



Dear **Debenture Holders**,

- We write to you to in reference to the listed, secured, non-convertible debentures (“**NCDs**”) issued by Tata Capital Financial Services Limited (“**Issuer**”) from time to time under various Debenture Trust Deeds (collectively referred to as “**Existing DTD**”) wherein you all are the Debenture holder/s (“**Existing Debenture Holder/s**”) as per the latest BENPOS for the respective issuances.
- In relation to the above, we have been informed that the Issuer has proposed to come up with a new issuance of non-convertible debentures aggregating Rs. 5000 crores (“**Proposed Issuance**”).
- Under the Proposed Issuance of Rs. 5000 crores, the Issuer proposes to create pari-passu charge over the same ‘Security’ which has been provided to the Existing Debenture Holders under the Existing Debenture Trust Deed.
- In this connection, please be informed that as per the requirement under the Existing DTD executed for the various NCD issuances, it is established that the Issuer shall not create any further encumbrance/s on the Security, except with the prior consent / NOC of the Debenture Trustee. In the event of such request by the Issuer, the Debenture Trustee is to provide its approval for creation of further charge, provided that the Issuer gives a certificate from a Chartered Accountant which suggests that even after creation of such further charge on the Security, the required Security cover shall continue to be maintained under the Existing DTD and there would not be any dilution in the Security provide to the Existing Debenture Holders.
- Accordingly, in compliance of the provision above, the Issuer has obtained and submitted to us a Chartered Accountant Certificate (as attached herewith for your perusal), which indicates that there would be no dilution of Security below the stipulated security cover under the Existing DTD and that the Issuer has maintained, and will continue to maintain the stipulated security cover under Existing DTD to secure the existing outstanding Debentures.
- In light of the above, considering the stipulated Security Cover as stated under the Existing DTD is maintained and there is no dilution of the Security as per the attached Chartered Accountant Certificate, while there is no specific requirement for Vistra to obtain ‘consent’ from the Existing Debenture Holders, prior to providing the NOC to the

Issuer for creation of pari-passu charge over the Security. However, irrespective of the same, as a matter of good practice and as a prudent trustee, we write to intimate you of receipt of the request from the Issuer for creation of pari-passu security to the extent of Rs. 5000 crores under the NCD issuance. Kindly note that this is for your instructions / objections, if any, within 5 working days.

- In case of any additional information required, please feel free to enquire us. We will assist you with the same and facilitate the response your queries from the Issuer

Thanks & Regards
Vistra ITCL (India) Limited | Trust Operations



July 20, 2022

S&P/CER/2022-23/10073/183

To,
Vistra ITCL (India) Limited

This certificate is issued in accordance with the terms of our arrangement with Vistra ITCL (India) Limited, having registered address The IL&FS Financial Centre, Plot C- 22, G Block, 7th Floor, Bandra Kurla Complex, Bandra (East), Mumbai 400051, vide engagement letter dated March 26, 2021 with reference to Appointment of SARDA & PAREEK LLP as the Chartered Accountant Firm for conducting due diligence of security provided by Tata Capital Financial Services Limited

Management's Responsibility

The accompanying Statement, including the creation and maintenance of all accounting and other records supporting its contents, is solely the responsibility of the Management of the Tata Capital Financial Services Limited (The "Company").

The Company's Management is also responsible for ensuring that the company complies with the requirements of Vistra ITCL (India) Limited.

Our Responsibility

It is our responsibility to certify on the Statement based on our examination of the matters in the Statement with reference to the books of account and other records of the Company for the period ended June 30, 2022, which has been subject to audit in pursuant to the requirements of the Companies Act, 2013.

We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. 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.

Opinion

On the basis of documents and records produced before us by the management of the Company, we hereby certify the Assets Cover for existing outstanding Secured Borrowings as on June 30, 2022 as follows:

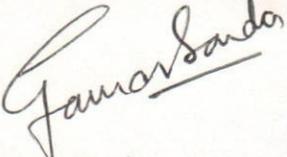
(Rs. In Crores)	
Particulars	Asset cover as on June 30, 2022
Total Outstanding Secured facilities (A)	38,190.45
Asset required to secure the above facilities (Based on individual margin stipulations)	41,343.12
The available asset as on June 30, 2022 (B)*	55,947.08
Surplus assets available for above facilities	14,603.96
Asset Coverage Ratio (B/A)	1.46 times

* Including Investments in the nature of Credit Substitutes at book value amounting to Rs. 2,592.41 Crores, Cash and Cash equivalents amounting to Rs. 258.72 Crores and Investments amounting to Rs. 350.00.

Restriction on Use

This certificate has been issued at the request of the Company, for submission to Vistra ITCL (India) Limited only. Our certificate should not to be used for any other purpose or by any person other than the addressees of this certificate. Accordingly, we do not accept or assume any liability or 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 save where expressly agreed by our prior consent in writing.

For **SARDA & PAREEK LLP**
Chartered Accountants
FRN No. 109262W/W100673


Gaurav Sarda
Partner
Membership No. 110208
Mumbai
UDIN - 22110208ANHOPU4090

