	(4,869.4)	(0.13)	(40.1)	-	-	(0.10)	(40.1)
Tata Capital Special Situation Fund	-	(0.8)	0.03	8.2	-	-	0.02	8.2
Tata Capital Innovation Fund	(0.03)	(76.6)	0.11	35.9	(0.01)	(1.1)	0.08	34.8
Tata Capital Growth Fund II	(1.98)	(4,645.5)	(4.40)	(1,387.4)	-	-	(3.39)	(1,387.4)
TCL Employee Welfare Trust	(0.21)	(485.6)	(0.93)	(293.0)	-	-	(0.71)	(293.0)
Foreign								
Tata Capital Pte. Limited	(0.05)	(106.1)	(0.33)	(104.8)	-	-	(0.26)	(104.8)
Associates (Investment as per the equity method)								
Indian								
Equity shares								
Tata Autocomp Systems Limited	-	-	-	-	-	-	-	-
Tata Play Limited (formerly Tata Sky Limited)	-	-	(0.02)	(5.9)	-	-	(0.01)	(5.9)
Tata Projects Limited	-	-	(0.14)	(44.9)	0.02	1.7	(0.11)	(43.2)
Fincare Business Services Limited	0.04	83.8	-	(0.7)	-	-	-	(0.7)
Fincare Small Finance Bank Limited	0.01	17.9	0.01	2.1	(0.02)	(1.8)	-	0.3
TVS Supply Chain Solutions Limited	-	-	(0.01)	(3.8)	(0.02)	(2.1)	(0.01)	(5.9)
Tata Technologies Limited	-	-	-	-	-	-	-	-
Novalead Pharma Private Limited	-	-	-	-	-	-	-	-
Tema India Limited	-	-	-	-	-	-	-	-
Kapsons Industries Private Limited	-	-	-	-	-	-	-	-
Vortex Engineering Private Limited	0.02	56.7	-	-	-	-	-	-
Sea6 Energy Private Limited	0.03	68.5	(0.13)	(40.4)	-	0.4	(0.10)	(40.0)
Alef Mobitech Solutions Private Limited	-	-	-	-	-	-	-	-
Indusface Private Limited (Equity)	0.12	285.8	(0.02)	(5.1)	-	-	(0.01)	(5.1)
Linux Laboratories Pvt Ltd	0.07	154.9	0.01	4.5	-	-	0.01	4.5
Cnergyis Infotech India Pvt Ltd	0.21	483.0	(0.06)	(18.3)	-	-	(0.04)	(18.3)
Atulaya Healthcare Private Limited	-	0.1	-	-	-	-	-	-
Auxilo Finserve Pvt Ltd	-	-	-	-	-	-	-	-
Apex Kidney Care Private Limited	0.07	155.3	-	0.3	-	-	-	0.3
Finagg Technologies Pvt.Ltd	-	0.1	-	-	-	-	-	-
Sakar Healthcare Limited	0.36	850.7	-	-	-	-	-	-
Anderson Diagnostic Private Limited	0.06	147.0	(0.01)	(3.5)	-	-	(0.01)	(3.5)
Preference Shares								
Lokmanaya Hospital Private Limited	0.11	246.4	-	-	-	-	-	-
Tema India Limited	-	-	-	-	-	-	-	-
Kapsons Industries Private Limited	-	-	-	-	-	-	-	-
Alef Mobitech Solutions Private Limited	-	-	-	-	-	-	-	-
Linux Laboratories Pvt Ltd	0.21	500.0	-	-	-	-	-	-
Cnergyis Infotech India Pvt Ltd	0.09	209.1	-	-	-	-	-	-
Atulaya Healthcare Private Limited	0.23	549.9	-	-	-	-	-	-
Deeptek Inc.	0.21	498.6	-	-	-	-	-	-
Anderson Diagnostic Private Limited	0.17	400.0	-	-	-	-	-	-
Auxilo Finserve Pvt Ltd	0.92	2,150.0	-	-	-	-	-	-
Finagg Technologies Pvt.Ltd	0.09	200.0	-	-	-	-	-	-
Apex Kidney Care Private Limited	0.21	500.0	-	-	-	-	-	-
Cellcure Cancer Centre Private Limited	0.32	750.0	-	-	-	-	-	-
Eliminations	(21.98)	(51,432.4)	(19.73)	(6,217.9)	(6.44)	(611.0)	(16.63)	(6,828.9)
Total	**100.00**	**2,34,171.3**	**100.00**	**31,502.1**	**100.00**	**9,481.0**	**100.00**	**40,983.1**

(Rs. in million)

Name of the entity	As at 31 March 2023		For the year ended 31 March 2023		For the year ended 31 March 2023		For the year ended 31 March 2023	
	Net assets, i.e., total assets minus total liabilities		Share in profit and loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent:								
Tata Capital Limited	85.02	1,47,419.1	76.63	23,211.5	106.01	18,493.0	87.36	41,704.5
Subsidiaries								
Indian								
Tata Capital Housing Finance Limited	28.05	48,640.4	27.11	8,208.6	0.35	60.2	17.32	8,268.8
Tata Securities Limited	0.07	121.9	(0.50)	(152.1)	0.01	1.4	(0.32)	(150.7)
Tata Capital Growth Fund I	2.09	3,623.7	2.39	723.7	15.04	2,624.5	7.01	3,348.2
Tata Capital Healthcare Fund I	0.19	336.6	(0.19)	(56.7)	-	-	(0.12)	(56.7)
Tata Capital Healthcare Fund II	1.64	2,851.7	(0.54)	(163.1)	-	-	(0.34)	(163.1)
Tata Capital Special Situation Fund	0.26	455.4	0.10	29.6	0.01	1.4	0.06	31.0
Tata Capital Innovation Fund	0.09	154.3	0.31	93.6	-	(0.7)	0.19	92.9
Tata Capital Growth Fund II	3.45	5,984.9	(4.11)	(1,244.8)	-	-	(2.61)	(1,244.8)
Tata Capital Employee Welfare Trust	0.11	192.6	0.07	19.8	-	-	0.04	19.8
Foreign								
Tata Capital Pte. Limited	3.19	5,524.9	2.05	620.7	2.24	391.6	2.12	1,012.3
Tata Capital Advisors Pte. Limited	0.58	1,014.3	0.50	150.0	-	-	0.31	150.0
Tata Capital General Partners LLP	0.26	452.6	0.58	174.2	-	-	0.36	174.2
Tata Capital Growth II General Partners LLP	-	3.7	-	0.2	-	-	-	0.2
Tata Capital Healthcare General Partners LLP	-	2.6	-	(0.3)	-	-	-	(0.3)
Tata Capital Healthcare II General Partners LLP	-	2.5	-	0.6	-	-	-	0.6
Tata Opportunities General Partners LLP	-	1.4	-	(0.1)	-	-	-	(0.1)
Tata Capital PLC	0.07	114.8	(0.01)	(2.2)	-	-	-	(2.2)
Non- Controlling Interests in all subsidiaries								
Indian								
Tata Capital Growth Fund I	(0.44)	(765.8)	(0.45)	(136.8)	(3.18)	(555.0)	(1.45)	(691.8)
Tata Capital Healthcare Fund I	(0.10)	(182.0)	0.10	31.1	-	-	0.07	31.1
Tata Capital Healthcare Fund II	(1.38)	(2,393.3)	0.54	162.9	-	-	0.34	162.9
Tata Capital Special Situation Fund	(0.19)	(327.0)	(0.07)	(21.2)	(0.01)	(1.0)	(0.05)	(22.2)
Tata Capital Innovation Fund	(0.06)	(111.3)	(0.22)	(67.5)	-	0.5	(0.14)	(67.0)
Tata Capital Growth Fund II	(2.33)	(4,036.8)	3.04	920.6	-	-	1.93	920.6
TCL Employee Welfare Trust	(0.11)	(192.6)	(0.07)	(19.9)	-	-	(0.04)	(19.9)
Foreign								
Tata Capital Pte. Limited	(0.05)	(79.3)	(0.12)	(34.9)	-	-	(0.07)	(34.9)
Associates (Investment as per the equity method)								
Indian								
Equity shares								
Tata Autocomp Systems Limited	-	-	5.59	1,692.0	(0.46)	(81.0)	3.37	1,611.0
Tata Play Limited (formerly Tata Sky Limited)	0.32	557.7	(0.05)	(13.8)	-	(0.2)	(0.03)	(14.0)
Tata Projects Limited	0.23	400.0	(0.75)	(227.8)	0.02	3.1	(0.47)	(224.7)
Fincare Business Services Limited	0.05	84.5	-	(0.3)	-	-	-	(0.3)
Fincare Small Finance Bank Limited	0.01	14.2	-	(0.2)	-	(0.6)	-	(0.8)
TVS Supply Chain Solutions Limited	0.05	81.5	-	1.5	-	(0.8)	-	0.7
Tata Technologies Limited	-	-	0.52	158.0	(0.04)	(7.0)	0.32	151.0
Novalead Pharma Private Limited	0.05	95.0	-	-	-	-	-	-
Tema India Limited	0.26	450.9	0.10	29.1	0.01	1.4	0.06	30.5
Kapsons Industries Private Limited	-	-	-	-	-	-	-	-
Vortex Engineering Private Limited	0.04	62.5	-	-	-	-	-	-
Sea6 Energy Private Limited	0.06	107.4	(0.22)	(65.4)	-	(0.7)	(0.14)	(66.1)
Alef Mobitech Solutions Private Limited	-	-	-	-	-	-	-	-
Indusface Private Limited (Equity)	0.17	290.9	(0.12)	(36.5)	-	-	(0.08)	(36.5)
Linux Laboratories Pvt Ltd	0.09	150.4	-	(0.3)	-	-	-	(0.3)
Cnergyis Infotech India Pvt Ltd	0.29	501.3	(0.23)	(69.6)	-	-	(0.15)	(69.6)
Atulaya Healthcare Private Limited	-	0.1	-	-	-	-	-	-
Auxilo Finserve Pvt Ltd	-	-	-	-	-	-	-	-
Apex Kidney Care Private Limited	-	-	-	-	-	-	-	-
Finagg Technologies Pvt.Ltd	-	-	-	-	-	-	-	-
Sakar Healthcare Limited	-	-	-	-	-	-	-	-
Anderson Diagnostic Private Limited	0.09	150.3	-	0.3	-	-	-	0.3
Preference Shares								
Lokmanaya Hospital Private Limited	0.14	246.4	-	-	-	-	-	-
Tema India Limited	-	-	-	-	-	-	-	-
Kapsons Industries Private Limited	-	-	-	-	-	-	-	-
Alef Mobitech Solutions Private Limited	-	-	-	-	-	-	-	-
Linux Laboratories Pvt Ltd	0.20	350.0	-	-	-	-	-	-
Cnergyis Infotech India Pvt Ltd	0.12	209.1	-	-	-	-	-	-
Atulaya Healthcare Private Limited	0.32	549.9	-	-	-	-	-	-
Deeptek Inc.	0.29	498.6	-	-	-	-	-	-
Anderson Diagnostic Private Limited	0.23	400.0	-	-	-	-	-	-
Auxilo Finserve Pvt Ltd	-	-	-	-	-	-	-	-
Finagg Technologies Pvt.Ltd	-	-	-	-	-	-	-	-
Apex Kidney Care Private Limited	-	-	-	-	-	-	-	-
Cellcure Cancer Centre Private Limited	0.43	750.0	-	-	-	-	-	-
Eliminations	(23.85)	(41,361.4)	(11.98)	(3,622.5)	(20.00)	(3,485.2)	(14.85)	(7,107.7)
Total	**100.00**	**1,73,398.6**	**100.00**	**30,292.0**	**100.00**	**17,444.9**	**100.00**	**47,736.9**

(Rs. in million)

Note 35: Disclosure pursuant to Ind AS 112 “Disclosure of Interest in other entities”: Material Associates

i. **Summarised Statement of Profit and Loss**

Particulars	Tata AutoComp Systems Limited		
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Revenue	-	-	1,14,439.6
Profit/(loss) for the year	-	-	7,224.6
Other comprehensive income for the year	-	-	(129.5)
Total comprehensive income	-	-	7,095.1
Dividend received from associate	-	-	193.2

ii. **Summarised Balance Sheet**

Particulars	Tata AutoComp Systems Limited		
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Non-current asset	-	-	-
Current asset	-	-	-
Non-current liabilities	-	-	-
Current liabilities	-	-	-
Non-controlling interest	-	-	-
Equity attributable to equity shareholders	-	-	-
Group's share in %	-	-	-
Group's share	-	-	-
Add: Goodwill	-	-	-
Carrying amount	-	-	-

iii. **Financial Information in respect of individually non-material associate**

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Aggregate carrying amount of investment in individually non- material associate	11,486.0	8,307.8	5,950.7
Aggregate amounts of the Group’s share of:			
Profit/(loss) for the year	(25.8)	(115.7)	(225.0)
Other comprehensive income for the year	(0.8)	(1.8)	(4.8)
Total comprehensive income for the year	(26.6)	(117.5)	(229.8)

iv. **Share in profit /(loss) of associates (net)**

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Non-material associate	(25.8)	(115.7)	(225.0)
Material associate	-	-	1,692.0
Total	(25.8)	(115.7)	1,467.0

v. **Share in other comprehensive income of associates (net)**

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Non-material associate	(0.8)	(1.8)	(4.8)
Material associate	-	-	(81.0)
Total	(0.8)	(1.8)	(85.8)

Note: Tata AutoComp Systems Limited ceased to be an Associate company w.e.f. March 23, 2023

(Rs. in million)

Note 36: Provisions and Contingent Liabilities :

(i). **Movement in provisions against loans, off balance sheet exposure and provision for buyer's credit facilities during the period/year is as under :**

Particulars	As at		
	March 31, 2025	March 31, 2024	March 31, 2023
Opening Balance	33,204.2	32,630.7	30,302.5
Provision created during the year (net)	11,511.8	573.5	2,328.2
Closing Balance	**44,716.0**	**33,204.2**	**32,630.7**

(ii). **Movement in provisions for indirect taxes, consumer disputes during the year is as under :**

Particulars	As at		
	March 31, 2025	March 31, 2024	March 31, 2023
Opening Balance	68.6	44.1	44.1
Provision created during the year (net)	1,213.5	-	-
Closing Balance	**1,282.1**	**44.1**	**44.1**

(iii). **Movement in employee benefit provisions during the period/year is as under:**

Particulars	As at		
	March 31, 2025	March 31, 2024	March 31, 2023
Opening Balance	402.9	309.3	266.5
Provision created during the year (net)	552.7	93.6	42.8
Closing Balance	**955.6**	**402.9**	**309.3**

(iv). **Claims not acknowledged by the Group relating to cases contested by the Group and which are not likely to be devolved on the Group relating to the following areas :**

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Income Tax (Pending before Appellate Authorities)[1&4]	2,433.1	2,209.7	1,582.6
VAT & GST (Pending before Appellate Authorities)[2&4]	1,544.0	166.8	183.5
Customs (Pending before Appellate authorities)[3&4]	61.4	-	-
Suits filed against the Group	288.2	52.5	62.7
Letter of credit	1,454.7	2,214.7	2,524.4
Letter of Comfort	610.5	1,900.6	2,325.8
Bank Guarantees	13.0	20.7	15.7
Corporate Guarantee[5]	388.1	810.0	1,295.4
Total	**6,793.0**	**7,375.0**	**7,990.1**

(Rs. in million)

Note 36: Provisions and Contingent Liabilities :

1. The claims against the Group not acknowledged as debts in respect of income tax matters as at March 31, 2025 : Rs. 2,433.1 million, March 31, 2024 : Rs. 2,209.7 million, March 31, 2023 : Rs. 1,582.6 million. These claims against the Group are arising on account of multiple issues of disallowances on completion of assessment proceedings under the Income-tax Act, 1961, such as disallowance of expenditure incurred in relation to income not includible in total income u/s 14A of the Income Tax Act, 1961 and disallowance of interest expenditure on perpetual NCDs.These matters are pending before various appellate authorities and the Management expect that its position will likely be upheld on ultimate resolution and will not have a material adverse effect on the Group financial position. Hence, the Group has not recognized these uncertain tax positions in its books.

2. Claims against the Group not acknowledged as debts in respect of indirect tax (VAT and GST) matters amounting to Rs. 1,544 million in March 2025, Rs. 166.8 million in March 2024, Rs. 183.5 million in March 2023. These claims against the Group are arising on account of multiple issues such as disallowances on Input Tax Credit under the erstwhile VAT Laws and GST Act, 2017 and disallowance of transitional credit to GST regime (TRAN-1).
3. The customs authorities have raised a demand due to an issue with the Harmonized System of Nomenclature (HSN) classification, which has led to a shortfall in the payment of customs duty.
4. These matters are pending before various appellate authorities and the Management expect that its position will likely be upheld on ultimate resolution and will not have a material adverse effect on the Company’s financial position. Hence, the Group has not recognized these uncertain tax positions in its books.
5. Corporate Guarantee includes guarantees issued to National Housing Bank on behalf of Tata Capital Housing Finance Limited as at March 31, 2025: Rs.12,000 million, March 31, 2024: Rs.12,000 million, March 31, 2023: Rs.12,000 million against which the amount liable by Tata Capital Housing Finance Limited as at March 31, 2025: Rs.388.1 million, March 31, 2024: Rs.810 million, March 31, 2023: Rs.1,295.4 million. Pursuant to the terms of the Guarantee, the Company's liability on invocation is capped at the outstanding amount.

(v). **Commitments :**

Particulars	**As at March 31, 2025**	**As at March 31, 2024**	**As at March 31, 2023**
Undrawn Commitment given to Borrowers	2,07,174.0	1,66,578.0	1,35,492.8
Leases entered but not executed	26,552.8	12,595.0	9,751.4
Estimated amount of contracts remaining to be executed on capital account and not provided for (net off advances given)	474.8	337.7	573.2
Commitment to co-invest with Omega TC Holdings Pte. Ltd	-	-	1,195.1
Commitment in respect of uncalled capital investment in Partners' Capital in Pitango Venture Capital Fund	-	-	36.0

(Rs. in million)

Note 37: Employee benefit expenses

A. Defined contribution plans
1) Superannuation Fund
The Group makes contribution towards superannuation fund, a defined contribution retirement plan for qualifying employees. The Superannuation fund is administered by superannuation fund set up as Trust by the Group. The Group is liable to pay to the superannuation fund to the extent of the amount contributed. The Group recognizes such contribution as an expense in the period/year of contribution. The Group has recognised as at March 31, 2025 : Rs. 26.1 million, March 31, 2024 : Rs. 17 million, March 31, 2023 : Rs. 16.7 million for Superannuation Fund contributions in the Statement of Profit and Loss.

The Board of Directors of the Company in its meeting held on June 4, 2024 had approved a Scheme of Arrangement and Amalgamation (“Scheme”), inter alia, involving the amalgamation of Tata Motors Finance Limited (Formerly known as Tata Motors Finance Solutions Limited) ("amalgamating company") with and into Tata Capital Limited. The Hon’ble NCLT vide its Order dated May 1, 2025, has sanctioned the Scheme. Upon receipt of all requisite approvals, the Amalgamating Company and the Company have filed the relevant Form with the Registrar of Companies on May 8, 2025. Accordingly, the Scheme has become effective on May 8, 2025 (“Effective Date”) and the Amalgamating Company has amalgamated with the Company from the Effective Date. As per the Scheme, the Appointed Date is April 1, 2024.

The contributions towards superannuation, for qualifying employees of the erstwhile company Tata Motors Finance Limited for the period upto the date of order i.e. May 1, 2025 was paid to a superannuation fund administered by the Trustees of the Tata Motors Limited Superannuation Fund.

B. Defined benefit plans
1) Provident Fund
The Group makes Provident Fund contributions, a defined contribution plan for qualifying employees. Under the Schemes, both employees and the Group make monthly contributions at a specified percentage of the covered employees’ salary (currently 12% of employees’ basic salary). The contributions are made to the provident fund set up as an irrevocable trust by the Group, except for one of its subsidiaries where contributions as specified under the law are paid to provident fund administered by the Regional Provident Fund Commisisoner. The employer’s contribution towards pension fund is paid by the Group to Regional Provident Fund office, as specified under the law.
The interest rate payable to the members of the trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the Group. Hence the Group is liable for annual contributions and any deficiency in interest cost compared to interest computed based on the rate of interest declared by the Central Government. The total liability in respect of the interest shortfall of the Fund is determined on the basis of an actuarial valuation. The interest liability arising only to the extent of the aforesaid differential shortfalls is a defined benefit plan. There is no such shortfall as at March 31, 2025, March 31, 2024 and March 31, 2023.

The Provident Fund contributions, for qualifying employees of the erstwhile company Tata Motors Finance Limited for the period upto the date of NCLT order (May 1, 2025) was paid to provident fund administered by the Regional Provident Fund Commissioner.

The Provident Fund contributions along with the interest shortfall if any are recognized as an expense in the period/year in which it is determined. The Group has recognised as at March 31, 2025 : Rs. 967.5 million, March 31, 2024 : Rs. 583.7 million, March 31, 2023 : Rs. 430.9 million, March 31, 2022 : Rs. 265.2 million for Provident Fund contributions, for interest shortfalls in the Statement of Profit and Loss as on March 31, 2025 : ₹ Nil, March 31, 2024 : ₹ Nil, March 31, 2023 : ₹ Nil.

2) Gratuity
The Group offers its employees defined benefit plans in the form of a gratuity scheme (a lump-sum amount). Benefits under the defined benefit plans are typically based on years of service and the employee's compensation (generally immediately before retirement). The gratuity scheme covers substantially all regular employees. Commitments are actuarially determined at year-end. These commitments are valued at the present value of the expected future payments, with consideration for calculated future salary increases, using a discount rate corresponding to the interest rate estimated by the actuary having regard to the interest rate on Government bonds with a remaining term that is almost equivalent to the average balance working period of employees. Actuarial valuation is done based on "Projected Unit Credit" method. Gains and losses of changed actuarial assumptions are recorded in the Other Comprehensive Income. The Company provides gratuity for employees in India as per payment of Gratuity Act, 1972. The gratuity scheme for employees is as under:

Eligibility	Continuous service for 5 years (not applicable in case of death or disability while in service)
Benefit payable upon	Retirement, Withdrawal, Death/Diability
Benefit payable	For service less than 10 years: 15/26 X Salary X Service
	For service greater than 10 years: Salary X Service
Salary definition	Last drawn monthly basic salary + Dearness Allowance
Service definition	Number of years of service rounded to the nearest integer
Normal retirement age	60 years

There are no statutory minimum funding requirements for gratuity plans mandated in India. However, a Company can fund the benefits by way of a separate irrevocable Trust to take advantage of tax exemptions and also to ensure security of benefits.

The Tata Capital Limited Gratuity Scheme is funded by way of a separate irrevocable Trust and the Company is expected to make regular contributions to the Trust. The fund is managed internally by the Company and the assets are invested as per the pattern prescribed under Rule 67 of Income Tax Rules, 1962. The asset allocation of the Trust is set by Trustees from time to time, taking into account the membership profile, the liquidity requirements of the plan and risk appetite of the plan sponsor as per the investment norms. Each year asset-liability matching study is performed in which the consequences of the strategic investment policies are analysed in terms of risk and return profiles. Investment and Contribution policies are integrated within this study.

The contributions for qualifying employees of the erstwhile company Tata Motors Finance Limited for the period upto the date of NCLT order (May 1, 2025) was paid to the Tata Motors Finance Limited Employee Gratuity Trust.

Through its defined benefit plans, the Group is exposed to a number of risks, the most significant of which are detailed below:

1. Interest rate risk: The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

2. Salary Inflation risk : Higher than expected increases in salary will increase the defined benefit obligation

3. Demographic risk : This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

4. Investment risk : For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

5. Legislative risk : Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act, 1972, thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the defined benefit obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

(Rs. in million)

Movement in net defined benefit (asset) liability

a) Reconciliation of balances of Defined Benefit Obligations.

Particulars	As at March 31, 2025		As at March 31, 2024	
	Total Funded	Total Unfunded	Total Funded	Total Unfunded
Defined Obligations at the beginning of the year	1,315.9	-	1,061.1	-
Transfer due to business combination	613.5	-	-	-
Current service cost	249.6	-	150.8	-
Interest cost	128.3	-	72.4	-
Benefits paid form plan assets	(76.6)	-	-	-
Amalgamations / Acquisitions	-	-	-	-
a. Due to change in financial assumptions	211.8	-	17.7	-
b. Due to change in experience adjustments	136.4	-	96.3	-
c. Due to demographic assumptions	(26.9)	-	-	-
Benefits paid directly by the Group	(64.1)	-	(82.4)	-
Defined Obligations at the end of the year	**2,487.9**	**-**	**1,315.9**	**-**

Particulars	As at March 31, 2023	
	Total Funded	Total Unfunded
Defined Obligations at the beginning of the year	868.1	-
Transfer due to business combination	-	-
Current service cost	116.8	-
Interest cost	54.3	-
Benefits paid form plan assets	-	-
Amalgamations / Acquisitions	-	-
a. Due to change in financial assumptions	9.7	-
b. Due to change in experience adjustments	77.6	-
c. Due to demographic assumptions	-	-
Benefits paid directly by the Group	(65.4)	-
Defined Obligations at the end of the year	**1,061.1**	**-**

b) Reconciliation of balances of Fair Value of Plan Assets

Particulars	As at March 31, 2025		As at March 31, 2024	
	Total Funded	Total Unfunded	Total Funded	Total Unfunded
Fair Value at the beginning of the year	**1,301.2**	**-**	**1,077.2**	**-**
Transfer due to business combination	457.8	-	-	-
Expected return on plan assets	(15.5)	-	86.8	-
Amalgamations / Acquisitions	-	-	-	-
Employer contributions	400.8	-	58.6	-
Benefits paid	(76.6)	-	-	-
Interest Income on Plan Assets	132.6	-	78.6	-
Change in Asset Ceiling	-	-	-	-
Fair Value of Plan Assets at the end of the year	**2,200.3**	**-**	**1,301.2**	**-**

Particulars	As at March 31, 2023	
	Total Funded	Total Unfunded
Fair Value at the beginning of the year	**961.4**	**-**
Transfer due to business combination	**-**	**-**
Expected return on plan assets	(39.2)	-
Amalgamations / Acquisitions	-	-
Employer contributions	87.5	-
Benefits paid	-	-
Interest Income on Plan Assets	65.4	-
Change in Asset Ceiling	2.1	-
Fair Value of Plan Assets at the end of the year	**1,077.2**	**-**

c) Funded status

Particulars	As at March 31, 2025		As at March 31, 2024	
	Total Funded	Total Unfunded	Total Funded	Total Unfunded
Deficit of plan assets over obligations	-	-	-	-
Surplus of plan assets over obligations	(287.6)	-	(14.7)	-
Total	**(287.6)**	**-**	**(14.7)**	**-**

Particulars	As at March 31, 2023	
	Total Funded	Total Unfunded
Deficit of plan assets over obligations	-	-
Surplus of plan assets over obligations	16.1	-
Total	**16.1**	**-**

Tata Capital Limited
Notes forming part of the Restated Consolidated Financial Information (continued)
(Rs. in million)

d) Categories of plan assets

Particulars	As at March 31, 2025		As at March 31, 2024	
	Total Funded	Total Unfunded	Total Funded	Total Unfunded
Corporate bonds	3.0	-	2.8	-
Government securities	3.0	-	2.8	-
Insurer managed funds - ULIP Product	1,636.4	-	1,287.9	-
Others	544.9	-	-	-
Cash	13.0	-	7.7	-
Total	**2,200.3**	**-**	**1,301.2**	**-**

Particulars	As at March 31, 2023	
	Total Funded	Total Unfunded
Corporate bonds	26.9	-
Equity shares	-	-
Government securities	2.9	-
Insurer managed funds - ULIP Product	1,043.3	-
Others	-	-
Cash	4.1	-
Total	**1,077.2**	**-**

e) Amount recognised in Balance sheet

Particulars	As at March 31, 2025		As at March 31, 2024	
	Total Funded	Total Unfunded	Total Funded	Total Unfunded
Present value of the defined benefit obligation (Liability)	2,487.9	-	1,315.9	-
Fair value of plan assets	2,200.3	-	1,301.2	-
Net asset / (liability) recognised in the Balance Sheet	**(287.6)**	**-**	**(14.7)**	**-**

Particulars	As at March 31, 2023	
	Total Funded	Total Unfunded
Present value of the defined benefit obligation (Liability)	1,061.1	-
Fair value of plan assets	1,077.2	-
Net asset / (liability) recognised in the Balance Sheet	**16.1**	**-**

f) Amount recognised in Statement of Profit and Loss

Particulars	As at March 31, 2025		As at March 31, 2024	
	Total Funded	Total Unfunded	Total Funded	Total Unfunded
Current Service Cost	249.6	-	150.8	-
Interest Cost (net)	(4.3)	-	(6.2)	-
Total	**245.3**	**-**	**144.6**	**-**

Particulars	As at March 31, 2023	
	Total Funded	Total Unfunded
Current Service Cost	116.8	-
Interest Cost (net)	(11.1)	-
Total	**105.7**	**-**

g) Amount recognised in OCI

Particulars	As at March 31, 2025		As at March 31, 2024	
	Total Funded	Total Unfunded	Total Funded	Total Unfunded
a. Due to change in financial assumptions	211.8	-	17.7	-
b. Due to change in experience adjustments	136.4	-	96.3	-
c. Due to demographic assumptions	(26.9)	-	-	-
d. (Return) on plan assets (excl. interest income)	15.5	-	(86.8)	-
e. Change in Asset Ceiling	-	-	-	-
Sub-total	**336.8**	**-**	**27.2**	**-**
Less: Attributable to non-controlling interest	-	-	-	-
Total	**336.8**	**-**	**27.2**	**-**
Total defined benefit cost recognized in P&L and OCI	**582.1**	**-**	**171.8**	**-**

Particulars	As at March 31, 2023	
	Total Funded	Total Unfunded
a. Due to change in financial assumptions	9.7	-
b. Due to change in experience adjustments	77.6	-
c. Due to demographic assumptions	-	-
d. (Return) on plan assets (excl. interest income)	39.2	-
e. Change in Asset Ceiling	(2.1)	-
Sub-total	**124.4**	**-**
Less: Attributable to non-controlling interest	-	-
Total	**124.4**	**-**
Total defined benefit cost recognized in P&L and OCI	**230.1**	**-**

h) Expected cash flows for the following year

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Expected total benefit payments	4,550.4	2,078.4	1,691.1
Year 1	324.4	141.1	113.7
Year 2	385.2	137.7	120.6
Year 3	350.7	193.9	128.6
Year 4	419.5	158.0	176.4
Year 5	470.6	189.9	143.4
Next 5 years	2,600.1	1,257.7	1,008.3

i) Major Actuarial Assumptions

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Discount Rate (%)	6.5%	6.9%	7.1%
Salary Escalation/ Inflation (%)	Non CRE & J Grade: 12.00% for 3 years, 9.00% p.a. thereafter CRE & CSE Grade : 2.00%	Non CRE: 9.00%, CRE & J Grade: 6.50%	Non CRE: 9.00%, CRE & J Grade: 6.50%
Expected Return on Plan assets (%)	6.5%	6.9%	7.1%
Mortality Table	Indian assured lives Mortality (2006-08) Ult.	Indian assured lives Mortality (2006-08) Ult.	Indian assured lives Mortality (2006-08) Ult.
Withdrawal (rate of employee turnover)	Non CRE Grade : 15.00%; J Grade : 30.00%; CRE & CSE Grade: 40.00%	CRE and J Grade : 40%; Non CRE : Less than 5years : 25% More than 5 years : 10%	CRE and J Grade : 40%; Non CRE : Less than 5years : 25% More than 5 years : 10%
Retirement Age	60 years	60 years	60 years
Weighted Average Duration	6 years	6 years	6 years
Estimate of amount of contribution in the immediate next year (Rs in million)	324.4	141.1	113.7

The estimates for future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors.
The expected return on plan assets is based on market expectation, at the beginning of the period, for returns over the entire life of the related obligation.

j) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Particulars	As at March 31, 2025		As at March 31, 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(127.7)	141.4	(84.3)	95.1
Future salary growth (1% movement)	135.6	(125.0)	92.5	(83.6)
Others (Withdrawal rate 5% movement)	(156.6)	217.5	(85.3)	126.6

Particulars	As at March 31, 2023	
	Increase	Decrease
Discount rate (1% movement)	(66.9)	75.4
Future salary growth (1% movement)	73.5	(66.5)
Others (Withdrawal rate 5% movement)	(61.5)	90.5

k) Provision for leave encashment

Particulars	As at March 31, 2025		As at March 31, 2024	
	Non current	Current	Non current	Current
Liability for compensated absences	469.3	110.2	245.1	79.8

Particulars	As at March 31, 2023	
	Non current	Current
Liability for compensated absences	196.5	61.2

l) Experience adjustments

Particulars	Defined benefit obligation	Plan assets	Surplus/ (deficit)	Experience adjustments on plan liabilities	Experience adjustments on plan assets
Funded					
As at March 31, 2025	2,488.0	2,200.2	(287.8)	(136.4)	(15.5)
As at March 31, 2024	1,315.9	1,301.2	(14.7)	(96.3)	86.8
As at March 31, 2023	1,061.1	1,077.2	16.1	(77.6)	(39.2)

m) Provision for long service award scheme

Particulars	As at March 31, 2025		As at March 31, 2024	
	Non current	Current	Non current	Current
Liability for long term service awards	30.9	4.8	15.8	2.9

Particulars	As at March 31, 2023	
	Non current	Current
Liability for long term service awards	12.5	4.1

Note: The actuarial valuation as at March 31, 2025, March 31, 2024, March 31, 2023 has been carried out on the basis of the membership data provided as at February 28, 2025, February 29, 2024, February 28, 2023 respectively.

(Rs. in million)

Note 38: Disclosure under Ind AS 116: Leases

As a lessee the Group classified property leases as operating leases under Ind AS 116. These include office premises taken on lease. The leases typically run for a period of one to nine years. Leases include conditions such as non-cancellable period, notice period before terminating the lease or escalation of rent upon completion of part tenure of the lease in line with inflation in prices.

Information about leases for which the Group is a lessee is presented below.

(I). Right-of-use assets

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Opening balance	3,115.9	1,939.3	1,113.3
Additions on business combination	818.2	-	-
Additions during the year	1,143.0	1,922.4	1,301.0
Deletion during the year	(45.9)	(65.3)	(49.5)
Foreign currency translation	0.4	-	1.2
Depreciation charge for the year	(931.5)	(680.5)	(426.7)
Closing balance	**4,100.1**	**3,115.9**	**1,939.3**

(II). Movement of lease liabilities

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Opening balance	3,265.3	2,053.8	1,234.4
Additions on business combination	818.2	-	-
Additions during the year	979.5	1,851.8	1,161.9
Deletion during the year	(46.8)	(77.7)	(54.4)
Finance cost	319.1	213.6	120.5
Foreign currency translation	(0.4)	-	1.8
Payment of lease liabilities	(972.7)	(776.2)	(410.4)
Closing balance	**4,362.2**	**3,265.3**	**2,053.8**

(III) Future minimum lease payments were payable as follows:

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Less than one month	73.3	68.3	56.6
Between one and three months	159.4	129.0	106.4
Between three months and one year	709.3	525.3	410.1
Between one and five years	3,157.7	2,325.2	1,319.4
More than five years	1,209.2	1,108.6	687.7
Total undiscounted lease liabilities	**5,308.9**	**4,156.4**	**2,580.2**

(IV). Amounts recognized in the Statement of Profit and Loss

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Interest on lease liabilities	(319.1)	(213.6)	(120.5)
Depreciation of ROU lease asset	(931.5)	(680.5)	(426.7)
Gain/(loss) on termination of leases	0.9	12.7	3.5
Rent concession related to COVID-19	-	-	1.5

(V). Amounts recognised In statement of cash flows

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Total cash outflow for leases	972.7	776.2	410.4

Note:
1. The Group has considered entire lease term for the purpose of determination of Right of use assets and Lease liabilities.

Tata Capital Limited
Notes forming part of the Restated Consolidated Financial Information (continued)
(Rs. in million)

Note 39: Earnings per Share (EPS):

Particulars		As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Profit for the year attributable to Owners of the company	Rs. in million	36,646.6	31,502.1	30,292.0
Weighted average number of equity shares used in computing Basic / Diluted earnings per share	Nos	3,93,18,87,578	3,67,64,72,629	3,58,87,79,637
Face value of equity shares	Rupees	10	10	10
Basic EPS/Diluted EPS	Rupees	9.3	8.6	8.4

Note 40: Operating segments -Basis for segmentation

See accounting policy in 2(xvi)

A. Basis for segmentation

In accordance with Ind AS 108 on Segment Reporting, the Group has identified three business segments i.e. Financing Activity, Investment Activity and Others, and one Geographical Segment viz. India, as secondary segment. These divisions offer different products and services, and are managed separately based on the Group's management.

Reportable segments	Operations
Financing activity	Loans for retail and corporate borrowers. Products offered include asset financing, term loans (corporate and retail), channel financing, credit substitutes, commercial vehicle finance, passenger vehicle finance, investments linked to/arising out of lending business, bill and invoice discounting.
Investment activity	Corporate investments including private equity instruments.
Others	Advisory services, wealth management, distribution of financial products and leasing.

a. Operating segment disclosures are consistent with the information reviewed by the chief operating decision maker (CODM). The basis of measurement of segment information is consistent with the basis of preparation of financial statements. The reconciling items are limited to items that are not allocated to reportable segments, as opposed to a difference in the basis of preparation of the information.

b. When two or more operating segments are aggregated into a single operating segment, the judgements made in applying the aggregation criteria are disclosed by the Group. This includes a brief description of the operating segments that have been aggregated in this way and the economic indicators that have been assessed in determining that the aggregated operating segments share similar economic characteristics.

Tata Capital Limited
Notes forming part of the Restated Consolidated Financial Information (continued)
(Rs. in million)

Note 40: Operating segments - Information about reportable segments

In accordance with Ind AS 108, the Group has identified three business segments i.e. Financing Activity, Investment Activity, and Others and one Geographical Segment viz. India, as secondary segment.

Particulars	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Segment Revenue			
a) Financing Activity	2,73,927.0	1,73,781.0	1,24,758.5
b) Investment Activity	15,135.3	12,281.7	13,211.7
c) Others	4,342.4	3,370.4	3,626.0
Total	**2,93,404.7**	**1,89,433.1**	**1,41,596.2**
Less : Inter Segment Revenue	9,817.1	7,477.2	5,242.1
Add : Interest on Income Tax Refund	111.1	27.9	20.8
Total Income	**2,83,698.7**	**1,81,983.8**	**1,36,374.9**
Segment Results			
a) Financing Activity	47,510.4	41,606.3	28,666.5
b) Investment Activity	1,175.9	2,217.5	6,980.8
c) Others	525.1	212.2	2,251.3
Total	**49,211.4**	**44,036.0**	**37,898.6**
Add: Share of profit of associates	(25.8)	(115.7)	1,467.0
Profit before taxation	**49,185.6**	**43,920.3**	**39,365.6**
Less : Provision for taxation	12,635.4	10,650.7	9,907.9
Profit after taxation	**36,550.2**	**33,269.6**	**29,457.7**

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Segment Assets			
a) Financing Activity	24,15,472.3	16,98,648.1	12,74,275.8
b) Investment Activity	32,571.2	50,635.8	69,961.2
c) Others	15,589.8	8,739.3	4,396.4
d) Unallocated	21,016.8	8,916.6	7,627.6
Total	**24,84,650.1**	**17,66,939.8**	**13,56,261.0**
Segment Liabilities			
a) Financing Activity	21,18,235.4	15,05,831.0	11,65,168.0
b) Investment Activity	1,784.1	2,468.9	1,742.5
c) Others	13,697.5	6,834.6	3,222.1
d) Unallocated	7,226.7	5,984.2	4,641.7
Total	**21,40,943.7**	**15,21,118.7**	**11,74,774.3**

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Capital Expenditure (Including Capital Work-In-Progress)			
a) Financing Activity	2,333.7	2,579.2	856.6
b) Investment Activity	5.1	10.4	3.8
c) Others	7,883.6	4,389.7	1,219.5
Total	**10,222.4**	**6,979.3**	**2,079.9**

Particulars	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Depreciation and Amortisation			
a) Financing Activity	2,070.9	1,498.0	921.1
b) Investment Activity	12.9	11.6	11.4
c) Others	1,816.4	1,365.4	1,327.7
Total	**3,900.2**	**2,875.0**	**2,260.2**

Geographical information:

Particulars	Revenue by location of customers		
	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
a) India	2,79,762.4	1,80,623.2	1,35,522.2
b) Singapore	3,936.3	1,360.6	852.7
c) United Kingdom	-	-	-
Total	**2,83,698.7**	**1,81,983.8**	**1,36,374.9**

Particulars	Total assets by location of customers		
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
a) India	24,77,285.4	17,60,145.4	13,49,432.5
b) Singapore	7,364.7	6,794.4	6,828.5
Total	**24,84,650.1**	**17,66,939.8**	**13,56,261.0**

Tata Capital Limited
Notes forming part of the Restated Consolidated Financial Information (continued)
(Rs. in million)

Note 41: Revenue from contracts with customers

a. Below table provides disaggregation of the Group's revenue from contracts with customers

	Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
i	Type of revenue			
	- Fee and commission income	17,797.5	10,458.8	5,695.8
	Total	17,797.5	10,458.8	5,695.8
ii.	Primary geographical market:			
	- Outside India	3,670.5	1,122.2	635.0
	- India	14,127.0	9,336.6	5,060.8
	Total revenue from contracts with customer	17,797.5	10,458.8	5,695.8
iii.	Timing of revenue recognition			
	- at a point in time upon rendering services	17,322.3	10,308.2	5,588.1
	- over period of time upon rendering services	475.2	150.6	107.7
	Total	17,797.5	10,458.8	5,695.8
iv.	Trade receivables towards contracts with customers			
	- Opening Balance	1,106.1	711.3	289.1
	- Closing Balance	1,009.7	1,106.1	711.3
v.	Impairment on trade receivables towards contracts with customers	16.2	245.5	158.8

Income accrued but not due as at March 31, 2025: Rs.236 million, March 31, 2024: Rs. 6.3 million, March 31, 2023: Rs.157.3 million has been considered as Contract assets, which are billable on completion of milestones specified in the contracts.

As on March 31, 2025, March 31, 2024, March 31, 2023 the Group doesn't have any unsatisified/partially satisified performance obligation.

b. Reconciliation between revenue as per IndAS 108 Segment Reporting and revenue as per IndAS 115 Revenue from contract with customers

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Revenue reported as per IndAS 108 Segment Reporting	2,83,698.7	1,81,983.8	1,36,374.9
Less:			
(a) Revenue reported as per IndAS 109-Financial Instruments	(2,57,581.8)	(1,68,971.5)	(1,19,809.4)
(b) Revenue reported as per IndAS 116-Leases	(2,723.1)	(2,041.9)	(2,701.8)
(c) Revenue reported as per IndAS 28 & IndAS 109-Investments in Associates and Joint Ventures	(5,400.7)	(328.4)	(8,145.7)
(d) Revenue reported as per IndAS 16-Property, Plant and Equipment	(84.6)	(155.4)	(1.6)
(e) Revenue reported as per IndAS 12-Income Taxes	(111.0)	(27.8)	(20.6)
Revenue reported as per IndAS 115 Revenue from contract with customers	17,797.5	10,458.8	5,695.8

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

A) List of related parties and relationship:

	Name of related party
a)	**Holding Company**
	Tata Sons Private Limited
b)	**Subsidiaries**
	Tata Capital Financial Services Limited (merged with Tata Capital Limited w.e.f. 01.01.2024)
	Tata Cleantech Capital Limited (merged with Tata Capital Limited w.e.f. 01.01.2024)
	Tata Capital Housing Finance Limited
	Tata Securities Limited
	Tata Capital Growth Fund I
	Tata Capital Growth Fund II
	Tata Capital Healthcare Fund I
	Tata Capital Healthcare Fund II
	Tata Capital Innovations Fund
	Tata Capital Special Situation Fund
	Tata Capital Pte. Limited
	Tata Capital Advisors Pte. Limited
	Tata Capital General Partners LLP
	Tata Capital Growth II General Partners LLP
	Tata Capital Healthcare General Partners LLP
	TATA Capital Healthcare II General Partners LLP
	Tata Opportunities General Partners LLP
	Tata Capital Plc (liquidated w.e.f. 31.12.2024)
c)	**Associates**
	FinAGG Technologies Private Limited (w.e.f. 16.01.2024)
	Fincare Business Services Limited (ceased to be an associate w.e.f. 24.03.2025)
	Fincare Small Finance Bank Limited (ceased to be an associate w.e.f. 01.04.2024)
	Tema India Private Limited (Ceased w.e.f. 02.06.2023)
	TVS Supply Chain Solutions Limited (ceased to be an associate w.e.f. 28.07.2023)
	Tata Projects Limited (ceased to be an associate (w.e.f. 27.10.2023)
	Tata Play Limited (ceased to be an associate w.e.f. 21.12.2023)
	Tata Technologies Limited (ceased to be an associate w.e.f. 01.01.2024)
d)	**Associates of Domestic Venture Capital Funds (Portfolio Investments)**
	Novalead Pharma Private Limited
	Sea6 Energy Private Limited
	Kapsons Industries Private Limited
	Indusface Private Limited
	Linux Laboratories Private Limited
	Atulaya Healthcare Private Limited
	Cnergyis Infotech India Private Limited
	Deeptek Inc, a Delaware Corporation
	Anderson Diagnostic Services Private Limited
	Cellcure Cancer Centre Private Limited
	Noble Medichem Private Limited (w.e.f.18.04.2024)
	Apex Kidney Care Private Limited (w.e.f. 25.10.2023)
	Sakar Healthcare Limited (w.e.f. 29.08.2023)
	Auxilo Finserve Private Limited (w.e.f. 19.07.2023)
	Orbicular Pharmaceutical Technologies Private Limited (w.e.f. 31.05.2024)
	Harsoria Healthcare Private Limited (w.e.f. 31.12.2024)
	Lokmanya Hospitals Private Limited (ceased to be an associate w.e.f. 05.07.2024)
	Alef Mobitech Solutions Private Limited (ceased to be an associate w.e.f. 01.07.2024)
	Vortex Engineering Private Limited (ceased to be an associate w.e.f. 04.06.2024)
e)	**Post Employment Benefit Plan**
	TCL Employee Welfare Trust
	Tata Capital Limited Gratuity Scheme
	Tata Capital Limited Employees Provident Fund
	Tata Capital Limited Superannuation Scheme
	Tata Securities Limited Employees Gratuity Scheme

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

A) List of related parties and relationship:

	Name of related party
f)	**Key Management Personnel**
	Mr. Rajiv Sabharwal - Managing Director & CEO
	Mr. Saurabh Agrawal - Non-Executive Director
	Ms. Aarthi Subramanian - Non-Executive Director
	Mr. Ramanathan Viswanathan - Independent Director (appointed w.e.f. 27.03.2025)
	Dr. Punita Kumar Sinha - Independent Director (appointed w.e.f. 20.01.2025)
	Mr. Nagaraj Ijari - Independent Director (appointed w.e.f. 01.04.2024)
	Mr. F. N. Subedar - Non-Executive Director (resigned w.e.f. 11.03.2025)
	Mr. Sujit Kumar Varma - Independent Director (appointed w.e.f. 01.01.2024)
	Ms. Varsha Purandare - Independent Director (resigned w.e.f. 01.04.2025)
	Mr. V S Radhakrishnan - Independent Director (resigned w.e.f. 30.12.2024)
	Mr. Mathew Cyriac - Independent Director (resigned w.e.f. 07.05.2024)
	Ms. Malvika Sinha - Independent Director (resigned w.e.f. 01.04.2024)
	Mr. Rakesh Bhatia - Chief Financial Officer
	Ms. Sarita Kamath - Company Secretary
g)	**Subsidiaries, Associates, Joint Venture & Retiral Plans of ultimate holding company and its Subsidiaries & Associates (with whom transactions were carried out during current and previous year)**
	Agratas Energy Storage Solutions Private Limited
	Air India Limited
	Air India SATS Airport Services Private Limited
	AISATS Noida Cargo Terminal Private Limited
	AIX Connect Private Limited (Merged with Air India Express Limited w.e.f. 04.10.2024)
	Automotive Stampings and Assemblies Limited
	Capital Foods Private Limited (w.e.f. 01.02.2024)
	CMS IT Services Private Limited (Ceased w.e.f. 07.05.2024)
	Fiora Hypermarket Limited
	Ideal Ice Limited (Formerly Known as Ideal Ice & Cold Storage Company Limited)
	Indian Steel & Wire Products Limited (Merged with Tata Steel Limited w.e.f. 01.09.2024)
	Industrial Minerals and Chemicals Company Private Limited
	Infiniti Retail Limited
	Innovative Retail Concepts Private Limited
	Jaguar Land Rover Automotive plc
	Logicserve Digital Private Limited (Ceased w.e.f. 28.11.2023)
	Maithon Power Limited
	Nelco Limited
	Niskalp Infrastructure Services Limited
	NourishCo Beverages Limited (Merged with Tata Consumer Products Limited w.e.f. 31.08.2024)
	Novamesh Limited (w.e.f. 21.02.2024)
	Piem Hotels Limited
	Procam International Private Limited (Ceased w.e.f. 15.01.2024)
	Rallis India Limited
	Roots Corporation Limited
	SIBMOST - Tata Projects (JV)
	Silly Point Productions LLP
	Solutions Infini Technologies(India) Private Limited (w.e.f. 05.10.2023)
	Stryder Cycle Private Limited
	Supermarket Grocery Supplies Private Limited
	TACO Air International Thermal Systems Private Limited
	TACO Prestolite Electric Private Limited (w.e.f. 01.01.2024)
	TACO Punch Powertrain Private Limited
	Taj Air Limited
	Taj SATS Air Catering Limited (w.e.f. 01.08.2024)
	Tata 1mg Healthcare Solutions Private Limited
	Tata 1mg Technologies Private Limited
	Tata Advanced Systems Limited
	Tata AIA Life Insurance Company Limited
	Tata AIG General Insurance Company Limited
	Tata Asset Management Private Limited

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

A) List of related parties and relationship:

	Name of related party
g)	**Subsidiaries, Associates, Joint Venture & Retiral Plans of ultimate holding company and its Subsidiaries & Associates (with whom transactions were carried out during current and previous year)**
	Tata AutoComp Gotion Green Energy Solutions Private Limited (w.e.f. 01.01.2024)
	Tata AutoComp GY Batteries Private Limited
	Tata Autocomp Hendrickson Suspensions Private Limited
	Tata Autocomp Katcon Exhaust Systems Private Limited
	Tata Autocomp Systems Limited
	Tata Boeing Aerospace Limited
	Tata Business Hub Limited
	Tata Chemicals Limited
	Tata ClassEdge Limited
	Tata Communications Limited
	Tata Consultancy Services Limited
	Tata Consulting Engineers Limited
	Tata Consumer Products Limited
	Tata Consumer Soulfull Private Limited (Merged with Tata Consumer Products Limited w.e.f. 31.08.2024)
	Tata Digital Private Limited
	Tata Electronics Private Limited
	Tata Electronics Systems Solutions Private Limited (w.e.f. 18.03.2024)
	Tata Elxsi Limited
	Tata Ficosa Automotive Systems Private Limited
	Tata Industries Limited
	Tata International Limited
	Tata Investment Corporation Limited
	Tata Lockheed Martin Aerostructures Limited
	Tata Medical and Diagnostics Limited
	Tata Metaliks Limited (Merged with Tata Steel Limited w.e.f. 01.02.2024)
	Tata Motors Body Solutions Limited
	Tata Motors Finance Limited (merged with Tata Capital Limited w.e.f. 07.05.2025)
	Tata Motors Global Services Limited (Formerly Known as TML Business Services Limited)
	Tata Motors Insurance Broking and Advisory Services Limited
	Tata Motors Limited
	Tata Motors Passenger Vehicles Limited
	Tata Passenger Electric Mobility Limited
	Tata Pension Management Fund Private Limited (Formerly Known as Tata Pension Management Limited)
	Tata Power Delhi Distribution Limited
	Tata Power EV Charging Solutions Limited
	Tata Power Renewable Energy Limited
	Tata Power Solar Systems Limited (Merged with Tata Power Renewable Energy Limited w.e.f. 01.10.2024)
	Tata Precision Industries (India) Limited
	Tata Projects Limited
	Tata Realty and Infrastructure Limited
	Tata SIA Airlines Limited (Merged with Air India Limited w.e.f. 12.11.2024)
	Tata Sikorsky Aerospace Limited
	Tata Steel Downstream Products Limited
	Tata Steel Limited
	Tata Steel Long Products Limited (Merged with Tata Steel Limited w.e.f. 15.11.2023)
	Tata Steel Utilities and Infrastructure Services Limited
	Tata Technologies Limited
	Tata Teleservices (Maharashtra) Limited
	Tata Teleservices Limited
	Tata Toyo Radiator Limited
	Tata Trustee Company Private Limited
	Tata Unistore Limited
	Tejas Networks Limited
	The Associated Building Company Limited
	The Indian Hotels Company Limited
	The Tata Power Company Limited
	Titan Company Limited
	TM Automotive Seating Systems Private Limited

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

A) List of related parties and relationship:

	Name of related party
g)	**Subsidiaries, Associates, Joint Venture & Retiral Plans of ultimate holding company and its Subsidiaries & Associates (with whom transactions were carried out during current and previous year)**
	TM Fainsa Railway Private Limited
	TMF Business Services Limited
	TMF Holdings Limited
	TML CV Mobility Solutions Limited
	TML Smart City Mobility Solutions Limited
	TMRP Auto Trims Private Limited (w.e.f. 25.07.2023)
	TP Ajmer Distribution Limited
	TP Central Odisha Distribution Limited
	TP Jalpura Khurja Power Transmission Limited (w.e.f. 05.04.2024)
	TP Northern Odisha Distribution Limited
	TP Renewable Microgrid Limited
	TP Southern Odisha Distribution Limited
	TP Western Odisha Distribution Limited
	TPL - IAV VOZ CPRR Joint Venture
	Trent Limited
	TVS Emerald Limited (Formerly Known as Emerald Haven Realty Limited)
	United Hotels Limited
	Voltas Limited
	Walwhan Renewable Energy Limited (Merged with Tata Power Renewable Energy Limited w.e.f. 01.10.2024)
	Rallis India Limited Provident Fund
	Taj Residency Employees Provident fund Trust (Bangalore unit)
	Tata Chemicals Limited Provident Fund
	Tata Coffee Staff Provident Fund Trust (Ceased w.e.f. 28.02.2024)
	Tata Communications Employee's Provident Fund Trust
	Tata Consultancy Services Employees' Gratuity Fund
	Tata Elxsi (India) Limited Employees Provident Fund
	Tata Industries Superannuation Fund Trust
	Tata International Limited Gratuity Fund
	Tata Investment Corporation Limited- Provident Fund
	Tata Metaliks Limited Employees Provident fund
	Tata Motors Limited Gratuity Fund
	Tata Power Consolidated Provident Fund
	Tata Sons Consolidated Provident Fund
	Tata Sons Consolidated Superannuation Fund
	Tata Sons Limited H.O. Employees' Gratuity Fund
	Tata Steel Limited Provident Fund
	Tata Steel Long product Limited employees providend fund trust
	Tata Tea Limited Staff Pension Fund
	TCE Employees' Providend Fund
	The Indian Hotels Company Limited Employees Provident Fund
	The Provident Fund of The Tinplate Company of India Limited
	The Tinplate Company Executive Staff Superannuation Fund
	The Tinplate Company of India Limited Gratuity Fund
	Titan Industries Gratuity Fund
	Titan Watches Provident Fund
	Voltas Limited Employees' Superannuation Scheme
	Voltas Limited Managerial Staff Gratuity Fund
	Voltas Limited Provident Fund
	Voltas Managerial Staff Provident Fund

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year) (Rs. in million)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
1	**Tata Sons Private Limited**			
	Expenses			
	Advertising expenses	3.0	3.6	-
	Brand Equity & Brand Promotion expenses	789.1	504.5	384.3
	Dividend paid on equity shares	730.3	707.4	531.9
	Professional Fees	0.4	1.2	2.8
	Training expenses	0.1	0.8	1.0
	Income			
	Foreclosure Charges	-	-	13.1
	Interest Income on Finance Lease	-	-	0.4
	Operating Lease rental	-	-	7.1
	Other transactions			
	Equity shares issued (including Securities Premium)	14,321.4	19,052.8	5,650.9
	Finance Lease Facility repayment received during the period	-	-	7.1
	Proceeds from sale of Equity shares during the period	21,220.9	9,098.8	9,000.0
	Recovery of Stamp duty expenses	2.7	1.0	1.1
	Sale of fixed assets	-	-	59.7
	Assets			
	Other Receivables	-	1.0	1.1
	Liabilities			
	Equity shares held	35,286.8	34,777.2	33,686.8
	Other Payables	788.8	502.4	384.3
2	**Alef Mobitech Solutions Private Limited (ceased to be an associate w.e.f. 01.07.2024)**			
	Assets			
	Investment in Compulsorily Convertible Preference Shares	-	171.2	171.2
	Investment in Equity Shares	-	109.3	109.3
3	**Anderson Diagnostic Services Private Limited**			
	Other transactions			
	Investment in Compulsorily Convertible Preference Shares during the period	-	-	400.0
	Assets			
	Investment in Compulsorily Convertible Preference Shares	400.0	400.0	400.0
	Investment in Equity Shares	140.4	146.9	150.3
4	**Apex Kidney Care Private Limited (w.e.f. 25.10.2023)**			
	Other transactions			
	Investment in Compulsorily Convertible Preference Shares during the period	-	155.0	-
	Investment in Equity Shares during the period	-	500.0	-
	Assets			
	Investment in Compulsorily Convertible Preference Shares	500.0	500.0	-
	Investment in Equity Shares	162.3	155.3	-
5	**Atulaya Healthcare Private Limited**			
	Other transactions			
	Investment in Compulsorily Convertible Preference Shares during the period	-	-	150.0
	Assets			
	Investment in Compulsorily Convertible Preference Shares	549.9	549.9	549.9
	Investment in Equity Shares	0.1	0.1	0.1
6	**Auxilo Finserve Private Limited (w.e.f. 19.07.2023)**			
	Income			
	Interest Income on Loan	-	14.9	-
	Other transactions			
	Investment in Compulsorily Convertible Preference Shares during the period	-	2,150.0	-
	* Investment in Equity Shares during the period	-	0.0	-
	Loan given during the period	-	250.0	-
	Loan repayment received during the period	-	418.8	-
	Assets			
	Investment in Compulsorily Convertible Preference Shares	2,150.0	2,150.0	-
	* Investment in Equity Shares	0.0	0.0	0.0

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year) (Rs. in million)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
7	**Cellcure Cancer Centre Private Limited**			
	Other transactions			
	Investment in Compulsorily Convertible Preference Shares during the period	-	-	750.0
	Assets			
	Investment in Compulsorily Convertible Preference Shares	750.0	750.0	750.0
8	**Cnergyis Infotech India Private Limited**			
	Assets			
	Investment in Compulsorily Convertible Preference Shares	209.1	209.1	209.1
	Investment in Equity Shares	505.3	483.0	501.3
9	**Deeptek Inc, a Delaware Corporation**			
	Other transactions			
	Investment in Compulsorily Convertible Preference Shares during the period	150.0	-	-
	Assets			
	Investment in Compulsorily Convertible Preference Shares	648.6	498.6	498.6
10	**FinAGG Technologies Private Limited (w.e.f. 16.01.2024)**			
	Expenses			
	Commission expenses	15.0	1.1	-
	Professional Fees	-	0.3	-
	Other transactions			
	Investment in Compulsorily Convertible Preference Shares during the period	-	200.0	-
	Investment in Equity Shares during the period	-	0.1	-
	Assets			
	Investment in Compulsorily Convertible Preference Shares	200.0	200.0	-
	Investment in Equity Shares	0.1	0.1	-
	Other Receivables	-	0.1	-
	Liabilities			
	Other Payables	5.0	-	-
11	**Fincare Business Services Limited (ceased to be an associate w.e.f. 24.03.2025)**			
	Income			
	Interest Income on Loan	214.0	35.0	24.5
	Syndication Fees	-	2.5	-
	Other transactions			
	Loan given during the period	-	4,650.0	-
	Loan repayment received during the period	4,650.0	-	202.3
	Assets			
	Investment in Equity Shares	-	83.8	84.5
	Loan balance receivables	-	4,685.0	-
	Commitments			
	Off balance sheet exposure	-	350.0	-
12	**Fincare Small Finance Bank Limited (ceased to be an associate w.e.f. 01.04.2024)**			
	Income			
	Interest Income on Loan	-	80.0	40.9
	Management Fees	-	17.1	-
	Other transactions			
	Loan given during the period	-	600.0	-
	Assets			
	Investment in Equity Shares	-	17.9	14.2
	Loan balance receivables	-	964.5	362.9
13	**Harsoria Healthcare Private Limited (w.e.f. 31.12.2024)**			
	Other transactions			
	Investment in Compulsorily Convertible Preference Shares during the period	647.1	-	-
	Investment in Equity Shares during the period	352.9	-	-
	Assets			
	Investment in Compulsorily Convertible Preference Shares	647.1	-	-
	Investment in Equity Shares	351.9	-	-

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on “Related Party Disclosures” notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year) (Rs. in million)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
14	**Indusface Private Limited**			
	Expenses			
	Information Technology expenses	5.8	2.4	1.5
	* Professional Fees	0.0	0.3	0.1
	Assets			
	Investment in Equity Shares	283.9	285.8	290.9
	Liabilities			
	Other Payables	0.8	1.0	0.5
15	**Kapsons Industries Private Limited**			
	Assets			
	Investment in Compulsorily Convertible Preference Shares	600.0	600.0	600.0
	Investment in Equity Shares	0.1	0.1	0.1
16	**Linux Laboratories Private Limited**			
	Assets			
	Investment in Compulsorily Convertible Preference Shares	500.0	500.0	350.0
	Investment in Equity Shares	164.6	154.9	150.4
17	**Lokmanya Hospitals Private Limited (ceased to be an associate w.e.f. 05.07.2024)**			
	Income			
	Dividend income	9.6	-	-
	Assets			
	Investment in Compulsorily Convertible Preference Shares	-	246.4	246.4
18	**Noble Medichem Private Limited (w.e.f.18.04.2024)**			
	Other transactions			
	Investment in Compulsorily Convertible Preference Shares during the period	340.0	-	-
	Investment in Equity Shares during the period	980.0	-	-
	Assets			
	Investment in Compulsorily Convertible Preference Shares	340.0	-	-
	Investment in Equity Shares	987.5	-	-
19	**Novalead Pharma Private Limited**			
	Assets			
	Investment in Equity Shares	228.2	228.2	228.2
20	**Orbicular Pharmaceutical Technologies Private Limited (w.e.f. 31.05.2024)**			
	Other transactions			
	Investment in Compulsorily Convertible Preference Shares during the period	1,500.0	-	-
	Assets			
	Investment in Compulsorily Convertible Preference Shares	1,500.0	-	-
21	**Sakar Healthcare Limited (w.e.f. 29.08.2023)**			
	Other transactions			
	Investment in Equity Shares during the period	489.1	600.0	-
	Assets			
	Investment in Equity Shares	489.1	850.7	-
22	**Sea6 Energy Private Limited**			
	Assets			
	Investment in Equity Shares	6.1	68.5	107.4
23	**Tema India Private Limited (Ceased w.e.f. 02.06.2023)**			
	Income			
	Dividend income	-	-	2.4
	Interest Income on Loan	-	0.1	0.6
	Other transactions			
	Loan repayment received during the period	-	0.5	1.6
	Assets			
	Investment in Equity Shares	-	-	450.9
	Loan balance receivables	-	-	4.0

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year)

(Rs. in million)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
24	**TVS Supply Chain Solutions Limited (ceased to be an associate w.e.f. 28.07.2023)**			
	Income			
	Income on Invoice Discounting	-	0.8	2.8
	Other transactions			
	Invoice discounted during the period	-	128.9	563.5
	Invoice discounted repayment received during the period	-	122.8	593.2
	Assets			
	Investment in Equity Shares	-	-	81.5
	Invoice Discounted receivable	-	-	21.3
	Commitments			
	Off balance sheet exposure	-	-	77.7
25	**Vortex Engineering Private Limited (ceased to be an associate w.e.f. 04.06.2024)**			
	Assets			
	Investment in Equity Shares	-	290.0	290.0
26	**Tata Capital Limited Employees Provident Fund**			
	Expenses			
	Contribution to Provident Fund	519.2	392.3	277.7
	Other transactions			
	Employees Contribution to Provident Fund	805.2	629.9	441.0
	Interest paid on Non Convertible Debentures	-	0.5	0.5
	Paid towards redemption of Non Convertible Debentures	-	5.0	-
	Liabilities			
	Other Payables	91.3	71.6	51.8
	Payable towards Non Convertible Debentures	-	-	5.0
27	**Tata Capital Limited Gratuity Scheme**			
	Expenses			
	Contribution to Gratuity fund	138.2	41.4	86.5
28	**Tata Capital Limited Superannuation Scheme**			
	Expenses			
	Contribution to Superannuation fund	16.9	17.0	17.0
	Liabilities			
	Other Payables	1.2	0.8	0.7
29	**Tata Securities Limited Employees Gratuity Scheme**			
	Expenses			
	Contribution to Gratuity fund	1.3	0.9	-
30	**Agratas Energy Storage Solutions Private Limited**			
	Income			
	Interest Income on Finance Lease	0.4	-	-
	Operating Lease rental	6.0	0.3	-
	Other transactions			
	Finance Lease Facility provided during the period	3.5	-	-
	Finance Lease Facility repayment received during the period	0.7	-	-
	Assets			
	Finance Lease Facility receivable	3.3	-	-
	* Other Receivables	-	0.0	-
	Liabilities			
	Other Payables	0.1	-	-
31	**Air India Limited**			
	Income			
	Management Fees	-	2.5	-
	Operating Lease rental	191.3	4.3	-
	Assets			
	Other Receivables	5.8	-	-
	Liabilities			
	Other Payables	-	0.2	-

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on “Related Party Disclosures” notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year) (Rs. in million)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
32	**Air India SATS Airport Services Private Limited**			
	Income			
	Operating Lease rental	55.7	27.7	0.6
	Other transactions			
	Purchase of Fixed Assets	-	162.5	-
	Assets			
	Other Receivables	15.3	15.3	0.6
	Commitments			
	Off balance sheet exposure	-	-	413.3
33	**AISATS Noida Cargo Terminal Private Limited**			
	Income			
	Interest Income on Loan	388.8	-	-
	Other transactions			
	Loan given during the period	1,531.0	-	-
	Assets			
	Loan balance receivables	4,664.8	-	-
	Commitments			
	Off balance sheet exposure	280.0	-	-
34	**AIX Connect Private Limited (Merged with Air India Express Limited w.e.f. 04.10.2024)**			
	Income			
	Interest Income on Loan	-	227.6	445.5
	Other transactions			
	Loan given during the period	-	-	3,700.0
	Loan repayment received during the period	-	3,699.5	4,600.5
	Assets			
	Loan balance receivables	-	-	3,726.9
35	**Automotive Stampings and Assemblies Limited**			
	Income			
	* Other Income	0.0	-	-
36	**Capital Foods Private Limited (w.e.f. 01.02.2024)**			
	Income			
	Operating Lease rental	1.1	-	-
	Assets			
	Other Receivables	0.5	-	-
37	**CMS IT Services Private Limited (Ceased w.e.f. 07.05.2024)**			
	Income			
	Other Income	-	0.3	-
38	**TVS Emerald Limited (Formerly Known as Emerald Haven Realty Limited)**			
	Expenses			
	Advertising expenses	0.4	-	-
	Income			
	Interest Income on Loan	233.9	109.5	103.7
	Management Fees	-	-	6.2
	Processing Fees	42.5	-	-
	Other transactions			
	Loan given during the period	4,250.0	-	1,101.0
	Loan repayment received during the period	1,103.0	398.5	417.7
	Assets			
	Loan balance receivables	3,884.7	707.2	1,115.7
39	**Fiora Hypermarket Limited**			
	Expenses			
	Commission expenses	0.2	0.2	0.8
	Staff Welfare expenses	-	16.8	5.8
	Other transactions			
	Payments towards Net Settlement Reward points	51.2	33.2	44.0

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year)

(Rs. in million)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
40	**Ideal Ice Limited (Formerly Known as Ideal Ice & Cold Storage Company Limited)**			
	Income			
	Interest Income on Finance Lease	0.3	0.5	0.6
	Other transactions			
	Finance Lease Facility provided during the period	-	-	5.7
	Finance Lease Facility repayment received during the period	1.5	1.3	1.2
	Assets			
	Finance Lease Facility receivable	1.7	3.2	4.6
41	**Indian Steel & Wire Products Limited (Merged with Tata Steel Limited w.e.f. 01.09.2024)**			
	Income			
	Interest Income on Finance Lease	0.5	1.3	1.2
	Other transactions			
	Finance Lease Facility repayment received during the period	0.9	1.9	3.5
	Assets			
	Finance Lease Facility receivable	-	2.2	4.2
42	**Industrial Minerals and Chemicals Company Private Limited**			
	Income			
	Interest Income on Loan	-	-	8.0
	Management Fees	-	-	0.2
	Other transactions			
	Loan given during the period	-	-	255.0
43	**Infiniti Retail Limited**			
	Expenses			
	Commission expenses	0.6	3.7	7.4
	Staff Welfare expenses	-	-	0.4
	Income			
	Interest Income on Finance Lease	4.7	6.5	7.4
	Interest Income on Loan	2.8	-	-
	Other transactions			
	Finance Lease Facility provided during the period	1.1	54.7	51.7
	Finance Lease Facility repayment received during the period	44.2	45.7	29.4
	Loan given during the period	24.5	-	-
	Loan repayment received during the period	8.2	-	-
	Payments towards Net Settlement Reward points	166.1	153.0	153.9
	* Purchase of Fixed Assets	-	-	0.0
	Security deposit received during the period	0.4	2.1	6.9
	Security deposit repaid / adjusted during the period	-	0.4	0.2
	Assets			
	Assigned receivables	-	10.6	-
	Finance Lease Facility receivable	32.6	74.5	69.7
	Loan balance receivables	16.4	-	-
	Liabilities			
	Other Payables	-	0.2	0.2
	Security deposit payable	13.2	12.9	11.2
	Commitments			
	Off balance sheet exposure	-	-	125.0
44	**Innovative Retail Concepts Private Limited**			
	Expenses			
	Staff Welfare expenses	0.4	0.2	0.2
	Assets			
	Assigned receivables	-	0.7	-
	Liabilities			
	* Other Payables	0.0	-	0.0

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year) (Rs. in million)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
45	**Jaguar Land Rover Automotive plc**			
	Income			
	Interest Income on Debentures	90.8	88.3	66.1
	Other transactions			
	Investment in Debentures during the period	-	-	512.3
	Assets			
	Investment in Debentures	1,416.7	1,372.4	728.4
46	**Logicserve Digital Private Limited (Ceased w.e.f. 28.11.2023)**			
	Expenses			
	Professional Fees	-	0.5	-
47	**Maithon Power Limited**			
	Income			
	Interest Income on Finance Lease	0.3	0.6	0.6
	Other transactions			
	Finance Lease Facility provided during the period	-	1.0	-
	Finance Lease Facility repayment received during the period	1.4	3.4	1.1
	Assets			
	Finance Lease Facility receivable	1.0	2.0	4.9
48	**Nelco Limited**			
	Income			
	Interest Income on Finance Lease	1.0	1.3	0.8
	Operating Lease rental	1.7	-	-
	Other transactions			
	Finance Lease Facility provided during the period	-	3.4	5.9
	Finance Lease Facility repayment received during the period	3.1	2.3	1.3
	Assets			
	Finance Lease Facility receivable	2.4	8.1	8.2
	Liabilities			
	Other Payables	0.1	-	-
	Commitments			
	Off balance sheet exposure	-	-	99.9
49	**Niskalp Infrastructure Services Limited**			
	Other transactions			
	Recovery of Insurance expenses	0.1	0.1	0.1
50	**NourishCo Beverages Limited (Merged with Tata Consumer Products Limited w.e.f. 31.08.2024)**			
	Income			
	Interest Income on Finance Lease	0.1	0.1	-
	Other transactions			
	Finance Lease Facility provided during the period	-	1.7	-
	* Finance Lease Facility repayment received during the period	0.1	0.0	-
	Assets			
	Finance Lease Facility receivable	-	1.7	-
51	**Novamesh Limited (w.e.f. 21.02.2024)**			
	Expenses			
	Communication expenses	1.5	-	-
	Liabilities			
	Other Payables	0.1	-	-
52	**Piem Hotels Limited**			
	Expenses			
	Advertising expenses	-	0.2	-
	* Staff Welfare expenses	0.0	0.4	2.8
53	**Procam International Private Limited (Ceased w.e.f. 15.01.2024)**			
	Expenses			
	Staff Welfare expenses	-	0.6	-

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year) (Rs. in million)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
54	**Rallis India Limited**			
	Income			
	Operating Lease rental	0.5	-	-
	* Other Income	-	0.0	-
	Assets			
	* Other Receivables	0.0	-	-
55	**Roots Corporation Limited**			
	Expenses			
	Staff Welfare expenses	-	0.4	0.4
56	**SIBMOST - Tata Projects (JV)**			
	Other transactions			
	Sale of fixed assets	9.7	-	-
57	**Silly Point Productions LLP**			
	Expenses			
	* Advertising expenses	-	0.0	-
	Assets			
	* Other Receivables	-	0.0	-
58	**Solutions Infini Technologies(India) Private Limited (w.e.f. 05.10.2023)**			
	Expenses			
	Communication expenses	0.1	-	-
	Liabilities			
	Other Payables	0.1	-	-
59	**Stryder Cycle Private Limited**			
	Income			
	Interest Income on Finance Lease	0.1	0.1	-
	Operating Lease rental	0.8	-	-
	Other transactions			
	Finance Lease Facility provided during the period	-	1.0	-
	Finance Lease Facility repayment received during the period	0.2	0.1	-
	Assets			
	Finance Lease Facility receivable	0.8	0.9	-
	Other Receivables	0.1	-	-
	Commitments			
	Off balance sheet exposure	-	-	30.0
60	**Supermarket Grocery Supplies Private Limited**			
	Other transactions			
	Investment in Equity Shares during the period	-	-	972.0
	Assets			
	Investment in Equity Shares	1,008.0	1,032.7	1,032.7
61	**TACO Air International Thermal Systems Private Limited**			
	Income			
	Operating Lease rental	3.1	3.0	2.6
	Assets			
	Other Receivables	0.9	1.6	2.0
	Liabilities			
	Security deposit payable	1.8	1.8	1.8
62	**TACO Prestolite Electric Private Limited (w.e.f. 01.01.2024)**			
	Income			
	* Other Income	0.0	-	-
63	**TACO Punch Powertrain Private Limited**			
	Income			
	Operating Lease rental	0.4	-	-
	Assets			
	Other Receivables	0.1	-	-

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year)

(Rs. in million)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
64	**Taj Air Limited**			
	Assets			
	Investment in Equity Shares	10.0	-	-
65	**Taj SATS Air Catering Limited (w.e.f. 01.08.2024)**			
	Income			
	Operating Lease rental	1.8	-	-
	Assets			
	Other Receivables	1.7	-	-
66	**Tata 1mg Healthcare Solutions Private Limited**			
	Expenses			
	Staff Welfare expenses	0.6	-	-
67	**Tata 1mg Technologies Private Limited**			
	Expenses			
	* Staff Welfare expenses	1.9	1.9	0.0
	Income			
	Interest Income on Loan	0.5	-	-
	Management Fees	2.0	-	-
	Other transactions			
	Loan given during the period	2,000.0	-	-
	Loan repayment received during the period	2,000.0	-	-
68	**Tata Advanced Systems Limited**			
	Income			
	Interest Income on Finance Lease	9.0	10.1	6.8
	Operating Lease rental	7.7	-	-
	Other transactions			
	Finance Lease Facility provided during the period	1.3	48.4	31.5
	Finance Lease Facility repayment received during the period	28.7	22.8	15.8
	Security deposit received during the period	-	-	0.1
	Assets			
	Finance Lease Facility receivable	47.7	78.6	69.5
	Other Receivables	1.4	-	-
	Liabilities			
	Security deposit payable	0.1	0.1	0.1
	Commitments			
	Off balance sheet exposure	-	-	61.6
69	**Tata AIA Life Insurance Company Limited**			
	Expenses			
	Insurance expenses	48.8	54.5	46.5
	Income			
	Advertisement Income	235.4	667.1	-
	Commission income	1,622.8	313.6	49.5
	Interest Income on Finance Lease	11.3	10.3	5.7
	Operating Lease rental	5.7	0.2	-
	Rental Income	16.0	-	-
	Other transactions			
	Finance Lease Facility provided during the period	30.4	35.9	41.3
	Finance Lease Facility repayment received during the period	25.0	13.4	6.9
	Interest paid on Non Convertible Debentures	250.3	456.7	349.6
	Assets			
	Finance Lease Facility receivable	75.4	72.6	64.5
	Other Receivables	121.2	188.9	54.5
	Security deposit receivable	2.5	-	-
	Liabilities			
	Payable towards Non Convertible Debentures	3,350.0	5,150.0	5,150.0
	Security deposit payable	17.5	-	-
	Commitments			
	Off balance sheet exposure	-	-	103.0

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year) (Rs. in million)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
70	**Tata AIG General Insurance Company Limited**			
	Expenses			
	Insurance expenses	639.1	22.1	15.9
	Income			
	Advertisement Income	-	302.4	-
	Commission income	1,176.4	257.7	99.1
	Other transactions			
	Interest paid on Non Convertible Debentures	48.2	101.5	101.5
	Paid towards redemption of Non Convertible Debentures	744.6	-	-
	Security deposit given during the period	2.0	-	-
	Assets			
	Other Receivables	240.7	145.8	26.0
	Security deposit receivable	25.4	-	-
	Liabilities			
	Other Payables	11.8	-	-
	Payable towards Non Convertible Debentures	500.0	1,244.6	1,244.6
71	**Tata Asset Management Private Limited**			
	Expenses			
	Professional Fees	3.5	-	-
	Income			
	* Commission income	-	0.0	-
	Portfolio Management Services	12.8	10.7	6.3
	Assets			
	Other Receivables	0.4	0.2	0.1
72	**Tata AutoComp Gotion Green Energy Solutions Private Limited (w.e.f. 01.01.2024)**			
	Income			
	* Other Income	0.0	-	-
73	**Tata AutoComp GY Batteries Private Limited**			
	Income			
	Income on Invoice Discounting	32.1	-	-
	* Other Income	0.0	-	-
74	**Tata Autocomp Hendrickson Suspensions Private Limited**			
	Income			
	Operating Lease rental	0.2	-	-
	* Other Income	0.0	-	-
	Liabilities			
	Other Payables	0.1	-	-
75	**Tata Autocomp Katcon Exhaust Systems Private Limited**			
	Income			
	* Other Income	0.0	-	-
76	**Tata Autocomp Systems Limited**			
	Income			
	Dividend income	113.5	176.9	193.2
	Interest Income on Finance Lease	0.1	-	-
	Operating Lease rental	69.4	70.6	57.2
	Other transactions			
	Finance Lease Facility provided during the period	1.4	-	-
	Finance Lease Facility repayment received during the period	0.3	-	-
	Security deposit repaid / adjusted during the period	-	-	47.3
	Assets			
	Assigned receivables	-	18.3	-
	Finance Lease Facility receivable	1.1	-	-
	Investment in Equity Shares	-	20,548.7	24,621.9
	Other Receivables	26.9	45.4	54.2
	Commitments			
	Off balance sheet exposure	-	-	213.0

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year) (Rs. in million)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
77	**Tata Boeing Aerospace Limited**			
	Income			
	Interest Income on Finance Lease	0.2	0.2	0.1
	Operating Lease rental	0.4	-	-
	Other transactions			
	Finance Lease Facility provided during the period	-	1.0	1.1
	Finance Lease Facility repayment received during the period	1.0	0.4	0.3
	Security deposit received during the period	-	-	0.2
	Security deposit repaid / adjusted during the period	0.2	-	-
	Assets			
	Finance Lease Facility receivable	0.5	1.7	1.1
	Other Receivables	0.1	-	-
	Liabilities			
	Security deposit payable	-	0.2	0.2
78	**Tata Business Hub Limited**			
	Expenses			
	Commission expenses	0.1	-	-
	Income			
	Interest Income on Finance Lease	1.1	2.4	2.8
	Interest income through Factoring	1.5	-	-
	Other transactions			
	Finance Lease Facility provided during the period	-	0.2	14.2
	Finance Lease Facility repayment received during the period	13.7	7.4	7.8
	Receivables Factored during the period	86.6	-	-
	Assets			
	Finance Lease Facility receivable	4.7	18.2	25.5
79	**Tata Chemicals Limited**			
	Expenses			
	Dividend paid on equity shares	0.7	0.7	0.5
	Income			
	Dividend income	0.2	-	-
	Assets			
	Investment in Equity Shares	8.7	-	-
	Liabilities			
	Equity shares held	32.3	32.3	32.3
80	**Tata ClassEdge Limited**			
	Income			
	Foreclosure Charges	-	-	0.3
	Interest Income on Finance Lease	2.7	8.6	6.8
	Other transactions			
	Finance Lease Facility provided during the period	-	1.4	1.8
	Finance Lease Facility repayment received during the period	34.5	50.6	24.1
	Assets			
	Finance Lease Facility receivable	6.8	37.9	89.6
81	**Tata Communications Limited**			
	Expenses			
	Communication expenses	19.5	-	-
	Information Technology expenses	78.4	72.1	70.5
	Other transactions			
	Finance Lease Facility repayment received during the period	-	0.1	-
	Assets			
	Assigned receivables	-	-	65.5
	Finance Lease Facility receivable	-	0.3	0.3
	Liabilities			
	Other Payables	38.9	34.9	22.4

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year) (Rs. in million)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
82	**Tata Consultancy Services Limited**			
	Expenses			
	Information Technology expenses	2,140.1	1,261.5	790.3
	Income			
	Interest Income on Finance Lease	6.2	6.7	6.6
	Operating Lease rental	16.7	31.3	41.1
	Other transactions			
	Finance Lease Facility provided during the period	-	17.2	52.3
	Finance Lease Facility repayment received during the period	21.2	22.3	23.1
	Interest paid on Non Convertible Debentures	79.5	-	-
	Issuance of Non Convertible Debentures	5,053.0	-	-
	Purchase of Fixed Assets	127.7	36.6	15.5
	* Sale of fixed assets	0.0	-	-
	Security deposit received during the period	7.7	-	5.8
	Security deposit repaid / adjusted during the period	-	4.7	0.8
	Assets			
	Finance Lease Facility receivable	25.9	41.8	50.7
	Liabilities			
	Other Payables	434.3	242.5	295.3
	Payable towards Non Convertible Debentures	5,000.0	-	-
	Security deposit payable	25.8	18.1	22.8
83	**Tata Consulting Engineers Limited**			
	Other transactions			
	Interest paid on Non Convertible Debentures	54.0	32.8	3.6
	Paid towards redemption of Non Convertible Debentures	400.0	250.0	-
	Liabilities			
	Payable towards Non Convertible Debentures	50.0	450.0	150.0
84	**Tata Consumer Products Limited**			
	Expenses			
	Dividend paid on equity shares	0.1	0.1	0.1
	Income			
	Dividend income	0.1	-	-
	Interest Income on Finance Lease	7.7	5.6	1.8
	Operating Lease rental	12.1	6.4	6.1
	* Other Income	0.0	-	-
	Other transactions			
	Finance Lease Facility provided during the period	8.6	36.6	19.1
	Finance Lease Facility repayment received during the period	10.9	5.9	3.2
	Sale of fixed assets	0.4	-	-
	Assets			
	Finance Lease Facility receivable	56.1	53.7	23.0
	Investment in Equity Shares	11.5	-	-
	Other Receivables	-	4.1	3.7
	Liabilities			
	Equity shares held	6.1	6.1	6.1
	Other Payables	2.1	-	-
	Commitments			
	Off balance sheet exposure	-	-	149.6
85	**Tata Consumer Soulfull Private Limited (Merged with Tata Consumer Products Limited w.e.f. 31.08.2024)**			
	Income			
	Operating Lease rental	0.4	-	-

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year) (Rs. in million)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
86	**Tata Digital Private Limited**			
	Expenses			
	Commission expenses	49.7	71.8	44.9
	Income			
	Interest Income on Loan	-	-	136.9
	Operating Lease rental	4.6	-	-
	* Other Income	-	0.0	-
	Other transactions			
	Loan given during the period	-	-	9,000.0
	Loan repayment received during the period	-	-	9,000.0
	Assets			
	* Other Receivables	0.0	-	-
	Commitments			
	Off balance sheet exposure	-	-	50.0
87	**Tata Electronics Private Limited**			
	Income			
	Interest Income on Finance Lease	30.6	35.0	20.7
	Interest Income on Loan	23.9	41.3	-
	Operating Lease rental	17.9	0.3	-
	Other transactions			
	Finance Lease Facility provided during the period	41.2	123.7	298.2
	Finance Lease Facility repayment received during the period	99.2	103.6	96.7
	Loan given during the period	136.0	1,275.0	-
	Loan repayment received during the period	36.4	1,153.6	-
	Security deposit repaid / adjusted during the period	-	1.5	-
	Assets			
	Finance Lease Facility receivable	250.4	301.2	324.4
	Loan balance receivables	225.0	123.6	-
	Other Receivables	3.1	0.2	-
	Liabilities			
	Security deposit payable	-	-	1.5
	Commitments			
	Off balance sheet exposure	-	-	312.6
88	**Tata Electronics Systems Solutions Private Limited (w.e.f. 18.03.2024)**			
	Income			
	* Other Income	0.0	-	-
89	**Tata Elxsi Limited**			
	Expenses			
	Advertising expenses	-	1.7	-
	Printing and Stationery	-	1.6	-
	Income			
	Interest Income on Finance Lease	4.0	3.3	2.5
	Operating Lease rental	4.4	-	-
	Other transactions			
	Finance Lease Facility provided during the period	-	19.0	9.7
	Finance Lease Facility repayment received during the period	10.2	8.6	4.3
	Purchase of Fixed Assets	-	13.7	-
	Assets			
	Finance Lease Facility receivable	21.2	34.5	21.8
	Other Receivables	1.1	-	-
	Liabilities			
	* Other Payables	-	0.0	-
	Commitments			
	Off balance sheet exposure	-	1.2	-

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year) (Rs. in million)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
90	**Tata Ficosa Automotive Systems Private Limited**			
	Income			
	Operating Lease rental	0.2	-	-
	* Other Income	0.0	-	-
	Assets			
	Other Receivables	0.1	-	-
91	**Tata Industries Limited**			
	Expenses			
	Dividend paid on equity shares	-	-	0.4
	Income			
	* Foreclosure Charges	-	-	0.0
	Interest Income on Finance Lease	-	-	7.6
	Syndication Fees	-	-	1.7
	Other transactions			
	Finance Lease Facility provided during the period	-	-	1.3
	Finance Lease Facility repayment received during the period	-	-	23.4
	Assets			
	Investment in Equity Shares	291.9	-	-
	Liabilities			
	Equity shares held	-	-	22.7
92	**Tata International Limited**			
	Expenses			
	Dividend paid on equity shares	0.2	0.2	0.1
	Income			
	Dividend income	1.9	-	-
	Interest Income on Finance Lease	1.6	1.3	1.7
	Operating Lease rental	0.3	-	-
	Other transactions			
	Equity shares issued (including Securities Premium)	3.3	2.2	-
	Finance Lease Facility provided during the period	3.9	5.8	9.2
	Finance Lease Facility repayment received during the period	6.7	4.7	3.7
	Security deposit repaid / adjusted during the period	-	-	2.1
	Assets			
	Finance Lease Facility receivable	7.8	11.1	12.8
	Investment in Equity Shares	476.5	-	-
	Other Receivables	0.1	-	-
	Liabilities			
	Equity shares held	8.1	8.0	7.9
	Commitments			
	Off balance sheet exposure	-	-	35.6
93	**Tata Investment Corporation Limited**			
	Expenses			
	Dividend paid on equity shares	16.9	16.4	12.4
	Other transactions			
	Equity shares issued (including Securities Premium)	332.2	439.8	130.4
	Interest paid on Non Convertible Debentures	35.6	35.6	35.6
	Liabilities			
	Equity shares held	818.6	806.8	781.6
	Payable towards Non Convertible Debentures	400.0	400.0	400.0

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year) (Rs. in million)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
94	**Tata Lockheed Martin Aerostructures Limited**			
	Income			
	Interest Income on Finance Lease	0.3	0.5	0.5
	Operating Lease rental	0.2	-	-
	Other transactions			
	Finance Lease Facility provided during the period	-	-	4.4
	Finance Lease Facility repayment received during the period	0.7	1.5	1.4
	Security deposit received during the period	-	-	0.2
	Assets			
	Finance Lease Facility receivable	1.7	2.6	4.2
	* Other Receivables	0.0	-	-
	Liabilities			
	Security deposit payable	0.2	0.2	0.2
95	**Tata Medical and Diagnostics Limited**			
	Income			
	Interest Income on Finance Lease	0.3	0.4	0.4
	Other transactions			
	Finance Lease Facility provided during the period	-	-	2.7
	Finance Lease Facility repayment received during the period	0.4	0.4	0.3
	Assets			
	Finance Lease Facility receivable	1.9	2.6	3.2
96	**Tata Metaliks Limited (Merged with Tata Steel Limited w.e.f. 01.02.2024)**			
	Income			
	Foreclosure Charges	-	-	0.1
	Interest Income on Finance Lease	-	1.7	2.2
	Operating Lease rental	-	-	0.9
	Other transactions			
	Finance Lease Facility provided during the period	-	1.8	28.7
	Finance Lease Facility repayment received during the period	-	12.7	9.7
	Sale of fixed assets	-	-	0.4
	Security deposit received during the period	-	2.6	1.8
	Assets			
	Finance Lease Facility receivable	-	-	25.5
	* Other Receivables	-	-	0.0
	Liabilities			
	Security deposit payable	-	-	2.9
97	**Tata Motors Body Solutions Limited**			
	Income			
	Operating Lease rental	0.7	0.1	-
	Assets			
	Other Receivables	-	0.1	-
	Liabilities			
	* Other Payables	0.0	-	-
98	**Tata Motors Finance Limited (merged with Tata Capital Limited w.e.f. 07.05.2025)**			
	Expenses			
	Rent expenses	-	25.5	-
	Liabilities			
	Other Payables	-	0.8	-
99	**Tata Motors Insurance Broking and Advisory Services Limited**			
	Income			
	Rental Income	2.8	-	-
	Assets			
	Other Receivables	0.3	-	-

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year) (Rs. in million)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
100	**Tata Motors Limited**			
	Expenses			
	Dividend paid on equity shares	0.9	0.9	0.7
	Professional Fees	16.1	-	-
	Rent expenses	1.1	-	-
	Staff Welfare expenses	0.2	-	-
	Income			
	Foreclosure Charges	-	-	0.1
	Interest Income on Debentures	-	2.2	10.4
	Interest Income on Finance Lease	226.7	179.7	148.2
	Interest income through Factoring	1.3	-	-
	Management Fees	-	-	0.1
	Other Income	13.7	1.3	0.8
	Other transactions			
	Advances given during the period	3,291.4	-	-
	Advances repayment received during the period	2,972.5	-	-
	Finance Lease Facility provided during the period	2.2	182.1	861.6
	Finance Lease Facility repayment received during the period	404.9	363.1	256.1
	Proceeds from redemption of Debentures during the period	-	247.7	-
	Purchase of Fixed Assets	181.0	-	-
	Receivables Factored during the period	14,183.6	-	-
	Assets			
	Finance Lease Facility receivable	1,663.8	1,186.4	1,496.7
	Investment in Debentures	-	-	258.3
	Other Receivables	800.2	-	-
	Security deposit receivable	0.5	-	-
	Liabilities			
	Equity shares held	43.3	43.3	43.3
	Other Payables	11.1	-	-
	Commitments			
	Off balance sheet exposure	-	-	561.2
101	**Tata Motors Passenger Vehicles Limited**			
	Income			
	* Foreclosure Charges	-	-	0.0
	Interest Income on Finance Lease	85.3	59.2	48.6
	Interest income through Factoring	0.6	-	-
	Rental Income	0.2	-	-
	Other transactions			
	Advances given during the period	2,329.2	-	-
	Advances repayment received during the period	2,056.4	-	-
	Finance Lease Facility provided during the period	-	61.5	271.9
	Finance Lease Facility repayment received during the period	128.6	129.0	73.3
	Receivables Factored during the period	5,180.8	-	-
	Assets			
	Assigned receivables	-	20.5	-
	Finance Lease Facility receivable	674.0	382.0	487.2
	Other Receivables	306.3	-	-
	Commitments			
	Off balance sheet exposure	-	-	147.6

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year) (Rs. in million)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
102	**Tata Passenger Electric Mobility Limited**			
	Income			
	Interest Income on Finance Lease	20.5	12.3	5.4
	Interest income through Factoring	0.3	-	-
	Other transactions			
	Advances given during the period	822.8	-	-
	Advances repayment received during the period	869.8	-	-
	Finance Lease Facility provided during the period	-	38.5	50.7
	Finance Lease Facility repayment received during the period	27.1	24.1	6.9
	Receivables Factored during the period	312.2	-	-
	Assets			
	Assigned receivables	-	7.0	-
	Finance Lease Facility receivable	158.7	83.1	86.6
	Commitments			
	Off balance sheet exposure	-	-	41.1
103	**Tata Pension Management Fund Private Limited (Formerly Known as Tata Pension Management Limited)**			
	Income			
	* Commission income	-	0.0	-
	Other transactions			
	Issuance of Non Convertible Debentures	208.5	-	-
104	**Tata Play Limited (ceased to be an associate w.e.f. 21.12.2023)**			
	Assets			
	Investment in Equity Shares	-	-	557.7
105	**Tata Power Delhi Distribution Limited**			
	Expenses			
	* Advertising expenses	-	0.0	0.0
	Electricity expenses	0.4	-	-
	Income			
	* Interest Income on Finance Lease	0.0	-	-
	* Other Income	0.0	-	-
	Other transactions			
	Finance Lease Facility provided during the period	0.7	-	-
	Finance Lease Facility repayment received during the period	0.1	-	-
	Assets			
	Finance Lease Facility receivable	0.7	-	-
	Liabilities			
	* Other Payables	0.0	-	-
106	**Tata Power EV Charging Solutions Limited**			
	Income			
	* Interest Income on Finance Lease	0.0	-	-
	* Other Income	-	0.0	-
	Other transactions			
	Finance Lease Facility provided during the period	0.2	-	-
	* Finance Lease Facility repayment received during the period	0.0	-	-
	Assets			
	Finance Lease Facility receivable	0.2	-	-
107	**Tata Power Renewable Energy Limited**			
	Income			
	Interest Income on Finance Lease	0.5	-	-
	* Other Income	-	0.0	-
	Other transactions			
	Finance Lease Facility repayment received during the period	1.8	-	-
	Assets			
	Finance Lease Facility receivable	4.6	-	-

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year) (Rs. in million)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
108	**Tata Power Solar Systems Limited (Merged with Tata Power Renewable Energy Limited w.e.f. 01.10.2024)**			
	Income			
	Interest Income on Finance Lease	0.7	2.1	3.3
	Other transactions			
	* Finance Lease Facility provided during the period	-	0.0	5.3
	Finance Lease Facility repayment received during the period	3.7	6.4	9.2
	Purchase of Fixed Assets	26.7	3.3	-
	Assets			
	Finance Lease Facility receivable	-	10.1	16.2
109	**Tata Precision Industries (India) Limited**			
	Income			
	Interest Income on Loan	0.6	0.9	1.0
	Other transactions			
	Loan repayment received during the period	1.9	1.9	1.9
	Assets			
	Investment in Non Cumulative Redeemable Preference shares	3.8	-	-
	Loan balance receivables	3.9	5.8	7.7
110	**Tata Projects Limited**			
	Income			
	Foreclosure Charges	-	-	0.1
	Interest Income on Finance Lease	140.8	197.7	203.2
	Interest Income on Loan	-	56.8	309.5
	Operating Lease rental	1,338.1	859.0	401.8
	Other Income	0.1	-	-
	Other transactions			
	Finance Lease Facility provided during the period	67.3	773.5	1,191.1
	Finance Lease Facility repayment received during the period	445.7	1,091.8	384.4
	Loan repayment received during the period	-	4,120.0	-
	Purchase of Fixed Assets	-	-	571.2
	Sale of fixed assets	19.1	39.2	123.0
	Security deposit received during the period	53.8	74.9	2.7
	Security deposit repaid / adjusted during the period	-	5.0	2.7
	Assets			
	Finance Lease Facility receivable	806.4	1,159.9	3,557.7
	Investment in Equity Shares	-	-	400.0
	Loan balance receivables	-	-	4,255.6
	Other Receivables	290.0	177.0	41.7
	Liabilities			
	Security deposit payable	201.5	147.7	77.8
	Commitments			
	Off balance sheet exposure	48.4	261.9	3,708.7
111	**Tata Realty and Infrastructure Limited**			
	Income			
	Interest Income on Loan	-	-	6.2
	Other transactions			
	Loan given during the period	-	-	950.0
	Loan repayment received during the period	-	-	950.0
112	**Tata SIA Airlines Limited (Merged with Air India Limited w.e.f. 12.11.2024)**			
	Expenses			
	Staff Welfare expenses	0.3	-	-

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year) (Rs. in million)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
113	**Tata Sikorsky Aerospace Limited**			
	Income			
	Interest Income on Finance Lease	0.6	0.8	0.9
	Operating Lease rental	0.2	-	-
	Other transactions			
	Finance Lease Facility provided during the period	-	1.0	4.3
	Finance Lease Facility repayment received during the period	2.2	2.1	3.2
	Security deposit received during the period	-	-	0.2
	Assets			
	Finance Lease Facility receivable	2.8	5.2	6.0
	* Other Receivables	0.0	-	-
	Liabilities			
	Security deposit payable	0.2	0.2	0.2
	Commitments			
	Off balance sheet exposure	-	73.7	-
114	**Tata Steel Downstream Products Limited**			
	Income			
	* Interest Income on Finance Lease	0.3	0.4	0.0
	Interest income through Factoring	1.5	-	-
	Operating Lease rental	0.7	-	-
	Other transactions			
	Finance Lease Facility provided during the period	-	-	3.2
	Finance Lease Facility repayment received during the period	0.5	0.5	-
	Receivables Factored during the period	574.2	-	-
	Assets			
	Finance Lease Facility receivable	2.4	3.0	3.5
	Other Receivables	0.1	-	-
	Commitments			
	Off balance sheet exposure	-	-	195.1
115	**Tata Steel Limited**			
	Income			
	Dividend income	22.6	0.7	0.9
	Interest Income on Debentures	17.4	24.0	23.5
	Interest Income on Finance Lease	1.3	0.2	-
	Interest income through Factoring	237.8	30.7	-
	Operating Lease rental	0.6	-	-
	Other transactions			
	Finance Lease Facility repayment received during the period	8.4	1.4	-
	Proceeds from redemption of Debentures during the period	251.1	-	-
	Receivables Factored during the period	63,970.9	14,213.7	-
	Security deposit repaid / adjusted during the period	2.1	-	-
	Assets			
	Assigned receivables	5.0	0.5	-
	Finance Lease Facility receivable	5.0	13.6	-
	Investment in Debentures	347.4	588.4	571.4
	Investment in Equity Shares	967.2	27.4	18.4
	Other Receivables	0.4	-	-
	Liabilities			
	Security deposit payable	0.7	2.8	-
116	**Tata Steel Long Products Limited (Merged with Tata Steel Limited w.e.f. 15.11.2023)**			
	Income			
	Interest income through Factoring	-	0.8	-
	Other transactions			
	Receivables Factored during the period	-	160.0	-

42 **Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:**

B) **Transactions with related parties (with whom transactions were carried out during current and previous year)** (Rs. in million)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
117	**Tata Steel Utilities and Infrastructure Services Limited**			
	Income			
	Foreclosure Charges	-	-	0.3
	Interest Income on Finance Lease	2.7	2.4	5.6
	Operating Lease rental	36.6	36.7	8.8
	Other transactions			
	Finance Lease Facility provided during the period	-	-	31.2
	Finance Lease Facility repayment received during the period	14.4	16.4	11.1
	Security deposit received during the period	0.6	-	25.3
	Security deposit repaid / adjusted during the period	2.2	-	8.0
	Assets			
	Finance Lease Facility receivable	7.5	16.5	39.2
	Other Receivables	3.4	3.5	6.8
	Liabilities			
	Security deposit payable	18.7	20.3	20.3
	Commitments			
	Off balance sheet exposure	-	-	320.8
118	**Tata Technologies Limited**			
	Expenses			
	Information Technology expenses	131.5	52.7	43.7
	Income			
	Dividend income	81.6	-	-
	* Interest Income on Finance Lease	-	-	0.0
	Other transactions			
	* Finance Lease Facility repayment received during the period	-	-	0.0
	Proceeds from sale of Equity shares during the period	-	-	794.8
	Purchase of Fixed Assets	15.2	-	-
	Assets			
	Investment in Equity Shares	5,068.6	6,358.2	3,622.0
	Liabilities			
	Other Payables	6.2	8.9	10.3
119	**Tata Teleservices (Maharashtra) Limited**			
	Expenses			
	Communication expenses	27.6	18.6	14.5
	Liabilities			
	Other Payables	0.6	1.6	0.8
120	**Tata Teleservices Limited**			
	Expenses			
	Communication expenses	4.2	3.4	3.3
	Income			
	Interest Income on Finance Lease	-	0.1	0.7
	Other transactions			
	Finance Lease Facility repayment received during the period	0.1	2.5	5.3
	Assets			
	Other Receivables	0.1	-	-
	Liabilities			
	Other Payables	0.1	0.3	0.1
121	**Tata Toyo Radiator Limited**			
	Income			
	Operating Lease rental	214.8	225.1	201.9
	Other transactions			
	Security deposit received during the period	0.9	-	32.3
	Security deposit repaid / adjusted during the period	-	-	150.1
	Assets			
	Other Receivables	81.0	154.9	186.3
	Liabilities			
	Security deposit payable	1.9	1.0	1.0

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year) (Rs. in million)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
122	**Tata Trustee Company Private Limited**			
	Expenses			
	Professional Fees	3.2	3.2	3.2
	Liabilities			
	Other Payables	0.5	0.3	-
123	**Tata Unistore Limited**			
	Expenses			
	Staff Welfare expenses	0.3	0.2	0.1
	Income			
	* Other Income	0.0	-	-
124	**Tejas Networks Limited**			
	Income			
	Operating Lease rental	0.3	-	-
	* Other Income	0.0	-	-
	Assets			
	Assigned receivables	-	86.7	-
	Other Receivables	0.1	-	-
125	**The Associated Building Company Limited**			
	Expenses			
	Interest expenses on Inter Corporate Deposit	-	0.7	-
	Other transactions			
	Inter-Corporate Deposit received during the period	-	40.0	-
	Inter-Corporate Deposit repaid during the period	-	40.0	-
126	**The Indian Hotels Company Limited**			
	Expenses			
	Staff Welfare expenses	15.6	11.5	34.5
	Income			
	* Dividend income	0.0	0.0	0.0
	Interest Income on Finance Lease	0.1	0.1	0.2
	* Operating Lease rental	0.5	0.0	-
	Other transactions			
	* Finance Lease Facility provided during the period	-	0.0	-
	Finance Lease Facility repayment received during the period	0.2	0.4	0.8
	Assets			
	Finance Lease Facility receivable	0.3	0.6	1.0
	Investment in Equity Shares	15.4	11.6	6.4
	Other Receivables	0.1	1.8	-
127	**The Tata Power Company Limited**			
	Expenses			
	Dividend paid on equity shares	0.5	0.5	0.4
	Income			
	* Dividend income	0.0	-	-
	Interest Income on Finance Lease	11.0	16.9	25.6
	Interest income through Factoring	0.6	131.5	1.2
	Other transactions			
	Finance Lease Facility provided during the period	1.3	2.4	11.7
	Finance Lease Facility repayment received during the period	35.5	55.1	56.9
	Receivables Factored during the period	-	-	1,464.4
	Assets			
	Finance Lease Facility receivable	50.6	89.3	151.6
	Investment in Equity Shares	3.4	-	-
	Liabilities			
	Equity shares held	23.3	23.3	23.3

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year) (Rs. in million)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
128	**Titan Company Limited**			
	Expenses			
	Interest expenses on Inter Corporate Deposit	-	-	15.5
	* Staff Welfare expenses	-	0.1	0.0
	Income			
	Interest Income on Finance Lease	1.0	1.1	1.2
	Interest Income on Loan	2.6	3.1	0.2
	Other transactions			
	Finance Lease Facility repayment received during the period	1.0	0.9	1.3
	Inter-Corporate Deposit received during the period	-	-	1,500.0
	Inter-Corporate Deposit repaid during the period	-	-	1,500.0
	Interest paid on Non Convertible Debentures	202.1	138.4	-
	Loan given during the period	-	-	31.4
	Loan repayment received during the period	5.0	2.9	0.1
	Paid towards redemption of Non Convertible Debentures	-	300.0	-
	Assets			
	Finance Lease Facility receivable	10.0	11.1	12.0
	Loan balance receivables	23.9	29.1	31.5
	Other Receivables	-	-	0.1
	Liabilities			
	Payable towards Non Convertible Debentures	2,500.0	2,000.0	300.0
	Security deposit payable	1.3	1.3	1.3
129	**TM Automotive Seating Systems Private Limited**			
	Income			
	Operating Lease rental	0.6	-	-
	Assets			
	Other Receivables	0.2	-	-
130	**TM Fainsa Railway Private Limited**			
	Income			
	* Other Income	0.0	-	-
131	**TMF Business Services Limited**			
	Expenses			
	Rent expenses	-	7.9	33.5
	Income			
	Interest Income on Inter Corporate Deposit	0.3	-	-
	Rental Income	8.8	-	-
	Other transactions			
	Inter-Corporate Deposit placed during the period	120.0	-	-
	Inter-Corporate Deposit repayment received during the period	120.0	-	-
	Assets			
	Other Receivables	0.7	-	-
	Liabilities			
	Other Payables	-	-	2.8
132	**TMF Holdings Limited**			
	Expenses			
	Rent expenses	45.2	-	-
	Income			
	Interest Income on Inter Corporate Deposit	5.2	-	-
	Rental Income	10.5	-	-
	Other transactions			
	Inter-Corporate Deposit repayment received during the period	850.0	-	-
	Interest paid on Non Convertible Debentures	581.5	-	-
	Proceeds from sale of Equity shares during the period	0.1	-	-
	Assets			
	Other Receivables	0.8	-	-
	Liabilities			
	Payable towards Non Convertible Debentures	6,000.0	-	-

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year)

(Rs. in million)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
133	**Tata Motors Global Services Limited (Formerly Known as TML Business Services Limited)**			
	Expenses			
	Professional Fees	12.7	-	-
	Income			
	Interest Income on Finance Lease	6.9	4.8	4.4
	Operating Lease rental	-	-	0.4
	Other transactions			
	Finance Lease Facility provided during the period	-	7.5	39.8
	Finance Lease Facility repayment received during the period	7.4	12.3	7.6
	Assets			
	Finance Lease Facility receivable	52.4	31.6	38.9
	Liabilities			
	Other Payables	0.5	0.6	0.6
134	**TML CV Mobility Solutions Limited**			
	Income			
	Interest Income on Finance Lease	0.1	-	-
	* Other Income	0.0	-	-
	Assets			
	Finance Lease Facility receivable	2.0	-	-
135	**TML Smart City Mobility Solutions Limited**			
	Income			
	Interest Income on Finance Lease	0.6	-	-
	* Other Income	0.0	-	-
	Assets			
	Finance Lease Facility receivable	11.0	-	-
136	**TMRP Auto Trims Private Limited (w.e.f. 25.07.2023)**			
	Income			
	* Other Income	0.0	-	-
137	**TP Ajmer Distribution Limited**			
	Expenses			
	Electricity expenses	0.2	-	-
	Income			
	Interest Income on Finance Lease	0.4	0.3	0.2
	Other transactions			
	Finance Lease Facility provided during the period	-	2.7	-
	Finance Lease Facility repayment received during the period	0.5	2.1	0.7
	Assets			
	Finance Lease Facility receivable	1.9	3.0	3.3
	Liabilities			
	* Other Payables	0.0	-	-
	Commitments			
	Off balance sheet exposure	-	-	62.6
138	**TP Central Odisha Distribution Limited**			
	Expenses			
	Electricity expenses	0.7	-	-
	Income			
	Interest Income on Finance Lease	0.8	1.2	1.9
	Other transactions			
	Finance Lease Facility provided during the period	0.3	5.8	-
	Finance Lease Facility repayment received during the period	3.6	4.6	3.6
	Assets			
	Assigned receivables	-	40.1	-
	Finance Lease Facility receivable	3.0	6.9	5.8
	Liabilities			
	Other Payables	0.1	-	-

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year) (Rs. in million)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
139	**TP Jalpura Khurja Power Transmission Limited (w.e.f. 05.04.2024)**			
	Income			
	* Interest Income on Finance Lease	0.0	-	-
	* Other Income	0.0	-	-
	Other transactions			
	Finance Lease Facility provided during the period	0.6	-	-
	Finance Lease Facility repayment received during the period	0.1	-	-
	Assets			
	Finance Lease Facility receivable	0.5	-	-
140	**TP Northern Odisha Distribution Limited**			
	Expenses			
	Electricity expenses	0.1	-	-
	Income			
	* Interest Income on Finance Lease	0.0	0.4	0.5
	Other transactions			
	Finance Lease Facility provided during the period	0.2	0.4	0.7
	Finance Lease Facility repayment received during the period	0.3	1.0	1.2
	Assets			
	Assigned receivables	-	42.5	-
	Finance Lease Facility receivable	0.2	1.8	2.4
	Liabilities			
	* Other Payables	0.0	-	-
141	**TP Renewable Microgrid Limited**			
	Income			
	* Interest Income on Finance Lease	0.0	0.0	0.0
	Other transactions			
	Finance Lease Facility provided during the period	-	-	0.4
	* Finance Lease Facility repayment received during the period	0.1	0.1	0.0
	Assets			
	Finance Lease Facility receivable	-	0.2	0.4
142	**TP Southern Odisha Distribution Limited**			
	Expenses			
	* Electricity expenses	0.0	-	-
	Income			
	Interest Income on Finance Lease	0.3	0.2	0.3
	Other transactions			
	Finance Lease Facility provided during the period	-	0.7	1.3
	Finance Lease Facility repayment received during the period	1.1	0.2	0.1
	Assets			
	Assigned receivables	-	39.1	-
	Finance Lease Facility receivable	0.6	1.9	1.4
	Liabilities			
	* Other Payables	0.0	-	-
143	**TP Western Odisha Distribution Limited**			
	Expenses			
	Electricity expenses	0.1	-	-
	Income			
	Interest Income on Finance Lease	0.5	0.9	0.8
	Other transactions			
	Finance Lease Facility provided during the period	-	2.8	0.9
	Finance Lease Facility repayment received during the period	1.4	2.0	2.1
	Assets			
	Assigned receivables	-	117.2	-
	Finance Lease Facility receivable	1.4	4.6	4.0
	Liabilities			
	* Other Payables	0.0	-	-

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year) (Rs. in million)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
144	**TPL - IAV VOZ CPRR Joint Venture**			
	Income			
	Interest Income on Finance Lease	3.1	3.4	-
	Operating Lease rental	88.8	11.0	-
	Other transactions			
	Finance Lease Facility provided during the period	1.5	34.7	-
	Finance Lease Facility repayment received during the period	10.4	5.3	-
	Security deposit repaid / adjusted during the period	11.9	-	-
	Assets			
	Finance Lease Facility receivable	21.1	31.2	-
	Other Receivables	16.4	-	-
145	**Trent Limited**			
	Other transactions			
	Payments towards Net Settlement Reward points	34.3	29.4	31.6
146	**United Hotels Limited**			
	Expenses			
	Staff Welfare expenses	-	-	0.1
	Income			
	Interest Income on Finance Lease	0.3	0.4	0.6
	Other transactions			
	* Finance Lease Facility provided during the period	-	0.0	-
	Finance Lease Facility repayment received during the period	1.2	0.7	0.6
	Assets			
	Finance Lease Facility receivable	0.8	2.2	2.8
147	**Voltas Limited**			
	Expenses			
	Commission expenses	-	1.0	1.5
	Dividend paid on Cumulative Redeemable Preference shares	21.4	36.6	36.6
	Electricity expenses	1.3	-	-
	Rent expenses	7.7	-	-
	Repairs and Maintenance	8.7	3.6	5.7
	Income			
	Interest Income on Finance Lease	0.6	-	-
	* Other Income	-	0.0	-
	Other transactions			
	Finance Lease Facility provided during the period	7.6	-	-
	Finance Lease Facility repayment received during the period	4.7	-	-
	Interest paid on Non Convertible Debentures	57.5	-	-
	Paid towards Redemption of Cumulative Redeemable Preference shares	300.0	-	-
	Purchase of Fixed Assets	17.7	53.0	38.1
	Assets			
	Assigned receivables	-	9.0	-
	Finance Lease Facility receivable	2.5	7.6	-
	Other Receivables	1.2	-	-
	Security deposit receivable	3.5	-	-
	Liabilities			
	Cumulative Redeemable Preference shares held	200.0	500.0	500.0
	Other Payables	3.6	4.9	0.8
	Payable towards Non Convertible Debentures	500.0	-	-
	Commitments			
	Off balance sheet exposure	-	12.3	-
148	**Walwhan Renewable Energy Limited (Merged with Tata Power Renewable Energy Limited w.e.f. 01.10.2024)**			
	Income			
	* Other Income	-	0.0	-
	Commitments			
	Off balance sheet exposure	-	-	165.0

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year) (Rs. in million)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
149	**Rallis India Limited Provident Fund**			
	Other transactions			
	Interest paid on Non Convertible Debentures	2.9	2.9	2.9
	Liabilities			
	Payable towards Non Convertible Debentures	29.0	29.0	29.0
150	**Taj Residency Employees Provident fund Trust (Bangalore unit)**			
	Other transactions			
	Interest paid on Non Convertible Debentures	0.5	0.5	0.5
	Liabilities			
	Payable towards Non Convertible Debentures	5.0	5.0	5.0
151	**Tata Chemicals Limited Provident Fund**			
	Other transactions			
	Interest paid on Non Convertible Debentures	17.4	15.6	19.3
	Paid towards redemption of Non Convertible Debentures	3.0	20.0	-
	Liabilities			
	Payable towards Non Convertible Debentures	179.0	179.0	199.0
152	**Tata Coffee Staff Provident Fund Trust (Ceased w.e.f. 28.02.2024)**			
	Other transactions			
	Interest paid on Non Convertible Debentures	-	5.3	8.3
	Liabilities			
	Payable towards Non Convertible Debentures	-	-	92.0
153	**Tata Communications Employee's Provident Fund Trust**			
	Other transactions			
	Interest paid on Non Convertible Debentures	9.8	7.8	14.7
	Paid towards redemption of Non Convertible Debentures	-	45.0	-
	Liabilities			
	Payable towards Non Convertible Debentures	104.0	104.0	149.0
154	**Tata Consultancy Services Employees' Gratuity Fund**			
	Other transactions			
	Interest paid on Non Convertible Debentures	48.5	-	-
	Paid towards redemption of Non Convertible Debentures	500.0	-	-
155	**Tata Elxsi (India) Limited Employees Provident Fund**			
	Other transactions			
	Interest paid on Non Convertible Debentures	19.6	18.1	18.9
	Paid towards redemption of Non Convertible Debentures	8.0	-	-
	Liabilities			
	Payable towards Non Convertible Debentures	227.0	235.0	235.0
156	**Tata Industries Superannuation Fund Trust**			
	Other transactions			
	Interest paid on Non Convertible Debentures	0.5	2.7	3.0
	Paid towards redemption of Non Convertible Debentures	-	24.0	-
	Liabilities			
	Payable towards Non Convertible Debentures	6.0	6.0	30.0
157	**Tata International Limited Gratuity Fund**			
	Other transactions			
	Interest paid on Non Convertible Debentures	2.0	2.0	1.0
	Liabilities			
	Payable towards Non Convertible Debentures	20.0	20.0	20.0
158	**Tata Investment Corporation Limited- Provident Fund**			
	Other transactions			
	Interest paid on Non Convertible Debentures	0.5	0.5	0.5
	Liabilities			
	Payable towards Non Convertible Debentures	5.0	5.0	5.0

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year) (Rs. in million)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
159	**Tata Metaliks Limited Employees Provident fund**			
	Other transactions			
	Interest paid on Non Convertible Debentures	-	0.2	0.2
	Paid towards redemption of Non Convertible Debentures	-	1.5	-
	Liabilities			
	Payable towards Non Convertible Debentures	-	-	1.5
160	**Tata Motors Limited Gratuity Fund**			
	Other transactions			
	Interest paid on Non Convertible Debentures	-	7.9	8.0
	Paid towards redemption of Non Convertible Debentures	-	82.0	-
	Liabilities			
	Payable towards Non Convertible Debentures	-	-	82.0
161	**Tata Power Consolidated Provident Fund**			
	Other transactions			
	Interest paid on Non Convertible Debentures	14.2	14.2	14.2
	Liabilities			
	Payable towards Non Convertible Debentures	163.0	163.0	163.0
162	**Tata Sons Consolidated Provident Fund**			
	Other transactions			
	Interest paid on Non Convertible Debentures	2.8	3.7	3.6
	Paid towards redemption of Non Convertible Debentures	-	9.0	-
	Liabilities			
	Payable towards Non Convertible Debentures	28.0	28.0	37.0
163	**Tata Sons Consolidated Superannuation Fund**			
	Other transactions			
	Interest paid on Non Convertible Debentures	-	4.1	4.1
	Paid towards redemption of Non Convertible Debentures	-	39.5	-
	Liabilities			
	Payable towards Non Convertible Debentures	-	-	39.5
164	**Tata Sons Limited H.O. Employees' Gratuity Fund**			
	Other transactions			
	Interest paid on Non Convertible Debentures	0.1	0.1	0.1
	Liabilities			
	Payable towards Non Convertible Debentures	1.0	1.0	1.0
165	**Tata Steel Long product Limited employees providend fund trust**			
	Other transactions			
	Interest paid on Non Convertible Debentures	2.2	2.2	2.2
	Liabilities			
	Payable towards Non Convertible Debentures	23.0	23.0	23.0
166	**Tata Steel Limited Provident Fund**			
	Other transactions			
	Interest paid on Non Convertible Debentures	49.5	38.2	59.6
	Liabilities			
	Payable towards Non Convertible Debentures	548.0	548.0	548.0
167	**Tata Tea Limited Staff Pension Fund**			
	Other transactions			
	Interest paid on Non Convertible Debentures	16.8	7.7	7.6
	Liabilities			
	Payable towards Non Convertible Debentures	184.0	172.0	80.0
168	**TCE Employees' Providend Fund**			
	Other transactions			
	Interest paid on Non Convertible Debentures	0.9	0.9	1.9
	Liabilities			
	Payable towards Non Convertible Debentures	10.0	10.0	10.0

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year) (Rs. in million)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
169	**The Indian Hotels Company Limited Employees Provident Fund**			
	Other transactions			
	Interest paid on Non Convertible Debentures	0.3	0.3	0.3
	Liabilities			
	Payable towards Non Convertible Debentures	3.0	3.0	3.0
170	**The Provident Fund of The Tinplate Company of India Limited**			
	Other transactions			
	Interest paid on Non Convertible Debentures	1.4	1.4	1.4
	Liabilities			
	Payable towards Non Convertible Debentures	16.0	16.0	16.0
171	**The Tinplate Company Executive Staff Superannuation Fund**			
	Other transactions			
	Interest paid on Non Convertible Debentures	0.4	0.4	0.4
	Liabilities			
	Payable towards Non Convertible Debentures	5.0	5.0	5.0
172	**The Tinplate Company of India Limited Gratuity Fund**			
	Other transactions			
	Interest paid on Non Convertible Debentures	1.0	1.0	1.0
	Liabilities			
	Payable towards Non Convertible Debentures	11.0	11.0	11.0
173	**Titan Industries Gratuity Fund**			
	Other transactions			
	Interest paid on Non Convertible Debentures	19.9	15.7	11.7
	Paid towards redemption of Non Convertible Debentures	69.0	-	-
	Liabilities			
	Payable towards Non Convertible Debentures	155.0	181.0	181.0
174	**Titan Watches Provident Fund**			
	Other transactions			
	Interest paid on Non Convertible Debentures	32.1	28.2	28.2
	Paid towards redemption of Non Convertible Debentures	53.0	-	-
	Liabilities			
	Payable towards Non Convertible Debentures	316.0	343.0	343.0
175	**Voltas Limited Employees' Superannuation Scheme**			
	Other transactions			
	Interest paid on Non Convertible Debentures	4.0	1.6	1.6
	Paid towards redemption of Non Convertible Debentures	10.0	-	-
	Liabilities			
	Payable towards Non Convertible Debentures	38.0	38.0	21.0
176	**Voltas Limited Managerial Staff Gratuity Fund**			
	Other transactions			
	Interest paid on Non Convertible Debentures	2.1	-	-
	Paid towards redemption of Non Convertible Debentures	20.0	-	-
177	**Voltas Limited Provident Fund**			
	Other transactions			
	Interest paid on Non Convertible Debentures	4.1	2.1	2.1
	Liabilities			
	Payable towards Non Convertible Debentures	51.0	41.0	27.0
178	**Voltas Managerial Staff Provident Fund**			
	Other transactions			
	Interest paid on Non Convertible Debentures	19.1	12.0	7.3
	Paid towards redemption of Non Convertible Debentures	40.0	-	-
	Liabilities			
	Payable towards Non Convertible Debentures	175.0	153.0	88.0

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year) (Rs. in million)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
179	**KMP Of Holding Company**			
	Other transactions			
	Equity shares issued (including Securities Premium)	4.9	-	-
	Liabilities			
	Equity shares held	12.0	-	-
	Payable towards Non Convertible Debentures	60.0	-	-
180	**Relative's of KMP**			
	Expenses			
	Dividend paid on Cumulative Redeemable Preference shares	-	-	0.1
	Other transactions			
	Interest paid on Non Convertible Debentures	0.6	0.3	0.3
	Paid towards redemption of Non Convertible Debentures	0.4	0.5	5.0
	Liabilities			
	Payable towards Non Convertible Debentures	6.0	2.4	2.9
181	**Key managerial personnel (KMP)**			
	Expenses			
	Dividend paid on Cumulative Redeemable Preference shares	-	0.4	0.1
	Dividend paid on equity shares	0.1	0.1	0.1
	Remuneration to KMP			
	Post Employment Benefits	5.2	4.9	4.5
	Short Term Employee Benefits	406.8	282.6	169.5
	Other transactions			
	Share based payments (No. of Shares)			
	Options granted till date	1,03,31,670	1,00,10,545	91,53,555
	Options exercised till date	18,14,426	8,19,518	2,17,772
	Equity shares issued (including Securities Premium)	4.8	2.8	-
	Interest paid on Non Convertible Debentures	1.5	0.5	0.5
	Paid towards Redemption of Cumulative Redeemable Preference shares	-	-	10.0
	Liabilities			
	Cumulative Redeemable Preference shares held	-	5.0	-
	Equity shares held	12.1	8.0	3.5
	Payable towards Non Convertible Debentures	0.4	5.4	5.2

Notes :

a) * less than Rs.1 lakh

b) Expected credit loss provision on loans and Impairment on Investments for parties listed above have not been considered as provision for doubtful debts, hence not disclosed

c) The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends. The above figures do not include provisions for encashable leave, gratuity and premium paid for group health insurance, as separate actuarial valuation / premium paid are not available.

d) The above related party transactions are at Arm's length and in the ordinary course of business.

(Rs. in million)

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

C) Related Party transaction prior to elimination (As per Schedule VI (Para 11(I)(A)(i)(g)) of ICDR Regulations).

The following are the details of the transactions eliminated during the years ended March 31, 2025, March 31, 2024 and 31 March 2023:

i) In the books of Tata Capital Limited

Sr No	Party Name	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
1	**Tata Capital Housing Finance Limited**				
		Income			
		Dividend income	-	-	323.1
		Interest Income on Inter Corporate Deposit	-	115.9	79.2
		Managerial Service Fees Income	95.0	117.2	110.5
		Referral Fees Income	5.0	20.6	3.2
		Rental Income	27.0	22.9	11.4
		Expenses			
		Interest expenses on Inter Corporate Deposit	6.1	-	-
		Rent expenses	53.5	64.8	19.8
		Valuation charges	17.5	12.3	9.7
		Other transactions			
		* Purchase of Fixed Assets	2.5	1.8	0.0
		Sale of fixed assets	2.8	-	-
		Inter-Corporate Deposit placed during the period	-	13,550.0	24,548.4
		Inter-Corporate Deposit repayment received during the period	-	17,986.7	20,111.7
		Inter-Corporate Deposit received during the period	10,250.0	-	-
		Inter-Corporate Deposit repaid during the period	10,250.0	-	-
		Investment in Equity during the period	5,999.6	7,000.0	5,000.0
		Proceeds from sale of loan portfolio	2.8	-	-
		Security deposit received during the period	-	-	126.0
		Recovery of Rent expenses	139.3	85.9	94.2
		Recovery of Insurance expenses	-	0.6	0.3
		Recovery of Marketing & Managerial Services	-	4.7	12.6
		Recovery of Risk Recovery expenses	-	-	1.0
		Recovery of Trust expenses	-	-	2.6
		Recovery of Electricity expenses	1.4	0.7	0.4
		Recovery of Professional fees	2.2	6.6	-
		Recovery of Membership expenses	1.6	-	-
		Assets			
		Other Receivables	8.1	34.5	26.9
		Inter-Corporate Deposit Receivable	-	-	4,437.6
		Liabilities			
		Other Payables	-	7.2	3.4
		Security deposit payable	126.0	126.0	126.0
2	**Tata Securities Limited**				
		Income			
		* Other Income	0.0	0.0	1.8
		Rental Income	1.6	1.6	0.8
		Expenses			
		Professional Fees	2.9	2.0	1.2
		Commission expenses	5.7	19.9	10.5
		Other transactions			
		* Purchase of Fixed Assets	-	-	-
		* Sale of fixed assets	0.0	-	-
		Investment in Equity during the period	-	300.0	150.0
		Recovery of Rent expenses	2.7	1.0	3.7
		* Recovery of Insurance expenses	-	0.0	0.0
		Recovery of Professional fees	0.3	-	-
		* Recovery of Electricity expenses	0.1	0.1	0.0
		Assets			
		Other Receivables	-	0.1	0.4
		Liabilities			
		Other Payables	0.5	1.9	2.2
3	**Tata Capital Special Situation Fund**				
		Other transactions			
		Proceeds from Return of capital during the period	-	124.9	8.5
		Recovery of Professional fees	0.6	2.0	2.3
		Assets			
		Other Receivables	1.5	-	-
4	**Tata Capital Innovations Fund**				
		Other transactions			
		Proceeds from Return of capital during the period	13.2	-	70.6
		Recovery of Professional fees	0.9	1.5	2.5
		Assets			
		Other Receivables	0.9	21.0	19.5
5	**Tata Capital Growth Fund I**				
		Income			
		Dividend income	-	143.1	-
		Other transactions			
		Proceeds from Return of capital during the period	5,337.8	5,072.2	639.2
		Recovery of Professional fees	-	2.0	-
		Assets			
		Other Receivables	-	0.1	-

(Rs. in million)

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on “Related Party Disclosures” notified under the Companies (Indian Accounting Standard) Rules, 2015:

C) Related Party transaction prior to elimination (As per Schedule VI (Para 11(I)(A)(i)(g)) of ICDR Regulations).

The following are the details of the transactions eliminated during the years ended March 31, 2025, March 31, 2024 and 31 March 2023:

i) In the books of Tata Capital Limited

Sr No	Party Name	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
6	**Tata Capital Growth Fund II**				
		Income			
		Portfolio Management Services	53.7	109.4	145.4
		Dividend income	1.3	-	-
		Other Income	0.6	-	-
		Other transactions			
		Investment in Venture Capital units during the period	7.6	661.5	1,017.0
		Proceeds from Return of capital during the period	-	919.4	1,471.8
		Recovery of Professional fees	0.7	5.7	8.0
		Assets			
		Other Receivables	-	0.8	0.3
		Liabilities			
		Other payable	12.9	-	-
7	**Tata Capital Healthcare Fund I**				
		Income			
		Dividend income	4.1	-	-
		Other transactions			
		Proceeds from Return of capital during the period	178.9	-	-
		Recovery of Professional fees	1.9	1.5	-
		Assets			
		Other Receivables	0.1	2.8	-
8	**Tata Capital Healthcare Fund II**				
		Income			
		Portfolio Management Services	120.1	140.1	135.0
		Other Income	-	0.8	0.4
		Other transactions			
		Investment in Venture Capital units during the period	502.6	479.4	243.6
		Proceeds from Return of capital during the period	85.3	6.3	34.3
		Recovery of Professional fees	1.8	1.0	2.5
		Assets			
		Other Receivables	8.9	2.5	2.2
9	**Tata Capital Advisors Pte. Limited**				
		Income			
		Advisory Fees	1,841.4	327.0	357.3
		Other transactions			
		Recovery of Professional fees	0.8	1.0	0.8
		Assets			
		Other Receivables	-	233.3	8.6
10	**Tata Capital General Partners LLP**				
		Other transactions			
		Recovery of Professional fees	0.1	0.1	0.1
		Assets			
		Other Receivables	-	-	-
11	**Tata Capital Growth II General Partners LLP**				
		Other transactions			
		Recovery of Professional fees	0.1	0.1	0.1
		Assets			
		Other Receivables	-	-	-
12	**Tata Capital Healthcare General Partners LLP**				
		Other transactions			
		Recovery of Professional fees	0.1	0.1	0.1
		Assets			
		Other Receivables	-	-	-
13	**TATA Capital Healthcare II General Partners LLP**				
		Other transactions			
		Recovery of Professional fees	0.1	0.1	0.1
		Assets			
		Other Receivables	-	-	-
14	**Tata Capital Plc**				
		Other transactions			
		Recovery of Professional fees	-	-	0.8
		Assets			
		Other Receivables	-	-	-
15	**Tata Capital Pte. Limited**				
		Income			
		Dividend income	626.4	906.0	273.0
		Other transactions			
		Recovery of Professional fees	1.5	1.5	1.5
		Assets			
		Other Receivables	-	-	-
16	**Tata Opportunities General Partners LLP**				
		Other transactions			
		Recovery of Professional fees	0.1	0.1	0.1
		Assets			
		Other Receivables	-	-	-

(Rs. in million)

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

C) Related Party transaction prior to elimination (As per Schedule VI (Para 11(I)(A)(i)(g)) of ICDR Regulations).

The following are the details of the transactions eliminated during the years ended March 31, 2025, March 31, 2024 and 31 March 2023:

ii) In the books of Tata Capital Housing Finance Limited

Sr No	Party Name	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
1	**Tata Capital Limited**				
		Income			
		Interest Income on Inter Corporate Deposit	6.1	-	-
		Rental Income	53.5	64.8	19.8
		Valuation Fees Income	17.5	12.3	9.7
		Expenses			
		Dividend paid	-	-	323.1
		Interest Expenses on Inter Corporate Deposit	-	115.9	79.2
		Managerial Service Fees Expenses	95.0	121.9	123.1
		Referral Fees Expenses	5.0	20.6	3.2
		Rent Expenses	166.3	108.8	105.6
		Reimbursement of Insurance expenses	-	0.6	0.3
		Reimbursement of Risk Recovery expenses	-	-	1.0
		Reimbursement of Trust expenses	-	-	2.6
		Reimbursement of Electricity expenses	1.4	0.7	0.4
		Reimbursement of Professional fees	2.2	6.6	-
		Reimbursement of Membership expenses	1.6	-	-
		Other transactions			
		* Sale of fixed assets	2.5	1.8	0.0
		Purchase of Fixed Assets	2.8	-	-
		Purchase of Loan portfolio	2.8		
		Inter-Corporate Deposit received during the period	-	13,550.0	24,548.4
		Inter-Corporate Deposit repaid during the period	-	17,986.7	20,111.7
		Inter-Corporate Deposit placed during the period	10,250.0	-	-
		Inter-Corporate Deposit repayment received during the period	10,250.0	-	-
		Infusion in Equity during the period	5,999.6	7,000.0	5,000.0
		Security deposit paid during the period	-	-	126.0
		Assets			
		Other Receivables	-	7.2	3.4
		Security deposit Receivables	126.0	126.0	126.0
		Liabilities			
		Other payable	8.1	34.5	26.9
		Inter-Corporate Deposit Payable	-	-	4,437.6
2	**Tata Securities Limited**				
		Income			
		Rental Income	2.2	1.3	3.9
		Expenses			
		* Professional Fees	0.0	0.0	0.1
		* Commission expenses	0.0	0.0	-
		Assets			
		Other Receivables	-	0.1	-
		Liabilities			
		Other payable	-	-	0.3

iii) In the books of Tata Securities Limited

Sr No	Party Name	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
1	**Tata Capital Limited**				
		Income			
		Other Income	2.9	2.0	1.2
		Commission Income	5.7	19.9	10.5
		Expenses			
		* Other Expenses	0.0	0.0	1.8
		Rent Expenses	4.3	2.7	4.6
		* Reimbursement of Insurance expenses	-	0.0	0.0
		* Reimbursement of Electricity expenses	0.1	0.1	0.0
		Reimbursement of Professional fees	0.3	-	-
		Other transactions			
		* Sale of fixed assets	-	-	-
		* Purchase of Fixed Assets	0.0	-	-
		Infusion in Equity during the period	-	300.0	150.0
		Assets			
		Other Receivables	0.5	1.9	2.2
		Liabilities			
		Other payable	-	0.1	0.4
2	**Tata Capital Housing Finance Limited**				
		Income			
		* Other Income	0.0	0.0	0.1
		* Commission Income	0.0	0.0	-
		Expenses			
		Rent Expenses	2.2	1.3	3.9
		Assets			
		Other Receivables	-	-	0.3
		Liabilities			
		Other payable	-	0.1	-

(Rs. in million)

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

C) Related Party transaction prior to elimination (As per Schedule VI (Para 11(I)(A)(i)(g)) of ICDR Regulations).

The following are the details of the transactions eliminated during the years ended March 31, 2025, March 31, 2024 and 31 March 2023:

iii) In the books of Tata Securities Limited

Sr No	Party Name	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
3	**Tata Capital Growth Fund I**				
		Income			
		* Other Income	0.0	0.0	0.0
		Assets			
		* Other Receivables	-	-	-
4	**Tata Capital Healthcare Fund I**				
		Income			
		* Other Income	0.0	0.0	0.0
5	**Tata Capital Innovations Fund**				
		Income			
		* Other Income	-	0.0	0.0
		Other transactions			
		* Reimbursement of Other expenses	-	-	0.0
		Assets			
		* Other Receivables	-	0.0	0.0
6	**Tata Capital Special Situation Fund**				
		Income			
		* Other Income	-	0.0	0.0
		Assets			
		* Other Receivables	-	0.0	0.0

iv) In the books of Tata Capital Growth Fund I

Sr No	Party Name	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
1	**Tata Capital Limited**				
		Other transactions			
		Paid towards distribution of capital during the period	5,337.8	5,072.2	639.2
		Paid towards distribution of dividend	-	143.1	-
		Reimbursement of Professional fees	-	2.0	-
		Liabilities			
		Other Payables	-	0.1	-
2	**Tata Securities Limited**				
		Expenses			
		* Other Expenses	0.0	0.0	0.0
		Liabilities			
		* Other Payables	-	-	-

v) In the books of Tata Capital Growth Fund II

Sr No	Party Name	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
1	**Tata Capital Limited**				
		Expenses			
		Professional Fees	53.7	109.4	145.4
		Other Expenses	0.6	-	-
		Other transactions			
		Capital Contribution received during the period	7.6	661.5	1,017.0
		Paid towards distribution of capital during the period	-	919.4	1,471.8
		Paid towards distribution of dividend	1.3	-	-
		Reimbursement of Professional fees	0.7	5.7	8.0
		Assets			
		Other Receivables	12.9	-	-
		Liabilities			
		Other Payables	-	0.8	0.3

vi) In the books of Tata Capital Special Situation Fund

Sr No	Party Name	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
1	**Tata Capital Limited**				
		Other transactions			
		Paid towards distribution of capital during the period	-	124.9	8.5
		Reimbursement of Professional fees	0.6	2.0	2.3
		Liabilities			
		Other Payables	1.5	-	-
2	**Tata Securities Limited**				
		Expenses			
		* Other Expenses	-	0.0	0.0
		Liabilities			
		* Other Payables	-	0.0	0.0

(Rs. in million)

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

C) Related Party transaction prior to elimination (As per Schedule VI (Para 11(I)(A)(i)(g)) of ICDR Regulations).

The following are the details of the transactions eliminated during the years ended March 31, 2025, March 31, 2024 and 31 March 2023:

vii) In the books of Tata Capital Innovations Fund

Sr No	Party Name	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
1	**Tata Capital Limited**				
		Other transactions			
		Paid towards distribution of capital during the period	13.2	-	70.6
		Reimbursement of Professional fees	0.9	1.5	2.5
		Liabilities			
		Other Payables	0.9	21.0	19.5
2	**Tata Securities Limited**				
		Expenses			
		* Other Expenses	-	0.0	0.0
		Other transactions			
		* Reimbursement of Professional fees	-	-	0.0
		Liabilities			
		* Other Payables	-	0.0	0.0

viii) In the books of Tata Capital Healthcare Fund I

Sr No	Party Name	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
1	**Tata Capital Limited**				
		Other transactions			
		Paid towards distribution of capital during the period	178.9	-	-
		Paid towards distribution of dividend	4.1	-	-
		Reimbursement of Professional fees	1.9	1.5	-
		Liabilities			
		Other Payables	0.1	2.8	-
2	**Tata Securities Limited**				
		Expenses			
		* Other Expenses	0.0	0.0	0.0

ix) In the books of Tata Capital Healthcare Fund II

Sr No	Party Name	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
1	**Tata Capital Limited**				
		Other transactions			
		Professional Fees	120.1	140.1	135.0
		Other Expenses	-	0.8	0.4
		Other transactions			
		Capital Contribution received during the period	502.6	479.4	243.6
		Paid towards distribution of capital during the period	85.3	6.3	34.3
		Reimbursement of Professional fees	1.8	1.0	2.5
		Liabilities			
		Other Payables	8.9	2.5	2.2

x) In the books of Tata Capital Advisors Pte. Limited

Sr No	Party Name	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
1	**Tata Capital Limited**				
		Other transactions			
		Professional Fees	-	-	-
		Advisory Expenses	1,841.4	327.0	357.3
		Other transactions			
		Reimbursement of Professional fees	0.8	1.0	0.8
		Liabilities			
		* Other Payables	-	233.3	8.6

xi) In the books of Tata Capital General Partners LLP

Sr No	Party Name	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
1	**Tata Capital Limited**				
		Expenses			
		Professional Fees	0.1	0.1	0.1
		Liabilities			
		Other Payables	-	-	-

xii) In the books of Tata Capital Growth II General Partners LLP

Sr No	Party Name	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
1	**Tata Capital Limited**				
		Expenses			
		Professional Fees	0.1	0.1	0.1
		Liabilities			
		Other Payables	-	-	-

(Rs. in million)

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

C) Related Party transaction prior to elimination (As per Schedule VI (Para 11(I)(A)(i)(g)) of ICDR Regulations).

The following are the details of the transactions eliminated during the years ended March 31, 2025, March 31, 2024 and 31 March 2023:

xiii) In the books of Tata Capital Healthcare General Partners LLP

Sr No	Party Name	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
1	**Tata Capital Limited**				
		Expenses			
		Professional Fees	0.1	0.1	0.1
		Liabilities			
		Other Payables	-	-	-

xiv) In the books of Tata Capital Healthcare II General Partners LLP

Sr No	Party Name	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
1	**Tata Capital Limited**				
		Expenses			
		Professional Fees	0.1	0.1	0.1
		Liabilities			
		Other Payables	-	-	-

xv) In the books of Tata Capital Plc

Sr No	Party Name	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
1	**Tata Capital Limited**				
		Expenses			
		Professional Fees	-	-	0.8
		Liabilities			
		Other Payables	-	-	-

xvi) In the books of Tata Capital Pte. Limited

Sr No	Party Name	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
1	**Tata Capital Limited**				
		Expenses			
		Professional Fees	1.5	1.5	1.5
		Dividend paid	626.4	906.0	273.0
		Liabilities			
		Other Payables	-	-	-

xvii) In the books of Tata Opportunities General Partners LLP

Sr No	Party Name	Nature of Transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
1	**Tata Capital Limited**				
		Expenses			
		Professional Fees	0.1	0.1	0.1
		Liabilities			
		Other Payables	-	-	-

Notes :

a) * less than Rs.1 lakh

b) Expected credit loss provision on loans and Impairment on Investments for parties listed above have not been considered as provision for doubtful debts, hence not disclosed

c) The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends. The above figures do not include provisions for encashable leave, gratuity and premium paid for group health insurance, as separate actuarial valuation / premium paid are not available.

d) The above related party transactions are at Arm's length and in the ordinary course of business.

e) The numbers mentioned above are considered and reported as per the disclosure in the audited standalone finanical statements of Tata Capital Limited and Tata Capital Housing Finance Limited.

Note 43: Fair values of financial instruments

See accounting policy in Note 2(xi)

A. Valuation models

The Group measures fair values using the following fair value hierarchy, which reflects the significance of the inputs used in making the measurements:

a) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at measurement date.

b) Level 2 inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; (i.e. derived from prices). This category includes instruments valued using: quoted market prices in active markets for similar instruments; quoted prices for identical or similar instruments in markets that are considered less than active; or other valuation techniques in which all significant inputs are directly or indirectly observable from market data.

c) Level 3 inputs are unobservable inputs for the valuation of assets or liabilities that the Group can access at measurement date. This category includes all instruments for which the valuation technique includes inputs that are not observable and the unobservable inputs have a significant effect on the instrument's valuation. This category includes instruments that are valued based on quoted prices for similar instruments for which significant unobservable adjustments or assumptions are required to reflect differences between the instruments. Valuation techniques include net present value and discounted cash flow models, income approach, comparison with similar instruments for which observable market prices exist, option pricing models and other valuation models. Assumptions and inputs used in valuation techniques include risk-free returns, benchmark interest rates and credit spreads used in estimating discount rates, bond and equity prices, foreign currency exchange rates, equity and equity index prices and expected price volatilities and correlations.

The objective of valuation techniques is to arrive at a fair value measurement that reflects the price that would be received to sell the asset or paid to transfer the liability in an orderly transaction between market participants at the measurement date.

The Group uses widely recognised valuation models to determine the fair value of financial instruments, such as forward rate agreement, that use only observable market data and require little management judgement and estimation. Observable prices or model inputs are usually available in the market for listed equity securities. The availability of observable market prices and model inputs reduces the need for management judgement and estimation and also reduces the uncertainty associated with determining fair values.

For more complex instruments, the Group uses proprietary valuation models, which are usually developed from recognised valuation models. Some or all of the significant inputs into these models may not be observable in the market, and may be derived from market prices or rates or estimated based on assumptions. Valuation models that employ significant unobservable inputs require a higher degree of management judgement and estimation in the determination of fair value. Management judgement and estimation are usually required for the selection of the appropriate valuation model to be used, determination of expected future cash flows on the financial instrument being valued, determination of the probability of counterparty default and prepayments, determination of expected volatilities and correlations and selection of appropriate discount rates.

Fair value estimates obtained from models are adjusted for any other factors, such as liquidity risk or model uncertainties, to the extent that the Group believes that a third party market participant would take them into account in pricing a transaction. Fair values reflect the credit risk of the instrument and include adjustments to take account of the credit risk of the Group and the counterparty where appropriate. Model inputs and values are calibrated against historical data, where possible, against current or recent observed transactions in different instruments. This calibration process is inherently subjective and it yields ranges of possible inputs and estimates of fair value, and management uses judgement to select the most appropriate point in the range.

Discounting of the cash flows of financial asset/ financial liability for computing the fair value of such instrument: the future contractual cash flows of instrument over the remaining contractual life of the instrument are discounted using comparable rate of lending/borrowing as applicable to financial asset/ financial liability in the month of reporting for a similar class of instruments. For shorter tenure financial assets such as channel finance, the remaining tenure is assumed to be six months.

Derivatives held for risk management :
The Group enters into derivatives to mitigate the currency exchange risk and interest rate risk on account of fluctuation in the foreign exchange rates and floating rates towards the principal and interest repayments of external commercial borrowing. Some of these instruments are valued using models with significant unobservable inputs, principally expected long-term volatilities and expected correlations between different underlyings.

In the valuation of derivative instruments, the Discounted Cash Flow (DCF) method plays a pivotal role. This method involves projecting the future cash flows that the derivative is expected to generate or obligate over its life. These cash flows are then discounted back to the present value using an appropriate discount rate, which reflects the risk profile of the cash flows and the time value of money.

The discount rate is typically derived from market-based inputs to ensure an objective valuation. In the context of derivatives, the DCF method accounts for various factors such as underlying asset price movements, interest rate changes, and volatility, as well as contractual terms of the derivative. The strength of the DCF approach lies in its flexibility to model the unique features of derivatives, including embedded options.

B. Valuation framework

The Group has a established a policy for the measurement of fair values addressing the requirement to independently verify the results of all significant fair value measurements. Specific controls include:
1) verification of observable pricing basis actual market transactions;
2) re-performance of model valuations;
3) a review and approval process for new models and changes to models
4) annual calibration and back-testing of models against observed market transactions;
5) analysis and investigation of significant annual valuation movements; and
6) review of significant unobservable inputs, valuation adjustments and significant changes to the fair value measurement of Level 3 instruments compared with the previous year.

When third party information, such as valuation agency report is used to measure fair value, the Group assesses the documents and evidence used to support the conclusion that the valuations meet the requirements of Ind AS. This includes:
1) understanding how the fair value has been arrived at, the extent to which it represents actual market transactions and whether it represents a quoted price in an active market for an identical instrument;
2) when prices for similar instruments are used to measure fair value, how these prices have been adjusted to reflect the characteristics of the instrument subject to measurement; and
3) if a number of quotes for the same financial instrument have been obtained, then how fair value has been determined using those quotes.

Tata Capital Limited
Notes forming part of the Restated Consolidated Financial Information (continued)
(Rs. in million)

Note 43: Fair values of financial instruments

C. **Financial assets and liabilities**

The carrying value of financial instruments by categories as at March 31, 2025 is as follows:

Particulars	Fair value through Profit or Loss	Fair Value through Other Comprehensive Income	Amortised cost	Total Carrying Value
Financial Assets:				
Cash and cash equivalents	-	-	94,782.0	94,782.0
Bank balances other than Cash and cash	-	-	9,648.5	9,648.5
Derivative assets	-	5,397.3	-	5,397.3
Trade receivables	-	-	966.4	966.4
Other receivables	-	-	9.5	9.5
Loans including credit substitutes	86.9	6,230.2	22,13,186.6	22,19,503.7
Investments (Other than associates)	17,432.6	7,380.3	62,365.0	87,177.9
Other financial assets	-	-	11,014.0	11,014.0
Total	**17,519.5**	**19,007.8**	**23,91,972.0**	**24,28,499.3**
Financial Liabilities:				
Derivative liabilities	-	2,408.9	-	2,408.9
Payables	-	-	18,213.2	18,213.2
Debt securities	-	-	8,01,415.7	8,01,415.7
Borrowings	-	-	11,86,204.0	11,86,204.0
Subordinated liabilitites	-	-	96,529.6	96,529.6
Lease liabilities	-	-	4,362.2	4,362.2
Other financial liabilities	-	-	22,126.3	22,126.3
Total	**-**	**2,408.9**	**21,28,851.0**	**21,31,259.9**

The carrying value of financial instruments by categories as at March 31, 2024 is as follows:

Particulars	Fair value through Profit or Loss	Fair Value through Other Comprehensive Income	Amortised cost	Total Carrying Value
Financial Assets:				
Cash and cash equivalents	-	-	67,711.6	67,711.6
Bank balances other than Cash and cash	-	-	2,244.2	2,244.2
Derivative assets	-	2,426.2	-	2,426.2
Trade receivables	-	-	1,407.0	1,407.0
Other receivables	-	-	18.8	18.8
Loans including credit substitutes	406.3	7,615.3	15,69,583.9	15,77,605.5
Investments (Other than associates)	9,690.6	29,346.3	39,983.3	79,020.2
Other financial assets	-	-	5,198.3	5,198.3
Total	**10,096.9**	**39,387.8**	**16,86,147.1**	**17,35,631.8**
Financial Liabilities:				
Derivative liabilities	-	463.3	-	463.3
Payables	-	-	13,899.1	13,899.1
Debt securities	-	-	6,05,036.8	6,05,036.8
Borrowings	-	-	7,91,428.8	7,91,428.8
Subordinated liabilitites	-	-	85,387.3	85,387.3
Lease liabilities	-	-	3,265.3	3,265.3
Other financial liabilities	-	-	13,884.6	13,884.6
Total	**-**	**463.3**	**15,12,901.9**	**15,13,365.2**

The carrying value of financial instruments by categories as at March 31, 2023 is as follows:

Particulars	Fair value through Profit or Loss	Fair Value through Other Comprehensive Income	Amortised cost	Total Carrying Value
Financial Assets:				
Cash and cash equivalents	-	-	30,588.8	30,588.8
Bank balances other than Cash and cash equivalents above	-	-	2,578.2	2,578.2
Derivative assets	-	2,295.8	-	2,295.8
Trade receivables	-	-	902.3	902.3
Other receivables	-	-	3.7	3.7
Loans including credit substitutes	251.1	6,932.6	11,60,703.5	11,67,887.2
Investments (Other than associates)	56,204.1	30,487.7	39,897.9	1,26,589.7
Other financial assets	-	-	3,488.0	3,488.0
Total	**56,455.2**	**39,716.1**	**12,38,162.4**	**13,34,333.7**
Financial Liabilities:				
Derivative liabilities	-	623.2	-	623.2
Payables	-	-	12,307.0	12,307.0
Debt securities	-	-	5,13,755.8	5,13,755.8
Borrowings	-	-	5,49,341.3	5,49,341.3
Subordinated liabilitites	-	-	70,262.0	70,262.0
Lease liabilities	-	-	2,053.8	2,053.8
Other financial liabilities	-	-	19,908.5	19,908.5
Total	**-**	**623.2**	**11,67,628.4**	**11,68,251.6**

Investment in associates:
The Group has elected to measure Investment in associates at cost and accordingly the requirement of disclosure of fair value of the instrument under Ind AS 107 does not apply, also the Company is carrying investment in one of the associate amounting to Rs 489.1 million in March 2025 (March 2024 : Rs. 850.7 million) at FVTPL in accordance with the IndAS 109 which is classified at Level 1.

The following table summarises financial assets and liabilities measured at fair value on a recurring basis :

As at March 31, 2025

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets:				
Investments				
Mutual fund units	-	7,531.5	-	7,531.5
Equity Shares	8,123.3	-	4,606.2	12,729.5
Structured product	-	-	-	-
Multi Asset Fund	-	-	-	-
Alternate Investment Funds	-	-	318.9	318.9
Venture Capital Fund	-	50.7	1,870.6	1,921.3
Preference shares	-	-	-	-
Security Receipts	-	-	-	-
Debt securities	2,311.7	-	-	2,311.7
Loans including credit substitutes	-	-	6,317.1	6,317.1
Derivative assets	-	5,397.3	-	5,397.3
Total	**10,435.0**	**12,979.5**	**13,112.8**	**36,527.3**

Particulars	Level 1	Level 2	Level 3	Total
Financial Liabilities:				
Derivative liabilities	-	2,408.9	-	2,408.9
Total	**-**	**2,408.9**	**-**	**2,408.9**

As at March 31, 2024

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets:				
Investments				
Mutual fund units	-	1,269.5	-	1,269.5
Equity Shares	8,982.0	-	23,808.0	32,790.0
Structured product	-	262.8	-	262.8
Multi Asset Fund	-	-	-	-
Alternate Investment Funds	-	-	326.9	326.9
Venture Capital Fund	-	-	2,014.4	2,014.4
Security Receipts	-	-	-	-
Debt securities	2,373.3	-	-	2,373.3
Loans including credit substitutes	-	-	8,021.6	8,021.6
Derivative assets	-	2,426.2	-	2,426.2
Total	**11,355.3**	**3,958.5**	**34,170.9**	**49,484.7**

Particulars	Level 1	Level 2	Level 3	Total
Financial Liabilities:				
Derivative liabilities	-	463.3	-	463.3
Total	**-**	**463.3**	**-**	**463.3**

As at March 31, 2023

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets:				
Investments				
Mutual fund units	-	45,883.0	-	45,883.0
Equity Shares	2,196.9	-	31,799.1	33,996.0
Structured product	-	203.7	-	203.7
Multi Asset Fund	-	-	507.7	507.7
Alternate Investment Funds	-	-	297.6	297.6
Venture Capital Fund	-	-	2,410.0	2,410.0
Preference shares	-	-	1,150.0	1,150.0
Security Receipts	-	-	-	-
Debt securities	2,243.8	-	-	2,243.8
Loans including credit substitutes	-	-	7,183.7	7,183.7
Derivative assets	-	2,295.8	-	2,295.8
Total	**4,440.7**	**48,382.5**	**43,348.1**	**96,171.3**

Particulars	Level 1	Level 2	Level 3	Total
Financial Liabilities:				
Derivative liabilities	-	623.2	-	623.2
Total	**-**	**623.2**	**-**	**623.2**

The following table summarises disclosure of fair value of financial assets and liabilities measured at amortised cost:

Particulars	As at March 31, 2025		As at March 31, 2024		As at March 31, 2023	
	Carrying Value	Fair value	Carrying Value	Fair value	Carrying Value	Fair value
Financial Assets at amortised cost:						
Loans including credit substitutes	22,13,186.6	22,40,449.3	15,69,583.9	16,03,501.7	11,60,703.5	11,91,674.4
Investments (Other than in Associate)	62,365.0	62,849.4	39,983.3	39,423.6	39,897.9	38,933.0
Total	**22,75,551.6**	**23,03,298.7**	**16,09,567.2**	**16,42,925.3**	**12,00,601.4**	**12,30,607.4**
Financial Liabilities at amortised cost:						
Borrowings (includes debt securities and subordinated liabilities)	20,84,149.3	20,86,891.3	14,81,852.9	14,79,576.4	11,33,359.1	11,43,302.4
Total	**20,84,149.3**	**20,86,891.3**	**14,81,852.9**	**14,79,576.4**	**11,33,359.1**	**11,43,302.4**

Carrying amounts of cash and cash equivalents, trade receivables, loans and trade and other payables as on March 31, 2025, March 31, 2024 and March 31, 2023 approximate the fair value because of their short-term nature. Difference between carrying amounts and fair values of bank deposits, other financials assets, other financial liabilities and borrowings subsequently measured at amortised cost is not significant in each of the years presented.

Fair value of the Financial intruments measured at amortised cost

The fair value of loans given is based on observable market transactions, to the extent available. Wherever the observable market transactions are not available, fair value is estimated using valuation models, such as discounted cash flow techniques. Input into the valuation techniques includes interest rates, prepayment rates, primary origination or secondary market spreads. Input into the models may include information obtained from other market participants, which includes observed primary and secondary transactions.

To improve the accuracy of the valuation estimate for retail and smaller commercial loans, homogeneous loans are grouped into portfolios with similar characteristics such as product.

The fair value of borrowings from banks is estimated using discounted cash flow techniques, applying the rates that are offered for loans of similar maturities and

T bills and Governemnt securities are valued based on market quotes.

(Rs. in million)

Note 43: Fair values of financial instruments

D The following table summarises valuation techniques used to determine fair value, fair value measurements using significant unobservable inputs (Level 3) and valuation inputs and relationship to fair value:

Financial instruments	Fair value			Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable inputs to fair value
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023				
Loans	6317.1	8,021.6	6,932.6	Level 3	Discounted contractual cash flows	Discounting rate and future cash flows.	Higher the discounting rate lower the fair value of loans
Equity Shares - unquoted	4606.2	23,808.0	31,799.1	Level 3	(a) Net asset value (b) Comparable companies multiple method (c) Resent transaction multiple method (d) Discounted cash flows (e) Resent issue price	(a) Forecast of annual revenue is based on the earnings for the latest reported financial year (b) Recent transaction (c) Net asset value (d) Discounting rate (e). BEV to Revenue Multiple : (March 2025 : 3.3x - 7.7x March 2024 : 2.5x - 7.7x March 2023 : 6.5x March 2022 :10.5x)	(a) The estimated fair value would increase (decrease) if the annual earnings growth were higher (lower) (b) The estimated fair value would increase (decrease) if the transaction is not recent (c) Higher the Net Asset Value higher the fair value of unquoted units (d) Higher the discounting rate lower the fair value of unquoted units
Compulsorily Convertible Debenture	-	-	251.1	Level 3	Discounted contractual cash flows.	Discounting rate	Higher the discounting rate lower the fair value of loans
Preference share	-	-	1,150.0	Level 3	Latest Transaction price	Latest Transaction price	Higher the Net Asset Value higher the fair value of preference share
Alternative Investment Fund	318.9	326.9	297.6	Level 3	Net asset value	Net Asset Value	Higher the Net Asset Value higher the fair value of unquoted units
Multi Asset Fund	-	-	507.7	Level 3	Net asset value	Net Asset Value	Higher the Net Asset Value higher the fair value of unquoted units
Venture capital fund	1870.6	2,014.4	2,410.0	Level 3	Net asset value	Net Asset Value	Higher the Net Asset Value higher the fair value of unquoted units
Financial Assets at FVTPL/FVTOCI	**13,112.8**	**34,170.9**	**43,348.1**				

Certain listed equity investments are carried at Nil value on account of low trading. Fair value of the unquoted equity investment received upon settlement of loan has been considered at Nil value as the company is under liquidation process.

E Sensitivity disclosure for level 3 fair value measurements:

Particulars	Unobservable input	Sensitivity	Impact of change in rates on Total Comprehensive Income					
			As at March 31, 2025		As at March 31, 2024		As at March 31, 2023	
			Favourable	Unfavourable	Favourable	Unfavourable	Favourable	Unfavourable
Equity Shares	Net Asset Value and other valuation input	1%	24.1	(25.1)	221.9	(221.9)	275.2	(276.2)
Loans	Discounting rate	1%	135.5	(441.1)	169.8	(232.9)	75.3	(73.8)
Alternative Investment Fund	Net Asset Value	1%	1.2	(1.2)	1.3	(1.3)	1.0	(1.0)
Multi Asset Fund	Net Asset Value	1%	-	-	-	-	5.1	(5.1)
Venture capital fund	Net Asset Value	1%	18.7	(18.7)	20.1	(20.1)	24.1	(24.1)

(Rs. in million)

Note 43: Fair values of financial instruments

F Level 3 fair value measurements

The following table shows a reconciliation from the beginning balances to the ending balances for fair value measurements in Level 3 of the fair value hierarchy:

Particulars	FVTOCI	FVTPL	FVTPL	FVTOCI	Total
	Loans	Loans	Investments	Investments	
As at April 1, 2024	7,615.3	406.3	5,600.6	20,548.7	34,170.9
Total gains or losses:					
recognised in profit or loss	-	(4.0)	153.6	-	149.6
in OCI	(86.1)	-	-	672.0	585.9
Purchases	2,970.7	-	185.3	-	3,156.0
Effect of business combination	-	-	806.5	-	806.5
Settlements	(4,269.7)	(315.4)	-	(21,220.7)	(25,805.8)
Foreign currency transalations	-	-	49.7	-	49.7
Transfers out of Level 3	-	-	-	-	-
As at March 31, 2025	**6,230.2**	**86.9**	**6,795.7**	**-**	**13,112.8**

Particulars	FVTOCI	FVTPL	FVTPL	FVTOCI	Total
	Loans	Loans	Investments	Investments	
As at April 1, 2023	6,932.6	251.1	7,920.5	28,243.9	43,348.1
Total gains or losses:	-	-	-	-	
recognised in profit or loss	-	5.2	(616.4)	-	(611.2)
in OCI	149.8	-	-	6,221.7	6,371.5
Purchases	4,089.2	150.0	40.0	-	4,279.2
Settlements	(3,556.3)	-	(630.1)	(7,999.9)	(12,186.3)
Foreign currency transalations	-	-	36.6	-	36.6
Transfers out of Level 3	-	-	(1,150.0)	(5,917.0)	(7,067.0)
As at March 31, 2024	**7,615.3**	**406.3**	**5,600.6**	**20,548.7**	**34,170.9**

Particulars	FVTOCI	FVTPL	FVTPL	FVTOCI	Total
	Loans	Loans	Investments	Investments	
As at April 1, 2022	3,677.7	251.9	5,822.0	-	9,751.6
Total gains or losses:	-	-	-	-	
recognised in profit or loss	-	10.1	(313.1)	-	(303.0)
in OCI	(39.9)	-	-	22,299.5	22,259.6
Purchases	4,621.0	140.0	2,177.5	-	6,938.5
Settlements	(1,326.2)	(150.9)	(3.6)	-	(1,480.7)
Foreign currency transalations	-	-	237.7	-	237.7
Transfers into Level 3	-	-	-	5,944.4	5,944.4
As at March 31, 2023	**6,932.6**	**251.1**	**7,920.5**	**28,243.9**	**43,348.1**

Note 44: Risk Management Framework

A Introduction

Risk management forms an integral part of our business as we are exposed to various risks related to our business and operating environment. We have adopted a comprehensive enterprise risk management ("ERM") framework through which we monitor the internal and external risks arising out of macroeconomic factors, regulatory changes and geopolitical scenarios. The ERM framework includes our risk philosophy, approach and oversight structure, and lays down detailed guidelines for risk identification, assessment and monitoring, in line with our business strategies.
Our ERM Framework uses defined key risk indicators based on quantitative and qualitative factors. We have implemented a heat map, a two-dimensional quantitative data management tool, which enables management to have a comprehensive view of 11 identified key risk areas based on their probability and impact. The 11 categories of risks identified and monitored by the Company are credit risk, market risk, liquidity risk, process, people, outsourcing, compliance and governance, technology, business continuity, cybersecurity and reputation risk. These key risk indicators align with our strategic objectives and business developments.

The Board is assisted by the Risk Management Committee ("RMC") and is supported by various Board and Senior management committees as part of the risk governance framework to ensure that we have a sound system of risk management and internal controls. The RMC assists the Board in its oversight of various risks, analyze risk exposure related to specific issues and reviews the risk profile across our Company. The Charter of the RMC lays down the risk management processes and controls.

Our risk management practices are compliant with ISO 31000: 2018, which is the International Standard for Risk Management that lays down principles, guidelines and framework for risk management in the organization.

B Group's Risk Management framework for measuring and managing risk:

Risk management framework:

Group's Risk Management is an integral part of all organizational activities. The structured approach contributes to consistent and comparable results along with customization of external and internal objectives. Important pillars of the risk management approach are developing a strong risk management culture within Tata Capital and subsidiaries through alignment of risk by creating, preserving and realizing value.

A comprehensive Enterprise Risk Management ("ERM") Framework has been adopted by the Company which uses defined Key Risk Indicators based on quantitative and qualitative factors covering below 11 categories of risks.

Nature of Risk	Framework	Governing Committees
Credit Risk	Enterprise Risk Management Various Credit Policies, Portfolio review and trigger monitoring	Risk Management Committee of the Board Investment Credit Committee of the Board Credit Committees
Market Risk & Liquidity Risk	Enterprise Risk Management Asset Linked Market Policy	Risk Management Committee of the Board Asset Liability Management Committee
Process Risk	Operational Risk Policy Fraud Risk Management Policy	Operational Risk Management Committee Special Committee of the Board for Monitoring and Follow-up of cases of Frauds ("SCBMF")
People Risk	Operational Risk Policy HR Policies Fraud Risk Management Policy	Risk Management Committee of the Board Operational Risk Management Committee Special Committee of the Board for Monitoring and Follow-up of cases of Frauds ("SCBMF")
Outsourcing	Operational Risk Policy Outsourcing Policy	Risk Management Committee of the Board Operational Risk Management Committee
Technology	Operational Risk Policy Information Technology Policy	Risk Management Committee of the Board IT Strategy Committee of the Board
Business Continuity	Operational Risk Policy Business Continuity Management Policy	Operational Risk Management Committee
Cyber Security	Information & Cyber Security Policy	Risk Management Committee of the Board IT Strategy Management Committee of the Board
Reputational Risk Compliance & Governance	Enterprise Risk Management Framework Ethics Policy POSH Policy Tata Code of Conduct	Risk Management Committee of the Board

The Board is assisted by Risk Management Committee of the Board ('RMC') and is supported by various Board and Senior management committees as part of the Risk Governance framework to ensure that the Group has sound system of risk management and internal controls.

Board level committees
Risk Management Committee of the Board (RMC): The purpose of the Committee is to assist the Board in its oversight of various risks (i) Credit Risk (ii) Market & Liquidity Risk (iii) Operational Risk (Process, People, Outsourcing, Technology, Business Continuity and Fraud) (iv) Strategic Risks (including emerging and external risks) (v) Compliance and Governance (vi)Reputation Risk(vii) Information Security and Cyber Security Risk.

Investment Credit Committee of the Board (ICC): Provides guidance on nature of investments that shall be undertaken, and approve credit limits for various counterparties, where exposures in aggregate exceed a certain level.

IT Strategy Committee: Reviews and approves IT strategy and policies. Monitors IT resources required to achieve strategic goals and to institute an effective governance mechanism and risk management process for all outsourced IT operations so that maximum value is delivered to business.

Special Committee of the Board for Monitoring and Follow-up of cases of Frauds(SCBMF) : Oversees the effectiveness of the Fraud Risk Management in the company. It reviews and monitors cases of frauds as per the Board approved Fraud Risk Management Policy of the Company. The coverage of such reviews includes categories / trends of frauds, industry / sectoral / geographical concentration of frauds, delay in detection / classification of frauds and delay in examination / conclusion of staff accountability.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. The risk management policies and systems are reviewed regularly to reflect changes in the market conditions and the activities of the Group. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations. The Risk Management Committee reviews risk management policies of the Group pertaining to credit, market, liquidity and operational risks. It oversees the monitoring of compliances with the risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

The Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad-hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

Note 44: Risk Management Framework

Senior Management Committees

a) Asset Liability Management Committee of the Board (ALCO): ALCO reviews the Liquidity Risk and Interest Rate Risk on a regular basis and suggests necessary actions based on its view and expectations on the liquidity and interest rate profile.

b) Management Credit Committee (MCC): The members of committee are senior management of the Group as defined in the prevailing delegation of authority. It recommends proposal including review to ICC / Board for loan facilities falling beyond assigned Delegation of Power and Authority. The committee is governed as per the delegation of authority applicable to the Group.

c) Operational Risk Management Committee (ORMC): ORMC is the oversight committee for ensuring effective management of operational risks. The committee reviews and approves the following:
• Operational risk management policy and including amendments if any.
• Insurance management framework.
• Corrective actions on operational risk incidents, based on analysis of the Key Risk Indicators (KRIs), operational risk process reviews, etc.
• Operational risk profile based on the KRIs which are beyond the tolerance limit

d) Fraud Risk Management Committee (FRMC): An independent Fraud Risk Management Committee (FRMC) comprising of top management representatives has been constituted that reviews the matters related to fraud risk and approves/recommends actions against frauds. It reviews the frauds reported and investigated with detailed root cause analysis and corrective action.

Business Unit Level Committees

There are various committees that exist at the business level for credit sanctions, monitoring and reviews such as Credit Committee (CC), Credit Monitoring Committee (CMC), Credit & Collection review, Retail Risk Review (RRR) for retail business.

C Group's Risk Management Approach for handling various type of risks

a) **Credit risk**

Credit aspects in our Company are primarily covered by the Delegation of Authority approved by the Board. Credit underwriting is standardized and there is an increased focus on use of the scorecards. Credit monitoring happens at a portfolio level. Product performance is examined using analytics which forms the basis for policy changes, as well as the rollout of new products / programs or discontinuation of existing products / programs We measure, monitor and manage credit risks at individual borrower and portfolio level. During the course of the year, we recalibrate and realign our underwriting criteria with the prevailing market environment across product lines and the associated digital scorecards, significantly leveraging our risk analytics capabilities. This helps us in refining our credit decisioning as well as granular monitoring of our existing portfolio.

Our risk team ensures that our loan portfolio is strictly in line with all internal policies and regulatory guidelines with ongoing improvement of the credit processes. It also identifies, controls and mitigates various types of risks involved in the business, and defines the method to measure and quantify the risks. It also tracks relevant sectors and industries and assesses key industry risks on an ongoing basis along with carrying detailed credit analysis and providing independent opinion to sanctioning committees which ensure that all risks are clearly identified and steps to mitigate are set out and adhere to. Our Company also does portfolio monitoring and portfolio "stress-testing" on a regular basis.

b) **Market risk**

Market risk is risk due to change in market prices – e.g. interest rates, equity prices, foreign exchange rates and credit spreads, but not relating to changes in the obligor's/issuer's credit standing and will affect the Company's income or the value of its holdings of financial instruments. The objective of the Company's market risk management is to manage and control market risk exposures within acceptable risk tolerances levels to ensure the solvency and minimum volatility while optimising the balance between profitability and managing associated risks.

Under Liquidity Risk Management (LRM) framework for the Company, ALCO sets up limits for each significant type of risk/aggregated risk with liquidity being a primary factor in determining the level of limits. The monitoring of risk limits defined as per ALM policy is done by ALCO on regular basis. The Company has Asset Liability Management (ALM) support Company prescribed by RBI which meets on regular basis to ensure internal controls and reviews the liquidity risk management of the Company.

Interest rate risk

Interest rate risk is measured through Interest rate sensitivity report where gaps are being monitored classifying all rate sensitive assets and rate sensitive liabilities into various time period categories according to earliest of contracted/behavioural maturities or anticipated re-pricing date. The Group monitors interest rate risk through traditional gap and duration gap approaches on a monthly basis. The interest rate risk limits are approved by the ALCO.

Refer Note No 45 .C.i for summary on sensitivity to a change in interest rates as on 31st March 2025, 31st March 2024, 31st March 2023.

Currency Risk

The Group is exposed to currency risk arising due to external commercial borrowings. The foreign currency loan in form of external commercial borrowing (ECB) raised by the Group are fully hedged basis.

The hedging policy as approved by the Asset Liability Committee (ALCO) prescribes the hedging of the risk associated with change in the interest rates and fluctuation of foreign exchange rates. Counter party risk is reviewed periodically in terms of exposure to various counter parties.
The Group's hedging policy guides effective hedging relationships to be considered as hedges as per the relevant Ind AS. Hedge effectiveness is determined at the inception of the hedge relationship and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument. The Group enters into hedge relationships where the critical terms of the hedging instrument match with the terms of the hedged item, and so a qualitative and quantitative assessment of effectiveness is performed. All hedges entered by the Group are cash flow hedges.

Refer Note No 45.C.ii & iii for gist of foreign currency risk exposure as on 31st March 2025, 31st March 2024, 31st March 2023.

Equity price risk

The Group investments in equity carry a risk of adverse price movement. To mitigate pricing risk emerging from investments in equity, the Group intermittently observes the performance of sectors and measures MTM gains/losses as per applicable accounting policy of the group.

Note 44: Risk Management Framework

Liquidity risk
Liquidity Risk is the risk that a Group will encounter difficulties in meeting its short-term financial obligations due to an asset– liability mismatch or interest rate fluctuations. The liquidity risk is being managed as per ALM policy which has following key elements:

i) ALCO sets the strategy for managing liquidity risk commensurate with the business objectives;
ii) ALCO has set various gap limits for tracking liquidity risk.
iii) The ALM policy is being reviewed on annual basis, including the risk tolerance, process and control. ALCO monitors the liquidity and interest rate gaps on regular basis.
iv) Group manages the liquidity position on a day-to-day basis and reviews daily reports covering the liquidity position. The regulatory compliance to the liquidity risk related limits are being ensured.
v) The group is fully complied to the Liquidity Coverage Ratio (LCR) framework as mandated by RBI.

Group's liquidity risk management strategy are as follows:
a. Maintaining a diversified funding through market and bank borrowings resources such as debentures, commercial papers, subordinated debt, perpetual debt, Inter-corporate deposits (ICD's), overdraft and bank term loans. Unused bank lines as well as High Quality Liquid Assets (HQLA) maintained under LCR framework constitute the main liquidity back up to meet the contingency funding plan. Additionally, based on Market scenario, the Group also maintains a portfolio of highly liquid mutual fund units.

b. The Group complies with the ALM guidelines and submits various returns and disclosures in accordance with the regulatory guidelines.

c. The Group carries out liquidity stress testing based on the cash flows and results are reported to ALCO on periodic basis. The Group has contingency funding plan in place which monitors the early warning signals arising out of company specific and market wide liquidity stress scenarios.

The Group has honoured all its debt obligations on time. Based on liquidity risk assessment, cash-flows mismatches are within the stipulated regulatory limits. The Group has been successful in maintaining the adequate liquidity by raising fresh/renewal of bank lines, regular access to capital market and financial institution under the various schemes promulgated by RBI to raise medium to long term funds. Owing to the above measures, the Group has not seen a rise in its liquidity risk.

Refer Note No 45.B for the summary of Maturity analysis for Group's financial liabilities and financial assets as on March 31, 2025, 31st March 2024, 31st March 2023.

c) **Operational Risk**
Operational Risk has been defined as "The risk of loss resulting from inadequate or failed internal processes, people and systems or from external events". The risk of direct or indirect potential loss arising from a wide variety of causes associated with the Company's processes, personnel, systems, or from external factors other than strategic and reputation risk Management of operational risk forms an integral part of Company's enterprise wide risk management systems. The organisation thrives towards incremental improvements to its operational risk management framework to address the dynamic industry landscape. Clear strategies and oversight by the Board of Directors and senior management, a strong operational risk management culture, effective internal control and reporting and contingency planning are crucial elements of Company's operational risk management framework.

The operational risk team monitors and reports key risk indicators ("KRI") and KRI exceptions. Suitable risk mitigation actions are taken wherever required to curtail the potential risk at the acceptable levels.
Company has a Business Continuity Planning "BCP" framework in place, to ensure uninterrupted business operations in case any disruptive event occurs. Company also has an IT Disaster Recovery Planning "IT-DRP" which provides the technology framework to continue day-to-day operations using secondary/back-up systems when primary system fails. It also protects the organisation against loss of computer-based data and information.

ORMC meets periodically to review the operational risk profile of the organization and oversee the implementation of the risk management framework and policies.

d) **Fraud Risk**

We have adopted a Board approved Fraud Risk Management framework. It has an effective & very strong fraud risk governance mechanism that encompasses controls covering below objectives:
1.Prevent (reduce the risk of fraud from occurring)
2.Detect (discover fraud when it occurs) and
3.Respond (take corrective action and remedy from the harm caused by fraud).
The changing business landscape and digitization has heightened the level of fraud risk in the environment arising due to new methods, schemes and technology. We will continue to invest in our fraud prevention and detection capabilities to protect our stakeholders.

e) **Compliance Risk**

We have a Compliance Risk Management framework in place, guided by a Board approved Compliance Policy, which lays down the roles and responsibilities towards ensuring compliance with applicable laws and regulations and the role of the Compliance Department in monitoring compliance.

f) **Cyber Security Risk**

The Information Security Policy has been designed to provide an overview of the information security requirements and describe the controls that may be used to meet these requirements. It defines the overall framework for information security risk management. It documents the expected behavior of system, data and information users. The Cyber Security Policy contains the approach to combatting cyber threats and cyber crisis management plan addressing detection, response, recovery and containment.

g) **Reputation Risk**

Reputational risk is defined as risk arising from negative perception on the part of customers, shareholders, investors, debt holders, media reports that can adversely affect our ability to maintain existing or establish new business relationships and continued access to sources of funding. Our governance culture supported by sound risk management is aimed at ensuring we remain resilient during challenging periods and forge a sustainable future for the organization.

D **Internal Control Systems :**

Our internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with applicable laws and regulations. The internal control system is supported by an internal audit process for reviewing the design, adequacy and efficacy of our internal controls, including our systems and processes and compliance with regulations and procedures. Our internal audit function is required to provide an independent assessment to the Board on the effectiveness of implementation of our risk management framework, including the overall adequacy of the internal control system and compliance with internal policies and procedures. The internal audit reports are then discussed with the management and are reviewed by the Company's Audit Committee.

Further, our management has laid down internal financial control framework covering set of standards, processes and structure across the organization with reference to financial and non-financial controls to ensure that controls are adequate and are operating effectively. Internal finance control framework has been established in line with the Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organisations of the Treadway Commission and Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. Testing is performed for each control through an independent firm, on behalf of our management, confirming the adequacy and effectiveness of controls and highlighting material deficiencies or design ineffectiveness of controls, if any.

E **Internal Capital Adequacy Assessment Process (ICAAP) :**

Tata Capital has put in place a Board approved ICAAP policy which is designed to identify, assess, and manage all risks that could significantly affect our financial positions or capital adequacy. It makes a thorough internal assessment of the need for capital, commensurate with the risks in our business on similar lines as prescribed for commercial banks under Pillar 2. ICAAP assessment process address these risks to ensure the stability and soundness of our operations, protecting our business and capital adequacy from potential threats and stressed scenarios.

(Rs. in million)

Note 45: Risk management review

This note presents information about the Group's exposure to following risks and its management of capital.

For information on the risk management framework, see Note 44

A. Credit risk

i. Credit quality analysis
ii. Collateral held and other credit enhancements
iii. Amounts arising from ECL

B. Liquidity risk

i. Maturity analysis for financial liabilities and financial assets
ii. Financial assets position pledged/ not pledged

C. Market risk

i. Exposure to interest rate risk – Non-trading portfolios
ii. Exposure to currency risks – Non-trading portfolios
iii. Foreign currency risk exposure- Subsidiaries

A. Credit risk

For the definition of credit risk and information on how credit risk is mitigated by the Group, see Note 44.

i. Credit quality analysis

The following table sets out information about the credit quality of financial assets measured at amortised cost. The amounts in the table represent gross carrying amounts for financial assets. For loan commitments, the amounts in the table represent the amounts committed.
Explanation of the terms: 12-month ECL, lifetime ECL and credit-impaired are included in Note 2(xi).

(Rs. in million)

Note 45 : Risk management review *(Continued)*

A. **Credit risk**
i) **Loans by Division**

1) **Days past due based method implemented by Group for credit quality analysis of Loans**

a) The table below shows the credit quality and the maximum exposure to credit risk based on the days past due and year-end stage classification of Loans. The amounts presented are gross of impairment allowances:

Outstanding Gross Loans	As at March 31, 2025					
	Count	Stage 1	Stage 2	Stage 3	POCI	Total
Days past due						
Zero overdue	30,45,630	20,97,422.8	3,830.3	437.3	26.0	21,01,716.4
1-30 days	1,50,074	85,785.9	4,133.7	374.1	33.6	90,327.3
31-60 days	79,007	-	26,299.2	718.2	41.6	27,059.0
61-90 days	38,118	-	5,714.9	924.5	10.5	6,649.9
More than 90 days	2,28,369	-	-	36,640.1	3,136.9	39,777.0
Total	**35,41,198**	**21,83,208.7**	**39,978.1**	**39,094.2**	**3,248.6**	**22,65,529.6**

Outstanding Gross Loans	As at March 31, 2024					
	Count	Stage 1	Stage 2	Stage 3	POCI	Total
Days past due						
Zero overdue	22,63,279	15,38,604.4	12,539.9	274.5	-	15,51,418.8
1-30 days	54,836	21,021.8	2,627.9	155.2	-	23,804.9
31-60 days	23,827	-	10,717.3	242.6	-	10,959.9
61-90 days	13,621	-	3,156.3	499.2	-	3,655.5
More than 90 days	91,053	-	-	22,471.7	-	22,471.7
Total	**24,46,616**	**15,59,626.2**	**29,041.4**	**23,643.2**	**-**	**16,12,310.8**

Outstanding Gross Loans	As at March 31, 2023					
	Count	Stage 1	Stage 2	Stage 3	POCI	Total
Days past due						
Zero overdue	13,09,390	11,37,436.2	18,705.0	350.8	-	11,56,492.0
1-30 days	36,229	9,082.1	3,855.3	219.1	-	13,156.5
31-60 days	16,345	-	10,064.4	361.7	-	10,426.1
61-90 days	8,372	-	2,228.7	559.6	-	2,788.3
More than 90 days	53,534	-	-	19,105.7	-	19,105.7
Total	**14,23,870**	**11,46,518.3**	**34,853.4**	**20,596.9**	**-**	**12,01,968.6**

(Rs. in million)

b)

Impairment allowance on Loans	As at March 31, 2025				
	Stage 1	**Stage 2**	**Stage 3**	**POCI**	**Total**
Days past due					
Zero overdue	10,920.8	450.2	233.6	16.0	11,620.6
1-30 days	2,552.0	411.1	157.8	20.1	3,141.0
31-60 days	-	3,806.6	286.2	25.2	4,118.0
61-90 days	-	1,150.8	414.3	6.1	1,571.2
More than 90 days	-	-	21,662.3	1,951.4	23,613.7
Total	**13,472.8**	**5,818.7**	**22,754.2**	**2,018.8**	**44,064.5**
ECL coverage ratio(b/a)	**0.6%**	**14.6%**	**58.2%**	**62.1%**	**1.9%**

Impairment allowance on Loans	As at March 31, 2024				
	Stage 1	**Stage 2**	**Stage 3**	**POCI**	**Total**
Days past due					
Zero overdue	9,502.1	1,862.7	189.3	-	11,554.1
1-30 days	984.2	450.1	113.4	-	1,547.7
31-60 days	-	1,431.4	166.8	-	1,598.2
61-90 days	-	777.4	263.2	-	1,040.6
More than 90 days	-	-	16,791.7	-	16,791.7
Total	**10,486.3**	**4,521.6**	**17,524.4**	**-**	**32,532.3**
ECL coverage ratio(b/a)	**0.7%**	**15.6%**	**74.1%**	**0.0%**	**2.0%**

Impairment allowance on Loans	As at March 31, 2023				
	Stage 1	**Stage 2**	**Stage 3**	**POCI**	**Total**
Days past due					
Zero overdue	8,004.4	3,320.4	261.6	-	11,586.4
1-30 days	506.0	790.9	163.3	-	1,460.2
31-60 days	-	2,210.0	205.4	-	2,415.4
61-90 days	-	1,225.5	329.4	-	1,554.9
More than 90 days	-	-	14,915.6	-	14,915.6
Total	**8,510.4**	**7,546.8**	**15,875.3**	**-**	**31,932.5**
ECL coverage ratio(b/a)	**0.7%**	**21.7%**	**77.1%**	**0.0%**	**2.7%**

Tata Capital Limited
Notes forming part of the Restated Consolidated Financial Information (continued)
(Rs. in million)

Note 45 : Risk management review (Continued)

A. **Credit risk**

2) **Loans**

Particulars	**As at March 31, 2025**	**As at March 31, 2024**	**As at March 31, 2023**
LOANS			
- At Amortised Cost	22,59,212.5	16,04,289.2	11,94,784.9
- At Fair Value through Other Comprehensive Income	6,230.2	7,615.3	6,932.6
- At Fair Value Through Profit and Loss	86.9	406.3	251.1
Total - Gross Carrying value of Loans	**22,65,529.6**	**16,12,310.8**	**12,01,968.6**
Less: Unamortised loan sourcing fee	(8,940.2)	(7,356.9)	(5,441.2)
Add: Unamortised loan sourcing costs	6,978.8	5,183.9	3,292.3
Total - Carrying Value of Loans	**22,63,568.2**	**16,10,137.8**	**11,99,819.7**
Less : Impairment Allowance	(44,064.5)	(32,532.3)	(31,932.5)
Total - Net Carrying value of Loans	**22,19,503.7**	**15,77,605.5**	**11,67,887.2**

3) **Trade receivables**

Particulars	**As at March 31, 2025**		
Category of Trade receivables	**Gross**	**Impairment allowance**	**Net**
At Amortised Cost			
Stage 1: Considered good	845.4	(1.4)	844.0
Stage 2: Significant increase in credit risk	123.2	(0.8)	122.4
Stage 3: Credit impaired	271.5	(271.5)	-
Net Carrying value of trade receivables	**1,240.1**	**(273.7)**	**966.4**

Trade receivables overdue for 31 to 90 days are classified in Stage 2: Significant increase in credit risk
Lifetime expected credit losses are considered for trade receivables as per simplified approach

Particulars	**As at March 31, 2024**		
Category of Trade receivables	**Gross**	**Impairment allowance**	**Net**
At Amortised Cost			
Stage 1: Considered good	992.3	(2.7)	989.6
Stage 2: Significant increase in credit risk	419.1	(1.7)	417.4
Stage 3: Credit impaired	333.8	(333.8)	-
Net Carrying value of trade receivables	**1,745.2**	**(338.2)**	**1,407.0**

Trade receivables overdue for 31 to 90 days are classified in Stage 2: Significant increase in credit risk
Lifetime expected credit losses are considered for trade receivables as per simplified approach

Particulars	**As at March 31, 2023**		
Category of Trade receivables	**Gross**	**Impairment allowance**	**Net**
At Amortised Cost			
Stage 1: Considered good	637.7	(0.2)	637.5
Stage 2: Significant increase in credit risk	264.8	-	264.8
Stage 3: Credit impaired	259.7	(259.7)	-
Net Carrying value of trade receivables	**1,162.2**	**(259.9)**	**902.3**

Trade receivables overdue for 31 to 90 days are classified in Stage 2: Significant increase in credit risk
Lifetime expected credit losses are considered for trade receivables as per simplified approach

(Rs. in million)

Note 45 : Risk management review (Continued)

A. **Credit risk**

4) **Derivative Financial Instruments**

The Group enters into derivatives contract for risk management purposes and has elected to apply hedge accounting requirements. The table below shows the fair values of derivative financial instruments recorded as assets or liabilities together with their notional amounts.The notional amounts indicate the value of transactions outstanding at the year end and are not indicative of either the market risk or credit risk.

Derivatives held for cashflow hedge	As at March 31, 2025		
	Notional Amounts	Fair Value - Assets	Fair Value - Liabilities
Foreign Exchange Forward contracts	1,28,335.7	161.0	2,017.1
Interest Rate Swap	-	24.2	98.4
Options	17,091.7	836.3	-
Cross currency Swap	1,05,707.7	4,375.8	293.4
Total	2,51,135.1	5,397.3	2,408.9

Derivatives held for cashflow hedge	As at March 31, 2024		
	Notional Amounts	Fair Value - Assets	Fair Value - Liabilities
Foreign Exchange Forward contracts	19,554.5	7.6	342.0
Interest Rate Swap	-	296.4	-
Options	-	-	-
Cross currency Swap	88,347.4	2,122.2	121.3
Total	1,07,901.9	2,426.2	463.3

Derivatives held for cashflow hedge	As at March 31, 2023		
	Notional Amounts	Fair Value - Assets	Fair Value - Liabilities
Foreign Exchange Forward contracts	16,171.4	90.5	596.8
Interest Rate Swap	-	263.9	-
Options	-	-	-
Cross currency Swap	48,857.2	1,941.4	26.4
Total	65,028.6	2,295.8	623.2

Derivatives held for risk management purposes, not designated as hedging instruments:

The Group is exposed to foreign currency risk related to external commercial borrowings, medium term notes and letter of credit and the primary risk of change in the floating interest rate and payment in foreign currency towards principal and interest at future date is managed by entering into a interest rate swap and foreign exchange forward rate purchase agreement respectively.
The Group's risk management strategy and how it is applied to manage risk is explained in Note 44.

The cross currency interest rate swap and foreign exchange forward currency agreements are entered to fully hedge the risk on account of change in interest rate and foreign exchange fluctuations on account of the external commercial borrowings.

Interest rate swap has been taken in respect of the same contract for which forward contract has been entered, accordingly notional value of Interest rate swap is not shown separately

(Rs. in million)

Note 45 : Risk management review (Continued)

A. **Credit risk**

ii) Collateral and other credit enhancements
The amount and type of collateral required depends on an assessment of the credit risk of the counterparty.

(1) The main types of collateral obtained across respective business division are as follows:

a Corporate and SME Finance division:
First charge over real estate properties, plant and machineries, inventory and trade receivables, equity and debt securities, floating charge over the corporate assets are obtained. For Construction equipment finance, the asset is hypothecated to the Company.

b Consumer, Housing finance and advisory business:
For housing loans, mortgage against residential property is obtained. For loan against property, mortgage against residential and commercial property is obtained. For Construction finance, additionally mortgage over residential and commercial project is obtained.

c Infrastructure finance:
The term loans are secured by charge on assets and cash flows of the underlying solar and road projects.

(2) The table represents categories of collaterals available against the loan exposures:

<table>
<tr><th>Particulars</th><th>Category of collateral available</th></tr>
<tr><td>Financial assets</td><td></td></tr>
<tr><td>Loans</td><td></td></tr>
<tr><td>Bills purchased and bills discounted</td><td>Charge on trade receivables and inventories</td></tr>
<tr><td>Term loans</td><td rowspan="2"><u>1) Commercial and SME Finance Division</u>
A) charge over:
i) real estate properties (including residential and commercial),
ii) Property and equipment,
iii) inventory and trade receivables,
iv) marketable securities (equity and debt securities)
B) hypothecation of underlying asset financed such as construction and earth moving equipment, vehicles and tractors
C) floating charge on corporate assets as mentioned in point a above
2) <u>Consumer, Housing finance and advisory business</u>
A) real estate properties (including residential and commercial),
B) land
C) Under construction flat
3) <u>Infrastructure finance division</u>
Secured by charge on assets and cash flows of the underlying solar and road projects.</td></tr>
<tr><td>Credit substitutes</td></tr>
<tr><td>Finance lease and hire purchase</td><td>Hypothecation of the underlying asset financed, primarily includes plant and equipment</td></tr>
<tr><td>Factoring</td><td>Charge on Trade receivables and inventories</td></tr>
<tr><td>Retained portion of assigned loans</td><td>Mortgages over residential properties</td></tr>
</table>

(3) **Assets obtained by taking possession of collateral:**
The Group's collection policy is to pursue timely realisation of the collateral in an orderly manner. The Group upon a customer account becoming delinquent, undertakes the process to physically repossess properties or other assets with the help of external agents to recover funds, to settle outstanding. Any surplus funds if any received are returned to the customers/obligors. As a result of this practice, the residential properties, vehicles, construction equipments and tractors under legal repossession processes are not recorded on the balance sheet and not treated as non–current assets held for sale. Asset in the form of real estate property, plant and machinery, shares and securities received upon final settlement of the loan is recorded as non-current assets held for sale
Management monitors the market value of collateral as per the Credit monitoring process and will request additional collateral in accordance with the underlying agreement as applicable.

The table represents categories of collaterals available against the Stage 3 assets, basis valuation available with the Group:

<table>
<tr><th>Particulars</th><th>Category of collateral available</th><th>As at March 31, 2025</th><th>As at March 31, 2024</th><th>As at March 31, 2023</th></tr>
<tr><td colspan="5">Financial asset measured at Amortised Cost and FVTOCI
Loans</td></tr>
<tr><td>Bills purchased and bills discounted</td><td>Charge on Trade receivables and inventories</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>Term loans</td><td rowspan="2">A) Charges over:
i) real estate properties (including residential and commercial),
ii) Property and equipment,
iii) inventory and trade receivables,
iv) marketable securities (equity and debt securities)
B) hypothecation of underlying asset financed such as construction and earth moving equipment, vehicles and tractors
C) floating charge on corporate assets as mentioned in point A</td><td>9,202.7</td><td>9,078.4</td><td>10,983.2</td></tr>
<tr><td>Credit substitutes</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>Total</td><td></td><td>9,202.7</td><td>9,078.4</td><td>10,983.2</td></tr>
</table>

Note: Fresh valuation is obtained for stage 3 assets upon becoming overdue for more than 15 months.

Note 45 : Risk management review (Continued)

A **Credit risk**

iii **Amounts arising from ECL**

Impairment allowance on financial asset is covered in note 2(xi)

Inputs, assumptions and estimation techniques used for estimating ECL

1) **Inputs:**

When determining whether the risk of default on a financial instrument has increased significantly since initial recognition, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis based on the Group's historical experience, expert credit assessment and including forward looking information.

The Group allocates each exposure to a credit risk grade based on days past due, which is a quantitative factor that indicates the risk of default. Additional qualitative factors are applied such as fraudulent customer, reschedulement of loans and discontinued portfolios are also considered as qualitative factor.

These factors are applied uniformly for each lending product. Upon review the committee may conclude that the account qualifies for classification as stage 2 since there is increase in credit risk. The determination of the credit risk is for each product, considering the unique risk and rewards associated with it. The Group has observed varied level of risk across various buckets within each stage and a significant increase in risk in stage 2, based on assessment of qualitative parameters such as decline in net-worth, downgrade in internal ratings and external ratings for Corporate and SME Finance Division.

The objective of the ECL assessment is to identify whether a significant increase in credit risk has occurred for an exposure by comparing the remaining lifetime probability of default (PD) as at the reporting date; with the remaining lifetime PD for this point in time that was estimated at the time of initial recognition of the exposure and adjusted for changes on account of prepayments.

In assessing the impairment of loan assets under expected credit loss (ECL) Model, the loans have been segmented into three stages based on the risk profiles. The three stages reflect the general pattern of credit deterioration of a financial instrument.

Refer note 2(xi) in Significant accounting policies for definition of Stages of Asset.

2) **Assumptions:**

The Group has applied following assumptions for determination of ECL.

1) "Loss given default" (LGD) is an estimate of loss from a transaction given that a default occurs.

2) "Probability of default" (PD) is defined as the probability of whether the borrowers will default on their obligations in the future. For assets which are in Stage 1, a 12-month PD is required. For Stage 2 assets a lifetime PD is required while Stage 3 assets and POCI are considered to have a 100% PD.

3) "Exposure at default" (EAD) represents the expected exposure in the event of a default and is the gross carrying amount in case of the financial assets held by the Group including loan commitments.

4) Definition of default: A default on a financial asset is when the counterparty fails to make the contractual payments within 90 days of when they fall due. Accordingly, the financial assets shall be classified as Stage 3, if on the reporting date, it has been more than 90 days past due. Further if the customer has requested forbearance in repayment terms, such restructured, rescheduled or renegotiated accounts are also classified as Stage 3. Non-payment on another obligation of the same customer is also considered as a stage 3. Defaulted accounts include customers reported as fraud in the Fraud Risk Management Committee (FRMC). Once an account defaults as a result of the Days past due condition, it will be considered to be cured only when entire arrears of interest and principal are paid by the borrower.

5) Forward looking information

The Group incorporates forward looking information into both assessments of whether the credit risk of an instrument has increased significantly since its initial recognition and its measurement of ECL. Based on the consideration of a variety of external actual and forecast information, the Group forms a 'base case' view of the future direction of relevant economic variables such as real GDP, domestic credit growth, money market interest rate etc. as well as a representative range of other possible forecast scenarios. This process involves developing two or more additional economic scenarios and considering the relative probabilities of each outcome. The base case represents a most likely outcome in a normal distribution curve while the other scenarios represent more optimistic and more pessimistic outcomes. More weight is applied to pessimistic outcome consistently as a matter of prudence than optimistic outcome.

6) Assessment of significant increase in credit risk

The credit risk on a financial asset of the Group are assumed to have increased significantly since initial recognition when contractual payments are more than 30 days past due. Additionally, accounts identified and reviewed by the Executive committee for labelling as breaching pre-defined critical credit risk parameters will also be classified as stage 2. Accordingly, the financial assets shall be classified as Stage 2, based on the quantitative as well as qualitative factors.

Note 45 : Risk management review (Continued)

A Credit risk

3) Estimation techniques:

The Group has applied the following estimation technique for ECL model:

1) The Group has used historic default rates for calculating the 12-month PD and Lifetime PDs

2) Loss given default is calculated after considering outstanding at the time of default and adjusting for actual recoveries basis time value of money.

3) Credit risk monitoring techniques :

Exposures are subject to ongoing monitoring, which may indicate that a significant increase in credit risk has occurred on an exposure. The monitoring typically involves use of the following data for Corporate and Retail exposures:

i) Overdue status.

ii) Restructuring, reschedulement of loans and requests for granting of forbearance.

iii) Fraudulent customer.

iv) Exit directed by the Risk management committee.

v) Accounts classified by SICR committee indicating significant increase in credit risk.

vi) Information published in the Basel IRB (Basel internal rating based approach refers to set of credit measurement techniques proposed by the Basel Committee on Bank Supervision (BCBS) for determining capital adequacy of the bank) norms is also used.

4) Days past due are a primary input for the determination of the PD for exposures. The Group collects performance and default information about its credit risk exposures analysed by product. For some portfolios, information published in Basel IRB norms is also used.

5) The Group employs statistical models to analyse the data collected and generate estimates of the remaining lifetime PD of exposures and how these are expected to change as a result of the passage of time. Such statistical models are selected considering the availability of information related to the probability of default for each product

This analysis includes the identification and calibration of relationships between changes in default rates and changes in key macro-economic factors. Key macro-economic indicators includes but are not limited to Private consumption, Real GDP, Consumer prices, Long-term bond yield, Unemployment rate, Gross fixed investment rate etc.

For the purpose of determination of impact of forward looking information, the Group applies various macro economic (ME) variables as stated above to each product and assess the trend of the historical probability of defaults as compared to the forecasted probability of default. Based on the directional trend of output, management applies an overlay if required. Overtime, new ME variable may emerge to have a better correlation and may replace ME being used now.

6) Based on advice from the external risk management experts, the Group considered variety of external actual and forecast information to formulate a 'base case' view of the future direction of relevant economic variables as well as a representative range of other possible forecast scenarios. Such forecasts are adjusted to estimate the PDs.

7) Predicted relationships between the key indicators and default and loss rates on various portfolios of financial assets have been developed based on analysing historical data over the past 5 years.

Note 45 : Risk management review (Continued)

A **Credit risk**

8) A maximum of a 12-month PD or actual contractual tenure is considered for financial assets for which credit risk has not significantly increased. The Group measures ECL for stage 2, stage 3 and POCI assets considering the risk of default over the contractual period over which it is exposed to credit risk.

9) The loans are segmented into homogenous product categories and further risk-based cohorts (for certain products) to determine the historical PD/LGD. This segmentation is subject to regular review.

10) For portfolios in respect of which the Group has limited historical data, external benchmark information is used to supplement the internally available data.

11) Techniques for determining LGD:

LGD is the magnitude of the likely loss if there is a default. The Group estimates LGD parameters based on the history of recovery rates against defaulted counterparties. The LGD models consider the cash flow received and assets received in lieu of settlement of loan. LGD estimates are calculated on a discounted cash flow basis using the contractual interest rate (approximation to expected EIR) as the discounting factor. The Group has adopted collection curve method for computation of loss given defaults to determine expected credit losses. In the Absence of observed history of default, LGD applied is based on Basel IRB norms for certain products.

12) Techniques for computation of EAD:

a) EAD represents the expected exposure in the event of a default. The Group derives the EAD from the current exposure to the counterparty. The EAD of a financial asset is its gross carrying amount. For lending commitments, the EAD includes the amount drawn, as well as potential future amounts that may be drawn under the contract, which are estimated based on credit conversion factor for various loan commitments.

b) When estimating ECL for undrawn loan commitments, the Group estimates the expected portion of the loan commitment that will be drawn down over its expected life. ECL is the present value of the difference between the contractual cash flows that are due to the Group if the holder of the commitment draws down the loan and the cash flows that the Group expects to receive if the loan is drawn down.

4) **Modified financial assets**

The Group renegotiates loans to customers in financial difficulties (referred to as forbearance activities, restructuring or rescheduling) to maximise collection opportunities and minimise the risk of default. Under the Group's forbearance policy, loan forbearance is granted on a selective basis if the debtor is currently in default on its debt or if there is a high risk of default, there is evidence that the debtor made all reasonable efforts to pay under the original contractual terms and the debtor is expected to be able to meet the revised terms.

The revised terms usually include extending the maturity, changing the timing of interest payments and amending the terms of loan covenants. Both retail and corporate loans are subject to the forbearance policy. The Risk Management Committee regularly reviews reports on forbearance activities.

Upon renegotiation, such accounts are classified as stage 3. Such accounts are upgraded to stage 1 only upon observation of satisfactory repayments for at least one year from the commencement of the first payment of interest or principal (whichever is later).
Stage 3 accounts acquired under business combination are classified as Purchased or Originated Credit Impaired (POCI). As per IND AS 109, such accounts will continue to be classified as POCI till closure.

(Rs. in million)

Note 45 : Risk management review (Continued)

A. Credit risk

iii Amounts arising from ECL

An analysis of changes in the gross carrying amount and the corresponding ECL allowances in relation to lending is, as follows:

a)

Gross carrying amount	As at March 31, 2025				
	Stage 1	Stage 2	Stage 3	POCI	Total
Opening balance	**15,59,626.2**	**29,041.4**	**23,643.2**	**-**	**16,12,310.8**
Portfolio acquired under business combination	2,71,654.5	18,416.0	-	5,545.0	2,95,615.5
Reinstated balance as on April 1, 2024	**18,31,280.7**	**47,457.4**	**23,643.2**	**5,545.0**	**19,07,926.3**
New assets originated or purchased (Including charges levied on existing exposure)*	10,92,617.3	5,449.2	2,237.5	10.3	11,00,314.3
Assets derecognised or repaid (excluding write offs)	(7,01,491.7)	(16,264.3)	(4,032.6)	(1,749.6)	(7,23,538.2)
Transfers to Stage 1	14,396.5	(13,986.6)	(409.9)	-	-
Transfers to Stage 2	(25,692.4)	26,126.0	(433.6)	-	-
Transfers to Stage 3	(23,137.3)	(6,124.6)	29,261.9	-	-
Amounts written off	(4,764.4)	(2,679.0)	(11,172.3)	(557.1)	(19,172.8)
Closing balance	**21,83,208.7**	**39,978.1**	**39,094.2**	**3,248.6**	**22,65,529.6**

*Assets originated during the year has been presented on net basis i.e. collection has been netted off.

Gross carrying amount	As at March 31, 2024				
	Stage 1	Stage 2	Stage 3	POCI	Total
Opening balance	11,46,518.3	34,853.4	20,596.9	-	12,01,968.6
New assets originated or purchased (Including charges levied on existing exposure)*	8,48,758.0	2,449.2	1,502.4	-	8,52,709.6
Assets derecognised or repaid (excluding write offs)	(4,20,841.5)	(11,099.1)	(3,896.8)	-	(4,35,837.4)
Transfers to Stage 1	2,110.9	(1,573.6)	(537.3)	-	-
Transfers to Stage 2	(7,812.9)	8,353.7	(540.8)	-	-
Transfers to Stage 3	(7,885.0)	(3,371.7)	11,256.7	-	-
Amounts written off	(1,221.6)	(570.5)	(4,737.9)	-	(6,530.0)
Closing balance	**15,59,626.2**	**29,041.4**	**23,643.2**	**-**	**16,12,310.8**

*Assets originated during the year has been presented on net basis i.e. collection has been netted off.

Gross carrying amount	As at March 31, 2023				
	Stage 1	Stage 2	Stage 3	POCI	Total
Opening balance	8,67,445.8	47,924.2	17,777.8	-	9,33,147.8
New assets originated or purchased (Including charges levied on existing exposure)*	7,05,334.8	10,962.1	2,983.6	-	7,19,280.5
Assets derecognised or repaid (excluding write offs)	(4,19,316.1)	(20,937.0)	(4,778.5)	-	(4,45,031.6)
Transfers to Stage 1	3,169.1	(2,009.4)	(1,159.7)	-	-
Transfers to Stage 2	(4,721.1)	5,065.3	(344.2)	-	-
Transfers to Stage 3	(4,815.1)	(5,138.4)	9,953.5	-	-
Amounts written off	(579.1)	(1,013.4)	(3,835.6)	-	(5,428.1)
Closing balance	**11,46,518.3**	**34,853.4**	**20,596.9**	**-**	**12,01,968.6**

*Assets originated during the year has been presented on net basis i.e. collection has been netted off.

b)

Impairment allowance on Loans	As at March 31, 2025				
	Stage 1	**Stage 2**	**Stage 3**	**POCI**	**Total**
Opening balance	10,486.3	4,521.6	17,524.4	-	32,532.3
Remeasurement due to changes in	6,828.3	3,556.2	12,740.4	-	23,124.9
Effect of buisness combination*	1,372.4	1,227.5	2,282.8	2,018.8	6,901.5
Assets derecognised or repaid (excluding write offs)	(4,133.6)	(1,650.4)	(2,645.4)	-	(8,429.4)
Transfers to Stage 1	815.7	(805.6)	(10.1)	-	-
Transfers to Stage 2	(448.2)	510.1	(61.9)	-	-
Transfers to Stage 3	(1,258.5)	(972.6)	2,231.1	-	-
Amounts written off	(189.6)	(568.1)	(9,307.1)	-	(10,064.8)
Closing balance	**13,472.8**	**5,818.7**	**22,754.2**	**2,018.8**	**44,064.5**

Impairment allowance on Loans	As at March 31, 2024				
	Stage 1	**Stage 2**	**Stage 3**	**POCI**	**Total**
Opening balance	8,510.4	7,546.8	15,875.3	-	31,932.5
Remeasurement due to changes in EAD/estimates	6,782.0	1,324.0	7,631.2	-	15,737.2
Assets derecognised or repaid (excluding write offs)	(3,747.9)	(3,285.8)	(3,235.4)	-	(10,269.1)
Transfers to Stage 1	21.8	(18.2)	(3.6)	-	-
Transfers to Stage 2	(324.4)	428.9	(104.5)	-	-
Transfers to Stage 3	(658.0)	(1,135.7)	1,793.7	-	-
Amounts written off	(97.6)	(338.4)	(4,432.3)	-	(4,868.3)
Closing balance	**10,486.3**	**4,521.6**	**17,524.4**	**-**	**32,532.3**

Impairment allowance on Loans	As at March 31, 2023				
	Stage 1	**Stage 2**	**Stage 3**	**POCI**	**Total**
Opening balance	5,303.1	11,902.4	12,623.4	-	29,828.9
Remeasurement due to changes in EAD/estimates	5,773.0	2,789.2	7,239.8	-	15,802.0
Assets derecognised or repaid (excluding write offs)	(1,347.2)	(4,502.1)	(3,624.5)	-	(9,473.8)
Transfers to Stage 1	45.7	(36.3)	(9.4)	-	-
Transfers to Stage 2	(252.2)	299.7	(47.5)	-	-
Transfers to Stage 3	(961.1)	(2,120.8)	3,081.9	-	-
Amounts written off	(50.9)	(785.3)	(3,388.4)	-	(4,224.6)
Closing balance	**8,510.4**	**7,546.8**	**15,875.3**	**-**	**31,932.5**

(Rs. in million)

Note 45 : Risk management review (Continued)

A. **Credit risk**

iii Amounts arising from ECL

Modified financial assets

The Group renegotiates loans given to customers in financial difficulties (referred to as forbearance activities, restructuring or rescheduling) to maximise collection opportunities and minimise the risk of default. Under the Group's forbearance policy, loan forbearance is granted on a selective basis if the customer is currently in default on its debt or if there is a high risk of default, there is evidence that the customer made all reasonable efforts to pay under the original contractual terms and the customer is expected to be able to meet the revised terms.

The revised terms usually include extending the maturity, changing the timing of interest payments and amending the terms of loan covenants. Both retail and corporate loans are subject to the forbearance policy. The Risk Management Committee regularly reviews reports on forbearance activities.

Upon renegotiation, such accounts are classified as stage 3. Such accounts are upgraded to stage 1 only upon observation of satisfactory repayments of one year from the date of such down-gradation and accordingly loss allowance is measured using 12 month PD.

Exposure to modified financial assets

PARTICULARS	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Loan exposure to modified financial assets			
Gross carrying amount	16,312.3	20,745.8	30,077.9
Less: Impairment allowance	(3,701.8)	(5,984.6)	(9,234.8)
Net carrying amount	**12,610.5**	**14,761.2**	**20,843.1**

(Rs. in million)

Note 45 : Risk management review (Continued)

B. **Liquidity risk**

i. Maturity analysis for financial liabilities and financial assets
The following tables set out the remaining contractual maturities of the Group's financial liabilities and financial assets:

As at March 31, 2025	Carrying amount	Gross nominal inflow/outflow	Less than 1 month	1–3 months	3 months –1 year	1-5 years	More than 5 years	Upto 1 Year	More than 1 Year
Financial asset by type									
Cash and cash equivalents	94,782.0	94,782.0	86,815.7	-	7,966.3	-	-	94,782.0	-
Bank balances	9,648.5	9,648.5	8,985.1	1.4	189.8	472.2	-	9,176.3	472.2
Derivative assets	5,397.3	5,397.3	22.2	572.2	2,708.0	2,094.9	-	3,302.4	2,094.9
Receivables	975.9	975.9	193.5	782.4	-	-	-	975.9	-
Loans (Net of Impairment Allowance)*	22,19,503.7	22,19,503.7	1,33,702.7	1,86,605.4	5,27,665.3	7,88,867.6	5,82,662.7	8,47,973.4	13,71,530.3
Investments	87,177.9	87,177.9	69,754.5	-	6.1	7,817.6	9,599.7	69,760.6	17,417.3
Investments accounted using equity method	11,486.0	11,486.0	-	-	-	-	11,486.0	-	11,486.0
Other Financial Assets	11,014.0	11,014.0	1,499.0	5,676.9	1,491.8	2,340.5	5.8	8,667.7	2,346.3
Total	**24,39,985.3**	**24,39,985.3**	**3,00,972.7**	**1,93,638.3**	**5,40,027.3**	**8,01,592.8**	**6,03,754.2**	**10,34,638.3**	**14,05,347.0**
Financial liabilities by type									
Derivative liabilities	2,408.9	2,408.9	1.8	3.0	198.3	2,205.8	-	203.1	2,205.8
Trade and other payables	18,213.2	18,213.2	6,096.1	7,157.5	3,242.5	1,717.1	-	16,496.1	1,717.1
Debt securities	8,01,415.7	8,01,415.7	20,360.3	83,940.8	1,37,776.7	4,42,157.2	1,17,180.7	2,42,077.8	5,59,337.9
Borrowings (Other than Debt securities)#	11,86,204.0	11,86,204.0	66,266.9	1,41,474.3	2,67,342.2	6,74,630.8	36,489.8	4,75,083.4	7,11,120.6
Subordinated liabilities	96,529.6	96,529.6	1,188.2	1,001.1	12,098.6	34,097.9	48,143.8	14,287.9	82,241.7
Lease liabilities	4,362.2	4,362.2	67.0	133.4	543.4	2,666.6	951.8	743.8	3,618.4
Other financial liabilities#	22,126.3	22,126.3	13,143.3	4,594.1	1,523.8	2,865.1	-	19,261.2	2,865.1
Total	**21,31,259.9**	**21,31,259.9**	**1,07,123.6**	**2,38,304.2**	**4,22,725.5**	**11,60,340.5**	**2,02,766.1**	**7,68,153.3**	**13,63,106.6**

*Loans reported/to be reported to RBI, NHB as per ALM includes Stage I and II provisions and excludes Stage III (net of provisions)
Borrowing reported/to be reported to RBI, NHB as per ALM includes Margin money towards derivative variation.

As at March 31, 2024	Carrying amount	Gross nominal inflow/outflow	Less than 1 month	1–3 months	3 months –1 year	1-5 years	More than 5 years	Upto 1 Year	More than 1 Year
Financial asset by type									
Cash and cash equivalents	67,711.6	67,711.6	62,841.9	-	4,869.7	-	-	67,711.6	-
Bank balances	2,244.2	2,244.2	317.4	7.3	1,655.6	263.9	-	1,980.3	263.9
Derivative assets	2,426.2	2,426.2	-	0.5	31.4	2,394.3	-	31.9	2,394.3
Receivables	1,425.8	1,425.8	318.2	1,107.6	-	-	-	1,425.8	-
Loans (Net of Impairment Allowance)*	15,77,605.5	15,77,605.5	91,561.5	1,09,319.2	2,95,816.5	5,15,731.1	5,65,177.2	4,96,697.2	10,80,908.3
Investments	79,020.2	79,020.2	47,181.2	246.4	125.1	8,530.0	22,937.5	47,552.7	31,467.5
Investments accounted using equity method	8,307.8	8,307.8	-	-	-	-	8,307.8	-	8,307.8
Other Financial Assets	5,198.3	5,198.3	1,322.0	2,192.8	1,574.0	103.7	5.8	5,088.8	109.5
Total	**17,43,939.6**	**17,43,939.6**	**2,03,542.2**	**1,12,873.8**	**3,04,072.3**	**5,27,023.0**	**5,96,428.3**	**6,20,488.3**	**11,23,451.3**
Financial liabilities by type									
Derivative liabilities	463.3	463.3	0.5	0.7	12.9	449.2	-	14.1	449.2
Trade and other payables	13,899.1	13,899.1	4,331.4	5,340.2	2,509.7	1,717.8	-	12,181.3	1,717.8
Debt securities	6,05,036.8	6,05,036.8	9,374.6	82,214.6	1,02,791.2	2,97,797.0	1,12,859.4	1,94,380.4	4,10,656.4
Borrowings (Other than Debt securities)	7,91,428.8	7,91,428.8	15,439.6	83,247.0	1,96,931.6	4,57,330.9	38,479.7	2,95,618.2	4,95,810.6
Subordinated liabilities	85,387.3	85,387.3	697.1	178.8	11,687.4	26,174.5	46,649.5	12,563.3	72,824.0
Lease liabilities	3,265.3	3,265.3	49.5	90.9	292.8	1,834.4	997.7	433.2	2,832.1
Other financial liabilities	13,884.6	13,884.6	3,152.8	3,913.8	2,670.7	4,147.3	-	9,737.3	4,147.3
Total	**15,13,365.2**	**15,13,365.2**	**33,045.5**	**1,74,986.0**	**3,16,896.3**	**7,89,451.1**	**1,98,986.3**	**5,24,927.8**	**9,88,437.4**

*Loans reported/to be reported to RBI, NHB as per ALM includes Stage I and II provisions and excludes Stage III (net of provisions)

(Rs. in million)

As at March 31, 2023	Carrying amount	Gross nominal inflow/outflow	Less than 1 month	1–3 months	3 months –1 year	1-5 years	More than 5 years	Upto 1 Year	More than 1 Year
Financial asset by type									
Cash and cash equivalents	30,588.8	30,588.8	27,762.1	26.6	2,800.1	-	-	30,588.8	-
Bank balances	2,578.2	2,578.2	6.2	4.2	2,567.3	0.5	-	2,577.7	0.5
Derivative assets	2,295.8	2,295.8	309.2	1.3	3.7	1,981.6	-	314.2	1,981.6
Receivables	906.0	906.0	122.3	704.7	79.0	-	-	906.0	-
Loans (Net of Impairment Allowance)*	11,67,887.2	11,67,887.2	88,529.8	1,16,171.5	2,04,229.9	3,55,844.5	4,03,111.5	4,08,931.2	7,58,956.0
Investments	1,26,589.7	1,26,589.7	85,208.8	341.4	620.8	9,595.1	30,823.6	86,171.0	40,418.7
Investments accounted using equity method	5,950.7	5,950.7	-	-	-	-	5,950.7	-	5,950.7
Other Financial Assets	3,488.0	3,488.0	543.0	1,504.1	1,032.0	393.3	15.6	3,079.1	408.9
Total	**13,40,284.4**	**13,40,284.4**	**2,02,481.4**	**1,18,753.8**	**2,11,332.8**	**3,67,815.0**	**4,39,901.4**	**5,32,568.0**	**8,07,716.4**
Financial liabilities by type									
Derivative liabilities	623.2	623.2	0.9	0.8	574.7	46.8	-	576.4	46.8
Trade and other payables	12,307.0	12,307.0	4,117.0	4,438.6	2,385.3	1,366.1	-	10,940.9	1,366.1
Debt securities	5,13,755.8	5,13,755.8	17,964.4	51,127.3	1,30,414.9	2,29,227.8	85,021.4	1,99,506.6	3,14,249.2
Borrowings (Other than Debt securities)	5,49,341.3	5,49,341.3	24,330.1	51,573.8	1,35,118.7	3,27,368.2	10,950.5	2,11,022.6	3,38,318.7
Subordinated liabilities	70,262.0	70,262.0	271.1	410.0	8,527.6	27,191.3	33,862.0	9,208.7	61,053.3
Lease liabilities	2,053.8	2,053.8	35.6	65.3	262.4	1,074.4	616.1	363.3	1,690.5
Other financial liabilities	19,908.5	19,908.5	8,754.2	3,928.3	2,739.9	4,486.1	-	15,422.4	4,486.1
Total	**11,68,251.6**	**11,68,251.6**	**55,473.3**	**1,11,544.1**	**2,80,023.5**	**5,90,760.7**	**1,30,450.0**	**4,47,040.9**	**7,21,210.7**

*Loans reported/to be reported to RBI, NHB as per ALM includes Stage I and II provisions and excludes Stage III (net of provisions)

(Rs. in million)

Note 45 : Risk management review (Continued)

B. **Liquidity risk**

ii. Financial assets position pledged/ not pledged

The total financial assets demonstrating position of pledged and not pledged assets are shown in the below table:

Particulars	As at March 31, 2025		
	Pledged	Not Pledged	Total
ASSETS			
Financial assets	**22,03,965.9**	**2,36,019.4**	**24,39,985.3**
Cash and cash equivalents	5.5	94,776.5	94,782.0
Bank Balance other than (a) above	12.4	9,636.1	9,648.5
Derivatives financial instruments	-	5,397.3	5,397.3
Trade Receivables	-	966.4	966.4
Other Receivables	-	9.5	9.5
Loans	22,03,948.0	15,555.7	22,19,503.7
Investments	-	87,177.9	87,177.9
Investments accounted using equity	-	11,486.0	11,486.0
Other financial assets	-	11,014.0	11,014.0
Non-financial Assets	**20.3**	**44,644.5**	**44,664.8**
Current tax asset	-	2,340.4	2,340.4
Deferred tax Assets (Net)	-	13,881.7	13,881.7
Investment property	2.0	29.3	31.3
Property, Plant and Equipment	18.3	15,114.3	15,132.6
Capital work-in-progress	-	18.1	18.1
Intangible assets under development	-	139.4	139.4
Other Intangible assets	-	769.7	769.7
Right to use assets	-	4,100.1	4,100.1
Other non-financial assets	-	8,251.5	8,251.5
Total Assets	**22,03,986.2**	**2,80,663.9**	**24,84,650.1**

Particulars	As at March 31, 2024		
	Pledged	Not Pledged	Total
ASSETS			
Financial assets	**15,72,281.6**	**1,71,658.0**	**17,43,939.6**
Cash and cash equivalents	-	67,711.6	67,711.6
Bank Balance other than (a) above	12.4	2,231.8	2,244.2
Derivatives financial instruments	-	2,426.2	2,426.2
Trade Receivables	-	1,407.0	1,407.0
Other Receivables	-	18.8	18.8
Loans	15,72,269.2	5,336.3	15,77,605.5
Investments	-	79,020.2	79,020.2
Investments accounted using equity	-	8,307.8	8,307.8
Other financial assets	-	5,198.3	5,198.3
Non-financial Assets	**21.7**	**22,978.5**	**23,000.2**
Current tax asset	-	1,673.1	1,673.1
Deferred tax Assets (Net)	-	4,665.0	4,665.0
Investment property	2.2	28.0	30.2
Property, Plant and Equipment	19.5	8,309.8	8,329.3
Capital work-in-progress	-	41.5	41.5
Intangible assets under development	-	41.1	41.1
Other Intangible assets	-	427.9	427.9
Right to use assets	-	3,115.9	3,115.9
Other non-financial assets	-	4,676.2	4,676.2
Total Assets	**15,72,303.3**	**1,94,636.5**	**17,66,939.8**

(Rs. in million)

Particulars	As at March 31, 2023		
	Pledged	**Not Pledged**	**Total**
ASSETS			
Financial assets	**11,79,011.5**	**1,61,272.9**	**13,40,284.4**
Cash and cash equivalents	-	30,588.8	30,588.8
Bank Balance other than (a) above	6.3	2,571.9	2,578.2
Derivatives financial instruments	-	2,295.8	2,295.8
Trade Receivables	-	902.3	902.3
Other Receivables	-	3.7	3.7
Loans	11,57,470.4	10,416.8	11,67,887.2
Investments	21,534.8	1,05,054.9	1,26,589.7
Investments accounted using equity	-	5,950.7	5,950.7
Other financial assets	-	3,488.0	3,488.0
Non-financial Assets	**4.2**	**15,972.4**	**15,976.6**
Current tax asset	-	1,720.8	1,720.8
Deferred tax Assets (Net)	-	3,810.7	3,810.7
Investment property	2.4	196.3	198.7
Property, Plant and Equipment	1.8	4,860.9	4,862.7
Capital work-in-progress	-	113.0	113.0
Intangible assets under development	-	87.2	87.2
Other Intangible assets	-	325.5	325.5
Right to use assets	-	1,939.3	1,939.3
Other non-financial assets	-	2,918.7	2,918.7
Total Assets	**11,79,015.7**	**1,77,245.3**	**13,56,261.0**

Tata Capital Limited
Notes forming part of the Restated Consolidated Financial Information (continued)
(Rs. in million)

Note 45 : Risk management review (Continued)

C. Market risk

i The following table sets out the allocation of assets and liabilities to non-trading portfolios. The Group does not allocate the assets and liabilities to trading portfolios.

Particulars	Market risk measure		
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Financial assets			
Cash and cash equivalents	94,782.0	67,711.6	30,588.8
Bank balances	9,648.5	2,244.2	2,578.2
Derivative financial instruments	5,397.3	2,426.2	2,295.8
Trade receivables	966.4	1,407.0	902.3
Other receivables	9.5	18.8	3.7
Loans	22,19,503.7	15,77,605.5	11,67,887.2
Investments	87,177.9	79,020.2	1,26,589.7
Investments accounted using equity method	11,486.0	8,307.8	5,950.7
Other financial assets	11,014.0	5,198.3	3,488.0
Total	**24,39,985.3**	**17,43,939.6**	**13,40,284.4**
Financial liabilities			
Derivatives financial instruments	2,408.9	463.3	623.2
Total outstanding dues of micro enterprises and small enterprises	193.9	38.2	70.3
Total outstanding dues of creditors other than micro enterprises and small enterprises	18,019.3	13,860.9	12,236.7
Debt securities	8,01,415.7	6,05,036.8	5,13,755.8
Borrowings (Other than debt securities)	11,86,204.0	7,91,428.8	5,49,341.3
Subordinated liabilities	96,529.6	85,387.3	70,262.0
Lease liabilities	4,362.2	3,265.3	2,053.8
Other financial liabilities	22,126.3	13,884.6	19,908.5
Total	**21,31,259.9**	**15,13,365.2**	**11,68,251.6**

(Rs. in million)

Note 45 : Risk management review (Continued)

C. Market risk

i Exposure to interest rate risk – Non-trading portfolios

Group carries out interest rate sensitivity analysis to assess the impact on earnings, of interest rate movement considering the rate sensitive assets and rate sensitive liabilities upto one year period. The fixed rate assets and liabilities which are falling due on residual basis within one year have been considered as floating rate assets and liabilities basis the minimum of 'interest rate reset date or maturity of the contract'. The basis risk between various benchmark linked to assets and liabilities are considered to be insignificant.

Below table illustrates impact on earnings on account of 100 bps change on in interest rate on the assets and liabilities due for repayment / rate reset in next one year.

As on March 31, 2025

Particulars	Less than 1 Year	@ 100bps change increase	@ 100bps change decrease
Rate sensative assets	20,08,005.7	16,938.0	(16,938.0)
Rate sensative liabilities	14,92,571.7	11,837.2	(11,837.2)
Net	**5,15,434.0**	**5,100.8**	**(5,100.8)**

As on March 31, 2024

Particulars	Less than 1 Year	@ 100bps change increase	@ 100bps change decrease
Rate sensative assets	14,47,815.6	11,821.9	(11,821.9)
Rate sensative liabilities	10,65,732.4	8,101.1	(8,101.1)
Net	**3,82,083.2**	**3,720.8**	**(3,720.8)**

As on March 31, 2023

Particulars	Less than 1 Year	@ 100bps change increase	@ 100bps change decrease
Rate sensative assets	11,78,992.0	9,341.3	(9,341.3)
Rate sensative liabilities	8,28,182.8	6,041.2	(6,041.2)
Net	**3,50,809.2**	**3,300.1**	**(3,300.1)**

The following table sets forth, for the periods indicated, the break-up of borrowings into variable rate and fixed rate.

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Variable rate borrowings	46.0%	47.0%	49.0%
Fixed rate borrowings	54.0%	53.0%	51.0%
Total borrowings	**100.0%**	**100.0%**	**100.0%**

(Rs. in million)

ii Exposure to currency risks – Non-trading portfolios

The Group has entered into derivative contract to fully hedge the risk.

The Group's exposure to foreign currency risk expressed in INR, are as follows

Particulars	**As at March 31, 2025**			
	USD	EURO	JPY	SGD
Letter of Credit/Buyers Credit	1.9	-	0.8	-

Particulars	**As at March 31, 2024**			
	USD	EURO	JPY	SGD
Letter of Credit/Buyers Credit	-	3.7	-	-

Particulars	**As at March 31, 2023**			
	USD	EURO	JPY	SGD
Letter of Credit/Buyers Credit	-	-	-	-

Particulars	**Impact on profit after tax**			
	March 31, 2025			
	USD	EURO*	JPY	SGD
Sensitivity - Increase by 1%	-	-	-	-
Sensitivity - Decrease by 1%	-	-	-	-

Particulars	**Impact on profit after tax**			
	March 31, 2024			
	USD	EURO*	JPY	SGD
Sensitivity - Increase by 1%	-	-	-	-
Sensitivity - Decrease by 1%	-	-	-	-

Particulars	**Impact on profit after tax**			
	March 31, 2023			
	USD	EURO*	JPY	SGD
Sensitivity - Increase by 1%	-	-	-	-
Sensitivity - Decrease by 1%	-	-	-	-

**Amount less than fifty thousand*

(Rs. in million)

Note 45 : Risk management review (Continued)

C. Market risk

iii. Foreign currency risk exposure- subsidiaries

The foreign currency risk from monetary asset and liabilities is as follows:

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
	US Dollar	US Dollar	US Dollar
Net exposure to foreign currency risk in respect of recognised financial assets/(financial liabilities)	6,233.1	5,661.9	6,138.0

Sensetivity analysis between Indian Rupee and US Dollar:

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
1% Depreciation in INR			
Impact on P&L	12.4	2.2	1.8
1% Appreciation in INR			
Impact on P&L	(12.4)	(2.2)	(1.8)

Tata Capital Limited
Notes forming part of the Restated Consolidated Financial Information (continued)
(Rs. in million)

Note 46: Liquidity risk

i. **Exposure to liquidity risk**

The Group has set tolerance limits in the light of the Group's business objectives, strategic direction and overall risk appetite. The tolerance limits reflects balance between profitability and managing liquidity risk and considers Group's current financial condition and funding capacity. The Group maintains liquidity buffer of unencumbered highly liquid assets (if required) to insure against liquidity stress events.

ii. **Maturity analysis of assets and liabilities**

The table below set out carrying amount of assets and liabilities according to when they are expected to be recovered or settled. With regard to loans and advances to customers, the Group uses the same basis of expected repayment behaviour as used for estimating the EIR. Issued debt reflect the contractual coupon amortisations.

Particulars	As at March 31, 2025		
	Within 12 months	After 12 months	Total
ASSETS			
Financial assets	**10,34,638.3**	**14,05,347.0**	**24,39,985.3**
Cash and cash equivalents	94,782.0	-	94,782.0
Bank Balance other than (a) above	9,176.3	472.2	9,648.5
Derivatives financial assets	3,302.4	2,094.9	5,397.3
Receivables	975.9	-	975.9
Loans	8,47,973.4	13,71,530.3	22,19,503.7
Investments	69,760.6	17,417.3	87,177.9
Investments accounted using equity method	-	11,486.0	11,486.0
Other financial assets	8,667.7	2,346.3	11,014.0
Non-financial Assets	**8,320.9**	**36,343.9**	**44,664.8**
Current tax asset	354.1	1,986.3	2,340.4
Deferred tax Assets (net)	-	13,881.7	13,881.7
Investment property	-	31.3	31.3
Property, Plant and Equipment	-	15,132.6	15,132.6
Capital work-in-progress	-	18.1	18.1
Intangible assets under development	-	139.4	139.4
Other Intangible assets	-	769.7	769.7
Right of use assets	-	4,100.1	4,100.1
Other non-financial assets	7,966.8	284.7	8,251.5
Total Assets	**10,42,959.2**	**14,41,690.9**	**24,84,650.1**
LIABILITIES			
Financial Liabilities	**7,68,153.3**	**13,63,106.6**	**21,31,259.9**
Derivative financial liabilities	203.1	2,205.8	2,408.9
Trade and other payables	16,496.1	1,717.1	18,213.2
Debt Securities	2,42,077.8	5,59,337.9	8,01,415.7
Borrowings (Other than debt securities)	4,75,083.4	7,11,120.6	11,86,204.0
Subordinated liabilities	14,287.9	82,241.7	96,529.6
Lease liabilities	743.8	3,618.4	4,362.2
Other financial liabilities	19,261.2	2,865.1	22,126.3
Non-Financial Liabilities	**6,620.2**	**3,063.6**	**9,683.8**
Current tax liability	737.5	2,907.5	3,645.0
Provisions	2,646.1	156.1	2,802.2
Other non financial liabilities	3,236.6	-	3,236.6
Total liabilities	**7,74,773.5**	**13,66,170.2**	**21,40,943.7**
Net	**2,68,185.7**	**75,520.7**	**3,43,706.4**

Tata Capital Limited
Notes forming part of the Restated Consolidated Financial Information (continued)
(Rs. in million)

Particulars	As at March 31, 2024		
	Within 12 months	After 12 months	Total
ASSETS			
Financial assets	**6,20,488.3**	**11,23,451.3**	**17,43,939.6**
Cash and cash equivalents	67,711.6	-	67,711.6
Bank Balance other than (a) above	1,980.3	263.9	2,244.2
Derivatives financial assets	31.9	2,394.3	2,426.2
Receivables	1,425.8	-	1,425.8
Loans	4,96,697.2	10,80,908.3	15,77,605.5
Investments	47,552.7	31,467.5	79,020.2
Investments accounted using equity method	-	8,307.8	8,307.8
Other financial assets	5,088.8	109.5	5,198.3
Non-financial Assets	**4,553.0**	**18,447.2**	**23,000.2**
Current tax asset	54.4	1,618.7	1,673.1
Deferred tax Assets (net)	-	4,665.0	4,665.0
Investment property	-	30.2	30.2
Property, Plant and Equipment	-	8,329.3	8,329.3
Capital work-in-progress	-	41.5	41.5
Intangible assets under development	-	41.1	41.1
Other Intangible assets	-	427.9	427.9
Right of use assets	2.3	3,113.6	3,115.9
Other non-financial assets	4,496.3	179.9	4,676.2
Total Assets	**6,25,041.3**	**11,41,898.5**	**17,66,939.8**
LIABILITIES			
Financial Liabilities	**5,24,927.8**	**9,88,437.4**	**15,13,365.2**
Derivative financial liabilities	14.1	449.2	463.3
Trade and other payables	12,181.3	1,717.8	13,899.1
Debt Securities	1,94,380.4	4,10,656.4	6,05,036.8
Borrowings (Other than debt securities)	2,95,618.2	4,95,810.6	7,91,428.8
Subordinated liabilities	12,563.3	72,824.0	85,387.3
Lease liabilities	433.2	2,832.1	3,265.3
Other financial liabilities	9,737.3	4,147.3	13,884.6
Non-Financial Liabilities	**4,012.2**	**3,741.3**	**7,753.5**
Current tax liability	310.8	3,656.5	3,967.3
Provisions	1,052.1	84.8	1,136.9
Other non financial liabilities	2,649.3	-	2,649.3
Total liabilities	**5,28,940.0**	**9,92,178.7**	**15,21,118.7**
Net	**96,101.3**	**1,49,719.8**	**2,45,821.1**

Tata Capital Limited
Notes forming part of the Restated Consolidated Financial Information (continued)
(Rs. in million)

Particulars	As at March 31, 2023		
	Within 12 months	After 12 months	Total
ASSETS			
Financial assets	**5,32,568.0**	**8,07,716.4**	**13,40,284.4**
Cash and cash equivalents	30,588.8	-	30,588.8
Bank Balance other than (a) above	2,577.7	0.5	2,578.2
Derivatives financial assets	314.2	1,981.6	2,295.8
Receivables	906.0	-	906.0
Loans	4,08,931.2	7,58,956.0	11,67,887.2
Investments	86,171.0	40,418.7	1,26,589.7
Investments accounted using equity method	-	5,950.7	5,950.7
Other financial assets	3,079.1	408.9	3,488.0
Non-financial Assets	**2,917.4**	**13,059.2**	**15,976.6**
Current tax asset	140.1	1,580.7	1,720.8
Deferred tax Assets (net)	-	3,810.7	3,810.7
Investment property	-	198.7	198.7
Property, Plant and Equipment	-	4,862.7	4,862.7
Capital work-in-progress	-	113.0	113.0
Intangible assets under development	-	87.2	87.2
Other Intangible assets	-	325.5	325.5
Right of use assets	-	1,939.3	1,939.3
Other non-financial assets	2,777.3	141.4	2,918.7
Total Assets	**5,35,485.4**	**8,20,775.6**	**13,56,261.0**
LIABILITIES			
Financial Liabilities	**4,47,040.9**	**7,21,210.7**	**11,68,251.6**
Derivative financial liabilities	576.4	46.8	623.2
Trade and other payables	10,940.9	1,366.1	12,307.0
Debt Securities	1,99,506.6	3,14,249.2	5,13,755.8
Borrowings (Other than debt securities)	2,11,022.6	3,38,318.7	5,49,341.3
Subordinated liabilities	9,208.7	61,053.3	70,262.0
Lease liabilities	363.3	1,690.5	2,053.8
Other financial liabilities	15,422.4	4,486.1	19,908.5
Non-Financial Liabilities	**6,457.9**	**64.8**	**6,522.7**
Current tax liability	3,379.8	-	3,379.8
Provisions	973.9	64.8	1,038.7
Other non financial liabilities	2,104.2	-	2,104.2
Total liabilities	**4,53,498.8**	**7,21,275.5**	**11,74,774.3**
Net	**81,986.6**	**99,500.1**	**1,81,486.7**

(Rs. in million)

47. Details of transactions with companies struck off under section 248 of the Companies Act, 2013:

Name of Struck off Company	Nature of transactions	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023	Relationship with the struck off	Company
Safna Consultancy Private Limited	Debenture	NA	2.7	2.6	Debenture Holder	Tata Capital Limited
Manak Realtors Private Limited	Loan	NA	1.8	2.4	Borrower	Tata Capital Limited
Bonaventura Constructions	Loan	-	NA	-*	Borrower	Tata Capital Limited
G R Foundations Private Limited	Loan	-	NA	0.1	Borrower	Tata Capital Limited
Solar Equipment Private Limited	Loan	-	-	1.0	Borrower	Tata Capital Limited
Pravik Minerals Limited	Loan	-	NA	0.4	Borrower	Tata Capital Limited
First Office Solutions India Private Limited	Loan	0.2	0.5	0.7	Borrower	Tata Capital Limited
Paradise Instruments Private Limited	Loan	-	-	27.9	Borrower	Tata Capital Limited
Vaishnavi Healthcare Private Limited	Loan	-	NA	8.0	Borrower	Tata Capital Limited
Harbinger Bay Advertising Private Limited	Loan	-	NA	0.8	Borrower	Tata Capital Limited
Uark Entertainment Opc Private Limited	Loan	NA	0.2	0.4	Borrower	Tata Capital Limited
India Glycols Limited	Loan	-	-*	177.8	Borrower	Tata Capital Limited
Mahaveerer Fabs Private Limited	Loan	4.0	-	-	Borrower	Tata Capital Limited
Reliable Enterprise	Loan	0.1	-	-	Borrower	Tata Capital Limited
R. S Caterers And Restaurants LLP	Loan	3.2	-	-	Borrower	Tata Capital Limited
Anant Crushers Private Limited	Loan	0.2	-	-	Borrower	Tata Capital Limited
Elv Supply Chain Solutions (OPC) Private Limited	Loan	1.2	-	-	Borrower	Tata Capital Limited
Flying Peregrine Falcon Logistics Private Limited	Loan	0.8	-	-	Borrower	Tata Capital Limited
Ideal Hi-Tech Engineering Equipment Private Limited	Loan	33.8	-	-	Borrower	Tata Capital Limited
Vintage Motors Private Limited	Loan#	-	-	-	Borrower	Tata Capital Limited
Atadco Trading Private Limited	Loan	0.2	-	-	Borrower	Tata Capital Limited
Armam Agro Udyog Private Limited	Loan	0.3	0.4	0.5	Borrower	Tata Capital Housing Finance Limited
Peoplepro Trainers and Consultants Private Limited	Loan	2.0	2.1	2.1	Borrower	Tata Capital Housing Finance Limited
Sinclaire Inns and Resorts Private Limited	Loan	2.6	2.7	2.8	Borrower	Tata Capital Housing Finance Limited
Sahujain Services Limited	Subscriptions to NCDs	-	NA	11.0	NCDs Holder	Tata Capital Housing Finance Limited
Capital Infussion India Private Limited	Trade Payable#	-	-*	NA	Vendor	Tata Capital Housing Finance Limited
India Finsol Private Limited	Trade Payable#	-	-*	NA	Vendor	Tata Capital Housing Finance Limited
K & S Financial Services Private Limited	Trade Payable#	-	-*	NA	Vendor	Tata Capital Housing Finance Limited
Metropolitan Stationers (B) Private Limited	Printing and stationary expenses*	-	-	-*	Creditor	Tata Securities Limited

#Amount less than Rs.50,000
** The status of the Company has changed to Active as on March 31, 2024*
The above disclosure has been prepared basis the relevant information compiled by the Group on best effort basis.

(Rs. in million)

48. Business Combination:

A. Acquisition of Tata Motors Finance Limited (FY 2024-25)

The Board of Directors of the Company at its meeting held on June 4, 2024 had approved a Scheme of Arrangement for amalgamation ("Scheme"), inter alia, involving the amalgamation of Tata Motors Finance Limited (Formerly known as Tata Motors Finance Solutions Limited) ("Amalgamating Company"), which is a public limited company, incorporated on 16th June 1992 with and into Tata Capital Limited ("Company/Amalgamated Company") and the consequent dissolution of the Amalgamating Company without being wound up, and the issuance of the New Equity Shares (as defined hereinafter) to the equity shareholders of the Amalgamating Company in accordance with the Share Exchange Ratio (37 equity shares of face value of Rs. 10/- each of Amalgamated Company shall be issued and allotted as fully paid up for every 100 equity shares of the face value of Rs. 100/- each fully paid up held in Amalgamating Company), and various other matters consequential, incidental, supplementary or otherwise integrally connected therewith, with effect from the Appointed Date under the provisions of Sections 230 to 232 read with Section 52, Section 66 and other applicable provisions of the Companies Act (as defined hereinafter) and the rules made thereunder, and in compliance with the provisions of the Income Tax Act.

The Amalgamating Company is a non-banking financial company operating as a non-banking financial company - Investment and Credit Company ("NBFC-ICC"). The Amalgamating Company is also registered with the Insurance Regulatory and Development Authority of India ("IRDAI") as a corporate agent in terms of the Insurance Regulatory and Development Authority of India (Registration of Corporate Agents) Regulations, 2015.

The Reserve Bank of India vide its letter dated October 3, 2024 conveyed its No-Objection to the Scheme. The Scheme was approved by the Shareholders (Equity and Preference) and the Creditors (Secured and Unsecured) of the Company at the NCLT convened meetings of the Shareholders and Creditors held on January 16, 2025 and January 17, 2025, respectively. The Hon'ble NCLT vide its Order dated May 1, 2025, has sanctioned the Scheme. Upon receipt of all requisite approvals, the Amalgamating Company and the Company have filed the relevant Form with the Registrar of Companies on May 8, 2025. Accordingly, the Scheme has become effective on May 8, 2025 ("Effective Date") and the Amalgamating Company has amalgamated with the Company from the Effective Date. As per the Scheme, the Appointed Date is April 1, 2024.

As per Ind AS 103, the amalgamation has been accounted under "acquisition method". The difference between the purchase consideration and fair value has been accounted as goodwill/capital reserve on amalgamation, as applicable.

The merger of the entities has been undertaken to achieve greater scale, creating a larger unified financial services entity with an expanded geographical reach, strengthened capital and asset base. The consolidation is expected to generate significant synergies, enhancing value for all stakeholders. By combining resources, the merged entity will be able to drive diversification and offer integrated solutions to a broader customer base. Additionally, the merger will provide differentiated growth opportunities for employees. Both parties involved have a proven track record in their respective credit businesses, and consolidating these strengths will facilitate the pooling of knowledge and expertise, contributing to the long-term success and sustainability of the combined organisation.

1 The amounts recognised as of the acquisition date for each major class of assets acquired and liabilities assumed

Particulars	**As at April 1, 2024**
ASSETS	
Cash and cash equivalents	32,045.3
Bank balances other than Cash and cash equivalents	38.6
Derivative financial instruments	984.6
Receivables	390.8
Loans	2,95,615.5
Investments	25,820.1
Other financial assets	9,998.7
Current tax assets	1,123.8
Deferred tax assets (net)	5,216.3
Investment Property	3.1
Property, plant and equipment	428.5
Other Intangible assets	72.3
Right of use assets	818.2
Other non-financial assets	1,844.3
Total Assets (a)	3,74,400.1
LIABILITIES	
Derivative financial instruments	495.8
Payables	4,298.2
Debt securities	39,013.2
Borrowings (other than debt securities)	2,56,050.4
Subordinated liabilities	11,504.9
Lease liabilities	818.2
Other financial liabilities	10,417.6
Current tax liabilities	1.9
Provisions	1,526.5
Other non-financial liabilities	697.8
Total Liabilities (b)	3,24,824.5
Net identifiable assets acquired (a)-(b)	**49,575.6**

2 Calculation of goodwill

The difference between the purchase consideration and amount attributable to identified intangible assets / assets and liabilties represents residual goodwill in the business. . As a result of the merger, the Company receives customer information such as names, contact information, historical credit provided and repayment information, etc. of existing customers of TMFL and vice versa. This information can further be divided into different customer profiles based on demography, zones, age groups, etc., which helps businesses target products/services according to their target audience that will be used by the merged entity to gain synergies from cross selling its products. Consequently, the Goodwill in the transaction subsumes the above synergy benefit, along with assembled workforce, future potential of the new branches that are planned to open, new customers, new geographies etc. None of the goodwill recognised is expected to be deductible for tax purposes.

The calculation of goodwill is as follows:

Particulars	**(Rs. in Million)**
Purchase consideration (being acquisition date fair values)	
- Equity shared issued	41,627.6
- perpetual instrument (classified as Equity as per IndAS 32)	18,080.0
-Settlement of Pre existing relationship (refer point 4)	(2.4)
Less: Net identifiable assets acquired (refer point 1)	(49,575.6)
Goodwill arising on Amalgamation#	10,129.6

#As per the Scheme, there is no capital restructuring. However, upon Scheme becoming effective, the identity of the statutory reserves of Amalgamating Company, if required by Applicable Law, shall be preserved and they shall appear in the financial statements of the Amalgamated Company in the same form and manner, in which they appeared in the financial statements of the Amalgamating Company and corresponding impact will be taken in the Amalgamation Adjustment Reserve. Further, upon Scheme becoming effective, the securities premium account available with the Amalgamated Company would be reduced against: (i) the Goodwill arising on Amalgamation; and (ii) the Amalgamation Adjustment Reserve.

3 For Acquired receivable :

Acquired receivables	**(Rs. in Million)**
Fair value of acquired receivable	390.8
Gross contractual amount of receivable	534.7
Contractual cashflow not expected to be collected	143.9

4 Pre-existing relationship details

In accordance with Ind AS 103, TMFL and TCL had a "pre-existing relationship" prior to the business combination, which was contractual in nature. This relationship involved a building leased by TMFL to TCL. This pre-existing relationship was effectively terminated when the Tata Capital Limited acquired Tata Motors Finance Limited. As a result, the balances related to this pre-existing relationship as of March 31, 2024, have been eliminated in the merged financial statements.

Details of the pre-amalgamation transaction as reflected in the books of TMFL as on March 31, 2024, are as follows:

Particulars	**(Rs. in Million)**
In the books of TMFL	
Trade receivables	2.4

5 *Acquisition related cost*

Particulars	**(Rs. in Million)**
Acquisition related costs recognised in the Statement of Profit and Loss.	67.8

6 Revenues and profits contributed to the Company for the financial year ended March 31, 2025 are as follows:
(as though the acquisition date for all business combinations that occurred during the year had been as of the beginning of the annual reporting period)

Particulars	**(Rs. in Million)**
Revenue	48,029.8
Profit before tax	(806.0)

49. On cessation of equity broking activities in 2003 in Tata Securities Limited (Erstwhile known as Tata TD Waterhouse Securities Limited), the Company had reconciled the stocks held in its beneficiary account on behalf of clients .The stocks after reconciliation was transferred to DP opened in IL&FS Securities Limited (DP a/c no-10920737). In March 20, 2020 DP account was opened in Tata Securities Limited (DP a/c no-257091) and all the stocks from IL&FS Securities Limited (DP a/c no-10920737) DP accounts were transferred to Tata Securities DP accounts except stock of Cyberspace. The Cyberspace stock could not be transfer due to inactive ISIN, so the Cyberspace shares are still lying with IL&FS Securities Limited DP accounts. There is no client outstanding as on March 31, 2025, March 31, 2024, March 31, 2023. The value of the stocks as on March 31, 2025 is Rs.1.7 million, March 31, 2024 is Rs.1.8 million, March 31, 2023 is Rs.1.2 million.

50. The disclosure on the following matters required under Schedule III as amended not being relevant or applicable in case of the Group, same are not covered:
a) The Group has not traded or invested in crypto currency or virtual currency during the financial year.
b) No proceedings have been initiated or are pending against the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
c) The Group has not been declared willful defaulter by any bank or financial institution or government or any government authority.
d) No satisfaction of charges are pending to be filed with ROC.
e) There are no transactions which are not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

51. The Group has assessed its obligations arising in the normal course of business, proceedings pending with tax authorities and other contracts including derivative and long term contracts. In accordance with the provisions of Indian Accounting Standard (Ind AS) - 37 on 'Provisions, Contingent Liabilities and Contingent Assets', the Group recognises a provision for material foreseeable losses when it has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. In cases where the available information indicates that the loss on the contingency is reasonably possible but the amount of loss cannot be reasonably estimated, a disclosure to this effect is made as contingent liabilities in the financial statements. The Group does not expect the outcome of these proceedings to have a materially adverse effect on its financial results.

52. The Group has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or other kind of funds) to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

The Group has not received any funds (which are material either individually or in the aggregate) from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

53. Previous year numbers have been regrouped /reclassified, wherever considered necessary, to correspond with current year presentation.

54. The Board of Directors of Tata Capital Limited ('the Company' or "TCL') at its meeting held on March 28, 2023, approved a Scheme of Arrangement for the merger of Tata Capital Financial Services Limited ("TCFSL"), a wholly owned subsidiary of the Company and Tata Cleantech Capital Limited ("TCCL"), a subsidiary of the Company with TCL ("the Scheme"), under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder. The Scheme was approved by the shareholders (Equity and Preference) of the Company at the National Company Law Tribunal ("NCLT") convened meetings of the shareholders of the Company held on September 15, 2023. The Hon'ble NCLT vide its Order dated November 24, 2023 sanctioned the Scheme. Upon receipt of all requisite approvals, TCFSL, TCCL and the Company filed the relevant Forms with the Register of Companies on January 01, 2024. Accordingly, the Scheme became effective on January 01, 2024 ("Effective Date") and TCFSL & TCCL have merged with the Company from the Effective Date. As per the Scheme, the Appointed Date is April 01, 2023.

Upon the Scheme becoming effective:

(i) TCL is carrying on all the business activities undertaken by TCFSL and TCCL as an NBFC. From the Appointed Date to the Effective Date, the said businesses were carried on by TCFSL and TCCL for and on behalf of and in trust for TCL.

(ii) All the shares of TCFSL and TCCL held by TCL (either directly and/or through nominees) stand cancelled without any further application, act or deed.

(iii) 7,16,48,559 Equity Shares of TCL were allotted to International Finance Corporation, being the shareholder of TCCL as on Record date i.e. January 01, 2024 in accordance with the share exchange ratio based on the valuation carried out by independent valuers.

(iv) The holders of Non-Convertible Debentures (NCDs) of TCFSL and TCCL became holders of NCDs of TCL on the same terms and conditions (including same rights, interests and benefits).

Based on the application, RBI has issued a Certificate of Registration to the Company to operate as an NBFC-ICC.

55. The Board of Directors of Tata Capital Limited ("the Company"/"TCL") at its meeting held on June 4, 2024, approved a Scheme of Arrangement for amalgamation of Tata Motors Finance Limited (formerly known as Tata Motors Finance Solutions Limited) ("TMFL"), a subsidiary of TMF Holdings Limited with and into TCL and their respective shareholders ("the Scheme"), under Sections 230 to 232 read with Section 52 and Section 66 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.
The Reserve Bank of India and the Stock Exchanges (National Stock Exchange of India Limited and BSE Limited) have accorded their "No Objection" for the Scheme. The Scheme was approved by the Shareholders (Equity and Preference) and the Creditors (Secured and Unsecured) of the Company at the NCLT convened meetings of the Shareholders and Creditors held on January 16, 2025, and January 17, 2025, respectively.
The Hon'ble NCLT vide its Order dated May 1, 2025, has sanctioned the Scheme. Upon receipt of all requisite approvals, TMFL and the Company have filed the relevant Form with the Registrar of Companies on May 8, 2025. Accordingly, the Scheme has become effective on May 8, 2025 ("Effective Date") and TMFL has amalgamated with the Company from the Effective Date. As per the Scheme, the Appointed Date is April 1, 2024.

Upon the Scheme becoming effective:
(i) The entire business of TMFL including all the assets, liabilities and undertakings of TMFL stand transferred to and vested in TCL and TCL will carry on all the business activities undertaken by TMFL.

(ii) From the Appointed Date till the effective date, the business carried on by TMFL shall be deemed to have been carried on for and on behalf of and in trust for TCL.

(iii) As per the swap ratio, The Board has approved allotment of 18,38,67,495 Equity shares of TCL to TMF Holdings Limited, being the shareholder of TMFL as on Record Date i.e. May 13, 2025, as per the share exchange ratio determined based on the Valuation Reports and the Fairness Opinions obtained by TCL and TMFL.

(iv) The holders of Non-Convertible Debentures (NCDs) of TMFL have become the holders of NCDs of TCL on the same terms, including the coupon rate, tenure, redemption price, quantum, nature of security, adequately safeguarding the interest of the NCD holders.
As per Indian Accounting Standard (Ind AS) 103, the amalgamation has been accounted under "acquisition method". The difference between the purchase consideration and fair value of the acquired assets and liabilities as per the provisional valuation report and has been accounted as goodwill. In accordance with the Scheme, goodwill arising on merger has been adjusted against the Securities Premium account. Since merger is effective April 1, 2024, previous figures for the year ended March 31, 2024 are not restated and hence same are not comparable with figures for the year ended March 31, 2025.

(Rs. in million)

56. Reconciliation of audited financial statement with restated financial information:

Material Restatement Adjustments

The accounting policies applied in Restated financial information as at and for each of the period ended 31 March 2025, 31 March 2024 and 31 March 2023 are consistent with those adopted in the preparation of financial statement for the period ended 31 March 2025.

These Restated Financial information has been compiled from the historic audited financial statement and
(a) there were no change in accounting policies during the years of these financial informations.
(b) there were no material amounts which have been adjusted for in arriving at profit / loss of the respective years;
and
(c) there were no material adjustments for reclassification of the corresponding items of income,expenses, assets and liabilities, in order to bring them in line with the groupings as per the Audited financial statement of the Group and the requirements of the SEBI Regulations.

Material Regroupings

No material regroupings have been made in the Restated Consolidated Statement of Assets and Liabilities, Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income) and Loss and Restated Consolidated Statement of Cash Flows. Appropriate regroupings have been made wherever required by reclassification of the corresponding items of income,expenses, assets and liabilities and cash flow in order to bring them in line with the corresponding policies and classifications as per the financial informations of the Group for the period ended 31 March 2025 prepared in accordance with Schedule III of the Act, requirements of Ind As-1-'Presentation of financial informations' and other applicable Ind AS principles and the requirements of the SEBI ICR regulations, as amended.

Reconciliation of total equity as per audited financial statement with total equity as per restated financial information

Summarised below are the restatement adjustments made to the total equity as per the audited financial statement of the Group for each of the period ended 31 March 2025, 31 March 2024 and 31 March 2023 and their consequential impact on the equity of the Group.

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Total equity (as per audited financial statement)	3,31,918.1	2,34,171.3	1,73,398.6
Merger adjustments (refer note53):	-	-	-
Total equity (as per audited financial statement)	**3,31,918.1**	**2,34,171.3**	**1,73,398.6**

Reconciliation of total comprehensive income as per audited financial statement with total comprehensive income as per restated financial information

Summarised below are the restatement adjustments made to the total comprehensive income as per the audited financial statement of the Group for each of the period ended 31 March 2025, 31 March 2024 and 31 March 2023.

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
A. Total comprehensive income as per audited financial statement	35,081.2	44,674.6	47,458.1
B. Adjustments:			
(i) Audit qualifications	-	-	-
(ii) Adjustments due to prior period items / other adjustments	-	-	-
Total Adjustments	-	-	-
C. Total comprehensive income as per Restated financial statement	**35,081.2**	**44,674.6**	**47,458.1**

Other Non-adjusting items

a. Audit qualifications for the respective years, which do not require any adjustments in the restated financial information are as follows:
There are no audit qualification in auditor's report for the period ended 31 March 2025, 31 March 2024 and 31 March 2023.

b. Other Matter not requiring adjustments to the restated financial information:
There are no other matters which require any adjustment for the period ended 31 March 2025, 31 March 2024 and 31 March 2023.

In terms of our report attached,

For and on behalf of the Board of Directors

M S K A & Associates
Chartered Accountants
Firm's Registration No: 105047W

M. P. Chitale & Co.
Chartered Accountants
Firm's Registration No: 101851W

Swapnil Kale
Partner
Membership No: 117812
Mumbai

Murtuza Vajihi
Partner
Membership No: 112555
Mumbai

Sujit Kumar Varma
(Independent Director)
DIN: 09075212

Rajiv Sabharwal
(Managing Director & CEO)
DIN: 00057333

Rakesh Bhatia
(Chief Financial Officer)

Sarita Kamath
(Chief Legal and Compliance Officer & Company Secretary)

Date : July 04, 2025

OTHER FINANCIAL INFORMATION

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

Particulars	As at and for the		
	Financial Year ended March 31, 2025	**Financial Year ended March 31, 2024**	**Financial Year ended March 31, 2023**
Basic Earnings Per Equity Share (in ₹)	9.3	8.6	8.4
Diluted Earnings Per Equity Share (in ₹)	9.3	8.6	8.4
Profit After Tax for the period/ year (₹ in million)	36,646.6	31,502.1	30,292.0
Return on Net Worth (%)	11.2%	13.4%	16.9%
Net Asset Value per Equity Share (in ₹)	79.5	63.2	49.4
EBITDA (₹ in million)	203,382.2	142,477.6	107,632.2

Notes*: The ratios have been computed as under:*

1. *Basic and Diluted EPS has been calculated in accordance with the Indian Accounting Standard 33 – "Earnings per share". The face value of equity shares of our Company is ₹10.*
2. *Return on Net Worth (%) has been calculated as Profit after tax for the period/year divided by Net Worth at the end of the respective period/year.*
3. *Net Asset Value per Equity Share (in ₹) is computed as Total Equity as divided by the number of equity shares excluding the equity shares held by the ESOP trust as at the last day of relevant Fiscal.*
4. *Net worth means the aggregate value of the paid-up share capital, shares pending for issuance, instruments entirely equity in nature and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Consolidated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*
5. *EBITDA: Restated Profit for the period / year from continuing operations, adjusted to exclude (i) depreciation and amortization expenses; (ii) finance costs; and (iii) tax expense.*
6. *Accounting and other ratios are based on or derived from the Restated Consolidated Financial Information.*

Non-GAAP Financial Measures

This section includes certain non-GAAP financial measures and other statistical information relating to our operations and financial performance (together, "**Non-GAAP Measures**" and each a "**Non-GAAP Measure**"), as presented below. These Non-GAAP financial measures are not required by or presented in accordance with Ind AS. For details of reconciliation of Non-GAAP Measures used in this Updated Draft Red Herring Prospectus – I, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures*" on page 597.

Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, these Non-GAAP Measures are not standardized terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance. In accordance with the SEBI ICDR Regulations, the audited standalone financial statements of (i) our Company and (ii) TCHFL for the Financial Years 2025, 2024 and 2023 (collectively, the "**Audited Financial Statements**") are available on the website of our Company at https://www.tatacapital.com/about-us/investor-information-and-financials.html.

Our Company has provided a link to our website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements will not constitute, (i) a part of this Updated Draft Red Herring Prospectus – I; (iii) a red herring prospectus; or (iii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document or recommendation or solicitation to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere. The Audited Financial Statements should not be considered as part of information that any investor should consider when subscribing for or purchasing any securities of our Company and should not be relied upon or used as a basis for any investment decision.

RELATED PARTY TRANSACTIONS

For details of the related party transactions, as per the requirements under applicable Accounting Standards i.e. Ind AS 24 'Related Party Disclosures' for the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, and as reported in the Restated Consolidated Financial Information, see "*Restated Consolidated Financial Information—Notes forming part of the Restated Consolidated Financial Information—Note 42: Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015*" on page 509.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey the management's perspective on our financial condition and results of operations as at and for Fiscals 2025, 2024 and 2023. This section should be read together with "Risk Factors", "Industry Overview", "Our Business", "Selected Statistical Information" and "Restated Consolidated Financial Information" on pages 45, 161, 299, 404 and 424, respectively. Unless otherwise stated or the context requires otherwise, the financial information in this section has been derived from the Restated Consolidated Financial Information included in this Updated Draft Red Herring Prospectus-I. Our financial year ends on March 31 of each year. Accordingly, references to "Fiscal 2025," "Fiscal 2024" and "Fiscal 2023" are to the 12-month period ended March 31 of the relevant year. Unless otherwise indicated or the context otherwise requires, in this section, references to "we", "us" and "our" are to our Company and our Subsidiaries on a consolidated basis.

Ind AS differs in certain respects from Indian GAAP, IFRS and U.S. GAAP and other accounting principles with which prospective investors may be familiar. Please also see "Risk Factors— Significant differences exist between Ind AS and other accounting principles, such as IFRS and U.S. GAAP, which may be material to investors' assessments of our financial condition, result of operations and cash flows." on page 83. This discussion contains certain forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, such as the risks set forth in the chapters entitled "Risk Factors" and "Forward-Looking Statements" on pages 45 and 44, respectively.

Unless otherwise specified, the consolidated financial and operational data as at and for the financial year ended March 31, 2025, reflects the acquisition of TMFL pursuant to TMFL Scheme of Arrangement, which was completed in May 2025 with an appointed date of April 1, 2024. Consequently, the financial and operational figures for the fiscal years ended March 31, 2025, March 31, 2024, and March 31, 2023 are not entirely comparable. Additionally, we have disclosed certain financial information and ratios pertaining to our Company (excluding TMFL) for the fiscal year ended March 31, 2025, which have been derived from the Audited Special Purpose Consolidated Financial Statements of our Company (excluding TMFL) as at and for the fiscal year ended March 31, 2025, and is not directly comparable to the Restated Consolidated Financial Information included in this Updated Draft Red Herring Prospectus-I.

*Unless otherwise indicated or the context otherwise requires, industry and market data used in this section have been extracted from the industry report titled "Analysis of NBFC Sector in India" prepared and issued by CRISIL (the "**CRISIL Report**"), which has been commissioned by our Company exclusively in connection with the Offer for the purposes of confirming our understanding of the industry in which we operate. For further details and risks in relation to the CRISIL Report, see "Risk Factors —We have included data derived from the CRISIL Report titled "Analysis of NBFC Sector in India" which has been prepared by CRISIL, exclusively for the Offer and commissioned and paid for by us and any reliance on such information for making an investment decision in the Offer is subject to inherent risks" on page 75 and "Industry Overview" on page 161.*

Overview

We are the flagship financial services company of the Tata group and a subsidiary of Tata Sons Private Limited, the holding company of the Tata group and the Promoter of our Company. According to the CRISIL Report, with a legacy spanning over 150 years, the Tata group is one of India's most distinguished business groups, comprising companies across 10 verticals such as automotive, technology, steel, financial services, aerospace and defence, and consumer and retail (*section 27, page 186*). The "Tata Group" brand was recognised as the most valuable brand in India as per the Brand Finance India 100 2025 report.

According to the CRISIL Report, we are the third largest diversified NBFC in India with Total Gross Loans of ₹2,265.5 billion as at March 31, 2025(*section 27.1, page 186*), are among the fastest growing large diversified NBFCs in India based on growth in Total Gross Loans (*section 27.1, page 186*), with Total Gross Loans growing at a CAGR of 37.3% from March 31, 2023 to March 31, 2025; and have a track record of sustained growth while maintaining our asset quality, as evidenced by our metrics such as, Gross Stage 3 Loans Ratio of 1.9%, Net Stage 3 Loans Ratio of 0.8% and Provision Coverage Ratio ("**PCR**") of 58.5%, which are among the best across large diversified NBFCs in India as at March 31, 2025 (*section 27.7, page 192*). Our Total Gross Loans (excluding TMFL) grew at a CAGR of 28.4% from March 31, 2023 to March 31, 2025. Our asset quality (excluding TMFL) stood at Gross Stage 3 Loans Ratio of 1.5%, Net Stage 3 Loans Ratio of 0.5% and PCR of 65.8% as at March 31, 2025.

Since commencing our lending operations in 2007, we have served 7.0 million customers up to March 31, 2025. Through our comprehensive suite of 25+ lending products (the "**Lending Business**"), we cater to a diverse customer base comprising salaried and self-employed individuals, entrepreneurs, small businesses, small and medium enterprises and corporates. We are focused on Retail and SME Customers, with loans to such customers forming 88.5% of our Total Gross Loans as at March 31, 2025. Our loan portfolio is highly granular, with ticket sizes ranging from ₹10,000 to over ₹1 billion, and over 99.0% of our Loan accounts have a ticket size of less than ₹10 million, as at March 31, 2025. In addition, 79.0% of our Total Gross Loans were secured and our Organic Book accounted for over 99% of our Total Gross Loans, as at March 31, 2025.

We operate an omni-channel distribution model that combines our wide branch network, a robust partner ecosystem, and a strong digital presence, all of which work together to deliver a superior customer experience. We have built an extensive pan-India distribution network comprising 1,496 branches across 27 States and Union Territories, as at March 31, 2025. Our branches are typically staffed with an in-house team responsible for customer engagement, acquisition, loan processing, documentation and servicing.

We have undertaken branch additions in the preceding three fiscal years, resulting in our branch network (excluding TMFL branches) growing at a CAGR of 45.6% from March 31, 2023 to March 31, 2025. Our branch network is complemented by our proprietary digital platforms, including our website and mobile apps, which work together to support our 'phygital' strategy. Furthermore, we have established partnerships with direct selling agents ("**DSAs**"), original equipment manufacturers ("**OEMs**"), dealers, and digital partners to broaden our reach.

Our Lending Business comprises the following verticals, each focused on distinct customer needs:

- ***Retail Finance:*** We typically offer to salaried and self-employed individuals and owners of small businesses ("**Retail Customers**") a wide range of loans, such as home loans, loans against property, personal loans, business loans, two-wheeler loans, car loans, commercial vehicle loans, construction equipment loans, loans against securities, microfinance loans, and education loans. As at March 31, 2025, Retail Finance comprised 62.3% of our Total Gross Loans.
- ***SME Finance:*** We offer supply chain finance, equipment finance, and leasing solutions to our customers. Further, we offer term loans, cleantech and infrastructure finance, and developer finance to businesses with latest available turnover of less than or equal to ₹2.5 billion ("**SME Customers**"). As at March 31, 2025, SME Finance comprised 26.2% of our Total Gross Loans.
- ***Corporate Finance:*** We offer term loans, cleantech and infrastructure finance, and developer finance to businesses with latest available turnover of more than ₹2.5 billion ("**Corporate Customers**"). As at March 31, 2025, Corporate Finance comprised 11.5% of our Total Gross Loans.

In addition to our Lending Business, we have non-lending businesses ("**Non-lending Businesses**") which comprise (i) distribution of third-party products such as insurance and credit cards, (ii) wealth management services catering to high-net-worth individuals and retail clients, and (iii) private equity ("**PE**") business, wherein we are currently focused on two themes viz. (a) Growth (focused on urbanisation, manufacturing and strategic services), and (b) Healthcare (focused on pharmaceuticals, hospitals, contract research and manufacturing services, diagnostic chains and other healthcare services). Backed by the performance of the Growth and Healthcare Funds I and II, we are in the midst of raising Fund III for both these themes. In addition to these funds, we are also the sponsor and investment manager to three other thematic funds (Opportunities, Innovations and Special Situations), which are in the process of being fully exited. Recently, our Board has also approved the launch of another thematic fund, the Decarbonization Fund.

We are rated "AAA with stable outlook" from each of CRISIL, ICRA, CARE and India Ratings, and our commercial papers are rated "A1+" by each of CRISIL, ICRA and India Ratings, as at March 31, 2025. According to the CRISIL Report, this is the highest possible credit rating for NBFCs in India (*section 27.8, page 193*). Further, we have also secured a BBB- international rating from both S&P Global and Fitch Ratings, which is at par with India's sovereign rating. Our high credit ratings enable us to borrow from a diverse pool of domestic and international lenders at competitive rates.

We have well-diversified funding sources, with no single lender contributing more than 10% of our Total Borrowings as at March 31, 2025. According to the CRISIL Report, we had the second largest outstanding debt securities among large diversified NBFCs in India as at March 31, 2025 (*section 27.5, page 191*). We are able to further diversify our borrowing mix by borrowing from NHB through our Material Subsidiary, TCHFL. Our diverse borrowings mix allows us to maintain a sustainable maturity profile for our borrowings.

We are led by a seasoned management team with our KMPs and members of the Senior Management possessing extensive and diverse experience in the financial services industry. Our management team is guided by our Board of Directors comprising six directors, including four independent directors, as at the date of this Updated Draft Red Herring Prospectus-I.

IMPACT OF MERGER WITH TMFL

Pursuant to a scheme of arrangement amongst TMFL, our Company and their respective shareholders, sanctioned by the National Company Law Tribunal, Mumbai *vide* its order dated May 1, 2025, our Board at its meeting dated May 13, 2025 approved the issue and allotment of 183,867,495 Equity Shares to TMF Holdings Limited. The TMFL Scheme of Arrangement has become effective from May 8, 2025 with the appointed date being April 1, 2024. Pursuant to the TMFL Scheme of Arrangement, the entire business of TMFL, including all of its assets, liabilities and undertakings has been transferred to our Company. See "*History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamations or any revaluation of assets, in the last 10 years - Scheme of arrangement between Tata Motors Finance Limited (formerly known as Tata Motors Finance Solutions Limited) ("TMFL" or "Amalgamating Company"), our Company and the respective shareholders of TMFL and our Company, as filed before the National Company Law Tribunal, Mumbai Bench by way of our application dated October 3, 2024 ("TMFL Scheme of Arrangement")*" on page

365 for more details of the merger.

The merger was undertaken with the objective of consolidating the lending businesses of TMFL and TCL and to achieve the following benefits:

- Consolidation of businesses would help in achieving greater scale i.e., leading to the creation of a larger unified financial services entity with a wider geographical reach, stronger capital and asset base;
- Generate significant business synergies thereby enhancing stakeholders' value;
- Drive diversification and provide integrated solutions to the enhanced customer base;
- Provide differentiated growth opportunities to the employees; and
- Pool knowledge and expertise

See "*Our Merger with Tata Motors Finance Limited*" on page 328.

Principal Factors Affecting our Financial Condition and Results of Operations

Ability to sustain growth, expand our customer base and widen our distribution network

Our ability to sustain growth, expand our customer base, and widen our distribution network is important to our long-term success. We are focused on adapting to market needs, expanding our product portfolio and driving innovation to enhance products and services. This aims at capturing a greater wallet share of customers while maintaining our market leadership and profitability. We seek to improve our business operations across the lending value chain, including upgrading our underwriting processes and collections infrastructure to investing in both front-end and core operating systems. These initiatives are designed to drive operational efficiencies, streamline workflows, and further improve our customer experience.

The growth of our customer base is an important driver of business expansion, as a larger and more diverse customer base not only increases revenue potential but also enhances the stability of the business by diversifying our risk across various segments. As customer needs evolve, the ability to effectively cater to different segments, from individuals, small businesses to large corporates, becomes key to sustaining long-term growth. Since commencing our lending operations in 2007, we have served 7.0 million customers up to March 31, 2025, with our customer base growing at a CAGR of 47.8% from 3.2 million as at March 31, 2023 to 7.0 million as at March 31, 2025. Further, with a product portfolio comprising over 25 lending products, as at March 31, 2025, we plan to continue offering services across a broad spectrum of financial services and customer segments, particularly targeting underserved segments and markets enabling us to grow our customer base in a sustainable manner. The continued growth of our customer base is contingent on our ability to innovate and adapt our products to meet the evolving financial needs of our customers.

The breadth of our distribution network remains key to the growth of our business. We distribute our lending products through our distribution network centred around our 1,496 branches across 27 States and Union Territories, covering 1,102 locations, as at March 31, 2025. Our branches are supported by an extensive network of external channels, comprising over 30,000 DSAs, over 400 original equipment manufacturers ("**OEMs**"), over 8,000 dealers and over 60 digital partners with whom we have partnered, as at March 31, 2025. See "*Our Business—Our Distribution Network*" on page 316. Our branch network (excluding TMFL branches) grew at a CAGR of 45.6% from March 31, 2023 to March 31, 2025. We plan to continue opening new branches, with a focus on Tier 2 cities and beyond, which we expect will enable us to drive growth in our Total Gross Loans. We also plan to strengthen and expand our partner network, enhance our digital platforms, such as our website and apps as well as leverage our marketing efforts to expand our reach, and facilitate business growth in a cost-efficient manner.

Through the merger of TMFL with our Company, we have strengthened our presence in the commercial vehicle and passenger car financing markets. The merger consolidated the lending businesses of our Company and TMFL, creating a larger unified financial services entity with wider geographical reach, and stronger capital and asset base. This has helped us in achieving greater scale and diversification with the potential to unlock business synergies.

Ability to maintain or increase our Net Interest Margin Ratio

Our financial results depend significantly on our Net Interest Margins, which are affected by (i) changes in yields on our Total Gross Loans, (ii) changes in interest rates on our Total Borrowings and (iii) the mix of our product portfolio.

The following table sets forth our Net Interest Income and Net Interest Margin Ratio for the years indicated.

Particulars	**TCL**		
	Fiscals		
	2025	**2024**	**2023**
	(₹ *in million, except for percentages*)		
Net Interest Income[(1)]	106,901.3	67,982.4	53,102.6
Net Interest Margin Ratio[(2)] (%)	5.2%	5.0%	5.1%

Notes:

(1) ***Net Interest Income****: Interest Income for the relevant Fiscal reduced by Finance Cost for the relevant Fiscal.*
(2) ***Net Interest Margin Ratio****: Net Interest Income as a percentage of Average Total Net Loans.*

The interest rate changes on our Total Gross Loans and our Total Borrowings affect our interest income and finance cost, and in turn, our Net Interest Margin Ratio and profitability. We extend fixed and floating rate loans to our customers and avail borrowings at fixed and floating interest rates. As at March 31, 2025, we had ₹875,252.2 million in fixed interest rate loans and ₹1,390,277.4 million in floating interest rate loans, or 38.6% and 61.4% of our Total Gross Loans, respectively. We had ₹1,125,440.6 million in fixed interest rate borrowings and ₹958,708.7 million in floating interest rate borrowings, or 54.0% and 46.0% of our Total Borrowings, respectively. As there are varying maturity periods applicable to our interest-bearing assets and liabilities, any changes in interest rates may impact our Net Interest Margins. See "*Risk Factors—We may face asset-liability mismatches, which could adversely affect our liquidity and consequently affect our profitability, business, results of operations, cash flows and financial condition.*" and "*Selected Statistical Information—Selected Statistical Information of our Company—Asset Liability Management*" on pages 54 and 408, respectively.

Our ability to grow our business and improve our profitability thus depends significantly on our ability to raise funds on competitive interest rates and terms and manage any mismatches between our assets and liabilities. The former is instrumental, given the competitive nature of the financial services industry in India, in which we face competition from, among others, established Indian and foreign commercial banks, NBFCs, housing finance companies, small finance banks, microfinance companies and private, unorganised and informal financiers. Such competitive market environment may increase the pressure to lower interest rates and fees on our loans. As such, our ability to compete effectively will depend, in part, on our ability to find cost-effective funding to maintain or increase our Net Interest Margins.

Our Net Interest Margin Ratio also depends on our product mix and our ability to balance and optimise yields on loans, while maintaining our asset quality.

Availability of cost-effective sources of funding

We leverage our domestic credit rating of AAA from CRISIL, CARE, ICRA and India Ratings, and international credit rating of BBB- from S&P and Fitch, as at March 31, 2025, to raise funds from diverse sources at competitive rates. We had Total Borrowings of ₹2,084,149.3 million as at March 31, 2025, comprising ₹1,185,948.9 million in loans from banks and financial institutions, ₹656,569.5 million in non-convertible debentures and other debt instruments, ₹144,846.2 million in commercial papers, ₹81,977.7 million in subordinated debt, ₹11,246.7 million in perpetual debt, ₹255.1 million in inter corporate deposit and ₹3,305.2 million in CRPS. The table below sets forth our finance cost and Average Cost of Borrowings Ratio for the years indicated.

Particulars	**TCL**		
	Fiscals		
	2025	**2024**	**2023**
Finance Cost[(1)] *(₹ million)*	150,296.4	95,682.3	66,006.4
Average Cost of Borrowings Ratio[(2)]	7.8%	7.3%	6.6%

Notes:
(1) ***Finance Cost****: Finance Cost as reported in the Restated Consolidated Financial Information for the relevant Fiscal.*
(2) ***Average Cost of Borrowings Ratio****: Finance Cost as a percentage of Average Total Borrowings for the relevant Fiscal.*

The liquidity and financial results of our business depends, in large part, on our timely access to, and the costs associated with, raising funds. Our credit rating, leverage, monetary policies of the RBI, domestic and international economic and political conditions, as well as other external factors, impact the Average Cost of Borrowings Ratio. Adverse changes in such factors, including an increase in RBI repo rates and any event that impacts market liquidity, may cause an increase in interest rates on our loans and borrowings. For example, our Average Cost of Borrowings Ratio increased from Fiscal 2023 to Fiscal 2025, primarily due to a general increase in interest rates on borrowings in the market and our merger with TMFL in Fiscal 2025.

Additionally, we may assign loans to banks and financial institutions. The consideration we derive from the assignment of our loan portfolios in these transactions depends on a number of factors, including the term of the loans and yield of the loan portfolio assigned. If we are unable to secure funding on acceptable terms and at competitive rates when needed, it could have a material adverse effect on our business, results of operations, cash flows and financial condition.

We plan to continue diversifying our funding sources to ensure that our Average Cost of Borrowings Ratio remain competitive and we are able to meet demand for new loans in order to ensure the sustainable growth of our business.

Ability to maintain asset quality through credit underwriting and collections

Our ability to maintain and improve asset quality is a key driver of our results of operations and profitability. We measure our asset quality through Gross Stage 3 Loans, Net Stage 3 Loans and Provision Coverage Ratio. An increase in the Total Gross Loans classified as Stage 3, will lower the quality of our loan portfolio. As we grow our business, our ability to manage the quality of our loans will be critical as deteriorations will require us to provide for impairment loss allowance.

The following table illustrates our asset quality ratios as at the dates indicated.

Particulars	TCL					
	As at March 31,					
	2025		2024		2023	
	(₹ in million)	*Ratio*	*(₹ in million)*	*Ratio*	*(₹ in million)*	*Ratio*
Total Gross Loans[(1)]	**2,265,529.6**	**100.0%**	**1,612,310.8**	**100.0%**	**1,201,968.6**	**100.0%**
Gross Stage 3 Loans[(2) (3)]	42,342.8	1.9%	23,643.2	1.5%	20,596.9	1.7%
Net Stage 3 Loans[(4)(5)]	17,569.8	0.8%	6,118.8	0.4%	4,721.6	0.4%
Provision Coverage Ratio[(6)]	24,773.0	58.5%	17,524.4	74.1%	15,875.3	77.1%

Notes:

(1) ***Total Gross Loans****: Total Net Loans adjusted for unamortised loan sourcing fees, unamortised loan sourcing costs and impairment allowances as at the last day of the relevant Fiscal.*

(2) ***Gross Stage 3 Loans****: Total Gross Loans which are more than 90 DPD from their contractual payments or as prescribed by applicable regulations and includes Purchased or Originated Credit Impaired Loans (POCI)*

(3) ***Gross Stage 3 Loans Ratio****: Ratio of Gross Stage 3 Loans as a percentage of Total Gross Loans as at the last day of the relevant Fiscal.*

(4) ***Net Stage 3 Loans****: Gross Stage 3 Loans as reduced by impairment loan allowances provided on Gross Stage 3 Loans as at the last day of the relevant Fiscal.*

(5) ***Net Stage 3 Loans Ratio****: Gross Stage 3 Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as a percentage of Total Gross Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as at the last day of the relevant Fiscal*

(6) ***Provision Coverage Ratio****: Impairment allowances provided on Gross Stage 3 Loans as a percentage of Gross Stage 3 Loans as at the last day of the relevant Fiscal.*

Our asset quality (excluding TMFL) stood at Gross Stage 3 Loans of ₹ 30,704.2 million, Gross Stage 3 Loans Ratio of 1.5%, Net Stage 3 Loans of ₹ 10,495.5 million, Net Stage 3 Loans Ratio of 0.5% and PCR of 65.8% as at March 31, 2025. Our credit-risk framework and other underwriting standards support our asset quality and play a pivotal role in our business. We use advanced risk assessment models and scorecards as part of our credit underwriting process to guide our lending decisions and make it more effective. Further, our recovery efforts are driven by analytics embedded into our collection strategies, supported by a multi-channel payments infrastructure to ensure efficient recoveries and minimise stress in our portfolio. We remain committed to sustaining robust asset quality by continuing to improve our credit-risk framework and fostering a culture of responsible lending and risk management practices. Our ability to control and reduce our level of Gross Stage 3 Loans is also dependent on a number of factors beyond our control, such as a rise in unemployment, changes in consumer behaviour and demographic patterns, changes in central and state regulations, including any future RBI regulations that can impact our asset quality, and other macroeconomic factors.

Ability to manage our Operating Expenses

Our ability to continue to control our Operating Expenses will directly impact our financial results. Operating Expenses comprise (a) employee benefits expenses, (b) depreciation, amortisation and impairment (including depreciation on assets given under operating lease / rental basis) and (c) other expenses. While our Operating Expenses have increased as we scaled-up our businesses, we have been able to maintain our Operating Expenses Ratio through operating efficiencies derived from the adoption of advanced technologies and data analytics. For Fiscals 2025, 2024 and 2023, we had Operating Expenses of ₹56,134.2 million, ₹36,242.0 million and ₹26,650.5 million, respectively. The increase in Operating Expenses was primarily due to the growth of our business and our merger with TMFL in Fiscal 2025. Our Operating Expenses Ratio (excluding TMFL) was 2.5%, 2.6% and 2.6% for Fiscals 2025, 2024 and 2023, respectively. Post-merger, our Operating Expenses Ratio was 2.7% for Fiscal 2025.

We plan to further invest and leverage technology and data analytics across the customer lifecycle to improve our operating leverage and achieve productivity gains. For example, we plan to invest in data analytics-driven credit underwriting models to reduce turnaround times and employ predictive analytics to deploy personalised targeted marketing campaigns that enhance the effectiveness of our marketing spend. Automation of repetitive processes will also help to optimise costs. See for more details, "*Our Business—Our Strategies—Continue to leverage technology and data analytics across the lending value chain to enhance efficiency, reduce costs, improve customer experience and manage risks.*" on page 309.

As we expand our operations, we expect to derive benefits from economies of scale to support our goal to optimise our Operating Expenses. We also expect to incur additional costs as we expand and develop our processes and digital tools which may affect our ability to manage our Operating Expenses.

Changes in laws, rules and regulations governing our business

We operate in a regulated industry and are required to adhere to various laws, rules, regulations and requirements of the regulatory authorities.

Under the NBFC Scale Based Regulations, our Company, on a standalone basis is required to maintain a minimum capital adequacy ratio of 15.0% of the total risk-weighted assets on a continuous basis, including a minimum Tier-I capital adequacy ratio of 10.0%. Further, our Company, on a standalone basis, is also required to maintain a minimum Common Equity Tier 1 ("**CET1**") capital of at least 9.0% of the total risk weighted assets. Our CRAR (on a standalone basis) stood at 16.9% as at

March 31, 2025. Historically, our Company was registered as a Core Investment Company ("**CIC**"), until our subsidiaries, TCFSL and TCCL, were merged into our Company in Fiscal 2024. Thus, prior to the said merger, we were required to maintain regulatory ratios relevant to CICs, including a minimum Adjusted Net Worth Ratio of 30%. As at March 31, 2023 we had an Adjusted Net Worth Ratio of 64.3%.

TCHFL, on a standalone basis, is also required to maintain a CRAR of at least 15.0%. It had a CRAR of 19.0% 18.8% and 18.2% as at March 31, 2025, March 31, 2024 and March 31, 2023, respectively.

Our ability to efficiently adapt to changes in applicable laws, rules and regulations, including managing any increased costs for compliance, will be instrumental to the growth of our business. Such changes may impose restrictions on our operations or require us to raise our provisions, either of which could impact our results of operations, profitability and competitiveness.

General economic conditions in India

Our business, results of operations and financial condition are affected by general global economic conditions and particularly, conditions affecting the Indian economy. Slowdown of economic growth in India may adversely affect our ability to grow our loan portfolio, the quality of our assets and our ability to implement our strategies. The Government of India's monetary policy is influenced by the condition of the Indian economy, as the RBI responds to fluctuating levels of economic growth, liquidity concerns and inflationary pressures in the economy by adjusting monetary policy and changes in the monetary policy affect the interest rates of our loans and borrowings.

While declining interest rates may lead to greater demand for loan products as borrowers seek to take advantage of lower interest rates, when interest rates conversely rise, there may be fewer prepayments and less demand for new loans. In either case, our ability to maintain our profit margins is primarily dependent on our ability to execute our growth strategies and maintain the asset quality of our loan portfolio.

Principal Components of Statement of Profit and Loss

Revenue from operations

Our revenue from operations comprises (i) interest income, (ii) dividend income, (iii) rental income, (iv) fees and commission income, (v) net gain on fair value changes, (vi) net gain on derecognition of associates, (vii) net gain on derecognition of investment carried at amortised cost and (viii) Net gain on derecognition of financial instruments.

Interest income

Interest income is the largest contributor to our revenue from operations. We derive interest income from loans and credit substitutes, interest on investments, interest on deposits with banks, and other interest income.

Interest on loans and credit substitutes comprises interest income on loans to customers across Retail Finance, SME Finance and Corporate Finance.

Interest on investments primarily comprises interest income on financial assets, such as government securities, treasury bills, Tri-Party Repo Settlement and State Development Loans.

Rental Income

We derive rental income primarily through assets given under operating lease / rental basis.

Fees and commission income

Our fees and commission income comprises (i) loan servicing fees and other charges such as cheque dishonour charges; (ii) foreclosure charges on loans; (iii) fees on value added services and products, which primarily consist of commission on sales of third party products, (iv) Advisory fees such as debt syndication fees; and (v) other fee and commission income.

Net gain on fair value changes

We recognise gains/loss on fair value change of financial assets measured at FVTPL and realised gains on derecognition of financial asset measured at FVTPL.

Net gain on derecognition of associates

We recognise gains/loss on derecognition of associates measured at Cost or FVTPL.

Net gain on derecognition of financial instruments

Gains arising out of direct assignment transactions comprise the difference between the interest on the loan portfolio and the applicable rate at which the direct assignment is entered into with the assignee, also known as the right of excess interest spread ("**EIS**"). The future EIS basis of the scheduled cash flows on execution of the transaction, discounted at the applicable rate and entered into with the assignee is recorded upfront in the statement of profit and loss.

Other income

Our other income primarily comprises of (i) gain on sale of assets given under operating lease / rental basis, and (ii) interest on income tax refund.

Expenses

Our expenses comprises of (i) finance costs, (ii) impairment/(reversal of impairment) of investment in associates (iii) net gain/(loss) on derecognition of associates; (iv) impairment on financial instruments and other Operating Expenses comprising (a) employee benefits expenses, (b) depreciation, amortisation and impairment (including depreciation on assets given under operating lease / rental basis) and (c) other expenses.

Finance costs

Our finance costs primarily comprise (i) interest on borrowings other than securities, (ii) interest on debt securities, comprising non-convertible debentures and commercial papers, (iii) interest on subordinated liabilities, comprising non-convertible subordinated and perpetual debentures, (iv) interest on lease liabilities, and (v) other interest expenses, comprising interest on security deposits and commitment charges.

Impairment on financial instruments

Impairment on financial instruments includes (i) impairment loss allowance on loans (Stage 1 and Stage 2) measured at amortised cost and at fair value through other comprehensive income ("**FVTOCI**"), (ii) impairment loss allowance on loans (Stage 3) at amortised cost, (iii) write-offs of loans and credit substitutes at amortised cost, (iv) impairment on trade receivables at amortised cost, (v) provision on derivative current credit exposure at FVTOCI, (vi) impairment on investments and (vii) impairment on other financial assets. Impairment allowance on loans is calculated based on ECL on Stage 1, Stage 2 and Stage 3 Loans and loan commitments. ECL is calculated based on probability of default, exposure at default and loss given default.

Operating Expenses

Operating Expenses comprise (a) employee benefits expenses, (b) depreciation, amortisation and impairment and (c) other expenses. See "*Selected Statistical Information Selected—Selected Statistical Information of our Company—Reconciliation of GAAP to Non-GAAP Financial Information—Reconciliation of Operating Expenses*" on page 415.

Employee benefits expenses comprise salaries, wages and bonus, contribution to provident, superannuation and pension fund, share-based payments to employees, staff welfare expenses and expenses related to post-employment defined benefit plans. As at March 31, 2025, we had 29,397 on-roll employees.

We recognise depreciation, amortisation and impairment expenses on our property, plant and equipment, such as atfice equipment, plant and machinery, furniture, fixtures, intangible assets and on assets given under operating lease / rental basis.

Our other expenses primarily comprising (i) service providers' charges, (ii) information technology expenses, (iii) advertisement and publicity, and (iv) legal and professional fees. We also recognise brand equity and business promotion expenses in relation to the licensing fees paid to our Promoter, Tata Sons Private Limited, for the licensing of their logo and trademark.

Share in profit/(loss) of associates

Share in profit/(loss) of an associate refers to the portion of profit/ (loss) that we recognize from our ownership in an associate company.

Results of Operations

The following table sets forth select financial data from our Restated Consolidated Financial Information for Fiscals 2025, 2024 and 2023, the components of which are also expressed as a percentage of total income for such years.

Particulars	**Fiscal**					
	2025		**2024**		**2023**	
	(₹ in million)	*(% of total income)*	*(₹ in million)*	*(% of total income)*	*(₹ in million)*	*(% of total income)*
Income						

Particulars	Fiscal					
	2025		2024		2023	
	(₹ in million)	*(% of total income)*	*(₹ in million)*	*(% of total income)*	*(₹ in million)*	*(% of total income)*
Revenue from operations						
Interest income	257,197.7	90.7%	163,664.7	89.9%	119,109.0	87.3%
Dividend income	240.1	0.1%	361.9	0.2%	7.9	0.0%
Rental income	2,722.5	1.0%	2,034.1	1.1%	2,692.6	2.0%
Fees and commission income	17,797.5	6.3%	10,458.8	5.7%	5,695.8	4.2%
Net gain on fair value changes	2,804.9	1.0%	4,900.3	2.7%	637.4	0.5%
Net gain on derecognition of associates	-	0.0%	328.4	0.2%	8,145.8	6.0%
Net gain on derecognition of financial instruments	2,364.7	0.8%	-	-	-	-
Total revenue from operations	**283,127.4**	**99.8%**	**181,748.2**	**99.9%**	**136,288.5**	**99.9%**
Other income	571.3	0.2%	235.6	0.1%	86.4	0.1%
Total income	**283,698.7**	**100.0%**	**181,983.8**	**100.0%**	**136,374.9**	**100.0%**
Expenses						
Finance costs	150,296.4	53.0%	95,682.3	52.6%	66,006.4	48.4%
Impairment / (Reversal of impairment) of investment in associates	(233.4)	(0.1)%	100.9	0.1%	76.5	0.1%
Net loss on derecognition of associates	21.8	0.0%	-	-	-	-
Impairment on financial instruments	28,268.3	10.0%	5,922.6	3.3%	5,742.9	4.2%
Employee benefits expense	28,122.5	9.9%	18,500.9	10.2%	12,941.8	9.5%
Depreciation, amortisation and impairment	3,900.2	1.4%	2,875.0	1.6%	2,260.2	1.7%
Other expenses	24,111.5	8.5%	14,866.1	8.2%	11,448.5	8.4%
Total expenses	**234,487.3**	**82.7%**	**137,947.8**	**75.8%**	**98,476.3**	**72.2%**
Profit from continuing operations before exceptional items, share of net profit of investments accounted for using equity method and tax	**49,211.4**	**17.3%**	**44,036.0**	**24.2%**	**37,898.6**	**27.8%**
Share in profit/ (loss) of associates	(25.8)	0.0%	(115.7)	(0.1)%	1,467.0	1.1%
Profit from continuing operations before exceptional items and tax	**49,185.6**	**17.3%**	**43,920.3**	**24.1%**	**39,365.6**	**28.9%**
Net tax expense	**12,635.4**	**4.5%**	**10,650.7**	**5.9%**	**9,907.9**	**7.3%**
Profit for the year from continuing operations	**36,550.2**	**12.9%**	**33,269.6**	**18.3%**	**29,457.7**	**21.6%**
Profit for the year attributable to Owners of the Company	**36,646.6**	**12.9%**	**31,502.1**	**17.3%**	**30,292.0**	**22.2%**

Fiscal 2025 Compared to Fiscal 2024

Income

Our total income increased by 55.9% to ₹283,698.7 million in Fiscal 2025 from ₹181,983.8 million in Fiscal 2024, primarily due to an increase in our revenue from operations.

Revenue from operations

Our revenue from operations increased by 55.8% to ₹283,127.4 million in Fiscal 2025 from ₹181,748.2 million in Fiscal 2024. Our revenue from operations (excluding TMFL) increased by 29.6% to ₹235,462.6 million in Fiscal 2025 from ₹181,748.2 million in Fiscal 2024. This is primarily due to an increase in interest income, fees and commission income which was partially offset primarily by a decrease in net gain on fair value changes and net gain on derecognition of associates.

Interest income

Our interest income increased by 57.1% to ₹257,197.7 million in Fiscal 2025 from ₹163,664.7 million in Fiscal 2024 primarily due to an increase in interest on loans and credit substitutes, which was primarily attributable to an increase in our Total Gross Loans by 40.5% to ₹2,265,529.6 million as at March 31, 2025 from ₹1,612,310.8 million as at March 31, 2024.

Our interest income (excluding TMFL) increased by 31.3% to ₹214,950.6 million in Fiscal 2025 from ₹163,664.7 million in Fiscal 2024 primarily due to an increase in interest on loans and credit substitutes, which was primarily attributable to an increase in our Total Gross Loans by 22.9% to ₹1,981,639.5 million as at March 31, 2025 from ₹1,612,310.8 million as at March 31, 2024.

Dividend income

Our dividend income decreased to ₹240.1 million in Fiscal 2025 from ₹361.9 million in Fiscal 2024, attributable primarily to investments in equity shares.

Rental income

Our rental income in Fiscal 2025 was at ₹2,722.5 million, an increase of 33.8% compared to ₹2,034.1 million in Fiscal 2024, primarily due to increase in our operating lease business.

Fees and commission income

Our fees and commission income increased by 70.2% to ₹17,797.5 million in Fiscal 2025 from ₹10,458.8 million in Fiscal 2024. Our fees and commission income (excluding TMFL) increased by 49.3% to ₹15,618.7 million in Fiscal 2025 from ₹10,458.8 million in Fiscal 2024. This is primarily due to an increase in our fees on value added services and products, an increase in loan servicing and other charges as well as other fee and commission income.

Net gain / (loss) on fair value changes

Our net gain / (loss) on fair value changes decreased to ₹2,804.9 million in Fiscal 2025 from ₹4,900.3 million in Fiscal 2024, primarily due to change in mark to market gains or losses on account of movement in the price or value of the underlying securities.

Net gain on derecognition of associates

Our net gain on derecognition of associates was nil in Fiscal 2025, as compared to ₹328.4 million in Fiscal 2024, due to the sale of associates in Fiscal 2024.

Net gain on derecognition of financial instruments

Our net gain on derecognition of financial instruments in Fiscal 2025 was ₹2,364.7 million, primarily due to assignment of loans in Fiscal 2025.

Other income

Our other income increased to ₹571.3 million in Fiscal 2025 from ₹235.6 million in Fiscal 2024, due to an increase in other miscellaneous income and a decrease in net gain on sale of assets given under operating lease/ rental basis.

Expenses

Our total expenses increased by 70.0% to ₹234,487.3 million in Fiscal 2025 from ₹137,947.8 million in Fiscal 2024 primarily due to an increase in finance costs, impairment on financial instruments, employee benefits expenses and other expenses. As a percentage of total income, our total expenses were 82.7% in Fiscal 2025 as compared to 75.8% in Fiscal 2024.

Our total expenses (excluding TMFL) increased by 34.7% to ₹185,864.4 million in Fiscal 2025 from ₹137,947.8 million in Fiscal 2024 primarily due to an increase in finance costs, impairment on financial instruments, employee benefits expenses and other expenses. As a percentage of total income, our total expenses (excluding TMFL) were 78.9% in Fiscal 2025 as compared to 75.8% in Fiscal 2024.

Finance costs

Our finance costs increased by 57.1% to ₹150,296.4 million in Fiscal 2025 from ₹95,682.3 million in Fiscal 2024 primarily due to an increase in Total Borrowings to support growth of our Total Gross Loans of 40.5%, and an increase in our Average Cost of Borrowings Ratio which increased to 7.8% in Fiscal 2025 from 7.3% in Fiscal 2024.

Our finance costs (excluding TMFL) increased by 31.7% to ₹125,980.7 million in Fiscal 2025 from ₹95,682.3 million in Fiscal 2024 primarily due to an increase in Total Borrowings to support growth of our Total Gross Loans of 22.9%, and an increase in our Average Cost of Borrowings Ratio which increased to 7.7% in Fiscal 2025 from 7.3% in Fiscal 2024.

Net loss on derecognition of associates

Our net loss on derecognition of associates was ₹21.8 million in Fiscal 2025, as compared to nil in Fiscal 2024.

Impairment/ derecognition on investment in associates

On account of reversals of impairment on investments in associates in Fiscal 2025, we recorded a credit of ₹233.4 million against the impairment on investment in associates of ₹100.9 million in Fiscal 2024.

Impairment on financial instruments

Our impairment on financial instruments increased by 377.3% to ₹28,268.3 million in Fiscal 2025 from ₹5,922.6 million in Fiscal 2024.

Our impairment on financial instruments (excluding TMFL) increased by 161.9% to ₹15,512.5 million in Fiscal 2025 from ₹5,922.6 million in Fiscal 2024.

Employee benefits expenses

Our employee benefits expenses increased by 52.0% to ₹28,122.5 million in Fiscal 2025 from ₹18,500.9 million in Fiscal 2024 primarily on account of increase in headcount due to expansion of existing businesses, launch of new products, opening of new branches, to support the business growth, and annual salary increments. We had 29,397 on-roll employees as at March 31, 2025 as compared to 19,250 on-roll employees as at March 31, 2024, a growth of 52.7%.

Our employee benefits expenses (excluding TMFL) increased by 20.9% to ₹22,370.0 million in Fiscal 2025 from ₹18,500.9 million in Fiscal 2024. We had 23,046 on-roll employees (excluding TMFL) as at March 31, 2025 as compared to 19,250 on-roll employees as at March 31, 2024, a growth of 19.7%

Depreciation, amortisation and impairment

Our depreciation, amortisation and impairment increased by 35.7% to ₹3,900.2 million in Fiscal 2025 from ₹2,875.0 million in Fiscal 2024 primarily due to an increase in depreciation on property, plant and equipment, investment property and intangible assets by ₹774.2 million, including depreciation on assets given under operating lease/ rental basis, and an increase in amortisation on right-of-use assets by ₹251.0 million. In Fiscal 2025, gross additions in property, plant and equipment, investment property, and other intangible assets amounted to ₹9,772.0 million.

Other expenses

Our other expenses increased by 62.2% to ₹24,111.5 million in Fiscal 2025 from ₹14,866.1 million in Fiscal 2024, in line with the growth of our business and merger with TMFL.

The increase was primarily due to (i) an increase in our information technology expenses primarily on account of various initiatives undertaken towards enhancing our systems, and our digitisation strategy; (ii) an increase in our legal and professional fees; (iii) an increase in advertisement and publicity expenses; and (iv) an increase in our expenses related to service providers' charges.

Share in loss of associates

Our share in loss of associates was lower at ₹25.8 million in Fiscal 2025 from ₹115.7 million in Fiscal 2024 primarily due to the partial sale of an associate in March 2023 resulting in such entity no longer being recognised as an associate.

Net tax expenses

Our net tax expenses increased by 18.6% to ₹12,635.4 million in Fiscal 2025 from ₹10,650.7 million in Fiscal 2024 in line with the increase in our profit before tax. Our effective tax rate increased to 25.7% for Fiscal 2025 from 24.3% for Fiscal 2024.

Profit for the year from continuing operations

As a result of the foregoing factors, our profit for the year from continuing operations increased by 9.9% to ₹36,550.2 million in Fiscal 2025 from ₹33,269.6 million in Fiscal 2024.

Profit for the year attributable to Owners of the Company

As a result of the foregoing factors and adjusting for non-controlling interest, our profit for the year attributable to Owners of the Company increased by 16.3% to ₹36,646.6 million in Fiscal 2025 from ₹31,502.1 million in Fiscal 2024. Our profit for the year attributable to Owners of the Company (excluding TMFL) increased by 17.8% to ₹37,118.2 million in Fiscal 2025 from ₹31,502.1 million in Fiscal 2024.

Fiscal 2024 Compared to Fiscal 2023

Income

Our total income increased by 33.4% to ₹181,983.8 million in Fiscal 2024 from ₹136,374.9 million in Fiscal 2023, primarily due to an increase in our revenue from operations.

Revenue from operations

Our revenue from operations increased by 33.4% to ₹181,748.2 million in Fiscal 2024 from ₹136,288.5 million in Fiscal 2023 primarily due to an increase in interest income, fees and commission income and net gain on fair value changes which was partially offset primarily by a decrease in net gain on derecognition of associates.

Interest income

Our interest income increased by 37.4% to ₹163,664.7 million in Fiscal 2024 from ₹119,109.0 million in Fiscal 2023 primarily due to an increase in interest on loans and credit substitutes, which was primarily attributable to an increase in our Total Gross Loans by 34.1% to ₹1,612,310.8 million as at March 31, 2024 from ₹1,201,968.6 million as at March 31, 2023.

Dividend income

Our dividend income increased to ₹361.9 million in Fiscal 2024 from ₹7.9 million in Fiscal 2023, attributable primarily to investments in equity shares.

Rental income

Our rental income in Fiscal 2024 was at ₹2,034.1 million, a reduction of 24.5% compared to ₹2,692.6 million in Fiscal 2023 primarily due to moderation in our operating lease business.

Fees and commission income

Our fees and commission income increased by 83.6% to ₹10,458.8 million in Fiscal 2024 from ₹5,695.8 million in Fiscal 2023 primarily due to an increase in our fees on value added services and products, as well as an increase in loan servicing and other charges.

Net gain/ (loss) on fair value changes

Our net gain/ (loss) on fair value changes increased to ₹4,900.3 million in Fiscal 2024 from ₹637.4 million in Fiscal 2023, primarily due to change in mark to market gains or losses on account of movement in the price or value of the underlying securities.

Net gain on derecognition of associates

Our net gain on derecognition of associates was higher in Fiscal 2023, at ₹8,145.8 million, as compared to ₹328.4 million in Fiscal 2024, primarily due to partial sale of an associate in March 2023 resulting in such entity no longer being recognised as an associate.

Other income

Our other income increased to ₹235.6 million in Fiscal 2024 from ₹86.4 million in Fiscal 2023 primarily due to an increase in net gain on sale of assets given under operating lease / rental basis.

Expenses

Our total expenses increased by 40.1% to ₹137,947.8 million in Fiscal 2024 from ₹98,476.3 million in Fiscal 2023 primarily due to an increase in finance costs, employee benefits expenses and other expenses. As a percentage of total income, our total expenses were 75.8% in Fiscal 2024 as compared to 72.2% in Fiscal 2023.

Finance costs

Our finance costs increased by 45.0% to ₹95,682.3 million in Fiscal 2024 from ₹66,006.4 million in Fiscal 2023 primarily due to increase in Total Borrowings to support growth of our Total Gross Loans of 34.1%, and increase in our Average Cost of Borrowings Ratio which increased to 7.3% in Fiscal 2024 from 6.6% in Fiscal 2023.

Impairment/ derecognition on investment in associates

Our impairment/ derecognition on investment in associates increased to ₹100.9 million in Fiscal 2024 from ₹76.5 million in Fiscal 2023.

Impairment on financial instruments

Our impairment on financial instruments increased by 3.1% to ₹5,922.6 million in Fiscal 2024 from ₹5,742.9 million in Fiscal 2023.

Employee benefits expenses

Our employee benefits expenses increased by 43.0% to ₹18,500.9 million in Fiscal 2024 from ₹12,941.8 million in Fiscal 2023 primarily on account of increase in headcount due to expansion of existing businesses, launch of new products, opening of new branches, to support the business growth, and annual salary increments. We had 19,250 on-roll employees as at March 31, 2024 as compared to 14,490 on-roll employees as at March 31, 2023, a growth of 32.9%.

Depreciation, amortisation and impairment

Our depreciation, amortisation and impairment increased by 27.2% to ₹2,875.0 million in Fiscal 2024 from ₹2,260.2 million in Fiscal 2023 primarily due to an increase in depreciation on property, plant and equipment, investment property and intangible assets by ₹361.0 million, including depreciation on assets given under operating lease / rental basis, and an increase in amortisation on right-of-use assets by ₹253.8 million. In Fiscal 2024, gross additions in property, plant and equipment, investment property, and other intangible assets amounted to ₹6,168.9 million.

Other expenses

Our other expenses increased by 29.9% to ₹14,866.1 million in Fiscal 2024 from ₹11,448.5 million in Fiscal 2023, in line with the growth of our business. The increase was primarily due to (i) an increase in our information technology expenses primarily on account of various initiatives undertaken towards enhancing our systems, and our digitisation strategy; (ii) an increase in our legal and professional fees; (iii) an increase in advertisement and publicity expenses; and (iv) an increase in our expenses related to service providers' charges.

Share in profit of associates

Our share in loss of associates was at ₹115.7 million in Fiscal 2024 from a profit of ₹1,467.0 million in Fiscal 2023, primarily due to the partial sale of an associate in March 2023 resulting in such entity no longer being recognised as an associate.

Net tax expenses

Our net tax expenses increased by 7.5% to ₹10,650.7 million in Fiscal 2024 from ₹9,907.9 million in Fiscal 2023 in line with the increase in our profit before tax. Our effective tax rate decreased to 24.3% for Fiscal 2024 from 25.2% for Fiscal 2023.

Profit for the year from continuing operations

As a result of the foregoing factors, our profit for the year from continuing operations increased by 12.9% to ₹33,269.6 million in Fiscal 2024 from ₹29,457.7 million in Fiscal 2023.

Profit for the year attributable to Owners of the Company

As a result of the foregoing factors and adjusting for non-controlling interest, our profit for the year attributable to Owners of the Company increased by 4.0% to ₹31,502.1 million in Fiscal 2024 from ₹30,292.0 million in Fiscal 2023.

Non-GAAP Measures

See "*Selected Statistical Information—Selected Statistical Information of our Company—Reconciliation of GAAP to Non-GAAP Financial Information*" on page 412 for our non-GAAP financial measures.

Selected Restated Consolidated Statement of Assets and Liabilities

Assets

Our total assets increased from ₹1,356,261.0 million as at March 31, 2023 to ₹1,766,939.8 million as at March 31, 2024, and further to ₹2,484,650.1 million as at March 31, 2025. The increase in our total financial assets during these years was primarily due to an increase in scale of our business operations and merger with TMFL.

The following table gives the various components of our total assets:

Particulars	As at March 31,		
	2025	2024	2023
	(₹ in million)		
Financial assets			
Cash and cash equivalents	94,782.0	67,711.6	30,588.8
Bank balances other than cash and cash equivalents	9,648.5	2,244.2	2,578.2
Derivative financial instruments	5,397.3	2,426.2	2,295.8
Receivables			
Trade receivables	966.4	1,407.0	902.3
Other receivables	9.5	18.8	3.7
Loans	2,219,503.7	1,577,605.5	1,167,887.2
Investments	87,177.9	79,020.2	126,589.7
Investments accounted using equity method	11,486.0	8,307.8	5,950.7
Other financial assets	11,014.0	5,198.3	3,488.0
Total financial assets	**2,439,985.3**	**1,743,939.6**	**1,340,284.4**
Non-financial assets			
Current tax assets (net)	2,340.4	1,673.1	1,720.8
Deferred tax assets (net)	13,881.7	4,665.0	3,810.7
Investment property	31.3	30.2	198.7
Property, plant and equipment	15,132.6	8,329.3	4,862.7
Capital work-in-progress	18.1	41.5	113.0
Intangible assets under development	139.4	41.1	87.2
Other intangible assets	769.7	427.9	325.5
Right to use assets	4,100.1	3,115.9	1,939.3
Other non-financial assets	8,251.5	4,676.2	2,918.7
Total non-financial assets	**44,664.8**	**23,000.2**	**15,976.6**
Total assets	**2,484,650.1**	**1,766,939.8**	**1,356,261.0**

Total Financial Assets

Our total financial assets increased from ₹1,340,284.4 million as at March 31, 2023 to ₹1,743,939.6 million as at March 31, 2024 and further to ₹2,439,985.3 million as at March 31, 2025. The increase in our total financial assets was primarily due to an increase in our loans during the year.

Our total financial assets (excluding TMFL) increased from ₹1,743,939.6 million as at March 31, 2024 to ₹2,104,085.9 million as at March 31, 2025.

Our total financial assets comprise of the following components:

Cash and cash equivalents and Bank balances other than cash and cash equivalents

The following table sets forth our cash and cash equivalents and bank balances other than cash and cash equivalents:

Particulars	As at March 31,		
	2025	2024	2023
	(₹ in million)		
Cash and cash equivalents	94,782.0	67,711.6	30,588.8
Bank balances other than cash and cash equivalents	9,648.5	2,244.2	2,578.2
Total cash and bank balances	**104,430.5**	**69,955.8**	**33,167.0**

Our total cash and bank balances increased from ₹69,955.8 million as at March 31, 2024 to ₹104,430.5 million as at March 31, 2025. The increase was primarily due to higher bank balances in current accounts.

Our total cash and bank balances increased from ₹33,167.0 million as at March 31, 2023 to ₹69,955.8 million as at March 31, 2024. The increase was primarily due to higher bank balances in current accounts.

Our total cash and bank balances (excluding TMFL) increased from ₹69,955.8 million as at March 31, 2024 to ₹76,664.6 million as at March 31, 2025. The increase was primarily due to higher bank balances in current accounts.

Derivative financial instruments (Assets)

We enter derivative transactions with various counterparties to hedge foreign exchange and interest rate risks associated with our external commercial borrowings

Our derivative financials instrument increased from ₹2,426.2 million as at March 31, 2024 to ₹5,397.3 million as at March 31, 2025.This increase was primarily due to fluctuations in the fair value of forward contracts, interest rate swaps and cross-currency swaps associated with our external commercial borrowings ("**ECB**").

Our derivative financials instrument increased from ₹2,295.8 million as at March 31, 2023 to ₹2,426.2 million as at March 31, 2024. This increase was primarily due to fluctuations in the fair value of forward contracts, interest rate swaps and cross-currency swaps associated with our ECBs.

Loans

Our loans increased to ₹2,219,503.7 million as at March 31, 2025 from ₹1,577,605.5 million as at March 31, 2024. The increase was primarily due to disbursements of ₹1,423,016.8 million during Fiscal 2025 offset by regular repayments.

Our loans increased to ₹1,577,605.5 million as at March 31, 2024 from ₹1,167,887.2 million as at March 31, 2023. The increase was primarily due to disbursements of ₹1,049,943.7 million during Fiscal 2024 offset by regular repayments.

Our loans (excluding TMFL) increased to ₹1,945,184.4 million as at March 31, 2025 from ₹1,577,605.5 million as at March 31, 2024. The increase was primarily due to disbursements of ₹1,281,642.0 million during Fiscal 2025 offset by regular repayments.

Investments

The following table sets forth the components of our total investments:

Particulars	**As at March 31,**		
	2025	**2024**	**2023**
	(₹ in million)		
Investments	87,177.9	79,020.2	126,589.7
Investments accounted using equity method	11,486.0	8,307.8	5,950.7
Total	**98,663.9**	**87,328.0**	**132,540.4**

Our total investments increased to ₹98,663.9 million as at March 31, 2025 from ₹87,328.0 million as at March 31, 2024. The increase was primarily on account of purchase of investments in mutual funds, investments in government securities and investments in state development loans offset by an sale of investment in equity shares.

Our total investments decreased to ₹87,328.0 million as at March 31, 2024 from ₹132,540.4 million as at March 31, 2023. The decrease was primarily on account of sale of investment in mutual funds, sale of investment in equity shares offset by an increase in investment in government securities and investment in state development loans.

Other financial assets

Other financial assets increased to ₹11,014.0 million as at March 31, 2025 from ₹5,198.3 million as at March 31, 2024. The increase was primarily on account of EIS on direct assignment, receivables under Credit Guarantee Fund Trust for Micro and Small Enterprises ("**CGTMSE**") scheme and income accrued but not due offset by decrease in receivable on sale of investments and application money for investments.

Other financial assets increased to ₹5,198.3 million as at March 31, 2024 from ₹3,488.0 million as at March 31, 2023. The increase was primarily due to application money for investments, receivable on sale of investments and increase in income accrued but not due.

Total non-financial assets

Our total non-financial assets increased to ₹44,664.8 million as at March 31, 2025 from ₹23,000.2 million as at March 31, 2024, primarily on account of increase in our property, plant and equipment (including assets given under operating lease / rental basis), increase in current and deferred tax assets (net), increase in capital advances, prepaid expenses and increase in balances with government authorities.

Our total non-financial assets increased to ₹23,000.2 million as at March 31, 2024 from ₹15,976.6 million as at March 31, 2023, primarily on account of increase in our property, plant and equipment (including assets given under operating lease/ rental basis), increase in right of use assets, increase in capital advances, and increase in balances with government authorities.

Liabilities and equity

The table below sets forth the principal components of our total liabilities and total equity as on the dates indicated in the table below:

Particulars	As at March 31,		
	2025	2024	2023
	(₹ in million)		
Derivative financial instruments	2,408.9	463.3	623.2
Trade payables	18,213.2	13,899.1	12,307.0
Debt securities	801,415.7	605,036.8	513,755.8
Borrowings (Other than debt securities)	1,186,204.0	791,428.8	549,341.3
Subordinated liabilities	96,529.6	85,387.3	70,262.0
Lease liabilities	4,362.2	3,265.3	2,053.8
Other financial liabilities	22,126.3	13,884.6	19,908.5
Total financial liabilities	**2,131,259.9**	**1,513,365.2**	**1,168,251.6**
Current tax liabilities (net)	3,645.0	3,967.3	3,379.8
Provisions	2,802.2	1,136.9	1,038.7
Other non-financial liabilities	3,236.6	2,649.3	2,104.2
Total non-financial liabilities	**9,683.8**	**7,753.5**	**6,522.7**
Total liabilities	**2,140,943.7**	**1,521,118.7**	**1,174,774.3**
Total equity	**331,918.1**	**234,171.3**	**173,398.6**
Non-controlling interest	11,788.3	11,649.8	8,088.1
Total liabilities and equity	**2,484,650.1**	**1,766,939.8**	**1,356,261.0**

Total Financial Liabilities

Our total financial liabilities increased from ₹1,168,251.6 million as at March 31, 2023 to ₹1,513,365.2 million as at March 31, 2024 and further to ₹2,131,259.9 million as at March 31, 2025.

Our total financial liabilities (excluding TMFL) increased from ₹1,168,251.6 million as at March 31, 2023 to ₹1,513,365.2 million as at March 31, 2024 and further to ₹1,832,489.3 million as at March 31, 2025.

The increase in our total financial liabilities was primarily due to an increase in our Total Borrowings during the year to support growth of Total Gross Loans.

Our total financial liabilities comprise of the following components:

Derivative financial instruments (Liabilities)

Our derivative financials instrument increased to ₹2,408.9 million as at March 31, 2025 from ₹463.3 million as at March 31, 2024. This increase was primarily due to fluctuations in the fair value of forward contracts, interest rate swaps and cross-currency swaps associated with our ECB.

Our derivative financials instrument decreased to ₹463.3 million as at March 31, 2024 from ₹623.2 million as at March 31, 2023. This decrease was primarily due to fluctuations in the fair value of forward contracts, interest rate swaps and cross-currency swaps associated with our ECB.

Borrowings

Particulars	As at March 31,		
	2025	2024	2023
	(₹ in million)		
Debt securities	801,415.7	605,036.8	513,755.8
Borrowings (Other than debt securities)	11,86,204.0	791,428.8	549,341.3
Subordinated liabilities	96,529.6	85,387.3	70,262.0
Total Borrowings	**2,084,149.3**	**1,481,852.9**	**1,133,359.1**

Our Total Borrowings increased to ₹2,084,149.3 million as at March 31, 2025 from ₹1,481,852.9 million as at March 31, 2024, primarily to support growth of our Total Gross Loans.

Our Total Borrowings increased to ₹1,481,852.9 million as at March 31, 2024 from ₹1,133,359.1 million as at March 31, 2023, primarily to support growth of our Total Gross Loans.

Our Total Borrowings increased (excluding TMFL) to ₹1,797,666.6 million as at March 31, 2025 from ₹1,481,852.9 million as at March 31, 2024, primarily to support growth of our Total Gross Loans.

Other financial liabilities

Our other financial liabilities increased to ₹22,126.3 million as at March 31, 2025 from ₹13,884.6 million as at March 31, 2024, primarily due to increase in amounts payable towards assigned loans, margin money towards derivative variations related to ECB and claimed amount under CGTMSE and other arrangements offset by decrease in security deposit, payable under letter of credit/buyers credit facility and book overdraft balances.

Our other financial liabilities decreased to ₹13,884.6 million as at March 31, 2024 from ₹19,908.5 million as at March 31, 2023, primarily due to decrease in book overdraft balances offset by increase in accrued employee benefit expense.

Total non-financial liabilities

Our total non-financial liabilities increased to ₹9,683.8 million as at March 31, 2025 from ₹7,753.5 million as at March 31, 2024 primarily due to an increase in provisions and statutory dues.

Our total non-financial liabilities increased to ₹7,753.5 million as at March 31, 2024 from ₹6,522.7 million as at March 31, 2023 primarily due to an increase in our current tax liabilities (net) and statutory dues.

Total equity

Our total equity increased to ₹331,918.1 million as at March 31, 2025 from ₹234,171.3 million as at March 31, 2024, primarily due to retained earnings, issue of equity capital through right issue, shares pending for issuance towards merger with TMFL and instruments entirely equity in nature.

Our total equity increased to ₹234,171.3 million as at March 31, 2024 from ₹173,398.6 million as at March 31, 2023, primarily due to retained earnings and issue of equity capital through rights issue.

Liquidity and Capital Resources

Historically, our primary liquidity requirements have been to finance our working capital needs to support the growth of our Total Gross Loans. We have met these requirements through raising equity capital from shareholders (including our Promoter) and Total Borrowings. As at March 31, 2025, we had ₹94,782.0 million in cash and cash equivalents, ₹9,648.5 million in bank balance other than cash and cash equivalents, and Total Borrowings of ₹2,084,149.3 million.

We believe that, after taking into account our borrowings and the proceeds from the Offer, we will have sufficient liquidity for our present requirements and anticipated requirements for capital expenditure and working capital for the next 12 months.

We actively manage our liquidity and capital position by raising funds periodically. We regularly monitor our funding levels to ensure that we are able to satisfy the requirements for loan disbursements and maturity of our liabilities. All our loan agreements and debentures contain a number of covenants including financial covenants. For details, see "*Financial Indebtedness*" on page 622 and "*Risk Factors—We had borrowings of ₹2,057,712.4 million as at May 31, 2025. Our financing arrangements provide certain conditions and restrictions, and non-compliance could adversely affect our business, results of operations and financial condition*." on page 73.

Cash Flows

The table below summarises the statement of cash flows, as per our restated consolidated cash flow statements, for the years indicated:

Particulars	*Fiscal*		
	2025	**2024**	**2023**
	(₹ in million)		
Net cash used in operating activities	(298,724.8)	(379,985.4)	(231,896.0)
Net cash (used in) / generated from investing activities	(395.2)	57,572.1	(22,695.7)
Net cash generated from financing activities	294,124.0	359,524.2	264,295.7
Net (decrease) / increase in cash and cash equivalents	**(4,996.0)**	**37,110.9**	**9,704.0**

Operating Activities

Net cash used in operating activities for Fiscal 2025 was ₹298,724.8 million, while our cash generated from operation before working capital changes was ₹71,802.7 million. The difference was primarily attributable to an increase in loans of ₹356,854.9 million and a decrease in other financial/ non financial liabilities of ₹2,364.8 million, partially offset decrease in other financial/non financial assets of ₹2,850.3 million and an decrease in trade receivables of ₹907.6 million.

Net cash used in operating activities for Fiscal 2024 was ₹379,985.4 million, while our cash generated from operation before working capital changes was ₹47,609.6 million. The difference was primarily attributable to an increase in loans of ₹408,892.5 million and a decrease in other financial/ non financial liabilities of ₹5,616.6 million, partially offset by an increase in trade payable of ₹1,513.9 million and an increase in provisions of ₹58.3 million.

Net cash used in operating activities for Fiscal 2023 was ₹231,896.0 million, while our cash generated from operation before working capital changes was ₹39,338.4 million. The difference was primarily attributable to an increase in loans of ₹267,571.5 million and an increase in other financial/ non financial assets of ₹1,419.2 million, partially offset by an increase in other financial/ non financial liabilities of ₹7,625.4 million and an increase in trade payable of ₹2,092.5 million.

Investing Activities

Our net cash flow used in investing activities for Fiscal 2025 was ₹395.2 million, which primarily consisted of purchase and sale of investments of ₹17,198.0 million, which was partially offset primarily by purchase of property, plant and equipment (including capital advances) of ₹10,222.4 million and bank balances not considered as cash and cash equivalents of ₹7,368.3 million.

Our net cash flow generated from investing activities for Fiscal 2024 was ₹57,572.1 million, which primarily consisted of purchase of investments of ₹32,500.2 million, which was partially offset primarily by sale of investments of ₹51,283.9 million.

Our net cash flow used in investing activities for Fiscal 2023 was ₹22,695.7 million, which primarily consisted of purchase of investments of ₹87,209.9 million, which was partially offset primarily by sale of investments of ₹73,088.4 million.

Financing Activities

Our net cash generated from financing activities for Fiscal 2025 was ₹294,124.0 million, and primarily included proceeds from borrowings (other than debt securities) of ₹850,692.2 million and proceeds from debt securities of ₹572,401.9 million which was partially offset primarily by repayment of borrowings (other than debt securities) of ₹715,124.8 million and repayment of debt securities of ₹423,949.6 million.

Our net cash generated from financing activities for Fiscal 2024 was ₹359,524.2 million, and primarily included proceeds from borrowings (other than debt securities) of ₹629,357.4 million and proceeds from debt securities of ₹415,026.7 million which was partially offset primarily by repayment of borrowings (other than debt securities) of ₹389,453.2 million and repayment of debt securities of ₹327,097.7 million.

Our net cash flow generated from financing activities for Fiscal 2023 was ₹264,295.7 million which primarily consisted of proceeds from borrowings (other than debt securities) of ₹458,284.3 million and proceeds from debt securities of ₹366,645.0 million, which was partially offset primarily by repayment of borrowings (other than debt securities) of ₹301,201.8 million and repayment of debt securities of ₹263,476.1 million.

Credit Rating

The following table sets forth certain information with respect to our credit ratings as at March 31, 2025.

Facility	CRISIL Ratings Limited	ICRA Limited	CARE Ratings Limited	India Ratings and Research
Non-convertible debentures	AAA/Stable	AAA (Stable)	AAA; Stable	AAA/Stable
Preference shares	AAA/Stable	-	-	-
Commercial paper	A1+	A1+	-	A1+
Total bank loan facilities rated – Long-term rating	AAA/Stable	-	-	-
Bank loans	-	-	-	AAA/Stable
Long-term / Short-term fund-based / non fund-based	-	AAA (Stable) / A1+	-	-
Long-term principal protected market linked debentures	PP MLD AAA/Stable	-	-	-
Perpetual bonds	AA+/Stable	AA+ (Stable)	AA+; Stable	-
Subordinated debt	AAA/Stable	AAA (Stable)	AAA; Stable	-
Retail bond	AAA/Stable	AAA (Stable)	AAA; Stable	-

In addition, S&P Global Ratings has assigned 'BBB-' long-term and 'A-3' short-term issuer credit ratings and Fitch Ratings has assigned Long-Term Foreign- and Local-Currency Issuer Default Ratings ("**IDR**") of 'BBB-' with a stable outlook to our Company. See "*Risk Factors—Any downgrade in our credit ratings in future could increase our existing and future borrowing costs and adversely affect our access to capital and debt markets, which could in turn adversely affect our interest margins, our business, results of operations, cash flows and financial condition*." on page 56.

Indebtedness

As at March 31, 2025, we had Total Borrowings of ₹2,084,149.3 million, comprising of (i) borrowings (other than debt securities) of ₹1,186,204.0 million, comprising secured term loans from banks, national housing bank and financial institutions, secured external commercial borrowings from banks and financial institution and loans repayable on demand from banks; (ii) ₹801,415.7 million in debt securities, comprising secured / unsecured privately placed secured redeemable non-convertible debentures, secured public issue of non-convertible debentures and unsecured commercial papers; and (iii) subordinated liabilities of ₹96,529.6 million, comprising unsecured non-convertible subordinated debentures, non-convertible perpetual debentures and CRPS, which were primarily used to fund our Total Gross Loans. For further information on our agreements governing our outstanding indebtedness, please see "*Financial Indebtedness*" on page 622.

The table below sets forth a breakdown of our borrowings (other than debt securities), in absolute amounts and as percentages of our Total Borrowings, as on the dates indicated.

Particulars	As at March 31,					
	2025		2024		2023	
	(₹ in million)	*(%)*	*(₹ in million)*	*(%)*	*(₹ in million)*	*(%)*
Loans from banks and financial institutions	1,185,948.9	56.9%	791,019.2	53.4%	548,821.5	48.5%
Inter Corporate Deposit	255.1	Negligible	409.6	Negligible	519.8	Negligible
Borrowings (other than debt securities)	**1,186,204.0**	**56.9%**	**791,428.8**	**53.4%**	**549,341.3**	**48.5%**

The table below sets forth a breakdown of our debt securities, in absolute amounts and as percentages of our total borrowings, as on the dates indicated.

Particulars	As at March 31,					
	2025		2024		2023	
	(₹ in million)	*(%)*	*(₹ in million)*	*(%)*	*(₹ in million)*	*(%)*
Secured						
Privately-placed non-convertible debentures	588,654.3	28.2%	461,883.1	31.2%	368,332.9	32.5%
Public issue of non-convertible debentures	8,670.6	0.4%	16,581.3	1.1%	32,560.0	2.9%
Unsecured						
Privately-placed non-convertible debentures	24,749.5	1.2%	28,313.4	1.9%	30,836.6	2.7%
Commercial paper	144,846.2	7.0%	98,259.0	6.6%	82,026.3	7.2%
Medium Term Notes	34,495.1	1.7%	-	-	-	-
Total debt securities	**801,415.7**	**38.5%**	**605,036.8**	**40.8%**	**513,755.8**	**45.3%**

The table below sets forth a breakdown of our subordinated liabilities, in absolute amounts and as percentages of our total borrowings, as on the dates indicated.

Particulars	As at March 31,					
	2025		2024		2023	
	(₹ in million)	*(%)*	*(₹ in million)*	*(%)*	*(₹ in million)*	*(%)*
Unsecured						
Non-convertible subordinated debentures	81,977.7	3.9%	66,192.5	4.5%	47,390.2	4.2%
Non-convertible perpetual debentures	11,246.7	0.5%	11,240.9	0.8%	12,170.3	1.1%
CRPS	3,305.2	0.2%	7,953.9	0.5%	10,701.5	0.9%
Total subordinated liabilities	**96,529.6**	**4.6%**	**85,387.3**	**5.8%**	**70,262.0**	**6.2%**

Contractual Obligations

The table below sets forth our contractual obligations with definitive payment terms as at March 31, 2025.

Particulars	Carrying amount	Up to 1 year	1 to 5 years	More than 5 years	Total
	(₹ in million)				
Financial liabilities					
Derivative liabilities	2,408.9	203.1	2,205.8	-	2,408.9
Trade and other payables	18,213.2	16,496.1	1,717.1	-	18,213.2
Debt securities	801,415.7	242,077.8	442,157.2	117,180.7	801,415.7
Borrowings (other than debt securities)	1,186,204.0	475,083.4	674,630.8	36,489.8	1,186,204.0
Subordinated liabilities	96,529.6	14,287.9	34,097.9	48,143.8	96,529.6
Lease liabilities	4,362.2	743.8	2,666.6	951.8	4,362.2

Particulars	Carrying amount	Up to 1 year	1 to 5 years	More than 5 years	Total
	(₹ in million)				
Other financial liabilities	22,126.3	19,261.2	2,865.1	-	22,126.3
Total undiscounted financial liabilities	**2,131,259.9**	**768,153.3**	**1,160,340.5**	**202,766.1**	**2,131,259.9**

Contingent Liabilities and Commitments

The following table sets forth the principal components of our contingent liabilities:

Particulars	As at March 31, 2025
	(₹ in million)
Income Tax (Pending before Appellate Authorities)(1)(4)	2,433.1
VAT and GST (Pending before Appellate Authorities)(2)(4)	1,544.0
Customs (Pending before Appellate Authorities)(3)(4)	61.4
Suits filed against the Group(5)	288.2
Letter of credit	1,454.7
Letter of comfort	610.5
Bank guarantees	13.0
Corporate guarantee(6)	388.1
Total	**6,793.0**

Notes:

(1) These claims against us are arising on account of multiple issues of disallowances on completion of assessment proceedings under the Income Tax Act, 1961, such as disallowance of expenditure incurred in relation to income not includible in total income under section 14A of the Income Tax Act, 1961 and disallowance of interest expenditure on perpetual NCDs. These matters are pending before various appellate authorities and we expect that its position will likely be upheld on ultimate resolution and will not have a material adverse effect on our financial position. Hence, we have not recognised these uncertain tax positions in our books.

(2) Claims against us not acknowledged as debts in respect of indirect tax (VAT and GST) matters amounted to ₹1,544.0 million in March 2025. These claims against us have arisen on account of multiple issues such as disallowances on Input Tax Credit under the erstwhile VAT Laws and GST Act, 2017 and disallowance of transitional credit to GST regime (TRAN-1).

(3) The customs authorities have raised a demand due to an issue with the Harmonized System of Nomenclature (HSN) classification, which has led to a shortfall in the payment of customs duty.

(4) These matters are pending before various appellate authorities and we expect that its position will likely be upheld on ultimate resolution and will not have a material adverse effect on our financial position. Hence, we have not recognised these uncertain tax positions in its books.

(5) Group represents our Company and our Subsidiaries on a consolidated basis.

(6) Corporate Guarantee includes guarantees issued to National Housing Bank on behalf of TCHFL as at March 31, 2025 of ₹12,000.0 million, against which the amount liable by TCHFL as at March 31, 2025 was ₹388.1 million. Pursuant to the terms of the Guarantee, our Company's liability on invocation is capped at the outstanding amount.

For further details, please see Note 36 of our Restated Consolidated Financial Information on page 498.

The following table sets forth our capital commitments:

Particulars	As at March 31, 2025
	(₹ in million)
Undrawn Commitment given to Borrowers	207,174.0
Leases entered but not executed	26,552.8
Estimated amount of contracts remaining to be executed on capital account and not provided for	474.8
Total	**234,201.6**

Cash Outflow for Capital Expenditures

Our historical capital expenditures were primarily to purchase property, plant and equipment, including assets given under operating lease / rental basis and intangible assets, which amounted to ₹10,222.4 million, ₹6,979.3 million and ₹2,079.9 million in Fiscals 2025, 2024 and 2023, respectively.

Off-Balance Sheet Arrangements

Other than the contingent liabilities and commitments detailed in "—*Contingent Liabilities and Commitments*" on page 604, we do not have any off-balance sheet arrangements, derivative instruments or other relationships with other entities that would have been established for the purpose of facilitating off-balance sheet arrangements that would materially affect our financial condition or results of operations.

Related Party Transactions

We enter into various transactions with related parties. For further information please see "*Other Financial Information—Related Party Transactions*" and "*Restated Consolidated Financial Information*" on pages 585 and 424, respectively.

Capital Adequacy

We are subject to the CRAR requirements on a standalone basis as prescribed by the RBI. As at March 31, 2025, we were required to maintain a minimum CRAR of 15.0%, including Tier I Capital of 10.0%. Further, under the NBFC Scale Based Regulations, we are required to maintain Common Equity Tier 1 (CET1) capital of at least 9.0% of total risk weighted assets.

The following table sets forth certain information relating to our Company's CRAR on a standalone basis as at March 31, 2025, March 31, 2024 and March 31, 2023.

Assets	**As at March 31,**		
	2025	**2024**	**2023[(8)]**
	(₹ in million unless otherwise indicated)		
Tier I Capital[(1)] (A)	217,864.6	142,655.3	NA
Tier II Capital[(2)] (B)	69,934.4	58,381.4	NA
Total Capital (Tier I and Tier II)[(3)] (C=A+B)	**287,799.0**	**201,036.7**	**NA**
Total risk weighted assets[(4)] (D)	**1,702,424.7**	**1,202,297.6**	**NA**
CRAR[(5)] (E = C/D)	**16.9%**	**16.7%**	**NA[(8)]**
CRAR – Tier I[(6)] (F=A/D)	12.8%	11.9%	NA[(8)]
CRAR - Tier II[(7)] (G=B/D)	4.1%	4.9%	NA[(8)]

Notes:

*(1) **Tier I Capital:** Computed from the standalone financial statements of the Company in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

*(2) **Tier II Capital**: Computed from the standalone financial statements of the Company in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

*(3) **Total Capital (Tier I and Tier II):** Computed from the standalone financial statements of the Company as total of Tier I Capital and Tier II Capital, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

*(4) **Total risk weighted assets**: Computed from the standalone financial statements of the Company in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

*(5) **Capital Risk Adequacy Ratio (CRAR)**: Computed from the standalone financial statements of the Company as the sum of CRAR - Tier I and CRAR - Tier II.*

*(6) **Capital Risk Adequacy Ratio – Tier I (CRAR – Tier I)**: Computed from the standalone financial statements of the Company as Tier I Capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

*(7) **Capital Risk Adequacy Ratio – Tier II (CRAR – Tier II):** Computed from the standalone financial statements of the Company as Tier II Capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal.*

(8) Prior to the merger with TCFSL and TCCL, our Company was registered as a CIC, and accordingly we were required to maintain regulatory ratios relevant to CICs for Fiscal 2023.

Quantitative and Qualitative Disclosures about Market Risks

Market risk is risk due to change in market prices, for example, interest rates, equity prices, foreign exchange rates and credit spreads, but not relating to changes in the obligor's/ issuer's credit standing and will affect our income or the value of our holdings of financial instruments. The objective of our market risk management is to manage and control market risk exposures within acceptable risk tolerances levels to ensure solvency and minimum volatility while optimising the balance between profitability and managing associated risks.

Under our liquidity risk management ("**LRM**") framework, our asset liability committee ("**ALCO**") sets up limits for each significant type of risk/ aggregated risk with liquidity being a primary factor in determining the level of limits. The monitoring of risk limits defined as per our asset liability management ("**ALM**") policy is done by ALCO on a regular basis. We have an ALM support group prescribed by the RBI which meets on a regular basis to ensure internal controls and reviews our liquidity risk management.

Interest rate risk

Interest rate risk is measured through our interest rate sensitivity report, where gaps are monitored, classifying all rate sensitive assets and rate sensitive liabilities into various time period categories according to the earliest of contracted/ behavioural maturities or the anticipated re-pricing date. We monitor interest rate risk through traditional gap and duration gap approaches on a monthly basis. The interest rate risk limits are approved by ALCO.

See below and Note 45(C)(i) of the Restated Consolidated Financial Information on page 572 for a summary on sensitivity to changes in interest rates as on March 31, 2025.

Particulars	**Less than one year**	**At 100 bps change increase**	**At 100 bps change decrease**
	(₹ in million)		
Rate sensitive assets	2,008,005.7	16,938.0	(16,938.0)
Rate sensitive liabilities	1,492,571.7	11,837.2	(11,837.2)
Net	**515,434.0**	**5,100.8**	**(5,100.8)**

Currency risk

We are exposed to currency risk arising due to our ECB. Our foreign currency loans in the form of ECB are fully hedged. The hedging policy as approved by ALCO prescribes the hedging of the risk associated with change in the interest rates and fluctuation of foreign exchange rates. Counter party risk is reviewed periodically in terms of exposure to various counter parties.

Our hedging policy guides effective hedging relationships to be considered as hedges as per the relevant Ind AS. Hedge effectiveness is determined at the inception of the hedge relationship and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument. We enter into hedge relationships where the critical terms of the hedging instrument match with the terms of the hedged item, and so a qualitative and quantitative assessment of effectiveness is performed. All hedges that we enter into are cash flow hedges.

See below and Note 45(C)(ii) and (iii) of the Restated Consolidated Financial Information on page 573 for a summary of our foreign currency risk exposure as on March 31, 2025.

Exposure to currency risks – non-trading portfolios

Particulars	**As at March 31, 2025**			
	USD	**EUR**	**JPY**	**SGD**
	(₹ in million)			
Letter of Credit/ Buyers Credit	1.9	-	0.8	-

We do not allocate assets or liabilities to any trading portfolios.

Foreign currency risk exposure – TCPL and its subsidiaries

Particulars	**As at March 31, 2025**
	(₹ in million)
Net exposure to foreign currency risk (USD) in respect of recognised financial assets / (financial liabilities)	6,233.1

Sensitivity analysis between the Indian Rupee and U.S. Dollar

Particulars	**As at March 31, 2025**
	(₹ in million)
1% Depreciation in ₹ - Impact on P&L	12.4
1% Appreciation in ₹ - Impact on P&L	(12.4)

Equity price risk

Our investments in equity carry a risk of adverse price movement. To mitigate pricing risk emerging from investments in equity, we intermittently observe the performance of sectors and measure mark-to-market ("**MTM**") gains/ losses as per our applicable accounting policy.

Liquidity risk

Liquidity Risk is the risk that we will encounter difficulties in meeting our short-term financial obligations due to an asset–liability mismatch or interest rate fluctuations. Our liquidity risk is managed as per our respective ALM policies which has the following key elements:

- ALCO sets the strategy for managing liquidity risk commensurate with business objectives;
- ALCO sets various gap limits for tracking liquidity risk;
- ALM policies are reviewed on an annual basis, including for risk tolerance, process and control. ALCO monitors the liquidity and interest rate gaps on regular basis;
- We manage our liquidity position on a day-to-day basis and review daily reports covering our liquidity position. Regulatory compliance with liquidity risk-related limits are ensured; and
- We comply fully with the liquidity coverage ratio ("**LCR**") framework mandated by RBI.

Our liquidity risk management strategy is as follows:

- Maintain diversified funding through market and bank borrowings resources such as debentures, commercial papers, subordinated debt, perpetual debt, inter-corporate deposits ("**ICD**"), overdraft and bank term loans. Unused bank lines as well as high quality liquid assets ("**HQLA**") maintained under the LCR framework constitute the main liquidity back-up to meet the contingency funding plan. Additionally, based on the market scenario, we also maintain a portfolio of highly liquid mutual fund units;

- We comply with the ALM guidelines and submit various returns and disclosures in accordance with regulatory guidelines; and
- We carry out liquidity stress testing based on the cash flows and results are reported to ALCO on a periodic basis. We have a contingency funding plan in place which monitors the early warning signals arising out of company-specific and market-wide liquidity stress scenarios.

We have honoured all our debt obligations on time. Based on our liquidity risk assessment, cash-flows mismatches are within the stipulated regulatory limits. We have been successful in maintaining adequate liquidity by raising fresh/ or renewing bank lines, maintaining regular access to capital markets and financial institutions under the various schemes promulgated by RBI to raise medium-to-long term funds. Owing to the above measures, we have not seen a rise in our liquidity risk.

See Note 45(B) of the Restated Consolidated Financial Information on page 568 for a summary of the maturity analysis for our financial liabilities and assets as at March 31, 2025.

Significant Economic Changes

Other than as described above in "*—Principal Factors Affecting our Financial Condition and Results of Operations*" and under the heading titled "*Our Business*" on pages 588 and 299 of this Updated Draft Red Herring Prospectus-I, respectively, to the knowledge of our management, there are no other significant economic changes that materially affect or are likely to affect income from continuing operations.

Unusual or Infrequent Events or Transactions

Except as described in this Updated Draft Red Herring Prospectus-I, there have been no events or transactions that, to our knowledge, may be described as "unusual" or "infrequent".

Known Trends or Uncertainties

Our business has been affected and we expect will continue to be affected by the trends identified above in the heading titled "*—Principal Factors Affecting Our Financial Condition and Results of Operations*" and the uncertainties described in the section titled "*Risk Factors*" beginning on page 588 and 45, respectively. To our knowledge, except as described or anticipated in this Updated Draft Red Herring Prospectus-I, there are no known factors which we expect will have a material adverse impact on our revenues or income from continuing operations.

New Products or Business Segments

Except as described in this Updated Draft Red Herring Prospectus – I, we have not publicly announced any new products or business segments nor have there been any material increases in our revenues due to increased disbursements and the introduction of new products.

Future Relationship between Cost and Income

Other than as described elsewhere in the sections "*Risk Factors*", "*Our Business*" *and* "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 45, 299 and 586, respectively, there are no known factors that will have a material adverse impact on our operations and financial condition.

Competitive Conditions

We operate in a competitive environment. See sections "*Risk Factors—The lending services industry in India is competitive and our inability to compete effectively could adversely affect our business, results of operations, cash flows and financial condition*", "*Industry Overview*" and "*Our Business—Competition*" on pages 70, 161 and 325, respectively.

Seasonality / Cyclicality of Business

Our operations and demand for our products are affected by seasonal trends in the Indian economy, which may affect our results of operations. For example, during the festive seasons in India (primarily October and November), while the demand for our Asset Finance products generally decrease, the demand for our Consumer Finance products tends to increase. By contrast, the demand for our Asset Finance products generally increase during the Fiscal fourth quarter, while the demand for our Consumer Finance products tends to decrease. Furthermore, other events, such as weather changes like heatwaves and election periods at both state and national levels, may have an impact on our operations and results of operations.

Significant Developments after March 31, 2025 that may affect our future results of operations

Except as discussed below and elsewhere in this Updated Draft Red Herring Prospectus-I, to our knowledge, no circumstances have arisen since the date of the Restated Consolidated Financial Information as disclosed in this Updated Draft Red Herring Prospectus-I which materially and adversely affect or are likely to affect our operations or profitability, or the value of our assets or our ability to pay our liabilities within the next twelve months.

Pursuant to a scheme of arrangement amongst TMFL, our Company and their respective shareholders, sanctioned by the National Company Law Tribunal, Mumbai vide its order dated May 1, 2025, with appointed date being April 1, 2024, our Board at its meeting dated May 13, 2025 approved the issue and allotment of 183,867,495 Equity Shares to the shareholders of TMFL. For further details, see "*History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamations or any revaluation of assets, in the last 10 years - Scheme of arrangement between Tata Motors Finance Limited (formerly known as Tata Motors Finance Solutions Limited), our Company and the respective shareholders of TMFL and our Company, as sanctioned by the National Company Law Tribunal, Mumbai Bench by way of its order dated May 1, 2025*" on page 365.

Pursuant to the resolution passed by our Board on June 26, 2025, our Company has allotted 51,074,292 Equity Shares aggregating to ₹17,518.5 million on July 18, 2025 to its existing shareholders by way of a rights issue. For details, see, "*Capital Structure – Share capital history of our Company – (a) Equity share capital*" on page 107.

Critical Accounting Policies

A full description of our critical accounting policies adopted in the preparation of our Restated Consolidated Financial Information is provided the Restated Consolidated Financial Information beginning on page 424. The critical accounting policies that our management believes to be the most significant are summarised below.

Interest

Interest consists of consideration for the time value of money, for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs, as well as a profit margin.

Interest income is recognised using the effective interest method. The effective interest rate ("**EIR**") is the rate that exactly discounts estimated future cash flows through the expected life of the financial instrument to the gross carrying amount of the financial asset.

Calculation of the EIR includes all fees paid or received that are incremental and directly attributable to the acquisition or issue of a financial asset or liability.

Interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets (i.e. at the amortised cost of the financial asset before adjusting for any expected credit loss allowance). For credit-impaired financial and purchase originated credit impaired assets the interest income is calculated by applying the EIR to the amortised cost of the credit-impaired financial assets (i.e. at the amortised cost of the financial asset after adjusting for any expected credit loss allowance ("**ECLs**")). The Group assesses the collectability of the interest on credit impaired assets at each reporting date. Based on the outcome of such assessment, the interest income accrued on credit impaired and purchase originated credit impaired financial assets are accounted for as income and written off as per the write off policy of the Group.

The 'amortised cost' of a financial asset is the amount at which the financial asset is measured on initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount and, for financial assets, adjusted for any expected credit loss allowance.

The 'gross carrying amount of a financial asset' is the amortised cost of a financial asset before adjusting for any expected credit loss allowance. Penal/additional interest on default in payment of dues by customer is recognized on realization basis.

Income from direct assignment

Gains (EIS) arising out of direct assignment transactions comprise the difference between the interest on the loan portfolio and the applicable rate at which the direct assignment is entered into with the assignee. The future EIS basis the scheduled cash flows over the expected life, on execution of the transaction, discounted at the applicable rate entered into with the assignee is recorded upfront in the statement of profit and loss. Any subsequent changes in the excess interest spread is recognised with the corresponding adjustment to the carrying amount of the assets.

Income not integral to EIR method under Ind AS 109 and Income from services and distribution of financial products

We recognises the fee and commission income not integral to EIR under Ind AS 109 in accordance with the terms of the relevant customer contracts / agreement and when it is probable that the Group will collect the consideration for items:

Revenue in the form of income from financial advisory (other than for those items to which Ind AS 109 - Financial Instruments are applicable) is measured at the transaction price allocated to the performance obligation, in accordance with Ind AS 115 - Revenue from contracts with customers.

We recognise revenue from contracts with customers (other than financial assets to which Ind AS 109 'Financial instruments' is applicable) based on a five step model as set out in Ind AS 115 'Revenue from contracts with customers'.

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Group allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the Group satisfies a performance obligation.

Fees and commission income

We recognise service and administration charges towards rendering of additional services to its loan customers on satisfactory completion of service delivery. Bounce charges levied on customers for non-payment of instalment on the contractual date is recognised on realisation.

Fees on value added services and products are recognised on rendering of services and products to the customer.

Distribution income is earned by distribution of services and products of other entities under distribution arrangements. The income so earned is recognised on successful distribution on behalf of other entities subject to there being no significant uncertainty of its recovery.

Foreclosure charges are collected from loan customers for early payment/ closure of loan and are recognised on realisation.

Wealth Management Business:

- Brokerage/ Distribution /Fee Income Bonds/ Fixed Deposits/ Unlisted Equity/ Wills and Trust/ Alternative Investment Funds/ International products/ External Asset Cross sell/ Other Referral Products: Income is recognised as per the contractual rate on trade date basis and is exclusive of goods and service tax and securities transaction tax ("**STT**") wherever applicable.
- Insurance Income: Income is recognised for the commission we earn on the issuance of policies logged in during the month and confirmed by the insurers subject to cancellations done by the customers.
- Income from Mutual Funds: Income is recognised as per the commission specified in the agreement on daily average assets under management which is provided by Registrar and Transfer Agents of each Mutual Fund Entities.
- Income from Portfolio Management Services ("**PMS**") and Alternative Investment Funds ("**Trail based AIF**"):
    - Income from PMS and Trail based AIF is recognised on monthly basis on the monthly closing assets of each partner and as per the contractual commission specified in the agreement.
    - Processing fees, if any, are recognised on upfront basis in the year of receipt.
    - Performance based fees, wherever applicable, are recognised as a percentage of annual profit, in accordance with the terms of the agreement with clients on the completion of the period.
- International Products: Income is recognised on monthly basis on the monthly closing assets of each partner and as per the contractual commission specified in the agreement.

Borrowing Cost

Borrowing costs include interest expense calculated using the EIR on respective financial instruments measured at amortised cost, finance charges in respect of assets acquired on finance lease and exchange differences arising from foreign currency borrowings, to the extent they are regarded as an adjustment to interest costs.

The EIR is the rate that exactly discounts estimated future cash flows through the expected life of the financial instrument to the gross carrying amount of the financial liability.

Calculation of the EIR includes all fees paid that are incremental and directly attributable to the issue of a financial liability.

While computing the capitalisation rate for funds borrowed generally, an entity should exclude borrowing costs applicable to borrowings made specifically for obtaining a qualifying asset, only until the asset is ready for its intended use or sale. Borrowing costs (related to specific borrowings) that remain outstanding after the related qualifying asset is ready for intended use or for sale would subsequently be considered as part of the general borrowing costs of the entity.

Financial Instruments

Recognition and measurement:

Financial assets and financial liabilities are recognised in our balance sheet on trade date, i.e., when we become a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs and revenues that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs and revenues of financial assets or financial liabilities carried at fair value through the profit or loss account are recognised immediately in the Statement of Profit or Loss.

Trade Receivables are measured at transaction price.

Financial assets

Classification

On initial recognition, depending on our business model for managing the financial assets and its contractual cash flow characteristics, a financial asset is classified as measured at:

- Amortised cost;
- Fair value through other comprehensive income ("**FVTOCI**"); or
- Fair value through profit and loss ("**FVTPL**").

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortised cost using the EIR method if it meets both of the following conditions and is not recognised as at FVTPL:

- The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Equity Instruments:

On initial recognition of an equity investment that is not held for trading, we may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income ("**OCI**") (designated as FVTOCI - equity investment). This election is made an investment-by-investment basis.

All financial assets not classified and measured at amortised cost or FVTOCI as described above are measured at FVTPL. On initial recognition, we may irrevocably designate the financials assets that otherwise meets the requirements to be measured at amortised cost or at FVTOCI or at FVTPL, if doing so eliminates or significantly reduces the accounting mismatch that would otherwise arise.

<u>Business model assessment</u>

We make an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- The stated policies and objectives for the portfolio and the operation of those policies in practice;
- How the performance of the portfolio is evaluated and reported to our management;
- The risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;

- The frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectation about future sales activity; and
- How managers of the business are compensated (e.g., whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected).

At initial recognition of a financial asset, we determine whether newly recognised financial assets are part of an existing business model or whether they reflect a new business model. We reassess our business models each reporting period to determine whether the business models have changed since the preceding period.

Assessment whether contractual cash flows are solely payments of principal and interest ("**SPPI**")

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. That principal amount may change over the life of the financial assets (e.g., if there are payments of principal). Amount of 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g., liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, we consider the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, we consider:

- Contingent events that would change the amount or timing of cash flows;
- Terms that may adjust the contractual coupon rate, including variable interest rate features;
- Prepayment and extension features; and
- Terms that limit our claim to cash flows from specified assets.

Contractual cash flows that are SPPI are consistent with a basic lending arrangement. Contractual terms that introduce exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement, such as exposure to changes in equity prices or commodity prices, do not give rise to contractual cash flows that are SPPI.

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in the statement of profit or loss. The transaction costs and fees are also recorded related to these instruments in the statement of profit and loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in the statement of profit or loss. Any gain or loss on de-recognition is recognised in the statement of profit or loss.
Financial assets (other than Equity Investments) at FVTOCI	Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the statement of Profit and Loss.
Equity investments at FVTOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in the Statement of Profit and Loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Reclassifications within classes of financial assets

Financial assets are not reclassified subsequent to their initial recognition, except in the period after we change our business model for managing financial assets. The classification and measurement requirements of the new category apply prospectively from the first day of the first reporting period following the change in business model that result in reclassifying our financial assets.

Particulars	Revised classification	Accounting treatment
Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in Statement of Profit and Loss.
FVTPL	Amortised cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI.
FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. Consequently, the asset is measured as if it had always been measured at amortised cost.
FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognised in OCI is reclassified to Statement of Profit and Loss at the reclassification date.

Impairment of Financial Asset

Impairment approach

Overview of the Expected Credit Losses ("**ECL**") principles

The Group records allowance for expected credit losses for all loans (including those classified as measured at FVTOCI), together with loan commitments, in this section all referred to as 'financial instruments' other than those measured at FVTPL. Equity instruments are not subject to impairment under Ind AS 109.

The ECL allowance is based on the credit losses expected to arise over the life of the asset (the lifetime expected credit loss or "**LTECL**"), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12 months' expected credit loss ("**12m ECL**"). Our policies for determining if there has been a significant increase in credit risk are set out in Note 45 of the Restated Consolidated Financial Information found elsewhere in this Draft Red Herring Prospectus.

The 12m ECL is the portion of LTECLs that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date.

Both LTECLs and 12m ECLs are calculated on an individual/portfolio basis- having similar risk characteristic, depending on the nature of the underlying portfolio of financial instruments.

We has established a policy to perform an assessment, at the end of each reporting period, of whether a financial instrument's credit risk has increased significantly since initial recognition, by considering the change in the risk of default occurring over the remaining life of the financial instrument.

Based on the above process, the Group categorises its loans into Stage 1, Stage 2 and Stage 3 & Purchase originated credit-impaired, as described below:

- Stage 1: All loans (other than purchased credit impaired asset) are categorised as Stage 1 on initial recognition. When loans are first recognised, the Company recognises an allowance based on 12mECLs. This also include facilities where the credit risk has improved and the loan has been reclassified from Stage 2.
- Stage 2: Loans which are past due for more than 30 days are categorised as Stage 2. When a loan has shown a significant increase in credit risk since origination, the Company records an allowance for the LTECLs. Stage 2 loans also include facilities, where the credit risk has improved and the loan has been reclassified from Stage 3.
- Stage 3: Loans considered credit-impaired. A default on a financial asset is when the counterparty fails to make the contractual payments within 90 days of when they fall due. Accordingly, the financial assets shall be classified as Stage 3, if on the reporting date, it has been 90 days past due. Further if the customer has requested forbearance in repayment terms, such restructured, rescheduled or renegotiated accounts are also classified as Stage 3. Non-payment on another obligation of the same customer is also considered as a stage 3. Defaulted accounts include customers reported as fraud in the FRMC. Once an account defaults as a result of the DPD condition, it will be considered to be cured only when entire arrears of interest and principal are paid by the borrower. We records an allowance for the LTECLs.
- Purchase Originated Credit Impaired ("**POCI**"): POCI are assets that are credit-impaired on initial recognition. Financial asset that were classified as POCI at initial recognition should be treated as POCI in all subsequent periods

until they are derecognized. At initial recognition, POCI assets are recognized at their fair value. After initial recognition POCI assets are measured at amortized costs.

Undrawn loan commitments

Undrawn loan commitments are commitments under which, over the duration of the commitment, the Group is required to provide a loan with pre-specified terms to the customer. Undrawn loan commitments are in the scope of the ECL requirements.

Financial guarantee contract

A financial guarantee contract requires the Group to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Group are initially measured at their fair values and, if not designated as at FVTPL and not arising from a transfer of a financial asset, are subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with Ind AS 109; and
- the amount initially recognised less, where appropriate, cumulative amount of income recognised in accordance with the Group's revenue recognition policies. The Group has not designated any financial guarantee contracts as FVTPL.

Our for financial guarantee is estimated based on the present value of the expected payments to reimburse the holder for a credit loss that it incurs. The shortfalls are discounted by the interest rate relevant to the exposure.

The Measurement of ECLs

We calculate ECLs based on a probability-weighted scenario to measure the expected cash shortfalls, discounted at an approximation to the EIR. A cash shortfall is the difference between the cash flows that are due to an entity in accordance with the contract and the cash flows that the entity expects to receive.

The mechanics of the ECL calculations are outlined below and the key elements are as follows:

- Probability of Default ("**PD**"): The Probability of Default is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio. PD is calculated based on historical default rate summary of past years using historical analysis.
- Exposure at Default ("**EAD**"): The Exposure at Default is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date, including repayments of principal and interest, whether scheduled by contract or otherwise, expected drawdowns on committed facilities, and accrued interest from missed payments.
- Loss Given Default ("**LGD**"): The Loss Given Default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD.

Impairment losses and releases are accounted for and disclosed separately from modification losses or gains that are accounted for as an adjustment of the financial asset's gross carrying value.

When estimating LTECLs for undrawn loan commitments, the Group estimates the expected portion of the loan commitment that will be drawn down over its expected life. The ECL is then based on the present value of the expected shortfalls in cash flows if the loan is drawn down, based on a probability-weightage. The expected cash shortfalls are discounted at an approximation to the expected EIR on the loan.

The above calculated PDs, EAD and LGDs are reviewed and changes in the forward looking estimates are analysed during the period.

The mechanics of the ECL method are summarised below:

- Stage 1: The 12 months ECL is calculated as the portion of LTECLs that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date. These expected 12-months default probabilities are applied to a forecast EAD and multiplied by the expected LGD.
- Stage 2: When a loan has shown a significant increase in credit risk since origination, the Group records an allowance for the LTECLs. The mechanics are similar to those explained above, but PDs and LGDs are estimated over the lifetime of the instrument. The expected cash shortfalls are discounted by an contractual or portfolio EIR as the case may be
- Stage 3: For loans considered credit-impaired, the Group recognises the lifetime expected credit losses for these loans. The method is similar to that for stage 2 assets, with the PD set at 100%.

- Purchase Originated Credit Impaired: For loans considered POCI, the Company recognises the lifetime expected credit losses for these loans. The method is similar to that for stage 2 assets, with the PD set at 100%.

In ECL model the Group relies on broad range of forward-looking information for economic inputs.

We recognise loss allowance for ECLs on all financial assets at amortised cost that are debt instruments, debt financial assets at fair value through other comprehensive income, loan commitments and financial guarantee contracts. No impairment loss is recognised on equity investments.

When determining whether credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, including on historical experience and forward-looking information Refer Note 45 of the Restated Consolidated Financial Information found elsewhere in this Draft Red Herring Prospectus.

Impairment of Trade receivable and Operating lease receivable

Impairment allowance on trade receivables is made on the basis of lifetime credit loss method, in addition to specific provision considering the uncertainty of recoverability of certain receivables.

Write-off

Impaired loans and receivables are written off, against the related allowance for loan impairment on completion of our internal processes and when we conclude that there is no longer any realistic prospect of recovery of part or all of the loan. For loans that are individually assessed for impairment, the timing of write off is determined on a case-by-case basis. A write-off constitutes a de-recognition event. We have a right to apply enforcement activities to recover such written off financial assets. Subsequent recoveries of amounts previously written off are credited to the statement of profit and loss.

Collateral valuation and repossession

To mitigate the credit risk on financial assets, we seek to use collateral, where possible as per the powers conferred on the Non Banking Finance Companies under the Securitisation and Reconstruction of Financial Assets and Enforcement of Securities Interest Act, 2002 (“**SARFAESI**”).

We provide fully secured, partially secured and unsecured loans to individuals and corporates. In our normal course of business upon account becoming delinquent, we physically repossess properties or other assets in its retail portfolio. Any surplus funds are returned to the customers/obligors. As a result of this practice, the residential properties, vehicles, plant and machinery under legal repossession processes are not recorded on the balance sheet and not treated as non–current assets held for sale unless the title is also transferred in our name.

Presentation of ECL allowance for financial asset:

Type of Financial asset	**Disclosure**
Financial asset measured at amortised cost	shown as a deduction from the gross carrying amount of the assets
Loan commitments and financial guarantee contracts	shown separately under the head “provisions”

Modification and De-recognition of financial assets

Modification of financial assets

A modification of a financial asset occurs when the contractual terms governing the cash flows of a financial asset are renegotiated or otherwise modified between initial recognition and maturity of the financial asset. A modification affects the amount and/or timing of the contractual cash flows either immediately or at a future date. The Group renegotiates loans to customers in financial difficulty to maximise collection and minimise the risk of default. A loan forbearance is granted in cases where although the borrower made all reasonable efforts to pay under the original contractual terms, there is a high risk of default or default has already happened and the borrower is expected to be able to meet the revised terms. The revised terms in most of the cases include an extension of the maturity of the loan, changes to the timing of the cash flows of the loan (principal and interest repayment), reduction in the amount of cash flows due (principal and interest forgiveness). Such accounts are classified as stage 3 immediately upon such modification in the terms of the contract.

Not all changes in terms of loans are considered as renegotiation and changes in terms of a class of obligors that are not overdue is not considered as renegotiation and is not subjected to deterioration in staging.

De-recognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- the rights to receive cash flows from the asset have expired, or
- we have transferred its rights to receive cash flows from the asset and substantially all the risks and rewards of ownership of the asset, or we have neither transferred nor retained substantially all the risks and rewards of ownership of the asset, but have transferred control of the asset.

If we retain substantially all the risks and rewards of ownership of a transferred financial asset, we continue to recognise the financial asset and also recognise a collateralised borrowing for the proceeds received.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of:

- the consideration received (including any new asset obtained less any new liability assumed); and
- any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss.

Any cumulative gain/loss recognised in OCI in respect of equity investment securities designated as at FVTOCI is not recognised in profit or loss on derecognition of such securities.

Securitization and Assignment

In case of transfer of loans through securitisation and direct assignment transactions, the transferred loans are de-recognised and gains/losses are accounted for, only if the Company transfers substantially all risks and rewards specified in the underlying assigned loan contract.

In case of securitisation transactions, the Company retains substantially all the risks and rewards, of ownership of a portion of the transferred loan assets. The Company continues to recognise the entire loan and also recognises a collateralised borrowing for the proceeds received.

Financial liability, Equity and Compound Financial Instruments

Debt and equity instruments that are issued are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by us are recognised at the proceeds received, net of direct issue costs.

Financial liabilities are subsequently measured at the amortised cost using the effective interest method, unless at initial recognition, they are classified as fair value through profit and loss. Interest expenses are recognised in the statement of profit and loss. Any gain or loss on derecognition is also recognised in the statement of profit or loss.

Financial liabilities

A financial liability is a contractual obligation to deliver cash or another financial asset or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to us or a contract that will or may be settled in our own equity instruments and is a non-derivative contract for which we are or may be obliged to deliver a variable number of its own equity instruments, or a derivative contract over own equity that will or may be settled other than by the exchange of a fixed amount of cash (or another financial asset) for a fixed number of our own equity instruments.

Cumulative Redeemable Preference shares ("**CRPS**") is classified as a financial liability as per Ind AS 109 and dividend accrued on such instrument is recorded as Finance cost.

Classification

We classify our financial liability as "Financial liability measured at amortised cost" except for those classified as financial liabilities measured at FVTPL.

De-recognition of financial liabilities

We derecognise financial liabilities when, and only when, our obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Equity

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is an equity instrument.

No gain/loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Treasury shares

When any entity within the Group purchases the company's ordinary shares, the consideration paid including any directly attributable incremental cost is presented as a deduction from total equity, until they are cancelled, sold or reissued. When treasury shares are sold or reissued subsequently, the amount received is recognized as an increase in equity, and the resulting surplus or deficit on the transaction is transferred to/from securities premium.

Instruments entirely equity in nature

The Perpetual debt instruments issued by the Company are assessed for classification as either equity or financial liability in accordance with the principles laid down under Ind AS 32 – Financial Instruments: Presentation.

An instrument is classified as a financial liability if the Company has a contractual obligation to deliver cash or another financial asset to the holder and if the Company has no contractual obligation to deliver cash or financial assets or the Company has full discretion to defer or cancel coupon payments are classified as equity instruments.

Any distributions net of tax on instruments classified as equity are recognised directly in the Statement of Changes in Equity.

Derivative Financial Instruments

Our Group holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if certain criteria are met.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each balance sheet date. The resulting gain/loss is recognised in the statement of profit and loss immediately unless the derivative is designated and is effective as a hedging instrument, in which event the timing of the recognition in the statement of profit and loss depends on the nature of the hedge relationship.

Our Group designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with its floating rate borrowings or letters of credit issued on behalf of customers, or other highly probable forecast transaction arising due to changes in interest rates and/or exchange rates. The effective portion of changes in the fair value of these hedging instruments is recognized in Other Comprehensive Income (OCI).

At inception of designated hedging relationships, our Group documents the risk management objective and strategy for undertaking the hedge. The Company also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

Cash flow hedges

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in OCI and accumulated in the other equity under 'cash flow hedging reserve'. The effective portion of changes in the fair value of the derivative that is recognised in OCI is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. The extent to which the changes in the fair value or the cash flows of the hedging instrument are greater or less than those on the hedged item (ineffective portion of changes in fair value of the derivative) is recognised immediately in profit or loss.

In certain cases, to calculate the value of the change in the hedged item for the purpose of measuring hedge ineffectiveness, the Company uses a derivative that matches the critical terms of the hedged item (hypothetical derivative). The amount that should be recognised in OCI is adjusted to the lower (in absolute terms) of cumulative change in hedging instrument or cumulative change in the hedged item from the inception of the hedge.

Our Group designates only the change in fair value of the spot element of forward exchange contracts as the hedging instrument in cash flow hedge relationships. The change in fair value of the forward element of the forward exchange contracts ('forward points') is amortised on a systematic and rational basis over the period of the contract and accumulated under cash flow hedging reserve.

In case the designated hedging instruments are option contracts, the change in fair value of the time value of an option that has the characteristics of a cost for obtaining protection against a risk over a period of time is recognised in other comprehensive income to the extent that it relates to the hedged item and accumulated under cost of hedging reserve. The time value at the date of designation of the option as a hedging instrument, is allocated on a systematic and rational basis from cost of hedging reserve to profit or loss. over the period of the hedge. The change in intrinsic value of an option contract is recorded in other comprehensive income and accumulated under cash flow hedge reserve.

If a hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in other equity are immediately reclassified to profit or loss.

Cash, Cash equivalents and bank balances

Cash, Cash equivalents and bank balances include fixed deposits, margin money deposits, and earmarked balances with banks which are carried at amortised cost.

Property, plant and equipment ("PPE")

PPE

Property, plant and equipment acquired by the Group are reported at acquisition cost less accumulated depreciation and accumulated impairment losses and estimated cost of dismantling and removing the item and restoring the site on which its located if any. However estimated cost of dismantling and removing the item and restoring the site on which its located does not arise for leased assets since the same are borne by the lessee as per the lease agreement. The acquisition cost includes any cost attributable for bringing an asset to its working condition net of tax/duty credits availed, which comprises of purchase consideration and other directly attributable costs of bringing the assets to their working condition for their intended use. PPE is recognised when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. Subsequent expenditure on PPE after its purchase is capitalized only if it is probable that the future economic benefits will flow to the enterprise and the cost of the item can be measured reliably.

Capital work-in-progress

PPE not ready for the intended use on the date of the Balance Sheet are disclosed as "capital work-in-progress" and carried at cost, comprising direct cost, related incidental expenses and attributable interest.

Other Intangible assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the Group and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation and cumulative impairment. Administrative and other general overhead expenses that are specifically attributable to the acquisition of intangible assets are allocated and capitalised as a part of the cost of the intangible assets. Expenses on software support and maintenance are charged to the Statement of Profit and Loss during the year in which such costs are incurred.

Intangible assets under development

Intangible assets not ready for the intended use on the date of balance sheet are disclosed as "Intangible assets under development".

Depreciation and Amortisation

Depreciable amount for tangible property, plant and equipment is the cost of an asset, or other amount substituted for cost, less its estimated residual value. The residual value of each asset given on operating lease is determined at the time of recording of the lease asset. If the residual value of the Operating lease asset is higher than 5%, we have a justification in place for considering the same.

Depreciation on tangible property, plant and equipment deployed for own use has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of buildings, equipment and vehicles, in whose case the life of the assets has been internally assessed based on the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, etc. Based on internal assessment, depreciation on tangible property, plant and equipment deployed on operating lease has been provided on the straight-line method over the primary lease period of the asset.

Depreciation method is reviewed at each financial year end to reflect expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful life and residual values are also reviewed at each financial year end with the effect of any change in the estimates of useful life/residual value is accounted on prospective basis. Depreciation for additions to/deductions from owned assets is calculated pro rata to the remaining period of use.

Depreciation charge for impaired assets is adjusted in future periods in such a manner that the revised carrying amount of the asset is allocated over its remaining useful life. All capital assets with individual value less than ₹5,000 are depreciated fully in the year in which they are purchased.

Purchased software/ licenses are amortised over the estimated useful life during which the benefits are expected to accrue. The method of amortisation, residual value and useful life are reviewed at the end of each accounting year with the effect of any changes in the estimate being accounted for on a prospective basis. Amortisation on impaired assets is provided by adjusting the amortisation charge in the remaining periods so as to allocate the asset's revised carrying amount over its remaining useful life.

Estimated useful life of Owned assets considered by us are:

Asset	**Estimated Useful Life**
Leasehold Improvements	As per lease period
Furniture and Fixtures	Owned: 10 years
Computer Equipment	Owned: 4 years
Office Equipment	Owned: 5 years
Vehicles	Owned: 4 years
Software Licenses	Owned: 1 to 15 years
Buildings	25 years
Investment Property	69 years
Plant and Machinery	Owned: 10 years

In case of leased assets, useful life is considered as per the lease period.

Investment property

Properties held to earn rentals and/ or capital appreciation are classified as Investment properties and measured and reported at cost, including transaction costs. Subsequent to initial recognition its measured at cost less accumulated depreciation and accumulated impairment losses, if any. When the use of an existing property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of reclassification.

When there is a change in use of an existing property classified as investment property evidenced by commencement of owner occupation, the property is reclassified as PPE at its carrying amount on the date of reclassification.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de-recognition of property is recognised in the statement of profit and loss in the same period.

Impairment of assets

Upon an observed trigger, we review the carrying amounts of its PPE, investment property and intangible asset to determine whether there is any indication that the asset have suffered an impairment loss. If such indication exists, the PPE, investment property and intangible assets are tested for impairment so as to determine the impairment loss, if any.

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is the higher of fair value less cost of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset is estimated to be less than its carrying amount, such deficit is recognised immediately in the statement of profit and loss as impairment loss and the carrying amount of the asset is reduced to its recoverable amount.

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss is recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in the statement of profit and loss.

De-recognition of property, plant and equipment and intangible asset

An item of property, plant and equipment and investment property is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss. An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the Statement of Profit and Loss.

Employee Benefits

Defined Contribution benefits include superannuation fund.

Defined Employee benefits include gratuity fund, provident fund compensated absences and long service awards.

Defined contribution plans

Our contribution to superannuation fund is considered as defined contribution plan and is charged as an expense in the Statement of Profit and Loss based on the amount of contribution required to be made and when services are rendered by the employees.

Defined benefit plans

We make Provident Fund contributions, a defined benefit plan for qualifying employees. Under the Schemes, both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' salary).

The contributions, except that the employer's contribution towards pension fund is paid to the Regional Provident Fund office, as specified under the law, are made to the provident fund set up as an irrevocable trust by Tata Capital Limited and Tata Motors Finance Limited Employees Gratuity Trust.

The interest rate payable to the members of the trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall on account of, if any, shall be made good by the Company. Hence the Company is liable for annual contributions and any deficiency in interest cost compared to interest computed based on the rate of interest declared by the Central Government. The total liability in respect of the interest shortfall of the Fund is determined on the basis of an actuarial valuation. The interest liability arising only to the extent of the aforesaid differential shortfalls is a defined benefit plan. There is no such shortfall as at March 31, 2025, March 31, 2024 and March 31, 2023.

For defined benefit plans in the form of gratuity, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each Balance Sheet date. As per Ind AS 19, the service cost and the net interest cost are charged to the Statement of Profit and Loss.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in Other Comprehensive Income. Past service cost is recognised immediately to the extent that the benefits are already vested.

The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the reporting period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under:

- in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- in case of non-accumulating compensated absences, when the absences occur.

Other long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the year in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date less the fair value of the plan assets out of which the obligations are expected to be settled. Long term service awards are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date.

The obligation is measured on the basis of actuarial valuation using the projected unit credit method and remeasurement gains/ losses are recognised in the statement of profit and loss in the period in which they arise.

Share based payment transaction

The stock options granted to employees pursuant to the company's stock options schemes, are measured at the fair value of the options at the grant date as per Black and Scholes model. The fair value of the options is treated as discount and accounted as employee compensation cost, with a corresponding increase in other equity, over the vesting period on a straight-line basis. The amount recognised as expense in each year is arrived at based on the number of grants expected to vest. If a grant lapses after the vesting period, the cumulative discount recognised as expense, with a corresponding increase in other equity, in respect of such grant is transferred to the general reserve within other equity.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalisation as at March 31, 2025, derived from our Restated Consolidated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with "*Risk Factors",* "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Restated Consolidated Financial Information*" beginning on pages 45, 586 and 424, respectively.

(₹ in million, except ratios)

Particulars	Pre-Offer as at March 31, 2025	As adjusted for the Offer(1)
Borrowings		
Debt Securities (A)	801,415.7	[●]
Borrowings (Other than debt securities) (B)	1,186,204.0	[●]
Subordinated liabilities (C)	96,529.6	[●]
Total Borrowings (A) + (B) + (C) = (D)	**2,084,149.3**	[●]
Equity		
Equity share capital (E)	37,624.4	[●]
Shares pending for issuance (F)	41,627.6	[●]
Other equity (G)	234,586.1	[●]
Total Equity (E) + (F) + (G) = (H)	**313,838.1**	[●]
Total Borrowings to Total Equity (D/H)	**6.6**	[●]

Notes:

1. *The corresponding post Offer capitalization data is not determinable at this stage pending the completion of the book building process and hence has not been furnished. To be updated upon finalization of the Offer Price.*
2. *Pursuant to a scheme of arrangement amongst TMFL, our Company and their respective shareholders, sanctioned by the National Company Law Tribunal, Mumbai vide its order dated May 1, 2025, with appointed date being April 1, 2024, our Board at its meeting dated May 13, 2025 approved the issue and allotment of 183,867,495 Equity Shares to the shareholders of TMFL. For further details, see "History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamations or any revaluation of assets, in the last 10 years" on page 364.*
3. *Pursuant to the resolution passed by our Board on June 26, 2025, our Company has allotted 51,074,292 Equity Shares aggregating to approximately ₹17,518.5 million on July 18, 2025 to its existing shareholders by way of a rights issue. For details, see, "Capital Structure – Share capital history of our Company – (a) Equity share capital" on page 107.*

FINANCIAL INDEBTEDNESS

Our Company and our Subsidiaries avail loans in the ordinary course of business primarily for onward lending to the borrowers of our Company and to meet its business requirements.

Our Shareholders have authorised our Board to borrow such sums of money as may be required for the purpose of the business of our Company. For details of the borrowing powers of our Board, see "*Our Management – Borrowing Powers of our Board of Directors*" on page 379. As of May 31, 2025, outstanding borrowings of our Company (on a consolidated basis) aggregated to ₹2,057,712.4 million. The details of the indebtedness of our Company and our Subsidiaries (on a consolidated basis) as on May 31, 2025, are provided below:

(₹ in million)

Category of borrowings	Sanctioned Amount	Outstanding amount as on May 31, 2025*
Borrowings of our Company		
Secured borrowings (A)		
Privately Placed Non-Convertible Debentures	NA	377,063.0
Public issue of Non-Convertible Debentures	NA	6,928.7
Term loans From Banks in India	831,025.0	483,844.5
Term loans From Others in India	122,555.8	93,085.1
Term loans From Banks outside India	187,739.4	187,739.4
Term loans From Others outside India	8,501.2	8,501.2
Cash Credit and Working capital demand loan	145,146.0	26,109.9
Unsecured borrowings (B)		
Privately Placed Non-Convertible Debentures	NA	25,563.2
Commercial paper	NA	99,900.0
Medium Term Notes	NA	34,203.8
Term Loans from Banks in India	26,500.0	6,500.0
Cash Credit and Working capital demand loan	6,899.0	-
Inter corporate deposits from Others	NA	250.0
Non-Convertible Subordinated Debentures	NA	65,532.5
Cumulative Redeemable Preference Shares	NA	2,869.6
Non-Convertible Perpetual Debentures	NA	10,930.0
Non-fund based borrowings	NA	3,772.6
Total (A+B)		1,432,793.5
Borrowings of our Subsidiaries		
Secured borrowings (C)		
Privately Placed Non-Convertible Debentures	NA	276,551.0
Public issue of Non-Convertible Debentures	NA	1,418.4
Term loans From Banks in India	261,000.0	164,829.0
Term loans From Others in India	7,000.0	6,444.6
National Housing Bank	207,000.0	90,833.8
Term loans From Banks outside India	35,995.0	24,154.2
Cash Credit and Working capital demand loan	36,800.0	3,300.0
Unsecured borrowings (D)		
Commercial paper	NA	45,000.0
Cash Credit and Working capital demand loan	4,000.0	0.0
Privately Placed Non-Convertible Subordinated Debentures	NA	11,600.0
Public issue of Non-Convertible Subordinated Debentures	NA	780.4
Non-fund based borrowings	NA	7.5
Total (C+D)		**624,918.9**
Total (A+B+ C+D)		**2,057,712.4**

**The amount outstanding is the principal amount outstanding as on May 31, 2025.*
As certified by Manian & Rao, Chartered Accountants, by way of their certificate dated August 4, 2025.

Principal terms of the borrowings availed by our Company and Subsidiaries:

The details provided below are indicative and there may be additional terms, conditions and requirements under the various financing documentation executed by our Company and Subsidiaries in relation to our indebtedness.

1. ***Interest/Coupon Rate:*** The applicable rate of interest for the various term loans availed by our Company and our Subsidiaries typically ranges between 5.7% - 9.4%, which is linked to the T-bill and marginal cost of fund-based lending rate or external benchmark rates. The interest rates of cash credit facilities availed by us is typically on a floating rate basis. Further, in terms of the refinance assistance from NHB, the refinance assistance is provided either on a fixed or floating interest rate basis depending on the respective refinance schemes.

   Our Company and our Subsidiaries have also issued NCDs to various subscribers. For such NCD issuance, we enter into debenture trust deeds ("**DTDs**") and, in terms of such DTDs, a specified interest or coupon rate is to be paid. The interest rate for the NCDs issued by our Company and our Subsidiaries as of May 31, 2025, range from 6.2% to 10.3% per annum and accrue on a day to day basis as per the DTD.

2. ***Tenor:*** The original tenor of the majority of term loans availed by our Company and our Subsidiaries typically ranges from approximately six months to ten years. The repayment period for NHB sanctioned refinance facilities ranges from three years to fifteen years. We are required to repay the amounts in instalments as per the repayment schedule stipulated in the relevant loan documentations.

   The maturity period of the NCDs issued by the Company and our Subsidiaries is typically two years to fifteen years. Further, we have in past also issued Perpetual Debentures wherein issuer has call option after end of 10 years from date of allotment.

3. ***Repayment/ Redemption:*** The cash credit and working capital demand loan facilities are typically repayable on demand, or at the elapse of a defined maturity period, which typically ranges from fourteen days to twelve months. The inter-corporate deposits and commercial papers are redeemable on maturity, which typically mature within 12 months and three months to twelve months, respectively. The repayment period for most term loan facilities and NHB sanctioned refinance facilities ranges from six months to nine years and seven years to 10.5 years, respectively. We are required to repay the amounts in such instalments as per the repayment schedule stipulated in the relevant loan documentations.

4. ***Penal interest***: The borrowings and facilities availed by our Company and our Subsidiaries contain provisions for penal interest, over and above the prescribed interest rate, for delayed payment or default in the repayment obligations by our Company and our Subsidiaries. This penal interest typically ranges from nil to 2.0% over the applicable interest rate/ coupon rate.

5. ***Pre-payment penalty:*** The borrowings availed by the Company and our Subsidiaries typically have pre-payment provisions which allow for pre-payment of the outstanding amount, subject to the conditions specified in the borrowing arrangements or as may be determined by the lender or mutually agreed between us and the lender.

6. ***Security:*** In terms of our secured borrowings, the Company and our Subsidiaries are required to create security by way of hypothecation on our respective book-debts, receivables and any other asset as per underlying document. There may be additional requirements for creation of security under the various borrowing arrangements. The security is created by execution of debenture trust deeds ("**DTDs**") for NCDs, and security trustee agreement for bank loans.

7. ***Restrictive covenants:*** In terms of our borrowing arrangements, the Company and our Subsidiaries are required to comply with various financial covenants, restrictive covenants and conditions restricting certain corporate actions, and we are required to take prior consent from the lender or the trustee (acting on the instructions of the majority debenture holders) and/or intimate the respective lender or trustee (acting on the instructions of the majority debenture holders) before carrying out such actions, including, but not limited to the following:

   (a) to effect any adverse changes in our capital structure;

   (b) to formulate or effect any scheme of amalgamation or merger or reconstruction;

   (c) to undertake any activity other than the activities indicated in the objects clause of the memorandum of association of our Company;

   (d) for any transfer of the controlling interest or the management set up of our Company;

   (e) to undertake guarantee obligations on behalf of any other person;

   (f) for declaring any dividend or distribution of profits, if any instalment towards principal or interest remains unpaid on its due date; and

   (g) to create encumbrance, lien or dispose of assets charged in favour of the lenders.

8. ***Events of default:*** Our borrowing arrangements contain standard events of default including, among others:

   (i) non-payment of money due to any person or lender as and when they fall due or when demanded;

   (ii) breach of or default in the performance of or observance of any of the terms, covenants, obligations or undertakings stipulated in the relevant documents;

   (iii) incorrect or misleading representation, warranty or statement under the facility or debenture documents;

(iv) failure to create and perfect security;

(v) any notice or action in relation to actual or threatened proceedings relating to bankruptcy, liquidation or insolvency being initiated against us;

(vi) our Company ceasing or threatening to cease to carry on its business;

(vii) occurrence of event or circumstance which could have a material adverse effect on the lender;

(viii) change in control; and

(ix) cross default in any indebtedness of the Company.

9. ***Consequences of occurrence of events of default:*** In terms of our borrowing arrangements for the facilities availed by our Company and Subsidiaries; and NCDs issued by our Company, the following, among others, are the consequences of occurrence of events of default, whereby the lenders may, *inter alia*:

(i) accelerate repayment of facilities or declare all sums outstanding as immediately due and payable;

(ii) enforce their security interest over the hypothecated assets;

(iii) suspend or cancel any undisbursed amount of the facility;

(iv) disclosure of information to the Credit Information Bureau (India) Limited / information utility and / or any other agency so authorised by RBI as may be required under applicable law; and

(v) appoint nominee directors.

The details provided above are indicative and there may be additional terms, conditions, and requirements under the various outstanding borrowing arrangements of our Company and our Subsidiaries.

For further details on risk factors related to our indebtedness, refer "*Risk Factors – We had borrowings of ₹2,057,712.4 million as at May 31, 2025. Our financing arrangements provide certain conditions and restrictions, and non-compliance could adversely affect our business, results of operations and financial condition*", on page 73.

Details of listed non-convertible debentures issued by our Company

The following table sets forth the ISIN and scrip code of the non-convertible debentures issued by our Company and listed on the debt segment of the BSE and/or NSE, as of May 31, 2025:

ISIN	Scrip Code	Status	Outstanding principal amount (₹ in million)	Maturity/ Call Option date
Tata Capital Limited				
INE306N07KL9	NA	Active	1,900.0	December 19, 2028
INE306N07LF9	NA	Active	3,730.0	June 20, 2029
INE306N07LO1	NA	Active	14,000.0	November 6, 2029
INE306N07LS2	NA	Active	10,000.0	March 6, 2030
INE306N07MN1	NA	Active	4,490.0	September 29, 2031
INE306N07MW2	NA	Active	2,610.0	September 10, 2025
INE306N07MO9	NA	Active	12,500.0	January 20, 2032
INE306N07MQ4	NA	Active	1,810.0	April 29, 2032
INE306N07MS0	NA	Active	2,500.0	June 1, 2032
INE306N07MV4	NA	Active	8,000.0	July 25, 2025*
INE306N07MX0	NA	Active	30,150.0	July 26, 2027
INE306N07MZ5	NA	Active	2,275.0	August 12, 2032
INE306N07NA6	NA	Active	8,160.0	September 7, 2027
INE306N07NC2	NA	Active	350.0	October 13, 2025
INE306N07ND0	NA	Active	18,130.0	October 19, 2027
INE306N07NF5	NA	Active	9,500.0	November 18, 2025
INE306N07NG3	NA	Active	2,000.0	December 8, 2025
INE306N07NH1	NA	Active	8,000.0	April 17, 2026
INE306N07NI9	NA	Active	8,620.0	February 8, 2028
INE306N07NK5	NA	Active	13,100.0	May 21, 2026
INE306N07NJ7	NA	Active	810.0	February 21, 2033
INE306N07NL3	NA	Active	20,000.0	March 13, 2026
INE306N07NM1	NA	Active	200.0	March 16, 2027

ISIN	Scrip Code	Status	Outstanding principal amount (₹ in million)	Maturity/ Call Option date
INE306N07NP4	NA	Active	17,850.0	July 19, 2028
INE306N07NO7	NA	Active	30,000.0	December 3, 2026
INE306N07NQ2	NA	Active	300.0	December 3, 2027
INE306N07NT6	NA	Active	3,437.0	October 20, 2028
INE306N07NS8	NA	Active	19,000.0	January 22, 2027
INE976I07CY9	NA	Active	15,000.0	September 23, 2027
INE306N07NU4	NA	Active	25,000.0	December 7, 2033
INE857Q07232	NA	Active	1,400.0	July 13, 2029
INE857Q07240	NA	Active	600.0	October 16, 2029
INE857Q07273	NA	Active	10,500.0	September 10, 2027
INE857Q07356	NA	Active	500.0	June 20, 2025*
INE306N07NN9	NA	Active	7,441.0	February 8, 2034
INE976I07CS1	NA	Active	1,150.0	February 13, 2029
INE976I07CT9	NA	Active	16,400.0	May 10, 2027
INE976I07CV5	NA	Active	4,160.0	March 21, 2029
INE976I07CX1	NA	Active	7,810.0	July 21, 2034
INE306N07NB4	NA	Active	430.0	August 19, 2025
INE857Q07398	NA	Active	500.0	July 28, 2025*
INE976I07CU7	NA	Active	3,750.0	April 23, 2026
INE976I07CZ6	NA	Active	15,000.0	April 08, 2030
INE306N08490	NA	Active	5,900.0	March 17, 2034
INE976I08409	NA	Active	5,000.0	March 23, 2035
INE976I08342	NA	Active	5,000.0	August 4, 2025*
INE306N08078	NA	Active	900.0	July 22, 2025*
INE306N08151	NA	Active	2,000.0	March 30, 2026
INE306N08193	NA	Active	2,000.0	August 11, 2026
INE306N08201	NA	Active	150.0	October 26, 2026
INE306N08300	NA	Active	2,000.0	December 28, 2028
INE306N08326	NA	Active	2,145.0	April 16, 2029
INE306N08359	NA	Active	1,700.0	November 13, 2029
INE306N08383	NA	Active	3,000.0	September 17, 2030
INE306N08433	NA	Active	1,500.0	June 27, 2031
INE306N08441	NA	Active	5,000.0	November 24, 2031
INE306N08516	NA	Active	15,000.0	July 27, 2033
INE857Q08016	NA	Active	1,500.0	May 10, 2029
INE857Q08024	NA	Active	2,000.0	November 13, 2029
INE857Q08032	NA	Active	1,500.0	July 26, 2030
INE976I08417	NA	Active	11,650.0	September 13, 2034
INE306N08060	NA	Active	1,000.0	July 16, 2025*
INE306N08110	NA	Active	500.0	January 6, 2026
INE306N08128	NA	Active	500.0	February 2, 2026
INE306N08136	NA	Active	1,000.0	February 9, 2026
INE306N08144	NA	Active	1,000.0	March 23, 2026
INE306N08185	NA	Active	500.0	June 30, 2026
INE306N08219	NA	Active	100.0	January 13, 2027
INE306N08227	NA	Active	400.0	March 8, 2027
INE306N08235	NA	Active	500.0	June 21, 2027
INE306N08250	NA	Active	500.0	July 14, 2027
INE306N08268	NA	Active	930.0	September 13, 2027
INE306N08276	NA	Active	1,250.0	March 27, 2028
INE306N08391	NA	Active	1,000.0	September 30, 2030
INE306N08409	NA	Active	750.0	October 21, 2030
INE306N08466	NA	Active	1,000.0	March 01, 2032
INE306N07LL7	NA	Active	924.8	August 26, 2027
INE306N07LM5	NA	Active	6,003.9	August 26, 2027
INE306N08284	NA	Active	295.5	September 27, 2028
INE306N08292	NA	Active	3,418.5	September 27, 2028
INE306N08334	NA	Active	46.5	August 26, 2029
INE306N08342	NA	Active	1,727.0	August 26, 2029
INE601U08309	NA	Active	7,000	August 28, 2026
INE601U08010	NA	Active	500.0	November 13, 2027
INE601U08051	NA	Active	1,500.0	March 29, 2029
INE601U08077	NA	Active	2,000.0	May 31, 2029
Total			**465,354.2**	

**These NCDs have been redeemed as on date.*

As certified by Manian & Rao, Chartered Accountants, pursuant to their certificate dated August 4, 2025.

For the purpose of the Offer, our Company has made the required intimations to and obtained certain consents from our lenders under the relevant loan documents for undertaking activities relating to the Offer. For further details see "*Risk Factor - Our non-convertible debentures, commercial papers and Notes are listed on the BSE, NSE, and India International Exchange Limited and we are subject to strict regulatory requirements with respect to such listed non-convertible debentures. Our inability to comply with or any delay in compliance with such laws and regulations may have an adverse effect on our business, results of operations, cash flows and financial condition*" on page 74. Further, we have not defaulted on any of the obligations under the borrowing arrangements in the past. None of our Promoter or our Directors have provided any guarantee in relation to any of our borrowing arrangements.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Our Company, Promoter, Subsidiaries and Directors are from time to time, involved in various litigation proceedings in the ordinary course of their business. These legal proceedings are primarily in the nature of, amongst others, civil suits, criminal proceedings, writ petitions and tax proceedings. These legal proceedings may have been initiated by our Company, Promoter, Subsidiaries and Directors or by customers, regulators, or other parties, and are pending at different levels of adjudication before various courts, tribunals, enquiry officers and appellate tribunals.

*Except as disclosed in this section, there are no outstanding (i) criminal proceedings (including such matters which are at the FIR stage and no/ some cognizance has been taken by any court); (ii) all actions (including all penalties and show cause notices received) taken by regulatory and / or statutory authorities; (iii) litigation involving claims related to direct and indirect taxes; (iv) other pending civil litigation including arbitration as determined to be material as per the Materiality Policy, in each case involving our Company, Promoter, Subsidiaries, and Directors ("**Relevant Parties**").*

Further, except as stated in this section, there are no (a) disciplinary actions including penalty imposed by the SEBI or Stock Exchanges against our Promoter in the last five Financial Years including any outstanding action; (b) pending litigation involving our Group Companies which may have a material impact on our Company; (c) outstanding criminal cases involving the Key Managerial Personnel and members of the Senior Management; and (d) outstanding action by regulatory and statutory authorities against the Key Managerial Personnel and members of the Senior Management.

For the purpose of identification of material litigation in (iv) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigation to be disclosed by our Company in this Updated Draft Red Herring Prospectus - I pursuant to the Materiality Policy. Accordingly, disclosures of the following types of litigation involving Relevant Parties have been included.

All outstanding litigation, involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and / or statutory authorities, disciplinary actions including any penalty imposed by SEBI or stock exchanges against our Promoter in the last five Financial Years including any outstanding actions, and claims related to tax matters (direct and indirect), would be considered 'material' if:

*(i) The monetary amount of claim by or against the Relevant Parties in any such pending proceeding is in excess of ₹1,654.6 million ("**Materiality Amount**"), being the amount equivalent to 5% of the average of the absolute value of profit or loss after tax, as per the last three restated consolidated financial statements of the Company; or*

(ii) Where the monetary liability is not quantifiable for any other outstanding litigation, or the amount does not cross the Materiality Amount in an individual litigation, the outcome of any such pending proceedings may have a material and adverse bearing on the business, operations, performance, prospects or reputation of our Company; or

(iii) Where the decision in one case is likely to affect the decision in similar cases and the cumulative amount involved in all such cases exceeds the Materiality Amount, even though the amount involved in an individual litigation may not exceed the Materiality Amount.

It is clarified that for the above purposes, pre-litigation notices received by Relevant Parties from third parties (excluding notices from statutory, regulatory or tax authorities or notices threatening criminal action against the Relevant Parties), have not been evaluated for materiality unless such persons are impleaded as defendants or respondents in proceedings before any judicial/arbitral forum, or are notified by any governmental, statutory, or regulatory authority of any such proceeding that may be commenced. Further, depending upon the nature and number of legal proceedings which are in the ordinary course of the business involving our Company, and our Subsidiaries, including matters under section 138 of the NI Act, SARFAESI matters, arbitration proceedings in relation to these matters etc., consolidated disclosures of such similar proceedings, as may be required, have been included in this Updated Draft Red Herring Prospectus – I.

Please note that our Company has taken over certain legal liabilities from TCFSL and TMFL as a result of the schemes of arrangements under which TCFSL and TMFL, along with their respective undertakings have merged with and vested in our Company. For details, see "History and Certain Corporate Matters" and "Our Merger with Tata Motors Finance Limited" on pages 361 and 328, respectively. All such litigations taken over by our Company have been disclosed in this section specifying that the litigation was against or by TCFSL and TMFL, respectively.

Except as stated in this section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board has considered and adopted a policy of materiality for identification of material outstanding dues to creditors, by way of its resolution dated July 4, 2025. In terms of the Materiality Policy, outstanding dues to any creditor of our Company having a monetary value which exceeds 5% of the total trade payables of our Company as of the last date of the latest financial period included in the Restated Consolidated Financial Information of our Company, disclosed in this Updated Draft Red Herring Prospectus – I, shall be considered as 'material'. Accordingly, as on March 31, 2025, any outstanding dues exceeding ₹910.7 million have been considered as material outstanding dues for the purposes of disclosure in this section.

We have disclosed outstanding claims related to direct and indirect taxes involving the Relevant Parties in a consolidated manner, giving the number of cases and total amount involved, and in a descriptive manner, wherein the amount involved exceeds the Materiality Amount specified above. For details of risk in relation to outstanding litigation involving Relevant Parties, also see, "Risk Factors - Our Company, Subsidiaries, Directors, Promoter, Key Managerial Personnel and members of the Senior Management are or may be involved in certain legal proceedings and any adverse outcomes in such proceedings may have a material adverse effect on our reputation, business, results of operations, cash flows and financial condition." on page 55.

Unless otherwise specified, the terms defined in the description of a particular litigation matter pertain to such matter only.

I. Litigation involving our Company

Litigation against our Company

Material civil litigation

Nil

Criminal litigation

1. Meenal Vikram Damani and Vikram Omprakash Damani ("**Complainants**") filed a complaint dated April 13, 2019 ("**Complaint**") before the Senior Superintendent of Police, Dehradun alleging forgery of signatures of the Complainants on mortgage and guarantee documents ("**Documents**") in relation to a loan obtained by Eutopia Auto Private Limited ("**Borrower**") amounting to ₹30.0 million, by certain employees of our Company. The Complainants had requested forensic investigation of the Documents by way of their Complaint. Thereafter, the final report of investigation was filed by the investigating officer and the matter was closed. The Complainants filed a private complaint dated April 16, 2019 under Section 156(3) of the Cr.P.C. before the Court of 3rd Additional Chief Judicial Magistrate, Rajpur, Dehradun ("**ACJM**"), against Mr. Rajiv Sabharwal, our Managing Director and CEO, certain employees of TCFSL and others ("**Accused**") and TCFSL (along with the Accused, the "**Respondents**"), requesting a direction to the Rajpur Police Station to register a first information report alleging that forensic investigation of the Documents had not taken place as requested in their Complaint. Thereafter, a first information report was registered on January 15, 2020 ("**FIR**") against the Respondents by the Rajpur police station, Dehradun under Section 154 of the Cr.P.C. for offences under Sections 120B, 403, 420, 465, 467, 468, 471 and 474 of the IPC on directions issued by the AJCM. Pursuant to the FIR, the Accused filed a criminal writ petition dated September 14, 2020, under Article 226 of the Constitution of India ("**Petition**") before the High Court of Uttarakhand at Nainital ("**Court**") for quashing of the FIR and not to arrest any of the Accused. The Petition was dismissed as infructuous by the Court by way of its order dated September 30, 2021, since the final report of investigation was submitted in the matter. Thereafter, the Complainants filed a writ petition in July 2021 ("**Writ Petition**") before the Court against Mr. Rajiv Sabharwal, our Managing Director and CEO, certain employees of TCFSL and others *inter alia,* praying for the transfer of the FIR to the Central Bureau of Investigation ("**CBI**"). The Court by way of an order dated September 5, 2022, ("**Order**") had disposed the Writ Petition. However, pursuant to an order dated March 3, 2023, the Order has been recalled as the copy of charge sheet was not submitted to the Court in this matter. The Complainants had filed an amendment application to the Writ Petition dated December 7, 2023 ("**Amendment Application**") praying for inclusion of additional paragraphs *inter alia* challenging the exoneration of all accused except one by the investigating officer and praying for a fresh investigation. The Court by way of an order dated July 18, 2025, has issued notice to the Accused to file their objections to the Amendment Application. The matter is currently pending.

2. Paras Proptech Private Limited ("**Complainant**") has filed a complaint dated April 9, 2019 ("**Complaint**") against Mr. Rajiv Sabharwal, our Managing Director and CEO, Mr. Narendra Kamath, the Chief Operating Officer - SME Finance of our Company, certain employees of TCFSL and others ("**Applicants"**) before the Special Chief Judicial Magistrate, Meerut under Sections 406 and 420 of the IPC. The Complainant alleged that TCFSL has not returned the documents of the mortgaged property and the corporate guarantee of ₹75.0 million provided by the Complainant for the loan availed by Raj Sneh Auto Wheels Private Limited ("**Borrower**") even after repayment of the loan amount. Due to default by the Borrower in relation to a term loan availed from TCFSL amounting to ₹75.0 million ("**Loan**") by a group company of the Borrower, namely Raj Sneh Auto India Private Limited ("**Borrower 1**" and along with the Borrower, "**Borrowers**") amounting to ₹345.0 million, TCFSL had approached the High Court of Delhi ("**High Court**") in May 2019 under Section 9 of the Arbitration and Conciliation Act, 1996 for certain interim reliefs against the Borrowers and the other guarantors of the loan availed by the Borrower ("**Guarantors**"). In this regard, the High Court by way of its order dated May 14, 2019 ("**Order**"), restrained the Guarantors from transferring, selling or creating any third party rights in the properties which secured the Loan availed by the Borrower. Subsequently, the Complainant and TCFSL entered into a settlement regarding the Complaint by way of a letter dated September 27, 2019 ("**Settlement**"). The Complainant and the TCFSL jointly agreed in the Settlement to release the charge on property mortgaged by the Complainant on receipt of settlement amount by TCFSL, subject to withdrawal of the Complaint. Pursuant to the Settlement, the Applicants had filed a quashing petition under Section 482 of the Cr.P.C. in November 2019, before the High Court of Judicature at Allahabad ("**Court**") to quash the proceedings emanating from the Complaint. The Court by way of an order dated November 25, 2019, referred the matter to mediation. However, due to failure of the mediation process between the parties, the Applicants have filed a supplementary affidavit in February 2025, to bring on record the certain facts of settlement. The Court has extended any interim relief passed in the matter and the matter is currently pending.

3. B Shruthi ("**Complainant**") filed a complaint in 2022 ("**Complaint**") against TCFSL amongst others, before

the 29th Additional Chief Metropolitan Magistrate, Mayohall, Bengaluru, under Section 200 of the Cr.P.C. The Complainant alleged collusion by TCFSL with Kaushal Kunal ("**Accused**") in relation to grant of loans amounting to ₹12.7 million to the Accused and creation of forged documents without the Complainant's knowledge, committing offences under Sections 415, 416, 420, 463, 464, 465, 468, 469 and 471 of the IPC. Pursuant to the Complaint, a first information report dated August 3, 2022 ("**FIR**") was registered. TCFSL has filed a memorandum of criminal writ petition in September 2023 before the High Court of Karnataka at Bengaluru under Section 482 of the Cr.P.C. to quash the FIR. A stay has been granted *vide* order dated April 5, 2024 by the High Court of Karnataka. The matter is currently pending.

4. Guruswamy Ganga Naikar ("**Complainant**") filed a complaint ("**Complaint**") before the Metropolitan Magistrate's Court at Dadar, Mumbai against TCL ("**Accused**") under Section 200 of the Cr.P.C. for offences punishable under Sections 120-B, 379, 420, 441 and 406 read with Section 34 of the IPC. The Complainant alleged that the Accused sold a faulty vehicle in an auction sale. Further, the Complainant contended that post verification of the auction vehicle, the purchase amount of ₹0.8 million was transferred to TCL, however, before the delivery of the vehicle, TCL in collusion with the owner of the yard allegedly removed all parts of the vehicle, rendering it unusable. The matter is currently pending.

5. A first information report dated October 14, 2009 ("**FIR**") was registered at the instance of Ashok Kumar Dash ("**Complainant**") against Susant Pujari, Debi Prasanna Padhi among others ("**Accused**") by the Airfield Police Station, Khurda under Sections 467, 468, 471, 420 read with Section 34 of the IPC alleging that Debi Prasanna Padhi had sold his vehicle to the wife of the Complainant. However, subsequently, the Complainant came to know that the vehicle had an outstanding loan amounting to ₹0.8 million and the same was refinanced by TCFSL, due to which the vehicle was already transferred in the name of one Susant Pujari. Subsequently, Susant Pujari filed a criminal miscellaneous petition dated October 7, 2022 ("**Petition**") under Section 482 of the Cr.P.C., against the State of Odisha and Ashok Kumar Dash before the High Court of Orissa, Cuttack, impleading TCFSL as a party to this Petition as the vehicle loan was refinanced by TCFSL. Pursuant to the Petition, the Accused has alleged forgery in relation to a no-objection certificate for transfer of ownership of the vehicle and that the Accused had purchased the vehicle through TCFSL after verification of the official records by them. The Accused has prayed for the quashing of the FIR registered against him on the grounds of miscarriage of justice and abuse of process of law due to misconception of facts alleged in the FIR. The matter is currently pending.

6. Hindustan Trailers and Implements Limited through its proprietor S. Vahid ("**Complainant**") filed a complaint dated December 24, 2013 ("**Complaint**") before the Additional Judicial 1st Class Magistrate, Ananthapuramu against TMFL and others ("**Accused**") under Section 200 of the Cr.P.C., alleging offences under Sections 198, 199, and 420 read with Section 34 of the IPC in relation to a vehicle loan amounting to ₹3.6 million sanctioned by TMFL. It was alleged in the Complaint that although the remaining instalments for the loan were already paid, TMFL has filed a complaint against the Complainant under Sections 138 to 142 of the NI Act before the 36th Additional Chief Metropolitan Magistrate at Bengaluru. The Accused has filed a petition dated July 17, 2023, under Section 482 of the Cr.P.C. before the High Court of Andhra Pradesh at Amravati ("**Court**") to quash the criminal proceedings instituted against them. Subsequently, the Court by way of an order dated November 20, 2024, has granted an interim stay on the criminal proceedings. The matter is currently pending.

7. Deekshith ("**Complainant**") filed a complaint dated March 26, 2024 ("**Complaint**") under Section 200 of the Cr.P.C. against TCFSL before the Additional Chief Metropolitan Magistrate, Bangalore, under Sections 402, 420, 427, 470, 506(b) read with Section 120(b) of the IPC. The Complainant alleged that certain employees of TCFSL ("**Accused**") colluded to create a loan amounting to ₹0.8 million fraudulently in the name of the Complainant by using his ID cards and PAN card. The Additional Chief Metropolitan Magistrate, Bangalore, by way of its order dated March 26, 2024, directed the station house officer of Mahalakshmi police station to register a first information report and investigate the matter. Subsequently, a first information report dated May 14, 2024 ("**FIR**") was registered by the police station, Mahalakshmipuram for offences under Sections 120B, 403, 420, 470, and 506(B) of the IPC. TCFSL filed a criminal petition before the High Court of Karnataka at Bengaluru ("**High Court**") under Section 482 of the Cr.P.C. for quashing the proceedings along with the FIR. The High Court by way of an order dated June 24, 2024, granted an interim stay in this matter. The matter is currently pending.

8. Dilip Kumar Hazra ("**Complainant**") filed a complaint dated March 27, 2018 ("**Complaint**") against TMFL and its employees ("**Accused**") under Section 204 of the Cr.P.C. before the Chief Metropolitan Magistrate at Calcutta ("**Metropolitan Magistrate**") for offences under Section 406 and 34 of the IPC. The Complainant purchased a vehicle on hire purchase basis from the Accused for ₹1.9 million. The Complainant alleged that the Accused forcefully, illegally, and wrongfully and without due process of law took possession of the vehicle and even after multiple efforts made by the Complainant to settle the matter, the Accused did not release the vehicle. The Metropolitan Magistrate *vide* its order dated April 4, 2018, issued summons to the Accused and also issued a search warrant for the vehicle under section 94 of the Cr.P.C. Further, by way of

the Metropolitan Magistrate's order dated May 15, 2018, the vehicle was released to Complainant on the condition that the Complainant would provide a bond to pay the remaining amount every month in equated monthly instalments till the full repayment. The Accused filed an application dated October 31, 2022, under Section 482 of the Cr.P.C. before the High Court of Calcutta for the quashing of the criminal proceedings against the Accused for the Complaint filed by the Complainant before the Metropolitan Magistrate. The matters are currently pending.

9. Dilip Kumar Biswas ("**Complainant**") filed a complaint dated March 15, 2023 ("**Complaint**") before the Chief Judicial Magistrate, Jalpaiguri against TMFL and its employees ("**Accused**"), under Section 156(3) of the Cr.P.C. alleging violation of offences under Sections 406, 379, 120B, 506, 34, and 420 of the IPC. The Complainant had purchased a vehicle by availing a loan of ₹1.7 million from TMFL. The Complainant alleged that when he failed to pay the equated monthly instalments, the Accused seized and misappropriated the dumper truck of the Complainant. The Complainant has filed a petition dated March 22, 2023, before the Executive Magistrate, Sadar at Jalpaiguri, under Section 93 and 94 of the Cr.P.C. for issuing a search warrant for the seized vehicle. Subsequently, Judicial Magistrate, Jalpaiguri issued summons dated March 23, 2023, to the branch manager and collection executive of TMFL, Bhakti Nagar, Jalpaiguri, in relation to the matter. The matter is currently pending.

10. Dhanraj Paswan ("**Complainant**") filed a complaint dated November 2, 2019, before the Additional Chief Judicial Magistrate, Danapur against TCFSL among others, ("**Accused**") for committing offences under Sections 147, 148, 149, 323, 341, 307, 380, 452, 420, 467, 468, 471, 120B of the IPC alleging that an unauthorized purchase of a tractor was made in the name of the Complainant and that the Accused indulged in fabrication of documents leading to fraud. The matter is currently pending.

11. Parwinder Singh ("**Petitioner**") has filed a criminal miscellaneous petition dated December 17, 2024 ("**Petition**") under Section 528 of the BNSS against TCFSL and others, ("**Respondent**") before the High Court of Punjab and Haryana at Chandigarh alleging that the Respondent attempted to forcibly take away the vehicle of the Petitioner. The Petitioner has contended that he had applied for a vehicle loan amounting to ₹3.4 million which was to be paid in 57 monthly instalments out of which instalments amounting to ₹0.3 million were remaining to be paid by the Petitioner. The matter has been settled through mediation *vide* settlement agreement dated May 29, 2025 and is listed for withdrawal on the next date of hearing before the High Court of Punjab and Haryana.

12. TCFSL ("**Complainant**") has filed a complaint dated April 21, 2017, against Karan Shingari ("**Defendant**") before Judicial Magistrate I[st] Class, Ludhiana ("**Court**") under Sections 138 and 141 of the NI Act alleging that the cheque issued by the defendant pursuant to a sanctioned loan was returned due to insufficiency of funds. The Court *vide* its order dated January 4, 2025, ordered the Defendant to undergo simple imprisonment for a period of four months and pay a compensation to the Complainant. The Complainant filed two complaints both dated February 20, 2023, against the Accused pursuant to which orders dated January 20, 2025 were passed providing for simple imprisonment of one month to the Defendant. Subsequently, the Defendant has filed a criminal appeal dated January 20, 2025 ("**Appeal**") under Section 430 of the BNSS against the Complainant before the Court of Sessions Judge, Ludhiana challenging the Impugned Order. The matter is currently pending.

13. A first information report dated May 17, 2023 ("**FIR**") was registered at the Banar police station at the instance of Om Prakash Achalaram ("**Complainant**"), Jodhpur City (East) against TCFSL ("**Accused**") for offences under Section 392 of the IPC for a loan amounting to ₹1.9 million. Pursuant to the FIR, the Accused has filed a criminal miscellaneous petition in 2023 before the High Court of Rajasthan, Jodhpur alleging that the Complainant has committed persistent defaults in repayment of the loan amount and has prayed for quashing of the FIR. The matter is currently pending.

14. Kamal Kumar Kakkar ("**Applicant**") filed a revision petition dated February 27, 2023 ("**Petition**") before the Court of District and Session Judge, Panchkula under Section 397 of the Cr.P.C. challenging the orders dated February 28, 2022, and January 31, 2023, passed by the Judicial Magistrate First Class, Panchkula, against TMFL and others ("**Respondent**"). As per the Petition, the Applicant had filed a complaint dated January 10, 2022 ("**Complaint**") under Section 156(3) of the Cr.P.C. for registration of a first information report against the Respondent for offences under Sections 323, 420, 467, 471, 506 and 120-B of the IPC, for allegedly committing fraud by selling an old vehicle to the Applicant for which the Applicant had availed finance facility in the form of a loan amounting to ₹0.3 million from TMFL. The Judicial Magistrate First Class, Panchkula vide its order dated February 28, 2022, has classified the Complaint under Section 200 of the Cr.P.C. and then set aside the Complaint by way of an order dated January 31, 2023. The matter is currently pending.

15. Shiva Kant Rai ("**Complainant**") filed a complaint dated December 18, 2010 ("**Complaint**"), before the Chief Judicial Magistrate, Howrah against TMFL ("**Accused**"), under Section 156(3) of the Cr.P.C. for offences under Sections 406 and 420 of the IPC alleging that the Accused had seized the truck of the

Complainant as the Complainant had failed to pay the equated monthly instalments for a loan of ₹1.1 million sanctioned by TMFL for purchasing the truck on finance. The Complainant allegedly tried to settle the matter with Accused before Lok Adalat of Judge's Court, Hooghly, but the settlement was refused in Lok Adalat by the Accused. The Accused has filed an application under Section 205 of the Cr.P.C. before the Chief Judicial Magistrate, Howrah, challenging the Complaint and alleging that the matter is civil in nature. The matter is currently pending.

16. Manjit Kumar ("**Petitioner**") filed a criminal writ petition dated January 27, 2023 under Article 226 of the Constitution of India and Articles 14, 19, and 21 of the Constitution of India before the High Court of Judicature for Rajasthan, at the Jaipur bench seeking relief against TMFL and others ("**Respondents**") alleging that the Petitioner was robbed of the vehicle with loaded goods and later the police captured the vehicle from unknown persons and took the custody of the vehicle. Further, TMFL filed an application before the Judicial Magistrate, Buhana ("**Judicial Magistrate**") for releasing the vehicle in their favour as the vehicle was hypothecated against loan availed by the Petitioner from TMFL and there was a default of ₹0.8 million in repayment of the loan. The Judicial Magistrate passed an order dated January 11, 2023, for summons and observed that the vehicle was not seized under Section 207 of the Motor Vehicles Act, 1998, and or any other criminal matter. The matter is currently pending.

17. Asha Agarwal ("**Complainant**") filed a complaint dated May 19, 2022 ("**Complaint**") against TMFL ("**Accused**") under Section 190 of the Cr.P.C. read with Section 156(3) of the Cr.P.C. before Additional Chief Judicial Magistrate, Bayana for offences under Sections 420 and 406 of the IPC pursuant to which a first information report dated May 19, 2022 ("**FIR**") was registered. According to the Complaint, the Complainant had purchased a truck from the Accused after taking a loan amounting to ₹2.1 million to be paid in 40 equal instalments and that due to non-payment of one instalment, the Accused has allegedly forcefully taken possession of the truck. The Accused filed a criminal miscellaneous petition dated April 6, 2022, under section 482 of the Cr.P.C. before the High Court of Judicature for Rajasthan at the Jaipur bench for quashing of the FIR and any further proceedings arising out of the FIR against the Accused. The High court of Judicature for Rajasthan through its order dated March 5, 2024, has stayed further proceedings in relation to the FIR. The matter is currently pending.

18. A first information report ("**FIR**") was registered against TMFL ("**Accused**") at the instance of Polu Singh ("**Complainant**") for offences under Section 384 of the IPC at Police Station Vijay Nagar, Ajmer alleging that due to non-payment of equated monthly instalments of a loan availed from the Accused amounting to ₹2.2 million for financing a vehicle, possession of the Complainant's vehicle was taken forcefully. Further, a criminal revision petition dated August 13, 2024, and a monitoring petition in 2023 were also filed by Ramesh Rawat, a relative of the Complainant against TMFL, in order to ensure proper investigation of the FIR. Subsequently, the Accused has filed a criminal miscellaneous petition under Section 482 of the Cr.P.C. before the High Court of Judicature, Rajasthan at Jaipur submitting that the contents of the FIR are false and due procedure was followed by the Accused before seizing the vehicle. The matter is currently pending.

19. A first information report ("**FIR**") was registered at the instance of Ramesh Rawat ("**Complainant**") against TMFL ("**Accused**") for offences under Sections 420 and 406 of the IPC at Police Station Vijay Nagar, Ajmer alleging that due to non-payment of a loan amounting to ₹12.9 million, the Accused forcefully took possession of the trailers against which loan facility was availed by the Accused. The Accused has filed a criminal miscellaneous petition under Section 482 of the Cr.P.C. before the High Court of Judicature, Rajasthan at Jaipur for quashing the FIR and any further proceedings against the Accused submitting that due process was followed while taking possession of vehicle. The matter is currently pending.

20. Srinivasa C.G ("**Complainant**") filed a complaint dated February 16, 2024 before the Additional Civil Judge and Judicial Magistrate First Class, Nelamangala alleging unauthorized repossession of a vehicle financed by a loan of ₹3.6 million from TMFL ("**Respondent**") due to defaults in equated monthly instalments ("**EMI**"). Subsequently, a first information report dated February 16, 2024 ("**FIR**") under Section 154 of the Cr.P.C. was registered under Section 409 and 420 of the IPC by Nelamangala Town police station, Bengaluru. TMFL has filed a writ petition dated July 1, 2024 before the High Court of Karnataka at Bengaluru under Article 226 and 227 of the Constitution of India read with Section 482 of the Cr.P.C. for quashing of the FIR and requesting to grant costs of the petition. The matter is currently pending.

21. Rakhee Dey ("**Respondent**") has filed a petition dated September 30, 2019, under Section 144(2) of the Cr.P.C. before Executive Magistrate at Barrackpore ("**Executive Magistrate**") against employees of TMFL ("**Opposite Party**") for threatening forceful possession of the vehicle against which the loan was availed by the Respondent from TMFL. TMFL ("**Claimant**") had preferred an arbitration under Section 17 of the Arbitration and Conciliation Act, 1996 due to non-payment of equated monthly instalments in relation to a loan agreement entered into with the Respondent for financing a vehicle. The sole arbitrator passed an award dated June 26, 2018, ("**Award**") amounting to ₹0.5 million in favour of Claimant and the Claimant pursuant

to the Award took possession of the vehicle from the Respondent. The Executive Magistrate has passed an order dated October 16, 2019, directing New Barrackpore police station to submit a report and prohibiting Opposite Party from any illegal and unauthorised activity till police report is submitted. The matter is currently pending.

22. Umesh Kumar Mishra ("**Applicant**") filed an application before the Judicial Magistrate First Class, Mauganj, Rewa ("**JMFC Rewa**") under Section 457 of the Cr.P.C. for release of vehicle from the custody of Laur police station, Rewa. Applicant had availed a loan facility amounting to ₹2.2 million ("**Loan**") from TMFL ("**Respondent**") for purchase of a vehicle and subsequently defaulted on repayment of the Loan. Pursuant to default on the Loan an order dated October 31, 2014 was passed by the arbitrator in favour of Respondent along with grant of possession of the vehicle. Later the vehicle was seized by Laur police station, Rewa due to vehicle's involvement in an accident. The JMFC Rewa passed an order dated January 13, 2015 ("**Order**") in favour of Applicant granting possession of the vehicle. The Respondent also filed an application dated January 9, 2015 before the Judicial Magistrate First Class, Seoni under Section 451 & 457 of the Cr.P.C. for release of vehicle from the custody of Laur police station, Rewa which was rejected through the Order. The Respondent filed a criminal revision petition dated February 28, 2015 under 397 of the Cr.P.C. before Additional Sessions Judge, Mauganj, Rewa challenging the Order which was subsequently reversed through an order dated April 10, 2015 in favour of the Respondent. The Applicant filed a petition dated April 17, 2015 under section 482 of the Cr.P.C. before the High Court of Madhya Pradesh, Jabalpur against the order dated April 10, 2015. The matter is currently pending.

23. Barot Keshaji Ravjibhai ("**Complainant**") filed an application dated April 9, 2008 before Additional Chief Judicial Magistrate, Mehsana ("**Application**") for lodging a complaint for offences under section 406, 420, and 405(2) of the IPC against TMFL ("**Accused**"). The Complainant availed a financial facility amounting to ₹0.8 million from the Accused to purchase a car however subsequently the Complainant failed to make repayment of the equated monthly instalments pursuant to which the vehicle was seized and possession was taken by the Accused. Complainant's Application was rejected by Additional Chief Judicial Magistrate, Mehsana under section 203 of the Cr.P.C. through an order dated February 6, 2010 ("**Order**"). The Complainant filed a criminal miscellaneous application under Section 97 of the Cr.P.C. before Additional Sessions Judge, Mehsana dated April 7, 2012 against the Order which was later rejected through order dated July 18, 2013. The Complainant filed a special criminal application dated April 27, 2015 before the High Court of Gujarat at Ahmedabad for setting aside the impugned Order and order dated July 18, 2013 passed by Additional Sessions Judge, Mehsana. The matter is currently pending.

24. A first information report dated July 11, 2023 ("**FIR**") was registered at the instance of Balubhai Katara on behalf of Kotwal Dhruvin Ashwinbhai ("**Complainant**") under Section 154 of the Cr.P.C. by Vijaynagar police station, Sabarkantha for offences under Sections 304, 323, 506(1) and 34 of the IPC against TMFL and others ("**Accused**"). As per the FIR, the Complainant had availed a financial facility of ₹3.5 million from the Accused for purchasing a vehicle and later defaulted on the repayment of monthly instalments subsequent to which the vehicle was forcefully seized. Thereafter, an application dated July 18, 2023 ("**Application**") was filed by the Complainant under Section 451 of the Cr.P.C. before the Judicial Magistrate First Class, Sabarkantha ("**Magistrate**") for possession of the vehicle. The Magistrate rejected the Application through an order dated October 18, 2023 ("**Order**"). A criminal revision application dated October 18, 2023 was filed by the Complainant challenging the Order before Additional Sessions Judge, Idar which was rejected by way of an order dated July 18, 2024 ("**Revision Order**"). An application dated July 29, 2024, has been filed by the Complainant under Section 482 of the Cr.P.C. before High Court of Gujarat at Ahmedabad for setting aside the Revision Order. The matter is currently pending.

25. Rajesh Sinha ("**Complainant**") filed a complaint dated April 12, 2023 ("**Complaint**"), under Section 94 of the Cr.P.C. before Additional Chief Judicial Magistrate, Haldia, East Medinipur ("**Court**") against TMFL ("**Accused**"). As per the Complaint, the Complainant brought a vehicle and availed a loan facility amounting to ₹0.4 million from Accused, however it was later discovered that there are other loans sanctioned against the Complainant for which he allegedly did not apply. Court took cognizance against the Accused for offences under Sections 420 and 406 of the IPC through order dated July 16, 2024. Subsequently, the Accused has filed a quashing petition under Section 482 read with 528 of the BNSS dated May 23, 2025, before the High Court of Calcutta alleging that the complaint was filed on false and frivolous grounds and for quashing of Order. The matter is currently pending.

26. A first information report dated April 2, 2024 ("**FIR**") was registered at the instance of Ram Lal ("**Complainant**") under Section 154 of the Cr.P.C. against TMFL ("**Accused**") before Nasirabad police station, Ajmer for offences under Sections 420, 406 and 120-B of the IPC. As per the FIR, it has been alleged that the Complainant failed to pay certain equated monthly instalments of a vehicle loan amounting to ₹1.8 million pursuant to which the Accused seized the vehicle forcefully. Pursuant to the FIR, the police has seized the hypothecated vehicle from the Accused. Subsequently, the Accused has filed an application dated May 28, 2024, under Sections 451 and 457 of the Cr.P.C. before Judicial Magistrate, Nasirabad for return of the

vehicle. The matter is currently pending.

27. TCFSL ("**Petitioner**") has filed a criminal miscellaneous petition ("**Petition**") before the High Court of Kerala, Ernakulam bench on March 30, 2021 under Section 482 of the Cr.P.C., seeking quashing of a first information report dated October 23, 2020 ("**FIR**"), registered at the instance of Umesh Mohanan ("**Respondent**") at Police Station, Kalamassery, Kerala alleging offences under Sections 406 and 420 of the IPC pertaining to a transaction in respect of a property mortgaged with TCFSL for a loan amounting to ₹21.5 million. The matter is currently pending.

28. A first information report dated November 20, 2008, has been registered by the Salboni, Paschim Medinipur police station at the instance of Rup Kumar Piri ("**Complainant**"), for offences under Sections 379 and 420 of the IPC against TMFL ("**Respondent**") in relation to a vehicle hypothecated against a loan amounting to ₹0.3 million pursuant to default in payment of monthly instalments by the Complainant. Subsequently, the Respondent has filed a criminal revision petition before the District and Session Judge, Paschim Medinipur in 2012. The matter is currently pending.

29. Biswajit Bera ("**Complainant**") has filed a case under Sections 341, 323, 379 and 34 of the IPC before the Chief Judicial Magistrate, Paschim Medinipur in 2010 against TMFL ("**Respondent**") regarding a vehicle loan amounting to ₹1.0 million. The case pertains to default in payment of monthly instalments by the Complainant due to which the Respondent had initiated legal action (including repossession of the asset) against the Complainant. Subsequently, the Complainant has filed the said case. The matter is currently pending.

30. Anita Rani ("**Petitioner**") has filed a criminal miscellaneous petition dated August 2, 2024 ("**Petition**") under Section 528 of the BNSS against TMFL and others ("**Respondent**") before the Punjab and Haryana High Court. Pursuant to the Petition, the Petitioner has sought direction against the Respondent for allegedly being subjected to harassment by the agents of Respondents and forcible possession of the vehicles against which the Petitioner had availed a financial facility of ₹3.0 million from TMFL without following the due process of law due to non-payment of the instalments of the financial facility. The matter is currently pending.

31. Priyanka Communication (India) Private Limited ("**Petitioner"**) filed a suit before the High Court of Judicature at Bombay ("**High Court**") against our Company and certain other secured lenders ("**Respondents**") alleging that the declaration of special mention account - 2 and classification of loan account as NPA has been wrongly done in violation of RBI norm and prayed, *inter alia*, to stay the proceedings initiated by the Respondents including the proceedings filed under the SARFAESI Act and (ii) claim damages from the Respondents arising out of alleged breach of contract and the loss sustained by the Petitioner. Further, the Petitioner filed a criminal writ petition, under Section 341 of the Cr.P.C., before the High Court against the Respondents praying, *inter alia*, (i) to quash and set aside an order dated November 18, 2024, passed by Sessions Court for Greater Mumbai at Mazgaon, Mumbai and an order dated April 30, 2024, passed by Additional Chief Metropolitan Magistrate, 37th Court at Esplanade, Mumbai ("**CMM Court**"); and (ii) to seek an order or direction for holding a preliminary enquiry into offences allegedly committed by the Respondents under Sections 190, 193, 196, and 200 of the IPC read with Section 195 of the Cr.P.C. Additionally, the Petitioner also filed a writ petition, before the High Court against the Respondents, challenging the order dated February 15, 2025 ("**Order**"), passed by CMM Court, praying, *inter alia,* to quash and set aside the Order. The matters are currently pending.

32. A first information report dated August 31, 2023 ("**FIR**") was registered at the instance of Murthy ("**Complainant**") under Section 154 of the Cr.P.C. against our Company and others ("**Accused**") by the Anugondanahalli Police Station, Bengaluru for offences under Sections 406 and 420 of the IPC. As per the FIR, the Accused allegedly committed fraud upon the Complainant by colluding, dividing illegal gains amongst themselves and failing to deliver the vehicle hypothecated against a loan amounting to ₹0.1 million. The matter is currently pending.

33. A first information report dated March 1, 2025 ("**FIR**") was registered at the instance of Subashchandra Thalavara ("**Complainant**") under Section 173 of the BNSS against our Company and others ("**Accused**") by the Hirehadagali Police Station, Vijayanagara for offences under Sections 108 and 190 of the BNS. The Complainant has alleged that harassment has been committed by the Accused upon the Complainant's wife for the loan amounting to ₹0.4 million availed from our Company which led to her death. The matter is currently pending.

34. Baljeet Singh ("**Petitioner")** has filed a criminal miscellaneous petition dated February 28, 2025 ("**Petition**") under Section 528 of the BNSS before High Court of Punjab and Haryana at Chandigarh against TMFL and others ("**Respondent**"). As per the Petition, the Respondent allegedly forcibly took possession of the vehicle hypothecated against a loan facility amounting to ₹2.2 million availed by the Petitioner. The matter is currently pending.

35. Davinder Singh ("**Petitioner**") has filed a criminal miscellaneous petition dated April 23, 2025 ("**Petition**") under Section 528 of the BNSS before the High Court of Punjab and Haryana at Chandigarh against TMFL and others ("**Respondents**"). As per the Petition, the Petitioner had availed a loan facility ₹0.8 million and petitioner failed to repay the outstanding loan amount pursuant to which the Respondents tried to forcibly take possession of the vehicle. The matter is currently pending.

36. Harmander Singh ("**Petitioner**") has filed a criminal miscellaneous petition dated February 18, 2025 ("**Petition**") under Section 528 of the BNSS before the High Court of Punjab and Haryana at Chandigarh against TMFL and others ("**Respondents**"). The Petitioner has alleged that the Respondents tried to forcibly take possession of the vehicle that was purchased by availing a loan facility amounting to ₹0.2 million, which was to be paid in monthly instalments. The matter is currently pending.

37. Abha Rani Rabha ("**Complainant**") filed a complaint ("**Complaint**") against TMFL ("**Accused**") under Sections 190 and 200 of the Cr.P.C. before Chief Judicial Magistrate, Kamrup at Guwahati ("**Court**") alleging offences under Sections 34, 420 and 406 of the IPC. According to the Complaint, the Accused allegedly did not return the vehicle financed by the Accused. The Court by way of its order dated July 23, 2024 ("**Order**") took cognizance of offences under Sections 34, 406 and 420 of the IPC. The Accused has filed a criminal miscellaneous petition dated May 2, 2025, under Section 528 of the BNSS before the Gauhati High Court for quashing the Order which has been stayed *vide* a stay order dated May 6, 2025 passed by the Gauhati High Court. The matter is currently pending.

38. Shampa Sen ("**Petitioner**") filed an application dated April 9, 2025 ("**Application**") under Section 126 of the BNSS against our Company and others ("**Respondents**") before the District Magistrate, Bidhannagar, North 24 Paraganas, Kolkata seeking legal protection from the Respondents. As per the Application, the Petitioner has alleged physical and mental torture by the Respondents on default in repayment of equated monthly instalments. The matter is currently pending.

39. Saif Ullah ("**Applicant**") filed a miscellaneous application dated February 19, 2025 ("**Application**") under Section 175(3) of the BNSS against our Company and others ("**Respondents**") before the Court of Chief Judicial Magistrate, Saharanpur alleging commission of offences under Sections 316, 318(4), 338, 336(3), 340(2) and 60 of the BNS. The Applicant has alleged that the Respondents were pressurising the Applicant in order to recover a vehicle loan amount of ₹0.1 million sanctioned to him. The matter is currently pending.

40. Sam S Babu ("**Complainant**") filed a complaint dated January 9, 2018 before the Thrissur East police station, Thrissur City against TMFL, its employees and others ("**Accused**") for cheating and extortion pursuant to which a first information report was registered dated January 9, 2018, for offences under Sections 379, 383,464,465, 120B, 420, 448, 499, 294B and 34 of the IPC. The Complainant has alleged that he defaulted on a loan amount availed for purchasing a vehicle pursuant to which the Complainant has alleged that the vehicle was forcefully seized and threats were issued for repayment of the remaining loan amount. The matter is currently pending.

41. TCFSL ("**Complainant**") provided a secured home loan amounting to ₹8.0 million ("**Loan**") to Fuzzala Babu Shaik ("**Accused**"). Subsequently the Accused defaulted in repayment of the Loan availed and the Accused's account was declared as a non-performing asset. The Complainant issued a notice dated February 28, 2020, under Section 13(2) of the SARFAESI Act ("**Notice**") to the Accused and others to repay the Loan amount and for further action under Section 13(4) of the SARFAESI Act. The Accused refused to repay the outstanding Loan amount pursuant to which the Complainant filed an application dated December 18, 2024, under Section 14 of the SARFAESI Act before the Court of the Principal Assistant Sessions Judge, Guntur Cum Chief Judicial Magistrate, Guntur ("**Court**") for taking possession of the property and Court ordered possession of the property to the Complainant. Later it was discovered that the Accused trespassed on the property in possession of the Complainant in violation of the Court order. Accordingly, a first information report dated January 11, 2025 was registered at Narsaraopet Town police station, Palnadu against the Accused for offences under Sections 324(4), 329(9) read with 3(5) of the BNS. However, no action was taken against the Accused by the concerned police officers pursuant to which the Complainant filed a petition before the High Court of Judicature of Andhra Pradesh at Amaravathi under Article 226 of the Constitution of India. The matter is currently pending.

42. Shampa Ghosh ("**Complainant**") has filed a complaint dated June 22, 2024 ("**Complaint**") before Krishnagar police station, Nadia against certain employees of TMFL ("**Accused**") for offences under Sections 420, 406 and 120B of the IPC pursuant to which chargesheet dated August 23, 2024 was filed under Sections 420, 406 and 120B of the IPC and proceedings were initiated before Chief Judicial Magistrate, Krishnanagar, Nadia ("**Court**"). As per the Complaint, the Complainant defaulted on the repayment of a loan facility amounting to ₹4.0 million availed from TMFL allegedly and was subsequently allegedly harassed by the Accused to

repay the outstanding amount. The Complainant filed an application ("**Application**") before the City Civil Court at Calcutta ("**Civil Court**") under Order 39 Rule 1 and Rule 2 read with Section 151 of the Code of Civil Procedure, 1908 alleging that the Accused forcefully seized the vehicle hypothecated against the loan facility. Pursuant to the Application, an order dated May 14, 2024 was passed by the Civil Court, allowing the Application and restraining TMFL from taking possession of the disputed vehicle . The Accused has filed a quashing application under Section 528 of the BNSS for setting aside the Court proceedings. The matter is currently pending.

43. Jai Mata Durga Transport Co. ("**Petitioner**") through its proprietor Ramesh Chand Thakur has filed eight petitions dated May 18, 2025, May 18, 2025, May 18, 2025, May 19, 2025, May 19, 2025, May 25, 2025, May 25, 2025, and May 25, 2025, respectively ("**Petitions**") under Section 528 of the BNSS before the High Court of Punjab and Haryana at Chandigarh ("**Court**") against TMFL and others ("**Respondent**") seeking directions for appropriate action against the Respondent. As per the Petitions, the Petitioner had availed eight loan facilities amounting to ₹4.7 million, ₹4.7 million, ₹4.7 million, ₹4.7 million, ₹4.7 million, ₹5.0 million, ₹5.0 million, and 5.0 million respectively for purchasing vehicles and defaulted on the payment of monthly instalments of the outstanding loan amount. The Petitioner has alleged that the Petitioner's vehicles were illegally restrained by agents of the Respondents. The matter is currently pending.

44. A first information report dated June 23, 2025 ("**FIR**") was registered at the instance of Ashok Kumar Vyas ("**Complainant**") under Section 173 of the BNSS against TMFL, Mr. Neeraj Dhawan, the Chief Operating Officer – Motor Finance and Debt Service Management Group, and others ("**Accused**") by Aravali Vihar Police Station, Alwar for alleged offences under Sections 406, 420 and 120-B of the IPC. As per the FIR, the Complainant paid ₹5.5 million and purchased certain vehicles from TMFL but has not received the custody of these vehicles. The Complainant has alleged that the Accused has committed criminal breach of trust by cheating the Complainant. The matter is currently pending.

45. Ashu Sahni ("**Complainant**") filed an application dated April 18, 2025, before the Chief Judicial Magistrate, Agra against TCFSL and others under Section 173(4) of the BNSS for offences under Sections 318(4), 338, 336(3), 340(2), 61(2), 352, 351(2) of the BNS pursuant to which a first information report dated April 30, 2025 ("**FIR**") was registered by the Tajganj Police Station, Agra. As per the FIR, the Complainant's signature was forged by the Accused for availing a loan facility. The matter is currently pending.

46. Israr Ansari ("**Complainant**") filed a complaint dated July 25, 2016, against TMFL and others ("**Accused**") before Kotwali police station, Patna pursuant to which a first information report dated July 25, 2016 was registered by Kotwali police station, Patna against the Accused for offences under Sections 420, 406 and 34 of the IPC. The Complainant has alleged that he had availed a loan facility amounting to ₹2.6 million for purchasing a vehicle pursuant to which the Accused allegedly illegally seized the vehicle and sold it to a third party on default in repayment of monthly instalments. The matter is currently pending.

47. Vikas Kumar Singh ("**Complainant**") filed a complaint dated March 4, 2020**,** under Section 200 of the Cr.P.C. against TMFL and others ("**Accused**") before Chief Judicial Magistrate, Patna ("**Court**") for offences under Sections 420, 406, 418 and 120 (b) of the IPC. The Accused initiated proceedings under the NI Act against the Complainant for outstanding amount of ₹12.5 million. The Court through its order dated May 11, 2022 ("**Order**") took cognizance of offence under Section 406 of the IPC. Thereafter, the Accused has filed a criminal miscellaneous application dated November 11, 2023, under Section 482 of the Cr.P.C. challenging the Order and a complaint in 2025 before the Chief Judicial Magistrate, Patna against the Complainant for allegedly committing forgery of no objection certificate and non-payment of dues. The matter is currently pending.

48. A first information report dated April 17, 2025 ("**FIR**") was registered at the instance of one of the authorised representatives of our Company ("**Complainant**") against Chetanbhai Kanakbhai Parmar ("**Accused 1**") by District Rajkot City Police Station for offences under Sections 420, 465, 467, 468, 471 of the IPC. As per the FIR, the Accused 1 had purchased a vehicle by availing a loan of ₹1.3 million from our Company and defaulted in repayment of the same. The Complainant has alleged that the Accused sold the hypothecated vehicle to a third party and forged a no-objection certificate. A criminal revision application dated June 26, 2025 ("**Application**") has now been filed by Chhaganbhai Nathabhai Mandhva ("**Applicant**") against our Company, Accused 1 and others ("**Accused**") for offences under Sections 465, 467, 468, 471, 420, 114, of the IPC. Applicant has prayed to release the hypothecated vehicle in his favour alleging that he is a bona fide purchaser of the vehicle which was seized by the police in connection with the FIR and has also challenged an order by the lower court handing over the hypothecated vehicle to our Company. The matter is currently pending.

49. TMFL has, in the ordinary course of business, provided loan facilities to various entities ("**Borrowers**") and in cases of default of the outstanding amounts payable by the Borrowers, TMFL invokes the security under

the loan to recover the outstanding amount. In relation to the same, there have been:

(i) 68 criminal applications filed against TMFL under Section 200 of the Cr.P.C. by certain Borrowers in relation to the invoking of the security. The aggregate amount involved in these proceedings is ₹29.4 million, to the extent ascertainable. These cases have been filed pursuant to *inter alia* (a) criminal intimidation while taking possession of the vehicle, (b) criminal breach of trust, and (c) criminal conspiracy among others;

(ii) 49 criminal applications filed against TMFL under Section 154 of the Cr. P.C. by certain Borrowers in relation to the invoking of the security. The aggregate amount involved in these proceedings is ₹24.9 million, to the extent ascertainable. These cases have been filed pursuant to *inter alia* (a) cheating, (b) criminal conspiracy, and (c) misappropriation of funds among others;

(iii) 30 applications that have been filed by certain borrowers before various high courts against TMFL under Section 482 of the Cr.P.C. for quashing of the proceedings initiated in various fora in relation to the invoking of the security by TMFL. The aggregate amount involved in these proceedings is ₹56.6 million, to the extent ascertainable. These cases have been filed pursuant to *inter alia* (a) quashing of certain first information reports that have been filed, and (b) quashing of certain legal proceedings that have been initiated; and

(iv) 26 criminal applications filed against TMFL under Section 156(3) of the Cr. P.C. by certain Borrowers in relation to the invoking of the security. The aggregate amount involved in these proceedings is ₹11.6 million, to the extent ascertainable. These cases have been filed *inter alia* pursuant to: (a) wrongful restraint while taking possession of the vehicle (b) cheating by employees of TMFL, and (c) criminal intimidation while taking possession of vehicle among others.

The matters are currently pending.

Actions taken by regulatory or statutory authorities

1. A complaint dated April 29, 2020, was filed by Nishant P. Bhutada ("**Complainant**") under Section 19 of the Competition Act, 2002 ("**Competition Act**"), against TCFSL, Tata Motors Limited ("**TML**"), TMFL ("**Respondents**") alleging abuse of dominant position under Sections 4(2)(a)(i), 4(2)(d) of the Competition Act and imposition of vertical restraints under Section 3(4)(c) of the Competition Act by the Respondents. The Respondents in their written reply denied abuse of dominant position under Sections 4(2)(a)(i), 4(2)(d) of the Competition Act. Pursuant to this, the Competition Commission of India ("**CCI**") passed a *prima facie* order dated May 4, 2021, and the director general was ordered to conduct investigation only against TML. Subsequent to the director general's investigation, CCI by way of its order dated August 23, 2023 ("**Order**") stated that there was no contravention of the provisions under Sections 3 and 4 of the Competition Act by TML. An appeal dated October 29, 2023 ("**Appeal**") has been filed by the Complainant before the National Company Law Appellate Tribunal, New Delhi, challenging the Order under Rule 26(2) of the National Company Law Appellate Tribunal Rules, 2016. The matter is currently pending.

2. Neha Gupta ("**Informant**") has filed an information dated May 29, 2015, before the Competition Commission of India ("**CCI**") against Tata Capital Financial Services Limited ("**TCFSL**"), Tata Motors Finance Limited ("**TMFL**"), and Tata Motors Limited ("**TML**") ("**Opposite Parties**") alleging contravention of Sections 3 and 4 of the Competition Act, 2002. Pursuant to this, the CCI had passed a *prima facie* order dated May 4, 2021, and the director general was ordered to conduct investigation only against TML. Subsequent to the investigation of Director General, the CCI vide its order dated August 23, 2023 ("**Impugned Order**") did not find any case against TML for contravention. Subsequently, an appeal dated October 25, 2023, has been filed by the Informant before the National Company Law Appellate Tribunal, New Delhi, under Section 53B of the Competition Act, 2002 challenging the findings of the CCI and seeking stay on the Impugned Order. The matter is currently pending.

3. TMFL received a show cause notice dated October 5, 2024, from the Deputy Director of the Directorate of Enforcement pursuant to a complaint dated September 24, 2024, under Section 5(5) of the Prevention of Money Laundering Act, 2002 ("**PMLA**"). TMFL, by way of its written reply dated November 21, 2024, clarified that it is not privy to or aware of the involvement of Lakshmanan P., who was accused of using the proceeds of crime generated out of criminal activity for purchasing a car, in the alleged offence or his source of funds and has no connection with him, except to the extent of loan advanced to him for purchasing a car. TMFL also clarified that it has only provided loan facility to Lakshmanan P. and financed the car to the invoice value of ₹0.7 million. Deputy Director of Enforcement Directorate, Cochin passed a provisional attachment order dated August 29, 2024 ("**PAO**") attaching the property against which loan was provided and the Enforcement Directorate has passed an order dated February 13, 2025 ("**Impugned Order**"), confirming the PAO. TMFL has filed an appeal dated March 16, 2025 against the Impugned Order under Section 26 of the PMLA. The matter is currently pending.

4. The Deputy Director of Enforcement Directorate vide provisional attachment order dated January 8, 2020,

under Section 5(5) of the Prevention of Money Laundering Act, 2002 ("**PMLA**") provisionally attached the property of Jasmeet Singh Dhandra mortgaged with TCFSL ("**Appellant**") as a secured asset for a loan amounting to ₹12.9 million. Further, *vide* an order dated August 31, 2021, the Adjudicating Authority confirmed the provisional attachment ("**Impugned Order**"). The Appellant filed an appeal dated October 21, 2021, before the Appellate Tribunal (PMLA), New Delhi under Section 26 of the PMLA against the Impugned Order seeking quashing of the Impugned Order. Further, the Appellant through an application dated October 21, 2021, also filed for stay of the Impugned Order. The matter is currently pending.

5. The Deputy Director, Directorate of Enforcement ("**ED**") *vide* provisional attachment order dated May 16, 2018 ("**PAO**") provisionally attached the property mortgaged of Shankar Lal Khandelwal with TCFSL as a secured asset for a home equity loan amounting to ₹59.0 million. The Adjudicating Authority, Prevention of Money Laundering Act, 2002 ("**PMLA**") also issued a show cause notice dated July 10, 2018, to TCFSL in relation to the PAO for appearance and passed an order dated November 9, 2018 ("**Impugned Order**"), confirming the PAO. Pursuant to this, TCFSL ("**Appellant**") has filed an appeal dated November 20, 2019 ("**Appeal**"), before the Appellate Tribunal, PMLA, New Delhi against the Enforcement Directorate ("**ED**"), amongst others, ("**Respondent**") under Section 26(1) of the PMLA challenging the Impugned Order. The Respondent filed a reply to the Appeal dated January 21, 2020, denying all allegations, following which the Appellant has filed a rejoinder reiterating all the grounds mentioned in the Appeal. The matter is currently pending.

6. The Deputy Director, Directorate of Enforcement ("**ED**") *vide* provisional attachment order dated April 20, 2020 ("**PAO**") provisionally attached the properties which acted as a security for the finance facilities of ₹4.5 million and ₹3.7 million, respectively, sanctioned to M/s Global Interiors Limited (now M/s Aadya Overseas Ltd) by TCFSL. The Adjudicating Authority, Prevention of Money Laundering Act, 2002 ("**PMLA**") also issued a show cause notice dated July 10, 2018, to TCFSL in relation to the PAO for appearance and passed an order dated June 7, 2021 ("**Impugned Order**"), confirming the PAO. TCFSL ("**Appellant**") filed an appeal dated August 19, 2021, against the ED under Section 26 of the PMLA before the Appellant Tribunal (PMLA), New Delhi against the Impugned Order. The matter is currently pending.

Other material litigation
Nil

Litigation by our Company
Material civil litigation

1. TCFSL ("**Claimant**") had advanced a loan amounting to ₹700.0 million to Siva Ventures Limited (*subsequently merged with Siva Industries and Holdings Limited ("**SIHL**")*) and ₹1,300.0 million to SIHL. The said loans were secured by a pledge of 6,22,25,000 unlisted equity shares of Tata Teleservices Limited ("**TTSL**"). However, due to non-repayment of the outstanding amounts of ₹2,329.0 million, a dispute arose between the parties which was settled by execution of a settlement agreement dated June 10, 2014, whereunder, the Claimant acquired the pledged shares whereas a shareholders' agreement dated June 10, 2014 ("**Shareholders' Agreement**"), and a personal guarantee by C. Sivasankaran were executed. Subsequently, the Claimant invoked the put option under the Shareholders' Agreement which allegedly was not honored by SIHL and C. Sivasankaran.

   Thereafter, arbitration proceedings were initiated by the Claimant against SIHL and C Sivasankaran respectively for claiming an amount of ₹3,433.4 million. The Supreme Court of India ("**Supreme Court**") by way of an order dated April 2, 2018, appointed a sole arbitrator in the matter and the arbitration proceedings were concluded by passing an award dated May 30, 2023, in favor of the Claimant for the entire claim of ₹3,430.0 million with simple interest. The Claimant has filed execution petitions before the High Court of Madras against SIHL and C. Sivasankaran and interim orders of injunction both dated June 12, 2024 ("**Orders**"), have been passed therein. SIHL has now filed an application dated March 19, 2025, for modification of the Orders.

   Further, an application to initiate corporate insolvency resolution process in respect of SIHL under Section 7 of the IBC was admitted by the NCLT and liquidation proceedings were initiated. An application of withdrawal under Section 12A of the IBC was filed by the resolution professional and pursuant to an order by the Supreme Court dated June 3, 2022, SIHL came out of the IBC proceedings in pursuance of a settlement plan agreed between SIHL and its creditors other than TCFSL. Our Company has filed an impleadment application and an application for directions before the Supreme Court seeking certain reliefs qua the excess amount out of the sale proceeds of property mortgaged to another lender. The matters are currently pending.

2. TCFSL ("**Applicant**") had sanctioned a ₹1,000.0 million working capital term loan ("**Loan**") under a term loan agreement dated April 15, 2011 ("**Loan Agreement**") to M/s. Deccan Chronicle Holdings Limited

("**Deccan**") in 2011. Subsequently, due to default in repayment of the Loan by Deccan, the Applicant initiated arbitration proceedings against Deccan. The arbitrator passed an interim award dated April 16, 2014, in favor of the Applicant for ₹1,000.0 million and a final award dated October 1, 2016, for the cost component.

TCFSL has submitted a proof of claim by financial creditor amounting to ₹1,827.2 million dated August 2, 2017 to the interim resolution professional/ resolution professional under Regulation 8 of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016, in respect of the corporate insolvency resolution process ("**CIRP**") alleging that the Corporate Debtor failed to repay a ₹1,000.0 million working capital term loan under a term loan agreement dated April 15, 2011 ("**Loan Agreement**") and also breached the terms of the Loan Agreement. Deccan Chronicle Holdings Limited ("**Corporate Debtor**") is undergoing CIRP pursuant to an application filed by the resolution professional under Sections 30(6) and 31 of the IBC before the Hyderabad Bench of the National Company Law Tribunal at Hyderabad ("**NCLT**"). NCLT approved the resolution plan submitted by M/s SREI Multiple Asset Investment Trust Vision India Fund, one of the resolution applicants ("**Resolution Applicant**") by an order dated June 3, 2019 ("**Resolution Plan**") as it met the requirements under Section 30(2) of the IBC. Further, by an order dated January 23, 2024 ("**Impugned Order**"), NCLT ordered implementation of the Resolution Plan including payment of the entire amount due under the Resolution Plan within 30 days of receipt of the copy of order by the Resolution Applicant. Our Company has filed an interlocutory application dated November 5, 2024, before the Chennai Bench of National Company Law Appellate Tribunal ("**NCLAT**") to be impleaded as a respondent in an appeal connected with this matter. Subsequently, an order was passed by the NCLAT to implead our Company as a party to this proceeding. The matter is currently pending.

3. TCFSL invoked arbitration by way of a letter dated December 9, 2009 ("**Letter**") against Biotor Industries Limited ("**Biotor**") and others (collectively with Biotor, the "**Respondents**"), and filed a claim before a sole arbitrator ("**Arbitrator**") for default in repayment of dues under a bill discounting facility for an amount of ₹300.0 million, whose limit was further enhanced to ₹500.0 million ("**Facilities**") and calling for payment of the dues amounting to ₹356.7 million along with penal charges. TCFSL also filed an arbitration petition dated December 16, 2009, under Section 9 of the Arbitration and Conciliation Act, 1996 for certain interim reliefs, which were granted by way of an order dated October 15, 2010, by the Arbitrator, wherein the Respondents were directed not to deal with or dispose their assets. A statement of claim dated December 10, 2010 ("**Claim**") was filed by TCFSL against the Respondents for an amount of ₹425.1 million along with a penal interest of ₹328.9 million, and for seeking other reliefs. Subsequently, the Respondents filed a written statement and counter claim dated January 29, 2011 ("**Counter Claim**") for claiming damages due to alleged fraud committed upon them, amounting to more than ₹2,500.0 million comprising, *inter alia*, loss of goodwill, unilateral stoppage of bill discounting facility, and premium of insurance policy among others. TCFSL has also filed an application before the sole arbitrator to pass an award rejecting the Counter Claim.

   The Respondents along with one of the directors of Biotor ("**Plaintiffs**") have also filed a suit in December 2012 ("**Suit**") before the High Court of Judicature at Bombay against our Company, certain employees of our Company and others (collectively with our Company, the "**Defendants**") ("**Defendants**"), alleging fraud by the Defendants for colluding with the employees of Biotor and coercing the Plaintiffs to avail the Facilities. Our Company has filed an application before the High Court of Judicature at Bombay under Section 8 of the Arbitration and Conciliation Act, 1996 for rejection of the Suit under Order VII, Rule 11 of the Civil Procedure Code, 1908 and referring the matter to arbitration.

   Further, a petition filed under Section 7 of the IBC ("**Petition**") before the Mumbai Bench of National Company Law Tribunal ("**NCLT**"), against Biotor was admitted and a moratorium was imposed under Section 14 of the IBC. Post the admission of the Petition, NCLT by way of its order dated December 31, 2018, ordered the liquidation of Biotor. A proof of claim has been filed by Our Company in this regard claiming ₹860.8 million from Biotor. The matters are currently pending.

Criminal litigation

1. TCFSL ("**Complainant**") filed a complaint dated October 28, 2021, under Section 25 of the Payments and Settlements System Act, 2007, before the Court of Chief Metropolitan Magistrate, Kolkata ("**Court**") against Value Direct Communications Private Limited, among others, ("**Accused**") alleging dishonour of electronic funds transfer amounting to ₹4.0 million for insufficiency of funds in the account. The Court *vide* its order dated December 14, 2021 ("**Impugned Order**") issued a warrant against the Accused. Subsequently, the Accused filed a criminal revision petition dated September 30, 2022, before the High Court at Calcutta under Section 401 read with Section 482 of the Cr.P.C. for setting aside the Impugned Order. The matter is currently pending.

2. TMFSL ("**Plaintiff**') filed a civil defamation suit before the High Court of Judicature at Bombay ("**Bombay High Court")** against Mohammed Javed Khan ("**Defendant**"), an ex-employee of the Plaintiff on October 23, 2023. The Plaintiff in the Plaint is seeking an order and decree against the Defendant to pay damages to

the Plaintiff for defamation for an amount of ₹1,000.0 million and to restrain the Defendant from publishing any statements and/or broadcasting and/or telecasting any statement and/or causing it to be broadcasted and/or telecasted and/or published, in any manner, on social media platforms, which are defamatory in nature and relates to the activities of the Plaintiff among other ancillary reliefs. As per the Plaint, the Defendant had posted abusive, defamatory, and derogatory comments about the management of the Plaintiff on various posts on the LinkedIn page of the Plaintiff. The Plaint was rejected by the Bombay High Court *vide* its order dated February 27, 2024, under Rule 986 of the Bombay High Court (Original Side) Rules, 1980. The Plaintiff filed an interim application dated August 17, 2024, before the Bombay High Court to restore the case and provide temporary injunction against Defendant. Bombay High Court by way of its order dated November 25, 2024, granted ad-interim relief to Plaintiff by restraining defendant from making any false and defamatory statement against Plaintiff. The matter is currently pending.

3. An application dated October 3, 2022 ("**Application**") was filed by Parivartan Singh ("**Petitioner**") before the Judicial Magistrate First Class, Gurugram ("**Judicial Magistrate**") to seek a stay on proceedings initiated by TCFSL ("**Respondent**") under Section 138 of the NI Act due to initiation of personal insolvency against the Petitioner under Section 94 of the IBC, which triggered an interim moratorium under Section 96 of the IBC. The Judicial Magistrate by way of an order dated August 28, 2024 ("**Order**"), dismissed the Application. Petitioner has filed a quashing petition dated November 17, 2024, under Section 528 of the BNSS, before the High Court of Punjab and Haryana at Chandigarh against the Respondent arising out of the Order. Separately, insolvency proceedings under Section 9 of the IBC were also initiated against Parivartan Buildtech Private Limited before the National Company Law Tribunal, New Delhi. The matter is currently pending.

4. TCFSL ("**Respondent**") filed a criminal complaint dated January 10, 2019, ("**Complaint**") against Arun Tulshidas Kharat (one of the directors of Wings Travels Management (India) Private Limited) ("**Petitioner**") pertaining to dishonour of a cheque amounting to ₹4.3 million issued by the Wings Travels Management (India) Private Limited ("**Wings Travels**") to the Respondent for repayment of loan availed by the Company. The Respondent dispatched the notices dated November 26, 2018, and November 30, 2018, to the Petitioner, but failed to address it to Wings Travels due to which the notices were not delivered to Wings Travels, which then subsequently went into corporate insolvency resolution process vide NCLT Order dated December 3, 2018, pursuant to an application filed previously. The Petitioner filed a special criminal application dated August 27, 2024 ("**Petition")** against the State of Gujarat and Respondent before the High Court of Gujarat at Ahmedabad under Section 528 of the BNSS and Article 226 of the Constitution of India. The Petitioner, *inter alia*, prayed for the quashing of the proceedings pursuant to the Complaint. The matter is currently pending.

5. TCFSL ("**Respondent**") filed a complaint dated December 13, 2021 ("**Complaint**") before XI Additional Small Causes Judges and Additional Chief Metropolitan Magistrate, Bengaluru under Section 200 of the Cr.P.C. for offences under Sections 138 and 142 of the NI Act. The Complaint was filed on the grounds, *inter alia*, that the cheque against the payment of two loans amounting to ₹27.7 million and ₹4.7 million was returned. Santhosh Jacob. E ("**Petitioner**") filed a criminal petition dated April 18, 2023 ("**Petition**"), against TCFSL ("**Respondent**") before the High Court of Karnataka, at Bangalore under Section 482 of the Cr.P.C. The Petition pertains to quashing of the Complaint. Subsequently, the Petitioner filed an interim application dated July 28, 2023 ("**Interim Application**"), before the High Court of Karnataka, at Bangalore ("**High Court**") alleging that the outstanding loan amount has already been paid by the Petitioner and despite the same, the Respondent has filed the Complaint. The High Court by way of an order dated August 7, 2023, placed an interim stay on all the proceedings pursuant to registration of the Complaint. The matter is currently pending.

6. TMFL filed a written complaint dated December 18, 2024, before Deputy Commissioner of Police, Nagpur against Ajmal Mohammad Azam ("**Accused**"), under Sections 336(3), 338, 339, 340(1) and 342(2) of the BNSS for committing financial fraud and breach of trust. TMFL alleged inordinate delay in the repayment of a loan amounting to ₹2.7 million advanced by TMFL to the Accused. Further, TMFL also alleged that the Accused changed the engine and chassis number of the vehicle hypothecated for the loan availed from TMFL. The matter is currently pending.

7. A first information report dated September 29, 2024 ("**FIR**") was registered at the instance of TMFL, through its authorized representative ("**Complainant**") against Narayan Gurjar and Prabhulal Gurjar ("**Accused**") at Pratap Nagar police station, Bhilwara under Section 154 of the Cr.P.C. alleging offences under Sections 420 and 406 of the IPC. The Complainant has alleged that the Accused defaulted in payment of instalments of a vehicle loan amounting to 0.1 million thereby violating the terms of the loan agreement and subsequently also sold the hypothecated vehicle without taking a no-objection certificate from the Complainant. Subsequently, the Complainant has filed an application dated May 28, 2024, under Sections 451, 457 and 459 of the Cr.P.C. before the Judicial Magistrate, Sarwad praying for custody of the vehicle in favor of the Complainant. The

matter is currently pending.

8. TMFL ("**Complainant**") filed a complaint under Section 190 of the Cr.P.C. before the Sessions Court, Ajmer against Shanti Lal and Seva Lal Jat ("**Accused**") alleging offences under Sections 120-B, 403, 406, 420 and 424 of the IPC. As per the Complaint, the Accused defaulted in payment of equated monthly instalments of a financial facility availed from TMFL amounting to ₹1.5 million for purchasing a vehicle and sold the vehicle to a third party. The Complainant has prayed for registering a first information report against the Accused. The matter is currently pending.

9. TMFL ("**Applicant**") filed an application dated April 13, 2017 ("**Application**"), before the Additional Sessions Judge at Thane ("**Court**") against Bhimal Vithal Rathod and others for return of the vehicle, hypothecated against a loan amounting to ₹0.6 million provided by the Applicant to Bhimal Vithal Rathod, which was seized by police for illegal activities before the final settlement of the loan dues. However, our claim for return and sale of the hypothecated vehicle under the Application was rejected by the Court by way of an order dated May 4, 2018 ("**Impugned Order**") as the vehicle was already seized for commission of offences under Sections 399 and 402 of the IPC. The Applicant has filed a criminal revisional application dated May 29, 2018, under Section 403 of the Cr.P.C. before the High Court of Judicature at Bombay challenging the Impugned Order. The matter is currently pending.

10. TMFL has, in the ordinary course of business, filed 138 criminal complaints against various authorities before various fora under Section 457 read with Section 451 of the Cr.P.C. and Section 497 of the BNSS seeking the possession of seized vehicles, *inter alia*, on the grounds that (a) these vehicles are hypothecated in TMFL's favour, (b) leaving these vehicles idle under the custody of the police authorities would deteriorate their condition, thereby reducing their value in addition to the value lose to depreciation, (c) there has been a misrepresentation in availing loans, (d) there has been a default in repayment of loans secured by hypothecation of asset, and (e) there has been a violation of the terms of loan agreement. The aggregate amount involved in these proceedings is approximately ₹201.2 million, to the extent ascertainable. The matters are currently pending.

    Further, in relation to one of the above-mentioned cases, TMFL has filed a criminal revision application under Section 403 of the Cr. P.C against the order passed by the Additional Sessions Judge – II, Thane for our application filed under Section 457 read with Section 451 of the Cr.P.C.

11. TMFL has, in the ordinary course of business, filed 272 criminal applications against various entities before various fora under Section 200 of the Cr.P.C. alleging *inter alia* offences relating to cheating, criminal conspiracy, misappropriation of money by criminal breach of trust, dishonestly causing wrongful gain, disposal and transfer of hypothecated vehicles and non-payment of equated monthly instalments, forgery and fabrication of security documents for availing loan among others. The aggregate amount involved in these proceedings is approximately ₹552.7 million, to the extent ascertainable. The matters are currently pending.

12. TMFL has, in the ordinary course of business, filed 111 criminal applications against various entities before various fora under the Section 156(3) of the Cr.P.C., alleging *inter alia* offences relating to cheating, criminal conspiracy, criminal breach of trust, dishonestly causing wrongful gain, issuance of cheque with an intention to defraud the Company, dishonour of cheque and recovering the due amounts, among others. The matters are currently pending. The aggregate amount involved in these proceedings is approximately ₹332.6 million, to the extent ascertainable.

13. A first information report dated September 26, 2023 ("**FIR**") was registered at the instance of TMFL ("**Complainant**"), against Shamsher Singh ("**Accused")** for possession of the vehicle purchased by the Accused on finance from the Complainant. Pursuant to the FIR, an order dated August 17, 2024 ("**Order**") was passed by the Chief Judicial Magistrate Hisar declaring first right of the Complainant over the vehicle. Accused has filed a criminal revision petition dated September 13, 2024, before Sessions Judge, Hisar challenging the Order. The matter is currently pending.

14. A first information report dated March 10, 2023 ("**FIR**") was registered at the instance of TMFL, through its authorized representative ("**Complainant**") at the Vaishali Nagar, Police Station, Jaipur (West) against Pawan Kumar and others ("**Accused**") under Sections 420, 406, 467, 468, 471 and 120B of the IPC. In addition to the FIR, the Complainant has also filed an application in 2024, under Sections 451, 457 and 459 of the Cr.P.C. before the Court of Judicial Magistrate, Vijayanagar alleging that the Accused defaulted in making payments of a vehicle loan facility amounting to ₹0.2 million sanctioned by TMFL and violated the terms of the loan agreement. The matter is currently pending.

15. TMFL, through its authorized representative ("**Complainant**"), has registered a complaint dated February 4, 2025, before the Station House Officer, Vaishali Nagar, Police Station, Jaipur under Sections 318(4), 316(2), 61(2) of the IPC alleging fraud and cheating by Ganesh Beniwal ("**Accused**"). The Complainant has alleged

that the Accused defaulted in making payments of a vehicle loan amounting to ₹0.7 million and subsequently, sold the vehicle without repaying the loan without obtaining a no-objection certificate from the Complainant. The matter is currently pending.

16. TMFSL ("**Complainant**") filed a complaint dated November 19, 2024 under section 175(3) BNSS before Additional Chief Judicial Magistrate, Ajmer against Goverdhan ("**Accused**"). As per the complaint, the Accused availed a loan facility from Complainant for purchasing a vehicle and was unable to repay the loan availed. The matter is currently pending.

17. TMFSL ("**Complainant**") filed an application dated July 31, 2023 under Section 190 of the Cr.P.C. before the court of Magistrate, Kanpur for offences under section 406, 420 and 120B of the IPC against Rakesh Tripathi ("**Accused**"). Accused purchased two vehicles amounting to ₹12.1 million and later defaulted on the payment of monthly instalments. The matter is currently pending.

18. TMFSL ("**Complainant**") filed a complaint dated April 12, 2022 ("**Complaint**") under Section 156(3) of the Cr.P.C. before the Chief Judicial Magistrate at Osmanabad ("**Court**") against Pratap Sarjerao Lomate and Kashinath Jaganath Doke ("**Accused**") for offences under Sections 420, 467, 468, 406, 418 and 34 of the IPC. The Complainant has alleged that the Accused sold the vehicle which was hypothecated against a financial facility amounting to ₹2.6 million provided by the Complainant to a third party while the facility was outstanding. The Judicial Magistrate, Osmanabad by way of an order dated June 11, 2022 ("**Order**"), rejected the Complaint stating that the matter is civil in nature and pertains to loan default. The Complainant has filed a criminal revision petition dated September 2022 under Section 397 of the Cr.P.C. before the Sessions Judge at Osmanabad for quashing the Order and registering a first information report against the Accused under Sections 420, 467, 468, 406, 418 and 34 of the IPC. The matter is currently pending.

19. TCFSL ("**Complainant**") filed a complaint under Section 190 of the Cr.P.C. for prosecution of M/s Bath Lounge through its proprietor, Shikha Sharma ("**Accused**") under Section 138 read with Section 141 of the NI Act before the Honourable Court of Metropolitan Magistrate, Jaipur on November 2, 2022. According to the complaint, a cheque was dishonoured on August 22, 2022, for an amount of ₹3.1 million for the repayment of a loan against property availed by Accused. Pursuant to this, the Complainant sent a legal notice dated September 20, 2022, to the Accused instructing it to repay the said amount within 15 days of receipt of such legal notice. The Complainant alleged that the Accused failed to pay the amount even after the receipt of the legal notice. As a response to the same, the Accused filed a criminal writ petition dated May 18, 2024, against the State of Rajasthan and TCFSL before the Rajasthan High Court, Jaipur Bench under Section 482 of the Cr.P.C. The Accused prayed for quashing of proceedings against the Accused in the matter pertaining to the dishonour of a cheque. The matter is currently pending.

20. Our Company ("**Complainant**") has filed a written complaint before the Chief Judicial Magistrate, Patna for offences under Sections 406, 420 and 120(B) of the IPC. The Complainant has alleged that Praphull Kumar Tiwari ("**Accused**") defaulted in repayment of monthly instalments of vehicle loan availed by the Accused amounting to ₹3.5 million. Pursuant to this, the Accused has filed a criminal miscellaneous petition requesting an anticipatory bail. The matter is currently pending.

21. A first information report dated December 28, 2024 ("**FIR**") was registered at the instance of our Company ("**Complainant**") under Section 173 of the BNSS against Nagesh Bharadwaj KS and Suma BS ("**Accused**") by Ashoknagar Police Station, Bengaluru City for alleged offences committed under Section 420 of the IPC. As per the FIR, the Accused allegedly absconded and committed default in relation to a loan availed against mortgaged property amounting to ₹6.8 million. The matter is currently pending.

22. A first information report dated June 11, 2025 ("**FIR**") was registered at the instance of TMFL ("**Complainant**") under section 173 of the BNSS against Puri Lal and Satyanaryan ("**Accused**") by Jhalawar Police Station for alleged offences under Sections 318(4), 316(2) and 61(2) of the BNS. As per the FIR, the Accused allegedly defaulted in relation to repayment of a loan amounting to ₹0.4 million. The matter is currently pending.

23. A criminal petition ("**Petition**") was filed in 2022 at the instance of TMFL ("**Petitioner**") under Section 482 of the Cr P.C. against Sumithra ("**Accused**") before the High Court of Karnataka at Bengaluru. As per the Petition, the Accused allegedly defaulted in relation to repayment of a loan amounting to ₹1.5 million availed from the Petitioner. The matter also previously went into arbitration and the arbitral award dated December 14, 2016, allowed the Petitioner to take possession of the vehicle hypothecated by the Accused. Further to this, the Accused approached the District Consumer Forum, Mysore seeking possession of the vehicle but the same was disposed off on November 21, 2017. The Accused subsequently filed an appeal before the District Court, Mysore ("**Court**") in 2017 , and the same was dismissed on January 1, 2019. Thereafter, a private complaint was filed in 2020 ("**Complaint**") before the District Court, Mysore pursuant to which the Chief Judicial Magistrate, Mysore ("**Mysore**") took cognizance of offences under Sections 406, 409, 420, 465, 468

read with Section 34 of the IPC. The Petitioner in the present Petition has contended that the Magistrate has erred in taking cognisance of the proceedings and prayed for quashing the entire proceedings arising out of the Complaint. The matter is currently pending.

24. TMFL ("**Complainant**") has filed a complaint under Sections 210 and 175(3) of the BNS before Judicial Magistrate, First Class against Gurunath Uttam Chavan and others ("**Accused**") for registering a first information report ("**FIR**") for offences under Sections 314, 316(2), 316(4), 318, 318(4), 321, 323, 243, 338, 336(3), 340(2), 318(2), 324(2) and 3(5) of the BNS. As per the FIR, the Accused sold the vehicle hypothecated against a loan facility availed by the Accused from the Complainant amounting to ₹2.0 million for purchasing the vehicle and defaulted in repayment of instalments. The matter is currently pending.

25. TMFL has, in the ordinary course of business, provided loan facilities to various borrowers and in cases of default of the outstanding amounts payable by the borrowers, 22 criminal complaints have been filed against various borrowers before the Chief Judicial Magistrate under the provision of Section 173 of the BNSS for registration of a first information report in relation to (a) default in loan repayment and instalments, and (b) non-registration of FIR. The aggregate amount involved in these proceedings is approximately ₹50.8 million, to the extent ascertainable. The matters are currently pending.

26. TMFL has, in the ordinary course of business, provided loan facilities to various borrowers and in cases of default of the outstanding amounts payable by the borrowers, 23 criminal complaints have been filed against various borrowers before the Chief Judicial Magistrate under the provision of Section 154 of the Cr.P.C. pursuant to *inter alia,* (a) financial fraud and criminal breach of trust, (b) criminal conspiracy, and (c) default in repayment of loan. The aggregate amount involved in these proceedings is approximately ₹161.0 million, to the extent ascertainable. Further, 6 petitions have been filed against various borrowers before the Chief Judicial Magistrate under Section 223 of the BNSS, pursuant to *inter alia*, (a) default in loan repayment and payment of instalments, (b) financial fraud, and (c) alleged malicious evasion of loan. The aggregate amount involved in these proceedings is approximately ₹27.1 million, to the extent ascertainable. The matters are currently pending.

27. TMFL ("**Complainant**") has filed a complaint dated June 26, 2025 under Section 210 of the BNSS before Court of Additional Chief Judicial Magistrate, Jaipur against Bhagchand Yadav ("**Accused**") for offences under Sections 318(4), 316(2) and 61(2) of the BNS. It has been alleged that the Accused had availed a loan facility amounting to ₹1.9 million for purchasing a vehicle from the Complainant and on default in repayment, the Accused allegedly sold the vehicle to a third party and embezzled the loan amount for personal use. The matter is currently pending.

28. TMFL ("**Complainant**") has filed a complaint dated August 16, 2024, before Additional Chief Judicial Magistrate, Shahpura, Jaipur (Rural) under section 210 of the BNSS against Rajaram Gurjar ("**Accused**") for offences under Sections 318(4), 316(4), 338, 336(3), 340(2) and 61(2) of the BNS. The Accused availed a loan facility amounting to ₹1.5 million for purchasing a vehicle from the Complainant however was unable to repay the outstanding loan amount. The Complainant has alleged that the Accused refused to provide possession of the vehicle and did not allow the inspection of the vehicle contrary to as agreed in the terms of the loan facility and eventually sold it to a third party. The matter is currently pending.

29. Our Company ("**Complainant**") has filed a complaint before Additional Chief Judicial Magistrate, Shahpura, Jaipur under section 210 of the BNSS against Bharat Lal ("**Accused**") for offences under Sections 318(4), 310(2), 338, 336(3) and 61 of the BNS. The Accused availed a loan facility amounting to ₹0.7 million for purchasing a vehicle from the Complainant however was unable to repay the outstanding loan amount. The Complainant has alleged that the Accused refused to provide possession of the vehicle and did not allow the inspection of the vehicle contrary to as agreed in the terms of the loan facility and eventually sold it to a third party. The matter is currently pending.

30. TMFL ("**Complainant**") has filed an application dated April 27, 2024, under Section 438 of the BNSS before Court of Chief Judicial Magistrate, Chotaudepur, Gujarat ("**Court**") against Mustak Abdulrheman Malik ("**Accused**") for certain offences alleging that the Accused had availed a loan facility amounting to ₹3.2 million for purchasing a vehicle from the Complainant however was unable to repay the outstanding loan amount. The Complainant allegedly discovered that the Accused sold the vehicle to a third party and embezzled the loan amount for personal use. The Court dismissed the complaint through its order dated July 18, 2024 ("**Order**') under Section 91 of the Cr.P.C. The Complainant filed a criminal revision application under Section 438 of the BNSS before the Court of District and Sessions Judge, Chota Udaipur challenging the Order passed by the Court. The matter is currently pending.

31. TMFL ("**Complainant**") has filed a complaint before Additional Chief Judicial Magistrate, Bharatpur Rajasthan for offences under Sections 314, 316(2), 318(2), 323 and 60 of the BNS against Dal Singh ("**Accused**"). The Accused had availed a loan facility amounting to ₹2.3 million for purchasing a vehicle

from the Complainant and defaulted in repayment of the outstanding loan amount. The Complainant has alleged that the Accused sold the hypothecated vehicle to a third party on default. The matter is currently pending.

32. Our Company and TMFL have, in the ordinary course of business, filed 17 complaints and applications against various customers before various fora under Section 175(3) of the BNSS seeking the possession of certain vehicles, *inter alia*, on the grounds that (a) these vehicles are hypothecated in our Company's and TMFL's favour, (b) there has been a default in the repayment of loans secured by hypothecation of asset, and (c) there has been a violation of the terms of loan agreement. The aggregate amount involved in these proceedings is approximately ₹53.6 million, to the extent ascertainable. The matters are currently pending.

33. Our Company ("**Applicant**") has filed an application under Sections 451, 457 and 459 of the Cr.P.C. before Judicial Magistrate, Jodhpur against Rana Ram and others ("**Respondent**") for possession of a vehicle. The Respondent availed a loan facility amounting to ₹0.5 million for purchasing a vehicle and subsequently defaulted in repayment of the outstanding loan amount. Subsequently, the hypothecated vehicle was seized by Borunda Police Station, Jodhpur Rural as evidence pursuant to a first information report involving third parties. The matter is currently pending.

34. Our Company has, in the ordinary course of business, filed four complaints and applications against various customers before various fora under Section 173(4) of the BNSS to direct registration of cases against the customers, *inter alia*, on the grounds that vehicles are hypothecated in our Company's favour by the customers, and there has been a default in repayment of loans secured by hypothecation of asset. The matters are currently pending.

35. Our Company and TMFL have filed around 134,787 criminal complaints against various entities before various fora under the provisions of Section 138 of the NI Act and Section 25 of the Payment and Settlement Systems Act, 2007, in relation to dishonour of cheques and NACH for the recovery of amounts due to our Company. The total amount involved in all these matters is approximately ₹70,767.9 million, to the extent ascertainable. Further, 26 criminal quashing petitions and nine appeals have been filed against our Company by various petitioners and appellants respectively before various fora challenging the proceedings initiated under Section 138 of the NI Act. The total amount involved in all these petitions is approximately ₹1,201.8 million, to the extent ascertainable. The matters are currently pending.

    Further, in relation to nine of the above-mentioned cases, certain borrowers have filed applications before various high courts under Section 482 of the Cr.P.C. for quashing of the proceedings filed by TMFL, an appeal under Section 374 of the Cr.P.C. before the City Civil and Sessions Judge at Bengaluru, and a revision petition dated November 22, 2017, has been filed before the court of District and Sessions Judge, Karimganj challenging an order dated August 10, 2017, by Additional Chief Judicial Magistrate, Karimganj.

    Further, with reference to the above cases filed by our Company against defaulting customers ("**Customers**"), the following has been filed by the customers:

    (i) A criminal review petition dated October 15, 2019, before the Court of District and Sessions Judge, Jaipur challenging an order dated March 25, 2019, by the Metropolitan Magistrate, Jaipur Metropolitan City;
    (ii) A criminal revision application dated August 8, 2023, has been filed before the Sessions Judge, Haryana challenging an order dated April 21, 2023, by Judicial Magistrate First Class, Ludhiana;
    (iii) A criminal miscellaneous petition has been filed before the High Court of Rajasthan, Jaipur bench under Sections 482 and 483 of the Cr.P.C;
    (iv) A special criminal application has been filed before the High Court of Gujarat at Ahmedabad under Article 226 of the Constitution of India and Section 482 of the Cr.P.C.;
    (v) A criminal petition has been filed before the High Court of Kolkata dated June 10, 2022;
    (vi) A criminal petition has been filed before the Additional City Civil and Sessions Judge, Bengaluru dated July 25, 2023;
    (vii) A criminal review petition has been filed before the High Court of Jharkhand, challenging orders dated February 13, 2024, and April 27, 2023, passed by the Session Judge, Jamshedpur and Judicial Magistrate, First Class, Jamshedpur respectively;
    (viii) A criminal appeal has been filed before the Principal City Civil and Session Judge at Bangalore under Section 415(3) of the BNSS;
    (ix) A revision application dated February 13, 2024 has been filed before Sessions Judge, Satna, Madhya Pradesh;
    (x) A criminal review petition dated September 28, 2023 has been filed before the Court of District and Sessions Judge, Jaipur under Section 397 of the Cr.P.C.; and
    (xi) A criminal miscellaneous petition has been filed before the High Court of Judicature for Rajasthan at Jaipur Bench, Jaipur under Section 482 of the BNSS.

The matters are currently pending.

II. **Litigation *involving our Subsidiaries***

Litigations against our Subsidiaries

Material civil litigation
Nil

Criminal litigation

1. Rinku Khan ("**Complainant**") has filed a complaint dated June 10, 2022 ("**Complaint**") under Section 200 of the Cr.P.C. before the Chief Judicial Magistrate, Alipore ("**Court**") against TCHFL and others ("**Accused**") alleging offences under Sections 34, 35, 120B, 420, 423, 463, 464, 465, 468, of the IPC. The Complainant has alleged that the Accused has committed criminal conspiracy and fraud against the Complainant in relation to a tripartite agreement, a loan agreement and an agreement for sale entered into with the Accused for a home loan amounting to ₹7.0 million for a housing project. The Accused has filed a criminal revision application dated March 19, 2024 before High Court of Calcutta under Section 482 of the Cr.P.C. for quashing of proceedings before the Court challenging an order dated May 17, 2023 passed by the Court allowing a prima facie case against the Accused. The matter is currently pending.

2. Vijay Bothra ("**Complainant**") has filed a complaint under Section 200 of the Cr.P.C. dated December 21, 2015, before the Chief Judicial Magistrate Alipore, against TCHFL and certain employees of TCHFL ("**Accused**") alleging offences under Sections 420, 406, and 34 of the IPC. The Complainant has alleged that the Accused has caused wrongful loss to the Complainant and fraudulently obtained the signatures of the Complainant on loan documents. The matter is currently pending.

3. TCHFL ("**Petitioner**") has filed a criminal writ petition on February 27, 2023, against the State (Government NCT of Delhi) and others ("**Respondent**") before the High Court, Delhi under Section 482 of the Cr.P.C. seeking quashing of a first information report dated January 26, 2023 ("**FIR**") registered at the instance of Anita Kathuria ("**Complainant**") at P.S. Lajpat Nagar, Delhi for offence under Sections 420, 468, 471, 506, 120-B of the IPC against Amit Kathuria, Om Prakash Kathuria and officials of the Petitioner. The case pertains to a home equity loan of ₹17.0 million sanctioned by the Petitioner against property in favour of Amit Kathuria, Nidhi Raheja, Om Prakash Kathuria, Mahesh Kathuria, M/s Tunganath Educational Society, M/s A.K. Furniture Private Limited ("**Respondents**"). Upon default in repayment, the loan account was classified as Non-Performing Asset ("**NPA**"). Petitioner being a secured creditor, initiated proceedings under SARFAESI Act and in order to take possession of the mortgaged asset approached District Magistrate, Gautam Budh Nagar under Section 13 of the SARFAESI Act and subsequently an order was passed dated October 1, 2022, under Section 14 of the SARFAESI Act to take possession of the secured asset and a notice was issued to the respondents. The Complainant filed a police complaint at the Police Station, Lajpat Nagar, New Delhi claiming ownership of the mortgaged/secured asset property. Subsequently the Petitioner has filed this Criminal Writ Petition requesting the court to quash the said FIR and issue ad-interim directions to the police officials to stay the investigation and not take any coercive action against the Petitioner. The matter is currently pending.

4. TCHFL ("**Petitioner**") has filed a criminal miscellaneous petition ("**Petition**") on October 15, 2019, against the State of Rajasthan and Ankit Tiwari before the High Court of Rajasthan, Jaipur bench under Section 482 of the Cr.P.C. seeking quashing of a first information report dated May 2, 2019 ("**FIR**"), registered at the instance of Ankur Tiwari ("**Respondent**") at Police Station, Pratap Nagar, Jaipur alleging offences under Section 420, 406 and 120-B of the IPC pertaining to a loan amounting to ₹1.6 million disbursed in favour of the Respondent. The Petitioner has contended that the FIR was falsely filed by the Respondent to evade payment of outstanding equated monthly instalments for the loan facility availed by him from the Petitioner and therefore the same should be quashed. The High Court of Rajasthan has granted a stay on the proceedings vide an order dated February 11, 2020. The matter is currently pending.

5. Kubera Industries and M.D. Veerhanuman ("**Appellant**") filed a criminal appeal dated November 15, 2024 against TCHFL ("**Respondent**") before the Principal City Civil and Sessions Judge, Bengaluru challenging an order dated October 16, 2024 ("**Order**") passed by the Additional Small Causes Judge, Court of Small Causes, Bengaluru under Section 374(3) of the Cr.P.C. Appellant had availed a loan facility from the Respondent and failed to pay equated monthly instalments amounting to ₹24.4 million. Respondent had filed a complaint against the Appellant before Additional Small Causes Judge, Court of Small Causes, Bengaluru under Section 200 of the Cr.P.C. for offences under Sections 138 and 142 of the NI Act pursuant to which the Order was passed convicting the Appellant. The matter is currently pending.

6. Suresh Kumar Sharma and Rahul Sharma ("**Revisionists**") have filed a criminal revision petition ("**Petition**") in 2025 against TCHFL, among others ("**Respondents**") before the District and Sessions Judge, Lucknow ("**Court**") under Sections 438 and 440 of the BNSS challenging an order dated February 2, 2025 ("**Impugned**

Order") passed by the Chief Judicial Magistrate, Lucknow ("**CJM**"). The Revisionists had approached the CJM through a complaint under Section 173(4) of the BNSS, alleging that the Respondents had forged signatures of the Revisionists on loan documents for a loan amounting to ₹3.4 million. However, the same was dismissed by the CJM vide the Impugned Order. The Revisionists have prayed through the Petition to set aside the Impugned Order and direct the registration of FIR by the concerned police station. The matter is currently pending.

7. A first information report dated May 19, 2023 ("**FIR**") was registered at the instance of Nidhi Singh ("**Complainant**") by Lajpat Nagar police station, Delhi under Section 154 of the Cr.P.C. against TCHFL and other ("**Accused**") for offences under Sections 420, 468, 471 and 120B of the IPC. The Complainant availed a home loan from the Accused amounting to ₹3.4 million. The Complainant has alleged in the FIR that the Accused wilfully conspired for committing the offences of cheating and forgery. The Accused has filed a criminal writ petition dated April 1, 2025 under Article 226 of Constitution of India read with Section 482 of the Cr.P.C. and 528 of the BNSS challenging the FIR. The matter is currently pending.

8. A first information report dated May 19, 2023 ("**FIR**"), was registered by Lajpat Nagar police station, South East Delhi under Section 154 of the Cr.P.C. at the instance of Hemant Soni ("**Complainant**") against TCHFL and others ("**Accused**") for offences under Sections 420, 468, 471 and 120B of the IPC. As per the FIR, the Complainant availed a home loan amounting to ₹3.9 million from the Accused and has alleged that the Accused wilfully conspired for committing the offences of cheating and forgery. The Accused has filed a criminal writ petition dated December 5, 2024, under Article 226 of Constitution of India read with Sections 482 and 528 of the BNSS for quashing of the FIR. The matter is currently pending.

9. TCHFL has filed applications ("**Applications**") against various entities before various fora under the provisions of the SARFAESI Act in relation to symbolic possession and auction of assets. There have been two criminal revision applications filed before the Sessions Judge against TCHFL challenging the orders passed pursuant to the Applications. The matters are currently pending.

Actions taken by regulatory and statutory authorities

1. Enforcement Directorate ("**ED**") registered a case against Tallam Uma Shankar Gupta, and others ("**Defendant**") under Section 3 of the Prevention of Money Laundering Act, 2002 ("**PMLA**") for making monetary gains through scheduled criminal activities under PMLA and further routing them for acquiring immovable/movable assets. A loan amounting to ₹24.0 million for acquiring immovable property was availed by wife of Tallam Uma Shankar Gupta, one of the Defendant. TCHFL ("**Appellant**") has filed an appeal before the Appellate Tribunal, Prevention of Money Laundering Act, New Delhi under Section 26 of the PMLA read with Rule 3 of the Prevention of Money Laundering (Appeal) Rules, 2005 ("**PML Rules**") against the impugned order dated January 9, 2020 ("**Impugned Order**") whereby the Adjudicating Authority, Prevention of Money Laundering, New Delhi had allowed the original complaint filed by M. Raje Saker, Deputy Director, ED ("**Respondent**") and confirmed the provisional attachment order dated July 26, 2019 ("**Provisional Attachment Order**") passed by the Respondent in regard to an immovable property. The Appellant has argued that the Impugned Order violates Sections 8(1), 8(2)(b) read with proviso to Section 8(2) of the PMLA since the Appellant was neither impleaded as a party to the proceedings before the Adjudicating Authority, Prevention of Money Laundering, New Delhi nor any notice, as required under Section 8 of the PMLA was served upon the Appellant. Subsequently, the Appellant has appealed for quashing the Impugned Order and requested vacation of the property attached by way of the Provisional Attachment Order, while also allowing measures for recovery of lawful dues of the Appellant. The matter is currently pending.

2. The enforcement directorate ("**ED**") had issued a provisional attachment order dated June 8, 2023 ("**PAO**") restraining TCHFL from taking any coercive steps against the property in question mortgaged with TCHFL by M/s Malaika Appliances Private Limited, through its director Gilbert Baptist and Marceline Paustine Baptist ("**Borrower**"). The Borrower had availed a loan amounting to ₹56.4 million from TCHFL in 2019 which was later classified as a non-performing asset on November 11, 2020. Following non-payment, notice dated November 17, 2021, was issued under Section 13(2) of the SARFAESI Act and possession proceedings were initiated subsequently. However, an enforcement case information report was registered on January 3, 2022 ("**ECIR**") by the ED and the PAO was issued for the mortgaged properties. The ED had also filed an original complaint dated June 8, 2023, before the Adjudicating Authority under Section 5(5) of the Prevention of Money Laundering Act, 2002 ("**PMLA**") following which a show cause notice dated July 7, 2023, was issued. TCHFL in its reply to the show cause notice submitted judgments and other documents. Subsequently, The ED filed a rejoinder dated August 30, 2023, in response to the reply filed by TCHFL alleging that the order has been issued to safekeep the properties of accused persons and that TCHFL was negligent in issuing loans to the Borrower without checking credit worthiness. Thereafter, TCHFL has filed an appeal dated December 8, 2023, before the Appellate Tribunal, PMLA, New Delhi under Section 26 of the PMLA against the order dated October 26, 2023, confirming the PAO ("**Order**") passed by Adjudicating Authority praying

for setting aside the eviction notice dated November 11, 2023, directing handing over of the secured asset and restraining ED from taking any adverse action in relation to the property mortgaged with TCHFL. The matter is currently pending.

3. The enforcement directorate ("**ED**") had issued a provisional attachment order dated September 27, 2021 ("**PAO**") restraining TCHFL and others from transferring, disposing off, alienating or parting with the property mortgaged against a loan availed from TCHFL by Anukul Maiti and others ("**Borrower**"). The Borrower had availed a loan amounting to ₹20.4 million from TCHFL on November 9, 2012, which was classified as a non-performing asset on February 20, 2017. Following non-payment, a notice dated March 19, 2016, was issued under Section 13(2) of the SARFAESI Act and proceedings to acquire possession were initiated subsequently. However, an enforcement case information report ("**ECIR**") was registered by the ED and the PAO was issued for the mortgaged properties. The ED had also filed an original complaint dated July 25, 2022 against the Borrower, before the Adjudicating Authority under Section 5(5) of the Prevention of Money Laundering Act, 2002 ("**PMLA**") for offences under Section 420 of the IPC. Subsequently, a show cause notice dated December 3, 2021, was issued, and a final order dated July 25, 2021 ("**Order**") was passed by Adjudicating Authority under the PMLA, confirming the PAO. Thereafter, TCHFL has filed an appeal dated April 24, 2025, under Section 26 of the PMLA before the Appellate Tribunal, New Delhi challenging the Order and contending that the properties mortgaged with TCHFL are not liable to be attached. The matter is currently pending.

Litigations by our Subsidiaries

Material civil litigation
Nil

Criminal litigation

1. TCHFL ("**Complainant**") had filed a complaint on March 16, 2020 ("**Complaint**") at Lajpat Nagar Police Station, New Delhi for registering a first information report ("**FIR**") against Abhinay Gulia, Deepika Gulia and Braj Bhushan Singh ("**Accused**") for creation of false and frivolous documents, fraudulently mortgaging property in favour of the Complainant and obtaining an amount of ₹2.9 million by way of a loan facility. The A first information report has been registered at the instance of the Accused against Elevate Fund House to which a reply has been filed by the Complainant. Pursuant to the above mentioned Complaint, a complaint case was filed in the Chief Metropolitan Magistrate, Saket District Court, New Delhi on December 16, 2020, under Section 200 of the Cr. PC along with application under section 156(3) of the Cr.PC. for registering an FIR for offences punishable under Sections 406, 408, 420, 464, 465, 467, 468, 471, 120 B, 34, 107 and 109 of the IPC by the Complainant since there was no action taken by the police officials. As per the case filed, the accused had allegedly mortgaged the property with the intention to cheat the Complainant and had also illegally siphoned off the original sale deed of the mortgaged property with the mala fide intention of defeating the purpose of the loan agreement and defrauding the Complainant. The matter is currently pending.

2. TCHFL ("**Complainant**") has filed an application in the court of, Judicial Magistrate First Class, Ludhiana ("**Court**") under Section 156(3) of the Cr.P.C., seeking directions to the police for registration of a first information report dated March 9, 2023 ("**FIR**") against Preeti, Raj Kumar Bhagirath, Inder Mohan Singh, Amarjit Singh, Makhan Singh, Dalip Kumar and others ("**Accused**") under Sections 420, 406, 467, 468, 470, 471 and 120-B of the IPC pertaining to a loan amounting to ₹15.2 million. The Accused, in the said case, failed to pay the equated monthly instalments for their loans and their accounts were thereby declared as non-performing assets. It was further alleged by the Complainant that the property mortgaged by the Accused for the loan was subject to an existing dispute pending in the civil court of Ludhiana and the same was wilfully concealed at the time of availing the loan. Subsequently, the Complainant had approached the Court for registering the FIR and for ordering a detailed enquiry against the accused in the said matter. The matter is currently pending.

3. Beena Sharma ("**Petitioner**") has filed a criminal miscellaneous petition dated July 11, 2024 ("**Petition**") under Section 482 of the Cr.P.C., before the High Court of Judicature, for Rajasthan at Jaipur for quashing and setting aside the first information report dated June 9, 2023 ("**FIR**") registered at police station, Chitrakoot, Jaipur for offences under Sections 420, 406, 467, 468, 471, 120-B of the IPC filed by TCHFL ("**Respondent**"). The FIR has been registered for fraud and forgery of documents in relation of mortgaged property by the Respondent, in relation to a loan amounting to ₹5.3 million. The Petitioner has prayed for the FIR to be quashed on the grounds that the Petitioner was cheated by third parties and the loan had been fraudulently obtained. The matter is currently pending.

4. TCHFL through one of its authorized representatives ("**Complainant**") has filed a complaint dated May 6, 2015 ("**Complaint**") under Section 156(3) of the Cr.P.C., before the Station House Officer, Police station Defence Colony New Delhi, for offences under Sections 406, 420 and 120-B of the IPC against the directors of Jaipuria Buildcon Private Limited and others ("**Accused**"). As per the Complaint, the Accused, allegedly

committed the offence of cheating and criminal misappropriation of sale consideration of more than ₹30.0 million by selling the flats or units having exclusive and first charge of the Complainant. Later, Police station Defence Colony New Delhi on October 19, 2015, registered first information report dated October 19, 2015, under Section 154 of the Cr.P.C. for offences under Sections 406, 420 and 120-B of the IPC. The matter is currently pending.

5. TCHFL ("**Complainant**") has filed a complaint before Commissioner of Police, Chennai pursuant to which a first information report dated October 14, 2019 ("**FIR**") was registered under Section 154 of the Cr.P.C. against Surilivel, and others ("**Accused**"), for offences under Sections 420, 465, 467, 468, 471 and 120(B) of the IPC. As per the FIR, the Accused had taken a loan of ₹30.0 million against a property and defaulted on several payments of equated monthly instalments alleging that the property against which the loan was provided was sold to a third party basis forged layout plan on which apartment complex was constructed. The matter is currently pending.

6. TCHFL through one of its authorized representatives ("**Complainant**") filed a complaint ("**Complaint**") against Dipu Gupta, Pawan Kumar, Cavana Clothing Private Limited, Rahul Soni, Yashpal Singla, Rajeev Kumar and others ("**Accused**") under Section 154 of the Cr.P.C. before the Station House Officer, Police Station Defence Colony New Delhi, pursuant to which a first information report dated March 31, 2022 was registered for offences under Sections 420, 406, 467, 468, 471 and 120-B of the IPC. As per the Complaint, the Accused availed a loan amounting to ₹11.7 million from TCHFL against a property owned by the Accused for purchase of another property, and alleged that the Accused had forged the property documents, identification documents and sale deed to illegally siphon off the fund and allegedly committed offence of cheating, forgery and criminal misappropriation. The matter is currently pending.

7. TCHFL through one of its authorized representatives ("**Complainant**") has filed a complaint dated June 13, 2023 ("**Complaint**") before Economic Offences Wing, New Delhi against Rajendra Pratap Singh and Swaita Singh ("**Accused**") for offences of cheating, fraud, conspiracy, criminal misappropriation, criminal breach of trust and indulging in organized crime and money laundering under Sections 420, 406 and 120B of the IPC. As per the Complaint, the Accused had availed a home loan facility of ₹33.1 million for purchasing a property and allegedly continuously defaulted on the payment of equated monthly installments. Further, it was alleged the Accused took the loan on the behalf of the seller of the property for a commission and the actual beneficiary of the loan was the seller of the property. The Economic Offences Wing, New Delhi registered a FIR dated April 19, 2024, against Accused under Sections 420, 406 and 120B of the IPC. The matter is currently pending.

8. TCHFL through one of its authorized representatives ("**Complainant**") filed a complaint dated August 13, 2024 ("**Complaint**") against Mohd Furkan Qureshi and Farha Naaz ("**Accused**") before the Commissioner of Police pursuant to which a first information report was registered on January 11, 2025, under Section 173 of the BNSS for the offences under Sections 316(2), 318(4), 336(3), 340(2), 61(2) and 3(5) of the BNS. As per the Complaint, Accused availed a loan facility of ₹4.2 million for purchasing a property and subsequently defaulted on the payment of equated monthly instalments. It was further alleged that the Accused, had created forged document of mortgaged property for availing the loan and illegally siphoned off the loan amount and committed offences of cheating, forgery and criminal misappropriation. The matter is currently pending.

9. TCHFL through one of its authorized representatives ("**Complainant**") filed a complaint ("**Complaint**") before Chief Metropolitan Magistrate, Saket District Court, New Delhi under Section 200 of the Cr.P.C. subsequently, a first information report April 29, 2019 was registered at Lajpat Nagar, Police Station under Section 154 of the Cr.P.C. for offences under Sections 420, 467, 468, 471 and 120B of the IPC against SLR Impex Private Limited and others ("**Accused**") for directions under Section 156(3) of the Cr.P.C. to Police Station Lajpat Nagar for initiating investigation of the matter. As per the Complaint, Accused had availed a loan facility amounting to ₹12.5 million by using forged documents and defrauded the Complainant. The matter is currently pending.

10. TCHFL through one of its authorized representatives ("**Complainant**") filed a complaint ("**Complaint**") before Station House Officer Lajpat Nagar Police Station, New Delhi against Sudhandra Devi Rangnathan and Others ("**Accused**") for committing offences of cheating, breach of trust, forgery and misappropriation. Subsequently, a first information report dated September 7, 2021, was registered against the Accused before Lajpat Nagar Police Station, New Delhi for offences under Sections 420, 406, 120B and 34 of the IPC under Sections 420, 406, 467, 468, 471 and 120B of the IPC. As per the Complaint, the Accused had availed a loan facility of ₹15.0 million for purchasing a property by using forged documents and based on false representations to the Complainant. The matter is currently pending.

11. TCHFL through one of its authorized representatives ("**Complainant**") has filed a complaint dated January 28, 2016, under Sections 154 and 157 of the Cr.P.C. Subsequently a first information report dated January 1, 2021, was registered before Police Station Panjagutta, Hyderabad, for offences under Sections 406, 420, 467 and 471 of the IPC against Samanth Javvji ("**Accused**"). The Complainant has alleged that the Accused

availed a housing loan amounting to ₹0.2 million from the Complainant. However, the Accused failed to pay the equated monthly instalments and allegedly created fake documents for an inexistent property. The matter is currently pending.

12. TCHFL ("**Complainant**") has filed a complaint ("**Complaint**") dated April 17, 2023, against M/s Ajnara India Limited, and others ("**Accused**") under Section 154 of the Cr.P.C. alleging offences under Sections 34, 406, 420, 421, 422, 447, and 120B of the IPC before the Economic Offences Wing ("**EOW**") and requesting the EOW to register a first information report against the Accused. As per the Complaint, it is alleged that the Accused committed fraud and criminal breach of trust by creating third party interest on the units or flats which formed a part of the security interest created in favour of the Complainant against a loan facility amounting to ₹1,500.0 million. Pursuant to the Complaint, a first information report dated February 8, 2024, was registered by the EOW for offences under Sections 406, 420, and 120B of the IPC. The Complainant has also filed a statement of claim dated October 4, 2022 ("**Claim**"), amounting to ₹816.4 million before the interim resolution professional ("**IRP**") appointed pursuant to initiation of corporate insolvency resolution process against Ajnara India Limited before the National Company Appellate Law Tribunal. The Directorate of Enforcement has initiated the investigation in this matter under the provisions of the Prevention of Money Laundering Act, 2002 and has sent summons to the authorized representative of TCHFL for appearance and giving evidence in the matter. The matters are currently pending.

13. TCHFL ("**Complainant**") has filed a complaint under Section 156(3) of the Cr.P.C. in April 2023 before the Court of 26th Metropolitan Magistrate at Boriwali, Mumbai against Shakib Mehdi Hassan and others ("**Accused**") for commission of offences under Sections 120-B, 415, 417, 418, 420, 463, 464, 465, 468 and 471 read with Section 34 of the IPC. The Complainant has alleged that the Accused had approached the Complainant to avail a housing loan amounting to ₹17.0 million for purchase of a flat and the same was backed by mortgage. However, the Accused allegedly resorted to sale of the mortgaged properties and committed defaults in the payment of equated monthly installments. The Complainant subsequently approached Borivali police station to file a complaint however the police station failed to register a first information report, following which the Complainant approached the Commissioner of Police, Mumbai vide complaint dated November 15, 2022. However, no FIR has been registered in this matter yet and therefore the Complainant has prayed to the Court to direct registration of an FIR against the Accused. The Court vide its order dated January 19, 2024 ("**Impugned Order**") has rejected filing of the FIR. Pursuant to this, the Complainant has filed a criminal revision application under Section 397 of the Cr.P.C. for setting aside the Order. The matter is currently pending.

14. A first information report ("**FIR**") has been registered at the instance of TCHFL ("**Complainant**") through its authorized representative by Mahadevpura police station under Section 173 of the BNSS against Girish ("**Accused**"), for offences under Sections 115(2), 352 of the BNS alleging non-payment of equated monthly instalments of a home loan availed by the Accused from TCHFL. The matter is currently pending.

15. A first information report ("**FIR**") was registered at the instance of TCHFL ("**Complainant**") through its authorized representative under Section 173 of the BNSS against Manoj Asopa, and others ("**Accused**") at the Rajapeth police station, for offences under Sections 329(4) and 3(5) of the BNS. The Complainant has alleged in the FIR that although the Court Commissioner had taken physical possession of the property on January 12, 2024, and handed over the same to the Complainant, the Accused trespassed into the premises of the property on January 26, 2025, and therefore the Complainant has requested the Court Commissioner to restore the possession of the property. The matter is currently pending.

16. A first information report ("**FIR**") was registered at the instance of TCHFL through its authorized representative ("**Complainant**") by the Badlapur police station under Section 173 of the BNSS against Hanumant Vasant Degde and Vidya Degde ("**Accused**"), for offences under Sections 324 (4), 329(4) and 3(5) of the BNS. The Complainant has alleged in FIR that the Accused obtained a home loan amounting to ₹2.4 million from the Complainant and failed to pay any monthly instalments and trespassed the property under the possession of the Complainant. The Complainant has alleged in the FIR that the Court Commissioner by way of its orders dated January 4, 2024, and January 18, 2024, had ordered the Complainant to take the physical possession of the property. The matter is currently pending.

17. A first information report ("**FIR**") was registered at the instance of TCHFL through its authorized representative ("**Complainant**") by the Karjat police station under Section 173 of the BNSS against Pradeep More, Varsha More and Sunil Kumar Ramswarop Soni ("**Accused**") for offences under Sections 120-B, 415, 417, 418, 420, 463, 464, 465, 468, 471 and 34 of the IPC. Subsequently, a private complaint was registered before the Civil Court Karjat alleging that the Accused created forged documents for availing a housing loan of ₹2.0 million from the Complainant and defrauded the Complainant. The matter is currently pending.

18. A first information report ("**FIR**") was registered at the instance of TCHFL through its authorized representative ("**Complainant**") under Section 154 of the Cr.P.C. against Sitaram More, Shilpa Sitaram

Rajaram More and Sunil Kumar Ram and Sunil Kumar Ramswarop Soni ("**Accused**"), for offences under Sections 420, 465, 467, 468, 471 and 34 of the IPC. Subsequently, a private complaint was registered before the Civil Court Karjat alleging that the Accused forged the identification documents and obtained a housing loan from Complainant for a sum of ₹2.0 million. Furthermore, it has been alleged in the FIR that the secured asset mortgaged to TCHFL was also mortgaged to other financial institutions. The matter is currently pending.

19. TCHFL ("**Complainant**") has filed a complaint against Mukeshbhai Rajkumar Khiyani and Kavitaben Rajkumar Khiyani before the Chief Judicial Magistrate, Ahmedabad, under Section 156(3) of the Cr.P.C., for illegally breaking the seal and lock of the property, being the secured asset of the Complainant, which has been seized by the Court Commissioner by the order of Magistrate Court, Ahmedabad. The matter is currently pending.

20. TCHFL ("**Complainant**") had filed a complaint ("**Complaint**") under Section 138 of the NI Act before the Court of Additional Chief Metropolitan Magistrate at Bengaluru ("**Court**") against Auxin Systems and others ("**Accused**"). As per the Complaint, the Accused had availed a home loan facility amounting to ₹17.1 million from the Complainant and the repayment cheque provided by the Accused was dishonoured. The Court acquitted the Accused by way of an order November 15, 2018 ("**Order**"). The Complainant has filed a criminal appeal dated February 11, 2019 under Section 378 (4) of the Cr.P.C. before the High Court of Karnataka at Bangalore challenging the Order passed by the Court. The matter is currently pending.

21. A first information report dated October 4, 2014 ("**FIR**") was registered at the instance of TCHFL ("**Complainant**") against Sandeep Nigam ("**Accused**") under Section 154 of the Cr.P.C. by Hazarat Ganj police station, Lucknow for offences under Sections 406, 420, 465 and 468 of the IPC. The Accused allegedly availed a loan facility amounting to ₹1.0 million from the Complainant and defaulted in repayment of outstanding loan amount. It has been alleged in the FIR that the Accused forged certain property documents to sell the mortgaged property. The matter is currently pending.

22. TCHFL ("**Complainant**") filed a complaint dated January 6, 2025 ("**Complaint**") under Section 223 read with Section 225 of the BNSS before the Court of Judicial Magistrate First Class, Bhubaneswar ("**Court**") against Prabodha Kumar Panda ("**Accused**") for offences under Sections 316(2), 318(2), 336(3), and 340(2) of the BNS. The Accused allegedly availed a loan facility amounting to ₹2.8 million from the Complainant and defaulted in repayment of outstanding loan amount. The Complainant has alleged in the Complaint that the Accused has not provided complete documentations of the mortgaged property while conspiring to dispose of the property illegally. The matter is currently pending.

23. TCHFL ("**Complainant**") filed a complaint dated June 29, 2024 under Section 200 of the Cr.P.C. before the Court of Chief Metropolitan Magistrate at Calcutta ("**Court**") against Chetan Gandhi and others ("**Accused**") for offences under Sections 406, 420, 506, 34 and 120B of the IPC. The Accused allegedly availed financial facility from the Complainant and defaulted in repayment of outstanding loan amount. The matter is currently pending.

24. A first information report ("**FIR**") was registered at the instance of TCHFL ("**Complainant**") by Surat police station against Sudhakar Ramdas Mahajan ("**Accused**") under Section 154 of the Cr.P.C., for offences under Sections 448, 504 and 506(1) of the IPC. As per the FIR, the Court Commissioner had taken physical possession of the property which was secured asset for a loan amounting to ₹0.9 million and locked the property on December 8, 2023. On June 19, 2024, the Accused trespassed into the property by breaking open the seal. Therefore, the FIR was registered to restore the possession of the property. The matter is currently pending.

25. A first information report **("FIR")** was registered at the instance of TCHFL **("Complainant")** against Pradeep Hengavalli, Anitha Pradeep, Latha Balakrishna, Ganagadhar, Harish D K **("Accused")** before the Koramangala police station, district Bengaluru under Section 154 of the Cr.P.C., for offences committed under Sections 465, 468, 471, 120B and 34 of the IPC. The matter is currently pending.

26. TCHFL ("**Complainant**") has filed a complaint dated March 16, 2021, at Sihani Gate police station, Ghaziabad for registering a first information report ("**FIR**") against Pawan Vats and Seema Vats ("**Accused**") for creation of false and frivolous documents, and fraudulently mortgaging property in favour of the Complainant and obtaining a loan amounting to ₹5.5 million. Subsequently, an FIR for offences punishable under Sections 506, 406, 420, 467, 468, 471, and 120B of the IPC was registered against the Accused. The matter is currently pending.

27. TCHFL ("**Complainant**") has filed a complaint dated March 15, 2022, at PGI Lucknow for registering a first information report ("**FIR**") for violations under Sections 406, 420, 467, 468, 471 of the IPC against Samuel Messi, Madhu Messi, Asharfi Devi ("**Accused**") for creation of false and frivolous documents and fraudulently mortgaging property in favor of the Complainant and obtaining a loan amounting to ₹3.0 million. As per the FIR, the Accused had allegedly mortgaged the property with the intention to cheat the Complainant

and had also illegally siphoned off the loan amount with the mala fide intention of defeating the purpose of the loan agreement and defrauding the Complainant. The matter is currently pending.

28. TCHFL ("**Complainant**") has filed a complaint dated January 22, 2025, at Karnal City police station for registering a first information report ("**FIR**") against Rakesh Mehta and Arti Rani ("**Accused**") for trespassing into the mortgaged property after TCHFL had secured physical possession under the SARFAESI Act. Basis the complaint, FIR for offences punishable under Sections 329(3), 3(5) of the BNS was registered against the Accused. As per the case filed, the Accused failed to maintain financial discipline and upon classification of loan account as non-performing asset and taking over of possession by the Complainant under the SARFAESI recovery proceedings, the Accused allegedly trespassed into the mortgaged property. The matter is currently pending.

29. TCHFL ("**Complainant**") has filed a complaint dated November 24, 2020 ("**Complaint**") at Sahibabad police station, Ghaziabad for registering a first information report ("**FIR**") against Sajid Chaudhry, Shabnam Chaudhry, Dhanpal Singh, Gulshan, Pintoo ("**Accused**") for creation of false and frivolous documents, and fraudulently mortgaging property in favor of the Complainant and obtaining an amount of ₹3.5 million by way of a loan facility. Basis the Complaint, an FIR for offences punishable under Sections 405, 406, 420, 467, 468, 471, 120B and 506 of the IPC was registered. As per the FIR, the Accused had allegedly mortgaged the property by submitting frivolous documents with the intention to cheat the Complainant and had also illegally siphoned off the loan amount with the mala fide intention of defeating the purpose of the loan agreement and defrauding the Complainant. The matter is currently pending.

30. TCHFL ("**Complainant**") has filed a complaint dated December 14, 2022 ("**Complaint**"), at Izzat Nagar police station, Bareilly for registering a first information report ("**FIR**") against Sharad Singh, Suman Singh and others ("**Accused**") under Section 154 of the Cr. P.C. for trespassing into the mortgaged property after TCHFL had secured physical possession under the SARFAESI Act. Basis the Complaint, an FIR for offences punishable under Sections 447, 456, 506 of the IPC was registered. As per the FIR, the Accused failed to maintain financial discipline and upon classification of loan account as a non-performing asset and taking over of possession by the Complainant under the SARFAESI recovery proceedings, the Accused allegedly trespassed into the mortgaged property. The matter is currently pending.

31. TCHFL ("**Complainant**") has filed a complaint dated November 5, 2018, at Ghaziabad police station for registering a first information report ("**FIR**") against Sudha Tyagi, Himani Tyagi, Harendra Tyagi, Rajesh Dutta, M/s. Generation Next, Sanjay Rohilla, Ravindra ("**Accused**") for creation of false and frivolous documents, fraudulently mortgaging property in favor of the Complainant and obtaining an amount of ₹6.5 million by way of a loan facility. Basis the complaint, an FIR for offences punishable under Sections 406, 419, 420, 467, 468, 471, 120B, 34 of the IPC was registered. As per the FIR, the Accused had allegedly mortgaged the property with the intention to cheat the Complainant and had also illegally siphoned off the loan amount with the mala fide intention of defeating the purpose of the loan agreement and defrauding the Complainant. The matter is currently pending.

32. A first information report dated May 7, 2025 **("FIR")** was registered at the instance of TCHFL ("**Complainant**") under Section 173 of the BNSS before the Lalasgaon Police Station, Nashik against Shri Bhupendra Kantilal Jain and Shamal Bhupenndra Jain **("Accused")** for offences committed under Section 329(4) of the BNS. The Accused had obtained a loan and refused to pay the equated monthly instalments on time. Pursuant to this, the Complainant proceeded under the SARFAESI Act and filed an application before the Magistrate to obtain an order for physical possession of the property. Pursuant to the application, a Court Commissioner was appointed, and physical possession of the property was taken on September 30, 2024. The matter is currently pending.

33. TCHFL ("**Complainant**") filed a complaint **("Complaint")** under Section 190 of the Cr.P.C. before the Magistrate Court, Jaipur against Shamim Ahmed, Sahiya Khan, Asif Qureshi, Mohammed Farooq and Farhan Ahmed **("Accused")** for offences committed under Section 406, 420, 422, 465, 467, 468, 471, 120 of the IPC. According to the Complaint, Shamim Ahmed and Sahiya Khan approached the Complainant to obtain a loan for purchasing various flats from Mohammed Farooq and Farhan Ahmed. The Complainant issued a loan to the Accused against a mortgage. However, the Accused defaulted on the loan and fraudulently sold the mortgaged asset. The matter is currently pending.

34. A first information report **("FIR")** was registered at the instance of TCHFL ("**Complainant**") under Section 156(3) of the Cr.P.C. with Bansdroni Police against Amit Deb and Priyanka Deb **("Accused")**. As per the FIR, the Accused had obtained a loan from the Complainant and failed to repay the equated monthly instalments. The Complainant subsequently took physical possession of the property by obtaining an order under Section 14 of the SARFAESI Act. However, the Accused trespassed on the property. The matter is currently pending.

35. TCHFL ("**Complainant**") had filed a complaint for registering a first information report ("**FIR**") on June 4,

2023, at Gangnahar, Haridwar Police Station for offences committed under Sections 120B, and 420 of the IPC, against Divya Tyagi and others (“**Accused**”), for obtaining a loan facility amounting to ₹24.3 million and fraudulently mortgaging property with improper title in favor of the Complainant. As per the FIR, the accused illegally siphoned off the loan amount and allegedly mortgaged the property with the intention of cheating and defrauding the Complainant. The matter is currently pending.

36. TCHFL (“**Complainant**”) had filed a complaint on September 3, 2020 (“**Complaint**”) at P.S. Hazratganj, Lucknow, for registering an first information report (“**FIR**”) for offences punishable under Sections 120B, 419, 420, 467, 468, 471 of the IPC, against Prakash Foolchand Chhabra, Anjali Chhabra, Yukti Chhabra, Shyamji Tripathi, Sheikh Ahmed, Archana Sahay and others (“**Accused**”), for fraudulently mortgaging property in favour of the Complainant and defaulting on a loan issued by the Complainant amounting to ₹22.9 million. As per the FIR, the accused had allegedly obtained a loan facility and fraudulently mortgaged a property with improper title in favor of the Complainant by preparing forged and fabricated chain of documents showing the title of the property in favor of the Accused. However, no arrest was made and no investigation progressed pursuant to which Complainant filed a petition dated June 2, 2025 under Article 226 of the Constitution of India (“**Petition**”) before High Court of Judicature at Allahabad, Lucknow Bench seeking order or direction in the nature of mandamus to concerned authorities to ensure fair, expeditious and effective investigation in respect of FIR. The matter is currently pending.

37. TCHFL (“**Complainant**”) had filed a complaint on September 2, 2023, (“**Complaint**”) at the Police Station, Dehradun for registering a first information report (“**FIR**”) for offences punishable under Sections 120B, 420, 467, 468, and 471 of the IPC against Hasmukh, Nadeem and Mukeem, (“**Accused**”). As per the FIR, the accused had allegedly defaulted on a loan issued to them against a mortgage and the sons of the Accused had created a fabricated sale deed and sold the mortgaged property to Hasmukh. The matter is currently pending.

38. TCHFL (“**Complainant**”) has filed a complaint dated December 8, 2024, (“**Complaint**”) before Police Station Indrapuram for registering a first information report (“**FIR**”) against Yogendra Kumar and others (“**Accused**”) for fraudulently mortgaging property in favour of the Complainant and availed a loan facility amounting to ₹2.5 million. Basis the Complaint, a FIR was registered for offences under Sections 406 and 420 of the IPC. As per the FIR, the accused had allegedly mortgaged the property with the intention to cheat the Complainant and had also illegally siphoned off the loan amount to defraud the Complainant. The matter is currently pending.

39. A first information report dated January 23, 2016 (“**FIR**”) was registered at the instance of TCHFL (“**Complainant**”), before Police Station Panjagutta against Alivelamma and others (“**Accused**”) for offences under Sections 406, 420, 467, 471 of the IPC. As per the Complainant, the Accused had availed a home loan and failed to pay equated monthly instalment and on verification of documents it was found forged documents were shown to obtain the home loan. The matter is currently pending.

40. A first information report dated April 21, 2024 (“**FIR**”) was registered at the instance of TCHFL (“**Complainant**”), under Section 154 of the Cr.P.C. before Police Station, Juni against Sourrabh Sahu and Manisha Sahu (“**Accused**”) for offences under Section 488 of the IPC. As per the FIR, the Complainant had taken physical possession of the secured asset belonging to the Accused. The matter is currently pending.

41. TCHFL (“**Complainant**”) filed a complaint under Section 200 of the Cr.P.C. against Prabhu Shankar V (“**Accused**”) before the Additional Chief Metropolitan Magistrate at Bangalore pursuant to which a first information report dated May 2, 2018, (“**FIR**”) was registered under Section 154 of the Cr.P.C. before the Police Station, Ashok Nagar for offences under Sections 468, 471, 420 and 34 of the IPC against Prabhu Shankar and Ashwini (“**Accused**”). As per the FIR registered, the Accused had obtained a loan amounting to ₹12.9 million by providing duplicate documents and defaulted in repayment of outstanding loan amount. The matter is currently pending.

42. TCHFL (“**Complainant**”) has filed a complaint dated April 11, 2025 (“**Complaint**”) at Kondhwa Police Station, Pune and thereafter a first information report (“**FIR**”) was registered at the instance of TCHFL under Section 173 of the BNSS for offences under Sections 329 (4) and 3(5) of the BNS against Manish Tiwadi and Rohini Shobhlal Sharma (“**Accused**”). As per the FIR, the Complainant has alleged that the Accused defaulted on repayment of loan facility of ₹4.0 million availed by the Accused from the Complainant for purchasing a flat and committed wrongful trespass on the mortgaged property whose physical possession was taken by the Complainant pursuant to SARFAESI proceedings initiated by the Complainant. The matter is currently pending.

43. TCHFL (“**Complainant**”) has filed a complaint (“**Complaint**”) dated April 22, 2025 before Civil Judge, Kathorunder Section 175(3) of the BNS for offences under Sections 316(2), 316(5), 318(4), 335, 338, 336(3), 340(2), 54 and 61 of the BNS against RC and Co and others (“**Accused**”). As per the Complaint, the Complainant has alleged that the Accused defaulted on repayment of loan facility of ₹200.0 million availed by the Accused from the Complainant by creating a mortgage against a non-agricultural land and fraudulently

sold the mortgaged property when the Complainant initiated physical possession of the property pursuant to SARFAESI proceedings initiated by the Complainant. The matter is currently pending.

44. A first information report dated May 14, 2025 ("**FIR**") was registered at the instance of TCHFL ("**Complainant**") under Section 173 of the BNSS for offences under Section 329(3) against Anil Sukdeo Sonawane and others ("**Accused**"). The Accused availed a loan facility amounting to ₹1.3 million and mortgaged a property as a collateral against the loan availed. The Accused defaulted on the loan repayment pursuant to which, the Complainant filed an application under Section 14 of the SARFAESI Act before the Chief Judicial Magistrate Court, Nashik ("**Court**") for the possession of the property. The Court passed an order dated February 13, 2025 ("**Order**") for possession of the property under police custody. Pursuant to this Order the property was taken under police custody. The Accused committed trespass and broke into the property. The matter is currently pending.

45. A first information report dated May 24, 2025 ("**FIR**") was registered at the instance of TCHFL ("**Complainant**") under Section 173 of the BNSS for offences under Sections 420, 406 and 120-B of the IPC against Saurabh Goyal, Ritu Agarwal and Mohanlal Goyal ("**Accused**"). The Accused availed financial facilities amounting to ₹9.1 million and kept a property as a collateral against the financial facilities availed. Subsequently the Accused defaulted on the repayment of the outstanding loan amount. The Complainant later discovered the Accused had taken loans from other financial institutions by giving original documents of the same property and was absconding. The matter is currently pending.

46. A complaint dated August 1, 2025 ("**Complaint**") has been filed by TCHFL ("**Complainant**") against Rohan Singhal and Neha Dadheech (together, the "**Accused 1**"), and Kapil Dev and Parul Devi (together, the "**Accused 2**") (Accused 1 and Accused 2 collectively, the "**Accused**") before the Chief Judicial Magistrate, Saket Court, New Delhi under Section 175(3) read with Section 223 of the BNSS for offences under Sections 316(2), 318(4), 336(1), 335, 336(4), 336(3), 340(1), 340(2) and 351(2)(3) of the BNS. As per the Complaint, the Accused 1 availed a housing loan from our Company and Accused 2 also availed a housing loan from our Company for purchasing another floor of the same property. As per the Complaint, it has been further alleged that the Accused fabricated and forged the property title documents for availing the loan. The matter is currently pending.

47. TCHFL has filed around 11,153 criminal complaints against various entities before various fora under the provisions of Section 138 of the NI Act and Section 25 of the Payment and Settlement Systems Act, 2007, in relation to dishonour of cheques and NACH for the recovery of amounts due to TCHFL. The total amount involved in all these matters is approximately ₹11,284.7 million. The matters are currently pending.

Further with reference to one of the above cases filed by TCHFL against the defaulting customer, a transfer petition dated October 15, 2024, has been filed before the Supreme Court of India under section 406 of the Cr.P.C. The matter is currently pending.

In relation to one of the above cases filed by TCHFL against the defaulting customer, a criminal revision petition dated June, 2024, has been filed before the Sessions Court, Jaipur under Section 397 of the Cr.P.C. The matter is currently pending.

In relation to one of the above cases filed by TCHFL against the defaulting customer, a criminal miscellaneous petition has been filed before the High Court for Rajasthan at Jaipur, Jaipur Bench under Section 482 of the Cr.P.C. The matter is currently pending.

Further with reference to one of the above cases filed by TCHFL against the defaulting customer, a quashing petition dated July 24, 2024, has been filed before the High Court of Calcutta under Section 528 of the BNSS. The matter is currently pending.

In relation to one of the above cases filed by TCHFL against the defaulting customer, a transfer petition dated December 16, 2024, has been filed before the Supreme Court of India under section 446 of the BNSS. The matter is currently pending.

With reference to one of the above cases filed by TCHFL against a defaulting customer, a criminal appeal has been filed before the Additional Chief Judicial Magistrate, Bengaluru under Section 374(3) of the Cr.P.C. The matter is currently pending.

Further, with reference to one of the above cases filed by TCHFL against a defaulting customer, a monitoring petition has been filed before the District and Sessions Judge Metropolitan First, Jaipur under Section 397 of the Cr.P.C. The matter is currently pending.

III. Litigation involving our Promoter

Litigation against our Promoter

Material civil litigation

Nil

Material tax litigation involving our Promoter

1. The Deputy Commissioner of Income Tax Circle 2(3)(1) ("**Income-Tax Officer**") in his intimation dated March 21, 2024 passed for processing of the return has denied the claim of set off of carry forward business loss against the dividend income earned by Tata Sons Private Limited, our Promoter for AY 2021-22. Tata Sons Private Limited, our Promoter has preferred an appeal before the First Appellate Authority (Commissioner of Income Tax – Appeals) on April 15, 2024, which is pending for disposal. Outstanding tax demand is ₹4,530.8 million. Tata Sons Private Limited, our Promoter has filed a stay application dated April 18, 2024, before the Income-Tax Officer which is pending for disposal. As per the applicable Instruction no 1914 dated March 21, 1996, read with office memorandum dated July 31, 2017, the Income-Tax Officer could seek payment to the extent of 20% of the outstanding tax demand under protest. Tata Sons Private Limited, our Promoter has sought a refund which is receivable for the AY 2024-25 amounting to ₹1,811.8 million. The said refund is pending to be processed by the Centralized Processing Center. The matter is currently pending.

Criminal litigation

Nil

Actions taken by regulatory or statutory authorities

Nil

Disciplinary actions including penalty imposed by the SEBI or Stock Exchanges

Nil

Litigation by our Promoter

Material civil litigation

Nil

Criminal litigation

Nil

IV. Litigation involving our Directors

Litigation against our Directors

Material civil litigation

Nil

Criminal litigation

Mr. Rajiv Sabharwal, our Managing Director and CEO

1. Meenal Vikram Damani and Vikram Omprakash Damani ("**Complainants**") filed a private complaint in 2019 under Section 156(3) of the Cr.P.C. before the Court of 3rd Additional Chief Judicial Magistrate, Rajpur, Dehradun ("**ACJM**"), against Mr. Rajiv Sabharwal, our Managing Director and CEO, certain employees of TCFSL and others ("**Accused**") and TCFSL (along with the Accused, the "**Respondents**"), requesting a direction to the Rajpur Police Station to register a first information report. For details, see "*Litigation involving our Company - Litigation against our Company – Criminal litigation*" on page 628.

2. Paras Proptech Private Limited ("**Complainant**") has filed a complaint dated April 9, 2019 ("**Complaint**") against Mr. Rajiv Sabharwal, our Managing Director and CEO, Mr. Narendra Kamath, the Chief Operating Officer - SME Finance of our Company, certain employees of TCFSL and others ("**Applicants"**) before the Special Chief Judicial Magistrate, Meerut under Sections 406 and 420 of the IPC. For details, see "*Litigation involving our Company - Litigation against our Company – Criminal litigation*" on page 628.

3. Shripad Krishnaji Sovani ("**Complainant**"), an ex-employee of erstwhile Sangli Bank (*now merged with ICICI Bank*) filed a criminal complaint in 2015 ("**Complaint**"), before the Magistrate Court-Sangli and Kolhapur ("**Magistrate Court**"), against ICICI Bank, Mr. Rajiv Sabharwal, our Managing Director and CEO, (erstwhile director of ICICI Bank), and others, with respect to the calculation of his pension. The Magistrate Court issued summons against Mr. Rajiv Sabharwal, our Managing Director and CEO, and others on the basis of this Complaint. ICICI Bank has preferred a writ petition before the High Court of Bombay, challenging

the issuance of the summons. The writ petition filed by ICICI Bank has been admitted by the High Court of Bombay and a stay has been granted. The matter is currently pending.

4. Balasaheb Mahipati Patil ("**Complainant**"), an ex-employee of erstwhile Sangli Bank (now merged with ICICI Bank) filed a criminal complaint in 2015 ("**Complaint**"), before the Magistrate Court-Sangli & Kolhapur ("**Magistrate Court**"), against ICICI Bank, Mr. Rajiv Sabharwal, our Managing Director and CEO (erstwhile director of ICICI Bank), and others, with respect to the calculation of his pension. The Magistrate Court issued summons against Rajiv Sabharwal, our Managing Director and CEO, and others on the basis of this Complaint. ICICI Bank has preferred a Writ Petition before the High Court of Bombay, challenging the issuance of the summons. The writ petition filed by ICICI Bank has been admitted by the High Court of Bombay and a stay has been granted. The matter is currently pending.

5. Shobha Dilip Thakar, wife of Late Shri Dilip Thakar ("**Complainant**"), an ex-employee of erstwhile Sangli Bank (now merged with ICICI Bank) filed a criminal complaint in 2015 ("**Complaint**"), before the Magistrate Court-Sangli and Kolhapur ("**Magistrate Court**"), against ICICI Bank, Mr. Rajiv Sabharwal, our Managing Director and CEO (erstwhile director of ICICI Bank) and others, with respect to the calculation of his pension. The Magistrate Court issued summons against Mr. Rajiv Sabharwal, our Managing Director and CEO, and others on the basis of this Complaint. ICICI Bank has preferred a writ petition before the High Court of Bombay, challenging the issuance of the summons. The writ petition filed by the ICICI Bank has been admitted by the High Court of Bombay and a stay has been granted. The matter is currently pending.

6. Vasant Krishna Patil ("**Complainant**"), an ex-employee of erstwhile Sangli Bank (*now merged with ICICI Bank*) filed a criminal complaint in 2015 ("**Complaint**"), before the Magistrate Court-Sangli and Kolhapur ("**Magistrate Court**"), against ICICI Bank, Rajiv Sabharwal, our Managing Director and CEO (erstwhile director of ICICI Bank), and others, with respect to the calculation of his pension. The Magistrate Court issued summons against Mr. Rajiv Sabharwal, our Managing Director and CEO and others on the basis of this Complaint. ICICI Bank has preferred a writ petition before the High Court of Bombay, challenging the issuance of the summons. The writ petition filed by the ICICI Bank has been admitted by the High Court of Bombay and a stay has been granted. The matter is currently pending.

7. The Registrar of Companies, Gujarat ("**ROC**") has filed a complaint ("**Complaint**") before the Chief Metropolitan Magistrate, Ahmedabad ("**Magistrate Court**") against ICICI Bank Limited ("**Bank**") and various current and former officers, including Mr. Rajiv Sabharwal, our Managing Director and CEO ("**Applicants**"). In the Complaint, the ROC has alleged violations of Section 188 of the Companies Act, 2013, as certain related party transactions ("**RPTs**") were entered into during 2014-2018, and the Bank allegedly failed to provide evidence of the RPTs being at arm's length, or the shareholder resolutions approving them. The Court registered the Complaint and has issued process under Section 204(1) of the Cr.P.C. The Applicants have filed a criminal revision application before the Sessions Court at Ahmedabad ("**Sessions Court**"). By an order dated April 18, 2025, the Sessions Court has stayed the order of issuance of process. The matter is currently pending.

8. The Registrar of Companies, Gujarat ("**ROC**") has filed a complaint ("**Complaint**") before the Chief Metropolitan Magistrate, Ahmedabad ("**Magistrate Court**") against ICICI Bank Limited ("**Bank**") and various current and former officers, including Mr. Rajiv Sabharwal, our Managing Director and CEO. In the Complaint, the ROC has alleged a violation of Sections 117 and 179(3)(c) of the Companies Act, 2013, in relation to the delegation of powers by the board to issue securities, including debentures, to the Committee of Executive Directors ("**COED**"). The ROC has alleged that the Bank has passed a generic resolution empowering the COED to issue debentures, which is devoid of the specific details of issue of debenture, price, and consideration, etc. and therefore in contravention of the above provisions. The Court has registered the Complaint and issued process under Section 204(1) of the Cr.P.C. The various current and former officers, including Mr Rajiv Sabharwal, our Managing Director and CEO have filed a criminal revision petition before the Sessions Court at Ahmedabad ("**Sessions Court**"). By an order dated April 18, 2025, the Sessions Court has stayed the order of issuance of process. The matter is currently pending.

Actions taken by regulatory or statutory authorities
Nil

Litigation by our Directors

Material civil litigation
Nil

Criminal litigation
Nil

V. Litigation involving our Group Companies

Nil

VI. Litigation involving our Key Managerial Personnel

Litigation against our Key Managerial Personnel

Criminal litigation

Mr. Rajiv Sabharwal, our Managing Director and CEO

For details of criminal litigation involving Mr. Rajiv Sabharwal, our Managing Director and CEO, see "*Litigation involving our Directors – Litigation against our Directors - Criminal litigation*" on page 653.

Actions taken by regulatory or statutory authorities
Nil

Litigation by our Key Managerial Personnel

Criminal litigation
Nil

VII. Litigation involving members of our Senior Management

Litigation against members of our Senior Management

Criminal Litigation

Mr. Narendra Kamath, Chief Operating Officer - SME Finance

1. Paras Proptech Private Limited ("**Complainant**") has filed a complaint dated April 9, 2019 ("**Complaint**") against Mr. Rajiv Sabharwal, our Managing Director and CEO, Mr. Narendra Kamath, the Chief Operating Officer - SME Finance of our Company, certain employees of TCFSL and others ("**Applicants"**) before the Special Chief Judicial Magistrate, Meerut under Sections 406 and 420 of the IPC. For details, see "- *Litigation involving our Company - Litigation against our Company – Criminal litigation"* on page 628.

Mr. Neeraj Dhawan, Chief Operating Officer – Motor Finance and Debt Service Management Group

1. A first information report dated June 23, 2025 ("**FIR**") was registered at the instance of Ashok Kumar Vyas ("**Complainant**") under Section 173 of the BNSS against TMFL, Mr. Neeraj Dhawan, the Chief Operating Officer – Motor Finance and Debt Service Management Group, and others ("**Accused**") by Aravali Vihar Police Station, Alwar for alleged offences under Sections 406, 420 and 120-B of the IPC. For details, see "- *Litigation involving our Company - Litigation against our Company – Criminal litigation*" on page 628.

Actions taken by regulatory or statutory authorities
Nil

Litigation by* members of *our Senior Management

Criminal Litigation
Nil

Tax Claims

Except as disclosed below, there are no outstanding litigations involving claims related to direct and indirect taxes involving our Company, Directors, Promoter, and Subsidiaries:

Nature of case	Number of cases	Amount involved (in ₹ million)#
Litigation involving our Company		
Direct Tax	34	3,535.7
Indirect Tax	69	2,122.5
Litigation involving our Promoter		
Direct Tax	30	65,264.1^
Indirect Tax	20	2,336.2^^
Litigation involving our Directors		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Litigation involving our Subsidiaries		
Direct Tax	11	155.8^^^
Indirect Tax	2	159.8

#To the extent quantifiable.

^This represents tax on disallowance/ adjustment made by the income tax officer. Out of the above tax liability, amount outstanding after adjustment of refunds or amount paid under protest as on June 30, 2025, is ₹4,530.82 million for AY 2021-22.
^^Similarly for indirect tax cases, outstanding tax liability is Nil.
^^^ The exchange rate applied for converting SGD into INR is ₹67.6 per SGD, as of July 24, 2025. (source: https://www.oanda.com/currency-converter.

Outstanding dues to Creditors

As per the Materiality Policy, creditors of our Company to whom our Company owes an amount having a monetary value exceeding ₹910.7 million as of March 31, 2025 (i.e., to whom our Company owes an amount which is equal to or exceeds 5% of total outstanding trade payables of the Company as of March 31, 2025), have been considered as 'material' creditor. Details of outstanding dues towards our material creditors is available on the website of our Company at https://www.tatacapital.com/about-us/investor-information-and-financials.html. As of March 31, 2025, our Company has 53,644 creditors, and the aggregate outstanding dues to these creditors by our Company is ₹18,213.2 million.

Details of outstanding dues owed to material creditors, micro, small and medium enterprises, and other creditors as of March 31, 2025, are set out below:

Types of creditors	Number of creditors	Amount involved (in ₹million)
Micro, small and medium enterprises	445	193.9
Material creditors	-	-
Other creditors	53,199	18,019.3*
Total	**53,644**	**18,213.2**

Includes accrued expenses of ₹9,304.4 million.

Material Developments

Other than as disclosed in "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on page 586, there have not arisen, since the date of the last financial statements disclosed in this Updated Draft Red Herring Prospectus – I, any circumstances which materially and adversely affect, or are likely to affect, our trading, our profitability or the value of our assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

*Our Company and our Material Subsidiary, namely, Tata Capital Housing Finance Limited have received the material consents, licenses, permissions, registrations, and approvals from various governmental agencies and other statutory and/ or regulatory authorities required for carrying out their present business activities ("**Material Approvals**") and the Offer. In view of the Material Approvals, our Company can undertake the Offer and our Company and our Material Subsidiary, namely, Tata Capital Housing Finance Limited can undertake business activities, as applicable. Unless otherwise stated, these Material Approvals are valid as on the date of this Updated Draft Red Herring Prospectus – I, and in case of Material Approvals which have expired or lapsed in the ordinary course of business, our Company and Material Subsidiary, namely, Tata Capital Housing Finance Limited have either made an application for renewal or are in the process of making an application for renewal. The Material Approvals disclosed in this section may, from time to time, be required to be applied for renewal or amendment to relevant authorities, on account of change in the name of our Company or our Material Subsidiary, namely, Tata Capital Housing Finance Limited or changes to location of our premises. Further, pursuant to the TMFL Scheme of Arrangement, licenses, permissions, registrations, and approvals required/ obtained by TMFL, for its branches, from various governmental agencies and other statutory and/ or regulatory authorities are required to be obtained by our Company, as applicable. Our Company is in the process of obtaining such licenses, permissions, registrations, and approvals from various governmental agencies and other statutory and/ or regulatory authorities. We have also disclosed below the Material Approvals (a) applied for but not received; (b) expired and renewal yet to be applied for; and (c) required but not obtained or applied for. For further details in connection with the applicable regulatory and legal framework, see "Risk Factors" and "Key Regulations and Policies" beginning on pages 45 and 341, respectively.*

Approvals in relation to our Company and our Material Subsidiary, namely, Tata Capital Housing Finance Limited

The approvals required to be obtained by our Company and our Material Subsidiary, namely, Tata Capital Housing Finance Limited include the following:

I. Incorporation details

Our Company

1. Certificate of incorporation dated March 8, 1991, issued to our Company, under the name '*Primal Investments and Finance Limited*' by the Additional Registrar of Companies, Maharashtra at Bombay.

2. Certificate for commencement of business dated April 1, 1991, issued to our Company by the Additional Registrar of Companies, Maharashtra at Bombay.

3. Fresh certificate of incorporation dated May 8, 2007, issued to our Company, under the name '*Primal Investments and Finance Limited*' pursuant to change of name to '*Tata Capital Limited*', by the RoC.

4. Our Company has been allotted the corporate identity number U65990MH1991PLC060670.

Our Material Subsidiary, namely, Tata Capital Housing Finance Limited

1. Certificate of incorporation dated October 15, 2008, issued by the RoC.

2. Certificate for commencement of business dated November 10, 2008, issued by the RoC.

3. Our Material Subsidiary, namely, Tata Capital Housing Finance Limited has been allotted the corporate identity number U67190MH2008PLC187552.

II. Approvals in relation to the Offer

For details regarding the approvals and authorisations obtained by our Company in relation to the Offer, see "*Other Regulatory and Statutory Disclosures*" beginning on page 678.

III. Approvals in relation to the business operations of our Company and our Material Subsidiary, namely, Tata Capital Housing Finance Limited

Our Company

1. Certificate of registration, for operating as NBFC – ICC, dated August 2, 2024, issued by the RBI, to carry on the business of a non-banking financial institution without accepting public deposits; read with letter dated August 5, 2024 issued by the RBI.

2. Certificate of registration dated August 6, 2024, issued by the RBI, to carry on the factoring business without accepting public deposits; read with letter dated August 7, 2024 issued by the RBI.

3. Certificate of registration, pursuant to a certificate of registration dated January 22, 2024, issued by the IRDAI, to act as a corporate agent (composite) under the IRDAI (Registration of Corporate Agents) Regulations, 2015 and the IRDAI Act.

4. Certificate dated January 24, 2024, issued by the IRDAI, authorising an official of the Company to act as a principal officer for a corporate agent (composite) under the IRDAI (Registration of Corporate Agents) Regulations, 2015 and the IRDAI Act.

5. Certificate of registration, pursuant to renewal letter dated January 5, 2024, effective from January 3, 2024, issued by Association of Mutual Funds in India, to act as mutual fund distributor.

6. Certificate of registration dated January 6, 2025, valid from December 1, 2024, issued by Association of Portfolio Managers in India, to act as distributor of portfolio management services.

7. Legal Entity Identifier registration number 335800TXSHN87ZZ57925, renewed dated September 17, 2024, issued by Legal Entity Identifier India Limited.

8. Approval dated July 5, 2024, issued by RBI, to our Company in relation to the renewal of permission to continue with marketing and distribution of credit cards.

9. Registration with the CERSAI, bearing registration number JC140, for registration of security interest.

10. Registration with the Central Know Your Customer Registry under CERSAI, bearing registration code IN1247.

11. Registration from National e-Governance Services Limited through agreement dated January 1, 2024, for information utility services.

12. Certificate of registration issued under the relevant real estate regulatory authority legislations of respective states and union territory where our Company is registered as real estate agent.

Our Material Subsidiary, namely, Tata Capital Housing Finance Limited

1. Certificate of registration dated April 2, 2009, issued by the NHB, to commence/carry on the business of a housing finance institution without accepting public deposits.

2. Certificate of registration, pursuant to a certificate of registration dated September 21, 2023, issued by the IRDAI, to act as a corporate agent (composite) under the IRDAI (Registration of Corporate Agents) Regulations, 2015 and the IRDAI Act.

3. Certificate dated December 30, 2024, issued by the IRDAI, authorising an official to act as a principal officer of the Material Subsidiary for a corporate agent (composite) under the IRDAI (Registration of Corporate Agents) Regulations, 2015 and the IRDAI Act.

4. Legal Entity Identifier registration number 335800YJJGNTNX2QHR79, renewed dated October 9, 2024, issued by Legal Entity Identifier India Limited.

5. Registration with the CERSAI, bearing registration number F0127, for registration of security interest.

6. Registration with the Central Know Your Customer Registry under CERSAI, bearing registration code IN1099.

7. Registration from National e-Governance Services Limited through agreement dated March 1, 2019, for information utility services.

IV. Tax related approvals

Our Company

1. The permanent account number of our Company is AADCP9147P.

2. The tax deduction account number of our Company is MUMP08794C.

3. Our Company has obtained goods and services tax registrations under the Central Goods and Service Tax Act, 2017 in the following States and Union Territories.

Sr. No	State	GSTIN (For leasing)	GSTIN (For lending)
1.	Andhra Pradesh	37AADCP9147P2ZL	37AADCP9147P1ZM
2.	Assam	18AADCP9147P3ZK	18AADCP9147P2ZL
3.	Bihar	10AADCP9147P4ZZ	10AADCP9147P2Z1
4.	Chandigarh	04AADCP9147P3ZT	04AADCP9147P2ZU
5.	Chhattisgarh	22AADCP9147P2ZW	22AADCP9147P3ZV
6.	Delhi	07AADCP9147P2ZO	07AADCP9147P1ZP
7.	Goa	30AADCP9147P2ZZ	30AADCP9147P1Z0
8.	Gujarat	24AADCP9147P2ZS	24AADCP9147P3ZR
9.	Haryana	06AADCP9147P3ZP	06AADCP9147P2ZQ
10.	Himachal Pradesh	02AADCP9147P3ZX	02AADCP9147P2ZY
11.	Jammu and Kashmir	01AADCP9147P2Z0	01AADCP9147P1Z1
12.	Jharkhand	20AADCP9147P3ZZ	20AADCP9147P2Z0
13.	Karnataka	29AADCP9147P2ZI	29AADCP9147P1ZJ
14.	Kerala	32AADCP9147P2ZV	32AADCP9147P1ZW
15.	Madhya Pradesh	23AADCP9147P2ZU	23AADCP9147P1ZV
16.	Maharashtra	27AADCP9147P2ZM	27AADCP9147P1ZN
17.	Maharashtra – Input service distribution	27AADCP9147P4ZK	27AADCP9147P3ZL
18.	Meghalaya	-	17AADCP9147P1ZO
19.	Odisha	21AADCP9147P2ZY	21AADCP9147P1ZZ
20.	Puducherry	34AADCP9147P2ZR	34AADCP9147P1ZS
21.	Punjab	03AADCP9147P3ZV	03AADCP9147P2ZW
22.	Rajasthan	08AADCP9147P3ZL	08AADCP9147P2ZM
23.	Tamil Nadu	33AADCP9147P2ZT	33AADCP9147P1ZU
24.	Telangana	36AADCP9147P2ZN	36AADCP9147P1ZO
25.	Tripura	-	16AADCP9147P1ZQ
26.	Uttar Pradesh	09AADCP9147P2ZK	09AADCP9147P1ZL
27.	Uttarakhand	05AADCP9147P2ZS	05AADCP9147P1ZT
28.	West Bengal	19AADCP9147P2ZJ	19AADCP9147P1ZK

4. Our Company has been registered as an employer under Sub-section (1) of Section 5 of the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 pursuant to registration number 27850639729P.

5. Our Company has several branches in the abovementioned states falling under the respective professional tax legislations. Our Company has obtained or applied for the necessary licenses and approvals from the appropriate regulatory and governing authorities for its material branches in relation to such tax laws, to the extent applicable to each of such branches.

Our Material Subsidiary, namely, Tata Capital Housing Finance Limited

1. The permanent account number of our Material Subsidiary, namely, Tata Capital Housing Finance Limited is AADCT0491L.

2. The tax deduction account number of our Material Subsidiary, namely, Tata Capital Housing Finance Limited is MUMT14997D.

3. Our Material Subsidiary, namely, Tata Capital Housing Finance Limited has obtained goods and services tax registrations under the Central Goods and Service Tax Act, 2017 in the following States and Union Territories.

Sr. No	State	GSTIN
1.	Andhra Pradesh	37AADCT0491L1Z1
2.	Assam	18AADCT0491L1Z1
3.	Bihar	10AADCT0491L2ZG
4.	Chandigarh	04AADCT0491L1ZA
5.	Chhattisgarh	22AADCT0491L1ZC
6.	Delhi	07AADCT0491L1Z4
7.	Goa	30AADCT0491L1ZF
8.	Gujarat	24AADCT0491L1Z8
9.	Haryana	06AADCT0491L1Z6
10.	Himachal Pradesh	02AADCT0491L1ZE
11.	Jammu and Kashmir	01AADCT0491L1ZG

Sr. No	State	GSTIN
12.	Jharkhand	20AADCT0491L1ZG
13.	Karnataka	29AADCT0491L1ZY
14.	Kerala	32AADCT0491L1ZB
15.	Madhya Pradesh	23AADCT0491L1ZA
16.	Maharashtra	27AADCT0491L1Z2
17.	Maharashtra – Input service distribution	27AADCT0491L2Z1
18.	Odisha	21AADCT0491L1ZE
19.	Puducherry	34AADCT0491L1Z7
20.	Punjab	03AADCT0491L1ZC
21.	Rajasthan	08AADCT0491L1Z2
22.	Tamil Nadu	33AADCT0491L1Z9
23.	Telangana	36AADCT0491L2Z2
24.	Uttar Pradesh	09AADCT0491L1Z0
25.	Uttarakhand	05AADCT0491L2Z7
26.	West Bengal	19AADCT0491L1ZZ

4. Our Material Subsidiary, namely, Tata Capital Housing Finance Limited has been registered as an employer under sub-section (1) of Section 5 of the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 pursuant to registration number 27095213794P.

5. Our Material Subsidiary, namely, Tata Capital Housing Finance Limited has several branches in the abovementioned states falling under the respective professional tax legislations. Our Company has obtained or applied for the necessary licenses and approvals from the appropriate regulatory and governing authorities for its material branches in relation to such tax laws, to the extent applicable to each of such branches.

V. Labour and Commercial Approvals

The material approvals in relation to the business operations of our Company and our Material Subsidiary, namely, Tata Capital Housing Finance Limited are set forth below:

Our Company

1. Our Company is required to obtain a certificate of establishment issued by the labour departments of the respective state governments where the Registered and Corporate Office and branches of our Company are located under the provisions of the relevant state specific legislations on shops and establishments. We have obtained the relevant shops and establishment registrations under the applicable provisions of the shops and establishments legislations of the relevant state for our Registered and Corporate Office and branches in India. Certain approvals may have lapsed in their normal course, and we have either made applications to the appropriate authorities for fresh registrations or for renewal of such licenses/approvals or are in the process of making such applications.

2. Registration number 3149680102, issued by the Employees' State Insurance Corporation, India under the Employees State Insurance Act, 1948, effective from June 25, 2009.

3. Registration number 1613700710002306 issued to a principal employer by the Department of Labour, Government of Maharashtra under the Contract Labour (Regulation and Abolition) Act, 1970.

4. Registrations under the Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017 for its Registered and Corporate Office pursuant to registration number 820180012.

5. Registrations from the state labour welfare boards for the states where our Company carries its business operations, as applicable.

Our Material Subsidiary, namely, Tata Capital Housing Finance Limited

1. Our Material Subsidiary, namely, Tata Capital Housing Finance Limited is required to obtain a certificate of establishment issued by the labour departments of the respective state governments where the registered office and branches of our Material Subsidiary, namely, Tata Capital Housing Finance Limited are located under the provisions of the relevant state specific legislations on shops and establishments. Our Material Subsidiary, namely, Tata Capital Housing Finance Limited has also obtained the relevant shops and establishment registrations under the applicable provisions of the shops and establishments legislations of the relevant state for its registered office and branches in India. Certain approvals may have lapsed in their normal course and our Material Subsidiary, namely, Tata Capital Housing Finance Limited has either made applications to the appropriate authorities for fresh registrations or for renewal of such licenses/approvals or is in the process of making such applications.

2. Our Material Subsidiary, namely, Tata Capital Housing Finance Limited is required to intimate NHB before opening of new branches. Our Material Subsidiary, namely, Tata Capital Housing Finance Limited has made intimations for opening of new branches in accordance with applicable law.

3. Registration number MH/125376 dated March 18, 2009, effective from October 15, 2008, issued by the Employees' Provident Fund Organisation, India under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

4. Registration number 31000701700001004 issued by the Employees' State Insurance Corporation, India under the Employees State Insurance Act, 1948, effective from July 8, 2010.

5. Registrations under the Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017 for its registered office pursuant to registration number 820130858.

6. Registrations from the state labour welfare boards for the states where our Material Subsidiary, namely, Tata Capital Housing Finance Limited carries its business operations, as applicable.

VI. Pending Material Approvals in relation to our Company and our Material Subsidiary, namely, Tata Capital Housing Finance Limited:

A. Material Approvals applied for but not received

As on the date of this Updated Draft Red Herring Prospectus – I, there are no Material Approvals for which our Company and the Material Subsidiary, namely, Tata Capital Housing Finance Limited have made application to the appropriate authorities but have not been received.

B. Material Approvals that have expired and renewals are yet to be applied for or for which applications are in the process of being filed

As on the date of this Updated Draft Red Herring Prospectus – I, there are no Material Approvals which may have lapsed in their normal course for which our Company and our Material Subsidiary, namely, Tata Capital Housing Finance Limited have not made applications to the appropriate authorities for renewal or for which our Company and our Material Subsidiary, namely, Tata Capital Housing Finance Limited are in the process of making such applications.

C. Material Approvals that are required but not obtained or for which no applications have been made

As on the date of this Updated Draft Red Herring Prospectus – I, there are no Material Approvals which our Company and our Material Subsidiary, namely, Tata Capital Housing Finance Limited were required to apply for, for which applications have not been made.

VII. Intellectual Property

For details of our intellectual property, see "*Our Business*" and "*Risk Factors – We may be subject to unauthorized use of our intellectual property and may in the future become subject to patent, trademark and/or other intellectual property infringement claims*" beginning on pages 299 and 74.

SECTION VII: GROUP COMPANIES

In terms of the SEBI ICDR Regulations and for the purpose of identification and disclosures in this Updated Draft Red Herring Prospectus – I, 'group companies' of our Company shall include:

(a) the companies (other than our Promoter and our Subsidiaries) with which there were related party transactions, during the period for which financial information will be disclosed in the Offer Documents; and

(b) such other companies as considered material by our Board of Directors.

Accordingly, for the purposes of (a) above, all such companies (other than our Promoter and our Subsidiaries) with which our Company had related party transactions during the periods covered in the Restated Consolidated Financial Information, as covered under the applicable accounting standards, shall be considered as Group Companies in terms of the SEBI ICDR Regulations.

Further, for the purposes of (b) above, pursuant to the Materiality Policy, such companies that are a part of the Promoter Group with which there were transactions in the most recent financial year and/or stub period, if any, included in the Restated Consolidated Financial Information, which individually or in the aggregate exceeded 10% of the total restated revenue from operations of our Company for the most recent completed full financial year, have also been classified as group companies.

Accordingly, based on the parameters outlined above, as on the date of this Updated Draft Red Herring Prospectus – I, our Company has identified the following Group Companies:

Equity and debt-listed entities:

1. Tata Chemicals Limited;
2. Tata Communications Limited;
3. Tata Motors Limited;
4. Tata Steel Limited;
5. The Tata Power Company Limited;
6. Titan Company Limited; and
7. Trent Limited.

Equity-listed entities:

8. Automotive Stampings and Assemblies Limited;
9. Nelco Limited;
10. Rallis India Limited;
11. Sakar Healthcare Limited;
12. Tata Consultancy Services Limited;
13. Tata Consumer Products Limited;
14. Tata Elxsi Limited;
15. Tata Investment Corporation Limited;
16. Tata Technologies Limited;
17. Tata Teleservices (Maharashtra) Limited;
18. Tejas Networks Limited;
19. The Indian Hotels Company Limited;
20. TVS Supply Chain Solutions Limited; and
21. Voltas Limited.

Debt-listed entities:

22. Auxilo Finserve Private Limited;
23. Jaguar Land Rover Automotive Plc, incorporated in the United Kingdom;
24. Maithon Power Limited;
25. Tata AIG General Insurance Company Limited;
26. Tata Power Renewable Energy Limited;
27. Tata Projects Limited; and
28. Tata Realty and Infrastructure Limited

Unlisted entities:

29. Agratas Energy Storage Solutions Private Limited;
30. Air India Limited;

31. Air India SATS Airport Services Private Limited;
32. AISATS Noida Cargo Terminal Private Limited;
33. Anderson Diagnostic Services Private Limited;
34. Apex Kidney Care Private Limited;
35. Atulaya Healthcare Private Limited;
36. Capital Foods Private Limited;
37. Cellcure Cancer Centre Private Limited;
38. CMS IT Services Private Limited;
39. Deeptek Inc., incorporated in the United States of America;
40. Famescore Private Limited *(formerly known as FinAGG Technologies Private Limited)*;
41. Fincare Business Services Limited*;
42. Fiora Hypermarket Limited;
43. Harsoria Healthcare Private Limited;
44. Ideal Ice Limited;
45. Indusface Private Limited;
46. Industrial Minerals and Chemical Company Private Limited;
47. Infiniti Retail Limited;
48. Innovative Retail Concepts Private Limited;
49. Logicserve Digital Consultancy Services Private Limited;
50. Lokmanya Hospitals Private Limited;
51. Tata Motors Body Solutions Limited;
52. Tata Motors Passenger Vehicles Limited
53. Tata Passenger Electric Mobility Limited;
54. TMF Business Services Limited *(formerly known as Tata Motors Finance Limited)*;
55. Tata Motors Global Services Limited *(formerly known as TML Business Services Limited)*;
56. TML CV Mobility Solutions Limited;
57. TML Smart City Mobility Solutions Limited;
58. Tata Motors Insurance Broking and Advisory Services Limited;
59. TMF Holdings Limited;
60. Niskalp Infrastructure Services Limited;
61. Noble Medichem Private Limited;
62. Novamesh Limited;
63. Orbicular Pharmaceutical Technologies Private Limited;
64. Piem Hotels Limited;
65. Procam International Private Limited;
66. Roots Corporation Limited;
67. Solutions Infini Technologies (India)Private Limited;
68. Stryder Cycle Private Limited;
69. Supermarket Grocery Supplies Private Limited;
70. TACO Air International Thermal Systems Private Limited;
71. TACO Prestolite Electric Private Limited;
72. TACO Punch Powertrain Private Limited;
73. Taj SATS Air Catering Limited;
74. Tata 1MG Healthcare Solutions Private Limited;
75. Tata 1MG Technologies Private Limited;
76. Tata Advanced Systems Limited;
77. Tata AIA Life Insurance Company Limited;
78. Tata Asset Management Private Limited;
79. Tata AutoComp Gotion Green Energy Solutions Private Limited;
80. Tata AutoComp GY Batteries Private Limited;
81. Tata Autocomp Hendrickson Suspensions Private Limited;
82. Tata Autocomp Katcon Exhaust Systems Private Limited;
83. Tata Autocomp Systems Limited;
84. Tata Boeing Aerospace Limited;
85. Tata Business Hub Limited;
86. Tata Consulting Engineers Limited;
87. Tata ClassEdge Limited;
88. Tata Digital Private Limited;
89. Tata Electronics Private Limited;
90. Tata Electronics Systems Solutions Private Limited (*formerly known as Wistron Infocomm Manufacturing (India) Private Limited*);
91. Tata Ficosa Automotive Systems Private Limited;
92. Tata Industries Limited;
93. Tata International Limited;

94. Tata Lockheed Martin Aerostructures Limited;
95. Tata Medical and Diagnostics Limited;
96. Tata Pension Fund Management Private Limited;
97. Tata Power Delhi Distribution Limited;
98. Tata Power EV Charging Solutions Limited (*formerly known as TP Solapur Limited*);
99. Tata Precision Industries (India) Limited;
100. Tata Sikorsky Aerospace Limited;
101. Tata Steel Downstream Products Limited;
102. Tata Steel Utilities and Infrastructure Services Limited;
103. Tata Teleservices Limited;
104. Tata Toyo Radiator Limited;
105. Tata Trustee Company Private Limited;
106. Tata Unistore Limited;
107. Tema India Private Limited;
108. The Associated Building Company Limited;
109. TM Automotive Seating Systems Private Limited;
110. TM Fainsa Railway Private Limited;
111. TMRP Auto Trims Private Limited;
112. TP Ajmer Distribution Limited;
113. TP Central Odisha Distribution Limited;
114. TP Jalpura Khurja Power Transmission Limited;
115. TP Northern Odisha Distribution Limited;
116. TP Renewable Microgrid Limited;
117. TP Southern Odisha Distribution Limited;
118. TP Western Odisha Distribution Limited;
119. TVS Emerald Limited (*formerly known as Emerald Haven Realty Limited*); and
120. United Hotels Limited.

* *This entity is currently under liquidation under the local laws of the jurisdiction in which it was incorporated, i.e., India.*

Details of our top 5 Group Companies

In accordance with the SEBI ICDR Regulations, the details of our top five Group Companies have been set out below and certain financial information in relation to these entities (as stated hereinafter) of our Group Companies determined on the basis of market capitalisation, for Fiscals 2025, 2024 and 2023, extracted from their respective audited financial statements are available on the website of our Company at https://www.tatacapital.com/about-us/investor-information-and-financials.html:

(a) reserves (excluding revaluation reserve);
(b) sales/income;
(c) profit for the period/year;
(d) basic earnings per share;
(e) diluted earnings per share; and
(f) net asset value.

(Please scan this QR code for financial information of our top five Group Companies.)

Such information should not be considered as part of information that any investor should consider before making any investment decision. Our Company has provided links to such websites solely to comply with the requirements specified under the SEBI ICDR Regulations.

1. Tata Consultancy Services Limited

Registered Office

The registered office of Tata Consultancy Services Limited is situated at 9th floor, Nirmal Building Nariman Point, Mumbai, 400 021 Maharashtra, India.

2. Titan Company Limited

Registered Office

The registered office of Titan Company Limited is situated at No. 3 SIPCOT Industrial Complex, Hosur, 635 126 Tamil Nadu, India.

Details of Listed Debt Securities

ISIN	Type of security	Stock exchanges	Scrip Code	Status
INE280A08023	Rated Unsecured Redeemable Listed Non-Convertible Debentures	NSE	TITAN	Active
INE280A08015	Rated Unsecured Redeemable Listed Non-Convertible Debentures	NSE	TITAN	Active

3. Tata Motors Limited

Registered Office

The registered office of Tata Motors Limited is situated at Bombay House, 24 Homi Mody Street, Mumbai, 400 001, Maharashtra, India.

Details of Listed Debt Securities

Series	ISIN/ (Scrip code)	Debentures Type	Secured/ Unsecured
E-28B NSE& BSE (Tranche I)	INE155A08407 / (959315)	Rated, Listed, Unsecured 8.50% Coupon, Redeemable NCDs	Unsecured
E-28B NSE& BSE (Tranche II)	INE155A08415 / (959316)	Rated, Listed, Unsecured 8.50% Coupon, Redeemable NCDs	Unsecured
E-30A NSE&BSE	INE155A08423 / (973237)	Rated, Listed, Unsecured 6.60% Coupon, Redeemable NCDs	Unsecured
E-30B NSE&BSE	INE155A08431 / (973330)	Rated, Listed, Unsecured 6.95% Coupon, Redeemable NCDs	Unsecured
E31A Tranche I	INE155A08449	Rated, Listed, Unsecured 7.65% Coupon, Redeemable NCDs	Unsecured
E31A Tranche II	INE155A08449	Rated, Listed, Unsecured 7.65% Coupon, Redeemable NCDs	Unsecured
E31A Tranche III	INE155A08449	Rated, Listed, Unsecured 7.65% Coupon, Redeemable NCDs	Unsecured

4. Trent Limited

Registered Office

The registered office of Trent Limited is situated at Bombay House, Homi Mody Street, Mumbai, 400 001, Maharashtra, India.

Details of Listed Debt Securities

ISIN	Type of security	Stock exchanges
INE849A08082	Listed Rated Unsecured Redeemable Non Convertible Debentures	NSE

5. Tata Steel Limited

Registered Office

The registered office of Tata Steel Limited is situated at Bombay House, 24 Homi Mody Street, Mumbai, 400 001, Maharashtra, India.

Details of Listed Debt Securities

ISIN	Type of security	Stock exchanges	Scrip Code	Status
INE081A08215	Rated, Listed, Unsecured, Redeemable, Non-convertible Securities (NCDs)	BSE	954979	Active
INE081A08223			958607	Active
INE081A08314			974197	Active
INE081A08322			974198	Active
INE081A08330			974624	Active
INE081A08348			975548	Active
INE081A08355			976432	Active

Details of our other Group Companies

1. Agratas Energy Storage Solutions Private Limited

The registered office of Agratas Energy Storage Solutions Private Limited is situated at Army & Navy Building, 148, M G Road, Opposite Kala Ghoda, Fort, Mumbai 400 001, Maharashtra, India.

2. Air India Limited

The registered office of Air India Limited is situated at Block-4, Vatika One on One, Sector-16, NH-48, Industrial Estate, Gurgaon 122 007, Haryana, India.

3. Air India SATS Airport Services Private Limited

The registered office of Air India SATS Airport Services Private Limited is situated at A-18 Street No.2 Mahipalpur, South West Delhi, New Delhi, 11 0037, India.

4. AISATS Noida Cargo Terminal Private Limited

The registered office of AISATS Noida Cargo Terminal Private Limited is situated at Plot No. 53-54, Phase - IV, Udyog Vihar, Palam Road, Gurgaon, Palam Road, 122 015, Haryana, India.

5. Anderson Diagnostic Services Private Limited

The registered office of Anderson Diagnostic Services Private Limited is situated at 150, Poonamallee High Road, Chennai 600 084, Tamil Nadu, India.

6. Apex Kidney Care Private Limited

The registered office of Apex Kidney Care Private Limited is situated at 2nd floor, Fargo House, Next to Spectra Motors, Ramchandra Road Extension Kachpada, Malad (West), Mumbai 400 064, Maharashtra, India.

7. Atulaya Healthcare Private Limited

The registered office of Atulaya Healthcare Private Limited is situated at Plot No. 57, Industrial Area, Phase-1, Chandigarh 160 002, India.

8. Automotive Stampings and Assemblies Limited

The registered office of Automotive Stampings and Assemblies Limited is situated at TACO House, Plot No.- 20/B FPN085, V.G. Damle Path Off Law College Road, Erandwane, Pune 411 004, Maharashtra, India.

9. Auxilo Finserve Private Limited

The registered office of Auxilo Finserve Private Limited is situated at Office No. 63, 6th Floor, Kalpataru Square, Kondivita Road, Andheri East, Mumbai 400 059, Maharashtra, India.

Details of Listed Debt Securities

ISIN	Type of security	Stock exchanges	Scrip Code
INE605Y07130	Non- Convertible Debentures	BSE	975223
INE605Y07148	Non- Convertible Debentures	BSE	975257
INE605Y07155	Non- Convertible Debentures	BSE	975413
INE605Y07163	Non- Convertible Debentures	BSE	975841
INE605Y07171	Non- Convertible Debentures	BSE	975875
INE605Y07189	Non- Convertible Debentures	BSE	976371
INE605Y07197	Non- Convertible Debentures	BSE	976369
INE605Y07205	Non- Convertible Debentures	BSE	976789

10. Capital Foods Private Limited

The registered office of Capital Foods Private Limited is situated at Villa Capital, Sadhana Compound, Near Oshiwara Bridge, S.V. Road, Jogeshwari (West), Mumbai 400 102, Maharashtra, India.

11. Cellcure Cancer Centre Private Limited

The registered office of Cellcure Cancer Centre Private Limited is situated at 1st & 2nd Floor, Shree Saraswati Apartments, CHSL, Opposite Bhagwati Hospital, S.V. Road, Borivali West, Mumbai 400 092, Maharashtra, India.

12. CMS IT Services Private Limited

The registered office of CMS IT Services Private Limited is situated at No 8, 8A, Venkatadri Building, 2nd Floor, Hosur Road, Garvebhavi Palya, Bangalore 560 068, Karnataka, India.

13. Deeptek Inc.

The registered office of Deeptek Inc. is situated at 16192 Coastal HWY, in the City of Lewes, County of Sussex, Delaware (United States of America).

14. Famescore Private Limited (formerly known as FinAGG Technologies Private Limited)

The registered office of Famescore Private Limited (formerly known as FinAGG Technologies Private Limited) is situated at C 193, First Floor, Anand Vihar, East Delhi 110 092, Delhi, India.

15. Fincare Business Services Limited

The registered office of Fincare Business Services Limited is situated at 301 & 302, Abhijeet, V Opp. Mayor Bungalow, Law Garden Road, Mithakhali, Ahmedabad 380 006, Gujarat, India.

16. Fiora Hypermarket Limited

The registered office of Fiora Hypermarket Limited is situated at Trent House, Bandra Kurla Complex, Near Citi Bank, Bandra East, Mumbai 400 051, Maharashtra, India.

17. Harsoria Healthcare Private Limited

The registered office of Harsoria Healthcare Private Limited is situated at SCO 80/81, 4th floor, Sector 17-C, Chandigarh - 160017, India.

18. Ideal Ice Limited

The registered office of Ideal Ice Limited is situated at Mandlik House, Mandlik Road, Mumbai 400 001, Maharashtra, India.

19. Indusface Private Limited

The registered office of Indusface Private Limited is situated at A/2-3, 3rd Floor, Status Plaza, Opp. Relish Resort Akshar Chowk, Old Padra Road, Vadodara 390 020, Gujarat, India.

20. Industrial Minerals and Chemical Company Private Limited

The registered office of Industrial Minerals and Chemical Company Private Limited is situated at E Block, Voltas Premises, T B Kadam Marg, Chinchpokli, Mumbai 400 033, Maharashtra, India.

21. Infiniti Retail Limited

The registered office of Infiniti Retail Limited is situated at Unit No. 701 & 702, Wing A, 7th Floor, Kaledonia, Sahar Road, Andheri East, Mumbai 400 069, Maharashtra, India.

22. Innovative Retail Concepts Private Limited

The registered office of Innovative Retail Concepts Private Limited is situated at Ranka Junction, No. 224 (old Sy No.80/3), 4th Floor, Vijinapura, Old Madras Road, K R Puram, Bangalore 560 016, Karnataka, India.

23. Jaguar Land Rover Automotive Plc

The registered office of Jaguar Land Rover Automotive Plc is situated at Abbey Road, Whitley, Coventry, CV3 4LF, United Kingdom.

Details of Listed Debt Securities

ISIN	Currency	Maturity Date	Stock exchanges
USG5002FAT33 US47010BAJ35	USD	October 14, 2025	LUX
XS1881005976 XS1881006438	EUR	January 14, 2026	LUX
XS2010037682 XS2010037500	EUR	November 13, 2026	LUX
USG5002FAM89 US47010BAF13	USD	September 30, 2027	LUX
USG5002FAU06 US47010BAK08	USD	January 14, 2028	LUX
XS2364593579 XS2364593652	EUR	July 14, 2028	LUX
USG5002FAV88 US47010BAM63	USD	July 13, 2029	LUX

24. Logicserve Digital Consultancy Services Private Limited

The registered office of Logicserve Digital Consultancy Services Private Limited is situated at B - 201 & B - 701, Technocity, Plot No. X-4/1 and X-4/2, Mahape, Navi Mumbai 400 701, Maharashtra, India.

25. Lokmanya Hospitals Private Limited

The registered office of Lokmanya Hospitals Private Limited is situated at Deccan Pride 759/51, Deccan Gymkhana, Pune 411 004, Maharashtra, India.

26. Maithon Power Limited

The registered office of Maithon Power Limited is situated at 34 Sant Tukaram Road, Carnac Bunder, Mumbai 400 009, Maharashtra, India.

Details of Listed Debt Securities

ISIN	Type of Securities	Stock exchanges
INE082G07055	Non-Convertible Debentures	NSE
INE082G07063	Non-Convertible Debentures	NSE
INE082G07071	Non-Convertible Debentures	NSE

27. Nelco Limited

The registered office of Nelco Limited is situated at EL - 6, TTC Industrial Area, Electronics Zone, MIDC, Mahape, Navi Mumbai 400 710, Maharashtra, India.

28. Niskalp Infrastructure Services Limited

The registered office of Niskalp Infrastructure Services Limited is situated at 2nd Floor, Army & Navy Building, 148, Mahatma Gandhi Road, Fort, Mumbai 400 001, Maharashtra, India.

29. Noble Medichem Private Limited

The registered office of Noble Medichem Private Limited is situated at 3 and Basement Area Hemu Castle CHS Ltd, Dadabhai Road, Vileparle (West), Mumbai 400 056, Maharashtra, India.

30. Novamesh Limited

The registered office of Novamesh Limited is situated at VSB, Mahatma Gandhi Road, Fort, Mumbai, Mumbai 400 001, Maharashtra, India.

31. Orbicular Pharmaceutical Technologies Private Limited

The registered office of Orbicular Pharmaceutical Technologies Private Limited is situated at Plot No. 53, ALEAP Industrial Estate, Gajularamaram behind Pragathi Nagar, Kukatpally, Hyderabad 500 090, Telangana, India.

32. Piem Hotels Limited

The registered office of Piem Hotels Limited is situated at President 90 Cuffe Parade, Mumbai 400 005, Maharashtra, India.

33. Procam International Private Limited

The registered office of Procam International Private Limited is situated at 14 St James Court, Marine Drive, Mumbai, Maharashtra, India, 400 020.

34. Rallis India Limited

The registered office of Rallis India Limited is situated at 23rd Floor, Vios Tower New Cuffe Parade, Off Eastern Freeway, Wadala, Mumbai 400 037, Maharashtra, India.

35. Roots Corporation Limited

The registered office of Roots Corporation Limited is situated at 9th Floor, Express Towers, Barrister Rajni Patel Marg, Mumbai 400 021, Maharashtra, India.

36. Sakar Healthcare Limited

The registered office of Sakar Healthcare Limited is situated at Block No. 10/13, Village: Changodar, Sarkhej-Bavla Highway, Tal: Sanand, Dist; Ahmedabad, Changodar, Ahmedabad 382 213, Gujarat, India.

37. Solutions Infini Technologies (India) Private Limited

The registered office of Solutions Infini Technologies (India) Private Limited is situated at Pine Valley, 3rd Floor, Embassy Golf Link Business Park, Off Intermediate Ring Road, Challaghatta, Domlur, Bangalore 560 071, Karnataka, India.

38. Stryder Cycle Private Limited

The registered office of Stryder Cycle Private Limited is situated at Property No. 1838, Plot No. B3-8, A-4, Focal Point, Ludhiana 141 010, Punjab, India.

39. Supermarket Grocery Supplies Private Limited

The registered office of Supermarket Grocery Supplies Private Limited is situated at Fairway Business Park, 2nd, 7th and 8th Floor, Challaghatta Village, Behind Dell, Domlur, Bangalore 560 071, Karnataka, India.

40. TACO Air International Thermal Systems Private Limited

The registered office of TACO Air International Thermal Systems Private Limited is situated at TACO House, Plot No - 20/B FPN085, V.G. Damle Path, Off Law College Road, Erandwane, Pune 411 004, Maharashtra, India.

41. TACO Prestolite Electric Private Limited

The registered office of TACO Prestolite Electric Private Limited is situated at TACO House, Plot No - 20/B FPN085, V.G. Damlae Path, Off Law College Road, Erandwane, Pune 411 004, Maharashtra, India.

42. TACO Punch Powertrain Private Limited

The registered office of TACO Punch Powertrain Private Limited is situated at TACO House, Plot No 20/B FPN0 85, VG Damle Path Off Law College Road, Erandwane, Pune 411 004, Maharashtra, India.

43. Tata 1MG Healthcare Solutions Private Limited

The registered office of Tata 1MG Healthcare Solutions Private Limited is situated at 2nd Floor, Plot No. B-225, Okhla Industrial Area Phase-I, New Delhi, 110 020, India.

44. Tata 1MG Technologies Private Limited

The registered office of Tata 1MG Technologies Private Limited is situated at 2nd Floor, Plot No. B-225, Okhla Industrial Area, Phase-I, New Delhi 110 020, India.

45. Tata Advanced Systems Limited

The registered office of Tata Advanced Systems Limited is situated at Hardware Park, Plot No 21, Sy No 1/1, Imarat Kancha Raviryala Village, Maheshwaram Mandal Hyderabad 501 218, Telangana, India.

46. Tata AIA Life Insurance Company Limited

The registered office of Tata AIA Life Insurance Company Limited is situated at 14th floor, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, Maharashtra, India.

47. Tata AIG General Insurance Company Limited

The registered office of Tata AIG General Insurance Company Limited is situated at 15th Floor, Tower A, Peninsula Business Park, GK Marg, Lower Parel, Mumbai 400 013, Maharashtra, India.

Details of Listed Debt Securities

ISIN	Type of security	Stock exchanges	Scrip Code	Status
INE067X08034	Non-Convertible Debentures	BSE	975114	Listed

48. Tata Asset Management Private Limited

The registered office of Tata Asset Management Private Limited is situated at 1903, B Wing, 19th Floor, Parinee Crescenzo G Block, Bandra Kurla Complex, Bandra East, Mumbai 400 051, Maharashtra, India.

49. Tata AutoComp Gotion Green Energy Solutions Private Limited

The registered office of Tata AutoComp Gotion Green Energy Solutions Private Limited is situated at TACO House, Plot No 20/B FPNO 85 V G Damle Path Off Law College Road, Erandwane, Pune 411 004, Maharashtra, India.

50. Tata AutoComp GY Batteries Private Limited

The registered office of Tata Autocomp GY Batteries Private Limited is situated at TACO House, Off Law College Road, Erandwane, Pune 411 004, Maharashtra, India.

51. Tata Autocomp Hendrickson Suspensions Private Limited

The registered office of Tata Autocomp Hendrickson Suspensions Private Limited is situated at TACO House, Damle Path, Off Law College Road, Erandwane, Pune 411 004, Maharashtra, India.

52. Tata Autocomp Katcon Exhaust Systems Private Limited

The registered office of Tata Autocomp Katcon Exhaust Systems Private Limited is situated at TACO House, Plot No-20/B FPN085, V.G. Damle Path, Off Law College Road, Erandwane, Pune 411 004, Maharashtra, India.

53. Tata Autocomp Systems Limited

The registered office of Tata AutoComp Systems Limited is situated at TACO House, Plot No-20/b FPN085, V.G. Damle Path, Off Law College Road, Erandwane, Pune 411 004, Maharashtra, India.

54. Tata Boeing Aerospace Limited

The registered office of Tata Boeing Aerospace Limited is situated at Hardware Park, Plot No 21, Sy No 1/1, Imarat Kancha Raviryala Village, Maheshwaram Mandal, Hyderabad 501 218, Telangana, India.

55. Tata Business Hub Limited

The registered office of Tata Business Hub Limited is situated at Army & Navy Building, 148, M G Road, Opposite Kala Ghoda, Fort, Mumbai 400 001, Maharashtra, India.

56. Tata Chemicals Limited

The registered office of Tata Chemicals Limited is situated at Bombay House, 24, Homi Modi, Street, Fort, Mumbai 400 001, Maharashtra, India.

Details of Listed Debt Securities

ISIN	Type of security	Stock Exchanges
INE092A08071	Listed, unsecured, rated, redeemable, taxable, non-cumulative, non-convertible debentures	NSE

57. Tata ClassEdge Limited

The registered office of Tata ClassEdge Limited is situated at 6th Floor, Wing E, Times Square, Marol, Andheri Kurla Road, Gamdevi, Andheri (East), J.B. Nagar, Mumbai 400 059, Maharashtra, India.

58. Tata Communications Limited

The registered office of Tata Communications Limited is situated at VSB, Mahatma Gandhi Road Fort, Mumbai 400 001, Maharashtra, India.

Details of Listed Debt Securities

ISIN	Type of security	Stock exchanges
INE151A08349	Non-Convertible Debentures	NSE

59. Tata Consulting Engineers Limited

The registered office of Tata Consulting Engineers Limited is situated at 1st Floor, 10, Elphinstone Building, Veer Nariman Road, Horniman Circle, Fort, Mumbai 400 001, Maharashtra, India.

60. Tata Consumer Products Limited

The registered office of Tata Consumer Products Limited is situated at 1, Bishop Lefroy Road, Kolkata 700 020, West Bengal, India.

61. Tata Digital Private Limited

The registered office of Tata Digital Private Limited is situated at Army & Navy Building 148, M G Road Opposite Kala Ghoda Fort, Mumbai 400 001, Maharashtra, India.

62. Tata Electronics Private Limited

The registered office of Tata Electronics Private Limited is situated at No. 10, Jigani Industrial Area, Jigani, Bangalore 560 105, Karnataka, India.

63. Tata Electronics Systems Solutions Private Limited *(formerly known as Wistron Infocomm Manufacturing (India) Private Limited*)

The registered office of Tata Electronics Systems Solutions Private Limited *(formerly known as Wistron Infocomm Manufacturing (India) Private Limited*) is situated at Survey Nos. 43/1, 43/2, 43/3, 111, 112/1, 112/2, 113, 117/1, 117/3, 117/4, 118/1, 118/2, 120/1, 120/2, 121/1, 121/2, 121/3, 122, 123, 124 & 125, Achchathanahalli Village, Narasapura Hobli, Narasapura, Kolar, 563 133 Karnataka, India.

64. Tata Elxsi Limited

The registered office of Tata Elxsi Limited is situated at ITPB Road, Whitefield, Bengaluru 560 048, Karnataka, India.

65. Tata Ficosa Automotive Systems Private Limited

The registered office of Tata Ficosa Automotive Systems Private Limited is situated at TACO House, Plot No- 20/B FPN085, V.G. Damle Path Off Law College Road, Erandwane, Pune 411 004, Maharashtra, India.

66. Tata Industries Limited

The registered office of Tata Industries Limited is situated at Bombay House, 24, Homi Mody Street, Mumbai 400 001, Maharashtra, India.

67. Tata International Limited

The registered office of Tata International Limited is situated at 24th Floor, VIOS Tower, New Cuffe Parade, Off Eastern Freeway, Sewri, Chembur Road, Mumbai 400 037, Maharashtra, India.

68. Tata Investment Corporation Limited

The registered office of Tata Investment Corporation Limited is situated at Elphinstone Building, 10, Veer Nariman Road, Mumbai 400 001, Maharashtra, India.

69. Tata Lockheed Martin Aerostructures Limited

The registered office of Tata Lockheed Martin Aerostructures Limited is situated at Hardware Park, Plot No 21, Sy No 1/1, Imarat Kancha Raviryala Village, Maheshwaram Mandal, Hyderabad 501 218, Telangana, India.

70. Tata Medical and Diagnostics Limited

The registered office of Tata Medical and Diagnostics Limited is situated at Army & Navy Building, 148, M G Road, Opposite Kala Ghoda, Fort, Mumbai City, Mumbai 400 001, Maharashtra, India.

71. Tata Motors Body Solutions Limited

The registered office of Tata Motors Body Solutions Limited is situated at C/O Tata Motors Limited, 24 Homi Mody Street, Mumbai 400 001, Maharashtra, India.

72. Tata Motors Insurance Broking and Advisory Services Limited

The registered office of Tata Motors Insurance Broking and Advisory Services Limited is situated at 3rd Floor, Nanavati Mahalaya,18, Homi Modi Street, Hutatama Chowk, Mumbai 400 001, Maharashtra, India.

73. Tata Motors Passenger Vehicles Limited

The registered office of Tata Motors Passenger Vehicles Limited is situated at Floor 3, 4, Plot-18, Nanavati Mahalaya, Mudhana Shetty Marg, BSE, Fort, Mumbai 400 001, Maharashtra, India.

74. Tata Passenger Electric Mobility Limited

The registered office of Tata Passenger Electric Mobility Limited is situated at Nanavati Mahalaya, Floor 3 & 4, Plot 18, Mudhana Shetty Marg, Near BSE, Fort, Mumbai City, Mumbai 400 001, Maharashtra, India.

75. Tata Pension Fund Management Private Limited

The registered office of Tata Pension Fund Management Private Limited is situated at 1903, B Wing, Parinee Crescenzo Bandra Kurla Complex, Bandra East, Mumbai 400 051, Maharashtra, India.

76. Tata Power Delhi Distribution Limited

The registered office of Tata Power Delhi Distribution Limited is situated at NDPL House Hudson Lines, Kingsway Camp, Delhi 110 009, India.

77. Tata Power EV Charging Solutions Limited (*formerly known as TP Solapur Limited*)

The registered office of Tata Power EV Charging Solutions Limited is situated at Corporate Centre, 34, Sant Tukaram Road, Carnac Bunder, Mumbai 400 009, Maharashtra, India.

78. Tata Power Renewable Energy Limited

The registered office of Tata Power Renewable Energy Limited is situated at C/O The Tata Power Company Limited, Corporate Centre, A Block, 34, Sant Tukaram Road, Carnac Bunder, Mumbai 400 009, Maharashtra, India.

Details of Listed Debt Securities

ISIN	Type of security	Stock exchanges
INE607M07024	Non-Convertible Debentures	NSE
INE607M07016	Non-Convertible Debentures	NSE
INE607M08063	Non-Convertible Debentures	NSE
INE607M08071	Non-Convertible Debentures	NSE
INE607M08113	Non-Convertible Debentures	NSE
INE607M08097	Non-Convertible Debentures	NSE
INE607M08089	Non-Convertible Debentures	NSE
INE607M08105	Non-Convertible Debentures	NSE

79. Tata Precision Industries (India) Limited

The registered office of Tata Precision Industries (India) Limited is situated at Industrial Area No.2, A.B. Road, Dewas 455 001, Madhya Pradesh, India.

80. Tata Projects Limited

The registered office of Tata Projects Limited is situated at Corporate Centre, 3rd Floor, Building Block B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai 400 009, Maharashtra, India.

Details of Listed Debt Securities:

ISIN	Type of security	Name of Stock Exchange
INE725H08105 (Series I)	Unsecured NCD	NSE
INE725H08121 (Series K)	Unsecured NCD	NSE
INE725H08147 (Series L)	Unsecured NCD	NSE
INE725H08154 (Series M)	Unsecured NCD	NSE
INE725H08170 (Series N)	Unsecured NCD	NSE
INE725H08162 (Series O)	Unsecured NCD	NSE
INE725H08188 (Series P)	Unsecured NCD	NSE
INE725H08196 (Series Q)	Unsecured NCD	NSE
INE725H08204 (Series R)	Unsecured NCD	NSE
INE725H08212 (Series S)	Unsecured NCD	NSE
INE725H08220 (Series T)	Unsecured NCD	NSE
INE725H08238 (Series U)	Unsecured NCD	NSE
INE725H08246 (Series V)	Unsecured NCD	NSE

81. Tata Realty and Infrastructure Limited

The registered office of Tata Realty and Infrastructure Limited is situated at E Block, Voltas Premises, T B Kadam Marg, Chinchpokli, Mumbai 400 033, Maharashtra, India.

Details of Listed Debt Securities

ISIN	Type of security	Stock exchanges	Scrip Code	Status
INE371K08219	Non-Convertible Debentures	BSE	975011	Active
INE371K08235	Non-Convertible Debentures	BSE	975636	Active
INE371K08243	Non-Convertible Debentures	BSE	975734	Active

82. Taj SATS Air Catering Limited

The registered office of Taj SATS Air Catering Limited is situated at Mandlik House, Mandlik Road, Mumbai 400 001, Maharashtra, India.

83. Tata Sikorsky Aerospace Limited

The registered office of Tata Sikorsky Aerospace Limited is situated at Hardware Park, Plot No 21, Sy No 1/1, Imarat Kancha Raviryala Village, Maheshwaram Mandal, Hyderabad 501 218, Telangana, India.

84. Tata Steel Downstream Products Limited

The registered office of Tata Steel Downstream Products Limited is situated at Tata Centre, 43, Chowringhee Road, Kolkata 700 071, West Bengal, India.

85. Tata Steel Utilities and Infrastructure Services Limited

The registered office of Tata Steel Utilities and Infrastructure Services Limited is situated at Northern Town, Sakchi Boulevard Road, N Town, Bistupur – 831 001, Jharkhand, India.

86. Tata Technologies Limited

The registered office of Tata Technologies Limited is situated at Plot No 25, Rajiv Gandhi Infotech Park, Hinjawadi, Pune 411 057, Maharashtra, India.

87. Tata Teleservices (Maharashtra) Limited

The registered office of Tata Teleservices (Maharashtra) Limited is situated at D-26 TTC Industrial Area, MIDC Sanpada P.O. Turbhe, Navi Mumbai 400 703, Maharashtra, India.

88. Tata Teleservices Limited

The registered office of Tata Teleservices Limited is situated at 10th floor, Tower I, Jeevan Bharati, 124 Connaught Circus, New Delhi 110 001, India.

89. Tata Toyo Radiator Limited

The registered office of Tata Toyo Radiator Limited is situated at TACO House, Plot no. 20/B FPN085, V.G Damle Path, Off Law College Road, Erandwane Pune 411 004, Maharashtra, India.

90. Tata Trustee Company Private Limited

The registered office of Tata Trustee Company Private Limited is situated at 1903, B Wing, Parinee Crescenzo, Bandra Kurla Complex, Bandra East, Mumbai 400 051, Maharashtra, India.

91. Tata Unistore Limited

The registered office of Tata Unistore Limited is situated at 4th Floor, Empire Plaza 2 Chandan Nagar, LBS Marg, Vikhroli West, Mumbai City, Mumbai 400 083, Maharashtra, India.

92. Tejas Networks Limited

The registered office of Tejas Networks Limited is situated at J P Software Park, Plot No 25, Sy. No 13, 14,17,18 Konnapana Agrahara Village, Begur Hobli, Bengaluru 560 100, Karnataka, India.

93. Tema India Private Limited

The registered office of Tema India Private Limited is situated at Darabshaw House, 1st Floor, S V Marg, Ballard Estate, Mumbai 400 001, Maharashtra, India.

94. The Associated Building Company Limited

The registered office of The Associated Building Company Limited is situated at Bombay House, 24, Homi Mody Street, Fort, Mumbai, 400 001, Maharashtra, India.

95. The Indian Hotels Company Limited

The registered office of The Indian Hotels Company Limited is situated at Mandlik House, Mandlik Road, Mumbai 400 001, Maharashtra, India.

96. The Tata Power Company Limited

The registered office of The Tata Power Company Limited is situated at Bombay House, 24, Homi Mody Street, Mumbai 400 001, Maharashtra, India.

Details of Listed Debt Securities

ISIN	Type of security	Stock exchanges
INE245A07267	Non-Convertible Debentures	NSE
INE245A07416	Non-Convertible Debentures	NSE
INE245A08216	Non-Convertible Debentures	BSE
INE245A08224	Non-Convertible Debentures	BSE
INE245A08232	Non-Convertible Debentures	BSE
INE245A08240	Non-Convertible Debentures	BSE
INE245A08257	Non-Convertible Debentures	BSE
INE245A08265	Non-Convertible Debentures	BSE
INE245A08273	Non-Convertible Debentures	BSE
INE295J08022	Non-Convertible Debentures	NSE

97. TMF Business Services Limited (*formerly known as Tata Motors Finance Limited*)

The registered office of TMF Business Services Limited is situated at 14, 4th Floor, Sir H.C. Dinshaw Building 16, Horniman Circle, Fort, Mumbai 400 001, Maharashtra, India.

98. TMF Holdings Limited

The registered office of TMF Holdings Limited is situated at 14, 4th Floor, Sir H.C. Dinshaw Building 16, Horniman Circle, Fort, Mumbai 400 001, Maharashtra, India.

99. TM Automotive Seating Systems Private Limited

The registered office of TM Automotive Seating Systems Private Limited is situated at TACO House, Damle Path, Off Law College Road, Erandwana, Pune 411 004, Maharashtra, India.

100. TM Fainsa Railway Private Limited

The registered office of TM Fainsa Railway Private Limited is situated at TACO House, Damle Path, Off Law College Road, Erandwana, Pune 411 004, Maharashtra, India.

101. Tata Motors Global Services Limited (*formerly known as TML Business Services Limited*)

The registered office of Tata Motors Global Services Limited (*formerly known as TML Business Services Limited*)is situated at 3rd Floor Nanavati Mahalaya 18, Homi Mody Street, Hutatma Chowk, Mumbai 400 001, Maharashtra, India.

102. TML CV Mobility Solutions Limited

The registered office of TML CV Mobility Solutions Limited is situated at Floor 3 & 4, Plot No.18, Nanavati Mahalaya, Mudhana Shetty Marg, BSE, Fort, Mumbai, 400 001 Maharashtra, India.

103. TML Smart City Mobility Solutions Limited

The registered office of TML Smart City Mobility Solutions Limited is situated at Floor 3 & 4, Plot-18, Nanavati Mahalaya, Mudhana Shetty Marg, Near BSE, Fort, Mumbai City, Mumbai, 400 001 Maharashtra, India.

104. TMRP Auto Trims Private Limited

The registered office of TMRP Auto Trims Private Limited is situated at TACO House, Damle Path, Off Law College Road, Film Institute, Pune City, Pune 411 004, Maharashtra, India.

105. TP Ajmer Distribution Limited

The registered office of TP Ajmer Distribution Limited is situated at C/O The Tata Power Company Limited, 34, Sant Tukaram Road, Carnac Bunder, Mumbai City, Mumbai 400 009, Maharashtra, India.

106. TP Jalpura Khurja Power Transmission Limited

The registered office of TP Jalpura Khurja Power Transmission Limited is situated at Plot 181, Ground Floor, Block-K, Mangol Puri, Mangolpuri A Block, Delhi 110 083, India.

107. TP Central Odisha Distribution Limited

The registered office of TP Central Odisha Distribution Limited is situated at Power House Square, Unit–8, Bhubaneswar 751 012, Orissa, India.

108. TP Northern Odisha Distribution Limited

The registered office of TP Northern Odisha Distribution Limited is situated at Nesco Corporate Office of Nesco, Januganj, Baleshwar, Balasore 756 019, Orissa, India.

109. TP Renewable Microgrid Limited

The registered office of TP Renewable Microgrid Limited is situated at C/O The Tata Power Company Limited, Corporate Center A Block, 34, Sant Tukaram Road, Carnac Bunder, Mumbai 400 009, Maharashtra, India.

110. TP Southern Odisha Distribution Limited

The registered office of TP Southern Odisha Distribution Limited is situated at C/O Office of the Managing Director Southco, Kamapalli, Courtpeta, Ganjam, Berhampur 760 004, Orissa, India.

111. TP Western Odisha Distribution Limited

The registered office of TP Western Odisha Distribution Limited is situated at Wesco Corporate Building Burla, Besides Burla Police Station, Sambalpur, Burla, 768 017, Orissa, India.

112. TVS Emerald Limited (*formerly known as Emerald Haven Realty Limited*)

The registered office of TVS Emerald Limited (*formerly known as Emerald Haven Realty Limited*) is situated at No. 123, 124, 4th Floor, Ispahani Centre, Nungambakkam High Road, Nungambakkam, Chennai 600 034, Tamil Nadu, India.

113. TVS Supply Chain Solutions Limited

The registered office of TVS Supply Chain Solutions Limited is situated at No. 10, Jawahar Road, Chokkikulam, Madurai 625 002, Tamil Nadu, India.

114. United Hotels Limited

The registered office of United Hotels Limited is situated at Hotel Ambassador, Sujan Singh Park, Delhi 110 003, India.

115. Voltas Limited

The registered office of Voltas Limited is situated at Voltas House 'A', Dr Babasaheb Ambedkar Road, Chinchpokli, Mumbai 400 033, Maharashtra, India.

Nature and extent of interest of Group Companies

In the promotion of our Company

None of our Group Companies have any interest in the promotion of our Company.

In the properties acquired by our Company in the past three years before filing of this Updated Draft Red Herring Prospectus - I or proposed to be acquired by our Company

None of our Group Companies are interested in the properties acquired by our Company in the three years preceding the filing of this Updated Draft Red Herring Prospectus - I or proposed to be acquired by our Company.

In transactions for acquisition of land, construction of building and supply of machinery, etc.

None of our Group Companies are interested in any transactions by our Company pertaining to acquisition of land, construction of building or supply of machinery, etc.

Common pursuits among the Group Companies and our Company

As on the date of this Updated Draft Red Herring Prospectus – I, except to the extent, Auxilo Finserve Private Limited (one of the portfolio companies of our private equity fund) and our Company are in the similar line of business, there are no common pursuits amongst our Group Companies and our Company.

Related business transactions with our Group Companies and significance on the financial performance of our Company

Except as disclosed in *"Summary of the Offer Document – Summary of Related Party Transactions"* and "*Restated Consolidated Financial Information—Notes forming part of the Restated Consolidated Financial Information—Note 42: Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015*" on pages 24 and 509, respectively, there are no related business transactions with the Group Companies which have a significant impact on the financial performance of our Company.

Litigation

As on the date of this Updated Draft Red Herring Prospectus – I, there is no pending litigation involving our Group Companies which may have a material impact on our Company.

Business interest of Group Companies

Except in the ordinary course of business and as stated in *"Summary of the Offer Document – Summary of Related Party Transactions"* and "*Restated Consolidated Financial Information—Notes forming part of the Restated Consolidated Financial Information—Note 42: Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015*" on page 509, none of our Group Companies have any business interest in our Company.

Other Confirmations

Except for Tata Consultancy Services Limited, Titan Company Limited, Tata Motors Limited, Trent Limited, Tata Steel Limited, The Tata Power Company Limited, The Indian Hotels Company Limited, Tata Consumer Products Limited, Voltas Limited, Tata Communications Limited, Tata Elxsi Limited, Tata Technologies Limited, Tata Investment Corporation Limited, Tata Chemicals Limited, Tejas Networks Limited, Tata Teleservices (Maharashtra) Limited, Nelco Limited, Automotive Stampings and Assemblies Limited, Rallis India Limited, Sakar Healthcare Limited and TVS Supply Chain Solutions Limited, none of our Group Companies have their equity shares listed on the Stock Exchanges.

Except for the common directorship, shareholding or business transactions in the ordinary course of business that may exist between certain of our Group Companies or its directors, and (i)TMF Holdings Limited; (ii) Macrotech Developers Limited; (iii) Jasper Industries Limited; and (iv) Videocon Industries Limited (certain lessors of immovable properties who are crucial for operations of our Company) there is no conflict of interest between our Group Companies or its directors and lessors of immovable properties of our Company (who are crucial for operations of our Company).

Except for the common directorship, shareholding or business transactions in the ordinary course of business that may exist between certain of our Group Companies or its directors, and (i) Tata Consultancy Services Limited; (ii) Athena BPO Private Limited; (iii) TransUnion CIBIL Limited; (iv) Conneqt Business Solutions Limited; (v) Quess Corp Limited; and (vi) Spocto Solutions Private Limited (certain third party service providers of our Company who are crucial for operations of our Company), there is no conflict of interest between our Group Companies or its directors and third party service providers of our Company (who are crucial for operations of the Company).

SECTION VIII: OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Our Board has authorized the Offer pursuant to its resolution dated February 25, 2025, and our Shareholders have authorized the Fresh Issue pursuant to a special resolution passed at their meeting held on March 27, 2025, read with IPO Committee resolution dated July 11, 2025, under Section 62(1)(c) of the Companies Act.

Further, our Board has taken on record the consent of each of the Selling Shareholders to severally and not jointly participate in the Offer for Sale pursuant to its resolution dated March 27, 2025. Our Board, pursuant to its resolution dated March 27, 2025 had approved a draft of the Pre-Filed Draft Red Herring Prospectus. Further, our IPO Committee pursuant to its resolution dated April 4, 2025 had approved the Pre-Filed Draft Red Herring Prospectus.

This Updated Draft Red Herring Prospectus – I has been approved pursuant to a resolution passed by our Board on August 4, 2025.

The Offer for Sale has been specifically authorised by each of the Selling Shareholders, severally and not jointly, and its respective participation in the Offer for Sale in relation to its respective portion of the Offered Shares, pursuant to their respective portions as set out below:

S. No.	Selling shareholder	Number of Offered Shares	Aggregate proceeds from the Offered Shares	Date of consent letter	Date of corporate approval/authorisation	Percentage of Pre-Offer Equity Share capital on a fully diluted basis
Promoter Selling Shareholder						
1.	Tata Sons Private Limited	Up to 230,000,000 Equity Shares of face value of ₹10 each	Up to ₹[●] million	March 27, 2025	February 24, 2025	[●]
Investor Selling Shareholder						
2.	International Finance Corporation	Up to 35,824,280 Equity Shares of face value of ₹10 each	Up to ₹[●] million	March 27, 2025	NA	[●]

In terms of the RBI Master Circular, our Company as a NBFC, is required to obtain prior written permission of RBI for any change in the shareholding, including progressive increases over time, which would result in acquisition or transfer of shareholding of 26% or more of the paid-up equity capital. Accordingly, our Company undertakes to obtain such prior written permission should it be required pursuant to the Offer.

For details, see "*The Offer*" beginning on page 90.

In-principle Listing Approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters each dated May 8, 2025.

Prohibition by SEBI, RBI or other Governmental Authorities

Our Company, our Selling Shareholders, our Directors, our Promoter, the members of our Promoter Group and person(s) in control of our Promoter or our Company are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Our Directors are not directors or promoters of any other company which has been debarred from accessing the capital markets under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Our Promoter is not a promoter of any other company which has been debarred from accessing the capital markets under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Our Company, our Promoter and our Directors have not been declared as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by the RBI.

Our Directors have not been declared as Fugitive Economic Offenders.

All the Equity Shares are fully paid up and there are no partly paid up Equity Shares as on the date of filing of this Updated Draft Red Herring Prospectus – I.

Directors associated with the Securities Market

Except for (i) Mr. Rajiv Sabharwal, our Managing Director and CEO, Dr. Punita Kumar Sinha and Mr. Sujit Kumar Varma, our Independent Directors, who are also directors on the board of Tata Asset Management Private Limited, (ii) Dr. Punita Kumar Sinha, who is also a director on the board of Embassy Office Parks REIT and Paradigmarq Advisors Private Limited, and (iii) Mr. Rajiv Sabharwal, our Managing Director and CEO, who is also a director on the board of Tata Securities Limited, which is registered with SEBI, none of our Directors are associated with the securities market, in any manner and there have been no outstanding actions initiated by SEBI against our Directors, who have been associated with entities in the securities market, in the five years preceding the date of this Updated Draft Red Herring Prospectus – I.

Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoter, members of Promoter Group and the Promoter Selling Shareholder, are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable to each of them as on the date of this Updated Draft Red Herring Prospectus – I. The Investor Selling Shareholder is in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent notified and applicable to it in relation to the Company.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 6(1) of the SEBI ICDR Regulations as set out under the eligibility criteria calculated in accordance with the Restated Consolidated Financial Information, as indicated below:

a. Our Company has net tangible assets of at least ₹30 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each) of which not more than 50% are held in monetary assets;

b. Our Company has an average operating profit of at least ₹150 million, calculated on a restated and consolidated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years; For this purpose, operating profit means the profit before tax from continuing operations after excluding other income.**;**

c. Our Company has a net worth of at least ₹10 million in each of the preceding three full years (of 12 months each), calculated on a restated and consolidated basis; and

d. Our Company has not changed its name in the last one year.

Our Company's restated net tangible assets, restated monetary assets, restated monetary assets as a percentage of the net tangible assets, operating profits and net worth, derived from the Restated Consolidated Financial Information included in this Updated Draft Red Herring Prospectus - I as at, and for the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023, are set forth below:

(₹ in million, unless otherwise stated)

Particulars	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Restated net tangible assets(i)	320,985.8	235,129.3	173,694.5
Restated monetary assets(ii)	95,368.9	69,677.2	33,137.5
Restated monetary assets, as a percentage of net tangible assets, as restated (in %)	29.7	29.6	19.1
Operating profit (on a restated & consolidated basis)(iii)	48,614.3	43,684.7	39,279.2
Net worth (on a restated & consolidated basis)(iv)	325,878.2	235,401.9	179,590.6

Notes:

(i) Restated net tangible assets means the sum of all net assets of the issuer excluding deferred tax assets, intangible assets, as defined in Indian Accounting Standard (Ind AS) 38 issued by ICAI and prepaid expenses and unamortized loan sourcing cost. Net assets is defined as Total Assets as reduced by aggregate of financial and non-financial liabilities.

(ii) Restated monetary assets means the aggregate of cash and cash equivalent and balance with banks including other bank balances and excluding Balances with banks to the extent held as margin money, collateral deposits, deposits in lien with Stock Exchanges as margin or security against the borrowings, guarantees, other commitments.

(iii) The average restated operating profit of the Company for the preceding three Fiscals ending March 31, 2025, March 31, 2024 and March 31, 2023 is ₹43,859.4 million.

(iv) Net worth means the aggregate value of the paid-up share capital, instruments entirely equity in nature, share pending for issuance and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

Our Company confirms that it is eligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. Our Company is in compliance with the conditions specified in Regulations 5 and 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

The status of compliance of our Company with the conditions as specified under Regulations 5 and 7(1) of the SEBI ICDR Regulations are as follows:

(i) Our Company, Selling Shareholders, members of Promoter Group and our Directors are not debarred from accessing the capital markets by SEBI;

(ii) Our Company confirms that it is not ineligible to make the Offer in terms of Regulation 59E of the SEBI ICDR Regulations, to the extent applicable;

(iii) The companies with which our Directors are associated as a promoter or director are not debarred from accessing the capital markets by SEBI;

(iv) The companies with which our Promoter is associated as a promoter are not debarred from accessing the capital markets by SEBI;

(v) Neither our Company, nor our Promoter or our Directors are Wilful Defaulters or Fraudulent Borrowers;

(vi) None of our Directors have been declared as a Fugitive Economic Offender;

(vii) Except for the outstanding options that are vested as on the date of this Updated Draft Red Herring Prospectus – I, under the TCL ESOP Scheme, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments into, or which would entitle any person any option to receive Equity Shares as on the date of this Updated Draft Red Herring Prospectus – I;

(viii) Our Company along with Registrar to the Offer has entered into tripartite agreements dated June 6, 2008 and March 22, 2010 with NSDL and CDSL, respectively, for dematerialisation of the Equity Shares;

(ix) The Equity Shares of our Company held by the Promoter are in dematerialised form;

(x) All the equity shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Updated Draft Red Herring Prospectus – I; and

(xi) There is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance, excluding the amount to be raised through the proposed public issue or through existing identifiable accruals.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Offer shall be not less than 1,000, failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, and our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Each of the Selling Shareholders, severally and not jointly, confirms that their respective portion of the Offered Shares is eligible to be offered for sale in the Offer in accordance with Regulation 8 of the SEBI ICDR Regulations at the time of filing of this Updated Draft Red Herring Prospectus – I.

Disclaimer from our Company, our Directors and BRLMs

Our Company, our Directors and the BRLMs accept no responsibility for statements made otherwise than in this Updated Draft Red Herring Prospectus - I or in the advertisements or any other material issued by or at our instance and anyone placing reliance on any other source of information, including our Company's website - www.tatacapital.com, or the respective websites of any affiliate of our Company would be doing so at their own risk.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement, and as will be provided for in the Underwriting Agreement.

All information, to the extent required in relation to the Offer, shall be made available by our Company, and the BRLMs to the Bidders and the public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters and their respective directors, officers, agents, affiliates, trustees and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Underwriters and each of their respective directors, officers, agents, affiliates, trustees and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, our Subsidiaries, each of the Selling Shareholders and our Group Companies, and their respective directors and officers, partners, trustees, affiliates, associates or third parties in the ordinary course of business and have engaged, or may in the future engage with our Company, each of the Selling Shareholders, our Subsidiaries and our Group Companies, and each of their respective directors and officers, partners, trustees, affiliates, associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer from the Selling Shareholders

The Selling Shareholders accept no responsibility for statements made otherwise than in this Updated Draft Red Herring Prospectus - I or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website, i.e., www.tatacapital.com, or the respective websites of any affiliate of our Company or the respective websites of the Book Running Lead Managers or the Selling Shareholders and any of such parties would be doing so at his or her own risk. Each of the Selling Shareholders, its respective directors, affiliates, associates, representatives, partners, designated partners, trustees, associates and officers, as applicable, accept no responsibility for any statements made or undertakings provided in this Updated Draft Red Herring Prospectus - I other than those specifically and expressly made or confirmed by such Selling Shareholder in relation to itself as a Selling Shareholder and/or with respect to its respective portion of the Offered Shares, and in this case only on a several and not joint basis.

Bidders will be required to confirm and will be deemed to have represented to each of the Selling Shareholder and/or its respective directors, partners, designated partners, trustees, associates, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Each of the Selling Shareholders and/or its respective directors, partners, designated partners, trustees, associates, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

Disclaimer in respect of jurisdiction

The Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, including Indian nationals resident in India, Hindu undivided families, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their respective constitution to hold and invest in equity shares, state industrial development corporations, public financial institutions as specified under Section 2(72) of the Companies Act, venture capital funds, permitted insurance companies registered with IRDAI, provident funds with minimum corpus of ₹250 million (subject to applicable law) and pension funds with minimum corpus of ₹250 million registered with the Pension Fund Regulatory and Development Authority established under section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, Systemically Important NBFCs registered with the RBI and registered multilateral and bilateral development financial institutions) and permitted Non-Residents including FPIs and Eligible NRIs and AIFs that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

This Updated Draft Red Herring Prospectus - I does not constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Updated Draft Red Herring Prospectus - I comes is required to inform him or herself about, and to observe, any such restrictions. Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai, India only. This Updated Draft Red Herring Prospectus - I does not constitute an invitation to subscribe to or purchase the Equity Shares in the Offer in any jurisdiction, including India. No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Updated Draft Red Herring Prospectus - I has been filed with the SEBI for its observations. Accordingly, the Equity Shares represented thereby may not be issued, directly or indirectly, and this Updated Draft Red Herring Prospectus - I may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Updated Draft Red Herring Prospectus - I nor any offer or sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or the Selling Shareholders since the date of this Updated Draft Red Herring Prospectus - I or that the information contained herein is correct as at any time subsequent to this date. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to this Updated Draft Red Herring Prospectus - I if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises this Updated Draft Red Herring Prospectus - I and the preliminary international wrap for the Offer, if the recipient is outside India.

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

Eligibility and Transfer Restrictions

The Equity Shares offered in the Offer have not been, and will not be, registered under the U.S. Securities Act or any state securities laws in the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws in the United States. Accordingly, the Equity Shares are only being offered and sold (i) within the United States to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Updated Draft Red Herring Prospectus - I as "U.S. QIBs", for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Updated Draft Red Herring Prospectus - I as "QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) outside the United States in "offshore transactions" as defined in, and in reliance on, Regulation S under the U.S. Securities Act and, in each case, in compliance with the applicable laws of the jurisdiction where those offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Until the expiry of 40 days after the commencement of the Offer, an offer or sale of the Equity Shares within the United States by a dealer (whether or not it is participating in the Offer) may violate the registration requirements of the U.S. Securities Act unless made pursuant to Rule 144A or another available exemption from the registration requirements of the U.S. Securities Act and in accordance with applicable state securities laws in the United States.

Eligible Investors

The Equity Shares are being offered and sold:

(a) within the United States to investors that are reasonably believed to be U.S. QIBs in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act; and

(b) outside the United States in "offshore transactions" as defined in and, in reliance on, Regulation S under the U.S. Securities Act and, in each case, in compliance with the applicable laws of the jurisdiction where those offers and sales occur;

and in each case who are deemed to have made the representations set forth immediately below.

Equity Shares Offered and Sold Pursuant to the Offer within the United States

Each purchaser that is acquiring the Equity Shares offered pursuant to the Offer within the United States, by its acceptance of this Updated Draft Red Herring Prospectus - I and of the Equity Shares, will be deemed to have acknowledged, represented and warranted to and agreed with our Company, the Selling Shareholders and the BRLMs that it has received a copy of this Updated Draft Red Herring Prospectus - I and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser is authorised to consummate the purchase of the Equity Shares offered pursuant to the Offer in compliance with all applicable laws and regulations;

2. the purchaser acknowledges that the Equity Shares offered pursuant to the Offer have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and accordingly, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act;

3. the purchaser (i) is a U.S. QIB, (ii) is aware that the sale to it is being made in a transaction exempt from or not subject to the registration requirements of the U.S. Securities Act, and (iii) is acquiring such Equity Shares for its own account or for the account of one or more U.S. QIBs with respect to which it exercises sole investment discretion;

4. the purchaser is not an affiliate of our Company or a person acting on behalf of an affiliate;

5. if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred, only (A) (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a U.S. QIB in a transaction meeting the requirements of Rule 144A under the U.S. Securities Act or another exemption from, or transaction not subject to, the registration requirements of the U.S. Securities Act, or (ii) in an "offshore transaction" complying with Rule 903 or Rule 904 of Regulation S under the U.S. Securities Act; and (B) in accordance with all applicable laws, including the state securities laws in the United States. The purchaser

understands that the transfer restrictions will remain in effect until our Company determines, in its sole discretion, to remove them;

6. the Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 under the U.S. Securities Act for resales of any such Equity Shares;

7. the purchaser will not deposit or cause to be deposited such Equity Shares into any depositary receipt facility established or maintained by a depositary bank other than a Rule 144A restricted depositary receipt facility, so long as such Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act;

8. the purchaser agrees that neither the purchaser nor any of its affiliates (as defined in Rule 405 of the U.S. Securities Act) nor any person acting on behalf of the purchaser or any of its affiliates (as defined in Rule 405 of the U.S. Securities Act) is acquiring the Equity Shares as a result of any "directed selling efforts" as defined in Regulation S under the U.S. Securities Act in the United States with respect to the Equity Shares or any form of "general solicitation" or "general advertising" (as defined in Regulation D under the U.S. Securities Act) in the United States in connection with any offer or sale of the Equity Shares;

9. the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless our Company determines otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

"THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, OR SOLD WITHIN THE UNITED STATES, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND ACCORDINGLY, THE EQUITY SHARES MAY BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT(1) WITHIN THE UNITED STATES, SOLELY TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE U.S. SECURITIES ACT IN A TRANSACTION EXEMPT FROM OR NOT SUBJECT TO THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT, OR (2) OUTSIDE THE UNITED STATES IN AN "OFFSHORE TRANSACTION" AS DEFINED IN AND IN RELIANCE ON REGULATION S UNDER THE U.S. SECURITIES ACT,

AND IN COMPLIANCE WITH THE APPLICABLE LAWS OF THE JURISDICTIONS WHERE THOSE OFFERS AND SALES OCCUR. THIS SECURITY IS NOT TRANSFERABLE EXCEPT IN ACCORDANCE WITH THE RESTRICTIONS DESCRIBED HEREIN. EACH TRANSFEROR OF THIS SECURITY AGREES TO PROVIDE NOTICE OF THE TRANSFER RESTRICTIONS SET FORTH HEREIN AND IN THE COMPANY'S OFFER DOCUMENTS TO THE TRANSFEREE AND TO ANY EXECUTING BROKER."

10. the purchaser understands and acknowledges that our Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

11. the purchaser acknowledges that our Company, the Selling Shareholders, the BRLMs, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify our Company, the Selling Shareholders and the BRLMs, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

"THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, OR SOLD WITHIN THE UNITED STATES, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND ACCORDINGLY, THE EQUITY SHARES MAY BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT(1) WITHIN THE UNITED STATES, SOLELY TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE U.S. SECURITIES ACT PURSUANT TO SECTION 4(a) OF THE U.S. SECURITIES ACT, OR (2) OUTSIDE THE UNITED STATES

IN AN "OFFSHORE TRANSACTION" AS DEFINED IN AND IN COMPLIANCE WITH REGULATION S UNDER THE U.S. SECURITIES ACT,

AND IN COMPLIANCE WITH THE APPLICABLE LAWS OF THE JURISDICTIONS WHERE THOSE OFFERS AND SALES OCCUR. THIS SECURITY IS NOT TRANSFERABLE EXCEPT IN ACCORDANCE WITH THE RESTRICTIONS DESCRIBED HEREIN. EACH TRANSFEROR OF THIS SECURITY AGREES TO PROVIDE NOTICE OF THE TRANSFER RESTRICTIONS SET FORTH HEREIN AND IN THE COMPANY'S OFFER DOCUMENTS TO THE TRANSFEREE AND TO ANY EXECUTING BROKER."

All Other Equity Shares Offered and Sold in the Offer

Each purchaser that is acquiring the Equity Shares offered pursuant to the Offer outside the United States, by its acceptance of this Updated Draft Red Herring Prospectus - I and of the Equity Shares offered pursuant to the Offer, will be deemed to have acknowledged, represented and warranted to and agreed with our Company, the Selling Shareholders and the BRLMs that it has received a copy of this Updated Draft Red Herring Prospectus - I and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser is authorised to consummate the purchase of the Equity Shares offered pursuant to the Offer in compliance with all applicable laws and regulations;

2. the purchaser acknowledges that the Equity Shares offered pursuant to the Offer have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of or other jurisdiction of the United States and accordingly, may not be offered, resold, pledged or transferred within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act;

3. the purchaser is purchasing the Equity Shares offered pursuant to the Offer in an offshore transaction meeting the requirements of Rule 903 of Regulation S under the U.S. Securities Act;

4. the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Equity Shares offered pursuant to the Offer, and was located outside the United States at the time (i) the offer for such Equity Shares was made to it and (ii) when the buy order for such Equity Shares was originated and continues to be located outside the United States and has not purchased such Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of such Equity Shares or any economic interest therein to any person in the United States;

5. the purchaser is not an affiliate of our Company or a person acting on behalf of an affiliate;

6. if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only (A) (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a U.S. QIB in a transaction meeting the requirements of Rule 144A, or (ii) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S under the U.S. Securities Act and (B) in accordance with all applicable laws, including the securities laws of the States of the United States. The purchaser understands that the transfer restrictions will remain in effect until our Company determines, in its sole discretion, to remove them;

7. neither the purchaser nor any of its affiliates (as defined in Rule 405 of the U.S. Securities Act) nor any person acting on behalf of the purchaser or any of its affiliates (as defined in Rule 405 of the U.S. Securities Act) is acquiring the Equity Shares as a result of any "directed selling efforts" as defined in Regulation S under the U.S. Securities Act in the United States with respect to the Equity Shares;

8. the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless our Company determine otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

   "THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE U.S. SECURITIES ACT IN A TRANSACTION EXEMPT FROM OR NOT SUBJECT TO THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT, OR (2) IN AN "OFFSHORE TRANSACTION", AS DEFINED IN, AND IN RELIANCE ON, REGULATION S UNDER THE U.S. SECURITIES ACT, IN EACH CASE, IN COMPLIANCE WITH

APPLICABLE LAWS OF THE JURISDICTIONS IN WHICH SUCH OFFERS AND SALES ARE MADE. THIS SECURITY IS NOT TRANSFERABLE EXCEPT IN ACCORDANCE WITH THE RESTRICTIONS DESCRIBED HEREIN. EACH TRANSFEROR OF THIS SECURITY AGREES TO PROVIDE NOTICE OF THE TRANSFER RESTRICTIONS SET FORTH HEREIN AND IN THE COMPANY'S OFFER DOCUMENTS TO THE TRANSFEREE AND TO ANY EXECUTING BROKER."

9. Our Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions.

10. the purchaser acknowledges that our Company, the Selling Shareholders, the BRLMs, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify our Company, each of the Selling Shareholders and the BRLMs, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

European Economic Area

In relation to each Member State (each a "**Relevant State**"), no Equity Shares have been offered or will be offered pursuant to the Offer to the public in that Relevant State prior to the publication of a prospectus in relation to the Equity Shares which has been approved by the competent authority in that Relevant State or, where appropriate, approved in another Relevant State and notified to the competent authority in that Relevant State, all in accordance with the Prospectus Regulation, except that the Equity Shares may be offered to the public in that Relevant State at any time:

1. to any legal entity which is a qualified investor as defined under Article 2 of the Prospectus Regulation;
2. to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the Prospectus Regulation), subject to obtaining the prior consent of the relevant BRLMs for any such offer; or
3. in any other circumstances falling within Article 1(4) of the Prospectus Regulations,

provided that no such offer of the Equity Shares shall require our Company, the Selling Shareholders or any BRLM to publish a prospectus pursuant to Article 3 of the Prospectus Regulation. For the purposes of this provision, the expression an "offer to the public" in relation to the Equity Shares in any Relevant State means the communication in any form and by any means of sufficient information on the terms of the offer and any Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Equity Shares. Our Company, the Selling Shareholders, the BRLMs and their affiliates, and others will rely upon the truth and accuracy of the foregoing representation, acknowledgement and agreement.

United Kingdom

No Equity Shares have been offered or will be offered to the public in the United Kingdom pursuant to the Offer prior to the publication of a prospectus in relation to the Equity Shares which has been approved by the Financial Conduct Authority, except that the Equity Shares may be offered to the public in the United Kingdom at any time:

(a) to any legal entity which is a qualified investor as defined under Article 2 of the UK Prospectus Regulation;

(b) to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the UK Prospectus Regulation), subject to obtaining the prior consent of the relevant BRLMs for any such offer; or

(c) in any other circumstances falling within Section 86 of the FSMA.

provided that no such offer of the Equity Shares shall require the Issuer or any Manager to publish a prospectus pursuant to Section 85 of the FSMA.

For the purposes of this provision, the expression an "offer to the public" in relation to the Equity Shares in the United Kingdom means the communication in any form and by any means of sufficient information on the terms of the offer and any Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Equity Shares.

Our Company, the Selling Shareholders, the BRLMs and their affiliates, and others will rely upon the truth and accuracy of the foregoing representation, acknowledgement and agreement.

Any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) in connection with the issue or sale of the Equity Shares may only be communicated or caused to be communicated in circumstances in which Section 21(1) of the FSMA does not apply to our Company.

All applicable provisions of the FSMA must be complied with in respect to anything done by any person in relation to the Equity Shares in, from or otherwise involving the United Kingdom.

Bidders are advised to ensure that any Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS UPDATED DRAFT RED HERRING PROSPECTUS - I TO SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS UPDATED DRAFT RED HERRING PROSPECTUS – I. THE BOOK RUNNING LEAD MANAGERS, BEING KOTAK MAHINDRA CAPITAL COMPANY LIMITED, AXIS CAPITAL LIMITED, BNP PARIBAS, CITIGROUP GLOBAL MARKETS INDIA PRIVATE LIMITED, HDFC BANK LIMITED, HSBC SECURITIES AND CAPITAL MARKETS (INDIA) PRIVATE LIMITED, ICICI SECURITIES LIMITED, IIFL CAPITAL SERVICES LIMITED (FORMERLY KNOWN AS IIFL SECURITIES LIMITED), J.P. MORGAN INDIA PRIVATE LIMITED AND SBI CAPITAL MARKETS LIMITED ("BRLMS"), HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS UPDATED DRAFT RED HERRING PROSPECTUS - I ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI ICDR REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS UPDATED DRAFT RED HERRING PROSPECTUS - I, THE BRLMS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMS HAD FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED APRIL 4, 2025 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V (FORM AA) OF THE SEBI ICDR REGULATIONS.

THE FILING OF THIS UPDATED DRAFT RED HERRING PROSPECTUS - I DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BRLMS, ANY IRREGULARITIES OR LAPSES IN UPDATED DRAFT RED HERRING PROSPECTUS - I.

All applicable legal requirements pertaining to the Offer will be complied with at the time of filing of the Red Herring Prospectus with the RoC including in terms of Section 32 of the Companies Act, 2013. All applicable legal requirements pertaining to the Offer will be complied with at the time of filing of the Prospectus with the RoC including in terms of Sections 26, 32, 33(1) and 33(2) of the Companies Act.

DISCLAIMER CLAUSE OF BSE

As required, a copy of the Pre-filed Draft Red Herring Prospectus was submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of the Pre-filed Draft Red Herring Prospectus, is set forth below:

"*BSE Limited ("the Exchange") has given vide its letter dated May 8, 2025, permission to this Company to use the Exchange's name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner: -*

a. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or

b. warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or

c. take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever."

DISCLAIMER CLAUSE OF NSE

As required, a copy of the Pre-filed Draft Red Herring Prospectus was submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of the Pre-filed Draft Red Herring Prospectus, is set forth below:

"*As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/5380 dated May 08, 2025, permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.*

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever."

Disclaimer clause of RBI

The Company is having a valid certificate of registration dated March 10, 1999 issued by the Reserve Bank of India under Section 45 IA of the Reserve Bank of India, 1934. However, the RBI does not accept any responsibility or guarantee about the present position as to the financial soundness of our Company or the correctness of any of the statements or representations made or opinions expressed by our Company and for repayment of deposits/discharge of liabilities by our Company.

Listing

The Equity Shares offered through the Red Herring Prospectus and the Prospectus are proposed to be listed on BSE and NSE. Applications will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within three Working Days from the Bid/Offer Closing Date or such other time as prescribed by SEBI. If our Company does not Allot Equity Shares pursuant to the Offer within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period or such other rate prescribed by SEBI.

Consents

Consents in writing of (a) each of the Selling Shareholders, our Directors, our Chief Legal and Compliance Officer & Company Secretary, legal counsel to our Company as to Indian law, Bankers to our Company, the BRLMs, Registrar to the Offer, CRISIL, Independent Chartered Accountant, and Statutory Auditors have been obtained; and (b) consents in writing of the Syndicate Members, Escrow Collection Bank(s)/ Refund Bank(s)/ Public Offer Account Bank(s)/ Sponsor Bank(s) and the Monitoring Agency to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act. Further, such consents as mentioned under (a) hereinabove have not been withdrawn up to the time of delivery of this Updated Draft Red Herring Prospectus – I with the SEBI.

Experts to the Offer

Except as disclosed below, our Company has not obtained any expert opinions:

Our Company has received a written consent dated July 11, 2025, from our Joint Statutory Auditors, namely, MSKA & Associates, Chartered Accountants and M P Chitale & Co., Chartered Accountants, respectively, to include their names as required under Section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Updated Draft Red Herring Prospectus – I, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 (and not under the U.S. Securities Act) to the extent and in their capacity as our Joint Statutory Auditors, and in respect of their (i) examination report dated July 4, 2025, on the Restated Consolidated Financial Information, (ii) their report dated July 11, 2025 on the statement of possible special tax benefits available to our Company, its shareholders and the Material Subsidiary, included in this Updated Draft Red Herring Prospectus - I and such consents have not been withdrawn as on the date of this Updated Draft Red Herring Prospectus – I. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received a written consent dated July 11, 2025, from our previous joint statutory auditors, namely, MSKA & Associates, Chartered Accountants and KKC & Associates LLP, Chartered Accountants, respectively, to include their names as required under Section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Updated Draft Red Herring Prospectus – I, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 (and not under the U.S. Securities Act) to the extent and in their capacity as our previous joint statutory auditors, such consents have not been withdrawn as on the date of this Updated Draft Red Herring Prospectus – I. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received a written consent dated July 12, 2025, from Manian & Rao, Chartered Accountants, to include their name as required under Section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Updated Draft Red Herring Prospectus – I, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in respect of the certificates issued by them in their capacity as an independent chartered accountant to our Company, and such consent has not been withdrawn as on the date of this Updated Draft Red Herring Prospectus – I. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received a written consent dated August 4, 2025, from Parikh & Associates, Practicing Company Secretaries, to include their name as required under Section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Updated Draft Red Herring Prospectus – I, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in respect of the certificates issued by them in their capacity as a practicing company secretary to our Company, and such consent has not been withdrawn as on the date of this Updated Draft Red Herring Prospectus – I. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Particulars regarding and performance vis-à-vis objects of any public or rights issues made by our Company during the last five years

Other than as disclosed below, our Company has not made any rights issue of Equity Shares during the five years immediately preceding the date of this Updated Draft Red Herring Prospectus – I:

Sr. No.	Nature of issue	Details of issue		Stated objects of the issue	Status of compliance with stated objects
1.	Rights issue	Date of opening	March 7, 2023	For general corporate purposes and/or for redemption of the preference shares of our Company.	Yes
		Date of closing	March 16, 2023		
		Total issue size	₹5,938.0 million (approx.)		
		Amount raised in the issue	₹5,938.0 million (approx.)		
		Date of allotment	March 23, 2023		
2.	Rights issue	Date of opening	September 18, 2023	For general corporate purposes and/or for redemption of the preference shares of our Company.	Yes
		Date of closing	September 24, 2023		
		Total issue size	₹9,999.0 million (approx.)		
		Amount raised in the issue	₹9,999.0 million (approx.)		
		Date of allotment	September 29, 2023		
3.	Rights issue	Date of opening	December 18, 2023	To augment the long term resources of our Company, for its financing activities and to meet the regulatory ratios as prescribed by the Reserve Bank of India. Also, for investing in subsidiaries, repayment of debts and/or for redemption of the preference shares of our Company	Yes
		Date of closing	December 25, 2023		
		Total issue size	₹10,030.0 million (approx.)		
		Amount raised in the issue	₹10,030.0 million (approx.)		
		Date of allotment	December 29, 2023		
4.	Rights issue	Date of opening	March 7, 2025	To augment the long term resources of our Company for its financing activities and to meet the regulatory ratios as prescribed by the Reserve Bank of India. Also, for	Yes
		Date of closing	March 16, 2025		
		Total issue size	₹15,040.0 million (approx.)		
		Amount raised in the issue	₹15,040.0 million (approx.)		

Sr. No.	Nature of issue	Details of issue		Stated objects of the issue	Status of compliance with stated objects
		Date of allotment	March 21, 2025	investing in subsidiaries, repayment of debts and/or for redemption of the preference shares of our Company.	
5.	Rights issue	Date of opening	July 4, 2025	To augment the long term resources of our Company for its financing activities and to meet the regulatory ratios as prescribed by the Reserve Bank of India. Also, for investing in subsidiaries, repayment of debts and/or for redemption of the preference shares of our Company.	Yes
		Date of closing	July 13, 2025		
		Total issue size	₹17,518.5 million		
		Amount raised in the issue	₹17,518.5 million		
		Date of allotment	July 18, 2025		

Further, our Company has not made any public issue of Equity Shares during the five years immediately preceding the date of this Updated Draft Red Herring Prospectus – I.

Particulars regarding capital issues by our Company and its listed subsidiaries, group companies, associate entities during the last three years

Other than as disclosed in "*Capital Structure – Notes to the Capital Structure – 1. Share capital history of our Company*" beginning on page 107, our Company has not made any capital issues during the three years preceding the date of this Updated Draft Red Herring Prospectus – I. Other than as disclosed below, none of our listed group companies or associate entities have made any capital issues during the last three years preceding the date of this Updated Draft Red Herring Prospectus – I.

a. TVS Supply Chain Solutions Limited

Information	Details
Year of issue	2023
Type of issue (Public/Rights/Composite)	Public
Amount of issue	Fresh issue of ₹6,000 million and an offer for sale of ₹2,800 million aggregating to a total issue size of ₹8,800 million
Issue price	₹197.0 per equity share
Current market price	₹136.1 per equity share
Date of closure of issue	August 14, 2023
Date of allotment and credit of securities to dematerialized account of investors	August 21, 2023
Date of completion of the project, where object of the issue was financing the project	Not Applicable
Rate of dividend paid	Nil

b. Tata Technologies Limited

Information	Details
Year of issue	2023
Type of issue (Public/Rights/Composite)	Public
Amount of issue	₹30,425.1 million
Issue price	₹500 per equity share
Current market price	₹679.90 per equity share
Date of closure of issue	November 24, 2023
Date of allotment and credit of securities to dematerialized account of investors	November 29, 2023
Date of completion of the project, where object of the issue was financing the project	NA
Rate of dividend paid	NA

c. Tata Consumer Products Limited

Information	Details
Year of issue	2024
Type of issue (Public/Rights/Composite)	Rights Issue
Amount of issue	₹29,977.7 million
Issue price	₹818 per equity share
Current market price	₹1,001.9 per equity share
Date of closure of issue	August 19, 2024
Date of allotment and credit of securities to dematerialized account of investors	August 23, 2024
Date of completion of the project, where object of the issue was financing the project	NA
Rate of dividend paid	NIL

Our Company does not have any subsidiaries which are listed, as on the date of this Updated Draft Red Herring Prospectus – I.

Commission and Brokerage paid on previous issues of the Equity Shares in the last five years

Since this is the initial public offer of Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the last five years preceding the date of this Updated Draft Red Herring Prospectus – I.

Performance vis-à-vis objects – Last one public/rights issue of the listed subsidiaries and listed promoter

None of our Subsidiaries are listed on any stock exchanges. Further, our Company does not have any listed promoter.

Price information of past issues handled by the BRLMs

I. Kotak Mahindra Capital Company Limited

1. Price information (during the current Financial Year and two Financial Years preceding the current Financial Year) of past issues handled by Kotak:

Sr. No.	Issue Name	Issue Size (₹ million)	Issue Price (₹)	Listing Date	Opening Price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Smartworks Coworking Spaces Limited	5,825.55	407.00[1]	July 17, 2025	435.00	Not applicable	Not applicable	Not applicable
2.	Travel Food Services Limited	20,000.00	1,100.00[2]	July 14, 2025	1,125.00	Not applicable	Not applicable	Not applicable
3.	Schloss Bangalore Limited	35,000.00	435.00	June 2, 2025	406.00	-6.86%, [3.34%]	Not applicable	Not applicable
4.	Hexaware Technologies Limited	87,500.00	708.00[3]	February 19, 2025	745.50	3.45%, [1.12%]	5.16%, [8.78%]	Not applicable
5.	Dr. Agarwal's Health Care Limited	30,272.60	402.00	February 04, 2025	402.00	3.82%, [-6.18%]	-12.14%, [2.44%]	12.38%, [2.57%]
6.	Ventive Hospitality Limited	16,000.00	643.00[4]	December 30, 2024	716.00	5.51%, [-2.91%]	10.80%, [-0.53%]	7.10%, [8.43%]
7.	International Gemmological Institute (India) Limited	42,250.00	417.00[5]	December 20, 2024	510.00	24.24%, [-1.63%]	-21.39%, [-2.88%]	-11.45%, [5.37%]
8.	Vishal Mega Mart Limited	80,000.00	78.00	December 18, 2024	104.00	39.96%, [-3.67%]	29.95%, [-6.98%]	58.58%, [2.15%]
9.	Sai Life Sciences Limited	30,426.20	549.00	December 18, 2024	650.00	30.57%, [-3.67%]	28.39%, [-6.98%]	40.26%, [2.15%]
10.	Niva Bupa Insurance Company Limited	22,000.00	74.00	November 14, 2024	78.14	12.97%, [5.25%]	8.09%, [-1.96%]	14.96%, [5.92%]

Source: www.nseindia.com; www.bseindia.com

Notes:
1. *In Smartworks Coworking Spaces Limited, the issue price to eligible employees was ₹ 370 after a discount of ₹ 37 per equity share*
2. *In Travel Food Services Limited, the issue price to eligible employees was ₹ 996 after a discount of ₹ 104 per equity share*
3. *In Hexaware Technologies Limited, the issue price to eligible employees was ₹ 641 after a discount of ₹ 67 per equity share*
4. *In Ventive Hospitality Limited, the issue price to eligible employees was ₹ 613 after a discount of ₹ 30 per equity share*
5. *In International Gemmological Institute (India) Limited, the issue price to eligible employees was ₹ 378 after a discount of ₹ 39 per equity share*
6. *In the event any day falls on a holiday, the price/index of the immediately preceding trading day has been considered.*
7. *The 30th, 90th, 180th calendar days from listed day have been taken as listing day plus 29, 89 and 179 calendar days.*
8. *Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information.*
9. *Restricted to last 10 equity initial public issues.*

2. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Kotak:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ mn.)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar days from listing			No. of IPOs trading at premium – 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2025-26	3	60,825.55	-	-	1	-	-	-	-	-	-	-	-	-
2024-25	18	999,474.07	-	-	3	2	7	6	1	1	5	4	3	3
2023-24	11	179,436.83	-	-	-	2	4	5	-	-	-	7	3	1

Notes:

1. *The information is as on the date of this Updated Draft Red Herring Prospectus – I.*
2. *The information for each of the financial years is based on issues listed during such financial year.*

II. Axis Capital Limited

1. Price information (during the current Financial Year and two Financial Years preceding the current Financial Year) of past issues handled by Axis:

Sr. No.	Issue Name	Issue Size (₹ million)	Issue Price (₹)	Listing Date	Opening Price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Oswal Pumps Limited(2)	13,873.40	614.00	20-Jun-25	634.00	+17.96%, [-0.57%]	-	-
2.	Schloss Bangalore Limited(2)	35,000.00	435.00	02-Jun-25	406.00	-6.86%, [+3.34%]	-	-
3.	Belrise Industries Limited(2)	21,500.00	90.00	28-May-25	100.00	+14.08%, [+3.02%]	-	-
4.	Ather Energy Limited$(2)	29,808.00	321.00	6-May-25	328.00	-4.30%, [+0.99%]	+8.19%, [+0.76%]	-
5.	Carraro India Limited(2)	12,500.00	704.00	30-Dec-24	651.00	-27.73%, [-2.91%]	-56.10%, [-0.53%]	-38.17%, [+8.43%]
6.	Ventive Hospitality Limited#(2)	16,000.00	643.00	30-Dec-24	716.00	+5.51%, [-2.91%]	+10.80%, [-0.53%]	+7.10%, [+8.43%]
7.	Transrail Lighting Limited(1)	8,389.12	432.00	27-Dec-24	585.15	+24.45%, [-3.19%]	+14.25%, [-1.79%]	+48.37%, [+4.26%]
8.	International Gemmological Institute (India) Limited^(2)	42,250.00	417.00	20-Dec-24	510.00	+24.24%, [-1.63%]	-21.39%, [-2.88%]	-11.45%, [+5.37%]
9.	Zinka Logistics Solutions Limited% (1)	11,147.22	273.00	22-Nov-24	280.90	+84.47%, [-1.36%]	+54.41%, [-4.02%]	+78.50%, [+2.62%]
10.	Niva Bupa Health Insurance Company Limited(2)	22,000.00	74.00	14-Nov-24	78.14	+12.97%, [+5.25%]	+8.09%, [-1.96%]	+14.96%, [+5.92%]

Source: www.nseindia.com and www.bseindia.com
(1)BSE as Designated Stock Exchange
(2)NSE as Designated Stock Exchange
$ Offer Price was ₹ 291.00 per equity share to Eligible Employees
 # Offer Price was ₹ 613.00 per equity share to Eligible Employees
^ Offer Price was ₹ 378.00 per equity share to Eligible Employees
% Offer Price was ₹ 248.00 per equity share to Eligible Employees

Notes:
a. Issue Size derived from Prospectus/final post issue reports, as available.
b. The CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
c. Price on NSE or BSE is considered for all of the above calculations as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
d. In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered.
e. Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

2. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹mn.)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar days from listing			No. of IPOs trading at premium – 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2025-2026*	4	100,181.40	-	-	2	-	-	2	-	-	-	-	-	-

Financial Year	Total no. of IPOs	Total amount of funds raised (₹mn.)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar days from listing			No. of IPOs trading at premium – 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-2025	20	445,928.65	-	1	2	7	6	4	-	3	3	9	1	4
2023-2024	18	218,638.22	-	-	4	2	6	6	-	-	3	7	4	4

** The information is as on the date of the document*

The information for each of the financial years is based on issues listed during such financial year.

Note: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

III. BNP Paribas

1. Price information (during the current Financial Year and two Financial Years preceding the current Financial Year) of past issues handled by BNPP:

Sr. No.	Issue Name	Issue Size (₹ million)	Issue Price (₹)	Listing Date	Opening Price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	HDB Financial Services Limited	125,000.00	740.00	July 2, 2025	835.00	-10.43%, [-3.49%]	-	-
2.	Aegis Vopak Terminals Limited	28,000.00	235.00	June 2, 2025	220.00	+3.74%, [+2.86%]	-	-
3.	Carraro India Limited	12,500.00	704.00	December 30, 2024	651.00	-27.73%, [-2.91%]	-56.10%, [-0.53%]	-38.17%, [+7.66%]
4.	DOMS Industries Limited	12,000.00	790.00(1)	December 20, 2023	1,400.00	+80.59%, [+0.97%]	+82.13%, [+3.18%]	+143.28%,[+9.20%]
5.	Fedbank Financial Services Limited	10,922.64	140.00(2)	November 30,2023	138.00	-2.75%, [7.94%]	-12.39%, [10.26%]	-13.43%, [13.90%]
6.	TVS Supply Chain Solutions	8,800.00	197.00	August 23, 2023	207.05	8.71%, [1.53%]	6.57%, [1.29%]	-7.46%, [13.35%]

Source: www.nseindia.com; www.bseindia.com

Notes:

Benchmark index taken as NIFTY 50 for HDB Financial Services Limited, Aegis Vopak Terminals Limited, Carraro India Limited, Fedbank Financial Services Limited and TVS Supply Chain Solutions, and BSE SENSEX for DOMS Industries Limited.

1. *A discount of Rs. 75 per equity share was offered to eligible employees bidding in the employee reservation portion*
2. *A discount of Rs. 10 per equity share was offered to eligible employees bidding in the employee reservation portion*

2. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by BNPP:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹mn.)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar days from listing			No. of IPOs trading at premium – 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2025-26*	2	153,000.00	-	-	1	-	-	1	-	-	-	-	-	-
2024-25	1	12,500.00	-	1	-	-	-	-	-	1	-	-	-	-
2023-24	3	31,722.64	-	-	1	1	-	1	-	-	2	1	-	-

** The information is as on the date of the document.*

Notes:

1. Date of listing used to determine which financial year that particular issue falls.

IV. Citigroup Global Markets India Private Limited

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Citi:

Sr. No.	Issue Name	Issue Size (₹ million)	Issue Price (₹)	Listing Date	Opening Price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Anthem Biosciences Limited	33,950.00	570.00	July 21, 2025	723.10	NA	NA	NA
2.	Schloss Bangalore Limited	35,000.00	435.00	June 2, 2025	406.00	-6.86% [+3.34%]	NA	NA
3.	Hexaware Technologies Limited	87,500.00	708.00	February 19, 2025	745.50	+3.45% [+1.12%]	+5.16% [+8.78%]	NA
4.	Ajax Engineering Limited	12,688.84	629.00	February 17, 2025	576.00	-2.86% [-0.55%]	+6.78% [+8.97%]	NA
5.	Swiggy Limited	113,274.27	390.00	November 13, 2024	420.00	+29.31% [+4.20%]	-7.15% [-0.75%]	-19.72% [+1.91%]
6.	Hyundai Motor India Limited	278,556.83	1,960.00	October 22, 2024	1,934.00	-6.64% [-3.90%]	-8.72% [-5.19%]	-15.22% [-2.54%]
7.	Northern Arc Capital Limited	7,770.00	263.00	September 24, 2024	350.00	-7.15% [-5.80%]	-15.71% [-9.07%]	-33.46% [-9.98%]
8.	Ola Electric Mobility Limited	61,455.59	76.00	August 09, 2024	76.00	+44.17% [+1.99%]	-2.11% [+0.48%]	-1.51% [-2.58%]
9.	Akums Drugs and Pharmaceuticals Ltd	18,567.37	679.00	August 06, 2024	725.00	+32.10% [+5.03%]	+26.02% [+1.30%]	-15.67% [-2.13%]
10.	Aadhar Housing Finance Limited	30,000.00	315.00	May 15, 2024	315.00	+25.56% [+5.40%]	+33.70% [+9.67%]	+45.98% [+8.77%]

Notes:

1. *Benchmark index basis designated stock exchange.*
2. *% of change in closing price on 30th / 90th / 180th calendar day from listing day is calculated vs. Issue Price. % change in closing benchmark index is calculated based on closing index on listing day vs. closing index on 30th / 90th / 180th calendar day from listing day.*
3. *30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case closing price on designated stock exchange of a trading day immediately prior to the 30th / 90th / 180th day, is considered.*
4. *Restricted to last 10 issues.*

2. Summary statement of price information of past issues handled by Citi:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹mn.)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar days from listing			No. of IPOs trading at premium – 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2025-26	2	68,950.00	-	-	1	-	-	-	-	-	-	-	-	-
2024-25	9	628,230.49	-	-	3	-	4	2	-	1	4	1	1	-
2023-24	5	94,584.85	-	-	-	1	2	2	-	-	-	2	3	-

Source: www.nseindia.com

Notes:

1. *The information is as on the date of the document.*
2. *The information for each of the Financial Years is based on issues listed during such Financial Year.*
3. *Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.*

V. HDFC Bank Limited

1. Price information (during the current Financial Year and two Financial Years preceding the current Financial Year) of past issues handled by HDFC:

Sr. No.	Issue Name	Issue Size (₹ million)	Issue Price (₹)	Listing Date	Opening Price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Aegis Vopak Terminals Limited	28000.00	235	June 02, 2025	220.00	3.74% [2.86%]	NA*	NA*
2.	Transrail Lighting Limited	8389.12	432	December 27, 2024	585.15	22.45% [-3.19%]	14.25% [-1.79%]	48.37% [4.26%]
3.	NTPC Green Energy Limited	1,00,000.00	108	November 27, 2024	111.50	16.69% [-2.16%]	-8.89% [-7.09%]	3.00% [2.38%]
4.	Niva Bupa Health Insurance Company Limited	22,000.00	74	November 14, 2024	78.14	12.97% [5.25%]	8.09% [-1.96%]	14.96% [5.92%]
5.	Go Digit General Insurance Limited	26,146.46	272	May 23, 2024	286.00	22.83% [2.32%]	30.79% [7.54%]	16.25% [2.12%]
6.	IRM Energy Limited	5,443.63	505	October 26, 2023	477.25	-7.20% [4.49%]	-0.25% [12.63%]	19.69% [18.45%]
7.	Sai Silks (Kalamandir) Limited	12,009.98	222	September 27, 2023	230.10	8.09% [-4.49%]	25.09% [7.54%]	-12.30% [10.15%]

#As per Prospectus
**NA – Not Applicable*
Source: www.nseindia.com and www.bseindia.com for price information and prospectus for offer details
Notes:
1. *Designated stock exchange of the respective issuer has been considered for the pricing information*
2. *30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days; 180th calendar day has been taken as listing date plus 179 calendar days*
3. *In case of reporting dates falling on a trading holiday, values for immediately previous trading day have been considered*
4. *In IRM Energy Limited, the Issue price to eligible employees was ₹457 after a discount of ₹48 per equity share*
5. *In NTPC Green Energy Limited, the Issue price to eligible employees was ₹103 after a discount of ₹5 per equity share*

2. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by HDFC:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹mn.)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar days from listing			No. of IPOs trading at premium – 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2025-26	1	28,000.00	-	-	-	-	-	1	-	-	-	-	-	-
2024-25	4	1,56,535.58	-	-	-	-	-	4	-	-	-	-	1	3
2023-24	2	17,453.61	-	-	1	-	-	1	-	-	1	-	-	1

#As per Prospectus
Notes:
1. *The information is as on the date of this Updated Draft Red Herring Prospectus – I.*
2. *The information for each of the financial years is based on offers listed during such financial year.*

VI. HSBC Securities and Capital Markets (India) Private Limited

1. Price information (during the current Financial Year and two Financial Years preceding the current Financial Year) of past issues handled by HSBC:

Sl. No.	Issue Name	Issue Size (in ₹ million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % change in closing price*, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Travel Food Services Limited*5	20,000.00	1,100.00	July 14, 2025	1,125.00	Not applicable	Not applicable	Not applicable
2.	HDB Financial Services Limited*	125,000.00	740.00	July 2, 2025	835.00	+2.51%, [-2.69%]	Not applicable	Not applicable
3.	Belrise Industries Limited*	21,500.00	90.00	May 28, 2025	100.00	+14.08%, [+3.22%]	Not applicable	Not applicable
4.	Ather Energy Limited*6	29,807.61	321.00	May 6, 2025	328.00	-4.30%, [+0.99%]	Not applicable	Not applicable
5.	Hexaware Technologies Limited*7	87,500.00	708.00	February 19, 2025	745.50	+3.45%, [+1.12%]	+5.16%, [+8.78%]	Not applicable
6.	Ventive Hospitality Limited*8	16,000.00	643.00	December 30, 2024	716.00	+5.51%, [-2.91%]	+10.80%, [-0.53%]	+7.10%, [+8.43%]
7.	Hyundai Motor India Limited*9	278,556.83	1,960.00	October 22, 2024	1,934.00	-6.64%, [-3.90%]	-8.72%, [-5.19%]	-15.22%, [-2.54%]
8.	JSW Infrastructure Limited#	28,000.00	119.00	October 3, 2023	143.00	+41.34%, [-2.93%]	+75.04%, [+10.27%]	+106.30%, [+12.42%]
9.	R R Kabel Limited#10	19,640.10	1,035.00	September 20, 2023	1,179.00	+34.45%, [-1.75%]	+64.44%, [+6.76%]	+36.24%, [+8.75%]

Source: www.nseindia.com; www.bseindia.com

\# *BSE as designated stock exchange*

* *NSE as designated stock exchange*

Notes:

1. *Issue Size derived from Prospectus/final post issue reports, as available.*
2. *Nifty 50 Index and Sensex is considered as the Benchmark Index as per the designated stock exchange (NSE or BSE)*
3. *Not Applicable – Period not completed.*
4. *In case 30th/90th/180th day is not a trading day, closing price on designated stock exchange (NSE or BSE) of the previous trading day has been considered.*
5. *Discount of ₹ 104 per equity share was offered to eligible employees bidding in the employee reservation portion.*
6. *Discount of ₹ 30 per equity share was offered to eligible employees bidding in the employee reservation portion.*
7. *Discount of ₹ 67 per equity share was offered to eligible employees bidding in the employee reservation portion.*
8. *Discount of ₹ 30 per equity share was offered to eligible employees bidding in the employee reservation portion.*
9. *Discount of ₹ 186 per equity share was offered to eligible employees bidding in the employee reservation portion.*
10. *Discount of ₹ 98 per equity share was offered to eligible employees bidding in the employee reservation portion.*

2. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by HSBC:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹mn.)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar days from listing			No. of IPOs trading at premium – 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2025-26*	4	196,307.61	-	-	1	-	-	2	-	-	-	-	-	-
2024-25	3	382,056.83	-	-	2	-	-	1	-	-	1	-	-	1
2023-24	2	47,640.10	-	-	-	-	2	-	-	-	-	1	1	-

** This data covers issues up to YTD*

Notes:

1. *The information is as on the date of the Updated Draft Red Herring Prospectus – I.*
2. *The information for each of the financial years is based on issues listed during such financial year.*
3. *Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.*

VII. ICICI Securities Limited

1. Price information (during the current Financial Year and two Financial Years preceding the current Financial Year) of past issues handled by I-Sec:

Sr. No.	Issue Name	Issue Size (₹ million)	Issue Price (₹)	Listing Date	Opening Price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Inventurus Knowledge Solutions Limited^^	24,979.23	1,329.00	19-12-2024	1,900.00	+40.85% [-3.13%]	+13.77% [-4.67%]	+30.17% [+4.15%]
2.	Sanathan Textiles Limited^^	5,500.00	321.00	27-12-2024	422.30	+6.32% [-3.03%]	+13.86% [-1.37%]	+39.53% [+5.17%]
3.	Ventive Hospitality Limited^^	16,000.00	643.00(1)	30-12-2024	716.00	+ 5.51% [-2.91%]	+ 10.80 % [-0.53%]	+7.10% [8.43%]
4.	Ajax Engineering Limited^^	12,688.84	629.00(2)	17-02-2025	576.00	-2.86% [-0.55%]	+ 6.78% [+8.97%]	NA*
5.	Aegis Vopak Terminals Limited^	28,000.00	235.00	June 02, 2025	220.00	+3.74% [+2.86%]	NA*	NA*
6.	Schloss Bangalore Limited^^	35,000.00	435.00	June 02, 2025	406.00	-6.86% [+3.34%]	NA*	NA*
7.	Kalpataru Limited^^	15,900.00	414.00(3)	July 01, 2025	414.00	-2.83% [-2.69%]	NA*	NA*
8.	Travel Food Services Limited^^	20,000.00	1,100.00(4)	July 14, 2025	1,125	NA*	NA*	NA*
9.	Indiqube Spaces Limited^^	7,000.00	237.00(5)	July 30, 2025	216.00	NA*	NA*	NA*
10.	Brigade Hotel Ventures Limited^^	7,596.00	90(6)	July 31, 2025	81.10	NA*	NA*	NA*

Source: www.nseindia.com; www.bseindia.com
**Data not available*
^BSE as designated stock exchange
^^NSE as designated stock exchange
Notes:
1. *Discount of Rs. 30 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 643.00 per equity share*
2. *Discount of Rs. 59 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 629.00 per equity share*
3. *Discount of Rs. 38 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 414.00 per equity share*
4. *Discount of Rs. 104 per equity share offered to eligible employees. All calculations are based on Issue price Rs. 1,100.00 per equity share*
5. *Discount of Rs. 22 per equity share offered to eligible employees. All calculations are based on Issue price Rs. 237.00 per equity share*
6. *Discount of Rs. 3 per equity share offered to eligible employees. All calculations are based on Issue price Rs. 90.00 per equity share*

2. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by I-Sec:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹mn.)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar days from listing			No. of IPOs trading at premium – 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2025-26*	6	1,13,496.00	-	-	2	-	-	1	-	-	-	-	-	-
2024-25	23	6,47,643.15	-	-	5	4	8	6	-	3	5	6	4	4
2023-24	28	2,70,174.98	-	-	8	5	8	7	-	1	4	10	5	8

** This data covers issues up to YTD*

Notes:

1. *Data is sourced either from www.nseindia.com or www.bseindia.com, as per the designated stock exchange disclosed by the respective issuer company.*
2. *Similarly, benchmark index considered is "NIFTY 50" where NSE is the designated stock exchange and "S&P BSE SENSEX" where BSE is the designated stock exchange, as disclosed by the respective issuer company.*
3. *30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the previous trading day.*

VIII. IIFL Capital Services Limited *(formerly known as IIFL Securities Limited)*

1. Price information (during the current Financial Year and two Financial Years preceding the current Financial Year) of past issues handled by IIFL:

Sr. No.	Issuer Name	Issue Size (in Rs. Mn)	Issue Price (Rs.)	Designated Stock Exchange as disclosed in the red herring prospectus filed	Listing Date	Opening Price on Listing Date	+/- % change in closing price*, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Standard Glass Lining Technology Limited	4,100.51	140.00	NSE	January 13, 2025	172.00	+14.49%, [-0.06%]	-2.76%, [-1.11%]	+29.06%, [+8.94%]
2.	Hexaware Technologies Limited	87,500	708.00(1)	NSE	February 19, 2025	745.50	+3.45%, [+1.12%]	+5.16%, [+8.78%]	N.A.
3.	Aegis Vopak Terminals Limited	28,000.00	235.00	BSE	June 2, 2025	220.00	+3.74%, [+2.86%]	N.A.	N.A.
4.	Schloss Bangalore Limited	35,000.00	435.00	NSE	June 2, 2025	406.00	-6.86%, [+3.34%]	N.A.	N.A.
5.	Oswal Pumps Limited	13,873.40	614.00	NSE	June 20, 2025	634.00	+17.96%, [-0.57%]	N.A.	N.A.
6.	Arisinfra Solutions Limited	4,995.96	222.00	NSE	June 25, 2025	205.00	-33.84%, [-0.72%]	N.A.	N.A.
7.	Ellenbarrie Industrial Gases Limited	8,525.25	400.00	NSE	July 1, 2025	486.00	+41.09%, [-2.69%]	N.A.	N.A.
8.	HDB Financial Services Limited	1,25,000.00	740.00	NSE	July 2, 2025	835.00	N.A.	N.A.	N.A.
9.	Smartworks Coworking Spaces Limited	5,825.55	407.00(2)	NSE	July 17, 2025	435.00	N.A.	N.A.	N.A.
10.	GNG Electronics Limited	4,604.35	237.00	NSE	July 30, 2025	355.00	N.A.	N.A.	N.A.

Source: www.nseindia.com; www.bseindia.com, as applicable

(1) *A discount of Rs. 67 per equity share was offered to eligible employees bidding in the employee reservation portion.*
(2) *A discount of Rs. 37 per equity share was offered to eligible employees bidding in the employee reservation portion.*

**Benchmark Index taken as NIFTY 50 or S&P BSE SENSEX, as applicable. Price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered for all of the above calculations. The 30th, 90th and 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th /90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered. % change taken against the Issue Price in case of the Issuer. NA means Not Applicable. The above past price information is only restricted to past 10 initial public offers.*

2. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by IIFL:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹mn.)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar days from listing			No. of IPOs trading at premium – 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2023-24	15	1,54,777.80	-	-	4	3	4	4	-	-	1	5	4	5
2024-25	16	4,81,737.17	-	-	1	6	4	5	-	2	-	6	4	3
2025-26	8	2,25,824.51	-	1	1	-	1	2	-	-	-	-	-	-

Notes:

1. Data for number of IPOs trading at premium/discount taken at closing price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered on the respective date.

2. In case any of the days falls on a non-trading day, the closing price on the previous trading day has been considered.

3. NA means Not Applicable.

IX. J.P. Morgan India Private Limited

1. Price information (during the current Financial Year and two Financial Years preceding the current Financial Year) of past issues handled by J.P. Morgan:

Sr. No.	Issue Name	Issue Size (₹ million)	Issue Price (₹)	Listing Date	Opening Price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Anthem Biosciences Ltd. [(a)]	33,950.00	570[1]	July 21, 2025	723.10	NA	NA	NA
2.	Schloss Bangalore Ltd. [(b)]	35,000.00	435	June 02, 2025	406.00	-6.9% [+3.3%]	NA	NA
3.	Hexaware Technologies Ltd. [(b)]	87,500.00	708[2]	February 19, 2025	745.50	+3.5% [+1.1%]	+5.2% [+8.8%]	NA
4.	Inventurus Knowledge Solutions Ltd.[(b)]	24,979.23	1,329	December 19, 2024	1,900.00	+40.9% [-3.1%]	+13.8% [-4.7%]	+30.2% [+4.2%]
5.	Vishal Mega Mart Ltd. [(b)]	80,000.00	78	December 18, 2024	104.00	+40.0% [-3.7%]	+29.9% [-7.0%]	+58.6% [+2.1%]
6.	Swiggy Ltd. [(b)]	113,274.27	390[3]	November 13, 2024	420.00	+29.3% [+4.2%]	-7.2% [-0.8%]	-19.7% [+1.9%]
7.	Sagility India Ltd. [(b)]	21,062.18	30[4]	November 12, 2024	31.06	+42.9% [+3.2%]	+75.4% [-1.4%]	+36.1% [+0.5%]
8.	Hyundai Motor India Ltd. [(b)]	278,556.83	1,960[5]	October 22, 2024	1,934.00	-6.6% [-3.9%]	-8.7% [-5.2%]	-15.2% [-2.5%]
9.	Premier Energies Ltd. [(a)]	28,304.00	450[6]	September 03, 2024	991.00	+146.9% [+2.1%]	+172.4% [-3.3%]	+94.0% [-11.3%]
10.	Emcure Pharmaceuticals Ltd. [(b)]	19,520.27	1,008[7]	July 10, 2024	1,325.05	+27.9% [-0.9%]	+32.1% [+1.9%]	+45.3% [-1.3%]
11.	Indegene Ltd. [(b)]	18,417.59	452[8]	May 13, 2024	655.00	+24.3% [+5.3%]	+26.9% [+10.2%]	+52.6%, [+9.2%]

Source: SEBI, Source: www.nseindia.com

1. *Price on the designated stock exchange is considered for all of the above calculation for individual stocks.*
   [(a)] BSE as the designated stock exchange; [(b)] NSE as the designated stock exchange
2. *In case 30th / 90th / 180th day is not a trading day, closing price on the stock exchange of the previous trading day has been considered.*
3. *Closing price of 30th, 90th, 180th calendar day from listing day has been taken as listing day plus 29, 89 and 179 calendar days respectively*
4. *Pricing performance is calculated based on the Issue price*
5. *Variation in the offer price for certain category of investors are:*
   [1] Discount of ₹50.0 per equity share offered to eligible employee bidders. All calculation are based on Issue price of ₹570 per equity share
   [2] Discount of ₹67.0 per equity share offered to eligible employee bidders. All calculation are based on Issue price of ₹708 per equity share
   [3] Discount of ₹25.0 per equity share offered to eligible employee bidders. All calculation are based on Issue price of ₹390 per equity share
   [4]Discount of ₹2.0 per equity share offered to eligible employee bidders. All calculation are based on Issue price of ₹30 per equity share
   [5] Discount of ₹186.0 per equity share offered to eligible employee bidders. All calculation are based on Issue price of ₹1,960 per equity share
   [6] Discount of ₹22.0 per equity share offered to eligible employee bidders. All calculation are based on Issue price of ₹450 per equity share
   [7] Discount of ₹90.0 per equity share offered to eligible employee bidders. All calculation are based on Issue price of ₹1,008 per equity share
   [8] Discount of ₹30.0 per equity share offered to eligible employee bidders. All calculation are based on Issue price of ₹452 per equity share
6. *Pricing Performance for the benchmark index is calculated as per the close on the day of the listing date*
7. *Benchmark index considered is NIFTY 50 / S&P BSE Sensex basis designated stock exchange for each issue*
8. *Issue size as per the basis of allotment*

2. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by J.P. Morgan:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹mn.)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar days from listing			No. of IPOs trading at premium – 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2025-2026	2	68,950	NA	NA	1	NA	NA	NA	NA	NA	NA	NA	NA	NA
2024-2025	9	671,614	NA	NA	1	1	5	2	NA	NA	2	3	3	NA
2023-2024	4	77,481	NA	NA	NA	NA	1	3	NA	NA	1	1	1	1

Note: In the event that any day falls on a holiday, the price/ index of the previous trading day has been considered. The information for each of the financial years is based on issues listed during such financial year.

X. **SBI Capital Markets Limited**

1. Price information (during the current Financial Year and two Financial Years preceding the current Financial Year) of past issues handled by SBICAPS:

Sr. No.	Issue Name **	Issue Size (₹ million)	Issue Price (₹)	Listing Date	Opening Price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Schloss Bangalore Limited#	35,000.00	435.00	June 02, 2025	406.00	-6.86% [+3.34%]	-	-
2.	Belrise Industries Limited#	21,500.00	90.00	May 28, 2025	100.00	+14.08% [+3.22%]	-	-
3.	Ajax Engineering Limited#(3)	1,269.35	629.00	February 17, 2025	576.00	-2.86% [-0.55%]	+6.78% [+8.97%]	-
4.	Laxmi Dental Limited@	6980.58	428.00	January 20, 2025	528.00	-18.04% [-1.44%]	-4.98% [+1.92%]	+12.24% [+6.08%]
5.	Ventive Hospitality Limited#(1)	16,000.00	643.00	December 30, 2024	716.00	+5.51% [-2.91%]	+10.80% [-0.53%]	+7.10% [+8.43%]
6.	International Gemmological Institute (India) Limited#(2)	42,250.00	417.00	December 20, 2024	510.00	+24.24% [-1.63%]	-21.39% [-2.88%]	-11.45% [+5.37%]
7.	One Mobikwik Systems Limited #	5,720.00	279.00	December 18, 2024	440.00	+69.50% [-3.67%]	-11.00% [-6.98%]	-4.34% [+2.15%]
8.	Suraksha Diagnostic Limited@	8,462.49	441.00	December 06, 2024	437.00	-14.32% [-2.81%]	-37.11% [-9.54%]	-23.90% [-0.95%]
9.	Afcons Infrastructure Limited#	54,300.00	463.00	November 04, 2024	430.05	+6.56% [+1.92%]	+2.18% [-2.14%]	-9.29% [+1.46%]
10.	Godavari Biorefineries Limited@	5,547.50	352.00	October 30, 2024	310.55	-0.16% [-1.12%]	-35.24% [-5.72%]	-49.47% [-0.91%]

Source: www.nseindia.com; www.bseindia.com

Notes:

* *The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days isa trading holiday, the previous trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th day.*

** *The information is as on the date of this document.*

* *The information for each of the financial years is based on issues listed during such financial year.*

@ *The S&P BSE SENSEX index is considered as the Benchmark Index, BSE being the designated stock exchange*

\# *The Nifty 50 index is considered as the Benchmark Index, NSE being the designated stock exchange*

1. *Price for eligible employee was Rs 613.00 per equity share*
2. *Price for eligible employee was Rs 378 per equity share*
3. *Price for eligible employee was Rs 570.00 per equity share*

2. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by SBICAPS:

Financial Year	**Total no. of IPOs#**	**Total amount of funds raised (₹mn.)**	**No. of IPOs trading at discount – 30th calendar days from listing**			**No. of IPOs trading at premium – 30th calendar days from listing**			**No. of IPOs trading at discount – 180th calendar days from listing**			**No. of IPOs trading at premium – 180th calendar days from listing**		
			Over 50%	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**
2025-26*	2	56,500.00	-	-	1	-	-	1	-	-	-	-	-	-
2024-25	16	4,00,550.30	-	-	6	6	3	1	-	1	5	5	1	3
2023-24	12	1,32,353.46	-	-	6	2	3	1	-	-	3	5	2	2

* *The information is as on the date of this Offer Document.*

\# *Date of Listing for the issue is used to determine which financial year that particular issue falls into*

Track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, as specified in the SEBI circular dated January 10, 2012, bearing reference number CIR/MIRSD/1/2012, see the websites of the BRLMs and the QR codes, as provided in the table below.

S. No.	Name of the BRLM	Website	QR code
1.	Kotak Mahindra Capital Company Limited	https://investmentbank.kotak.com	
2.	Axis Capital Limited	www.axiscapital.co.in	
3.	BNP Paribas	www.bnpparibas.co.in	
4.	Citigroup Global Markets India Private Limited	www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm	
5.	HDFC Bank Limited	www.hdfcbank.com	
6.	HSBC Securities and Capital Markets (India) Private Limited	www.business.hsbc.co.in	
7.	ICICI Securities Limited	www.icicisecurities.com	
8.	IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*)	www.iiflcap.com	
9.	J.P. Morgan India Private Limited	www.jpmipl.com	
10.	SBI Capital Markets Limited	www.sbicaps.com	

Stock Market Data of Equity Shares

This being the initial public offer of Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Redressal and disposal of investor grievances by our Company

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares, subject to agreement with our Company for storage of such records for longer period, to enable the Bidders to approach the Registrar to the Offer for redressal of their grievances. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

All grievances, other than of Anchor Investors may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving full details such as name of the sole or First Bidder, ASBA Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of ASBA Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the Book Running Lead Managers where the Bid cum Application Form was submitted by the Anchor Investor.

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding three Working Days from the Bid / Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding three Working Days from the Bid / Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

As per the SEBI ICDR Master Circular, for initial public offerings opening for subscription on or after May 1, 2021, SEBI has prescribed certain mechanisms to ensure proper management of investor issues arising out of the UPI Mechanism, including (i) identification of a nodal officer by SCSBs for the UPI Mechanism; (ii) delivery of SMS alerts by SCSBs for blocking and unblocking of UPI Mandate Requests; (iii) periodic sharing of statistical details of mandate blocks/unblocks, performance of apps and UPI handles, network latency or downtime, etc., by the Sponsor Banks to the intermediaries forming part of the closed user group vide email; (iv) limiting the facility of reinitiating UPI Bids to Syndicate Members to once per Bid; and (v) mandating SCSBs to ensure that the unblock process for nonallotted/ partially allotted applications is completed by the closing hours of one Working Day subsequent to the finalisation of the Basis of Allotment.

In terms of SEBI ICDR Master Circular and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the SEBI ICDR Master Circular. The following compensation mechanism has become applicable for investor grievances in relation to Bids made through the UPI Mechanism, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted / partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalization of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the post- Offer BRLM shall be liable to compensate the investor ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock. Further, in accordance with circulars prescribed by SEBI, from time to time, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Managers, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

In terms of the SEBI ICDR Master Circular, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

For helpline details of the Book Running Lead Managers pursuant to the SEBI ICDR Master Circular, see "*General Information – Book Running Lead Managers*" on page 99.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Our Company, the Book Running Lead Managers and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under the SEBI ICDR Regulations. Bidders can contact our Company Secretary and Compliance officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Our Company has appointed Ms. Sarita Kamath, Chief Legal and Compliance Officer & Company Secretary for the Offer who may be contacted in case of any pre-Offer or post-Offer related grievances. For details, see "*General Information*" beginning on page 98.

Disposal of investor grievances by our Company

Our Company has obtained authentication on SCORES platform, in terms of the SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023 in relation to redressal of investor grievances through

SCORES.

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the SCSB in case of ASBA Bidders, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has received twelve investor grievances complaints in the last three Financial Years prior to the filing of this Updated Draft Red Herring Prospectus - I. As at the date of this Updated Draft Red Herring Prospectus – I, there are no outstanding investor grievances.

Further, apart from (i) 4 investor complaints pending in relation to Trent Limited; (ii) 23 investor complaints pending in relation to Tata Steel Limited; (iii) 9 investor complaints pending in relation to Titan Company Limited; (iv) 5 investor complaints pending in relation to Tata Motors Limited; and (v) 6 investor complaints pending in relation to Tata Consultancy Services Limited, there are no investor complaints pending in relation to our top five listed group companies as of June 30, 2025.

Our Company has appointed Ms. Sarita Kamath, as the compliance officer for the Offer and she may be contacted in case of any pre-Offer or post-Offer related problems. For details, see "*General Information*" beginning on page 98.

Our Company has constituted a Stakeholders Relationship Committee, which is, *inter alia*, responsible for redressal of grievances of the security holders of our Company, comprising Mr. Nagaraj Ijari, Mr. Ramanathan Viswanathan and Mr. Rajiv Sabharwal as members. For details, see "*Our Management – Committees of our Board – Stakeholders Relationship Committee*" on page 386.

Exemption from complying with any provisions of SEBI ICDR Regulations

Our Company has not applied for or received any exemption from the SEBI from complying with any provisions of securities laws, as on the date of this Updated Draft Red Herring Prospectus – I.

SECTION IX: OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered and Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, the MoA, AoA, SEBI Listing Regulations, the terms of the Pre-filed Draft Red Herring Prospectus, this Updated Draft Red Herring Prospectus – I, the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, Bid cum Application Form, the Revision Form, the CAN/ Allotment Advice and other terms and conditions as may be incorporated in other documents/ certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the Offer of capital and listing and trading of securities, issued from time to time, by SEBI, the GoI, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the GoI, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

Ranking of the Equity Shares

The Allottees upon Allotment of Equity Shares under the Offer will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. The Equity Shares issued and Allotted pursuant to the Offer shall rank *pari passu* with the existing Equity Shares in all respects including dividends, if any, declared by our Company after the date of Allotment in accordance with applicable law. For further details, see "*Description of Equity Shares and Terms of Articles of Association*" beginning on page 742.

Mode of payment of dividend

Our Company shall pay dividends, if declared, to our Shareholders in accordance with the provisions of the Companies Act, the Memorandum and Articles of Association, dividend distribution policy of our Company, and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment, will be payable to the Bidders who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details in relation to dividends, see "*Dividend Policy*" and "*Description of Equity Shares and Terms of Articles of Association*" beginning on pages 403 and 742, respectively.

Face Value, Offer Price and Price Band

The face value of each Equity Share is ₹10 and the Offer Price at the lower end of the Price Band is ₹[●] per Equity Share and at the higher end of the Price Band is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Offer Price, Price Band and the minimum Bid Lot for the Offer will be decided by our Company, in consultation with the BRLMs, and published and advertised in all editions of Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper and Mumbai edition of Navshakti, a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation, at least two Working Days prior to the Bid/ Offer Opening Date, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges. The Offer Price shall be determined by our Company, in consultation with the Book Running Lead Managers, after the Bid/Offer Closing Date, on the basis of, *inter alia*, the assessment of market demand for the Equity Shares issued, by way of the Book Building Process.

At any given point of time, there shall be only one denomination for the Equity Shares.

The Offer

The Offer comprises a Fresh Issue and an Offer for Sale.

Expenses for the Offer shall be shared amongst our Company and the Selling Shareholders in the manner specified in "*Objects of the Offer – Offer Expenses*" on page 135.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our equity Shareholders shall have the following rights:

- Right to receive dividends, if declared;

- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or by e-voting, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claims being satisfied;
- Right of free transferability of their Equity Shares, subject to applicable foreign exchange regulations and laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and our Memorandum of Association and Articles of Association of our Company and other applicable laws.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "*Description of Equity Shares and Terms of Articles of Association*" beginning on page 742.

Allotment of Equity Shares only in dematerialised form

In terms of Section 29 of the Companies Act, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges. In this context, our Company has entered into the following agreements with the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated June 6, 2008, amongst our Company, NSDL and Registrar to the Offer; and
- Tripartite agreement dated March 22, 2010, amongst our Company, CDSL and Registrar to the Offer.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares. For further details, see "*Offer Procedure*" beginning on page 721.

Jurisdiction

Exclusive jurisdiction for the purpose of the Offer is with the competent courts/authorities in Mumbai, India.

Period of operation of subscription list

For details, see "*–Bid/Offer Programme*" on page 713.

Joint Holders

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the Sole Bidder, or the First Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest, to the exclusion of all other persons, unless the nomination is verified or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of the holder(s)' death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or

b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialised mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant.

Bid/ Offer programme

BID/OFFER OPENS ON	[●] (1)
BID/OFFER CLOSES ON	[●] (2)(3)

(1) Our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date in accordance with the SEBI ICDR Regulations.

(2) Our Company, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

(3) UPI mandate end time and date shall be at 5.00 pm on Bid/ Offer Closing Date, i.e. [●].

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Finalisation of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	[●]
Credit of Equity Shares to dematerialized accounts of Allottees	[●]
Commencement of trading of the Equity Shares on the Stock Exchanges	[●]

**In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked; (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The post Offer BRLMs shall be liable for compensating the Bidder at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the investor grievance until the date on which the blocked amounts are unblocked. The Bidder shall be compensated in the manner specified in the ICDR Master Circular, as partially modified by the SEBI T+3 Circular and SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable, issued by SEBI, and any other applicable law in case of delays in resolving investor grievances in relation to blocking/unblocking of funds. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in accordance with ICDR Master Circular and any subsequent circulars or notifications issued by SEBI in this regard.*

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company, or any of the Selling Shareholders or the BRLMs.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within three Working Days from the Bid/Offer Closing Date or such other time as prescribed by SEBI, the timetable may be extended due to various factors, such as extension of the Bid/ Offer Period by our Company, in consultation with the BRLMs, revision of the Price Band by our Company, in consultation with the BRLMs, or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.

The Registrar to the Offer shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/ Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLMs and the Registrar to the Offer on a daily basis as per the format prescribed in the SEBI RTA Master Circular.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within such period as may be prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Any circulars or notifications from SEBI post the date of this Updated Draft Red Herring Prospectus - I may result in changes to the above-mentioned timelines. Further, the Offer procedure is subject to change basis any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/ Offer Period (except the Bid/ Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST
Bid/ Offer Closing Date*	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For RIBs and Eligible Employees Bidding in the Employee Reservation Portion	Only between 10.00 a.m. and up to 5.00 p.m. IST Only
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹500,000)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications where Bid Amount is more than ₹500,000)	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/Revision/cancellation of Bids#	
Upward Revision of Bids by QIBs and Non-Institutional Bidders categories#	Only between 10.00 a.m. and up to 4.00 p.m. IST on Bid/ Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIBs and Eligible Employees Bidding in the Employee Reservation Portion	Only between 10.00 a.m. and up to 5.00 p.m. IST

** UPI mandate end time and date shall be at 5.00 pm on Bid/Offer Closing Date.*
 # QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and NIBs, and

(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs and Eligible Employees Bidding in the Employee Reservation Portion (for Bid Amount of up to ₹200,000).

On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received RIBs, and Eligible Employees under the Employee Reservation Portion (for Bid Amount of up to ₹200,000) after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs, or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/ Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/ Offer Closing Date. Any time mentioned in this Updated Draft Red Herring Prospectus - I is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids and any revision in Bids will be accepted only during Working Days during the Bid/ Offer Period. Bidders may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101-6 dated July 6, 2006 issued by BSE and NSE, respectively, Bids and any revision in Bids shall not be accepted on Saturdays, Sundays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchanges' Platform during the Bid/ Offer Period till 5:00 pm on the Bid/ Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Our Company, in consultation with the Book Running Lead Managers, reserves the right to revise the Price Band during the Bid/Offer Period, in accordance with the SEBI ICDR Regulations, provided that (i) the Cap Price will be less than or equal to 120% of the Floor Price, (ii) the Cap Price will be at least 105% of the Floor Price, and (iii) the Floor Price will not be less than the face value of the Equity Shares. Subject to compliance with the foregoing, the Floor Price may move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

In case of revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company, in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

In case of discrepancy in data entered in the electronic book vis-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum Subscription

If (i) our Company does not make the minimum Allotment in the Offer as specified under Rule 19(2)(b) of the SCRR or does not achieve the minimum subscription of 90% of the Fresh Issue on the Bid/ Offer Closing Date; (ii) subscription level falls below the aforesaid minimum subscription after the Bid/ Offer Closing Date due to withdrawal of Bids, or after technical rejections, or any other reason; (iii) in case of devolvement of Underwriting, aforesaid minimum subscription is not received within such period as prescribed under applicable law; (iv) if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares in the Offer; the Selling Shareholders, severally and not jointly, to the extent of the Equity Shares offered by such Selling Shareholder in the Offer and our Company shall forthwith refund the entire subscription amount in accordance with applicable law. If there is a delay in refunding the amount beyond such period, our Company, and every Director of our Company, who are officers in default, shall pay interest at the rate of 15% per annum in accordance with the SEBI ICDR Regulations, the SEBI ICDR Master Circular and any other applicable law. The Selling Shareholders shall reimburse, in proportion to their respective portion of the Offered Shares, any expenses and interest incurred by our Company solely on behalf of such Selling Shareholder for any delays in making refunds as required under the Companies Act and any other applicable law, provided that no Selling Shareholder shall be responsible or liable for payment of such interest, unless such delay is solely and directly attributable to an act or omission of such Selling Shareholder in relation to its respective portion of the Offered Shares. All refunds made, interest borne and expenses incurred (with regard to payment of refunds) by our Company on behalf of the Selling Shareholders (only to the extent of its respective portion of the Offered Shares) will be adjusted or reimbursed by such Selling Shareholder, to our Company as agreed among our Company and the Selling Shareholders in writing, in accordance with Applicable Law.

The requirement for minimum subscription is not applicable for the Offer for Sale component of the Offer.

In the event of under-subscription in the Offer, the Equity Shares will be allocated for Allotment in the following order:

(a) such number of Equity Shares will first be Allotted by our Company such that 90% of the Fresh Issue portion is subscribed;

(b) towards Equity Shares offered by the Selling Shareholders as part of the Offer for Sale (in proportion to the Offered Shares being offered by each Selling Shareholder);

(c) Upon Allotment pursuant to (a) and (b), the Equity Shares remaining, if any, will be Allotted towards balance portion of the Fresh Issue.

Further our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000 in compliance with Regulation 49(1) of the SEBI ICDR Regulations, failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Arrangements for disposal of odd lots

There are no arrangements for disposal of odd lots since our Equity Shares will be traded in dematerialised form only and market lot for our Equity Shares will be one Equity Share.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Offer.

Withdrawal of the Offer

The Offer shall be withdrawn in the event the requirement of the minimum subscription as prescribed under Regulation 45 of the SEBI ICDR Regulations is not fulfilled. Our Company, in consultation with the Book Running Lead Managers, reserve the right not to proceed with the Fresh Issue and each of the Selling Shareholders, reserve the right not to proceed with their respective portion of the Offer for Sale, in whole or in part thereof, after the Bid/ Offer Opening Date but before Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed. The Book Running Lead Managers, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank(s), to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared, and the Stock Exchanges will also be informed promptly. If our Company, in consultation with the Book Running Lead Managers withdraws the Offer after the Bid/ Offer Closing Date and thereafter determine that our Company will proceed with an issue of the Equity Shares, our Company shall file a fresh offer document with SEBI. Notwithstanding the foregoing, the Offer is also subject to (i) the filing of the Prospectus with the RoC; and (ii) obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment.

Restrictions, if any on transfer and transmission of Equity Shares

Except for the lock-in of the pre-Offer Equity Share capital of our Company and the Anchor Investor lock-in as provided in "*Capital Structure*" beginning on page 106, and except as provided in our Articles of Association as detailed in "*Description of Equity Shares and Terms of Articles of Association*" beginning on page 742, there are no restrictions on transfer and transmission of the Equity Shares, and on their consolidation or splitting.

OFFER STRUCTURE

Offer of up to 475,824,280 Equity Shares for cash at a price of ₹[●] per Equity Share (including a premium of ₹[●] per Equity Share) aggregating up to ₹[●] million comprising of a Fresh Issue of up to 210,000,000 Equity Shares aggregating up to ₹ [●] million by our Company and an Offer for Sale of up to 230,000,000 Equity Shares aggregating up to ₹[●] million by the Promoter Selling Shareholder and up to 35,824,280 Equity Shares aggregating up to ₹[●] million by the Investor Selling Shareholder. For details, see "*The Offer*" beginning on page 90.

The Offer includes a reservation of up to [●] Equity Shares of face value of ₹10 each, aggregating up to ₹[●] million, for subscription by Eligible Employees. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. The Offer less the Employee Reservation Portion is the Net Offer.

The Offer and Net Offer shall constitute [●]% and [●]% of the post-Offer paid-up Equity Share capital of our Company, respectively.

In terms of Rule 19(2)(b) of the SCRR, the Offer is being made through the Book Building Process, in compliance with Regulation 6(1) and 31 of the SEBI ICDR Regulations.

Particulars	Eligible Employees#	QIBs(1)	Non-Institutional Bidders(1)	Retail Individual Bidders
Number of Equity Shares available for Allotment/ allocation*(2)	Up to [●] equity shares of face value of ₹10 each	Not more than [●] Equity Shares of face value of ₹10 each	Not less than [●] Equity Shares of face value of ₹10 each available for allocation or Net Offer less allocation to QIB Bidders and RIBs.	Not less than [●] Equity Shares of face value of ₹10 each available for allocation or Net Offer less allocation to QIB Bidders and NIBs.
Percentage of Offer size available for Allotment/ allocation	The Employee Reservation Portion shall not exceed 5% of the post-Offer paid-up Equity Share capital of our Company.	Not more than 50% of the Net Offer shall be available for allocation to QIBs. However, up to 5% of the Net QIB Portion shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining Net QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be available for allocation to the other QIBs.	Not less than 15% of the Net Offer or the Net Offer less allocation to QIBs and RIBs, subject to the following: (a) one-third of the portion available to NIBs shall be reserved for bidders with an application size of more than ₹0.2 million and up to ₹1.0 million; and (b) two-third of the portion available to NIBs shall be reserved for bidders with application size of more than ₹1.0 million. provided that the unsubscribed portion in either of the sub-categories specified above may be allocated to Bidders in the other sub-category of NIBs, subject to valid Bids being received at or above the Offer Price.	Not less than 35% of the Net Offer or Net Offer less allocation to QIBs and NIBs will be available for allocation.
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate#; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹200,000. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be	Proportionate as follows (excluding the Anchor Investor Portion): (a) up to [●] Equity Shares of face value of ₹10 each shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) up to [●] Equity Shares of face value of ₹10 each shall be available for allocation on a proportionate basis	The Equity Shares available for allocation to Bidders in the Non-Institutional Portion shall be subject to the following: (a) One-third of the Non-Institutional Portion shall be available for allocation to Bidders with an application size more than ₹0.2 million upto ₹1.0 million; and (b) Two-thirds of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹1.0 million.	Allotment to each RIB shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For further details see, "*Offer Procedure*" on page 721.

Particulars	Eligible Employees#	QIBs(1)	Non-Institutional Bidders(1)	Retail Individual Bidders
	allocated, on a proportionate basis, to Eligible Employees for a value exceeding ₹200,000, subject to total Allotment to an Eligible Employee not exceeding ₹500,000.	to all QIBs, including Mutual Funds receiving allocation as per (a) above. (c) up to 60% of the QIB Portion (of up to [●] Equity Shares of face value of ₹10 each) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price.	Provided that the unsubscribed portion in either of these two sub-categories of Non-Institutional Portion may be allocated to the Bidders in the other sub-category of Non-Institutional Portion in accordance with SEBI ICDR Regulations. The allotment to each NIB shall not be less than the Minimum NIB Bid Size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis, in accordance with SEBI ICDR Regulations.	
Minimum Bid	[●] Equity Shares of face value of ₹10 each	Such number of Equity Shares and in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹0.2 million	Such number of Equity Shares and in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹0.2 million	[●] Equity Shares
Maximum Bid	Such number of Equity in multiples of [●] equity shares of face value of ₹10 each, so that the maximum Bid Amount by each Eligible Employee in Eligible Employee Portion does not exceed ₹500,000.	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Net Offer, excluding the Anchor Portion, subject to applicable limits to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Net Offer (excluding the QIB Portion), subject to applicable limits to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹0.2 million
Mode of Allotment	Compulsory in dematerialized form			
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter			
Allotment Lot	A minimum of [●] equity shares and in multiples of one Equity Share thereafter			
Trading Lot	One Equity Share			
Who can apply(3)(5)(6)	Eligible Employees	Public financial institutions (as specified in Section 2(72) of the Companies Act), scheduled commercial banks, multilateral and bilateral development financial institutions, mutual funds registered with SEBI, FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹250.0 million, pension	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the Karta), companies, corporate bodies, scientific institutions, societies, trusts and FPIs who are individuals, corporate bodies, and family offices which are re-categorised as Category II FPIs (as defined in the SEBI FPI Regulations) and registered with SEBI	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the Karta)

Particulars	Eligible Employees#	QIBs(1)	Non-Institutional Bidders(1)	Retail Individual Bidders
		fund with minimum corpus of ₹250.0 million registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the GoI, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs		
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids(4) **In case of all other Bidders**: Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors), or by the Sponsor Bank(s) through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form			
Mode of Bidding^	Through ASBA Process only (including the UPI Mechanism)	Through ASBA process only (excluding the UPI Mechanism) (except in case of Anchor Investors)	Through ASBA process only (including the UPI Mechanism for Bids up to ₹0.5 million)	Through ASBA process only (including the UPI Mechanism)

**Assuming full subscription in the Offer.*

^Anchor Investors are not permitted to use the ASBA process. Further, pursuant to circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, the SEBI has mandated that ASBA applications in the Offer will be processed only after the Bid Amounts are blocked in the bank accounts of the Anchor Investors. Accordingly, Stock Exchanges shall, for all categories of investors viz. QIBs, NIBs and RIBs and all modes through which the Bid cum Application Forms are processed, accept ASBA Forms in their electronic book building platform only with a mandatory confirmation on the Bid Amounts blocked.

#Eligible Employees Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹500,000. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹200,000. In the event of under-subscription in the Employee Reservation Portion the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits. The undersubscribed portion, if any, in the Employee Reservation Portion shall be added back to the Net Offer. In case of undersubscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.

1) *Subject to valid Bids being received at or above the Offer Price. Our Company and the Selling Shareholders, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with SEBI ICDR Regulations. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than the Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than the Anchor Investors) in proportion to their Bids. For further details, see "Offer Procedure" beginning on page 721. Further, not less than 15% of the Net Offer shall be available for allocation to NIBs and not less than 35% of the Net Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. The Equity Shares available for allocation to NIBs under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to NIBs shall be reserved for Bidders with an application size of more than ₹0.2 million and up to ₹1.0 million, and (ii) two-third of the portion available to NIBs shall be reserved for Bidders with application size of more than ₹1.0 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of NIBs.*
2) *Subject to valid Bids being received at or above the Offer Price. This Offer is being made in accordance with Rule 19(2)(b) of the SCRR and Regulation 6(1) of the SEBI ICDR Regulations.*
3) *In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids, except as otherwise permitted, in any or all categories.*
4) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-in Date as indicated in the CAN.*

5) *Bids by FPIs with certain structures as described under "Offer Procedure - Bids by FPIs" on page 727 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.*
6) *Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.*

Eligible Employees Bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount, at the time of making a Bid. Eligible Employees Bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, at the time of making a Bid.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill over proportionately from any other category or combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws.

OFFER PROCEDURE

*All Bidders should read the General Information Document for investing in public issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 issued by SEBI and the UPI Circulars (the "**General Information Document**") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the Book Running Lead Managers. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer especially in relation to the process for Bids by the UPI Bidders. The investors should note that the details and process provided in the General Information Document should be read along with this section. Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v)issuance of Confirmation of Allocation Note ("**CAN**") and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of the Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund. SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, had introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("**UPI Phase I**").*

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds was discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("UPI Phase II"). Subsequently however, SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, had decided to continue with the UPI Phase II till further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders ("UPI Phase III") and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, had introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. The SEBI master circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024 has consolidated and rescinded the aforementioned circulars, to the extent they relate to the SEBI ICDR Regulations. The BRLMs shall be the nodal entity for any issues arising out of public issuance process.

In terms of Regulation 23(5) and Regulation 52 of the SEBI ICDR Regulations, the timelines and processes mentioned in the SEBI RTA Master Circular, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Investors shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and Prospectus.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Net Offer shall be allocated on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, in accordance with Regulation 40(3) of the SEBI ICDR Regulations, the QIB Portion will not be underwritten by the Underwriters pursuant to the Underwriting Agreement. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to NIBs of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹200,000 up to ₹1,000,000 and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹1,000,000 and undersubscription In either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Further, not less than 35% of the Net Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Furthermore, up to [●] Equity Shares, aggregating up to ₹[●] million shall be made available for allocation on a proportionate basis only to Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids being received at or above the Offer Price.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over proportionately from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLMs, and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

Further, in the event of an under-subscription in the Employee Reservation Portion, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000. The unsubscribed portion, if any, in the Employee Reservation Portion shall be added to the Net Offer.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID, as applicable, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialised subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended until June 30, 2019. Under this phase, a RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase had become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 had extended the timeline for implementation of UPI Phase II until further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase.

Phase III: This phase became applicable on a voluntary basis for all issues opening on or after September 1, 2023 and has become applicable on a mandatory basis for all issues opening on or after December 1, 2023. In this phase, the time duration from public issue closure to listing has been reduced to three Working Days.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications on a daily basis to the SCSBs, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline and submit confirmation of the same to the BRLMs and the Registrar to the Offer would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post Offer BRLM will be required to compensate the concerned investor.

The Offer will be mandatorily made under UPI Phase III of the UPI Circulars.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. Our Company has appointed certain of the SCSBs as the Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/ or payment instructions of the UPI Bidders using the UPI Mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered and Corporate Office. Electronic copies of the Bid cum Application Forms will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid/ Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process, which shall include the UPI Mechanism in case of UPI Bidders. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

UPI Bidders Bidding using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected.

ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in their respective ASBA Accounts, or (ii) the UPI ID, as applicable in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected.

Since the Offer is made under Phase III of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

(i) UPI Bidders using the UPI Mechanism may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
(ii) QIBs and NIBs (other than NIBs using UPI Mechanism) may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

The ASBA Bidders, including UPI Bidders, shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI ICDR Master Circular.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs (except UPI Bidders using the UPI Mechanism). ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank(s), as applicable at the time of submitting the Bid.

Anchor Investors are not permitted to participate in the Offer through the ASBA process. For Anchor Investors, the Anchor

Investor Application Form will be available with the BRLMs.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including resident QIBs, NIBs, RIBs and Eligible NRIs applying on a non-repatriation basis	[●]
Eligible NRIs, FVCIs, FPIs and registered bilateral and multilateral institutions applying on a repatriation basis	[●]
Anchor Investors	[●]
Eligible Employees bidding in the Employee Reservation Portion	[●]

* *Excluding electronic Bid cum Application Forms.*

Notes:

(1) Electronic Bid cum Application forms and the abridged prospectus will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com)

(2) Bid cum Application Forms for Anchor Investors shall be available at the office of the BRLMs.

(3) Bid cum Application Forms for Eligible Employees Bidding in the Employee Reservation Portion shall be available at the Registered and Corporate Office of our Company.

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges and the Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on application monies blocked. For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders for blocking of funds. For ASBA Forms (other than UPI Bidders using UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

For UPI Bidders, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate the UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s), NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Offer shall provide the audit trail to the Book Running Lead Managers for analysing the same and fixing liability.

For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in the SEBI ICDR Master Circular. For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders Bidding through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. Further, modification/cancellation of Bids (if any) shall be allowed in parallel during the Bid/Offer Period until the Cut-Off Time.

The Sponsor Bank(s) shall host a web portal for Intermediaries (closed user group) from the date of Bid/ Offer Opening Date until the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in accordance with the SEBI ICDR Master Circular and any subsequent circulars or notifications issued by SEBI in this regard.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws in the United States. Accordingly, the Equity Shares are only being offered and sold (i) within the United States to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Updated Draft Red Herring Prospectus - I as "U.S. QIBs", and for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Updated Draft Red Herring Prospectus - I as "QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) outside the United States in "offshore transactions" as defined in, and in reliance on, Regulation S under the U.S. Securities Act and in each case, in compliance with the applicable laws of the jurisdiction where those offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Electronic registration of Bids

a. The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer, subject to applicable laws.

b. On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids until such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

c. Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given until 5:00 pm on the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchanges' platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

d. QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/withdraw their bids.

Participation by Promoter and Promoter Group of the Company, the BRLMs associates and affiliates of the BRLMs and the Syndicate Member(s) and the persons related to the Promoter/Promoter Group/the BRLMs and the Syndicate Member(s)

The BRLMs and the Syndicate Member(s) shall not be allowed to purchase the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Member(s) may purchase Equity Shares in the Issue, either in the QIB Portion or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLMs and Syndicate Member(s), shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither (i) the BRLMs or any associates of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs other than individuals, corporate bodies and family offices which are associates of the BRLMs) or pension funds sponsored by entities which are associate of the BRLMs nor; (ii) any person related to the Promoter or Promoter Group shall apply in the Offer under the Anchor Investor Portion.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a "person related to the Promoters or Promoter Group": (a) rights under a shareholders' agreement or voting agreement entered into with the Promoters or Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an "associate of the Lead Manager" if: (i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLMs.

Except for the Promoter Selling Shareholder offering its Equity Shares in the Offer for Sale, the Promoter Group will not participate in the Offer. Please also see " – *Bids by Mutual Funds*" on page 725.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which such Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity-related instruments of any single company, provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Asset management companies or custodians of Mutual Funds (including the asset management companies or custodians of Mutual Funds forming part of the Promoter Group ("**PG Mutual Funds**") may make Bids and such Bids shall be subject to (i) specifically stating the names of the concerned schemes for which such Bids are made, and (ii) the investment in the Equity Shares, if Allotted, being in accordance with the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.

Apart from the above, the Bids by asset management companies or custodians of PG Mutual Funds shall be subject to (i) the Bid Amount being sourced from the money collected under the relevant scheme of the PG Mutual Funds, and (ii) the investment decision being made at the discretion of the asset management companies or custodians of the PG Mutual Funds, in accordance with the terms and conditions of the relevant scheme of such PG Mutual Funds. The Equity Shares Allotted, if any, to the PG Mutual Funds, shall form part of the 'public' shareholding of our Company in accordance with Rule 19(2)(b) of the SCRR.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorise their respective SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non- Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorise their respective SCSB (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/ NRO accounts. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form. In accordance with FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity share capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity share capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant or such other limit as may be stipulated by RBI in each case, from time to time. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the members of the Indian Company in a general meeting, provided however that the shareholding of each NRI in our Company shall not exceed 5% of the Equity Share capital or such other limit as may be stipulated by RBI in each case, from time to time.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).

For details of investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" beginning on page 740. Participation of Eligible NRIs shall be subject to the FEMA Rules. Participation of Eligible NRIs in the Offer shall be subject to the FEMA Rules. Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment. By way of Press Note 1 (2021 Series) dated March 19, 2021, issued by the DPIIT, it has been clarified that an investment made by an Indian entity which is owned and controlled by NRIs on a non-repatriation basis, shall not be considered for calculation of indirect foreign investment.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the *Karta*. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids by HUFs will be considered at par with Bids from individuals.

Bids by Eligible NRIs, HUFs and FPIs other than individuals, corporate bodies and family offices, for a Bid Amount of less than ₹200,000 would be considered under the Retail Portion for the purposes of allocation and Bids for a Bid Amount exceeding ₹200,000 would be considered under the Non- Institutional Portion for allocation in the Offer.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section, the key terms for participation by Anchor Investors are provided below.

1) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the Book Running Lead Managers.

2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹100 million.

3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds subject to valid Bids being received from domestic Mutual Funds at or above Anchor Investor Allocation Price.

4) Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date and will be completed on the same day.

5) Our Company, in consultation with the Book Running Lead Managers, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: (a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹100 million; (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million, subject to a minimum Allotment of ₹50 million per Anchor Investor; and (c) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million, subject to minimum Allotment of ₹50 million per Anchor Investor.

6) Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the Book Running Lead Managers before the Bid/ Offer Opening Date, through intimation to the Stock Exchanges.

7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

8) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.

9) 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment and the remaining 50% of the Equity Shares Allotted to Anchor Investors will be locked in for a period of 30 days from the date of Allotment.

10) Neither the Book Running Lead Managers or any associate of the Book Running Lead Managers (other than Mutual Funds sponsored by entities which are associates of the BRLMs or AIFs sponsored by entities which are associates of the BRLMs or FPIs (other than individuals, corporate bodies and family offices) which are associates of the BRLMs or insurance companies promoted by entities which are associates of the BRLMs or pension funds sponsored by entities which are associates of the BRLMs) shall apply in the Offer under the Anchor Investors Portion. For details, see "*Offer Procedure – Participation by Promoter and Promoter Group of the Company, the BRLMs associates and affiliates of the BRLMs and the Syndicate Member(s) and the persons related to the Promoter/Promoter Group/the BRLMs and the Syndicate Member(s)*" on page 726.

11) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

For more information, please read the General Information Document.

Bids by FPIs

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason, subject to applicable laws.

To ensure compliance with the applicable limits, SEBI, pursuant to its master circular for foreign portfolio investors, designated depository participants and eligible foreign investors with reference number SEBI/HO/AFD/AFD-PoD-2/P/CIR/2024/70 dated May 30, 2024 and the SEBI RTA Master Circular, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs/ FPI investor group who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for Offer procedure, as prescribed by SEBI from time to time.

Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids:

- FPIs which utilise the multi investment manager structure, indicating the name of their respective investment managers in such confirmation;
- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager;
- Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- Government and Government related investors registered as Category 1 FPIs; and
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN).

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by, or on behalf of it subject to, *inter alia*, the following conditions:

(a) such offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

The FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents (in [●] colour).

Further, Bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure ("**MIM Structure**") in accordance with the SEBI master circular for foreign portfolio investors, designated depository participants and eligible foreign investors with reference number SEBI/HO/AFD/AFD-PoD-2/P/CIR/2024/70 dated May 30, 2024, provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation in the Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the names of their respective investment managers in such confirmations. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Please note that in terms of the General Information Document, the maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under applicable laws. Further, MIM Bids by an FPI Bidder utilising the MIM Structure shall be aggregated for determining the permissible maximum Bid. Further, please note that as disclosed in this Updated Draft Red Herring Prospectus - I read with the General Information Document, Bid Cum Application Forms are liable to be rejected in the event that the Bid in the Bid cum Application Form "*exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus*."

In terms of the SEBI FPI Regulations, the offer of Equity Shares to a single FPI or an investor group (which means multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our total paid-up Equity Share capital of our Company, on a fully diluted basis. Further, in terms of the FEMA Rules, the total holding by each FPI, of an investor group, shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the aggregate limit for FPI investments shall be the sectoral caps applicable to our Company, which is 100% of the total paid-up Equity Share capital of our Company on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%).

For details of investment by FPIs, see "*Restrictions on Foreign Ownership of Indian Securities*" beginning on page 740. Participation of FPIs shall be subject to the FEMA Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Selling Shareholders or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by SEBI registered VCFs, AIFs and FVCIs

The SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs. The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs, respectively, registered with SEBI. While the SEBI VCF Regulations have since been repealed, the funds registered as VCFs under the SEBI VCF Regulations continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF of FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offering.

There is no reservation for Eligible NRI Bidders, AIFs, FPIs and FVCIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs. Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in one investee company directly or through investment in the units of other AIFs. A Category III AIF cannot invest more than 10% of the investible funds in one investee company directly or through investment in the units of other AIFs. AIFs which are authorised under the fund documents to invest in units of AIFs are prohibited from offering their units for subscription to other AIFs.

Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the FEMA Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the as per the Banking Regulation Act, and the Master– Directions – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is

10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank's own paid-up share capital and reserves, whichever is lower.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company, subject to prior approval of the RBI if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; or (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company. The bank is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. Further no bank shall hold along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid-up share capital engaged in non-financial services. However, this cap does not apply to the cases mentioned in (i) and (ii) above.

The aggregate equity investments made by a banking company in all subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments shall not exceed 20% of the bank's paid-up share capital and reserves. Bids by banking companies should not exceed the investment limits prescribed for them under the applicable laws.

The banking company is required to submit a time-bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make investment in a (i) subsidiary or a financial services company that is not a subsidiary (with certain exceptions prescribed); and (ii) non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in para 5(a)(v)(c)(i) of the Master Direction - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with applicable law, including the terms of the SEBI ICDR Master Circular. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers are prescribed under the IRDAI (Actuarial, Finance and Investment Functions of Insurers) Regulations, 2024, based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies are entitled to invest only in other listed insurance companies and insurance companies participating in the Offer are advised to refer to the IRDAI (Actuarial, Finance and Investment Functions of Insurers) Regulations, 2024, for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by provident funds/ pension funds

In case of Bids made by provident funds with minimum corpus of ₹250 million and pension funds with minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable laws, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserves the right to reject any Bid, without assigning any reason thereof.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditor, and (iv) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time. The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

Bids under power of attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, AIFs, Mutual Funds, insurance companies, systemically important NBFCs, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable law) and pension funds with a minimum corpus of ₹250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company, in consultation with the BRLMs in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company, in consultation with the BRLMs may deem fit.

Bids by Eligible Employees

Bids under Employee Reservation Portion by Eligible Employees shall be:

a) Made only in the prescribed Bid cum Application Form or Revision Form (i.e. [●] colour form).

b) The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employees does not exceed ₹0.5 million. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid amounting up to ₹0.2 million. In the event of any under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees, who have bid in excess of ₹0.2 million, provided however that the maximum Bid in this category by an Eligible Employee cannot exceed ₹0.5 million.

c) Only Eligible Employees (as defined in this Updated Draft Red Herring Prospectus – I) would be eligible to apply in this Offer under the Employee Reservation Portion.

d) Bids by Eligible Employees in the Employee Reservation Portion and in the Net Offer portion shall not be treated as multiple Bids. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.

e) Only those Bids, which are received at or above the Offer Price, would be considered for Allotment under this category.

f) Eligible Employees can apply at Cut-off Price.

g) Eligible Employees bidding in the Employee Reservation Portion may Bid either through the UPI mechanism or ASBA (including syndicate ASBA).

h) In case of joint bids, the First Bidder shall be an Eligible Employee.

If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in the Offer.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Updated Draft Red Herring Prospectus – I. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in the Pre-filed Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus, when filed.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the BRLMs are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Updated Draft Red Herring Prospectus - I; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General Instructions

Please note that QIBs and NIBs are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIBs and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bid(s) during the Bid/Offer Period and withdraw their Bid(s) until Bid/Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid/Offer Period.

***Do's*:**

1. Ensure that your PAN is linked with Aadhaar and you are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press release dated June 25, 2021, September 17, 2021, March 30, 2022 and March 28, 2023;

2. Check if you are eligible to apply as per the terms of this Updated Draft Red Herring Prospectus - I and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

3. Ensure that you have Bid within the Price Band;

4. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;

5. Ensure that you (other than in the case of Anchor Investors) have mentioned the correct details of ASBA Account number (i.e. bank account number or UPI ID, as applicable) and PAN in the Bid cum Application Form if you are not an UPI Bidder using the UPI Mechanism in the Bid cum Application Form and if you are an UPI Bidder using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;

6. UPI Bidders using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in the list available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time;

7. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the General Information Document;

8. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;

9. Ensure that the details about the PAN, DP ID, Client ID and UPI ID (where applicable) are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in dematerialized form only;

10. UPI Bidders using UPI Mechanism, may submit their ASBA Forms with the Syndicate Members, Registered Brokers, RTAs or CDPs and should ensure that the ASBA Form contains the stamp of such Designated Intermediary;

11. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms. If the First Bidder is not the ASBA Account holder, ensure that the Bid cum Application Form is signed by the ASBA Account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;

12. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary, if applicable;

13. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account

held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;

14. UPI Bidders in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID which is UPI 2.0 certified by NPCI to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

15. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

16. RIBs not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs and not with any other Designated Intermediary

17. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank(s), as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank(s) for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

18. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular no. MRD/DoP/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the Income Tax Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

19. Ensure that the Demographic Details are updated, true and correct in all respects;

20. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

21. Ensure that the category and the investor status is indicated in the Bid cum Application Form;

22. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;

23. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;

24. Since the Allotment will be in dematerialised form only, ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the depository database;

25. Ensure that when applying in the Offer using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI;

26. UPI Bidders who wish to Bid using the UPI Mechanism, should submit Bid with the Designated Intermediaries, pursuant to which the UPI Bidder should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in the UPI Bidder's ASBA Account;

27. Anchor Investors should submit the Anchor Investor Application Forms to the BRLMs;

28. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank(s) prior to 5:00 p.m. on the Bid/ Offer Closing Date;

29. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM Structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the

absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

30. UPI Bidders who have revised their Bids subsequent to making the initial Bid, should also approve the revised UPI Mandate Request generated by the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in their account and subsequent debit of funds in case of allotment in a timely manner;

31. UPI Bidders should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the ASBA Form;

32. UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorisation of the mandate using his/her UPI PIN, a UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorised the Sponsor Bank(s) to block the Bid Amount mentioned in the Bid Cum Application Form;

33. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in);

34. The ASBA bidders shall ensure that bids above ₹500,000, are uploaded only by the SCSBs; and

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the list available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

3. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

4. Do not Bid at Cut-off Price (for Bids by QIBs and NIBs);

5. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

6. Do not submit the Bid for an amount more than funds available in your ASBA account.

7. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;

8. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;

9. If you are a UPI Bidder and are using UPI Mechanism, do not submit more than one ASBA Form for each UPI ID;

10. Anchor Investors should not Bid through the ASBA process;

11. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

12. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

13. Do not submit the General Index Register (GIR) number instead of the PAN;

14. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

15. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

16. Do not submit a Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account or in the case of UPI Bidders, in the UPI-linked bank account where funds for making the

Bid are available;

17. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

18. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;

19. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

20. Do not Bid on another ASBA Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

21. Do not Bid for Equity Shares in excess of what is specified for each category;

22. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of this Updated Draft Red Herring Prospectus – I;

23. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a NIB. RIBs and Eligible Employees Bidding in the Employee Reservation Portion can revise or withdraw their Bids on or before the Bid/ Offer Closing Date;

24. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;

25. If you are an UPI Bidder which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third-party bank account or third party linked bank account UPI ID;

26. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;

27. Do not submit a Bid cum Application Form with a third-party UPI ID or using a third-party bank account (in case of Bids submitted by UPI Bidders using the UPI Mechanism);

28. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned in the list provided on the SEBI website is liable to be rejected;

29. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by Retail Individual Bidders) and ₹500,000 for Bids by Eligible Employees Bidding in the Employee Reservation Portion;

30. Do not Bid if you are an OCB; and

31. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹500,000.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

Grounds for technical rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

a) Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

b) Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

c) Bids submitted on a plain paper;

d) ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

e) Bids submitted without the signature of the First Bidder or Sole Bidder;

f) The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

g) Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI ICDR Master Circular;

h) GIR number furnished instead of PAN;

i) Bids by RIBs with Bid Amount of a value of more than ₹200,000;

j) Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

k) Bids accompanied by stock invest, money order, postal order, or cash;

l) Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

m) Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank(s));

n) Bids by Eligible Employees Bidding in the Employee Reservation Portion with Bid Amount of a value of more than ₹0.5 million; and

o) ASBA Application by using third party bank accounts.

Bids uploaded by QIBs after 4.00 pm on the QIB Bid/Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/Offer Closing Date, and Bids by RIBs and Eligible Employees uploaded after 5.00 p.m. on the Bid/Offer Closing Date, unless extended by the Stock Exchanges. On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received from RIBs and Eligible Employees, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

Further, in case of any pre-Offer or post Offer related issues regarding share certificates/ dematerialised credit/refund orders/unblocking etc., investors can reach out to our Company Secretary and Compliance Officer. For details of our Company Secretary and Compliance Officer, see "*General Information*" beginning on page 98.

For helpline details of the BRLMs pursuant to the SEBI ICDR Master Circular, see "*General Information – Book Running Lead Managers*" on page 99.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; and (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated as per the applicable law for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The post Offer BRLMs shall be liable for compensating the Bidder at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the investor grievance until the date on which the blocked amounts are unblocked. The Bidder shall be compensated in the manner specified in the SEBI ICDR Master Circular and the SEBI T+3 Circular which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable.

Further, Investors shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Stock Exchanges, along with the BRLMs and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares offered through the Pre-filed Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 1.0% of the Offer to public may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the RIBs, NIBs and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed. The allotment of Equity Shares to each RIB shall not be less than the minimum bid lot, subject to the availability of shares in RIB Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. The allotment of Equity Shares to each NIB shall not be less than minimum application size, subject to the availability of Equity Shares in Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard in the SEBI ICDR Regulations.

Payment into Escrow Account(s) for Anchor Investors

Our Company, in consultation with the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account(s) should be drawn in favour of:

(a) In case of resident Anchor Investors: "[●]"

(b) In case of Non-Resident Anchor Investors: "[●]"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and will be established as an arrangement amongst our Company, the Selling Shareholders, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre- Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper and Mumbai edition of Navshakti, a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation.

In the pre-Offer advertisement, we shall state the Bid/ Offer Opening Date and the Bid/ Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Allotment Advertisement

Our Company, the BRLMs and the Registrar to the Offer shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper and Mumbai edition of Navshakti, a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation.

The above information is given for the benefit of the Bidders/applicants. Our Company, the Selling Shareholders and the members of the Syndicate are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Updated Draft Red Herring Prospectus – I. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Signing of the Underwriting Agreement and the RoC Filing

(a) Our Company, the Selling Shareholders and the Underwriters intend to enter into an Underwriting Agreement in accordance with Regulation 40(3) of the SEBI ICDR Regulations.

(b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, Offer size, and underwriting arrangements and will be complete in all material respects.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

"*Any person who:*

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

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

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

shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹1.0 million or 1.0% of the turnover of our Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1.0 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5.0 million or with both.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders (including Anchor Investor Application Form from Anchor Investors);

- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

- that the Allotment Advice/refund confirmation to Eligible NRIs shall be dispatched within specified time

- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken within three Working Days from the Bid/Offer Closing Date or such other time as prescribed by SEBI under applicable law;

- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and applicable law for the delayed period;

- the funds required for making refunds/unblocking (to the extent applicable) to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- except for any allotment of Equity Shares to employees of our Company pursuant to exercise of options granted under the ESOP Scheme and allotment of Equity Shares to the existing shareholders of our Company pursuant to a rights issue prior to the filing of the Red Herring Prospectus with the RoC, no further issue of the Equity Shares shall be made from the date of filing of this Updated Draft Red Herring Prospectus - I until the Equity Shares offered through this Updated Draft Red Herring Prospectus - I are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.;

- our Company, in consultation with the BRLMs, reserves the right not to proceed with the Offer, in whole or in part thereof, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed;

- if our Company, in consultation with the BRLMs, withdraws the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh offer document with SEBI; and

- that our Company shall not have recourse to the Net Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received.

Undertakings by the Selling Shareholders

Each of the Selling Shareholders, severally and not jointly, undertakes, in relation to itself as a Selling Shareholder and its respective portion of the Offered Shares that:

- its respective portion of the Offered Shares being sold by it pursuant to the Offer is held by it in accordance with Regulation 8 of the SEBI ICDR Regulations, is fully paid-up and is in dematerialised form;

- it is the legal and beneficial owner of its respective portion of the Offered Shares, and that the Offered Shares shall be transferred in the Offer, free and clear of any encumbrances; and

- it shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to the Bidder for making a Bid in the Offer, except for fees and commission for services rendered in relation to the Offer.

Utilisation of Offer Proceeds

Our Board of Directors certifies and declares that:

- all monies received out of the Offer shall be credited/transferred to a separate bank account in a scheduled bank, within the meaning of Section 40(3) of the Companies Act, 2013;

- details of all monies authorized out of the Offer shall be disclosed, and continue to be disclosed till the time any part of the Offer proceeds remains un-utilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been authorized; and

- details of all un-utilised monies out of the Offer, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such un-utilised monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the GoI and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, 1991 unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment ("**FDI**") through press notes and press releases. The DPIIT, issued the Consolidated FDI Policy, which, with effect from October 15, 2020 consolidated and superseded all previous press notes, press releases, circulars and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions. For further details, see *"Key Regulations and Policies*" beginning on page 341.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/ RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("**Restricted Investors**"), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the GoI is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period.

As per the existing policy of the Government of India, OCBs cannot participate in the Offer.

Foreign Exchange Laws

The foreign investment in our Company is governed by, *inter alia*, the FEMA, as amended, the FEMA Rules and the FDI Policy issued and amended by way of press notes.

The Consolidated FDI Policy provides that 100% FDI under automatic route is permitted for NBFCs, subject to compliance with conditions prescribed in the FEMA Rules and Consolidated FDI Policy, while FDI is not permitted in the inventory based model of e-commerce.

In terms of the FEMA Rules, a person resident outside India may make investments into India, subject to certain terms and conditions. In terms of the FEMA Rules and the FDI Policy, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land borders with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Bid/ Offer Period.

In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. The aggregate limit for FPI investments shall be the sectoral cap applicable to our Company. In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Pursuant to the Shareholders' resolution dated March 27, 2025, the aggregate ceiling of 10% has been raised to 24%.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws in the United States. Accordingly, the Equity Shares are only being offered and sold (i) within the United States to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Updated Draft Red Herring Prospectus - I as "U.S. QIBs", and for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Updated Draft Red Herring Prospectus - I as "QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) outside the United States in "offshore transactions" as defined in, and in reliance on, Regulation S under the U.S. Securities Act and in each case, in compliance with the applicable laws of the jurisdiction where those offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified In any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Updated Draft Red Herring Prospectus – I. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION X: DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. The provisions of the Articles of Association of our Company are detailed below. No clause of the Articles of Association having bearing on the Offer or the disclosures required in this Updated Draft Red Herring Prospectus - I has been omitted.

1.	**Table F applicable**	The regulations contained in Table "F" under Schedule I to the Companies Act, 2013 or any amendment thereto, shall apply to this Company, but the regulations for the management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 or any amendment thereto and, subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of, or addition to, its regulations by Special Resolution, as prescribed by the said Companies Act, 2013 or any amendment thereto, be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.
		INTERPRETATION
2.	**Interpretation Clause**	In the interpretation of these Articles, the following expressions shall have the following meanings, unless repugnant to the subject or context:
	"The Act" or "the said Act"	"The Act" means "the Companies Act, 2013", or all statutory modifications thereof and any Act or Acts substituted thereof and in case of any such substitution the references in these Articles to the provisions of the Act shall be read as referring to the provisions substituted thereof.
	"Beneficial Owner"	"Beneficial Owner" shall mean and include 'a person or persons' as defined in clause (a) of sub section (1) of Section 2 of the Depositories Act, 1996 or such other Acts as may be applicable.
	"The Board" or "Board of Directors"	"**The Board**" or the "**Board of Directors**" means the board of directors of the Company as constituted from time to time in accordance with applicable law and the provisions of these Articles.
	"The Company" or "This Company"	"**The Company**" or "**This Company**" means "**TATA CAPITAL LIMITED**".
	"Debenture"	"Debenture" includes debenture stock, bonds and any other securities of the Company, whether constituting a charge on the assets of the Company or not.
	"Depositories Act"	"Depositories Act" shall mean and include the Depositories Act, 1996 and any statutory modifications or re-enactments thereof from time to time.
	"Directors"	"**Directors**" or "**Director**" means the directors appointed to the Board of the Company and includes any person occupying the position of a director by whatever name called as defined under section 2(34) of the Act and appointed in accordance with these Articles.
	"Dividend"	"**Dividend**" includes interim dividend.
	Gender	Words importing the masculine gender also include the feminine gender & vice-a-versa.
	"Member"	"**Member**" means the duly registered holder from time to time of the shares of the Company and includes subscribers of the Memorandum of the Company and person(s) whose name(s) is/are entered as beneficial owner in the records of the Depository.
	"Month"	"**Month**" means a calendar month.
	"Office"	"**Office**" means the Registered Office, for the time being, of the Company.
		"**Persons**" includes corporations, corporates, firms as well as individuals.
		"**These presents**" or "**Regulations**", means these Articles of Association as originally framed or altered, from time to time, and includes the Memorandum where the context

so requires.

"Persons"

"**Seal**" means the Common Seal, for the time being, of the Company.

"These presents" or "Regulations"

"Secretary" means a Company Secretary within the meaning of Clause (c) of sub-section (1) of Section 2 of the Company Secretaries Act, 1980, and includes any other individual possessing the prescribed qualifications and appointed to perform the duties which may be performed by a Secretary under the Companies Act, 2013 and any other ministerial or administrative duties.

"Seal"

"Secretary"

"Secretary in whole-time practice" means a secretary who shall be deemed to be in practice within the meaning of sub-section (2) of Section 2 of the Company Secretaries Act, 1980 and who is not in full-time employment.

"Securities and Exchange Board of India" (SEBI) means the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992.

"Secretary in whole-time practice"

"**Security**" means shares, debentures and/or such other securities as may be specified under the Companies Act, 2013 or by SEBI or other competent authority, from time to time.

"Securities and Exchange Board of India"

Words importing the singular number include the plural number and vice-a-versa.

"**Writing**" shall include printing and lithography and any other mode or modes of representing or reproducing words in a visible form including electronic media.

"Security"

Subject as aforesaid, any word or expression defined in the Act or any statutory modifications thereof for the time being in force shall, except where the subject or context forbids, bear the same meaning in these Articles. Words and expressions used and not defined in the Act and in the Articles of Association of the company, but defined in the Depositories Act, 1996, shall have the same meaning respectively assigned to them in the Depositories Act, 1996 as amended from time to time.

Singular number

"Writing"

The marginal notes hereto shall not affect the construction hereof.

Expressions in The Act to bear the same meaning in Articles

Marginal notes

3. **Change of name of the Company**

The Company may, to reflect the nature of its business and/or its shareholding, by special resolution with the approval of the Central Government signified in writing change its name.

3A.

a) The right to use the "Tata" name has been granted to the Company by Tata Sons Limited and all goodwill therein shall inure to Tata Sons Limited.

b) The Company shall use the "Tata" name and/or the "Tata" brands/ marks only so long as the permission granted by Tata Sons Limited continues to subsist and the Tata holding in the Share Capital of the Company remains as the level, if any, agreed to by Tata Sons Limited.

c) The Company shall drop the word "Tata" from the corporate name and the brand names of its products/services immediately upon the Tatas exiting the business or divesting their shareholding.

4. **Capital**

The Authorised Capital of the Company is or shall be such amount as stated in Clause V of the Memorandum of Association of the Company, for the time being or as may be varied, from time to time, under the provisions of the Act, and divided into such numbers, classes and descriptions of shares and into such denominations as stated therein. The Company has power, from time to time, to increase or reduce or cancel its capital and to attach thereto respectively such preferential, cumulative, convertible, guarantee, qualified or other special rights, privilege, condition or restriction, as may be determined by or in accordance with the Articles of Association of the Company or the legislative provisions, for the time being in force, in that behalf. The paid up share capital of the Company shall be, at any point of time, minimum of Rs. 5,00,000/- (Rupees Five Lakhs Only), or such other higher amount, as may be prescribed under the Act as applicable to a public company.

5. **Shares with non-voting rights**

The Board may issue shares with non-voting rights or differential voting rights attached to them, upon such terms and conditions and with such rights and privileges annexed thereto as thought fit and as may be permitted by law.

6. **Shares under the control of the Directors**

Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the Company for the time being shall be under the control of the Board who may by sending a letter of offer, issue, allot or otherwise dispose of the same or any of them to such person(s) or employees (under ESOP scheme passed by Special Resolution), in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the Company in the General Meeting to give to any person or persons or employees the option or right to call for any shares either at par or premium during such time and for such consideration as the Board think fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares. As regards all allotments, from time to time made, the Directors shall duly comply with the Act, as the case may be

7. **Board's power to demat or remat shares**

Notwithstanding anything contained in the Act or these Articles, the Board of Directors are empowered without any prior sanction of the members to dematerialise and rematerialise the securities of the Company and issue/allot fresh securities in dematerialised form. The Board of Directors is also empowered to determine the terms and conditions thereof pursuant to the provisions of the Depositories Act, 1996 and Rules framed thereunder.

8. **Preference Shares**

Subject to the provisions of the Act, any preference shares (which are either redeemable or convertible into shares or any other kind of preference shares as may be permitted by law) may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

9. **Provisions to apply on issue of Redeemable Preference Shares**

On the issue of the Redeemable Preference Shares under the provisions of these Articles, the following provisions shall take effect:

(a) no such shares shall be redeemed except out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of redemption;
(b) no such shares shall be redeemed unless they are fully paid;
(c) the premium, if any, payable on redemption must have been provided for out of the profits of the Company or the Company's Share Premium Account before the shares are redeemed;
(d) where any such shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called the "Capital Redemption Reserve Account", a sum equal to the nominal amount of the shares redeemed and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act, apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company.

10. **Shares to be numbered progressively & no share to be sub-divided**

The shares in the capital of the Company shall be numbered progressively according to their several denominations, and except in the manner hereinafter mentioned, no share shall be sub-divided.

11. **Acceptance of shares**

An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any share therein, shall be an acceptance of shares within the meaning of these Articles, and every person who does or otherwise accepts any shares and whose name is entered in the Register shall for the purpose of these Articles be a member.

12. **Deposit and calls etc., to be a debt payable**

The money (if any) which the Board shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall immediately on the insertion of the name of the allottee in

immediately the Register of Members as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

13. **Instalments on Shares to be duly paid**

If by the conditions of allotment of any share, the whole or part of the amount or issue price thereof shall be payable by instalments, every such instalment shall, when due, be paid to the Company by the person, who, for the time being and from time to time, shall be the registered holder of the share or his legal heir or representative.

14. **Company not bound to recognise any interest in shares other than that of the registered holders**

Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by, or be compelled in any way, to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, (or except only as by these Articles or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

UNDERWRITING AND BROKERAGE

15. **Commission for placing shares, debentures, etc**

The Company may, subject to the provisions of 40(6) of the Act, at any time, pay a commission to any person in consideration of his subscribing or agreeing to subscribe or his procuring or agreeing to procure subscription, whether absolutely or conditionally, for any shares or debentures of the Company but so that the amount or rate of commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or debentures or partly in the one way and partly in the other. The Company may also on any issue of shares or debentures pay such brokerage as may be lawful.

CERTIFICATES

16. **Certificates of Shares**

(a) person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided:
   (i) one certificate for all his shares without payment of any charges; or
   (ii) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(b) Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two directors or by a Director and the company secretary.

Provided that in case the company has a common seal it shall be affixed in the presence of the persons required to sign the certificate.

(c) In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

Members' right to certificates

(d) Every member shall be entitled, without payment, to one certificate in marketable lots for all the shares of each class or denomination registered in his name or if the Directors so approve (upon paying such fee or fees or, at the discretion of the Directors, without payment of fees as the Directors may from time to time determine) to several certificates each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the Board may prescribe and approve.

Provided that in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one or several joint holders shall be a sufficient delivery to all such holders.

17. **Discretion to refuse sub-division or consolidation of**

Notwithstanding anything contained in these Articles, the Board may, in its absolute discretion, refuse applications for the sub-division or consolidation of share, debenture or bond certificates in denominations of less than the marketable lot except when

	certificates	sub-division or consolidation is required to be made to comply with a statutory provision or an order of a competent court of law or otherwise thought fit in the context or circumstances.
18.	**As to issue of new certificate in place of one defaced, lost or destroyed**	If any certificate be worn out, defaced, torn or be otherwise mutilated or if there be no further space on the back thereof for endorsement of transfers, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate be lost or destroyed, then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out of where there is no further space on the back thereof for endorsement of transfer. Provided that notwithstanding what is stated above, the Board thereof shall comply with such rules or regulation or requirements of any stock exchange or the rules made under the Act or rules made under Securities Contracts (Regulation) Act, 1956, as amended or any other Act, or rules applicable thereof in this behalf; provided further, that the Company shall comply with the provisions of Section 46 of the Act and other Applicable Law, in respect of issue of duplicate shares. The provision of this Article shall mutatis mutandis apply to issue of certificates of debentures of the Company or to any other securities issued by the Company.

CALLS

19.	**Board may make calls**	The Board of Directors may, from time to time, but subject to the conditions hereinafter mentioned, make such calls, as they think fit, upon the members in respect of any moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times and each member shall pay the amount of every call so made on him to the Company or where payable to a person other than the Company to such person and at the time or times appointed by the Board. A call may be made payable by instalments. A call may be revoked or postponed at the discretion of the Board. Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.
20.	**Calls on shares of same class to be made on uniform basis**	Where after the commencement of the Act, any calls for future share capital are made on shares, such calls shall be made on a uniform basis on all shares falling under the same class. For the purposes of this Article, shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.
21.	**Notice of call**	At least 14 (Fourteen) days notice of every call otherwise than on allotment shall be given specifying the time and place of payment and if payable to any person other than the Company the name of the person to whom the call shall be paid; provided that before the time for payment of such call the Board may, by notice in writing to the members, revoke the same.
22.	**Call to date from Resolution**	A call shall be deemed to have been made at the time, when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Board on such subsequent date as shall be fixed by the Board.
23.	**Board may extend time**	The Board may, from time to time, at their discretion, extend the time fixed for the payment of any call; and may extend such time as to all or any of the members for any cause or reason that the Board may deem entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.
24A.	**Amount payable at fixed time or by instalments as calls**	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
24B.		Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium,

shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

25. **When interest on call or instalment payable**

If the sum payable in respect of any call or instalment be not paid on or before the day appointed for payment thereof, the holder, for the time being, or allottee of the share in respect of which a call shall have been made or the instalment shall be due, shall pay interest on the same at such rate of interest as may be determined by the Board, from time to time, from the day appointed for the payment thereof to the time of actual payment but the Board may waive payment of such interest wholly or in part.

26. **Judgement decree or partial payment not to preclude forfeiture**

Neither a judgement nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of the payment of any money shall preclude the forfeiture of such shares as herein provided.

27. **Proof on trial of suit for money due on shares**

Subject to the provisions of the Act and these Articles, on the trial or hearing of any action or suit brought by the Company against any member or his legal representative for the recovery of any money claimed to be due to the Company in respect of any shares it shall be sufficient to prove that the name of the member, in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder of the shares in respect of which such money is sought to be recovered; that the resolution making the call is duly recorded in the minutes book and that notice of such calls was duly given in pursuance of these presents; and it shall not be necessary to prove the appointment of the Directors who made such call nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.

28. **Payment in anticipation of calls may carry interest**

The Board may, if they think fit, subject to the provisions of Section 50 of the Act, agree to and receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the monies so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the Member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that monies paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits or dividends. No Member paying any such sum in advance shall be entitled to voting rights in respect of the monies so paid by him until the same would but for such payment become presently payable.

29. **Call on Debentures**

The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.

FORFEITUREAND LIEN

30. **Company to have Lien on shares / debentures**

The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof for all monies (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien, if any, on such shares/debentures.

The Board may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this Article.

31. **Fully paid shares to be free from all lien**

Fully paid shares of the Company shall be free from all lien. In the case of partly paid shares, the Company's lien shall be restricted to monies called or payable at a fixed time in respect of such shares.

32. **As to enforcing lien by sale.**

For the purpose of enforcing such lien, the Board may sell the shares subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such shares and may authorise one of their members to execute a transfer thereof on behalf of and in the name of such member. The purchaser of such transferred shares shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

No sale shall be made unless a sum in respect of which the lien exists is presently payable or until the expiration of thirty days after a notice in writing of the intention to sell shall have been served on such member or his representatives and default shall have been made by him or them in payment, fulfillment, or discharge of such debts, liabilities or engagements for thirty days after such notice.

33. **If call or instalment not paid, notice may be given.**

If any Member fails to pay any call or instalment on or before the day appointed for the payment of the same, the Board may at any time thereafter during such time as the call or instalment remains unpaid, serve a notice on such Member requiring him to pay the same, together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

34. **Terms of notice.**

The notice aforesaid shall:

a. name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

b. shall detail the amount which is due and payable on the shares and shall state that in the event of non- payment at or before the time appointed the shares will be liable to be forfeited.

35. **If notice not complied, shares may be forfeited.**

If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or instalments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other monies payable in respect of the forfeited shares and not actually paid before the forfeiture.

36. **Notice of forfeiture to a Member**

When any shares have been forfeited, notice of the forfeiture shall be given to the Member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members but no forfeiture shall be in any manner invalidated, by any omission or neglect to give such notice or to make any such entry as aforesaid.

37. **Forfeited shares to become property of the Company and may be sold**

Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.

38. **Members still liable to pay money owing at time of forfeiture and interest.**

Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, instalments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so. The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.

39. **Effect of forfeiture**

The forfeiture of shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the shares and all other rights incidental to the shares, except only such of those rights as by these Articles are expressly saved.

40. **Evidence of Forfeiture.**

A duly verified declaration in writing that the declarant is a Director or secretary of the Company and that shares in the Company have been duly forfeited in accordance with these Articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.

41. **Title of purchaser and allottee of Forfeited shares**

The Company may receive the consideration, if any, given for the shares on any sale, re-allotment or other disposition thereof and the person to whom such shares are sold, re-allotted or disposed of may be registered as the holder of the shares and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the shares be affected by any irregularly or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.

The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

42.	**Cancellation of share certificate in respect of forfeited shares**	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Board shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.
43.	**Surrender of shares**	The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Board may think fit.
44.	**Provisions to apply to Debentures**	The provisions of this Article shall mutatis mutandis apply to debentures issued by the Company.

TRANSFER AND TRANSMISSION OF SHARES

45.	**Execution of the instrument of shares**	(a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee. (b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.
46.	**Transfer Form**	The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 of the Act and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof.
47.	**Transfer not to be registered except on production of instrument of transfer**	The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares: Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp, required for an instrument of transfer, it is proved to the satisfaction of the Board that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.
48.	**Board may refuse to register transfer.**	Subject to the provisions of Sections 56, 58 and 59 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, these Articles and other applicable provisions of the Act, the Board may, whether in pursuance of any power of the Company under these Articles or otherwise, decline to register the transfer of, or the transmission by operation of law of the right to, any shares, or interest of a Member therein, or debentures of the Company. The Company shall, within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. PROVIDED THAT registration of transfer shall however not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever, except where the Company has a lien on shares or other securities.
49.	**Notice of refusal to be given to transferor and transferee.**	If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.
50.	**No fee on transfer**	No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letter of administration, certificate of death or marriage, power of attorney

or similar other document with the Company.

51. **Closure of Register of Members or debenture holder or other security holders**

The Board shall have power on giving not less than seven days previous notice in accordance with Section 91 of the Act and rules made thereunder close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.

52. **Custody of transfer Deeds**

The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Board may decline to register shall on demand be returned to the persons depositing the same. The Board may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.

53. **Application for transfer of partly paid shares.**

Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.

54. **Notice to transferee.**

For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.

55. **Recognition of legal representative.**

(a) On the death of a Member, the survivor or survivors, where the Member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only person recognized by the Company as having any title to his interest in the shares.

(b) Before recognising any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India.

Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of probate or letter of administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate.

(c) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

56. **Titles of Shares of deceased Member**

The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Section 72 of the Act.

57. **Notice of application when to be given**

Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.

58. **Registration of persons entitled to share otherwise than by transfer. (transmission clause).**

Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with These presents, may, with the consent of the Board (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Board shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Board registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.

59. **Refusal to register nominee.** Subject to the provisions of the Act and these Articles, the Board shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.

60. **Board may require evidence of transmission.** Every transmission of a share shall be verified in such manner as the Board may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Board at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Board to accept any indemnity.

61. **Company not liable for disregard of a notice prohibiting registration of transfer** The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Board shall so think fit.

62. **Form of transfer Outside India** In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.

63. **No transfer to minor, insolvent etc.** No transfer shall be made to any minor, insolvent or person of unsound mind.

CONVERSION OF SHARES INTO STOCK

64. **Conversion of shares into stock and reconversion** The Company may, by ordinary resolution of the Company in general meeting:-
   (a) convert any fully paid- up shares into stock; and
   (b) re-convert any stock into paid-up shares of any denomination.

65. **Transfer of stock** The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit; Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

66. **Rights of Stock holders** The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except dividends, participation in profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

67. **Regulations** Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up shares shall apply to stock and the words "share" and "member" in those regulations shall include "stock" and "stockholder" respectively.

SHAREWARRANTS

68. **Issue of Share Warrants** The Company may issue share warrants subject to, and in accordance with, the provisions of the Act; and accordingly the Board may in its discretion, with respect to any share which is fully paid-up, on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) as the Board may, from time to time, require as to the identity of the person signing the application, and on receiving the certificate (if any) of the share, and the amount of the stamp duty on the warrant and such

fee as the Board may from time to time require, issue a share warrant.

(1) The bearer of a share warrant may at any time deposit the warrant at the office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending, and voting and exercising the other privileges of a member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the register of members as the holder of the shares included in the deposited warrant.
(2) Not more than one person shall be recognised as depositor of the share warrant.
(3) The Company shall, on two days written notice, return the deposited share warrant to the depositor.

69. **Rights of the holder of a Warrant**

(1) Subject as herein otherwise expressly provided, no person shall, as bearer of a share warrant, sign a requisition for calling a meeting of the Company, or attend, or vote or exercise any other privilege of a member at a meeting of the Company, or be entitled to receive any notices from the Company.
(2) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the shares included in the warrant, and he shall be a member of the Company.

70. **In case of defacement, loss or destruction**

The Board may, from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant or coupon may be issued in case of defacement, loss or destruction.

INCREASE, REDUCTIONANDALTERATION IN CAPITAL

71. **Increase of Capital**

(a) The Company may from time to time by ordinary resolution increase its share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
(b) Subject to the provisions of the Act, the new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as by the general meeting creating the same shall be directed and if no direction be given as the Directors shall determine; and in particular such shares may be issued with a preferential or qualified right to dividends and in distribution of assets of the Company and any Preference shares may be issued on the terms that they are or at the option of the Company are to be liable to be redeemed.

72. **Rights of shareholders to further issue of capital**

1. Where at any time, the Company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered-

a. to persons who, at the date of the offer, are holders of shares of the Company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions;

i. The offer shall be made by notice specifying the number of shares offered and limiting a time in accordance with the applicable laws within which the offer, if not accepted, shall be deemed to have been declined;
ii. Prior to the listing of the equity shares of the Company on the recognized stock exchange(s), the offer aforesaid shall not include a right exercisable by the person concerned to renounce the shares offered to him/her or any of them in favour of any other person. However, post listing of the equity shares of the Company on the recognized stock exchange(s), offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him/her or any of them in favour of any other person, in accordance with Section 62 of the Companies Act, 2013;
iii. After the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not dis-advantageous to the shareholders and the Company;

b. To employees under a scheme of employees' stock option, subject to special resolution passed by the Company and subject to such conditions as may be prescribed; or

c. To any persons, if it is authorised by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed.

2. The notice referred to in sub-clause (i) of clause (a) of sub-section (1) shall be despatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.

3. Nothing in this section shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the Company to convert such debentures or loans into shares in the Company:

Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the Company in general meeting.

4. Notwithstanding anything contained in sub-section (3), where any debentures have been issued, or loan has been obtained from any Government by the Company, and if that Government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion:

Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order, appeal to the Tribunal which shall after hearing the Company and the Government pass such order as it deems fit.

5. In determining the terms and conditions of conversion under sub-section (4), the Government shall have due regard to the financial position of the Company, the terms of issue of debentures or loans, as the case may be, the rate of interest payable on such debentures or loans and such other matters as it may consider necessary.

6. Where the Government has, by an order made under sub-section (4), directed that any debenture or loan or any part thereof shall be converted into shares in a company and where no appeal has been preferred to the Tribunal under sub-section (4) or where such appeal has been dismissed, the memorandum of such company shall, where such order has the effect of increasing the authorised share capital of the company, stand altered and the authorised share capital of such company shall stand increased by an amount equal to the amount of the value of shares which such debentures or loans or part thereof has been converted into.

73. **Same as original capital**

Except so far as otherwise provided by the conditions of issue or by these presents any capital raised by the creation of new shares shall be considered part of the original capital and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, voting and otherwise.

74. **Restrictions on purchase by Company of its own shares**

(a) The Company shall not have the power to buy its own shares unless the consequent reduction of capital is effected and sanctioned in pursuance of the applicable provisions (if any) of the Act.

(b) Except to the extent permitted by, the Company shall not give whether directly or indirectly and whether by means of loan, guarantee, the provision of security or otherwise any financial assistance for the purpose, of or in connection with the purchase or subscription made or to be made by any person of or for any shares in the Company.

75. **Buy-Back of Shares**

Notwithstanding anything contained in these Articles, in the event it is permitted by law for a company to purchase its own shares or securities, the Company may, when and if thought fit, buy back such of the Company's own shares or securities as it may think necessary, subject to such limits, upon such terms and conditions, and subject to such approvals, as may be permitted by the provisions, as may be applicable, of the Act or the Rules made thereunder.

76. **Reduction of capital**

The Company may from time to time by Special Resolution reduce its share capital in any way authorised by law and in particular may pay off any paid up share capital upon the footing that it may be called up again or otherwise and may if and so far as is necessary alter its Memorandum by reducing the amount of its share capital and of its shares accordingly.

77. **Consolidation, division and sub-division**

The Company may in general meeting alter the conditions of its

Memorandum as follows:

(a) Consolidate and divide all or any of its share capital into shares of larger amounts than its existing shares.

(b) Sub-divide its shares or any of them into shares of smaller amounts than originally fixed by the Memorandum subject nevertheless to the provisions of the Act and of these Articles.

(c) Cancel shares which at the date of such general meeting have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

(d) Classify the unclassified shares into equity or preference share capital, as may be decided by the Company.

(e) Reclassify the unissued equity share capital into preference share capital and vice-a-versa

78. **Issue of further pari passu shares not to affect the right of shares already issued**

The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise expressly provided by the terms of the issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

MODIFICATION OF CLASS RIGHTS

79. **Power to modify class rights**

If at any time the share capital by reason of the issue of Preference Shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 48 of the Act, and whether or not the Company is being wound up, be varied, modified, or dealt with, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the issued shares of that class. To every such separate meeting, provisions contained in these Articles as to general meetings (including the provisions relating to quorum at such meetings) shall *mutatis mutandis* apply to every such meeting. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly prohibited by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith. The Board shall have power to re-classify the share capital of the company.

JOINT-HOLDERS

80. **Joint Holders**

Where two or more persons are registered as the holders of any share, they shall be deemed to hold the same as joint-holders with benefits of survivorship subject to the following and other provisions contained in these Articles:-

Company may refuse to register more than four persons

(a) The Company shall be entitled to decline to register more than four persons as the joint-holders of any share.

Title of survivors

Joint and several liability for all payments in respect of shares

(b) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.

(c) On the death of any such joint-holder the survivor or survivors shall be the only person or persons recognised by the Company as having any title to the share but the Board may require such evidence of death as they may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.

Receipts of one sufficient

(d) Any one of such joint-holders may give effectual receipts of any dividends or other moneys payable in respect of such share.

Delivery of certificate and giving of notices to

(e) Only the person whose name stands first in the Register of Members as one of the joint-holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any documents

first named holders

served on or sent to such person shall be deemed to be served on all the joint-holders.

Votes of joint-holders

(f) Any one of two or more joint-holders may vote at any meeting either personally or by attorney duly authorised under a power of attorney or by proxy in respect of such share as if he were solely entitled thereto and if more than one of such joint-holders be present at any meeting personally or by proxy or by attorney then the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

The Company shall cause to be kept a register and index of members in accordance with Section 88 of the Act and the applicable provisions of the Depositories Act, 1996. The details of shares held in physical and dematerialised forms in any medium as may be permitted by law including in any form of electronic medium. The Company shall be entitled to keep a part of the register in any country outside India containing the names and particulars of the members, residing outside India.

DEMATERIALISATION OFSECURITIES

81. **Definitions**

i) For the purpose of this Article:-

'Beneficial Owner' means a person or persons whose name is recorded as such with a depository;

'SEBI' means the Securities and Exchange Board of India;

'Depository' means a company formed and registered under the Companies Act, 1956, and/or which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992; and

'Security' means such security as may be specified by SEBI from time to time.

Dematerialisation of Securities

ii) Notwithstanding anything contained in theseArticles, the Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the provisions of Depositories Act, 1996.

Options for Investors

iii) Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by the law, in respect of any security in the manner provided by the Depositories Act, and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificate of Securities.

If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter, in its record, the name of the allottee as the beneficial owner of the security.

Securities in depositories to be in fungible form

iv) All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

Rights of depositories and beneficial owners

v) (a) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.

(b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.

(c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

vi) Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

Service of

vii) Nothing contained in the Act or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

Documents

viii) Notwithstanding anything in the Act or these Articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities

Transfer of Securities

ix) Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a depository.

Allotment of Securities dealt with in a depository
Distinctive numbers of Securities held in a depository

x) Subject to the applicable provisions of the Act, either the Company or the investor may exercise an option to issue, deal in, hold the securities (including shares) with a depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time or any statutory modification thereto or re-enactment thereof.

BORROWING POWERS

82. **Power to Borrow**

Subject to the provisions of the Act and these Articles and without prejudice to the other powers conferred by these Articles the Board shall have the power from time to time at their discretion to borrow any sum or sums of money for the purposes of the Company provided that the total amount borrowed at any time together with th money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not, without the consent of the Company in General Meeting, exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specific purpose.

83. **Conditions on which money may be borrowed**

Subject to the provisions of the Act and these Articles, the Board may raise and secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, perpetual or redeemable debentures or debenture-stock, or any mortgage or charge or other security on the undertaking or the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.

84. **Bonds, debentures, etc. to be subject to control of Board**

Any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

85. **Securities may be assignable free from equities**

Debentures, debenture-stock, bonds or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

86. **Issue at discount etc. or with special privileges**

Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting by a special resolution.

87. **Mortgage of uncalled capital**

If any uncalled capital of the Company is included in or charged by any mortgage or other security the Board shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed or if permitted by the Act may by instrument under the Seal authorise the person in whose favour such mortgage or security is executed or any other person in trust for him to make calls on the members in respect of such uncalled capital and the provisions hereinbefore contained in regard to calls shall mutatis mutandis apply to calls made under such authority and such authority may be made exercisable either conditionally or unconditionally and either presently or contingently and either to the exclusion of the Board's power or otherwise and shall be assignable if expressed so to be.

88. **Indemnity may be given**

Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.

GENERAL MEETINGS

89. **Annual General Meetings**

1) The Company shall, in addition to any other meetings, hold a general meeting (herein called an "Annual General Meeting") every year at the intervals and in accordance with the provisions herein specified. The Annual General Meeting of the Company shall be held within six months after the expiry of each financial year; Provided however, that if the Registrar of Companies (ROC) shall have for any special reason extended the time within which any Annual General Meeting shall be held by a further period not exceeding three months, the Annual General Meeting may be held within the additional time fixed by the ROC. Except in the cases where the ROC has given an extension of time as aforesaid for holding any Annual General Meeting and not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. However, subject to the provisions of the Act, the First Annual General Meeting may be held within 18 months from the date of Incorporation of the Company.

2) Every Annual General Meeting shall be called for at a time during business hours and on such day (not being a public holiday) as the Directors may from time to time determine and it shall be held either at the registered office of the Company or at some other place within the city, town or village in which the registered office of the Company for the time being is situate. The notice calling the meeting shall specify it as the Annual General Meeting.

90. **Extraordinary General Meeting**

All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

91. **Directors may call EGM**

The Board of Directors may call an Extraordinary General Meeting whenever they think fit. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

92. **Calling of Extraordinary General Meeting on requisition**

(1) The Board of Directors shall, on the requisition of such number of members of the Company as hold in regard to any matter at the date of deposit of the requisition, not less than one-tenth of such of the paid up capital of the Company as at that date carries the right of voting in regard to that matter, forthwith proceed duly to call an Extraordinary General Meeting of the Company and the provisions of the Act (including the provisions below) shall be applicable.

(2) The requisition shall set out the matters for the consideration of which the meeting is to be called, shall be signed by the requisitionists, and shall be deposited at the registered office of the Company.

(3) The requisition may consist of several documents in like form, each signed by one or more requisitionists.

(4) Where two or more distinct matters are specified in the requisition, the provisions of Clause (1) above shall apply separately in regard to each such matter; and the requisition shall accordingly be valid only in respect of those matters in regard to which the condition specified in that Clause is fulfilled.

(5) If the Board of Directors does not, within twenty-one days from the date of the deposit of a valid requisition in regard to any matters, proceed duly to call a meeting for the consideration of those matters on a day not later than forty-five days from the date of deposit of the requisition, the meeting may be called by the requisitionists themselves or by such of the requisitionists as represent either a majority in value of the paid up share capital held by all of them or not less than one-tenth of such of the paid up capital of the Company as is referred to in Clause (1) above whichever is less.

(6) A meeting called under Clause (5) above by the requisitionists or any of them shall be called in the same manner, as nearly as possible, as that in which meetings are to be called by the Board, but shall not be held after expiration of three months from the date of the deposit of the requisition.

(7) Any reasonable expense incurred by the requisitionists by reason of the failure of the Board duly to call a meeting shall be repaid to the requisitionists by the Company; and any sum repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration for their services to such of the Directors as were in default.

93. **Notice of Meeting**

1. A general meeting of the Company may be called by giving not less than 21 days notice in writing.
2. However, a general meeting may be called after giving shorter notice than

21 days, if the consent is accorded thereto;

(i) in the case of an Annual General Meeting, by all the members entitled to vote thereat; and

(ii) in the case of any other meeting, by members of the Company holding not less than 95% of such part of the paid-up share capital of the Company as gives a right to vote at that meeting.

PROVIDED that where any members of the Company are entitled to vote only on some Resolution or Resolutions to be moved at the meeting and not on the others, those members shall be taken into account for the purpose of this Clause in respect of the former Resolution or Resolutions but not in respect of the latter.

94. **Contents of Notice**

1) Every notice of a meeting of the Company shall specify the place, the date and hour of the meeting, and shall contain a statement of the business to be transacted thereat.
2) In every notice there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself, and that a proxy need not be a member of the Company.

95. **Special Business**

1) In the case of the Annual General Meeting all business to be transacted at the meeting shall be deemed special with the exception of business relating to:-
   (i) the consideration of the Accounts, Balance Sheet and Profit and Loss Account and the Report of the Board of Directors and of the Auditors;
   (ii) the declaration of dividend;
   (iii) the appointment of Directors in the place of those retiring;
   (iv) the appointment of and the fixing of the remuneration of the Auditors.
2) In the case of any other meeting all business shall be deemed special.
3) Where any item of business to be transacted at the meeting is deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business including in particular, the nature of the concern or interest, therein of every Director.

   Provided, however, that where any item of special business as aforesaid to be transacted at a meeting of the Company relates to any other company, the extent of shareholding interest in that company of every Director of the Company shall also be set out in the explanatory statement, if the extent of such shareholding interest is not less than 2% per cent of the paid-up share capital of that other company.

4) Where any item of business to be transacted at the meeting of the Company consists of according the approval of the meeting to any document, the time and place where the document can be inspected shall be specified in the explanatory statement.

96. **Service of Notice**

Notice of every meeting shall be given to every member of the Company in any manner authorised by the Act and by these Articles. It shall be given to the persons entitled to a share in consequence of the death or insolvency of a member, by sending it through the post in a pre-paid letter addressed to them by name, or by the title of the representatives of the deceased, or assignees of the insolvent, or by any like description, at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled, or until such an address has been so supplied, by giving the notice in any manner in which it might have been given if the death or insolvency had not occurred; Provided that where the notice of a meeting is given by advertising the same in a newspaper circulating in the neighbourhood of the registered office of the Company under the relevant provisions of the Act, the explanatory statement need not be annexed to the notice as required by the said Act, but it shall be mentioned in the advertisement that the statement has been forwarded to the members of the Company.

97. **Notice to be given to the Auditors**

Notice of every meeting of the Company shall be given to the Auditor or Auditors for the time being of the Company, in any manner authorised by the Act in the case of any member or members of the Company.

98. **As to omission to give Notice**

The accidental omission to give notice of any meeting to or the non- receipt of any notice by, any member or other person to whom it should be given shall not invalidate the proceedings of the meeting.

99. **Resolutions requiring Special Notice**

1) Where, by any provision contained in the Act or in these Articles special notice is required of any resolution, notice of the intention to move the resolution shall be given to the Company not less than 14 (Fourteen) days before the meeting at which it is to be moved, exclusive of the day on which the notice is served or deemed to be served and the day of the meeting.

2) The Company shall, immediately after the notice of the intention to move any such resolution has been received by it, give its members notice of the resolution in the same manner as it gives notice of the meeting, or if that is not practicable, shall give them notice thereof either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by the Articles not less than seven days before the meeting.

PROCEEDINGS AT GENERAL MEETINGS

100. **Quorum at General Meeting**

a) No business shall be transacted at any General Meeting unless a quorum of Members, as stipulated under the provisions of the Act, is present at the time when the meeting proceeds to business.

Save as otherwise provided herein, the quorum for the General Meetings shall be as provided in Section 103 of the Act.

101. **Proceedings when quorum not present**

If within half an hour after the time appointed for the holding of a General Meeting a quorum be not present the meeting if convened on the requisition of shareholders shall be dissolved and in every other case shall stand adjourned to the same day in the next week at the same time and place or such other day, time and place as the Directors may by notice to the shareholders appoint. If at such adjourned meeting a quorum be not present those members present shall be a quorum and may transact the business for which the meeting was called.

102. **Business at adjourned meetings**

No business shall be transacted at any adjourned meeting other than business left unfished at the meeting from which the adjournment took place.

103. **Chairman of Directors or Deputy Chairman, or Vice Chairman or a Director to be Chairman of General Meeting**

1) The Chairman of the Board of Directors shall, if willing, preside as Chairman at every General Meeting, whether Annual or Extraordinary, but if there be no such Chairman, or in case of his absence or refusal, the Deputy Chairman or Vice-Chairman of the Board of Directors shall, if willing, preside as Chairman at such meeting and if there be no such Deputy Chairman or Vice Chairman, or in case of his absence or refusal, one of the Directors present shall be chosen to be the Chairman of the meeting.

In case of their absence or refusal a member may act

2) If at any meeting a quorum of members shall be present, and the chair cannot be taken by the Chairman of the Board or by the Deputy Chairman or the Vice-Chairman or by a Director at the expiration of half an hour from the time appointed for holding the meeting or if before the expiration of that time all the Directors shall decline to take the chair, the members present shall choose one of their own member to be Chairman of the meeting.

104. **Business confined to election of Chairman whilst chair vacant**

1) No business shall be discussed at any General Meeting whilst the Chair is vacant except the election of a Chairman.
2) If a poll is demanded on the election of the Chairman, it shall be taken forthwith in accordance with the provisions of the Act and these Articles, the Chairman so elected on a show of hands exercising all the powers of the Chairman under the Act and these Articles.
3) If some other person is elected Chairman as a result of the poll he shall be Chairman for the rest of the meeting.

105. **Chairman with consent may adjourn meeting**

The Chairman, with the consent of any meeting at which a quorum is present, may adjourn any meeting from time to time and from place to place.

106. **Notice to be given where a meeting adjourned for 30 days or more**

When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid and as provided in Section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

107. **What would be the evidence of the passing of resolution where poll not demanded**

At any General Meeting, a resolution, put to the vote of the meeting, shall, unless a poll is demanded, be decided on a show of hands. A declaration by the Chairman that on a show of hands a resolution has or has not been carried, or has or has not been carried either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution.

108. **Demand for poll**

Before or on the declaration of the result of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairman of the meeting of his own motion and shall be ordered to be taken by him on a demand made in that behalf by any member or members present in person or by proxy and holding shares in the Company which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution, or on which an aggregate sum of not less than fifty thousand rupees has been paid up. The demand for a poll may be withdrawn at anytime by the person or persons who make the demand.

109. **Time and manner of taking poll**

A poll demanded on any question (other than the election of the Chairman or on a question of adjournment which shall be taken forthwith) shall be taken at such place and at such time not being later than forty-eight hours from the time when the demand was made, as the Chairman may direct, subject to provisions of theAct the Chairman of the meeting shall have power to regulate the manner in which a poll shall be taken and the result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.

110. **Scrutineers at poll**

Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutineers to scrutinise the votes given on the poll and to report thereon to him. The Chairman shall have power, at any time before the result of the poll is declared, to remove a scrutineer from office and to fill vacancies in the office of scrutineers arising from such removal or from any other cause. Of the two scrutineers appointed under this Article, one shall always be a member (not being an officer or employee of the Company) present at the meeting, provided such a member is available and willing to be appointed

111. **Demand for poll not to prevent transaction of other business**

The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

112. **Motion how decided in case of equality of votes**

In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a casting vote in addition to his own vote or votes to which he may be entitled as a member.

113. **Reports, Statements and Registers to be laid on the table**

At every Annual General Meeting of the Company, there shall be laid on the table the Directors' Report and Audited Statement of Accounts, Auditors' Report (if not already incorporated in the audited Statement of Accounts), the Proxy Register with proxies and the Register of Directors' Shareholdings maintained under the Act. The Auditors' Report shall be read before the Company in General Meeting and shall be open to inspection by any member of the Company.

114. **Minutes of General Meetings**

The Company shall cause minutes of the proceedings of every General Meeting to be kept in accordance with the provisions of the Act, by making within thirty days of the conclusion of each such meeting entries thereof in books kept for that purpose with their pages consecutively numbered. Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed by the Chairman of the same meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period, by a Director duly authorised by the Board for that purpose. In no case the minutes of the proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise. Any such minutes kept as aforesaid shall be evidence of the proceedings recorded therein.

115. **Inspection of minute books of General Meetings**

The book containing the aforesaid minutes shall be kept at the registered office and be open during business hours to the inspection of any member without charge subject to such reasonable restriction as the Company may by these Articles or in General Meeting impose in accordance with the Act. Any member shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of the minutes on payment of such amount for such number of words required to be copied as may be prescribed by the Government from time to time.

116. **Certain resolutions to be passed by postal ballot**

Notwithstanding anything contained in the preceding Articles, the Board or the Company may and in the case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, shall pass such resolution by means of postal ballot instead of transacting the business at a General Meeting of the Company. When the Company requires to, or decides to, as the case may be, pass a resolution by means of a postal ballot, the provisions of the Act and such other rules and regulations framed there under from time to time shall be complied with.

VOTES OF MEMBERS

117. **Votes may be given by proxy or attorney**

Subject to the provisions of the Act and these Articles, votes may be given either personally or by an attorney or by proxy or in the case of a body corporate also by a representative duly authorised under the Act and the Articles.

118. **Number of Votes to which Members entitled**

1. Subject to the provisions of the Act and these Articles, upon show of hands every member entitled to vote and present in person (including a body corporate present by a representative duly authorised in accordance with the provisions of the Act and

the these Articles or by attorney or in the case of a body corporate by proxy shall have one vote.

2. Subject to the provisions of the Act and these Articles upon a poll every member entitled to vote and present in person (including a body corporate present as aforesaid) or by attorney or by proxy shall be entitled to vote and in respect of every share (whether fully paid or partly paid) his voting right shall be in the same proportion as the capital paid up on such share bears to the total paid-up capital of the Company.

A member may exercise his vote at a meeting by electronic means in accordance with Section 108 and shall vote only once. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid

119. **No voting by proxy on show of hands**

A member not personally present shall not be entitled to vote on a show of hands unless such member is present by attorney or unless such member is a body corporate present by a representative duly authorised under the Act or by proxy in which case such attorney or representative or proxy may vote on a show of hands as if he were a member of the Company.

120. **Votes in respect of shares of deceased or insolvent members**

Any person entitled under the Transmission Clause in these Articles to transfer any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

121. **No member to vote unless calls are paid up**

Subject to the provisions of the Act, no member shall be entitled to be present or to vote at any General Meeting either personally or by proxy or attorney or as a proxy or attorney for any other member or be reckoned in quorum whilst any call or other sum shall be due and payable to the Company in respect of any of the shares of such member.

122. **Right of member to use his votes differently**

On a poll taken at a meeting of the Company, a member entitled to more than one vote, or his proxy, or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.

123. **Proxies**

Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of himself; but a proxy so appointed shall not have any right to speak at the meeting.

124. **Appointment of proxy**

Every proxy shall be appointed by an instrument in writing signed by the appointor or his attorney duly authorised in writing, or, if the appointor is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.

125. **Deposit of instrument of appointment**

1. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

Inspection of proxies

2. Every member entitled to vote at a meeting of the Company according to the provisions of these Articles on any resolution to be moved thereat shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company provided not less than three days notice in writing of the intention so as to inspect is given to the Company in that behalf.

126. **Form of Proxy**

An instrument appointing a proxy shall be in the form as prescribed by the Act.

127. **Custody of the instrument**

If any such instrument of appointment be confined to the object of appointing an attorney or proxy for voting at meetings of the Company it shall remain permanently or for such time as the Directors may determine in the custody of the Company; if embracing other objects a copy thereof, examined with the original, shall be delivered to the Company to remain in the custody of the Company.

128. **Validity of votes given by proxy notwithstanding death of member**

A vote given in accordance with the terms of an instrument of proxy or a power of attorney shall be valid notwithstanding the previous death of or insanity the principal or revocation of the proxy or the authority under which the proxy was executed or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death, insanity, revocation or transfer shall have been received at the office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.

129. **Time for objection to votes**

Subject to the provisions of the Act and these Articles, no objection shall raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.

130. **Chairman of any meeting to be the judge of validity of any vote**

Subject to the provisions of the Act and these Articles, the Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting, and, subject as aforesaid, the Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

DIRECTORS

131. **Number of Directors**

Until otherwise determined by a general meeting, the number of directors shall not be less than 3 or more than 12.

132. **First Directors**

The First Directors of the Company were:-

(1) Mr. Dushyant A. Gadgil

(2) Mr. Murlidhar R. Mondkar

(3) Mr. Surendra R. Nayak

133. **Debenture Director**

Notwithstanding anything contained to the contrary in the Articles, so long as any Debentures issued by the Company remain outstanding the holders of such Debentures shall, in accordance with the provisions of the Trust Deed securing such Debentures, have a right to appoint and nominate from time to time any person or persons as a Director or Directors on the Board of the Company and to remove and reappoint any person or persons in his or their place or places. A Director so appointed under this Article is herein referred to as "the Debenture Director" and the term "Debenture Director" means a Director for the time being in office under this Article. The Board of Directors of the Company shall have no power to remove from office the Debenture Director. The Debenture Director shall have all the rights and privileges as any other Director of the Company other than a Managing or Wholetime Director.

134. **Debenture Director not to retire by rotation**

The Debenture Director shall not be liable to retirement by rotation subject however to the provisions of the Trust Deed securing such Debentures.

135. **Appointment of Alternate Director**

The Board of Directors of the Company may appoint an Alternate Director to act for a Director (hereinafter called "the original Director") during his absence for a period of not less than three months from the State in which the meetings are generally held and such appointment shall have effect and such appointee, whilst he holds office as an Alternate Director shall be entitled to notice of meetings of the Directors and to attend and vote thereat accordingly. An Alternate Director appointed under this Article shall not hold office as such for a period longer than that permissible to the original Director in whose place he has been appointed and shall vacate office if and when the original Director returns to the said state. If the term of office of the original Director is determined before he so returns to the said state, any provision in the Act or in these Articles for the automatic re-appointment of retiring Directors in default of another appointment shall apply to the original Director and not to the Alternate Director

136. **Casual vacancy**

Subject to the provisions of Section 161 and other applicable provisions (if any) of the Act, any casual vacancy occurring in the office of a Director whose period of office is liable to determination by retirement by rotation may be filled up by the Directors at a meeting of the Board. Any person so appointed shall hold office only upto the date up to which the Director in whose place he is appointed would have held office, if the vacancy had not occurred.

137. **Appointment of Additional Directors**

Subject to the provisions of Section 149 and other applicable provisions, if any, of the Act, the Directors shall have powers at any time and from time to time to appoint a person as an Additional Director.

Provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board.

The Additional Director shall retire from office at the next following Annual General Meeting, but shall be eligible for re-election as a director at that meeting subject to the provisions of the Act.

138. **No Share Qualification of Directors**

A Director of the Company shall not be required to hold qualification shares.

139. **Remuneration of Directors**

1. The maximum remuneration of a Director for his services shall be such sum as may be prescribed by the Act or the Central Government from time to time for each meeting of the Board of Directors attended by him. Subject to the limitation provided by the Act, such additional remuneration as may be fixed by the Directors, may be paid to any one or more of the Directors for services rendered by him or them; and the Directors shall be paid further remuneration (if any) as the Company in General Meeting shall from time to time determine, and such further remuneration shall be divided among the Directors in such proportion and manner as the Directors may from time to time determine and in default of such determination within the year equally. Such remuneration and/or additional remuneration may be by way of salary or commission on dividends, profits or turnover or by participation in profits or by any or all of those modes;

   Provided that any commission on dividends, profits or turnover or any participation in profits of the Company shall not exceed the limits prescribed in the Act. Nothing in this Article shall restrict the right of the Directors as regards the distribution of general bonus to all members of the staff.

2. The Directors may subject as aforesaid allow and pay to any Director who is not a *bona fide* resident of the place where a meeting is to be held who shall come to such place for the purpose of attending a meeting such sum as the Directors may consider fair compensation for travelling expenses, in addition to his fee for attending such meeting as above specified, and the Directors may from time to time fix the remuneration to be paid to any member or members of their body constituting a committee appointed by the Directors in terms of these Articles, and may pay the same.

Directors not bona fide residents of the place where meetings held may receive extra compensation and remuneration of committee

3. If any Director, being willing, shall be called upon to perform extra services, or to make any special exertions in going or residing out or otherwise for any of the purposes of the Company, the Company shall subject as aforesaid remunerate such Director

either by a fixed sum or by a percentage of profits not exceeding the limits prescribed in the Act or otherwise as may be determined by the Directors and such remuneration may be either in addition to or in substitution for his remuneration above provided.

Special remuneration to Director on Company's business or otherwise performing extra services

4. The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

5. In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them:
   (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
   (b) in connection with the business of the company.

140. **Directors may act notwithstanding vacancy**

The continuing Directors may act notwithstanding any vacancy the Board; but so that subject to the provisions of the Act if the number falls below the minimum number above fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

141. **When office of Director to become vacant**

The office of a Director shall become vacant as provided in the Act.

142. **Resignation**

Subject to the provisions of the Act a Director may resign his office at any time by notice in writing addressed to the Company or to the Board of Directors.

143. **Directors may contract with Company**

1. Subject to the provisions of Clauses (2), (3), (4) and (5) of this Article and the restrictions imposed by these Articles hereof and the Act and the observance and fulfilment thereof, no Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser, agent, broker or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested, be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office, or of the fiduciary relation thereby established, but it is declared that the nature of his interest must be disclosed by him as provided by Clauses (2), (3) and (4) hereof.

2. Every Director who is in any way whether directly or indirectly concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into by or on behalf of the Company shall disclose the nature of his concern or interest at a meeting of the Board of Directors or as provided by Clause (4) hereof.

Disclosure of interest

3. (a) In the case of a proposed contract or arrangement, the disclosure required to be made by Director under Clause (2) above, shall be made at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not at the date of the meeting concerned or interested in the proposed contract or arrangement, at the first meeting of the Board held after he becomes so concerned or interested.

   In the case of any other contract or arrangement, the required disclosure shall be made at the first meeting of the Board held after the Director becomes concerned or interested in the contract or arrangement.

4. For the purpose of this Article, a general notice given to the Board of Directors by a Director to the effect that he is a Director or member of a specified body corporate or is a member of a specified firm and is to be concerned or interested in any contract or arrangement which may, after the date of the notice, be entered into which that body corporate or firm shall be deemed to be sufficient disclosure of concern or interest in relation to any contract or arrangement so made. Any such general notice shall expire at the end of the financial year in which it is given but may be renewed for further periods of one financial year at a time by a fresh Notice given in the last month of the Financial year in which it would have otherwise expired. The general notice aforesaid and any renewal thereof shall be given at a meeting of the Board of Directors or the Director concerned

shall take reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given.

General Notice of interest

5. Nothing in clauses (2), (3) and (4) hereof shall apply to any contract or arrangement entered into or to be entered into between the Company and any other Company where any one of the Directors of the Company or two or more of them together holds or hold not more than 2 (Two) per cent of the paid-up share capital in such other company.

6. An interested Director shall not take any part in the discussions of, or vote on, any contract or arrangement entered into, or to be entered into, by or on behalf of the Company, if he is, in any way, directly or indirectly, concerned or interested in the contract or arrangement; nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote; and if he does vote, his vote shall be void; Provided that this prohibition shall not apply.

   (i) to any contract of indemnity against any loss which the Directors or any one or more of them may suffer by reason of becoming or being sureties or a surety for the Company.

   (ii) to any contract or arrangement entered into with a public company or a private company which is a subsidiary of a public company in which the interest of the Director consists solely in his being a director of such company and the holder of not more than shares of such number or value therein as is requisite to qualify him for appointment as a director thereof he having been nominated as such Director by the Company or in his being a member holding not more than two per cent of the paid-up capital of such company.

   (iii) in case a notification is issued under the Act to the extent specified in the notification.

Interested Director not to participate or vote in Board's proceedings

144. **Directors may be directors of companies promoted by the Company**

A Director of the Company may be, or become a director of any company promoted by the Company, or in which it may be interested as a vendor, member or otherwise, and subject to the provisions of the Act and these Articles, no such Director shall be accountable for any benefit received as director or member of such company.

145. **Disclosure by Director of appointments**

A Director shall within twenty days of his appointment or relinquishment of his office as Director, Managing Director, Manager or Secretary, in any other body corporate disclose to the Company the particulars relating to his office in the other body corporate which are required to be specified under the Act. The Company shall enter the aforesaid particulars in a Register kept for that purpose in conformity with the Act.

146. **Disclosure of holdings**

A Director shall give notice in writing to the Company of his holding of shares and debentures of the Company or its subsidiary, together with such particulars as may be necessary to enable the Company to comply with the provisions of the Act. If such notice be not given at a meeting of the Board of Directors, the Director shall take all reasonable steps to secure that it be brought up and read at the meeting of the Board next after it is given. The Company shall enter particulars of a Director's holding of shares as debentures as aforesaid in a Register kept for that purpose in conformity with the Act.

147. **Loans to Directors**

The Company shall observe the restrictions imposed on the Company in regard to grant of loans to Directors and other persons as provided in the Act.

148. **Board Resolution at a meeting necessary for certain contracts**

1. Except with the consent of the Board of Directors of the Company, a Director of the Company or his relative, a firm in which such a Director or relative is a partner, any other partner in such a firm, or a private company of which the Director is a member or director, shall not enter into any contract with the Company (a) for the sale, purchase or supply of any goods, materials or services, or (b) for underwriting the

subscription of any shares in, or debentures of, the Company.

2. Nothing contained in the foregoing Clause (1) shall affect:-
   i. the purchase of goods and materials from the Company or the sale of goods and materials to the Company, by any Director, relative, firm, partner or private company as afore- said for cash at prevailing market prices; or
   ii. any contract or contracts between the Company on one side and any such Director, relative, firm, partner or private company on the other for sale, purchase or supply of any goods, materials and services in which either the Company or the Director, relative, firm, partner or private company as the case may be, regularly trades or does business;

   Provided that such contract or contracts do not relate to goods and materials the value of which, or services the cost of which, exceeds five thousand rupees in the aggregate in any year comprised in the period of the contract or contracts.
3. Notwithstanding anything contained in the foregoing Clauses (1) and (2), a Director, relative, firm, partner or private company as aforesaid may, in circumstances of urgent necessity, enter, without obtaining the consent of the Board, into any contract with the Company for the sale, purchase or supply of any goods materials or services even if the value of such goods or cost of such services exceeds five thousand rupees in the aggregate in any year comprised in the period of the contract; but in such a case, the consent of the Board shall be obtained at a meeting within three months of the date on which the contract was entered into.
4. Every consent of the Board required under this Article shall be accorded by a resolution passed at a meeting of the Board and not otherwise; and the consent of the Board required under Clause (1) above shall not be deemed to have been given within the meaning of that Clause unless the consent is accorded before the contract is entered into or within three months of the date on which it was entered into.
5. If consent is not accorded to any contract under this Article anything done in pursuance of the contract shall be voidable at the option of the Board.
6. The Directors, so contracting or being so interested shall not be liable to the Company for any profit realised by any such contract or the fiduciary relation thereby established.

RETIREMENT AND ROTATION OF DIRECTOR

149. **Retirement by rotation**

1) Not less than two-thirds of the total number of Directors of the Company shall be persons whose period of office is liable to determination by retirement by rotation and save and otherwise expressly provided in the Act and these Articles, be appointed by the Company in General Meeting.

(2) The remaining directors shall be appointed in accordance with the provisions of these Articles and the Act.

150. **Directors to retire annually how determined**

At every Annual General Meeting, one-third of the Directors for the time being as are liable to retire by rotation or, if their number is not three or multiple of three, then the number nearest to one-third shall retire from office.

151. **Ascertainment of Directors retiring by rotation**

Subject to the provisions of the Act and these Articles, the directors to retire by rotation under the foregoing Article at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. Subject to the provisions of the Act, a retiring Director shall retain office until the dissolution of the meeting at which his re-appointment is decided or his successor is appointed.

152. **Eligibility for re-appointment**

Subject to the provisions of the Act and these Articles, a retiring Director shall be eligible for re-appointment.

153. **Company to fill up vacancy**

Subject to the provisions of relevant provisions, of the Act and also these Articles, the Company may, at the Annual General Meeting at which a Director retires in the manner aforesaid, fill up the vacated office by electing the retiring Director or one other person thereto.

154. **Provisions in default of appointment**

1. If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place; or if that day is a public holiday till the next succeeding day which is not a public holiday, at the same time and place.
2. If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly re- solved not to fill the vacancy the retiring Director shall be deemed to have been re-appointed at the adjourned

meeting, unless:-

(i) at that meeting or at the previous meeting a resolution for the re-appointment of such Director has been put to the meeting and lost;

(ii) the retiring director has, by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so re-appointed.

(iii) he is not qualified or is disqualified for appointment;

(iv) a resolution, whether special or Ordinary, is required for the appointment or re-appointment in virtue of any provisions of the Act;

(v) Any other instance as specified in the Act.

155. **Notice of candidature for Office of Director**

1. Subject to the provisions of the Act and these Articles any per- son, who is not a retiring director, shall be eligible for appointment to the office of a director at any General Meeting if he or some member intending to propose him has, at least fourteen clear days before the meeting, left at the office of the Company a notice in writing under his or that other member's hand signifying his candidature for the office of director or the intention of such member to propose him as a candidature for that office, as the case may be, alongwith a deposit of five hundred rupees which shall be refunded to such person or, as the case may be, to such member, if the person succeeds in getting elected as a Director.
2. Every person (other than a director retiring by rotation or other- wise or a person who has left at the office of the Company a notice under the Act signifying his candidature for the office of a Director) proposed as a candidate for the office of a director shall sign and filewith the Company, his consent in writing to act as a director, if appointed.
3. A person other than –

   A. a director re-appointed after retirement by rotation or immediately on the expiry of his term of office, or

   B. an additional or alternate director, or a person filling a casual vacancy in the office of a director under the Act appointed as a Director or re-appointed as an additional or alternate director, immediately on the expiry of his term of office or

   C. a person named as a director of the Company under its Articles as first registered shall not act as a director of the Company unless he has within thirty days of his appointment, signed and filed with the Registrar his consent in writing (if any prescribed under the Act) to act as such director.

156. **Individual Resolution for Directors' appointments**

At a General Meeting of the Company, a motion shall not be made for the appointment of two or more persons as Directors of the Company by a single resolution unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it. A resolution moved in contravention of this Articles shall be void whether or not objection was taken at the time to its being so moved; Provided that where a resolution so moved is passed no provision for the automatic re-appointment of retiring Directors by virtue of these Articles or the Act in default of another appointment shall apply.

REMOVAL OF DIRECTORS

157. **Removal of Directors**

1. The Company may (subject to the provisions of the Act and these Articles) remove any director before the expiry of his period of office.
2. Special notice as provided by the Act shall be given of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the meeting at which he is removed.
3. On receipt of notice of a resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned and such Director (whether or not he is a member of the Company) shall be entitled to be heard on the resolution at the meeting.
4. Where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representations in writing to the Company (not exceeding a reasonable length) and requests their notification to members of the Company, the Company shall, unless the representations are received by it too late for it to do so (a) in the notice of the resolution given to members of the Company state the fact of the representations having been made, and be send a copy of the representations to every member of the Company, and if a copy of the representations is not sent as aforesaid because they were received too late or because of the Company's default, the Director may (without prejudice to his right to be heard orally) require that the representations shall be read out at the meeting, provided that copies of the

representations need not be sent or read out at the meeting, on the application either of the Company or of any other person who claims to be aggrieved, the Court is satisfied that the rights conferred by this Clause are being abused to secure needless publicity for defamatory matter.

5. A vacancy created by the removal of a Director under this Article may, if he had been appointed by the Company in general meeting or by the Board in pursuance of these Articles or of the Act be filled by the appointment of another Director in his stead by the meeting at which he is removed; Provided special notice of the intended appointment has been given under Clause (2) hereof. A Director so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforesaid.

6. If the vacancy is not filled under Clause (5) hereof it may be filled as a casual vacancy in accordance with the provisions, in so far as they are applicable, of these Articles or relevant provisions the Act, and all the provisions of the relevant provisions of the Act shall apply accordingly.

7. A Director who was removed from office under this Article shall not be re-appointed as a Director by the Board of Directors.

8. Nothing contained in this Article shall be taken :-

(i) as depriving a person removed thereunder of any compensation or damages payable to him in respect of the termination of his appointment as Director or of any appointment terminating with that as a Director; or

(ii) as derogating from any power to remove a Director which may exist apart from this Article.

INCREASE OR REDUCTION IN THE NUMBER OF DIRECTORS

158. **Increase or reduce number of Directors and alter their qualification**

Subject to the provisions of the Act and these Articles, the Company may by ordinary resolution from time to time increase or reduce the number of Directors and alter their qualification.

PROCEEDINGS OF BOARD OF DIRECTORS

159. **Meetings of Directors**

(a) The Board may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit. A director may, and the manager or the secretary on the requisition of a Director, shall, at any time, summon a meeting of the Board.

(b) The Directors may meet together as a Board for the despatch of business from time to time and shall so meet at least once in every three months and at least four such meetings shall be held every year and they may adjourn and otherwise regulate their meetings and proceedings as they deem fit. The provisions of this Article shall not be deemed to be contravened merely by reason of the fact that a meeting of the Board which had been called in compliance with the terms herein mentioned could not be held for want of a quorum.

Board Meeting through video/ audio

(c) In terms of the Companies Act or other applicable laws, to permit the participation of Directors in meetings of the Board otherwise through physical presence, the Board or its members, may from time to time decide to conduct discussions through audio conferencing, video conferencing or net conferencing and directors shall be allowed to participate from multiple locations through modern communication equipments for ascertaining the views of such Directors as have indicated their willingness to participate by audio conferencing, video conferencing or net conferencing, as the case may be.

Regulations for meeting through video conferencing

(d) The rules and regulations for the conduct of the meetings of the Board, including for matters such as quorum, notices for meeting and agenda, as contained in these Articles or in the Act, insofar as applicable, shall apply to discussions through audio conferencing, video conferencing or net conferencing, as the case may be. Upon the discussions being held by audio conferencing, video conferencing or net conferencing, as the case may be, the Chairman or the Secretary shall record the deliberations and get confirmed the views expressed, pursuant to a circular resolution or by a subsequent meeting of the Directors to reflect the decision of all the Directors participating in such discussions.

Subject to provisions of the Act, a Director may participate in and vote at a meeting of the Board by means of a telephone, video conferencing or similar communications equipment which allows all persons participating in the meeting to hear each other and record the deliberations. Where any director participates in a meeting of the Board by any of the means above, the Company shall ensure that such director is provided with a copy of all documents referred to during such Board meeting prior to the commencement of this Board Meeting. Unless overridden by a resolution approved by a majority of the total strength of the Board at a subsequent meeting of the Board or by a resolution by circulation, any decision taken by a majority of the directors participating in the discussions held by audio conferencing, video conferencing or net conferencing, as the case may be, shall not be reversed by the Board.

160. **When meetings to be convened**

A Director may, at any time, and the Secretary, upon the request of a Director, shall convene a meeting of the Directors. Notice of every meeting of the Directors of the Company shall generally be given in writing (including by electronic means or media) to every Director for the time being in India and at his usual address in India to every other Director.

161. **Quorum**

Subject to the provisions of the Act the quorum for a meeting of the Board of Directors shall be one-third of the total strength of the Board of Directors (excluding Directors, if any, whose places may be vacant at the time and any fraction contained in that one-third being rounded off as one) or two Directors, whichever is higher; Provided that where at any time the number of interested Directors exceeds or is equal to two-thirds of the total strength, the number of the remaining Directors, that is to say, the number of Directors who are not interested and are present at the meeting, not being less than two shall be the quorum during such time. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion by or under the Act or the Articles of the Company, for the time being vested in or exercisable by the Board of Directors generally.

162. **Adjournment of meeting for want of quorum**

If a meeting of the Board cannot be held for want of a quorum then the meeting shall stand adjourned to such day, time and place as the Director or Directors present at the meeting may fix.

163. **Appointment of Chairman, Deputy Chair- man and Vice-Chairman**

A. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

B. The Directors may appoint a Deputy Chairman or a Vice Chairman of the Board of Directors to preside at meetings of the Directors at which the Chairman shall not be present.

164. **Who to preside at meetings of the Board**

All meetings of the Directors shall be presided over by the Chairman if present, but if at any meeting of Directors the Chairman be not present at the time appointed for holding the same the Deputy Chairman or the Vice-Chairman, if present shall preside and if he be not present at such time then and in that case the Directors shall choose one of the Directors then present to preside at the meeting.

165. **Question at Board Meeting how decided (casting vote)**

Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes the Chairman of the meeting, if any, shall have a second or casting vote.

166. **Directors may appoint Committees**

Subject to the provisions of the Act and these Articles, the Director may delegate any of their powers to Committees consisting of such member or members of their body as they think fit and they may from time to time revoke and discharge any such Committee either wholly or in part, and either as to persons or purposes; but every Committee so formed shall, in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Directors. All acts done by any such Committee in conformity with such regulations, and in fulfilment of the purposes of their appointment but not otherwise shall have the like force and effect as if done by the Board. Subject to the provisions of the Act the Board may from time to time fix the remuneration to be paid to any member or members of their body constituting a Committee appointed by the Board in terms of these Articles, and may pay the same.

167.

A Committee/Board may elect a Chairperson of the Committee. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

168.

(i) A Committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

169. **Meetings of Committees how to be governed**

The meetings and proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.

170. **Resolution by Circular**

Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

171. **Acts of Board or Committees valid notwithstanding defect in appointment**

Subject to the provisions of the Act and these Articles, all acts done by any meeting of the Directors or by a Committee of Directors or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or person acting as aforesaid, or that they or any of them were or was disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

172. **Minutes of proceedings of Board of Directors and Committees to be kept**

The Company shall cause minutes of the meetings of the Board of Directors and of Committee(s) of the Board to be duly entered in a book or books provided for the purpose in accordance with the relevant provisions of the Act. The minutes shall contain a fair and correct summary of the proceedings at the meeting including the following:-

(i) the names of the Directors present at the meetings of the Board of Directors or of any Committee of the Board;

(ii) all orders made by the Board of Directors or Committees of the Board and all appointments of officers and Committees of Directors;

(iii) all resolutions and proceedings of meetings of the Board of Directors and the Committees of the Board;

(iv) in the case of each resolution passed at a meeting of the Board of Directors or Committees of the Board, the names of the Directors, if any, dissenting from or not concurring in the resolution

173. **By whom minutes to be signed and the effect of minutes recorded**

All such minutes shall be signed by the Chairman of the meeting as recorded, or by the person who shall preside as Chairman at the next succeeding meeting and all minutes purported to be so signed shall, for all purposes whatsoever, be *prima facie* evidence of the actual passing of the resolutions recorded and the actual and regular transaction or occurrence of the proceedings so recorded and of the regularity of the meeting at which the same shall appear to have taken place.

POWERS OF DIRECTORS

174. **General powers of the Directors**

1. Subject to the provisions of the Act and these Articles, the Board of Directors of the Company shall be entitled to exercise all such powers, and to do all such acts and things, as the Company is authorised to exercise and do; Provided that the Board shall not exercise any power to do any act or things which is directed or required, whether by the Act or any other Act or by the Memorandum or these Articles or otherwise, to be exercised or done by the Company in General Meeting; Provided further that in exercising any such power or doing any such act or thing the Board shall be subject to the provisions contained in that behalf in the Act or in the Memorandum or in these Articles or in any regulations not inconsistent therewith and duly made thereunder including regulations made by the Company in General Meeting.
2. No regulations made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

175. **Consent of Company necessary for the exercise of certain powers**

The Board of Directors shall not, except with the consent of the Company in general meeting:

(a) sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking of the whole, or substantially the whole, of any such undertaking;

(b) remit, or give time for the repayment of, any debt due by a Director;

(c) invest otherwise than in trust securities, the amount of compensation received by the Company in respect of the compulsory acquisition of any such undertaking as is referred to in sub-clause (a) above, or of any premises or properties used for any such undertaking and without which it cannot be carried on or can be carried on only with difficulty or only after a considerable time;

(d) borrow moneys in excess of the limits provided in these Articles.

(e) contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, any amounts the aggregate of which will, in any financial year, exceed fifty thousand rupees or five per cent of its average net profits as determined in accordance with the Act during the three financial years immediately preceding whichever is greater.

176. **Certain powers to be exercised by the Board only at meeting**

1. Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at their duly constituted meetings:
    a. the power to make calls on shareholders in respect of money unpaid on their shares;
    b. the power to issue debentures;
    c. the power to borrow moneys otherwise than on debentures;
    d. the power to invest the funds of the Company;
    e. the power to make loans;

    Provided that the Board may by resolution passed at a meeting delegate to any Committee of Directors or the Managing Director or any other principal officers of the Company or to a principal officer of any of its branch offices, the powers specified in (c), (d) and (e) of this clause to the extent specified below on such conditions as the Board may prescribe.

2. Every resolution delegating the power referred to in Clause (1) (b) shall specify the total amount outstanding at any one time upto which moneys may be borrowed by the delegates; Provided, however, that where the Company has an arrangement with its bankers for the borrowing of moneys by way of over- draft, cash credit or otherwise the actual day to day operation of the overdraft, cash credit or other accounts by means of which the arrangement is made is availed of shall not require the sanction of the Board.
3. Every resolution delegating the power referred to in Clause (1)(d) shall specify the total amount upto which the funds may be in- vested and the nature of the investments which may be made by the delegates.
4. Every resolution delegating the power referred to in Clause (1)(e) shall specify the total amount upto which loans may be made by the delegates, the purposes for which the loans may be made, and the maximum amount of loans which may be made for each such purpose in individual cases.
5. Nothing in this Article contained shall be deemed to affect the right of the Company in General Meeting to impose restrictions and conditions on the exercise by the Board of any of the powers referred to in Clause (1) above.

All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

REGISTERS, BOOKS AND DOCUMENTS

177. **Registers, Books and Documents**

1. The registers, books and documents shall be maintained in conformity with the applicable provisions of the Act and shall be kept open for inspection by such persons as may be entitled thereto respectively, under the Act, on such days and during such business hours as may, in that behalf, be determined in accordance with the provisions of the Act or these Articles and extracts shall be supplied to the persons entitled thereto in accordance with the provisions of the Act or these Articles.

2. The Company may exercise the powers conferred on it by Section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may thinks fit respecting the keeping of any such register. Subject to the provisions of the Act, the Directors may from time to time make such provisions as they may think fit in respect of the keeping of such Branch Registers of Members and/or Debenture holders.

THE SEAL

178. **The seal, its custody and use**

The Directors shall provide a Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof, and the Directors shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by or under the authority of the Directors or a Committee of Directors previously given.

179. **Deeds how executed**

The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two Directors or the Secretary or such other person as the Board may appoint for the purpose; and the Director or the Secretary or other person as aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence. However, that the share certificates of the Company be signed in accordance with the Act and Rules made thereunder, as amended to date.

180.

The Company may exercise the powers conferred by the Act and such powers shall accordingly be vested in the Directors.

MANAGING OR WHOLE-TIME DIRECTOR(S)

181. **Power to appoint Managing or Whole-time Director(s)**

Subject to the provisions of the Act, the Directors may, from time to time, appoint one or more of their body to be a Managing Director or Managing Directors (in which expression shall include a Joint Managing Director) or Whole-time Director or Whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit, to manage the affairs and business of the Company and may, from time to time, (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from such office and appoint another or others in his or their place or places.

182. **What provisions they shall be subject to**

Subject to the provisions of the Act and of these Articles, a Managing Director or a Whole-time Director shall not, while he continues to hold that office, be subject to retirement by rotation under these Articles but he shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and he shall *ipso facto* and immediately cease to be a Managing Director or Whole-time Director if he ceases to hold the office of a director for any cause, provided that if at any time the number of Directors (including the Managing Director or Whole-time Director) as are not subject to retirement by rotation shall exceed one-third of the total number of the Directors for the time being, then such Managing Director or Whole-time Director, as the Directors shall from time to time select, shall be liable to retirement by rotation in accordance with these Articles to the intent that the Directors not liable to retirement by rotation shall not exceed one-third of the total number of directors, for the time being, on the Board.

183. **Remuneration of Managing or Whole-time Directors**

The remuneration of a Managing Director or Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him or them and the Company) shall, from time to time, be fixed by the Directors and may be, by way of fixed salary, or commission on profits of the Company or by participation in any such profits or by any or all of those modes. A Managing Director or Whole-time Director shall not receive or be paid any commission on sales or purchases made by or on behalf of the Company.

184. **Powers and duties of Managing or Wholetime Directors**

Subject to the superintendence, control and direction of the Board of Directors, the day-to-day management of the Company shall be in the hands of the Director or Directors appointed under these Articles, with power to the Directors to distribute such day-to-day management functions among such Directors, if more than one, in any manner as directed by the Board or to delegate such power of distribution to any one of them. The Directors may, from time to time, entrust to and confer upon a Managing Director or Whole-time Director, for the time being, save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit and may confer such powers for such time and to be exercised for such objects and purposes, and upon such terms and conditions and with such restrictions as they think expedient and they may subject to the provisions of the Act and these Articles confer such powers either collaterally with or to the exclusion of or in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

CHIEF EXECUTIVE OFFICER, MANAGER, CHIEF FINANCIAL OFFICER OR SECRETARY

185. Subject to the provisions of the Act:

1. a chief executive officer, manager, chief financial officer or secretary may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, chief financial officer or secretary so appointed may be removed by the Board,
2. a director may be appointed as chief executive officer, manager, chief financial officer or secretary.

186. A provision of the Act, or these regulations requiring or authorising a thing to be done by or to a director and the manager or secretary shall not be satisfied by its being done by or to the same person acting both as director and as or in place of, the manager or secretary.

INTEREST OUT OF CAPITAL

187. **Payment of interest out of capital**

Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings, or the provision of any plant, which cannot be made profitable for a lengthy period, the Company may pay interest on so much of that share capital, as is for the time being paid up, for the period, at the rate, and subject to the conditions and restrictions provided by the Act, and may charge the same to capital as part of the cost of construction of the work or building or the provision of plant.

DIVIDEND

188. **Dividend**

1. The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these Articles and subject to the provisions of these Articles, shall be divisible among the Members in proportion to the amount of capital paid-up on the shares held by them respectively.

2. No dividend shall be declared or paid otherwise than out of profits of the financial year arrived at after providing for depreciation in accordance with the provisions of Section 123 of the Act or out of the profits of the Company for any previous financial year or years arrived at after providing for depreciation in accordance with those provisions and remaining undistributed or out of both.

189. **Capital paid up in advance at interest not to earn Dividend**

Subject to the provisions of the Act, where capital is paid up in advance of calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to participate in profits.

190. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such shares shall rank for dividend accordingly.

191. **The Company in General Meeting may declare a Dividend**

The Company may, in general meeting, declare a dividend to be paid to the members but no dividend shall exceed the amount recommended by the Board. When a dividend has been so declared, the warrant in respect thereof shall be posted within thirty days from the date of the declaration to the shareholders entitled to the payment of the same.

192. **Power of Directors to limit Dividend**

No larger dividend shall be declared than is recommended by the Board but the Company in general meeting may declare a smaller dividend. No dividend shall be payable except out of the profits of the year or any other undistributed profits or otherwise than in accordance with the provisions of the Act and no dividend shall carry interest as against the Company. The declarations of the Board as to the amount of the net profits of the Company shall be conclusive.

193. **Interim Dividend**

Subject to the provisions of the Act, the Board may, from time to time, pay to the members such interim dividends as in their judgement the position of the Company justifies.

194. **Retention of Dividends until completion of transfer under these Articles**

Subject to the provisions of the Act, the Board may retain the dividends payable upon shares in respect of which any person is, under these Articles, entitled to become a member or which any person under that Article is entitled to transfer until such person shall become a member in respect of such shares or shall duly transfer the same.

195. **No member to receive dividend whilst indebted to the Company and Company's right of reimbursement thereof**

Subject to the provisions of the Act no member shall be entitled to receive payment of any interest or dividend in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares otherwise howsoever either alone or jointly with any other person or persons; and the Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the Company.

196. **Transfer of shares must be registered**

A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

197. **Dividends, how remitted**

Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant lost in transmission or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant or the fraudulent or improper recovery thereof by any other means.

198. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

199. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

No dividend shall bear interest against the Company.

200. **Dividend and Call together**

Any General Meeting declaring a dividend may make a call on the members for such amount as the meeting fixes, but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend, and the dividend may, if so arranged between the Company and the members be set off against the calls.

201.

(i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

202.

a. The Company shall comply with the provisions of the Act in respect of any dividend remaining unpaid or unclaimed with the Company. If the Company has declared a dividend but which has not been paid or the dividend warrant in respect thereof has not been posted or sent within 30 (thirty) days from the date of declaration, the Company shall, within 7 (seven) days from the date of expiry of the said period of 30 (thirty) days, transfer the total amount of dividend, which remained so unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank to be called "Unpaid Dividend Account".
b. Any money so transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the Fund established under sub-section (1) of Section 125 of the Act, viz. "Investor Education and Protection Fund".
c. Further, there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law and the Company shall comply with the provision of Sections 124 and 125 of the Act in respect of all unclaimed or unpaid Dividends.

No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.

CAPITALISATION

203. **Capitalisation**

1. Any general meeting may, upon the recommendation of the Board, resolve that

it is desirable to capitalise any part of the amount any amounts for the time being standing to the credit of the securities premium account or the Capital Redemption Reserve Account or any moneys, investments or other assets forming part of the undivided profits (including profits or surplus moneys arising from the realisation and, where permitted by law, from the appreciation in value of any capital assets of the Company) standing to the credit of the General Reserve, Reserve or any Reserve Fund or any other Fund of the Company or in the hands of the Company and available for dividend be capitalised:

(a) by the issue and distribution as fully paid up, of shares and if and to the extent permitted by the Act, of debentures, debenture stock, bonds or other obligations of the Company, or

(b) by crediting shares of the Company which may have been issued and are not fully paid up, with the whole or any part of the sum remaining unpaid thereon.

Provided that any amounts standing to the credit of the securities premium account or the Capital Redemption Reserve Account shall be applied only in crediting the payment of capital on shares of the Company to be issued to members (as herein provided) as fully paid bonus shares.

Provided further that notwithstanding anything contained hereinabove, any amounts standing to the credit of the Securities Premium Account may also be utilised (other than for Capitalisation), in accordance with the provisions of law.

2. Such issue and distribution under (1)(a) above and such payment to credit to unpaid share capital under (1)(b) above shall be made to, among and in favour of the members or any class of them or any of them entitled thereto and in accordance with their respective rights and interests and in proportion to the amount of capital paid up on the shares held by them respectively in respect of which such distribution under (1)(a) or payment under (1)(b) above shall be made on the footing that such members become entitled thereto as capital.

3. The Directors shall give effect to any such resolution and apply such portion of the profits, General Reserve, Reserve or Reserve Fund or any other Fund or account as aforesaid as may be required for the purpose of making payment in full for the shares, debentures or debenture-stocks, bonds or other obligations of the Company so distributed under (1)(a) above or (as the case may be) for the purpose of paying, in whole or in part, the amount remaining unpaid on the shares which may have been issued and are not fully paid up under (1)(b) above provided that no such distribution or payment shall be made unless recommended by the Directors and if so recommended such distribution and payment shall be accepted by such members as aforesaid in full satisfaction of their interest in the said capitalised sum.

4. For the purpose of giving effect to any such resolution the Directors may settle any difficulty which may arise in regard to the distribution or payment as aforesaid as they think expedient and in particular they may issue fractional certificates and may fix the value for distribution of any specific assets and may determine that cash payments be made to any members on the footing of the value so fixed and may vest any such cash, shares, debentures, debenture-stock, bonds or other obligations in trustees upon such trusts for the persons entitled thereto as may seem expedient to the Directors and generally may make such arrangement, for the acceptance, allotment and sale of such shares, debentures, debenture-stock, bonds or other obligations and fractional certificates or otherwise as they may think fit.

5. When deemed requisite a proper contract shall be filed in accordance with the Act and the Board may appoint any person to sign such contract on behalf of the members entitled as aforesaid and such appointment shall be effective.

204. **Capitalisation in respect of partly paid up shares**

Subject to the provisions of the Act and these Articles in cases where some of the shares of the Company are fully paid and others are partly paid, only such capitalisation may be effected by the distribution of further shares in respect of the fully paid shares, and by crediting the partly paid shares with the whole or part of the unpaid liability thereon but so that as between the holders of the fully paid shares, and the partly paid shares the sums so applied in the payment of such further shares and in the extinguishment or diminution of the liability on the partly paid shares shall be so applied *pro rata* in proportion to the amount then already paid or credited as paid on the existing fully paid and partly paid shares respectively.

ACCOUNTS

205. **Books of Accounts to be kept**

1. The Company shall keep at its registered office proper books of account with respect to :
   (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure take place;
   (b) all sales and purchases of goods by the Company; and
   (c) the assets and liabilities of the Company;

   Provided that all or any of the books of account aforesaid may be kept at such other place in India as the Board of Directors may decide and when the Board of Directors so decides, the Company shall, within seven days of the decision, file with the Registrar a notice in writing giving the full address of that other place.
2. If the Company shall have a branch office, whether in or outside India, proper books of account relating to the transactions effected at that office shall be kept at that office, and proper summarised returns, made upto date at intervals of not more than three months, shall be sent by the branch office to the Company at its registered office or other place in India, as the Board thinks fit, where the main books of the Company are kept.
3. All the aforesaid books shall give a fair and true view of the affairs of the Company or of its branch office, as the case may be, with respect to the matters aforesaid, and explain its transactions.,
4. The Books of Account and other books and papers shall be open to inspection by any Director during business hours.

206. **Books of Account to be preserved**

The Books of Account, together with the vouchers relevant to any entry in such Books of Account of the Company relating to a period of not less than eight years or such lesser period as may be permitted by the Act immediately preceding the current year shall be preserved in good order.

207. **Inspection by members of accounts and books of the Company**

The Board shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors and no member, not being a Director, shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board or by the Company in general meeting.

AUTHENTICATION OF DOCUMENTS

208. **Authentication of documents and proceedings**

Save as otherwise expressly provided in the Act or these Articles, a document or proceeding requiring authentication by the Company may be signed by a Director or an authorised officer of the Company and need not be under its Seal.

WINDING UP

209. **Distribution of assets**

If the Company shall be wound up, and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that as nearly as may be, the losses shall be borne by the members in proportion to the capital paid-up, or which ought to have been paid- up, at the commencement of the winding up, on the shares held by them respectively. And if in a winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid-up at the commencement of the winding up, the excess shall be distributed amongst the members in pro- portion to the capital at the commencement of the winding up paid-up or which ought to have been paid-up on the shares held by them respectively. But this Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

210. **Distribution in specie or kind**

1. If the Company shall be wound up, whether voluntarily or other- wise, the liquidators may with the sanction of a special resolution, divide amongst the contributories, in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in Trustees upon such trusts for the benefit of the contributories, or any of them, as the liquidators, with the like sanction shall think fit.
2. If thought expedient any such division may subject to the provisions of the Act be otherwise than in accordance with the legal rights of the contributories (except where unalterably fixed by the Memorandum of Association) and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories shall be deter- mined on, any contributory who would be prejudiced thereby shall have a

right to dissent and ancillary rights as if such determination were a special resolution passed pursuant to the Act.

3. In case any shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said shares may within ten days after the passing of the special resolution by notice in writing direct the liquidators to sell his proportion and pay him the net proceeds and the liquidators shall if practicable act accordingly.

211. **Rights of shareholders in case of sale**

A special resolution sanctioning a sale to any other Company duly passed pursuant to the Act may subject to the provisions of the Act in like manner as aforesaid determine that any shares or other consideration receivable by the liquidators be distributed amongst the members otherwise than in accordance with their existing rights and any such determination shall be binding upon all the members subject to the rights of dissent and consequential rights conferred by the said section.

SECRECY CLAUSE

212.

a. Every Director, Manager, Auditor, Treasurer, Trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company, shall, if so required by the Directors, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

b. No members shall be entitled to visit or inspect the Company's Works without the permission of the Directors or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, it will be inexpedient in the interest of the members of the Company to communicate to the public.

INDEMNITY AND RESPONSIBILITY

213.

Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

214. **Directors' and others' right to indemnify**

a. Subject to the provisions of the Act, every Director of the Company, Manager, Secretary and other officer or employee of the Company shall be indemnified by the Company against and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses and expenses (including travelling expenses) which any such Director, officer or employee may incur or become liable to by reason of any contract entered into or act or deed done by him as such Director, officer or servant or in any way in the discharge of his duties.
b. Subject as aforesaid every Director, Managing Director, Manager, Secretary or other officer or employee of the Company shall be indemnified against any liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under of the relevant provisions of the Act in which relief is given to him by the Court.

215. **Not responsible for acts of others**

Subject to the provisions of the Act, no Director or other officer of the Company shall be liable for the acts, deeds, receipts, neglects or defaults of any other Director or officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss or damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto, unless the same happen through his own dishonesty.

SECTION XI: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be filed with the RoC. Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at our Registered and Corporate Office between 10 a.m. and 5 p.m. IST on all Working Days and shall be also available on the website of our Company at https://www.tatacapital.com/about-us/investor-information-and-financials.html, from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date (except for such agreements executed after the Bid/ Offer Closing Date).

A. Material Contracts for the Offer

a) Offer Agreement dated April 4, 2025 entered into amongst our Company, Selling Shareholders and the BRLMs.

b) Registrar Agreement dated March 31, 2025, entered into amongst our Company, the Selling Shareholders and the Registrar to the Offer.

c) Monitoring Agency Agreement dated [●] entered into between our Company and the Monitoring Agency.

d) Cash Escrow and Sponsor Banks Agreement dated [●] amongst our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Bankers to the Offer, the Syndicate Members, the Escrow Collection Bank(s) and the Refund Bank(s).

e) Share Escrow Agreement dated [●] amongst the Selling Shareholders, our Company and the Share Escrow Agent.

f) Syndicate Agreement dated [●] amongst our Company, the Selling Shareholders, Registrar to the Offer, the BRLMs and Syndicate Members.

g) Underwriting Agreement dated [●] amongst our Company, the Selling Shareholders and the Underwriters.

B. Material Documents

a) Certified copies of our MoA and AoA, as amended until date.

b) Copies of annual reports of our Company for the last three Fiscals, i.e., Fiscals 2025, 2024 and 2023.

c) Certificate of incorporation dated March 8, 1991 issued by the Additional Registrar of Companies, Maharashtra at Bombay, Mumbai to our Company, under the name 'Primal Investments and Finance Limited'.

d) Certificate for commencement of business dated April 1, 1991 issued by the Additional Registrar of Companies, Maharashtra at Bombay.

e) Fresh Certificate of incorporation dated May 8, 2007, issued by the RoC to our Company, consequent upon change of name from 'Primal Investments and Finance Limited' to 'Tata Capital Limited'.

f) Certificate of registration dated August 2, 2024, granted by the RBI, to carry on the business of a non-banking financial institution without accepting public deposits.

g) Resolution of our Board of Directors dated February 25, 2025, authorising the Offer and other related matters and the resolution of our Shareholders dated March 27, 2025 approving the Fresh Issue, read with IPO Committee resolution dated July 11, 2025.

h) Resolutions of our Board of Directors dated January 24, 2023 and Shareholders' resolution dated March 29, 2023 for approving the terms of re-appointment of Mr. Rajiv Sabharwal.

i) Employment Agreement dated April 1, 2023 between our Company and Mr. Rajiv Sabharwal.

j) Scheme of amalgamation between TICL, ICML, our Company and the respective shareholders and creditors of the transferor companies and our Company, as sanctioned by the Madras High Court and the Bombay High

Court by way of their orders dated March 21, 2016, and April 22, 2016, respectively.

k) Scheme of arrangement between TCFSL, TCCL, our Company and the respective shareholders of the Transferor Companies and our Company, as sanctioned by the National Company Law Tribunal, Mumbai Bench by way of its order dated November 24, 2023.

l) Scheme of arrangement between TMFL, our Company and the respective shareholders of TMFL and our Company, as sanctioned by the National Company Law Tribunal, Mumbai Bench by way of its order dated May 1, 2025.

m) Tata brand equity and business promotion agreement dated March 14, 2024 entered into by and amongst our Company and Tata Sons Private Limited.

n) Resolution of our Board of Directors dated March 27, 2025, approving the Pre-filed Draft Red Herring Prospectus.

o) Resolution of the IPO Committee dated April 4, 2025, approving the Pre-filed Draft Red Herring Prospectus.

p) Resolution of our Board of Directors dated August 4, 2025, approving this Updated Draft Red Herring Prospectus – I.

q) Resolution of our Board of Directors dated March 27, 2025, taking on record consent of the Selling Shareholders.

r) Tata Capital Limited Employees Stock Option Scheme, as amended.

s) Resolution of our Board of Directors dated March 27, 2025 taking on record the consent of the Selling Shareholders for their participation in the Offer for Sale in relation to their respective Offered Shares.

t) Consent letter dated March 27, 2025, issued by the Promoter Selling Shareholder, authorising its participation in the Offer.

u) Consent letter dated March 27, 2025, issued by the Investor Selling Shareholder, consenting to participate in the Offer.

v) CRISIL consent letter dated July 12, 2025 for the CRISIL Report.

w) The report titled "*Analysis of NBFC Sector in India*" dated July, 2025, prepared by CRISIL, which has been commissioned by and paid for by our Company pursuant to a technical proposal with CRISIL dated February 13, 2025 exclusively for the purposes of the Offer. The CRISIL Report is available on the website of our Company.

x) The examination report of the Joint Statutory Auditors dated July 4, 2025, on our Company's Restated Consolidated Financial Information, included in this Updated Draft Red Herring Prospectus – I.

y) The report on statement of special tax benefits dated July 11, 2025, from the Joint Statutory Auditors.

z) Valuation report dated June 4, 2024 in relation to the proposed amalgamation of Tata Motors Finance Limited into Tata Capital Limited.

aa) Valuation reports each dated March 28, 2023 in relation to the merger of Tata Cleantech Capital Limited into Tata Capital Limited in relation to equity and NCDs.

bb) Consent of the Directors, Chief Financial Officer, KMPs, members of the Senior Management, the BRLMs, the Syndicate Members, Domestic Legal Counsel to our Company, Registrar to the Offer, Escrow Collection Bank(s), Public Offer Account Bank(s), Refund Bank(s), Sponsor Bank(s), Monitoring Agency, Bankers to our Company, Chief Legal and Compliance Officer & Company Secretary as referred to in their specific capacities.

cc) Consent dated July 12, 2025 from Manian & Rao, Chartered Accountants, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Updated Draft Red Herring Prospectus – I, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in respect of the certificates issued by them in their capacity as an independent chartered accountant to our Company.

dd) Consents each dated July 11, 2025 from our Joint Statutory Auditors, namely, MSKA & Associates, Chartered Accountants and M P Chitale & Co., Chartered Accountants, respectively, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Updated Draft Red Herring Prospectus - I and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 (and not under the U.S. Securities Act) to the extent and in their capacity as our Joint Statutory Auditors, and in respect of their (i) examination report dated July 4, 2025, on the Restated Consolidated Financial Information, (ii) their report dated July 11, 2025 on the statement of possible special tax benefits available to our Company, its shareholders and the Material Subsidiary.

ee) Consents each dated July 11, 2025 from our previous joint statutory auditors, namely, MSKA & Associates, Chartered Accountants and KKC & Associates LLP., Chartered Accountants, respectively, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Updated Draft Red Herring Prospectus - I and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 (and not under the U.S. Securities Act) to the extent and in their capacity as our previous joint statutory auditors.

ff) Consent dated August 4, 2025 from Parikh & Associates, Practicing Company Secretaries, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Updated Draft Red Herring Prospectus - I, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in respect of the certificates issued by them in their capacity as a practicing company secretary to our Company.

gg) Certificate dated August 4, 2025 issued by Manian & Rao, Chartered Accountants, certifying the KPIs of our Company.

hh) Certificate dated August 4, 2025 issued by Manian & Rao, Chartered Accountants, issued with respect to weighted average price, average cost of acquisition, price at which specified securities were acquired and details of qualifying transactions in specified securities.

ii) Certificate dated August 4, 2025 issued by Manian & Rao, Chartered Accountants, issued with respect to the related party transactions entered into by our Company.

jj) Certificate dated August 4, 2025 issued by Manian & Rao, Chartered Accountants, issued with respect to the employee stock option scheme.

kk) Certificate dated August 4, 2025 issued by Manian & Rao, Chartered Accountants, issued with respect to the basis for offer price.

ll) Certificate dated August 4, 2025 issued by Manian & Rao, Chartered Accountants, issued with respect to financial indebtedness.

mm) Certificate dated August 4, 2025 issued by Manian & Rao, Chartered Accountants, issued with respect to outstanding dues to creditors.

nn) Resolution dated August 4, 2025 passed by the Audit Committee approving the KPIs for disclosure.

oo) Due diligence certificate dated April 4, 2025 addressed to SEBI from the BRLMs.

pp) Tripartite agreement dated June 6, 2008 amongst our Company, NSDL and Registrar to the Offer.

qq) Tripartite agreement dated March 22, 2010 amongst our Company, CDSL and Registrar to the Offer.

rr) In-principle listing approvals each dated May 8, 2025, issued by BSE and NSE.

ss) SEBI final observation letter bearing reference number SEBI/CFD/RAC/DIL-2/P/OW/16743/2025 dated June 23, 2025.

Any of the contracts or documents mentioned in this Updated Draft Red Herring Prospectus - I may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without notice to the Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/regulations issued by the Government of India or the rules, guidelines/regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Updated Draft Red Herring Prospectus - I is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all statements made in this Updated Draft Red Herring Prospectus - I are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Mr. Saurabh Agrawal

Chairman and Non-Executive Director

Date: August 4, 2025

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/regulations issued by the Government of India or the rules, guidelines/regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Updated Draft Red Herring Prospectus - I is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all statements made in this Updated Draft Red Herring Prospectus - I are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Mr. Sujit Kumar Varma

Independent Director

Date: August 4, 2025

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/regulations issued by the Government of India or the rules, guidelines/regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Updated Draft Red Herring Prospectus - I is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all statements made in this Updated Draft Red Herring Prospectus - I are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Mr. Nagaraj Ijari

Independent Director

Date: August 4, 2025

Place: Bengaluru

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/regulations issued by the Government of India or the rules, guidelines/regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Updated Draft Red Herring Prospectus - I is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all statements made in this Updated Draft Red Herring Prospectus - I are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Dr. Punita Kumar Sinha

Independent Director

Date: August 4, 2025

Place: Zurich

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/regulations issued by the Government of India or the rules, guidelines/regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Updated Draft Red Herring Prospectus - I is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all statements made in this Updated Draft Red Herring Prospectus - I are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Mr. Ramanathan Viswanathan

Independent Director

Date: August 4, 2025

Place: Chennai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/regulations issued by the Government of India or the rules, guidelines/regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Updated Draft Red Herring Prospectus - I is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all statements made in this Updated Draft Red Herring Prospectus - I are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Mr. Rajiv Sabharwal

Managing Director and CEO

Date: August 4, 2025

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/regulations issued by the Government of India or the rules, guidelines/regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Updated Draft Red Herring Prospectus - I is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all statements made in this Updated Draft Red Herring Prospectus - I are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

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Mr. Rakesh Bhatia

Date: August 4, 2025

Place: Mumbai

DECLARATION

We, Tata Sons Private Limited, acting as the Promoter Selling Shareholder, hereby confirm and declare that all statements and undertakings specifically made or confirmed by us in this Updated Draft Red Herring Prospectus - I in relation to us, as the Promoter Selling Shareholder and our portion of the Offered Shares, are true and correct. We, Tata Sons Private Limited assume no responsibility, as a Promoter Selling Shareholder, for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other person(s) in this Updated Draft Red Herring Prospectus – I.

Signed for and on behalf of Tata Sons Private Limited

Name: Mr. Suprakash Mukhopadhyay

Designation: Company Secretary

Place: Mumbai

Date: August 4, 2025

DECLARATION

We, International Finance Corporation hereby confirm that all statements and undertakings specifically made by us in this Updated Draft Red Herring Prospectus - I in relation to ourselves, severally and not jointly, as a Selling Shareholder and our respective portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, including statements made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Updated Draft Red Herring Prospectus – I.

FOR AND ON BEHALF OF INTERNATIONAL FINANCE CORPORATION

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Authorised Signatory

Name: Lingshu Liu

Place: Mumbai

Date: August 4, 2025