



March 31, 2023

To,
Vistra ITCL (India) Limited
The IL&FS Financial Centre
Plot No. C-22, G Block, 7th Floor,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

Sub: Request for granting No Objection Certificate (“NOC”) in relation to the Scheme of Arrangement for amalgamation of Tata Capital Financial Services Limited and Tata Cleantech Capital Limited with Tata Capital Limited and their respective shareholders (“Scheme”)

Dear Sir/Madam,

We would like to inform you that Tata Capital Financial Services Limited (“TCFSL” / “Transferor Company 1”), Tata Cleantech Capital Limited (“TCCL” / “Transferor Company 2”) and Tata Capital Limited (“TCL” / “Transferee Company”) and their respective shareholders are proposing to enter into a Scheme of Arrangement (“Scheme”) for amalgamation of TCFSL and TCCL with TCL subject to sanction of the Scheme by the National Company Law Tribunal (“NCLT”) in accordance with Sections 230 to 232 read with Section 66 of the Companies Act, 2013. This has been approved by the Board of Directors of the respective companies and the same was communicated to you vide our email dated March 28, 2023.

(Transferor Company 1 and Transferor Company 2 are hereinafter collectively referred to as the “Transferor Companies”. Transferee Company together with the Transferor Companies are hereinafter collectively referred to as the “Companies”).

Pursuant to the Scheme, *inter alia*, the listed debentures issued by TCFSL (for which you act as the debenture trustee) will become listed debentures issued by TCL with same terms and conditions (including same rights, interests and benefits) as applicable to the Transferor Companies.

Regulation 59A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) read with the SEBI Circular SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/000000103 dated July 29, 2022, as amended from time to time (“SEBI Circular”) states that the Companies shall seek No-Objection Letter (“NOL”) from Stock Exchange(s) prior to filing of the Scheme with NCLT. Further, as a condition precedent to obtaining NOL from the Stock Exchange(s) for the Scheme, the Companies shall receive No Objection Certificate (“NOC”) from the debenture trustee(s) of the respective Companies and file with the Stock Exchange(s).

Further, the Companies shall take all the necessary approvals as required under Regulation 59A of SEBI LODR read with SEBI Circular.

In this regard, we request your good office to grant us NOC for the Scheme.

For Tata Capital Financial Services Limited

Sonali Punekar
Company Secretary

TATA CAPITAL FINANCIAL SERVICES LIMITED

Corporate Identity Number U67100MH2010PLC210201

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