



LETTER OF OFFER

PRIVATE & CONFIDENTIAL

Offer of 5,32,57,371 (Five Crore Thirty Two Lakh Fifty Seven Thousand Three Hundred and Seventy One Only) Equity Shares of Rs. 10/- each for cash at a premium of Rs. 178.40/- per share i.e. at a price of Rs. 188.40/- each aggregating Rs. 1003 crore (Rupees One Thousand and Three Crore) (rounded off) on a 'Rights Basis' in the ratio of 1:68 (1 new Equity Share of Rs.10/- each for every 68 Equity Shares held) to the existing Equity shareholders.

Dear Equity Shareholder(s),

The Board of Directors of Tata Capital Limited ("TCL" or "the Company") at its Meeting held on December 13, 2023, in pursuance of the provisions of Section 62 of the Companies Act, 2013 and the rules framed there under and in accordance with terms of the Articles of Association of the Company, approved of the issue of 5,32,57,371 (Five Crore Thirty Two Lakh Fifty Seven Thousand Three Hundred and Seventy One Only) Equity Shares of Rs. 10/- each for cash at a premium of Rs. 178.40/- per share i.e. at a price of Rs. 188.40/- each aggregating Rs. 1003 crore (Rupees One Thousand and Three Crore) (rounded off) on a Rights basis on such terms and conditions as may be determined by the Board of Directors (which term shall include any Committee thereof or persons authorized by the Board of Directors).

1. Object of the issue

The Board of Directors of the Company has approved a Scheme of Arrangement for amalgamation of Tata Capital Financial Services Limited ("TCFSL") and Tata Cleantech Capital Limited ("TCCL") with the Company and their respective shareholders ("the Scheme") under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. The Hon'ble National Company Law Tribunal, Mumbai, ("NCLT") vide its Order dated November 24, 2023 has sanctioned the Scheme. The Scheme will become effective on the date of filing of the certified copy of the NCLT order with the Registrar of Companies. Pursuant to the Scheme all the business activities carried by TCFSL and TCCL will be carried by the Company.

Accordingly, the funds raised through this issue will be used to augment the long term resources of the Company, for its financing activities and to meet the regulatory ratios as prescribed by the Reserve Bank of India. Also, the funds raised through this issue may be used for investing in subsidiaries, repayment of debts and/or for redemption of the preference shares of the Company.

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

The new Equity Shares now being offered are subject to the terms and conditions of this 'Letter of Offer' and the enclosed Application Form, the Memorandum and Articles of Association of the Company, the allotment communication to be issued, and the applicable provisions of the Companies Act, 2013, Reserve Bank of India regulations and other applicable laws.



2. Summary of Financial Statements of the Company

Summary of Financial Statements of the Company for the last three financial years and for the period ended September 30, 2023 are attached herewith as Annexure 1.

3. Particulars of Directors as on date

Sr.	Name of the Director	Nature of Directorship
1.	Mr. Saurabh Agrawal	Chairman and Non-Executive Director
2.	Mr. F. N. Subedar	Non-Executive Director
3.	Ms. Varsha Purandare	Independent Director
4.	Ms. Malvika Sinha	Independent Director
5.	Mr. V. S. Radhakrishnan	Independent Director
6.	Mr. Mathew Cyriac	Independent Director
7.	Ms. Aarthi Subramanian	Non-Executive Director
8.	Mr. Rajiv Sabharwal	Managing Director & CEO

4. Shareholding pattern as on September 30, 2023:

EQUITY SHARES (Face Value: Rs. 10)				
Sr. No.	Particulars	No. of Shares	Amount (Rs)	Percentage (%)
1	Tata Sons Private Limited	3,42,70,72,347	34,27,07,23,470	94.63
2	Tata Group Companies	9,08,03,930	90,80,39,300	2.51
3	TCL Employee Welfare Trust	5,02,16,303	50,21,63,030	1.39
4	Bodies Corporate	2,69,06,896	26,90,68,960	0.74
5	Individuals	2,64,48,690	26,44,86,900	0.73
6	Others (HUF + Trust)	53,052	5,30,520	0.00
	TOTAL	3,62,15,01,218	36,21,50,12,180	100.00
PREFERENCE SHARES (Face Value: Rs. 1000)				
		No. of Shares	Amount (Rs)	Percentage (%)
1	Bodies Corporate	54,40,954	5,44,09,54,000	53.37
2	Individuals	43,21,151	4,32,11,51,000	42.39
3	Trust	1,52,500	15,25,00,000	1.50
4	Others	2,79,145	27,91,45,000	2.74
	TOTAL	1,01,93,750	10,19,37,50,000	100.00
TOTAL PAID – UP SHARE CAPITAL (Equity + Preference)		3,63,16,94,968	46,40,87,62,180	



5. The Principal terms and conditions of the Rights issue are as follows:

i. Basis of offer:

As per the provisions of Section 62(1)(a) of the Companies Act, 2013 where at any time, a company having a share capital proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered to persons who, at the date of the offer, are holders of Equity Shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital of those shares.

The Equity Shares are being offered to you pursuant to the decision of the Board of Directors at its meeting held on December 13, 2023.

ii. Face Value:

The new Equity Shares shall be of face value of Rs. 10/- each.

iii. Offer price:

The offer price is Rs. 188.40/- per Equity Share.

iv. Entitlement:

Existing Equity Shareholders of the Company as on December 13, 2023 (hereinafter referred to as the 'Record Date'), are entitled to 1 new Equity Share of Rs.10/- each for every 68 Equity Shares held by them on the Record Date. The number of Equity Shares to which shareholders are entitled is indicated in the enclosed Application Form.

v. Terms of Payment:

The full amount of Rs. 188.40/- per Equity Share shall be payable on application.

vi. Offer Period:

Issue Opening Date	December 18, 2023
Issue Closing Date	December 25, 2023

The last date for receipt of Application Form together with the amount payable is December 25, 2023. If the Application Form together with the amount payable is not received by the Company on or before December 25, 2023, the offer contained in this letter shall be deemed to have been declined.



vii. Mode of Payment:

The amount payable towards subscription of the Equity Shares shall be paid by way of RTGS / NEFT to the Company's bank account as per details given below: **You are requested to mention your PAN in the bank narration while making the payment of Application Money.**

Account No.	57500000031027
Beneficiary Name	TATA CAPITAL LIMITED
Account Type	Current Account
IFSC Code	HDFC0000060
LEI Number	335800TXSHN87ZZ57925
Bank Name	HDFC BANK LTD
Bank Address	Manekji Wadia Bldg., Ground Floor, Nanik Motwani Marg, Fort, Mumbai 400 001

In the event any equity shareholder / renouncee is legally or otherwise unable to make payment by way of the above means, they may request the Company for alternate methods of payment and the Company may, at its sole discretion, provide alternate payment options.

In case of non-resident equity shareholders / renouncees, the payments should be made in accordance with the provisions / rules / regulations under the Foreign Exchange Management Act, 2002 and Reserve Bank of India Regulations, as applicable.

viii. Ranking:

The new Equity Shares shall rank *pari-passu* inter-se i.e. without any preference or priority of one over the other or any of them and will rank *pari-passu* with the existing Equity Shares of the Company in all respects.

ix. Acceptance of Offer:

You may accept the offer and apply for the Equity Shares hereby offered to you wholly or in part by filling up the enclosed Application Form and submitting the same along with the amount payable to the Company on or before the Issue Closing Date. The application must be only in the prescribed form enclosed.

The scan copy of duly filled and signed Application Form and confirmation of payment of amount payable on application together with such details as mentioned in the Application Form shall be sent to the Company at the email ID investors@tatacapital.com and to the Registrar at the email ID tatacapital.rights@linkintime.co.in on or before closure of the Issue i.e. December 25, 2023. The duly filled-in and signed Application Form in original shall also be sent to the Registrar at their address mentioned in clause (xvi) below.



x. Renunciation:

The Equity Shareholders may renounce their Rights entitlement, either in full or in part in favour of the Renouncee(s) who are eligible to hold shares of the Company as per the Companies Act, 2013 and other applicable laws by submitting the Application Form duly signed by both the Equity Shareholder and the Renouncee in the format given in Annexure to the Application Form to the Company at the email ID investors@tatacapital.com and to the Registrar at the email ID tatacapital.rights@linkintime.co.in on or prior to the Issue Closing Date i.e. December 25, 2023. Equity Shareholders who renounce their Rights entitlement, in part or full, shall not be eligible to apply for additional shares. The Renouncee will not be entitled to apply for additional equity shares. All rights and obligations of the Equity Shareholders in relation to Applications and refunds pertaining to this Rights Issue shall apply to the Renouncee(s) as well, unless expressly specified otherwise. The renunciation from non-resident Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of Foreign Exchange Management (Non-debt Instruments) Rules, 2019 ("FEMA Rules") and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, it is clarified that a Renouncee shall not be entitled to further renounce the Rights Entitlements to any person.

The Company accepts no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage) incurred pursuant to any renunciation or due to participation in this Rights Issue, and such costs will be incurred solely by the equity shareholders / renouncees, as the case may be.

xi. Nomination:

Nominations registered with the respective Depository Participants of the equity shareholders would prevail.

xii. Application for Additional Shares:

Equity shareholders who accept their entitlement in the Issue in full and do not renounce their entitlement in whole or part, shall have the option to apply for additional Equity Shares. The allotment of such additional shares shall be at the sole discretion of the Board of Directors. Further, allotment of such additional shares shall be only to the extent of the unsubscribed portion of the Issue.

xiii. Disposal of Unsubscribed Shares:

The unsubscribed portion, if any, out of the present Rights Issue after considering the applications for rights, renunciations and additional shares, will be disposed off by the Board of Directors, in such manner as it may deem fit.



xiv. Basis of Allotment:

The Board of Directors will proceed to allot the Equity Shares in the following order of priority:

- (a) Full Allotment to those Equity Shareholders who have applied for their Rights Entitlements of Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Equity Shares to the maximum extent of Rights Entitlements renounced in their favour, in full or in part.
- (b) Equity Shareholders whose fractional entitlements are being ignored and Equity Shareholders with zero entitlement, would be given preference in allotment of one additional Equity Share each if they apply for additional Equity Shares. Such allotment would be made on a fair and equitable basis and will not be a preferential allotment.
- (c) Allotment to the Equity Shareholders who, having applied for all the Equity Shares offered to them as part of this Rights Issue, have also applied for additional Equity Shares - the Allotment of such additional Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Equity Shares will be at the sole discretion of the Board of Directors as a part of this Rights Issue and will not be a preferential allotment.
- (d) Allotment to any other person, subject to applicable laws, will be made at the discretion of the Board of Directors, provided there is surplus available after making Allotment under (a), (b) and (c) above.

The allotment of the Equity Shares, as applicable, to non-resident holders shall be in accordance with the Foreign Exchange Management Act, 1999 and other applicable laws.

xv. Schedule of Allotment / Refund:

Equity Shares shall be allotted in demat form only and will be credited to the respective demat accounts of the shareholders within 30 days from the closure of the Issue. The refunds, if any, will be processed within 15 working days from the date of allotment or such other period as may be prescribed under applicable laws.

The Company will send Allotment advice, refund intimations or demat credit of Equity Shares and/or letters of regret, only to the Equity Shareholders who have provided valid e-mail IDs, simultaneously with crediting the allotted Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or issue instructions for refunding the funds to the bank accounts of the Equity Shareholders as mentioned in the demat accounts held by the Equity Shareholders as on the record date. Therefore, the shareholders should ensure that such bank accounts remain valid and active.

xvi. Investor Grievances and Communication:

- 1. Please read this Letter of Offer carefully before taking any action. The instructions contained in the Application Form are an integral part of the conditions of this Letter of Offer and must be carefully followed; otherwise the Application is liable to be rejected.



2. All enquiries in connection with this Letter of Offer or Application Form must be addressed (quoting the DP ID and Client ID number and the name of the first Equity Shareholder as mentioned on the Application Form vide e-mail) to the Registrar at the following details:

Link Intime India Private Limited

C-101, 247 Park, L B S Marg,
Vikhroli (West), Mumbai 400 083
Maharashtra, India.

Tel: +91 810 811 4949

E-mail: tatacapital.rights@linkintime.co.in

Website: www.linkintime.co.in

Investor grievance ID: tatacapital.rights@linkintime.co.in

Contact Person: Mr. Ajit Patankar

SEBI Registration No.: INR000004058

Contact details of the Company:

Tata Capital Limited

11th Floor, Peninsula Business Park

Tower A, Ganpatrao Kadam Marg

Lower Parel, Mumbai – 400 013

Tel: +91 22 6606 9000

Email: investors@tatacapital.com

Website: www.tatacapital.com

Contact Person: Mr. Rakesh Dhanuka / Mr. Pravin Kasare

6. Other Terms and conditions:

i. Offer to Non-Resident Equity Shareholders

Applications received from NRIs and non-residents shareholders/renouncees for allotment of Equity Shares in the Rights Issue shall be among other things, subject to the conditions imposed from time to time by RBI under the Foreign Exchange and Management Act, 1999 and rules and regulations made thereunder, in the matter of Application, refund of Application Money, Allotment of Equity Shares and issue of allotment advice.

The Equity Shareholders confirm that they have acquired the shareholding in the Company in compliance with applicable laws, including without limitation, the Foreign Exchange and Management Act, 1999 and rules and regulations made thereunder. Further, the Company may request such other additional document as it may require to ensure compliance with applicable laws, and the Equity Shareholders / Renouncees will be required to provide such additional documents within 2 working days, failing which the Company will be entitled to reject/disqualify the shareholders/renouncees from participating in the Rights Issue.



ii. Grounds for Technical Rejection

Applications made in this Rights Issue are liable to be rejected on the following grounds:

- (a) DP ID and Client ID mentioned in Application does not match with the DP ID and Client ID records available with the Registrar.
- (b) Details of PAN mentioned in the Application do not match with the PAN records available with the Registrar.
- (c) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the Demographic Details provided by the Depositories.
- (d) Application Forms which are not submitted within the time periods set out in the Application Form and this Letter of Offer.
- (e) Application Forms not duly signed by the sole or joint shareholders, as applicable.
- (f) Full subscription amount towards the number of Equity Shares applied for in the Application Form not paid within the time period set out in the Application Form and this Letter of Offer or the payment has not been made in the modes prescribed in this Letter of Offer.
- (g) Applications which have evidence of being executed or made in contravention of applicable securities laws.

General instructions:

- The Application form must be filled up in block letters in English.
- The application must be accompanied by a certified copy of the resolution of the Board of Directors / letter of authority of the applicant if it is a company/body corporate.
- This Letter of Offer and any claims arising there from shall be subject to the jurisdiction of courts at Mumbai, India.
- Attention of applicants is drawn to the provisions of Section 38 of the Companies Act, 2013, which is reproduced below:

“(1) 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.

(2) The provisions of sub-section (1) shall be prominently reproduced in every prospectus issued



by a company and in every form of application for securities.

(3) Where a person has been convicted under this section, the Court may also order disgorgement of gain, if any, made by, and seizure and disposal of the securities in possession of, such person.

(4) The amount received through disgorgement or disposal of securities under sub-section (3) shall be credited to the Investor Education and Protection Fund."

DECLARATION

No statement made in this Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. All legal requirements connected with the said issue has been duly complied with.

Yours faithfully,

For Tata Capital Limited

Sd/-

Authorised Signatory

Sd/-

Authorised Signatory

Date: December 13, 2023

Place: Mumbai



Annexure 1

Summary of Financial Statements of the Company are as under:

(Rs. in lakh)

Particulars	For the year ended	For the year ended	For the year ended	For the period ended
	March 31, 2021	March 31, 2022	March 31, 2023	September 30, 2023
	(Audited)	(Audited)	(Audited)	(Unaudited)
Income				
Total Income	45,217	51,189	1,35,313	25,013
Total Expenditure	38,914	40,894	46,750	20,760
Profit/(Loss) before tax	6,303	10,295	88,563	4,253
Provision for Tax (including deferred tax)	1,636	1,985	16,513	347
Net Profit / (Loss) after Tax	4,667	8,310	72,050	3,905

Particulars	As at March 31, 2021	As at March 31, 2022	As at March 31, 2023	As at September 30, 2023
	(Audited)	(Audited)	(Audited)	(Unaudited)
Share Capital	3,51,617	3,51,617	3,56,012	3,62,150
Reserves & Surplus	3,41,260	3,50,181	6,55,041	7,46,242
Net Worth (Shareholders' Fund)	6,92,877	7,01,798	10,11,053	11,08,392
Borrowings	2,29,107	2,98,046	3,32,351	3,01,074
Other Liabilities	1,29,402	1,26,407	1,72,851	1,70,823
Total Liabilities and Equity	10,51,386	11,26,251	15,16,255	15,80,289
Loans & Investments	10,36,211	11,11,507	15,04,047	15,61,743
Cash & Bank Balances	2,527	208	214	4,681
Other Assets	12,648	14,536	11,994	13,865
Total Assets	10,51,386	11,26,251	15,16,255	15,80,289