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TATA





# TATA

# THE FORCE BEHIND INDIA'S RISE












## ANNUAL REPORT 2024-25

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## Father of Indian Industry

> In a free enterprise, the community is not just another stakeholder in business, but is in fact the very purpose of its existence

*-Jamsetji Nusserwanji Tata*



# Remembering India's Ratan

## Padma Vibhushan
## Mr. Ratan N Tata

**28.12.1937 - 09.10.2024**

It was with a profound sense of loss that we bade farewell to Mr. Ratan Naval Tata, a truly uncommon leader whose immeasurable contributions had shaped not only the Tata Group but also the very fabric of our nation. For the Tata Group, Mr. Tata was more than a chairperson. He inspired by example. With an unwavering commitment to excellence, integrity, and innovation, the Tata Group under his stewardship expanded its global footprint while always remaining true to its moral compass.

Mr. Tata's dedication to philanthropy and the development of society touched the lives of millions. From education to healthcare, his initiatives left a deep-rooted mark that would benefit generations to come. Reinforcing all of this was Mr. Tata's genuine humility in every individual interaction.

His legacy continues to inspire us as we strive to uphold the principles he so passionately championed.



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# Leading with Trust - 150 Years and Counting



A legacy is not just built on ambition, it's strengthened with the spirit of workers, the needs of communities, and the hopes of a growing nation, bit by bit.

In 1912, when long hours were the global norm, Tata Steel introduced the eight-hour workday in India. Not to follow a trend, but to do what was fair. This quiet act of righteousness spoke of something deeper; a belief that business must begin with honoring and uplifting its own employees first. As you turn the pages ahead, you will discover more such stories of institutions built not just with steel and capital, but with courage, care, and a deep sense of purpose.

# About Us

Tata Capital Limited (“TCL”), a subsidiary of Tata Sons Private Limited, is operating as an Non-Banking Financial Company.

A trusted, customer-centric, one-stop financial solutions partner, Tata Capital and its subsidiaries (collectively referred to as “Tata Capital”) are engaged in lending and offering a wide array of services/products in the financial services sector.

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# Pillars built with Values



Long before India won its freedom, she found dignity in one man's vision, etched in marble, crowned in red, and open to all. At a time when colonial Bombay kept its grandest doors shut to Indians, Jamsetji Tata dreamt not just of a hotel, but of a haven, where every guest would be welcomed with grace, and equality. His purpose was rooted in a deep value to improve the quality of life for the communities we serve. When the Taj opened its doors in 1903, it was more than India's first luxury hotel. It was a quiet revolution, a bold declaration that Indians deserved the same global excellence they had been long denied.

Within its walls, history was made, freedom was debated, and generations found a sense of belonging. Even though, its form has evolved, from a wartime refuge to a cultural and historical icon - its founding spirit endures unchanged: a steadfast commitment to serve!

# Our Purpose and Purpose Pillars

A responsible financial partner fulfilling India's aspirations.

**Lead with Trust**
We respect and reinforce the trust that is placed in us. We are lenders the country can rely on.

**Better Together**
We actively collaborate with group companies, partners, employees, customers, and communities; their success is our success.

**Future Ready**
We innovate and leverage technology to anticipate, serve and shape future needs; setting the path for others to follow.

**Faster Forward**
We bring speed and simplicity, accelerating the pace at which the future becomes the present.

**Capital & More**
We serve the customer through the life cycle of needs. We are facilitators and counsellors who help customers achieve their dreams.

**Delivering Delight**
We go above and beyond to care and make people happy. We deliver smiles and delight in everything we do.

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# Care where it Counts most

Fundamental rights often come under strain due to population growth and economic challenges, and it is organizations with greater influence who have the ability to make a positive difference and help bring change to their country. Tata Trusts is one such entity, working quietly and relentless for over 100 years to uplift the underserved, reaching the farthest corners of India with support in education, healthcare, nutrition, and livelihoods. Their commitment goes beyond charity; it is nation-building with compassion at its core. One of their most enduring contributions has been in the fight against cancer, a disease that often strikes hardest where access is weakest.

This journey of care began in 1931, when Lady Meherbai Tata lost her life to leukaemia. In her honour, Sir Dorabji Tata established the Lady Tata Memorial Trust. A decade later, the Tata Memorial Hospital opened in Mumbai, not as a business venture, but as a public mission: to ensure no Indian faces cancer alone.

Today, that mission has grown into India's largest cancer care network. With over 70 centres planned across the country, the Tata Trusts are making quality cancer treatment accessible and affordable in metropolitan areas, smaller towns, and, most importantly, in underserved regions. This is not just infrastructure, it is empathy, institutionalised.



# Corporate Social Responsibility Initiatives

At Tata Capital, our purpose is to be a 'Responsible Financial Partner fulfilling India's Aspirations.' We uphold the Tata Group's values and consciously conduct business in a way that respects the social and environmental aspirations of the communities we serve.

Our CSR vision integrates social and environmental development into a unified strategy. Leveraging our nationwide presence, we focus on remote and underserved communities - deploying capital as a transformative force to empower individuals, uplift communities, and foster a sustainable future. Our initiatives are built on the principles of simplicity, synergy, scalability and sustainability, reflecting our core purpose. Each project is a step toward making opportunities truly accessible for all, while also protecting the environment.

To bring our commitment to life, we are proud to present our very first CSR Coffee Table Book - a collection of powerful stories of purpose, perseverance, trust and transformation.

Access the e-flip book on our website link ***here***.

## Mission

To enhance the well-being of the community, particularly marginalised social and economic groups, by creating a lasting, measurable, and positive influence through projects primarily focused on Climate Action, Healthcare and Education.

## Vision

To establish a collaborative and inclusive approach for social and environmental development initiatives, fostering shared value for the broader community, aligned with the core purpose of the Tata Group.

**Thematic Areas:** Climate Action | Healthcare | Education and Skill Development

**Key CSR programs of the Company are:**

**JalAadhar:** This integrated watershed management program aims to achieve water security in water-stressed communities by harvesting runoff, enhancing groundwater percolation, promoting efficient agricultural water use, and boosting community income through livelihood activities. Aligned with the United Nations' Sustainable Development Goal 6, it supports various Indian government schemes for groundwater recharge and improving access to water. Impact: In FY25, the program reached 200+ villages covering over 2.4+ lakh individuals, creating a harvesting capacity of 25,274 lakh litres in the states of Maharashtra, Rajasthan and Tamil Nadu. Cumulatively, the program has covered 330+ villages, treated 790+ waterbodies, and enabled 45,000 lakh litres of annual water harvesting. It has benefited 5.4 lakh+ individuals, brought 3,000 acres under micro-irrigation, raised groundwater levels by 5.5 meters on average, and increased farmer incomes by ~INR 30,000.

**The Green Switch:** The project is inspired by Sustainable Development Goal 7 and the Government of India's Power for All Scheme. The project provides energy security to unelectrified communities using a community partnership model. This decentralised, community-owned system supplies 24X7 power to households, streetlights, common areas, and community buildings. Impact: In FY25, a total of 1,249 homes with 7,479 individuals in 19 hamlets were connected to clean electricity for the first time through a decentralised solar off-grid system with a total installed capacity of 428.86 kWp. Since its inception, the project has electrified 99 hamlets across Maharashtra, Jharkhand, and Uttar Pradesh, installing 1.19 MWp of solar capacity. Over 4,800 households and 20,700+ individuals gained access to electricity for the first time. It has enabled an average annual income increase of ~INR 40,000 for entrepreneurs, trained 155+ local grid operators, and encouraged the purchase of 290+ solar pumps by farmers.

**Aarogyatara:** In alignment with the United Nations' Sustainable Development Goal 3, we are focused on eradicating curable blindness among the underserved and rural populations. The program screens for refractive errors and arranges eye surgeries and post-surgery care in partnership with local hospitals. Impact: In FY25, a total of 6.16+ lakh individuals were screened, 44,850 received vision-restoring surgeries. Till date, the program has screened 10.4 lakh individuals and supported 1.40+ lakh individuals with vision correction surgeries across Bihar, Tamil Nadu, Maharashtra, UP, Karnataka and Andhra Pradesh.

**Pankh Scholarships:** The program aligns with the United Nations' Sustainable Development Goal 4, which aims for quality education. Students can apply through an online portal or be recommended through our employees for enrollment in the selection process. The program enables youth from economically challenged backgrounds to access scholarships and, in some cases, mentorship for higher education. Impact: In FY25, the Pankh scholarship was extended to 12,000+ youth. Overall, the scholarships have been awarded to 25,000+ students till date.

In FY25, at a consolidated level, the company positively impacted 10.64 lakh individuals from underserved communities, enabling them to lead a dignified life and improve their lifestyle.

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# Solutions with a Human Lens

True innovation is not only measured by novelty, but by its ability to meaningfully serve human needs. From steel to software, the Group's most defining breakthroughs have been those that expanded access, uplifted lives, and answered the aspirations of a growing nation.

In 2008, when Tata Motors unveiled the Tata Nano, it wasn't just building the world's most affordable car, it was responding to the needs of millions of Indian families who relied on two-wheelers, often in challenging conditions.

The Nano was a bold idea powered by empathy, an attempt to rewrite the economics of mobility and bring dignity, safety, and aspiration within driving distance for many first-time car buyers. It wasn't about margins. it was about showing that innovation is most powerful when it is inclusive.



# Product Portfolio

As a one-stop financial services provider, Tata Capital caters to the diverse financial requirements of its retail and corporate customers with a comprehensive suite of product and service offerings:

- Business Loans
- Cleantech Finance
- Commercial and SME Finance
- Home Loans
- Loan Against Property
- Leasing Solutions
- Other Consumer Loans
- Personal Loans
- Private Equity
- Tata Corporate Cards
- Wealth Management Services/Products

Private Equity Advisory Services are offered by Tata Capital Limited. Private Equity Funds are registered with SEBI as Domestic Venture Capital Funds / Alternative Investment Funds. Home Loans are offered by Tata Capital Housing Finance Limited. Institutional Distribution is offered by Tata Securities Limited. All other products and services are offered by Tata Capital Limited. Corporate Credit Card is issued, operated and established by SBI Cards and Payments Services Private Limited and is marketed by Tata Capital Limited. All loan products and services are at the sole discretion of the respective entities.

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# Integrity in every Grain

Since its launch, Tata Salt has transcended the category of a basic kitchen commodity to become a powerful symbol of trust and national pride. It didn't just redefine standards of purity, it redefined what a brand could mean in the everyday lives of Indians. At its core, Tata Salt stood for something deeper: the belief that every Indian deserves quality in the most essential elements of life. The "Desh Ka Namak" campaign pays tribute to this belief. By tapping into cultural emotions and a deep sense of national identity, the brand built a purpose that extended far beyond the product, turning every pinch of salt into a symbol of loyalty, contribution, and shared values. This isn't just marketing, it's storytelling with soul, creating brand preference not through claims, but through authenticity, relevance, and a deep emotional connection with the nation.



# Tata Capital Brand

## Building a Strong, Aspirational Brand

Over the past year, Tata Capital has continued to strengthen its brand presence through a consistent and integrated media strategy that spans digital, social, and traditional platforms. This approach has helped maintain high visibility for the brand and helped and connect with diverse customer segments across India.

Tata Capital's partnership with Indian cricket star **Shubman Gill** as brand ambassador gave the brand a strong emotional connect, particularly among young and aspirational Indians. Campaigns like **"Mitaye Faasle"** positioned us as a trusted financial partner, helping people overcome constraints to achieve their dreams. These initiatives deepened Tata Capital's brand appeal amongst customers and intending customers. Tata Capital also won the coveted **'Best BFSI Brand'** at the **ET BFSI Awards** during the year.

Tata Capital also continued the association with the **Tata Women's Premier League (WPL)**. The **"Game Bolega"** campaign championed gender-neutral appreciation of cricket and launched a grassroots coaching scholarship to nurture future talent. These efforts reflected Tata Capital's belief in inclusion, empowerment, and purpose-driven storytelling.

To further engage with audiences, Tata Capital introduced innovative digital and social media-led campaigns such as **"Dinner Table Conversations"** and **"Ek Naya Nazariya"**. Other initiatives, such as **"Umeedon Ki Udaan"**- a powerful customer story series and the financial literacy campaign, **"Aapka ShubhChintak"**, helped educate consumers and build long-term trust.

Looking ahead, Tata Capital will continue to scale its brand by deepening digital engagement, following an always-on approach in media, leveraging the partnership with the brand ambassador, and using content-driven strategies to connect with the next generation of consumers.



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# Bytes of Progress, Built to Last

In a world that runs on connection, where every click, call, and cloud interaction depends on seamless digital flow, the networks behind the scenes matter more than ever. Tata has quietly built the very backbone of this connected world. At the heart of this global grid is Tata Communications. In a quiet control room, engineers oversee a vast web of undersea cables and terrestrial networks, invisible yet indispensable. Through this resilient digital infrastructure, nearly 30% of the world's internet routes are powered. And four out of every five mobile subscribers are connected through Tata's global network engineered with precision, scaled for the world, and delivered at the speed of light.



# Digital Platform and Analytics

## Driving Growth Through Digital Innovation

In a digital-first world, Tata Capital is embracing technology to deliver smarter, faster, and more convenient experiences for customers, while driving internal efficiency and business growth.

**1. Seamless Customer Journeys**
Tata Capital has blended advanced data-driven tools with our physical branch network to simplify the onboarding process. By using AI (artificial intelligence), Tata Capital can now pre-fill loan applications, verify customer identities and run underwriting checks in real-time. As of March 2025, **98% of our customers were onboarded through digital platforms**, demonstrating the success of our efforts.

**2. Smarter Underwriting and Debt Management**
Tata Capital's 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. AI-powered models and decision engines help make faster, and more accurate decisions. For debt management, Tata Capital has deployed a fully digital ecosystem that supports UPI, e-NACH, and predictive analytics to determine repayment behaviour. Location intelligence and geofencing tools support our on-ground teams, optimising recovery efforts and improving efficiency.

**3. Enhanced Customer Service**
Customer service has transformed to being increasingly digitally enabled over the years through platforms like our website, mobile app, WhatsApp, AI-powered chatbots, and voice systems. As of March 2025, **over 95% of service requests were enabled digitally,** with an impressive **83% digital service adoption rate**.
Tata Capital has also introduced multilingual support and a more user-friendly WhatsApp interface to ensure ease and accessibility for all users.

**4. Investing in Next-Gen Technology and AI**
Tata Capital has designed and deployed a refreshed and upgraded **Loan Origination System (LOS),** which automates the entire loan journey-from application to disbursement-and integrates seamlessly with our CRM and loan management systems. This enables faster decision-making and personalised service.
Tata Capital is also using **Generative AI** to automate email responses and power **TIA**, our intelligent chatbot. These tools enable faster and more personalised interactions, improving the overall customer experience.
Through partnerships with FinTechs and a robust API ecosystem, Tata Capital continually enhances its digital capabilities to deliver seamless, end-to-end experiences.

**5. Using Data to Power Decisions**
Data analytics is a key enabler of informed decision-making across businesses and functions. Our data science team has played a critical role in strengthening risk models, improving lead quality, and embedding actionable insights into day-to-day operations. Tata Capital will continue to invest in making data more accessible across the organisation and are laying the foundation to harness the full potential of AI and Generative AI across the lending lifecycle.

### Future-Ready, Customer-First

Tata Capital has built robust, scalable digital platforms that form the backbone of its distribution and service network. These platforms enhance accessibility, transparency, and customer trust. By combining AI-powered automation, real-time analytics, and secure cloud infrastructure, Tata Capital continues to deliver efficient service, smarter decision-making, and a future-ready technology stack.

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# Leadership Anchored in Purpose




In the early decades of India's industrial journey, when the nation was still finding its feet, the Tata Group was already shaping what leadership could mean. Not through power or position, but through principle. One of the finest expressions of this was Sir Nowroji Saklatvala. He began his career in a Tata mill, earning just ₹50 a month, and went on to become Chairman of the Group. His rise was not driven by ambition alone, but by an unwavering belief in people. In the early 1930s, amid a global depression, he introduced one of India's first profit-sharing schemes, a radical move for its time. To him, prosperity wasn't to be hoarded; it was to be shared. He wrote personally to employees, reminding them they were valued. He raised wages for the lowest-paid workers at Tata Steel, sending a quiet but powerful message: when a company grows, its people must grow too. When strikes, war, and economic headwinds tested the business, he responded not with force, but with presence and calmness. These were not just policy decisions, they were principles in action.

# Corporate Information

## TATA CAPITAL LIMITED

**Board of Directors**

Mr. Saurabh Agrawal – Chairman
Mr. Sujit Kumar Varma
Mr. Nagaraj Ijari
Dr. Punita Kumar Sinha
Mr. Ramanathan Viswanathan
Mr. Rajiv Sabharwal – Managing Director & CEO

**Chief Financial Officer**

Mr. Rakesh Bhatia

**Chief Legal and Compliance Officer & Company Secretary**

Ms. Sarita Kamath

**Joint Statutory Auditors**

MSKA & Associates
Chartered Accountants

M P Chitale & Co.
Chartered Accountants

**Registrar & Transfer Agents**

MUFG Intime India Private Limited
(*formerly Link Intime India Private Limited*)
C-101, Embassy 247, Lal Bahadur Shastri Marg,
Vikhroli (West), Mumbai - 400 083

+91 810 8114949

Kfin Technologies Limited
301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai - 400070, Maharashtra, India

+91 22 4617 0911

## TATA CAPITAL HOUSING FINANCE LIMITED

**Board of Directors**

Mr. Rajiv Sabharwal – Chairman
Mr. Mehernosh B. Kapadia
Ms. Malvika Sinha
Mr. Sujit Kumar Varma
Mr. Nagaraj Ijari
Mr. Sarosh Amaria – Managing Director

## TATA SECURITIES LIMITED

**Board of Directors**

Mr. Rajiv Sabharwal – Chairman
Mr. Avijit Bhattacharya
Ms. Abonty Banerjee

**Registered Office**

Tower A, 11th Floor, Peninsula Business Park,
Ganpatrao Kadam Marg, Lower Parel,
Mumbai - 400 013

+91 22 6606 9000

Corporate Identity Number:
U65990MH1991PLC060670

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# A Colossus in Numbers

Tata is not merely a name - it is a living phenomenon that has endured and evolved for 157 years. Spanning six continents and over 100 countries, and with a workforce of one million strong, the Tata Group embodies scale, substance, and soul in seamless harmony. Its presence may not always be visible, but its influence is quietly interwoven into the fabric of everyday India.

At $28 billion, the Tata brand stands as India's most valuable and most respected - proof that trust, once earned and sustained, becomes an asset beyond measure. Its $4 billion sustainability perception value further affirms a rare truth in business: that purpose and performance need not exist in conflict, but can rise together.

Yet beyond statistics and accolades lies Tata's deeper strength - the power to shape industries, to anchor progress in people, and to lead not with noise, but with intent. As India steps into a future that is digital, green, and global, Tata does not merely accompany the journey - it illuminates the path forward.



# Snapshot of numbers

Book size:
**₹2,21,950 Crore**

Retail +
SME Book: **85% +**

Profit After Tax:
**₹3,665 Crore**

Locations:
**1,496 Branches**

Customers:
**7 Million+**

Third-largest
diversified
NBFCs in India

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# Recognition Born from Responsibility

From global recognitions in ethics and sustainability to industry leadership awards, the Tata Group's excellence is rooted in purpose. Tata Capital continues this legacy with accolades that reflect trust, performance, and responsibility.



# Awards - 2024

Secured the 'Global Sustainability Award' in the 'Platinum Category' at the EEF's 14th Annual Global Sustainability Awards 2024

Recognised as a 'Great Place to Work for 2024' by Great Place to Work

Winner of the 'Best Innovation in Digital Lending' at the 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

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# Message from the Chairman



Dear Shareholders,

FY25 was a pivotal year for Tata Capital, and it gives me great pleasure to share my reflections on a year marked by strong financial performance, strategic transformation and consolidation, and significant progress toward our long-term vision. In an evolving macroeconomic and regulatory landscape, your Company remained steadfast in its commitment to sustainable growth, innovation, and stakeholder value creation. The merger of Tata Motors Finance Limited (TMFL) with Tata Capital, has enhanced our scale and capabilities, strengthening our leadership position in the industry. We are now poised to begin a dynamic new chapter, anchored by resilience, digital advancements, and the Tata ethos of trust and excellence.

This year, despite global volatility, Tata Capital navigated challenges with agility and emerged stronger. The macroeconomic backdrop for FY25 was shaped by an interplay of global and domestic factors. Globally, we saw economic activity moderating amid sustained inflationary pressures and ongoing geopolitical uncertainties. While advanced economies saw a gradual deceleration in growth, emerging markets remained resilient. The Indian economy showed robust momentum, with the National Statistical Office's (NSO) provisional estimates recording India's GDP growth to be 6.5% in FY25, ranking it among the highest globally. This growth was underpinned by strong private consumption, capital expenditure, and government-led infrastructure investments. Furthermore, the RBI has maintained a calibrated policy stance to anchor inflation to its targets and balancing economic growth. In February, the Reserve Bank of India announced its first rate cut in nearly five years, reducing rates by 25 basis points, clearly signalling intent to stimulate consumption and investment, while ensuring financial stability.

Financial services sector continues to remain a critical enabler, translating economic policy and infrastructure investments into real opportunities for businesses and individuals. With healthy credit growth, stable asset quality, and growing confidence in the system, FY25 has reinforced the sector's role as a catalyst for national development. The NBFC sector in India has remained resilient, buoyed by robust credit demand across segments. Boosted by strong fundamentals and an increasingly digital ecosystem, NBFCs continued to expand their footprint, particularly in underserved segments and markets. While tighter liquidity conditions and competition from banks posed challenges, being well-capitalized and digitally agile, your Company remained well-positioned to capture growth and maintain asset quality in a

dynamic environment. These conditions have provided a supportive backdrop for credit demand across sectors, enabling your Company to grow responsibly while navigating risk with agility.

I am happy to report that your Company delivered yet another strong set of results. The following figures reflect the consolidated performance, including the operations of the erstwhile TMFL after its merger with Tata Capital:

- Loan Book surpassed INR 2 Lakh Crore, reaching INR 2,21,950 Crore, up 41% YoY
- Net interest income, including fee income, rose to INR 13,036 Crore, up 62% YoY
- Profit after taxes grew to INR 3,665 Crore (INR 3,712 Crore excluding TMFL merger impact)
- Gross NPA and Net NPA were 1.9% and 0.8% respectively (excluding TMFL, these were 1.5% and 0.5%)
- Capital Adequacy Ratio stood at 16.9%, comfortably adhering to NBFC Scale Based Regulations

Speaking of your Company's subsidiary, Tata Capital Housing Finance Limited (TCHFL) continued to strengthen its position in the housing finance sector. In FY25, its Loan Book increased by 29% to INR 66,405 Crore; Net Interest Income including fee income rose by 26% to INR 2,834 Crore; and PAT increased by 31% to INR 1,499 Crore. Its Gross NPA and Net NPA ratios at 0.8% and 0.3%, amongst the lowest in the industry. Strategically, we expanded our physical presence, notably to Tier 2 cities and beyond, responding to rising demand for financial services. Complementing this physical growth, we significantly enhanced our digital platforms and analytics capability. Integrating physical presence, digital innovation, and targeted marketing, we expanded our customer base, improved service quality, grew our loan book, and enhanced operational efficiency. In line with our key focus areas, we will continue to scale our digital capabilities.

Maintaining disciplined margin management, we effectively navigated an evolving interest rate environment. Our diversified funding base provided stability and competitive borrowing costs. Advanced analytics and robust underwriting framework, ensured consistent, high quality asset origination. We continue to take a disciplined approach to preserve margins while supporting growth. As we navigated through an evolving interest rate environment, our diversified funding base ensured stability and flexibility, enabling us to manage our cost of borrowings. In addition, our robust credit underwriting framework – powered by advanced analytics and risk assessment tools – ensures high-quality asset origination across segments.

This year, we successfully raised US$ 400 million internationally, capitalizing on our BBB- rating, equivalent to India's sovereign rating. This helped diversify liabilities and maintain competitive borrowing costs.

Though the 'Tata Group' brand is widely recognised, strengthening Tata Capital's brand awareness and positioning remains critical. Over the past year our efforts have strengthened our brand, expanded market presence, and fostered deeper customer loyalty. True to Tata values, our CSR initiatives generated shared values and positively impacted underserved communities nationwide.

The TMFL merger has significantly strengthened our presence in vehicle financing, expanding our reach in commercial and passenger vehicle segments. Operational synergies from combined platforms strongly position us for sustained growth, ensuring resilience through credit cycles.

Looking ahead, India's economic outlook for FY26 remains optimistic, driven by monetary policy stimulus, investment cycle and robust economic fundamentals. The Government's increased capital expenditure and RBI's cumulative 100 bps rate cuts underline commitment to infrastructure investment and stimulating domestic consumption. This aligns closely with Tata Capital's aim of sustainable growth and inclusive economic progress. Furthermore, we have filed our draft offer document under the confidential route, in accordance with RBI guidelines for upper layer NBFCs. This will not only strengthen our capital base but also support our long-term strategic ambitions and growth trajectory.

With deep gratitude and optimism, I look forward to Tata Capital's promising future. I sincerely thank our customers, employees, shareholders, and partners for your unwavering trust and support. Your continued belief inspires us as we innovate, evolve, and create lasting sustainable value.

Warm Regards,
**Saurabh Agrawal**
*Chairman*

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# Message from the Managing Director & CEO



Dear Shareholders,

It is with immense pride and optimism that I present this Annual Report for the financial year ended March 31st, 2025, on behalf of the entire team at Tata Capital. This past year has been marked by both opportunities and challenges, and I am pleased to share the progress we have made in strengthening our foundation and pursuing sustainable growth.

India continues to be the fastest growing major economy globally and is set to surpass Japan to become the fourth-largest economy in the world. This growth has been driven by strong private consumption spurred by a rebound in rural demand, higher Government expenditure and the strength of the financial sector. As India marches towards its $5 trillion economy goal, aiming to become the third-largest economy in the world, the role of financial services sector gains even more prominence.

In this context, during the past year, Tata Capital has strengthened its leadership position amongst diversified NBFCs in India. The same has been achieved through significant expansion of our branch network as well as scale-up of our digital capabilities. I am also pleased to announce the successful completion of the merger of Tata Motors Finance Limited ('TMFL') with Tata Capital through the NCLT-approved scheme of arrangement. The NCLT approved the Scheme on May 1, 2025, with the Appointed Date of April 1, 2024. The scheme became effective from May 8, 2025.

The merger is expected to further strengthen our presence in the commercial vehicle and passenger car financing markets, positioning your Company as a leading full-stack vehicle financier. It shall also enable us to serve a broader customer base through an expanded distribution network.

I would like to take this opportunity to share highlights of our consolidated performance for the year ended March 31st, 2025. The figures given hereunder include the operations of erstwhile TMFL, which

merged with and into TCL from appointed date of April 1st, 2024. Hence the comparisons with previous periods will have to be looked into accordingly:

- Loan book stood at INR 2,21,950 Crore (INR 1,98,164 Crore excluding TMFL merger impact)
- Share of exposure to Retail + SME advances remained in excess of 85% of our overall loan book
- Net interest income including fee income, grew by 62% YoY to INR 13,036 Crore
- Credit cost for the year stood at 1.4% (0.9% excluding TMFL merger impact)
- Continued focus on asset quality with Gross NPA and Net NPA of 1.9% and 0.8% respectively as on March 31st, 2025 (1.5% and 0.5% excluding TMFL merger impact)
- Profit after taxes grew to INR 3,665 Crore (INR 3,712 Crore excluding TMFL merger impact)
- RoA & RoE were recorded at 1.8% and 12.6% respectively (2.1% and 14.2% excluding TMFL merger impact)

While the integration of TMFL into Tata Capital has had a near-term impact on our asset quality and profitability metrics, we remain confident in our ability to transform the erstwhile TMFL business into a sustainable and value-accretive franchise. As merger synergies begin to materialize, we expect a steady improvement in performance. Now let me highlight the key drivers that have underpinned our impressive performance this year:

**Tapping deeper markets**
We significantly accelerated our branch expansion during the year taking the total number to 1,143 from 867 at the beginning of the year - averaging five new branches per week, prior to the merger. This strategic push into deeper markets is set to gain momentum as TMFL's existing network shall help your Company expand its footprint and enhance our ability to deliver financial solutions across underserved and emerging geographies.

**Wider product offerings**
We retained our position as one of the most diversified NBFCs in India by continuously evolving our product suite to address emerging customer needs. During the year, we launched new car loans to cater to growing demand in the passenger vehicle segment. Furthermore, we continued to grow our newer offerings such as Education Loans (launched in FY24), Factoring (launched in FY23) and Microfinance loans (launched in FY22) – contributing to a broader and more resilient product mix.

**Diversified liability base**
Our well-diversified liability base supported by a strong long-term credit rating of AAA from CRISIL, ICRA, CARE and India Ratings-continues to support a stable and cost-effective funding base. Our international long-term credit rating of BBB- from S&P Global Ratings and Fitch Ratings, aligns with India's sovereign credit rating enhancing our global credit standing. We maintain a diversified borrowing mix, comprising both short- and long-term borrowings through bank loans, non-convertible debentures, sub-ordinated and perpetual debt, external commercial borrowings and commercial papers, resulting in a competitive cost of funds.

During the year, S&P Ratings revised its outlook on the long-term issuer credit rating on Tata Capital to positive from stable, reaffirming its 'BBB-/A-3' ratings. Further, we successfully raised $400 million through our maiden U.S. dollar-denominated bond issuance in January 2025 which was the first investment grade issuance from a Tata Group company at that time, attracting marquee global investors and further diversifying our funding base.

**Enhancing digital capabilities**
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 experience for our customers, employees as well as our partners, our digital platforms leverage latest technologies including ML/AI/GenAI driven automation, advanced data analytics and a secure and resilient systems architecture. This digital-first approach ensures efficient service delivery, strengthened decision making and operational excellence, positioning Tata Capital for sustained, technology-led growth.

**Focus on asset quality**

Our robust 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 advanced collection models which help monitor repayment behaviours and utilize predictive analytics to optimise our loan recovery efforts and enhance our collection efficiency.

**Brand awareness**

Our marketing and brand-building efforts have gained momentum during the year, resulting in stronger recall, increased market penetration, and deeper, more sustainable customer engagement. Through a vibrant presence on digital and social platforms, we continue to engage with younger audiences. Our association with Shubman Gill as our brand ambassador has amplified our outreach, supported by impactful brand campaigns such as 'Mitaye Faasle', 'Dinner Table Conversations' and 'Ek naya nazariya'. In addition, we remain sponsors of the Tata Women's Premier League, starting from its inaugural edition, and it remains a cornerstone of our brand visibility strategy.

**Looking ahead**

As we chart our path forward, we remain optimistic about the opportunities that lie ahead. With India's macroeconomic fundamentals staying strong and the financial services sector poised for growth, Tata Capital is well-positioned to play a key role in driving inclusive and sustainable financial access.

We have recently filed our draft offer document under the confidential route. This will strengthen our capital base and augment our long-term strategic ambitions. We are building a future-ready, digital-first, and customer-centric organization-one that is resilient through economic cycles and capable of delivering sustainable value over the long term. Our continued investments in innovation, risk management, and operational excellence give us the confidence to navigate the evolving landscape effectively.

We are confident that our strategic direction, coupled with the unwavering commitment of our team, will enable us to deliver consistent and sustainable value to all stakeholders. On behalf of the entire Tata Capital family, I would like to express my sincere gratitude to our shareholders for their continued support, to our valued customers for their trust, to our dedicated employees for their hard work and commitment, and to our regulators and Board for their constant guidance.

We look forward to the year ahead with renewed vigour and a sharp, purpose driven vision.

Yours sincerely,
**Rajiv Sabharwal**
*Managing Director & CEO*

# BOARD'S REPORT

**To the Members,**

The Board has pleasure in presenting the 34th Annual Report and the Audited Financial Statements for the Financial Year ("FY") ended March 31, 2025.

## 1. BACKGROUND

Tata Capital Limited ("Company" or "TCL" or "Tata Capital"), the flagship financial services company of the Tata Group, is a subsidiary of Tata Sons Private Limited. TCL is registered with the Reserve Bank of India ("RBI") as a Non-Banking Finance Company ("NBFC") - Investment and Credit Company and has been classified as an Upper Layer NBFC by the RBI under the Scale Based Regulations issued by RBI. TCL is primarily engaged in the lending business which comprises of Retail Finance, SME Finance and Corporate Finance.

- **Retail Finance:** The Company offers to salaried and self-employed individuals and owners of small businesses ("Retail Customers") a wide range of loans, such as 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.

- **SME Finance:** The Company offers supply chain finance, equipment finance and leasing solutions, cleantech and infrastructure finance and developer finance to businesses with latest available turnover of less than or equal to Rs. 2.5 billion ("SME Customers").

- **Corporate Finance:** The Company offers term loans, cleantech and infrastructure finance and developer finance to businesses with latest available turnover of more than Rs. 2.5 billion ("Corporate Customers").

In addition to the lending business, the Company is into 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 business, wherein the Company is 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, the Company is in the midst of raising Fund III for both these themes. In addition to these funds, the Company is 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. The Board of Directors has also approved the launch of another thematic fund, the Decarbonization Fund.

## 2. UPDATE ON SCHEME OF ARRANGEMENT

The Board of Directors of the Company at its meeting held on June 04, 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 ("Scheme"), under Sections 230 to 232 read with Section 52 and Section 66 and other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder.

The RBI and the Stock Exchanges (National Stock Exchange of India Limited and BSE Limited) 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 National Company Law

Tribunal ("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 01, 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 08, 2025. Accordingly, the Scheme has become effective on May 08, 2025 ("Effective Date") and TMFL has amalgamated with the Company from the Effective Date. As per the Scheme, the Appointed Date is April 01, 2024.

In view of the Scheme becoming effective and as per its terms:

(i) The entire business of TMFL including all the assets, liabilities and undertakings of TMFL stand transferred to and vested in TCL and TCL is carrying 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) 18,38,67,495 Equity shares of TCL were allotted 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 Report and the Fairness Opinion 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.

## 3. FINANCIAL RESULTS

**(Rs. in crore)**

| Particulars | Consolidated | | Standalone | |
|---|---|---|---|---|
| | FY 2024-25 | FY 2023-24 | FY 2024-25 | FY 2023-24 |
| **Gross Income** | 28,369.87 | 18,198.38 | 21,940.08 | 13,309.11 |
| Less: Finance Costs | 15,029.64 | 9,568.23 | 10,889.48 | 6,645.67 |
| **Net Interest Margin and Other Revenue** | **13,340.23** | **8,630.15** | **11,050.60** | **6,663.44** |
| Impairment on Financial Instruments / Investments | 2,805.67 | 602.35 | 3,071.63 | 748.45 |
| Employee Benefits Expense | 2,812.25 | 1,850.09 | 2,327.16 | 1,385.37 |
| Depreciation, Amortisation and Impairment | 390.02 | 287.50 | 340.42 | 243.67 |
| Other Expenses | 2,411.15 | 1,486.61 | 1,936.01 | 1,077.32 |
| **Profit Before Tax** | **4,921.14** | **4,403.60** | **3,375.38** | **3,208.63** |
| Less: Provision for Tax | 1,263.54 | 1,065.07 | 781.10 | 716.18 |
| **Profit After Tax** | **3,657.60** | **3,338.53** | **2,594.28** | **2,492.45** |
| Add: Share of Net Profit of Associates using the equity method | (2.58) | (11.57) | - | - |
| Less: Non - controlling interest | (9.64) | 176.75 | - | - |
| **Profit After Tax attributable to owners of the Company** | **3,664.66** | **3,150.21** | **2,594.28** | **2,492.45** |

(Rs. in crore)

| Particulars | Consolidated | | Standalone | |
|---|---|---|---|---|
| | FY 2024-25 | FY 2023-24 | FY 2024-25 | FY 2023-24 |
| Other comprehensive Income attributable to owners of the Company | (154.79) | 948.10 | (187.46) | 265.29 |
| **Total comprehensive Income attributable to owners of the Company** | **3,509.87** | **4,098.31** | **2,406.82** | **2,757.74** |
| Amount brought forward from previous year | 11,127.73 | 7,818.50 | 7,892.84 | 5,720.24 |
| Amount available for appropriation | 14,637.60 | 11,916.81 | 10,299.65 | 8,477.99 |
| **Less Appropriations:** | | | | |
| Special Reserve Account | (818.65) | (739.92) | (518.86) | (510.39) |
| Final Dividend on Equity Shares | (77.77) | (73.66) | (78.67) | (74.76) |
| Others | (151.58) | 24.50 | (169.25) | - |
| **Surplus carried to Balance Sheet** | **13,589.60** | **11,127.73** | **9,532.87** | **7,892.84** |

**Includes the financials of erstwhile Tata Motors Finance Limited merged into the Company.*

**Consolidated Results:**

Tata Capital's consolidated book size increased to Rs. 2,21,950.37 crore as at March 31, 2025 from Rs. 1,57,760.55 crore as at March 31, 2024.

During FY 2024-25, Tata Capital recorded consolidated Total Income of Rs. 28,369.87 crore as against Rs. 18,198.38 crore in FY 2023-24, an increase of about 55.89%. The Total Income comprised Income from financing activities of Rs. 27,392.70 crore (FY 2023-24: Rs. 17,378.10 crore), Investment Income of Rs. 1,513.53 crore (FY 2023-24: Rs. 1,228.17 crore) and Other Income of Rs. 434.24 crore (FY 2023-24: Rs. 337.04 crore).

The consolidated interest expense for the year was Rs. 15,029.64 crore (FY 2023-24: Rs. 9,568.23 crore), an increase of 57.08% which was primarily on account of merger of TMFL into TCL and higher cost of funds.

The Consolidated Net Interest Margin and Other Income for the year was Rs. 13,340.23 crore (FY 2023-24: Rs. 8,630.15 crore), an increase of 54.58% which was primarily on account of merger of TMFL into TCL, increase in book and higher other income.

Impairment on Investments and Financial Instruments increased to Rs. 2,803.49 crore in FY 2024-25 compared to Rs. 602.35 crore in FY 2023-24. The consolidated Gross Non-Performing Assets ("GNPA") showed increase from 1.47% in FY 2023-24 to 1.87% in FY 2024-25. The Net Non-Performing Assets ("NNPA") also increased from 0.38% in FY 2023-24 to 0.78% in FY 2024-25. Provision Coverage Ratio ("PCR") stood at 58.51% (FY 2023-24: 74.12%).

The Operating Expenses (including Employee costs, Depreciation and other expenses) increased by 54.95% as compared to FY 2023-24.

During the year, Tata Capital's Profit after Tax attributable to owners of the Company on a consolidated basis increased by about 16.33%, to Rs. 3,664.66 crore (FY 2023-24: Rs. 3,150.21 crore).

The consolidated Return on Assets ("RoA") for FY 2024-25 was 1.8% (FY 2023-24: 2.3%) while the Return on Equity ("RoE") was 12.6% (FY 2023-24: 15.5%). Excluding the impact of TMFL merger, RoA and RoE for FY 2024-25 stood at 2.1% and 14.2%, respectively.

**Standalone Results:**

During FY 2024-25, TCL recorded Gross Income of Rs. 21,940.08 crore (FY 2023-24: Rs. 13,309.11 crore). Profit after Tax during the year was Rs. 2,594.28 crore (FY 2023-24: Rs. 2,492.45 crore).

## 4. SHARE CAPITAL

The Authorised Share Capital of the Company is Rs. 140,00,00,00,000 (Rupees Fourteen Thousand crore) divided into 7,75,00,00,000 (Seven Hundred and Seventy-Five crore) Equity Shares of Rs. 10/- (Rupees Ten) each, 3,25,00,000 (Three crore Twenty-five lakh) Preference Shares of Rs.1,000/- (Rupees One Thousand) each and 3,00,00,00,000 (Three Hundred crore) Preference Shares of Rs.10/- (Rupees Ten) each. The paid-up Equity Share Capital of the Company was Rs. 37,99,92,72,500 as on March 31, 2025.

During the year under review, the Company has issued and allotted 5,35,20,102 Equity Shares on "Rights Basis" on March 21, 2025 at a price of Rs. 281 per share, including a premium of Rs. 271 per share.

Further, pursuant to the Scheme becoming effective from May 08, 2025, the Company has allotted 18,38,67,495 equity shares of Rs. 10 each to the shareholders of the Tata Motors Finance Limited ("the Amalgamating company") as consideration for the amalgamation.

During FY 2024-25, Cumulative Redeemable Preference Shares ("CRPS") aggregating to Rs. 464.87 crore were redeemed at par upon maturity. The paid-up Preference Share Capital as on March 31, 2025 was Rs. 330.52 crore. The details of CRPS redeemed are available at Page No. 404 of the Annual Report.

As per Indian Accounting Standards ("Ind AS"), CRPS have been classified and reported under subordinated liabilities in the Financial Statements.

## 5. DIVIDEND

**Dividend on Equity Shares:**

The Board of your Company recommend a final dividend of Re. 0.42 per Equity Share of Rs. 10 each for FY 2024-25, subject to the approval of the Members of the Company. The Board has recommended dividend based on the parameters laid down in the Dividend Distribution Policy of the Company.

**Dividend on Preference Shares:**

The Board of Directors of the Company on March 25, 2025 declared an Interim Dividend on the CRPS for the following tranches for the period April 01, 2024 to March 31, 2025, as under:

| Tranche(s)* | No. of CRPS | Dividend Rate (%) p.a. | Dividend Amount including TDS (In Rs.) |
|---|---|---|---|
| AF, AG, AH, AI, AJ, AK, AL, AM and AN | 22,08,100 | 7.50 | 16,56,07,500 |
| AB, AC and AD | 7,32,550 | 7.10 | 5,20,11,050 |
| AE | 3,64,500 | 7.75 | 2,82,48,750 |
| **Total** | | | **24,58,67,300** |

**Outstanding*

Since the Company has paid Dividend to the CRPS holders for the period April 01, 2024 to March 31, 2025, by way of an Interim Dividend, the Directors do not recommend any final dividend on the CRPS.

Further, consequent upon the exercise of Put Option by the Shareholders and owing to maturity, CRPS of the nominal value aggregating Rs. 464.87 crore were redeemed during the year and accordingly, Interim Dividend aggregating Rs. 11,94,29,967 (including TDS) was paid on these CRPS for the period from April 01, 2024 up to the date of redemption. The details of Interim Dividend paid on redemption are as under:

| Tranche(s) | Dividend Rate (%) | No. of CRPS | Redemption Date | Dividend Amount including TDS (In Rs.) |
|---|---|---|---|---|
| U | 7.50 | 6,04,500 | July 6, 2024 | 1,20,47,691 |
| V | 7.50 | 7,36,000 | July 11, 2024 | 1,54,26,560 |
| W | 7.50 | 6,69,500 | July 25, 2024 | 1,59,60,880 |
| X | 7.33 | 7,50,000 | July 27, 2024 | 1,77,75,000 |
| Y | 7.33 | 6,59,500 | August 03, 2024 | 1,65,53,450 |
| Z | 7.15 | 6,45,500 | September 14, 2024 | 2,11,14,306 |
| AA | 7.10 | 5,83,700 | September 28, 2024 | 2,05,52,080 |

## 6. REVIEW OF OPERATIONS OF THE COMPANY

TCL offers a range of financing products catering to a diverse set of customers with a focus on Retail Customers and SME Customers with a product suite of 25+ products. TCL's key lending products include Loan Against Property, Personal Loans, Business Loans, Two - Wheeler Loans, Car Loans, Commercial Vehicle Loans, Construction Equipment Loans, Loan Against Securities, Microfinance Loans, Education Loan, Supply Chain Finance, Equipment Finance, Leasing Solutions, Term Loans, Cleantech and Infrastructure Finance, Developer Finance etc.

All the verticals are supported by the respective product teams, which help these verticals in extending the right product mix to the customer. Further, a Syndication and Structured Finance team supports the SME and Corporate business verticals, with special focus on debt syndications and structured transactions.

As on March 31, 2025, TCL's closing portfolio grew by 41% and stood at Rs. 2,21,950 crore as against Rs. 1,57,761 crore in March 31, 2024 (Rs. 1,94,518 crore | 23% growth; excluding impact of TMFL merger). During FY 2024-25, disbursements registered a YoY growth of 36% and stood at Rs. 1,42,325 crore (Rs 1,28,189 crore | 22% growth; excluding impact of TMFL merger) up from disbursals of Rs. 1,05,244 crore in FY 2023-24 through the diverse customer centric product offerings (excluding ultra-short-term products).

Additionally, TCL offers insurance and credit card distribution, wealth advisory and private equity services. As at March 31, 2025, the Assets Under Management of the Wealth Management business was Rs. 6,521 crore compared to Rs. 5,020 crore as at March 31, 2024. Tata Cards, a white label credit card in partnership with SBI Cards and Payments Services Limited, has nearly 2.6 lakh cards in force as at March 31, 2025.

## 7. OVERVIEW OF SUBSIDIARIES AND ASSOCIATES

### 7.1 Structure of Business Operations at Tata Capital

The financial services sector in India, as also globally, is highly regulated. TCL and its subsidiaries are subject to regulations by authorities such as the RBI, the Securities and Exchange Board of India ("SEBI"), the National Housing Bank ("NHB"), the Monetary Authority of Singapore ("MAS"), the Association of Mutual Funds of India ("AMFI") and the Insurance Regulatory and Development Authority of India ("IRDA").

A detailed discussion on the TCL's subsidiaries and Private Equity Funds is set out in the below paras.

### 7.2 Review of Subsidiaries and Associates

#### 7.2.1 Subsidiaries:

As on March 31, 2025, the Company had the following subsidiaries, brief details of whose performance are given below:

**i) Tata Capital Housing Finance Limited ("TCHFL")**

TCHFL is a wholly-owned subsidiary of TCL and is registered as a Housing Finance Company with the NHB to carry on housing finance activities. TCHFL primarily offers Home Loans, Loans Against Property and Loans to Developers for constructing Residential and Commercial premises. TCHFL has been classified as a Middle Layer Non-Banking Financial Company ("NBFC-ML") by the RBI, as per Scale Based Regulations issued by RBI.

TCHFL's loan portfolio stood at Rs. 66,405 crore as on March 31, 2025 (Rs. 51,402 crore as on March 31, 2024). TCHFL's Profit Before Tax was Rs. 2,013 crore (FY 2023-24: Rs. 1,539 crore) and the Profit After Tax for the year increased by 31% to Rs. 1,499 crore (FY 2023-24: Rs. 1,148 crore).

TCHFL's Gross Income increased to Rs. 6,975 crore in FY 2024-25 from Rs. 5,189 crore in FY 2023-24, representing an increase of 34%. Interest expenses increased by 41% to Rs. 4,142 crore in FY 2024-25 from Rs. 2,935 crore in FY 2023-24.

In FY 2024-25, the Gross and Net NPA stood at 0.77% and 0.32% as compared to 0.95% and 0.40% in FY 2023-24, respectively.

**ii) Tata Securities Limited ("Tata Securities")**

Tata Securities is a wholly-owned subsidiary of TCL, currently engaged in the business of distribution of Mutual Fund units in the capacity of an AMFI registered distributor. Tata Securities is registered with BSE Limited as a member in the cash segment, Depository Participant with Central Depository Services (India) Limited and National Securities Depository Limited, as a Research Analyst with SEBI, registered with Pension Fund Regulatory and Development Authority ("PFRDA") to act as a POP (Point of Presence) for distribution and servicing of physical as well as online National Pension System ("NPS") accounts.

Tata Securities ventured into digital Wealth Business through the launch of Moneyfy application to distribute mutual funds and other financial and investment products to cater the millennial tech savvy population of India.

During the year under review, Tata Securities reported a Gross Income of Rs. 7 crore (FY 2023-24: Rs. 10 crore) and Loss of Rs. 7.48 crore (Loss for FY 2023-24: Rs. 13.82 crore).

**iii) Tata Capital Pte. Ltd. ("TCPL"), Singapore and its subsidiaries, viz. Tata Capital Advisors Pte. Ltd. ("TCAPL"), Singapore and Tata Capital Plc. ("TCPLC"), UK**

TCPL, a wholly-owned subsidiary of TCL, carries out the business of proprietary investments and fund management, either on its own or through its subsidiaries.

TCAPL, a wholly-owned subsidiary of TCPL, holds a Capital Markets Services ("CMS") license under the Securities and Futures Act of Singapore, issued by the MAS for conducting regulated fund management activities. TCAPL acts as an Investment Manager to the offshore Private Equity Funds set up by TCPL.

TCPLC, a wholly-owned subsidiary of TCPL had been, carrying on the regulated activity of providing advisory and fund-raising services. During FY 2022-23, TCPLC entered Members Voluntary liquidation as a solvent entity and was placed into formal liquidation on March 28, 2023 with final distribution paid to the shareholders i.e. Tata Capital Pte. Ltd. and Tata Capital Advisors Pte. Ltd. in December 2024. Strike off order from Registrar of Companies is awaited.

During the year under review, TCPL recorded a consolidated Gross Income of US$ 47 million i.e. Rs. 394 crore (FY 2023-24: US$ 16 million i.e. Rs. 136 crore). For FY 2024-25, Profit Before Tax was at US$ 19 million i.e. Rs. 162 crore (FY 2023-24: US$ 3 million i.e. Rs. 29 crore) and Profit After Tax was at US$ 19 million i.e. Rs. 161 crore (FY 2023-24: US$ 4 million i.e. Rs. 33 crore) [US$ amount translated at Rs. 84.5435, the annual average exchange rate for FY 2024-25].

**iv) Other Subsidiaries**

In addition to the above subsidiaries, the following entities are also treated as subsidiaries of the Company, as per the applicable Accounting Standards:

a. Tata Capital General Partners Limited Liability Partnership, a partnership formed in Singapore to act as a General Partner and manage the Tata Capital Growth Fund Limited Partnership.

b. Tata Capital Healthcare General Partners Limited Liability Partnership, a partnership formed in Singapore to act as a General Partner and manage the Tata Capital HBM Healthcare Fund I Limited Partnership.

c. Tata Opportunities General Partners Limited Liability Partnership, a partnership formed in Singapore to act as a General Partner and manage the Tata Opportunities Fund Limited Partnership.

d. Tata Capital Growth II General Partners Limited Liability Partnership, a partnership formed in Singapore to act as a General Partner and manage the Tata Capital Growth Fund II Limited Partnership.

e. Tata Capital Healthcare II General Partners Limited Liability Partnership, a partnership formed in Singapore to act as a General Partner and manage the Tata Capital Healthcare II (Feeder) Limited Partnership.

### 7.2.2 Associates / Subsidiaries:

As at March 31, 2025, the Company had, as per its Consolidated Financial Statements, total investments of Rs. 1,148.60 crore (FY 2023-24: Rs. 830.78 crore) in associate companies.

A separate statement, containing the salient features of the Financial Statements of the subsidiaries and associates of the Company, in accordance with the provisions of the Companies Act, 2013 and the applicable Accounting Standards, in the prescribed Form No. AOC-1, is included in the Annual Report at Page Nos.312 and 314.

## 7.3 Private Equity

### 7.3.1 Domestic Funds

The Company has set up six Private Equity Funds in India, viz. Tata Capital Growth Fund I, Tata Capital Growth Fund II, Tata Capital Healthcare Fund I, Tata Capital Healthcare Fund II, Tata Capital Innovations Fund and Tata Capital Special Situations Fund - Trust (collectively referred to as "Funds"). These Funds have been registered with SEBI as Venture Capital Funds / Alternative Investment Funds. The Company has sponsored these Funds and acts as their Investment Manager. The aggregate Assets Under Management of these Funds is Rs. 2,417 crore, as at March 31, 2025.

The performance of the above Funds is reviewed below:

**i) Tata Capital Growth Fund I ("TCGF I"), Tata Capital Growth Fund II ("TCGF II") and Tata Capital Growth Fund III ("TCGF III")**

TCGF I was set up with a mandate to make private equity growth capital investments in companies that have a significant portion of their operations in India. TCGF I's investment focus themes are Urbanisation, Discrete Manufacturing and Strategic Services. The Fund typically targets stakes in portfolio companies with Board representation and other significant shareholder rights. TCGF I has provided growth capital funding to industry leading companies, with an average deal size of approximately Rs. 40 crore. TCGF I declared its final close in February 2011, with commitments of Rs. 339 crore, of which, Rs. 253 crore was invested in six portfolio companies. TCGF I's commitment period ended on November 09, 2015. The term of the Fund was extended to September 30, 2024 with approval of TCGF I's Investor Advisory Board and requisite majority of Contributors.

As at March 31, 2025, the DPI (Distributed to Paid-in, including Distributions, to Paid in Capital) for Contributors was 5.5 times with Net IRR of 21%, possibly one of the better performing funds in its vintage. The Fund is in the process of winding down as all portfolio companies have been exited.

TCGF II is the successor fund to TCGF I. TCGF II declared its final close on January 15, 2021 and has commitments of Rs. 1,204 crore (includes commitments of US$ 118 million). The Company has committed Rs. 362.9 crore as Sponsor commitment to TCGF II. TCGF II has drawn down 76% of its commitments of which Rs. 806 crore was invested in 6 portfolio companies.

TCGF III, successor fund to TCGF II with a target size of US$ 300 million has received SEBI approval and will target a First close in FY 2026. The Company's commitment to TCGF III is 10% of TCGF III's fund size capped at Rs. 335 crore.

**ii) Tata Capital Healthcare Fund I ("TCHF I") and Tata Capital Healthcare Fund II ("TCHF II")**

TCHF I was set up to target long-term capital appreciation through private equity growth - capital investments in healthcare companies involved in pharmaceutical, contract research / manufacturing, hospital services, medical devices, diagnostic and other healthcare segments. TCHF I's investment strategy is predicated on high growth consumption and competency themes within the Indian healthcare sector, driven by increasing per capita disposable income, rising urbanisation, growing health awareness, increasing chronic and life-style oriented disease pattern and growth in domestic healthcare infrastructure. The Fund typically targets stakes in portfolio companies with Board representation and other significant shareholder rights. TCHF I has provided growth capital funding to companies with an average deal size of approximately Rs. 35 crore. TCHF I declared its final close in April 2012, with commitments of Rs. 319 crore, of which, Rs. 245 crore was invested in seven portfolio companies. TCHF I's commitment period ended on July 13, 2015. The term of the Fund was extended to June 30, 2024 with approval of TCHF I's Investor Advisory Board and requisite majority of Contributors.

As at March 31, 2025, the DPI (Distributed to Paid-in, including Distributions, to Paid in Capital) for Contributors was multiple is 1.80 times with Net IRR of 13%. The Fund has exited from 6 out of the 7 investments as of March 31, 2025.

TCHF II is the successor fund to TCHF I. TCHF II declared its final close on March 11, 2022 with investor commitments of Rs. 942 crore (includes commitments of US$ 53.25 million). The Company has committed Rs. 140 crore as Sponsor commitment to TCHF II.

As of March 31, 2025, TCHF II has drawn down 96% of commitments of which Rs. 822 crore is towards investing in 10 portfolio companies.

Since inception of TCHF II, the portfolio is valued at 1.4 times multiple of money and 20% gross IRR in INR terms.

During the year, the Company approved the launch of TCHF III, successor fund to TCHF II with a target size of US$ 300 million and has received SEBI approval. The Company's commitment to TCHF III is 10% of TCHF III's fund size capped at Rs. 300 crore.

**iii) Tata Capital Innovations Fund ("TCIF")**

TCIF is a sector agnostic venture capital fund set up to invest in early stage companies, offering technology based solutions for Indian as well as global markets. TCIF declared its final close in April 2012, with commitments of Rs. 287 crore, of which, Rs. 218 crore has been invested in 7 portfolio companies as at March 31, 2025. The term of the Fund was extended to December 31, 2024 with approval of the Fund's Investor Advisory Board and requisite majority of Contributors.

As at March 31, 2025, the TVPI multiple (Total Value, including Distributions, to Paid in Capital) of TCIF is 0.51 times.

**iv) Tata Capital Special Situations Fund ("TCSSF")**

TCSSF was set up to focus on investing in turnaround opportunities. Of the aggregate drawn amount of Rs. 265 crore, Rs. 222 crore was invested in 4 portfolio companies. TCSSF's commitment period ended on March 31, 2014 and the term of the fund was extended to September 04, 2024 with the approval of the Contributors. TCSSF declared its final close in November 13, 2013.

As at March 31, 2025, the TVPI multiple (Total Value, including Distributions, to Paid in Capital) of TCSSF is 1.16 times.

### 7.3.2 Overseas Funds

The Overseas Funds, viz. Tata Capital Growth Fund Limited Partnership ("TCGFLP"), Tata Capital Growth Fund II LP ("TCGFIILP"), Tata Capital HBM Healthcare Fund I Limited Partnership ("TCHHFLP"), Tata Capital Healthcare Fund II (Feeder) LP ("TCHFIILP") and Tata Opportunities Fund Limited Partnership ("TOF"), are based in Singapore.

The Company's step down subsidiary in Singapore, Tata Capital Advisors Pte. Ltd. is the Investment Manager for TCGFLP, TCGFIILP, TCHHFLP, TCHFIILP and TOF. Overseas Funds accept commitments only from overseas investors. The aggregate investor commitments raised by the Overseas Funds as at March 31, 2025 were US$ 888 million.

TCGFLP declared its final close in November 2011 with commitments of US$ 167 million, of which, approximately 86% has been drawn down and US$ 125 million has been invested in portfolio companies. During the year, TCGFLP sold its remaining shares in Tata Technologies Limited on the stock exchanges realizing gross proceeds of Rs. 1,990 crore (US$ 237 million). The sale proceeds have been distributed to its Limited Partners. With this sale all remaining investments have been exited. DPI and Net IRR were 3.14 times and 18.5% respectively.

TCGFIILP is a feeder fund to TCGF II. TCGFIILP declared its final close on January 15, 2021 with commitments of US$ 108 million.

TCHHFLP declared its final close in January 2016 with commitments of US$ 15 million, of which, approximately 99% has been drawn down and US$ 11 million has been invested in portfolio companies. TCHFIILP is a feeder fund to TCHF II and has declared its final close on March 11, 2022 with commitments of US$ 53 million.

TOF declared its final close in March 2013, with commitments of US$ 545 million, of which, over US$ 487 million (89%) has been drawn down as at March 31, 2024 and over US$ 386 million has been invested in portfolio companies.

The Company has a co-investment arrangement with TOF, whereby the Company has a commitment to co-invest the Indian Rupee equivalent of an amount of up to US$ 50 million alongside TOF, subject to regulatory restrictions.

The term of the Fund was extended to March 29, 2026, with approval of TOF's requisite majority of investors.

### 7.3.3 Other Investments

As at March 31, 2025, the Company had, as per its Consolidated Financial Statements, other investments of Rs. 8,717.79 crore (FY 2023-24: Rs. 7,902.02 crore) comprising equity shares, preference shares, venture capital funds, alternate investment funds, mutual funds, debentures, government securities and Treasury bills.

## 8. CONSOLIDATED FINANCIAL STATEMENTS

Pursuant to the provisions of Section 129(3) of the Act, the Consolidated Financial Statements of the Company are included in the Annual Report. A separate statement containing the salient features of the Financial Statements of its subsidiaries and associates in the prescribed Form No. AOC-1, is also included in the Annual Report at Page Nos. 312 and 314. The said Financial Statements are also available for inspection on the website of the Company at www.tatacapital.com under 'Investor Information & Financials' section.

## 9. FINANCE

During FY 2024-25, the Company met its funding requirements through a combination of Short Term debt (comprising Commercial Papers, Inter-Corporate Deposits ("ICDs") and Bank Loans) and Long Term debt (comprising Non-Convertible Debentures ("NCDs"), Bank Loans and External Commercial Borrowings ("ECBs")). During the year, the Company issued NCDs on a private placement basis of Rs. 10,462.00 crore. The aggregate debt of the Company outstanding as at March 31, 2025 was Rs. 1,47,337.92 crore, including CRPS of Rs. 330.52 crore which has been classified as borrowings as per Ind AS. Out of total borrowings, Rs. 57,344.18 crore is payable within one year. The Debt Equity ratio of the Company as at March 31, 2025 was 5.30 times.

The Company has been regular in repayment of its borrowings and payment of interest thereon.

On a consolidated basis, the Company had borrowings aggregating Rs. 2,08,414.93 crore as at March 31, 2025 (FY 2023-24: Rs. 1,48,185.29 crore), which includes CRPS of Rs. 330.52 crore (FY 2023-24: Rs. 795.39 crore).

## 10. CREDIT RATING

During the year under review, rating agencies reaffirmed / issued ratings to the Company, as under:

| Description | CRISIL Rating Limited | ICRA Limited | CARE Ratings Limited | India Rating |
|---|---|---|---|---|
| Non-Convertible Debentures | CRISIL AAA/Stable | [ICRA]AAA (Stable) | CARE AAA; Stable | IND AAA/Stable |
| Preference shares | CRISIL AAA/Stable | - | - | - |
| Commercial Paper | CRISIL A1+ | [ICRA]A1+ | - | IND A1+ |
| Total Bank Loan Facilities Rated - Long Term Rating | CRISIL AAA/Stable | - | - | - |
| Bank Loan | - | - | - | IND AAA/Stable |
| Long - term / Short - term - Fund based / Non - fund based | - | [ICRA]AAA(Stable)/ [ICRA]A1+ | - | - |
| Long Term Principal Protected Market Linked Debentures | CRISIL PPMLD AAA/Stable | - | - | - |
| Perpetual Bonds | CRISIL AA+/Stable | [ICRA]AA+ (Stable) | CARE AA+; Stable | - |
| Subordinated Debt | CRISIL AAA/Stable | [ICRA]AAA (Stable) | CARE AAA; Stable | - |
| Retail Bond | CRISIL AAA/Stable | [ICRA]AAA (Stable) | CARE 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-' to the Company. In August 2024, S&P revised its outlook on Tata Capital rating from stable to positive. The Outlook on the Fitch IDR is Stable.

## 11. RISK MANAGEMENT

Risk management forms an integral part as the Company is exposed to various risks related to its business and operating environment. Tata Capital has built a robust risk management framework across all its businesses and activities for managing internal and external risks.

The key objectives of the risk management framework are determined to:

- Develop a strong risk culture across the organization.
- Have risk management as an integral part of the organization's business strategy.
- Undertake businesses that are well understood and within acceptable risk appetite.
- Manage the risks proactively across the organization.
- Adopt best risk management practices with resultant shareholder value creation and increased stakeholder confidence.

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 there is a sound system of risk management and internal controls.

A comprehensive Enterprise Risk Management ("ERM") Framework and Policy has been adopted through which the internal and external risks arising out of macroeconomic factors, regulatory changes and geopolitical scenarios are monitored. The Company's ERM Framework and Policy uses defined Key Risk Indicators ("KRIs") based on quantitative and qualitative factors. A heat map, a two-dimensional quantitative data management tool has been implemented, 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 Risk, People Risk, Outsourcing Risk, Compliance and Governance Risk, Information Technology Risk, Business Continuity Risk, Cybersecurity Risk and Reputation Risk. These KRIs align with the strategic objectives and business developments.

A structured Internal Capital Adequacy Assessment Process ("ICAAP") is in place to enhance Board and Senior Management's ability to understand the existence of capital flexibility in line with the defined risk appetite. The ICAAP evaluates capital requirements under different stress scenarios.

Further, the 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. Testing is performed for each control confirming the adequacy and effectiveness of controls and highlighting material deficiencies or design ineffectiveness of controls, if any.

The Risk Management practices of the Company 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.

## 12. INTERNAL FINANCIAL CONTROL

The Management has laid down a set of standards, processes and structure which enables it to implement internal financial controls across the organization with reference to financial statements and such 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 ("COSO") and Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the 'Guidance Note').

During FY 2024-25, testing was conducted basis process walkthrough and review of samples as per documented controls in the Risk and Control matrix. Testing was done for each of the controls confirming the existence and operating effectiveness of controls over financial reporting. Review was performed on design, adequacy and operating effectiveness of the controls.

During the year under review, no material or serious observation has been observed for inefficiency or inadequacy of such controls.

## 13. INFORMATION TECHNOLOGY SUPPORT

The Company has continued to invest in cutting edge technologies to drive its core system modernization, digital and data initiatives. The Company has launched a seamless, next-level loan onboarding experience under the Single Loan Origination System ("LOS") initiative leveraging SalesForce and TCS Loan Processing Platform with a clear focus on improving efficiency, Turn Around Time and configurability within the retail origination system.

The Company has taken up several initiatives to leverage on Generative AI such as automation of email classification and response generation, enabling faster and more personalized customer interactions. Further, the Company's conversational bot, Tata Intelligent Assistant ("TIA"), also powered by Generative AI, provides voice and chatbot assistance with advanced conversational capabilities and multilingual support to deliver an enhanced and seamless customer experience.

The Company has upgraded its Asset Liability Management ("ALM") tool to an industry best solution from Surya Software which provides for a faster and automated data processing to consolidate from multiple sources systems and enables regulatory reporting for ALM in one single tool.

The Company continues to build additional integrations with FinTech partners to enhance its customer offerings through its comprehensive Application Programming Interface ("API") stack for end-to-end digital journey. This is in line with the Company's endeavour to deliver best in class customer experience and drive operational efficiencies across the eco-system.

## 14. DIGITAL PLATFORMS & ANALYTICS

### Driving Growth Through Digital Innovation

In a digital-first world, Tata Capital is embracing technology to deliver smarter, faster, and more convenient experiences for customers - while driving internal efficiency and business growth.

### 1. Seamless Customer Journeys

Tata Capital has blended advanced data-driven tools with our physical branch network to simplify the onboarding process. By using AI, Tata Capital can now pre-fill loan applications, verify customer identities and run underwriting checks in real-time. As of March 2025, 98% of our customers were onboarded through digital channels, demonstrating the success of our efforts.

### 2. Smarter Underwriting and Debt Management

Tata Capital's underwriting platforms integrate data from multiple sources including credit bureaus, external partners and account aggregators - to evaluate creditworthiness quickly and accurately. AI-powered models and decision engines help make faster, and more accurate decisions.

For debt management, Tata Capital has deployed a fully digital ecosystem that supports UPI, e-NACH, and predictive analytics to determine repayment behaviour. Location intelligence and geo-fencing tools support the on-ground teams, optimizing recovery efforts and improving efficiency.

### 3. Enhanced Customer Service

Customer service has transformed to being increasingly digitally enabled over the years through platforms like our website, mobile app, WhatsApp, AI-powered chatbots, and voice systems. As of March 2025, over 95% of service requests were enabled digitally, with an impressive 83% digital adoption rate. Tata Capital has also introduced multilingual support and a more user-friendly WhatsApp interface to ensure ease and accessibility for all users.

### 4. Investing in Next-Gen Technology and AI

Tata Capital has designed and deployed a refreshed and upgraded LOS, which automates the entire loan journey—from application to disbursement—and integrates seamlessly with our CRM and loan management systems. This allows for faster decision-making and personalized service.

Tata Capital is also using Generative AI to automate email responses and power TIA, its intelligent, multilingual chatbot. These tools enable faster and more personalized interactions, improving overall customer experience.

Through partnerships with FinTechs and a robust APIs ecosystem, Tata Capital is continuously enhancing its digital capabilities to deliver seamless end-to-end experiences.

### 5. Using Data to Power Decisions

Data analytics is a key enabler of informed decision-making across core functions such as Sales, Risk, Finance, Debt Management, Human Resources, and Internal Audit. The data science team has played a critical role in strengthening risk models, improving lead quality, and embedding actionable insights into day-to-day operations. Tata Capital will continue to invest in making data more accessible across the organization and are laying the foundation to harness the full potential of AI and Generative AI across the lending lifecycle.

**Future-Ready, Customer-First**

Tata Capital has built robust, scalable digital platforms that form the backbone of its distribution and service network. These platforms enhance accessibility, transparency, and customer trust. By combining AI-powered automation, real-time analytics, and secure cloud infrastructure, Tata Capital continues to deliver efficient service, smarter decision-making, and a future-ready technology stack.

## 15. TATA CAPITAL JOURNEY OF EXCELLENCE

Tata Capital continues to enhance its capabilities and processes in keeping with market and regulatory changes, using the framework of the Tata Business Excellence Model (“TBEM”) (based on Baldridge Criteria, USA), which covers aspects of Leadership and Governance, Strategic Planning, Customer Focus, Measurement, Analysis and Knowledge Management, Workforce Focus and Operations Focus.

Tata Capital has implemented many improvement initiatives involving people, process, digitization and technology over the last few years. These include process simplification, re-engineering and automation for improving Tata Capital’s operational focus in order to enhance customer satisfaction and improve internal efficiencies with an objective to gain a competitive advantage. One of the key initiatives launched in FY 2024-25 was Leadership Development Program (“LDP”) in partnership with Tata Management Training Centre (“TMTC”) in seven focus areas which are of importance to the Company. The faculties were drawn in from various reputed academic international and national institutes and also from Industry. 410 Leaders from senior management to mid management participated in the same.

Many practices of Tata Capital have been recognized as Tata Group wide best practices consistently over the last several years.

## 16. THE TATA CAPITAL BRAND

Over the past year, Tata Capital has continued to strengthen its brand presence through a consistent and integrated media strategy that spans digital, social, and traditional platforms. This approach has helped maintain high visibility for the brand and helped connect with diverse customer segments across India.

Tata Capital's partnership with Indian cricket star **Shubman Gill** as brand ambassador gave the brand a strong emotional connect, particularly among young and aspirational Indians. Campaigns like **"Mitaye Faasle"** positioned us as a trusted financial partner helping people overcome constraints to achieve their dreams. These initiatives deepened Tata Capital's brand appeal amongst customers and intending customers. Tata Capital also won the coveted **'Best BFSI Brand'** at the **ET BFSI Awards** during the year.

Tata Capital also continued the association with the **Tata Women's Premier League ("WPL")**. The **"Game Bolega"** campaign championed gender-neutral appreciation of cricket and launched a grassroots coaching scholarship to nurture future talent. These efforts reflected Tata Capital's belief in inclusion, empowerment, and purpose-driven storytelling.

To further engage with audiences, Tata Capital introduced innovative digital and social media led campaigns such as **"Dinner Table Conversations"** and **"Ek Naya Nazariya"** . Other initiatives such as **"Umeedon Ki Udaan"** - a powerful customer story series and the financial literacy campaign, **"Aapka Shubhchintak"**, helped educate consumers and build long-term trust.

Looking ahead, Tata Capital will continue to scale its brand by deepening digital engagement, following an always-on approach in media, leveraging the partnership with the brand ambassador, and using content-driven strategies to connect with the next generation of consumers.

## 17. CORPORATE SOCIAL RESPONSIBILITY ("CSR")

Tata Capital's purpose is to be a "Responsible Financial Partner fulfilling India's Aspirations". The Company has always upheld the Tata Group values while conducting business consciously to respect social and environmental aspirations of the communities we serve.

The Company is committed to fostering a culture of equality, respect, and inclusiveness for all sections of society, including the disadvantaged communities. Driven by a strong dedication to national development, it implements focused and strategic programs aimed at addressing social and environmental challenges that impact the lives of society's most vulnerable groups.

CSR Purpose:

Tata Capital adopts a stakeholder-participation approach in its CSR projects, involving target groups whose well-being is crucial for national progress and development.

The Company's CSR vision is to establish a collaborative and inclusive approach for social and environmental development initiatives, fostering shared value for the broader community, aligned with the core purpose of the Tata Group.

The Company's CSR mission is to enhance the well-being of the community, with a special focus on marginalized social and economic groups, by creating a lasting, measurable, and positive impact through initiatives centred on *Climate Action, Healthcare, and Education & Skill Development*. Additionally, the Company is committed to inspiring its employees, partners, and customers to actively engage in and support social and environmental cause.

CSR Policy, Budget, and Key Programmes

The CSR policy of the Company is available on the Company's website https://www.tatacapital.com/content/dam/tata-capital/pdf/tcl/TCL-CSR%20Policy.pdf

During FY 2024-25, TCL had budgeted an aggregate amount of Rs. 5,875 lakh on CSR programs covered under Schedule VII of the Act read with the Companies (CSR Policy) Rules, 2014.

The budget was spent towards programmes covered under Schedule VII to the Act, as recommended by the CSR Committee of the Board and approved by the Board of Directors of the Company. The Annual Report on CSR activities is annexed herewith as Annexure 'A'.

Additionally, pursuant to the merger of TMFL into the Company, the unspent CSR amount of Rs. 54.04 lakh for FY 2023-24 and Rs. 3.23 lakh for FY 2024-25, in the respective unspent accounts, pertaining to TMFL, which is earmarked towards ongoing Healthcare Projects is being carried forward by the Company. The Company will ensure to spend this unspent amount in accordance with the provisions of the Act read with the Companies (CSR Policy) Rules, 2014.

The project implementation follows a robust process including but not limited to selection of technically sound NGOs, project planning as per baseline assessment, milestone-based implementation with community partnership, monitoring and evaluation mechanisms to integrate sustainability principles for a smooth exit. This assures the desired impact and outcomes while also ensuring community ownership, resilience and self-sustenance through the project.

Key CSR programmes of the Company are:

- **JalAadhar -**

  The aim of the programme is to attain water security in water-stressed communities / locations through the three models i.e. *Integrated Watershed Development, Waterbody Rejuvenation and Water Access*. The programme aims to harvest runoff water to increase its percolation into groundwater, encourage judicious use of water within agricultural practices and increases community income through livelihood generation activities. The project is in alignment to Sustainable Development Goal 6 and augments the work of various Government of India schemes impacting groundwater recharge and access to water. In FY 2024-25, cumulatively, the project has reached 200+ villages covering 2.4+ lakh individuals creating water harvesting capacity of 25,274 lakh litres in 3 states of Maharashtra, Rajasthan and Tamil Nadu.

- **The Green Switch -**

  The Green Switch project is designed to provide energy security to unelectrified / dark communities using a solar micro off-grid model that powers the community 24X7. The project was inspired by SDG7 and Power for All scheme. The solar off-grid plant works on a decentralised community ownership model connecting each household through a proper transmission and distribution line with electric meters while also connecting streetlights, common areas and community buildings. In FY 2024-25, 1249 homes with 7,479 individuals across 19 hamlets were connected to clean electricity for the first time with a total installed capacity of 428.86 kWp system.

- **Aarogyatara -**

  As part of its healthcare initiatives, and in alignment with Tata Group and Tata Trust efforts in cancer care, the Company places a strong focus on eliminating curable blindness among underserved and rural communities in Bihar, Tamil Nadu, Uttar Pradesh, Karnataka, Andhra Pradesh, and Maharashtra. Through screening camps in project areas, the program identifies refractive errors and facilitates corrective measures - such as providing spectacles, performing surgeries, and offering post-operative care-in collaboration with partner hospitals. Aligned with Sustainable Development Goal 3, the initiative seeks to restore vision, enabling individuals to lead dignified, financially independent lives. In FY 2024-25 alone, over 6.16 lakh individuals were screened for eye conditions, and more than 44,850 underwent vision-restoring surgeries.

- **Pankh Scholarships -**

  The Pankh Scholarship Program was established to offer mentoring and financial support to academically promising youth from economically disadvantaged backgrounds, including those from Affirmative Action communities, in alignment with Sustainable Development Goal 4. Students can apply through an online portal or be nominated by Company employees to enter the selection process. In FY 2024-25, scholarships were awarded to 12,195 deserving students.

In FY 2024-25, the Company positively impacted over 10.64 lakh individuals from underserved communities at the consolidated level, enabling them to lead more dignified and improved lives. At the entity level, over 6.70 lakh individuals benefited from the Company's initiatives.

## 18. COMPLIANCE

The Company has obtained a Certificate of Registration (dated August 02, 2024) as an NBFC – Investment Credit Company ("ICC") from the RBI. The RBI *vide* its notification dated October 22, 2021, introduced an integrated regulatory framework for NBFCs under Scale Based Regulation ("SBR"): A Revised Regulatory Framework for NBFCs. Under SBR, NBFCs are divided into four layers *viz*., top layer, upper layer, middle layer and base layer based on the size, activity, and perceived riskiness. TCL has been classified as an Upper Layer NBFC by the RBI *vide* its notification dated January 16, 2025.

The Company has complied with and continues to comply with all applicable laws, rules, circulars and regulations, including the Master Direction – Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023, as amended from time to time.

Recognizing compliance as a critical pillar of corporate governance, the Company has established a robust compliance framework as part of which the Company has a Board-approved Compliance Policy, implements compliance testing mechanisms to assess adherence to regulatory guidelines, and has a structured self-certification process. Additionally, the Company has developed Key Compliance Indicators ("KCIs") to proactively monitor and signal potential compliance risks across business functions.

With respect to provisioning of Non-Performing Assets, the Company follows stricter norms than those prescribed by RBI. The Capital to Risk Assets Ratio ("CRAR") of the Company is 16.91% as on March 31, 2025, which is higher than the prescribed minimum of 15%.

The NCDs issued by the Company are listed on the National Stock Exchange of India Limited ("NSE") and / or BSE Limited ("BSE"). The Company has been classified as High Value Debt Listed Entity in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Accordingly, the Company has complied with and continues to comply with SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and SEBI Listing Regulations, as amended from time to time.

## 19. DEPOSITS

The Company did not hold any public deposits at the beginning of the year nor has it accepted any public deposits during the year under review.

## 20. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Company being a Non-Banking Financial Company, pursuant to Section 186(11) of the Act, the provisions pertaining to loans made, guarantees given, security provided or investment made are not applicable to the Company.

## 21. DIRECTORS

### a. Appointments:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors approved the appointment of:

(a) Mr. Nagaraj Ijari (DIN: 09390579) as an Additional Director and Independent Director of the Company for an initial term of five years with effect from April 01, 2024, subject to approval of the Members of the Company.

(b) Dr. Punita Kumar Sinha (DIN: 05229262) as an Additional Director and Independent Director of the Company for an initial term of five years with effect from January 20, 2025, subject to approval of the Members of the Company.

(c) Mr. Ramanathan Viswanathan (DIN: 08289691) as an Additional Director and Independent Director of the Company for an initial term of five years with effect from March 27, 2025, subject to approval of the Members of the Company.

The Members of the Company have by means of Special Resolution passed on May 26, 2024 and March 02, 2025 vide Postal Ballot, approved the appointment of Mr. Ijari and Dr. Sinha, as Independent Directors of the Company, respectively. A Special Resolution seeking Members approval for appointment of Mr. Viswanathan as an Independent Director of the Company is being sought through Postal Ballot for which remote e-voting period commenced from May 24, 2025 and will end on June 22, 2025.

### b. Cessation:

(a) Mr. Mathew Cyriac (DIN: 01903606) and Mr. V. S. Radhakrishnan (DIN: 08064705) resigned as Independent Directors of the Company, with effect from May 07, 2024 and December 30, 2024, respectively, due to pre-occupation and other personal commitments.

(b) Mr. Farokh N. Subedar (DIN: 00028428) resigned as a Non-Executive Director of the Company, with effect from March 11, 2025, as his term as per the Company's policy was coming to an end shortly.

(c) Ms. Varsha Purandare (DIN: 05288076) ceased to be an Independent Director of the Company with effect from the end of day on March 31, 2025, pursuant to completion of her term of appointment.

(d) Ms. Aarthi Subramanian (DIN: 07121802) resigned as a Non-Executive Director of the Company, with effect from April 30, 2025 consequent upon her joining Tata Consultancy Services Limited as Chief Operating Officer with effect from May 01, 2025.

There are no other material reasons for resignation of the Directors other than those provided above. The Board place on record their appreciation for the invaluable contribution and the guidance rendered by Mr. Mathew, Mr. Radhakrishnan, Mr. Subedar, Ms. Purandare and Ms. Subramanian, during their tenure as Directors of the Company.

### c. Director liable to retire by rotation:

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Saurabh Agrawal (DIN: 02144558), Non-Executive Director, is liable to retire by rotation at the ensuing Annual General Meeting ("AGM") and is eligible for re-appointment. The Members of the Company may refer to the accompanying Notice of the AGM for the brief resume of Mr. Agrawal.

Pursuant to the 'Fit and Proper' Policy adopted by the Company under the RBI Directions for NBFCs, the Company has received the 'Fit and Proper' declaration from Mr. Agrawal for his re-appointment, as a Director of the Company which has been taken on record by the Nomination and Remuneration Committee.

**d. Declaration by Independent Directors:**

The Company has received declarations from the Independent Directors, viz. Mr. Sujit Kumar Varma (DIN: 09075212), Mr. Nagaraj Ijari (DIN: 09390579), Dr. Punita Kumar Sinha (DIN: 05229262) and Mr. Ramanathan Viswanathan (DIN: 08289691) stating that they meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 62B(1)(b) read with Regulation 16(1)(b) of SEBI Listing Regulations. In terms of the SEBI Listing Regulations, they have also confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise and that they hold the highest standards of integrity. In terms of Section 150 of the Act read with the Companies (Appointment & Qualification of Directors) Rules, 2014, the Independent Directors of the Company have registered themselves with the data bank of Independent Directors created and maintained by the Indian Institute of Corporate Affairs, Manesar.

## 22. NUMBER OF MEETINGS OF THE BOARD

Ten (10) meetings of the Board were held during the year. For details of meetings of the Board, please refer to the Corporate Governance Report, which forms part of this Annual Report.

## 23. EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to the provisions of the Act and SEBI Listing Regulations, the Board has carried out an annual evaluation of its own performance and of the individual Directors as well as an evaluation of the working of all the Committees of the Board. The Board of Directors was assisted by the Nomination and Remuneration Committee ("NRC"). The performance evaluation was carried out by seeking inputs from all the Directors / Members of the Committees, as the case may be.

The Board of the Company followed the criteria as specified in the Guidance Note on the Board Evaluation issued by SEBI for evaluating the performance of the Board as a whole, Committees of the Board, Individual Directors and the Chairman. The criteria for evaluation of the Board as a whole, *inter alia*, covered parameters such as Structure of the Board, Meetings of the Board, Functions of the Board and Board & Management. The criteria for evaluation of Individual Directors covered parameters such as knowledge and competency, fulfillment of functions, ability to function as a team, etc. The criteria for evaluation of the Board Committees covered areas related to mandate and composition, effectiveness of the committee, structure of the committee and meetings, etc.

The feedback of the Independent Directors on their review of the performance of Non-Independent Directors and the Board as a whole, the performance of the Chairman of the Company and the assessment of the quality, quantity and timeliness of flow of information between the Company, the Management and the Board was taken into consideration by the Board in carrying out the performance evaluation.

## 24. POLICY ON APPOINTMENT OF DIRECTORS AND REMUNERATION POLICY OF THE COMPANY

The NRC develops the competency requirements of the Board based on the industry and the strategy of the Company, conducts a gap analysis and recommends the reconstitution of the Board, as and when required. It also recommends to the Board, the appointment of Directors having good personal and professional reputation and conducts reference checks and due diligence of all Directors before recommending them to the Board. Besides the above, the NRC ensures that the new Directors are familiarized with the operations of the Company and endeavors to provide relevant training to the Directors.

In accordance with the provisions of Section 178 of the Act, the Board of Directors have adopted a Policy on Board Diversity and Director Attributes and a Remuneration Policy.

The Policy on Board Diversity and Director Attributes has been framed to encourage diversity of thought, experience, knowledge, perspective, age and gender in the Board and to have in place, a transparent Board nomination process.

The Remuneration Policy for Directors, Key Managerial Personnel ("KMP") and all other employees is aligned to the philosophy on the commitment of fostering a culture of leadership with trust.

The Remuneration Policy aims to ensure that the level and composition of the remuneration of the Directors, KMP and all other employees is reasonable and sufficient to attract, retain and motivate them to successfully run the Company.

Salient features of the Remuneration Policy, *inter alia*, includes:

- Remuneration in the form of Sitting Fees and Commission to be paid to Independent Directors and Non-Independent Non-Executive Directors, in accordance with the provisions of the Act and as recommended by the NRC;

- Remuneration to Managing Director / Executive Directors / KMP and all other employees is reasonable and sufficient to attract, retain and motivate them to run the Company successfully and retain talented and qualified individuals suitable for their roles, in accordance with the defined terms of remuneration mix or composition; and

- No remuneration would be payable to Directors for services rendered in any other capacity unless the services are of a professional nature and the NRC is of the opinion that the Director possesses requisite qualification for the practice of the profession and approval of the Central Government has been received, if required, for paying the same.

The Company has also adopted a 'Fit and Proper' Policy for ascertaining the 'fit and proper' criteria to be adopted at the time of appointment of directors and on a continuing basis, pursuant to the RBI Directions for NBFCs. The Company has received the 'Fit and Proper' declarations from all the Directors of the Company in April 2025, which have been taken on record by the NRC.

Further, pursuant to the Guidelines on Compensation of KMP and Senior Management in NBFCs issued by the RBI on April 29, 2022, the Company has adopted a Compensation Policy for KMP and Senior Management consisting of (a) constitution of Nomination and Remuneration Committee; (b) principles for fixed / variable pay structures; and (c) malus / clawback provisions.

The Policy on Board Diversity and Director Attributes, Fit and Proper Policy, Remuneration Policy and Compensation Policy for KMP and Senior Management of the Company are made available on the Company's website, www.tatacapital.com.

## 25. KEY MANAGERIAL PERSONNEL ("KMP")

Mr. Rajiv Sabharwal, Managing Director & CEO, Mr. Rakesh Bhatia, Chief Financial Officer and Ms. Sarita Kamath, Chief Legal and Compliance Officer & Company Secretary, are the KMPs of the Company.

## 26. DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory and Secretarial Auditors, including audit of internal financial controls over financial reporting by the Statutory Auditors and the reviews performed by the Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2024-25.

Accordingly, pursuant to Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that:

a) in the preparation of the annual accounts for FY 2024-25, Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules, 2015, as amended by the Companies (Indian Accounting Standards) Rules, 2016, notified under Section 133 of the Act, other relevant provisions of the Act, guidelines issued by Regulators as applicable to an NBFC and other accounting principles generally accepted in India have been followed and that there are no material departures therefrom;

b) they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profits and cash flows of the Company for the year;

c) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) they had prepared the annual accounts on a going concern basis;

e) they had laid down internal financial controls to be followed by the Company and that such internal financial controls were adequate and operating effectively; and

f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

The Financial Statements of the Company have been prepared in accordance with Ind AS, as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Act.

During the year, no frauds were reported by the Auditors under Section 143(12) of the Act requiring disclosure in the Director's Report of the Company.

## 27. VIGIL MECHANISM

The Company has established a Vigil Mechanism for reporting of concerns or grievances. The said mechanism *inter alia*, encompasses the Whistle Blower Policy, the Fraud Risk Management Process, the mechanism for reporting of ethical concerns under the Tata Code of Conduct ("TCoC") and the Anti-Bribery and Anti-Corruption ("ABAC") Policy and it provides for adequate safeguards against victimization of persons who use it.

The Vigil Mechanism provides access to Tata Capital's Ethics Committee for reporting concerns and grievances. It also provides access to the Compliance Officer under the Company's ABAC Policy and to the Chairperson of the Company's Audit Committee / the Chief Ethics Counsellor under the Company's Whistle Blower Policy. Information regarding the mechanism and the channels for reporting concerns are communicated to the relevant stakeholders. The Whistle Blower Policy, Vigil Mechanism, TCoC and the ABAC Policy documents are available on the website of the Company - www.tatacapital.com.

## 28. DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company is committed to providing and promoting a safe and healthy work environment for all its employees. A 'Prevention of Sexual Harassment' Policy, which is in line with the statutory requirements, alongwith a structured reporting and redressal mechanism, including the constitution of Internal Complaints Committee in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("the POSH Act"), is in place.

During FY 2024-25, two complaints were received under the provisions of the POSH Act and both were closed appropriately.

## 29. AUDIT COMMITTEE

The details pertaining to the composition of the Audit Committee are included in the Corporate Governance Report, which forms part of this Annual Report.

## 30. JOINT STATUTORY AUDITORS

At the 33rd AGM of the Company held on July 19, 2024, the Members approved the appointment of:

- M/s. M S K A & Associates, Chartered Accountants (ICAI Firm Registration No. 105047W) as the Joint Statutory Auditor of the Company for further period of two years i.e. for FY 2024-25 and FY 2025-26, from the conclusion of the 33rd AGM till the conclusion of the 35th AGM of the Company to be held in the year 2026.

- M/s. M P Chitale & Co., Chartered Accountants (ICAI Firm Registration No. 101851W) as the Joint Statutory Auditor of the Company for a period of three consecutive years i.e., FY 2024-25, FY 2025-26 and FY 2026-27, from the conclusion of the 33rd AGM till the conclusion of the 36th AGM of the Company to be held in the year 2027.

## 31. ACCOUNTING STANDARDS FOLLOWED BY THE COMPANY

The Financial Statements of the Company have been prepared in accordance with Ind AS as notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended by the Companies (Indian Accounting Standards) Rules, 2016, notified under Section 133 of the Act. Further, the Company follows the RBI Directions applicable to the Company.

The Financial Statements have been prepared on an accrual basis under the historical cost convention 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 information and other explanatory information ("Accounting Policies"). The Accounting Policies adopted in the preparation of the Financial Statements have been consistently followed in the Previous Year.

## 32. EXPLANATION ON STATUTORY AUDITORS' REPORT

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. M S K A & Associates and M/s. M P Chitale & Co., Chartered Accountants, Joint Statutory Auditors, in their Reports dated May 13, 2025 on the Financial Statements of the Company for FY 2024-25.

## 33. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s. Parikh & Associates, Practicing Company Secretaries (Firm Registration No. P1988MH009800), to undertake the Secretarial Audit of the Company, for FY 2024-25. The Secretarial Audit Report, in the prescribed Form No. MR-3, is annexed as Annexure 'B'.

There are no qualifications, reservations or adverse remarks made by M/s. Parikh & Associates in their Secretarial Audit Report dated June 02, 2025 on the secretarial and other related records of the Company, for FY 2024-25.

Pursuant to the SEBI Listing Regulations, the Board of Directors at its meeting held on June 02, 2025 approved the appointment of M/s. Parikh & Associates to undertake the Secretarial Audit of the Company, for a period of five financial years i.e. from FY 2025-26 to FY 2029-30, subject to approval of the Members at the ensuing AGM. The Members of the Company may refer to the accompanying Notice of the AGM of the Company.

## 34. INITIAL PUBLIC OFFERING OF EQUITY SHARES

The Company has been identified as an Upper Layer Non-Banking Finance Company ("NBFC") under the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, as amended ("RBI Directions"). Pursuant to RBI Directions, the Company is required to list its equity shares on the recognized stock exchange(s) of India by September 30, 2025. Accordingly, the Board of Directors at its meeting held on February 25, 2025 approved the Initial Public Offer ("IPO") by way of fresh issue of upto 23,00,00,000 (Twenty Three crore) Equity Shares of face value of Rs. 10/- each of the Company and an offer for sale by certain existing and eligible shareholders of the Company, subject to market conditions, receipt of applicable approvals, regulatory clearances and other relevant considerations. The Company has filed the Pre-filed Draft Red Herring Prospectus dated April 04, 2025 under Chapter IIA of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, with the Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited in connection with the said IPO.

## 35. INFORMATION ON MATERIAL CHANGES AND COMMITMENTS

There are no material changes or commitments affecting the financial position of the Company which have occurred between March 31, 2025 and June 02, 2025, being the date of this Report.

## 36. SIGNIFICANT AND MATERIAL ORDERS

During the period under review, there were no material orders passed by any regulator or court or tribunal impacting the going concern status and Company's operations in future.

## 37. RELATED PARTY TRANSACTIONS

As required under the SEBI Listing Regulations, the Company has formulated a 'Policy on Related Party Transactions' for proper conduct and documentation of all related party transactions. The same is available on the website of the Company at www.tatacapital.com. Further, the Company also has in place a Framework on Related Party Transactions for the purpose of identification, monitoring and approving of such transactions as per the provisions of the Act and SEBI Listing Regulations.

During the year, the Company has not entered into any transaction with Related Parties which is not in its ordinary course of business or not on an arm's length basis. Further, there were no transaction

requiring disclosure under Section 134(3)(h) of the Act. Hence, the prescribed Form AOC-2 does not form a part of this report.

Details of Related Party Transactions, as required to be disclosed by Indian Accounting Standard – 24 on "Related Party Disclosures" specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, are given in the Notes to the Financial Statements.

## 38. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

### (A) Conservation of energy:

i. Steps taken / impact on conservation of energy:

The operations of the Company, being financial services related, require normal consumption of electricity. The Company is taking every necessary step to reduce its consumption of energy. At Tata Capital, regular Electrical audits as part of Energy Conservation activity are conducted and suggested measures are implemented to achieve and improve energy efficiency. Several Office premises of Tata Capital have been retrofitted with LED lights to conserve electricity, as LED lights consume less electricity as compared to the conventional CFL bulbs. Air Conditioners' temperature across all Tata Capital offices are maintained at the optimum ambient temperature (24-25 degree celsius) resulting into savings of energy and also at some premises outgoing air conditioner duct design has been modified to provide better energy efficiencies.

ii. Steps taken by the Company for utilising alternate sources of energy:

Tata Capital has installed a solar panel at its Thane office which produces close to 750 Watts of energy and which self illuminates and provides power to the garden and security lights on the campus from dusk to dawn. This facility has been handed over to the Lodha Facility team for the day to day operations.

iii. Capital investment on energy conservation equipment:

In view of the nature of the activities carried on by the Company, there is no capital investment on energy conservation equipment.

### (B) Technology absorption:

Please refer Point No. 14 on *"Digital Platforms & Analytics"* for technology absorption and digital transformation journey.

### (C) Foreign Exchange Earnings and Outgo:

Foreign Exchange earned in terms of actual inflows during the year under review was Rs. 184.14 crore and the Foreign Exchange Outgo during the year under review in terms of actual outflows was Rs. 18.79 crore.

## 39. ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2025 is available on the website of the Company at www.tatacapital.com under 'Investor Information & Financials' section.

## 40. DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE ACT READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

A Statement giving the details required under Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the year ended March 31, 2025, is annexed as Annexure 'C'.

The details required under Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the year ended March 31, 2025, are provided in a separate Annexure forming part of this Report. In terms of the first proviso to Section 136(1) of the Act, the Report and the Accounts, excluding the aforesaid Annexure, are being sent only through electronic mode to all the Members whose e-mail addresses are registered with the Depositories. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary, at the Registered Office of the Company. None of the employees listed in the said Annexure is related to any Director of the Company.

## 41. TATA CAPITAL LIMITED EMPLOYEE STOCK OPTION SCHEME

In order to develop and implement a long-term incentive program to effectively attract, motivate and retain the best talent from the industry in a competitive environment, the Company has implemented the Tata Capital Limited Employee Stock Option Scheme ("Scheme"), which has been amended from time to time. For implementation of the Scheme, the TCL Employee Welfare Trust was set up.

In accordance with the Scheme, the Nomination and Remuneration Committee, *inter alia*, determines the employees to whom an offer is to be made based on certain performance criteria, the price at which the options can be exercised, the quantum of offer to be made and the terms and conditions for vesting and exercise of the offer.

The disclosure pertaining to ESOPs for FY 2024-25, as required under Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 is available on the website of the Company at www.tatacapital.com under 'Investor Information & Financials' section.

## 42. MANAGEMENT DISCUSSION AND ANALYSIS

A detailed analysis of the Company's performance is discussed in the Management Discussion and Analysis Report, which forms part of this Annual Report.

## 43. CORPORATE GOVERNANCE REPORT

The Corporate Governance Report, with the Practicing Company Secretaries' Certificate thereon, for the year under review prepared in accordance with the Part C of Schedule V of SEBI Listing Regulations and as required under the Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023, forms part of this Annual Report. Further, the additional disclosure requirements for NBFCs in accordance with the aforesaid RBI Directions forms part of the Corporate Governance Report.

## 44. SECRETARIAL STANDARDS

The Company is in compliance with SS - 1 i.e. Secretarial Standard on Meetings of the Board of Directors and SS - 2 i.e. Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

## 45. UNCLAIMED AMOUNT

During FY 2024-25, no amount was required to be transferred to the Investor Education and Protection Fund. Further, pursuant to the Investor Education and Protection Fund Authority ("IEPF Authority") (Accounting, Audit, Transfer and Refund) Rules, 2016 ("Rules"), Ms. Sarita Kamath, Chief Legal and Compliance Officer & Company Secretary, has been appointed as the Nodal Officer of the Company, for the purpose of verification of claims and co-ordination with the IEPF Authority. The contact details of Persons handling Investor Grievance are available on the website of the Company at www.tatacapital.com under 'Investor Information & Financials' section.

## 46. GREEN INITIATIVE

Section 136 of the Act and the Rules framed thereunder allows the Company to send its Financial Statements by electronic mode to such Members whose shareholding is in dematerialized format and whose email addresses are registered with the Depositories for communication purposes. Members who have not registered their email address with the Depositories are requested to register the same. Further, in accordance with the Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 05, 2022, General Circular No.11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, the Notice of the AGM including the Annual Report of the Company is being sent only through electronic mode to all the Members whose e-mail addresses are registered with the Depositories. A copy of this Annual Report is also available on the website of the Company, www.tatacapital.com under 'Investor Information & Financials' section.

## 47. ACKNOWLEDGEMENTS

The Directors would like to place on record their gratitude for the valuable guidance and support received from the RBI, NHB, SEBI, IRDA, Registrar of Companies, MAS and other Government and Regulatory agencies and to convey their appreciation to Tata Sons Private Limited (the holding company), the members, customers, bankers, lenders, vendors and all other business associates for the continuous support given by them to Tata Capital. The Directors also place on record their appreciation for all the employees of Tata Capital for their commitment, team work, professionalism and the resilience and dedication demonstrated by them during the year under review.

For and on behalf of the Board of Directors

**Saurabh Agrawal**
Chairman
DIN: 02144558

Mumbai
June 02, 2025

**Annexure A**

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ("CSR") ACTIVITIES

**1. Brief outline on CSR Policy of the Company:**

Tata Capital's purpose is to be a "Responsible Financial Partner fulfilling India's Aspirations." The Company has always upheld the Tata Group values while conducting business consciously to respect social and environmental aspirations of the communities we serve.

The Company's CSR vision is to establish a collaborative and inclusive approach for social and environmental development initiatives, fostering shared value for the broader community, aligned with the core purpose of the Tata Group.

The Company's CSR mission is to enhance the well-being of the community, particularly marginalized social and economic groups, by creating a lasting, measurable, and positive influence through projects primarily focused on *Climate Action, Healthcare and Education & Skill Development*. The Company shall also make a conscious endeavour to encourage its employees, partners and customers to foster a sense of commitment towards social and environmental causes.

For details of the CSR Policy alongwith projects and programs, kindly refer to https://www.tatacapital.com/content/dam/tata-capital/pdf/tcl/TCL-CSR%20Policy.pdf.

**2. Composition of CSR Committee:**

| Sl. No. | Name of Director | Designation / Nature of Directorship | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|---|---|---|---|---|
| 1. | Mr. Saurabh Agrawal | Chairman and Non-Executive Director | 1 | 1 |
| 2. | Mr. V. S. Radhakrishnan | Independent Director | 1 | 1 |
| 3. | Mr. Nagaraj Ijari | Independent Director | - | - |
| 4. | Mr. Rajiv Sabharwal | Managing Director & CEO | 1 | 1 |

Note: Mr. V.S. Radhakrishnan ceased to be Member of CSR Committee consequent upon his resignation as a Director with effect from December 30, 2024 and Mr. Nagaraj Ijari was appointed as a Member of CSR Committee with effect from January 20, 2025.

**3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company:**

Composition of CSR Committee:
https://www.tatacapital.com/content/dam/tata-capital/pdf/footer/TCL_CSR%20Committee%20Composition.pdf

The CSR Policy along with projects and programs, kindly refer to
https://www.tatacapital.com/content/dam/tata-capital/pdf/tcl/tcl-csr-policy.pdf

4. **Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:**

During the reporting year, the Company carried out impact assessment study for:

- **Tata Capital's Aarogyatara programme** - The assessment was carried out by an independent third-party agency, Deloitte Touche Tohmatsu India LLP. The program in partnership with Sankara Eye Foundation and Sri Chaitanya Health and Care Trust (Bhaktivedanta) aims to eradicate curable blindness in rural and vulnerable communities. The objective of the study was to evaluate the impact and improve the processes of the Aarogyatara programme in achieving its goals. A total of 423 patients and other key members from the hospital, implementation team, villages and Tata Capital were interviewed to get in-depth feedback. The project is implemented by Tata Capital Limited and Tata Capital Housing Finance Limited.

- **Tata Capital's Pankh programme** - The assessment was carried out by an independent third-party agency, Deloitte Touche Tohmatsu India LLP. The program in partnership with Buddy4Study aims to provide financial support for meritorious youth, from economically challenged backgrounds, to pursue higher education. The objective of the study was to evaluate the impact and improve the processes of the Pankh Initiative. A total of 583 candidates, their parents and other key members from the implementation team and Tata Capital were interviewed to get in-depth feedback.

The detailed impact assessment reports for the above programmes are available on the website at https://www.tatacapital.com/about-us/investor-information-and-financials.html.

5. (a) **Average Net Profit of the Company as per sub-section (5) of Section 135:**

| Financial Year | Net Profit |
|---|---|
| FY 2021-22 | 15,70,90,34,529 |
| FY 2022-23 | 31,61,23,33,722 |
| FY 2023-24 | 40,63,81,70,055 |
| **Average Net Profit** | **29,31,98,46,102** |

(b) **Two percent of average Net Profit of the Company as per sub-section (5) of Section 135:**

Rs. 58,63,96,922. The Board had approved CSR Budget of Rs. 58,75,00,000 for FY 2024-25.

(c) **Surplus arising out of the CSR Projects or programmes or activities of the previous financial years:** Nil

(d) **Amount required to be set-off for the financial year, if any:** Nil

(e) **Total CSR obligation for the financial year [(b)+(c)-(d)]:** Rs. 58,63,96,922

Note: Pursuant to the Scheme of Arrangement for amalgamation of Tata Motors Finance Limited (" TMFL") into TCL becoming effective from May 08, 2025, TMFL has merged into TCL. TMFL was required to spend Rs. 3.23 lakh for FY 2024-25, which remained unspent and was transferred to an Unspent account towards an Ongoing project.

6. (a) **Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):** Rs. 58,35,11,738

(b) **Amount spent in Administrative Overheads:** Rs. 28,46,869

(c) **Amount spent on Impact Assessment, if applicable:** Rs. 11,43,076

**(d) Total amount spent for the Financial Year [(a)+(b)+(c)]:** Rs. 58,75,01,683

**(e) CSR amount spent or unspent for the Financial Year:**

| Total Amount Spent for the Financial Year (in Rs.) | Amount Unspent (in Rs.) | | | | |
|---|---|---|---|---|---|
| | Total Amount transferred to Unspent CSR Account as per sub-section (6) of Section 135 | | Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of Section 135 | | |
| | Amount | Date of transfer | Name of the Fund | Amount | Date of transfer |
| 58,75,01,683 | Rs. 3,23,437* | April 23, 2025 | NA | NA | NA |

*Unspent amount of TMFL.

**(f) Excess amount for set-off, if any:**

| Sr. No. | Particular | Amount (in Rs.) |
|---|---|---|
| (1) | (2) | (3) |
| (i) | Two percent of average net profit of the Company as per sub-section (5) of Section 135 | 58,63,96,922<br>The Board had approved CSR Budget of Rs. 58,75,00,000 for FY 2024-25. |
| (ii) | Total amount spent for the Financial Year | 58,75,01,683 |
| (iii) | Excess amount spent for the Financial Year [(ii)-(i)] | 11,04,761 |
| (iv) | Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any | Nil |
| (v) | Amount available for set off in succeeding Financial Years [(iii)-(iv)] | 11,04,761 |

**7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:**

| 1 | 2 | 3 | 4 | 5 | 6 | | 7 | 8 |
|---|---|---|---|---|---|---|---|---|
| Sr. No. | Preceding Financial Year(s) | Amount transferred to Unspent CSR Account under sub-section (6) of Section 135 (in Rs.) | Balance Amount in Unspent CSR Account under sub-section (6) of Section 135 (in Rs.) | Amount Spent in the Financial Year (in Rs.) | Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of Section 135, if any | | Amount remaining to be spent in succeeding Financial Years (in Rs.) | Deficiency, if any |
| | | | | | Amount (in Rs.) | Date of Transfer | | |
| 1 | FY 23-24 | 5,403,569* | 5,403,569 | - | - | - | 5,403,569 | |

* unspent amount of TMFL

**8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:**

o **Yes** o ~~No~~

If Yes, enter the number of Capital assets created / acquired.

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

| Sr. No. | Short particulars of the property or asset(s) [including complete address and location of the property] | Pincode of the property or asset(s) | Date of creation | Amount of CSR amount spent | Details of entity / Authority / beneficiary of the registered owner | | |
|---|---|---|---|---|---|---|---|
| (1) | (2) | (3) | (4) | (5) | (6) | | |
| | | | | | CSR Registration Number, if applicable | Full Name | Registered address with Pin code |
| 1 | Poshera - 7.5 HP Solar Pump System - 1 with 1500 meters pipelines Water Storage Tanks - 4 | 401604 | 31-03-2025 | 15,00,000 | CSR00001695 (Diganta Swaraj Foundation) | Gram Panchayat Poshera | Gram Panchayat Office, At Poshera Post, Mokhada District Palghar |
| 2 | Damsewadi - 5 HP Solar Pump System - 1 with 800 meters pipelines | 401604 | 31-03-2025 | 10,00,000 | CSR00001695 (Diganta Swaraj Foundation) | Gram Panchayat Poshera | Gram Panchayat Office, At Poshera Post, Mokhada District Palghar |
| 3 | Dhangarewadi-Vikaswadi 7.5 HP Solar Pump System – 1 with 1600 meters pipelines Water Storage Tanks - 7 | 401604 | 31-03-2025 | 15,00,000 | CSR00001695 (Diganta Swaraj Foundation) | Gram Panchayat Palsunde | Gram Panchayat Office, At Palsunde Post, Mokhada District Palghar |
| 4 | Shivachapada - 7.5 HP Solar Pump System - 1 with 2500 meters pipelines Water Storage Tanks - 5 | 401604 | 31-03-2025 | 15,00,000 | CSR00001695 (Diganta Swaraj Foundation) | Gram Panchayat Ghiwanda | Gram Panchayat Office , At Ghiwanda Post, Mokhada District Palghar |
| 5 | Gonde 3 - 7.5 HP Solar Pump System – 1 with 2200 Meters pipelines | 401604 | 31-03-2025 | 15,00,000 | CSR00001695 (Diganta Swaraj Foundation) | Gram Panchayat Sakhari Gonde | Gram Panchayat Office, At Sakhari Post, Mokhada District Palghar |
| 6 | Gonde 4 - 5 HP Solar Pump System – 1 with 1200 meters pipelines | 401604 | 31-03-2025 | 10,00,000 | CSR00001695 (Diganta Swaraj Foundation) | Gram Panchayat Sakhari Gonde | Gram Panchayat Office, At Sakhari Post, Mokhada District Palghar |
| 7 | Gonde 7 - 5 HP Solar Pump System – 1 with 600 meters pipelines | 401604 | 31-03-2025 | 10,00,000 | CSR00001695 (Diganta Swaraj Foundation) | Gram Panchayat Sakhari Gonde | Gram Panchayat Office, At Sakhari Post, Mokhada District Palghar |
| 8 | Dhangdewadi - 2 HP Solar Pump System – 1 with 700 meters pipelines Water Storage Tanks - 2 | 401604 | 31-03-2025 | 5,00,000 | CSR00001695 (Diganta Swaraj Foundation) | Gram Panchayat Sakhari Gonde | Gram Panchayat Office, At Sakhari Post, Mokhada District Palghar |
| 9 | Mokhada Livelihood center - 3 machines - leaf plate making, Groundnut oil processing machine and Rice huller Machine | 401604 | 31-03-2025 | 9,00,000 | CSR00001695 (Diganta Swaraj Foundation) | Nagar Panchayat Mokhada | D.K.Patil Bungalow, Mokhada, Near ST Stand Mokhada |

| Sr. No. | Short particulars of the property or asset(s) [including complete address and location of the property] | Pincode of the property or asset(s) | Date of creation | Amount of CSR amount spent | Details of entity / Authority / beneficiary of the registered owner | | |
|---|---|---|---|---|---|---|---|
| (1) | (2) | (3) | (4) | (5) | (6) | | |
| | | | | | CSR Registration Number, if applicable | Full Name | Registered address with Pin code |
| 10 | HP LaserJet printers (2 nos.) | 415504 | 20-01-2025 | 31,694.80 | CSR00000259 (BAIF Livelihoods) | | Cluster office (BAIF Livelihoods) At Diskal Ta. Khatav Dist. Satara - 415504 |
| 11 | Laptop HP (4 nos.) 16gb ram 512gb ssd/15.6"fhd camera tnr backlight keyboard/ win 11 hb / ms office h&s2021/ natural silver | 415504 | 06-02-2025 | 2,05,084.00 | CSR00000259 (BAIF Livelihoods) | | Cluster office (BAIF Livelihoods) At Diskal Ta. Khatav Dist. Satara - 415504 |
| 12 | Office table 2.5 x5 (1 nos), office table 4x2 (4 nos), chair plastic 12 nos, chair revolving 1 nos | 415504 | 16-02-2025 | 53,814.00 | CSR00000259 (BAIF Livelihoods) | | Cluster office (BAIF Livelihoods) At Diskal Ta. Khatav Dist. Satara - 415504 |
| 13 | Pizometer (Water Level Indicator) | 415504 | 27-03-2025 | 41,300.00 | CSR00000259 (BAIF Livelihoods) | | Cluster office (BAIF Livelihoods) At Diskal Ta. Khatav Dist. Satara - 415504 |
| 14 | Automatic Rain Gauge station | 415504 | 27-03-2025 | 50,105.00 | CSR00000259 (BAIF Livelihoods) | | Cluster office (BAIF Livelihoods) At Diskal Ta. Khatav Dist. Satara - 415504 |
| 15 | Auto Level with tripod and Staff | 415504 | 25-01-2025 | 69,207.00 | CSR00000259 (BAIF Livelihoods) | | Cluster office (BAIF Livelihoods) At Diskal Ta. Khatav Dist. Satara - 415504 |
| 16 | Watershed Model | 422011 | 15-03-2025 | 1,10,000.00 | CSR00000259 (BAIF Livelihoods`) | | BAIF Livelihoods, BAIF-MITTRA BHAVAN, NASIK - 422011 |
| 17 | Celling Fan Bajaj (Nos.3), Plastic Small Table (2 Nos.) | 415504 | 30-03-2025 | 9,407.00 | CSR00000259 (BAIF Livelihoods) | | Cluster office (BAIF Livelihoods) At Diskal Ta. Khatav Dist. Satara - 415504 |
| 18 | Sant Teresa Saur Urja Samiti, Community Managed Solar Micro Grid, Village Rengarbahar, Pidiya Poch Panchayat, Bolba Block, Simdega Dist, Jharkhand 835226 | 835226 | 15-01-2025 | 51,13,222.14 | CSR00000421 (Transform Rural India) | Sant Teresa Saur Urja Samiti, Rengarbahar | Village Rengarbahar, Pidiya Poch Panchayat, Bolba Block, Simdega Dist, Jharkhand 835226 |

| Sr. No. | Short particulars of the property or asset(s) [including complete address and location of the property] | Pincode of the property or asset(s) | Date of creation | Amount of CSR amount spent | Details of entity / Authority / beneficiary of the registered owner | | |
|---|---|---|---|---|---|---|---|
| (1) | (2) | (3) | (4) | (5) | (6) | | |
| | | | | | CSR Registration Number, if applicable | Full Name | Registered address with Pin code |
| 19 | Chandramani Saur Urja Samiti, Community Managed Solar Micro Grid, Village Vantoli Sugadongar, Malsada Panchayat, Bolba Block, Simdega Dist, Jharkhand 835226 | 835226 | 09-01-2025 | 22,55,926.50 | CSR00000421 (Transform Rural India) | Chandramani Saur Urja Samiti, Vantoli Sugadongar | Village Vantoli Sugadongar, Malsada Panchayat, Bolba Block, Simdega Dist, Jharkhand 835226 |
| 20 | Puna Binco Saur Urja Samit, Community Managed Solar Micro Grid, Village Kudpani Girjatoli, Behrainbasa Panchayat, Bolba Block, Simdega Dist, Jharkhand 835226 | 835226 | 11-01-2025 | 51,29,624.04 | CSR00000421 (Transform Rural India) | Puna Binco Saur Urja Samit, Kudpani Girjatoli | Village Kudpani Girjatoli, Behrainbasa Panchayat, Bolba Block, Simdega Dist, Jharkhand 835226 |
| 21 | Solar Batti Saur Urja Samiti, Community Managed Solar Micro Grid, Village Karadamar, Kadopani Panchayat, Bolba Block, Simdega Dist, Jharkhand 835226 | 835226 | 06-01-2025 | 41,25,983.70 | CSR00000421 (Transform Rural India) | Solar Batti Saur Urja Samiti, Karadamar | Village Karadamar, Kadopani Panchayat, Bolba Block, Simdega Dist, Jharkhand 835226 |
| 22 | Naya Jyoti Saur Urja Samiti, Community Managed Solar Micro Grid, Village Kudpani Khapratoli, Behrainbasa Panchayat, Bolba Block, Simdega Dist, Jharkhand 835226 | 835226 | 14-01-2025 | 29,65,602.16 | CSR00000421 (Transform Rural India) | Naya Jyoti Saur Urja Samiti, Kudpani Khapratoli | Village Kudpani Khapratoli, Behrainbasa Panchayat, Bolba Block, Simdega Dist, Jharkhand 835226 |
| 23 | Jeevan Jyoti Saur Urja Samiti, Community Managed Solar Micro Grid, Village Kadopani Harijantoli, Kadopani Panchayat, Bolba Block, Simdega Dist, Jharkhand 835226 | 835226 | 31-12-2024 | 16,26,598.92 | CSR00000421 (Transform Rural India) | Jeevan Jyoti Saur Urja Samiti, Kadopani Harijantoli | Village Kadopani Harijantoli, Kadopani Panchayat, Bolba Block, Simdega Dist, Jharkhand 835226 |
| 24 | Cham Cham Saur Urja Samiti, Community Managed Solar Micro Grid, Village Talmanga Chataktoli, Pidiya Poch Panchayat, Bolba Block, Simdega Dist, Jharkhand 835226 | 835226 | 10-01-2025 | 15,95,148.01 | CSR00000421 (Transform Rural India) | Cham Cham Saur Urja Samiti, Talmanga Chataktoli | Village Talmanga Chataktoli, Pidiya Poch Panchayat, Bolba Block, Simdega Dist, Jharkhand 835226 |

| Sr. No. | Short particulars of the property or asset(s) [including complete address and location of the property] | Pincode of the property or asset(s) | Date of creation | Amount of CSR amount spent | Details of entity / Authority / beneficiary of the registered owner | | |
|---|---|---|---|---|---|---|---|
| (1) | (2) | (3) | (4) | (5) | (6) | | |
| | | | | | CSR Registration Number, if applicable | Full Name | Registered address with Pin code |
| 25 | Suryoday Saur Urja Samiti, Community Managed Solar Micro Grid, Village Semerbeda, Pidiya Poch Panchayat, Bolba Block, Simdega Dist, Jharkhand 835226 | 835226 | 29-12-2024 | 11,36,532.23 | CSR00000421 (Transform Rural India) | Suryoday Saur Urja Samiti, Semerbeda | Village Semerbeda, Pidiya Poch Panchayat, Bolba Block, Simdega Dist, Jharkhand 835226 |
| 26 | Solar Saur Urja Samiti, Community Managed Solar Micro Grid, Village Bansgada, East Taisar Panchayat, Kersai Block, Simdega Dist, Jharkhand 835223 | 835223 | 10-01-2025 | 12,50,111.84 | CSR00000421 (Transform Rural India) | Solar Saur Urja Samiti, Bansgada | Village Bansgada, East Taisar Panchayat, Kersai Block, Simdega Dist. Jharkhand 835223 |
| 27 | Anjor Saur Urja Samiti, Community Managed Solar Micro Grid, Village Gatigada Soreangtoli, Kadopani Panchayat, Bolba Block, Simdega Dist, Jharkhand 835226 | 835226 | 10-01-2025 | 31,01,250.47 | CSR00000421 (Transform Rural India) | Anjor Saur Urja Samiti, Gatigada Soreangtoli | Village Gatigada Soreangtoli, Kadopani Panchayat, Bolba Block, Simdega Dist, Jharkhand 835226 |
| 28 | Bhawanipur Tola 2, Gram Panchayat Amba Bhawanipur, Tola 02,Post: Girijapuri, Mihinpurwa,Dist Bahraich, UP PINCODE:271841 | 271841 | 31-03-2025 | 90,20,211 | CSR00000421 (Transform Rural India) | Ujala Urja Samiti | Bhawanipur Tola 2, Gram Panchayat Amba Bhawanipur, Tola 02,Post: Girijapuri, Mihinpurwa,Dist Bahraich, UP PINCODE:271841 |
| 29 | Bhawanipur Tola 1 (Bichiya), Gram Panchayat Amba Bhawanipur, Bichhiya Village, Mihinpurwa, District Bahraich, UP Tola 01,Post: Girijapuri, PINCODE:271841 | 271841 | 11-04-2025 | 70,80,390 | CSR00000421 (Transform Rural India) | Saubhagya Urja Samiti | Bhawanipur Tola 1 (Bichiya), Gram Panchayat Amba Bhawanipur, Bichhiya Village, Tola 01,Post: Girijapuri, Mihinpurwa, District Bahraich, UP PINCODE:271841 |
| 30 | Patav Village ,Murtiha, Panchayat Murtiha Mihinpurwa, District Bahraich, UP. PINCODE 271855 | 271855 | 27-03-2025 | 67,30,665 | CSR00000421 (Transform Rural India) | Lakshmi Urja Samiti | Patav Village ,Murtiha, Panchayat Murtiha Mihinpurwa, District Bahraich, UP. PINCODE 271855 |

| Sr. No. | Short particulars of the property or asset(s) [including complete address and location of the property] | Pincode of the property or asset(s) | Date of creation | Amount of CSR amount spent | Details of entity / Authority / beneficiary of the registered owner | | |
|---|---|---|---|---|---|---|---|
| (1) | (2) | (3) | (4) | (5) | (6) | | |
| | | | | | CSR Registration Number, if applicable | Full Name | Registered address with Pin code |
| 31 | Village Murtiha, Murtiha Tola 1 & Tola2, Panchayat Murtiha, Mihinpurwa, District Bahraich, UP, Pin 271855. | 271855 | 12-04-2025 | 1,10,52,655 | CSR00000421 (Transform Rural India) | Saraswati Urja Samiti | Village Murtiha, Murtiha Tola 1 & Tola2, Panchayat Murtiha, Mihinpurwa, District Bahraich, UP, Pin 271855. |
| 32 | Salarpur Tola 1, Village Murtiha, Panchayat Murtiha, Mihinpurwa, Dist Bahraich, UP. Pin 271855. | 271855 | 07-04-2025 | 1,07,60,018 | CSR00000421 (Transform Rural India) | Ujjwala Urja Samiti | Salarpur Tola 1, Village Murtiha, Panchayat Murtiha, Mihinpurwa, Dist Bahraich, UP. Pin 271855. |
| 33 | Salarpur Tola 2, Village Murtiha, Mihinpurwa, Dist Bahraich, UP. Pin 271855. | 271855 | 02-04-2025 | 55,57,400 | CSR00000421 (Transform Rural India) | Aastha Urja Samiti | Salarpur Tola 2, Village Murtiha, Mihinpurwa, Dist Bahraich, UP. Pin 271855. |
| 34 | Kauwabhari, Village Murtiha, Panchayat Murtiha. Mihinpurwa, District Bahraich, UP. PINCODE 271855 | 271855 | 27-03-2025 | 67,78,661 | CSR00000421 (Transform Rural India) | Samay Mata Urja Samiti | Kauwabhari, Village Murtiha, Panchayat Murtiha. Mihinpurwa, District Bahraich, UP. PINCODE 271855 |
| 35 | 59 BN Battalion SSB Nanapara, Village Murtiha, Panchayat Murthiha, Mihinpurwa, District Bahraich. PIN 271855 | 271855 | 04-04-2025 | 39,01,780 | CSR00000421 (Transform Rural India) | 59 Batallion, Seema Suraksha Bal | 59 BN Battalion SSB Nanapara, Village Murtiha, Panchayat Murthiha, Mihinpurwa, District Bahraich. UP PIN 271855 |
| | | | **Total** | **10,01,52,392** | | | |

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office / Municipal Corporation / Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

**9. Specify the reason(s), if the Company has failed to spend two per cent of the average Net Profit as per sub- section (5) of Section 135.**

The unspent amount of Rs. 5,403,569 for FY 2023-24 and Rs. 3,23,437 for FY 2024-25 pertains to TMFL. The total unspent amount of Rs. 57,27,006 has been earmarked towards ongoing Healthcare projects and will be spent in accordance with the Companies Act, 2013 read with the Companies (CSR Policy) Rules, 2014.

**Saurabh Agrawal**
Chairman, CSR Committee
Non-Executive Director
DIN: 02144558

**Nagaraj Ijari**
Member, CSR Committee
Independent Director
DIN: 09390579

**Rajiv Sabharwal**
Member, CSR Committee
Managing Director & CEO
DIN: 00057333

**Annexure B**

**FORM No. MR-3**
**SECRETARIAL AUDIT REPORT**
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025**
(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
**Tata Capital Limited**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Tata Capital Limited (hereinafter called the "Company" / "TCL"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, to the extent the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

(i) The Companies Act, 2013 (the "Act") and the rules made thereunder;

(ii) The Securities Contract (Regulation) Act, 1956 ("SCRA") and the rules made thereunder; (as may be applicable to the Company)

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; (as may be applicable to the Company)

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"), as amended from time to time:

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client; (Not applicable to the Company during the audit period)

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the Company during the audit period) and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period).

(vi) Other laws applicable specifically to the Company are:

(a) All the Rules, Regulations, Directions, Guidelines and Circulars issued by the Reserve Bank of India, as amended from time to time.

(b) The Securities and Exchange Board of India Act, 1992 and The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended from time to time.

(c) The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended from time to time.

(d) SEBI Circulars and Guidelines for Mutual Funds issued by the Association of Mutual Funds in India as applicable to the Company as a Mutual Fund Distributor.

(e) The Insurance Act, 1938 and the Insurance Regulatory and Development Authority (Registration of Corporate Agents) Regulations, 2015

(f) The Prevention of Money-Laundering Act, 2002 and The Prevention of Money Laundering (Maintenance of Records) Rules, 2005

We have also examined compliance with the applicable clauses of the following:

Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.

The Listing Agreements entered into by the Company with the National Stock Exchange of India Limited and BSE Limited with respect to Non-Convertible Debentures issued by the Company read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR, 2015”).

During the period under review, the Company has generally complied with the provisions of the Act, rules, regulations, guidelines, standard, etc.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

We report that as regards the compliance of Regulation 15 to 27 of SEBI LODR, 2015 on a comply or explain basis until March 31, 2025, the Company has been providing the necessary explanation in the quarterly compliance report on Corporate Governance submitted to the Stock Exchange under Regulation 27(2)(a) of SEBI LODR, 2015.

Adequate notice was given to all Directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent at least seven days in advance for Meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes, the decisions at the Board Meetings were taken unanimously.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company had following events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

i. The Board of Directors of the Company at its meeting held on June 04, 2024, approved a Scheme of Arrangement for amalgamation of Tata Motors Finance Limited ("TMFL") with Tata Capital Limited ("TCL" or "the Company"), and their respective shareholders ("Scheme"), under Sections 230 to 232 read with Section 52, Section 66 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder. The Hon'ble National Company Law Tribunal, Mumbai bench vide its Order dated May 01, 2025 has sanctioned the Scheme. The Scheme has become effective from May 08, 2025 ("Effective Date") and TMFL have merged with the Company from the Effective Date. As per the Scheme, the Appointed Date is April 01, 2024.

ii. Offered, issued and allotted 5,35,20,102 Equity Shares of Rs. 10 each on March 21, 2025, at a premium of Rs. 271 per Equity Share, aggregating Rs. 1,504 crore (rounded off), on a 'Rights Basis' to the Equity Shareholders.

iii. Issued 3,44,695 Non-Convertible Debentures ("NCDs") for an aggregate amount of Rs. 8,977 crore (Fully paid), on a private placement basis.

iv. Redeemed 57,961 NCDs for an aggregate amount of Rs. 5,796.10 crore, issued on a private placement basis.

v. Redeemed 43,86,315 NCDs for an aggregate amount of Rs. 438.63 crore, issued to the public.

vi. Redeemed 46,48,700 CRPS of Rs. 1000 each, aggregating to Rs. 464.87 crore, issued on a private placement basis.

vii. Issued 3,91,300 units of Commercial Papers ("CP") for an aggregate amount of Rs. 19,565 crore (Face Value).

viii. Redeemed 3,94,700 units of CP for an aggregate amount of Rs. 19,735 crore (Face value).

ix. The Board of Directors of the Company at its meeting held on April 15, 2024, approved to establish, set-up and list the Medium Term Note Programme for an aggregate amount upto USD 2 Billion. Under the said programme, the Company issued Senior Notes of USD 400 million.

x. The Company has an Employee Stock Purchase / Option Scheme ("ESOP Scheme") which is implemented through the TCL Employee Welfare Trust ("Trust") to whom the Company had allotted

Equity Shares in the past. During the year, the Trust has transferred 64,06,946 Equity Shares to the employees of the Company and its subsidiary companies.

xi. The Board of Directors of the Company at its meeting held on February 25, 2025 approved the Initial Public Offering of Equity Shares of the Company, subject to receipt of requisite approvals.

For **Parikh & Associates**
Company Secretaries

**Jigyasa N. Ved**
Partner
FCS No: 6488 CP No: 6018
UDIN: F006488G000525358
PR No.: 6556/2025

Place: Mumbai
Date: 02.06.2025

*This Report is to be read with our letter of even date which is annexed as Annexure I and forms an integral part of this Report.*

‘Annexure I’

To,
The Members
Tata Capital Limited

Our Report of even date is to be read alongwith this letter.

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.

2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedure on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For **Parikh & Associates**
Company Secretaries

**Jigyasa N. Ved**
Partner
FCS No: 6488 CP No: 6018
UDIN: F006488G000525358
PR No.: 6556/2025

Place: Mumbai
Date: 02.06.2025

**Annexure C**

## DETAILS REQUIRED UNDER SECTION 197(12) OF THE ACT READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

**1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year:**

The ratio of remuneration of each Director to the median remuneration of the employees of the Company for FY 2024-25 is, as under:

| Name of Director(s) | Ratio to Median |
|---|---|
| Mr. Saurabh Agrawal | 0.67:1 |
| Mr. F. N. Subedar [3] | - |
| Ms. Varsha Purandare [1 & 2] | 20.12:1 |
| Mr. V.S. Radhakrishnan [2] | - |
| Mr. Nagaraj Ijari | 8.26:1 |
| Mr. Sujit Kumar Varma | 12.43:1 |
| Dr. Punita Kumar Sinha [4] | - |
| Mr. Ramanathan Viswanathan [4] | - |
| Ms. Aarthi Subramanian [3] | 1.17:1 |
| Mr. Rajiv Sabharwal | 240.40:1 |

*[1] For the purpose of calculating the ratio to median, sitting fees paid and commission payable in capacity as Director of erstwhile Tata Motors Finance Limited ("TMFL) which has merged with the Company, has also been considered.*

*[2] Mr. V. S. Radhakrishnan and Ms. Varsha Purandare ceased to be Independent Directors of the Company with effect from December 30, 2024 and from end of day of March 31, 2025, respectively.*

*[3] Mr. F. N. Subedar and Ms. Aarthi Subramanian ceased to be Non - Executive Directors of the Company with effect from March 11, 2025 and April 30, 2025, respectively.*

*[4] Dr. Punita Kumar Sinha and Mr. Ramanathan Viswanathan were appointed as Independent Directors of the Company, with effect from January 20, 2025 and March 27, 2025, respectively and hence, ratio of their remuneration to the median remuneration of the employees, has not been computed.*

*Note: Remuneration does not include the value of the Long Term Incentive Plan.*

**2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary, or Manager, if any, in the financial year:**

The percentage increase / decrease in the remuneration of the Directors for FY 2024-25:

| Name of Director(s) | % increase in Remuneration |
|---|---|
| Mr. Saurabh Agrawal | 12.50% |
| Mr. F. N. Subedar [2] | - |
| Ms. Varsha Purandare [1] | 30.08% |
| Mr. V.S. Radhakrishnan [3] | - |
| Mr. Nagaraj Ijari [4] | - |
| Mr. Sujit Kumar Varma [5] | - |
| Dr. Punita Kumar Sinha [6] | - |
| Mr. Ramanathan Viswanathan [6] | - |
| Ms. Aarthi Subramanian | -3.08% |
| Mr. Rajiv Sabharwal | -6% |

[1] *Only sitting fees paid and commission payable as Director of TCL has been considered.*

[2] *Mr. F.N. Subedar ceased to be Non - Executive Director of the Company with effect from March 11, 2025.*

[3] *Mr. V.S. Radhakrishnan ceased to be an Independent Director of the Company with effect from December 30, 2024.*

[4] *Mr. Nagaraj Ijari was appointed as an Independent Director of the Company, with effect from April 1, 2024, hence, the percentage increase / decrease in his remuneration, has not been computed.*

[5] *Mr. Sujit Kumar Varma was appointed as an Independent Director of the Company with effect from January 1, 2024, hence, his remuneration is not comparable with the previous year.*

[6] *Dr. Punita Kumar Sinha and Mr. Ramanathan Viswanathan were appointed as Independent Directors of the Company with effect from January 20, 2025 and March 27, 2025, hence, the percentage increase / decrease in their remuneration, has not been computed.*

**The percentage increase/decrease in the remuneration of Chief Financial Officer and Company Secretary for FY 2024-25:**

| Name of KMP(s) | % increase in Remuneration |
|---|---|
| Mr. Rakesh Bhatia | 5% |
| Ms. Sarita Kamath | 15% |

**3. The percentage increase in the median remuneration of employees in the financial year:**

There is an increase in the median remuneration of employees in FY 2024-25 by 2% as compared to FY 2023-24.

**4. The number of permanent employees on the rolls of the Company:**

The permanent employees on the rolls of the Company as on March 31, 2025, were 12,384.

**5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

The average percentage increase in the salaries of employees other than that of managerial personnel in FY 2024-25 is 22.5% and the average percentage increase in the overall managerial remuneration is 7%.

*The Remuneration does not include the value of the Long Term Incentive Plan.*

**6. Affirmation that the remuneration is as per the Remuneration Policy of the Company:**

It is affirmed that the remuneration paid is as per the Remuneration Policy adopted by the Company.

## CORPORATE GOVERNANCE REPORT

### 1. Company's Philosophy on Corporate Governance

The Company recognises its role as a corporate citizen and endeavours to adopt the best practices and the highest standards of corporate governance through transparency in business ethics and accountability to its customers, investors, regulators and other stakeholders. The Company's activities are carried out in accordance with good corporate practices and the Company is constantly striving to better these standards by adopting best practices.

The Company believes that governance practices enable the Management to direct and control the affairs of the Company in an efficient manner and to achieve the Company's goal of maximising value for all its stakeholders. The Company will continue to focus its resources, strengths and strategies to achieve its vision, while upholding the core values of transparency, integrity, honesty and accountability, which are fundamental to Tata companies.

As a part of the Tata Group, Tata Capital has a strong legacy of fair, transparent and ethical governance practices. The Corporate Governance philosophy is further strengthened by adherence to the Key Performance Metrics for tracking progress on long-term strategic objectives; and following the Tata Code of Conduct ("TCOC"), which articulates the values, ethics and business principles and serves as a guide to the Company, its Directors and employees, supplemented with an appropriate mechanism to report any concern pertaining to non-adherence to the TCOC. In addition, the Company has adopted a Vigil Mechanism, a Policy against Sexual Harassment at the Workplace, a Fit and Proper Policy for ascertaining the fit and proper criteria for the Directors at the time of appointment and on a continuing basis, a Policy on Board Diversity and Director Attributes, a Code of Conduct for Non-Executive Directors, an Occupational Health and Safety Management System, Anti-Bribery and Anti-Corruption ("ABAC") Policy and a Whistle Blower Policy.

The Company has signed the Tata Brand Equity and Business Promotion ("BEBP") Agreement with Tata Sons Private Limited for use of the "Tata" brand.

### 2. Compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

The Company continues to be a High Value Debt Listed Entity ("HVDLE") as on March 31, 2025, and as on date of this Report. Further, the Company is in compliance with the Regulations 17 to 27 of Chapter IV and Chapter VA of the SEBI Listing Regulations, as applicable.

### 3. Board of Directors

a) As on March 31, 2025, the Company had 8 (Eight) Directors. Out of the 8 (Eight), 5 (Five) were Independent, Non-Executive Directors; 2 (Two) were Non-Independent, Non-Executive Directors and 1 (One) was an Executive Director. However, as on date of this Report, the Company has 6 (Six) Directors. Out of the 6 (Six), 4 (Four) are Independent, Non-Executive Directors; 1 (One) is a Non-Independent, Non-Executive Director and 1 (One) is an Executive Director. The profile of Directors is available on the Company's website www.tatacapital.com.

b) None of the Directors on the Board holds Directorship in more than 7 (Seven) equity listed companies including HVDLEs. Further, none of the Independent Directors ("IDs") of the Company serve as an ID in more than 7 (Seven) equity listed companies including HVDLEs. None of the IDs serve as a whole-time director / managing director in any listed entity. None of the Directors holds directorship in more than 20 (Twenty) Indian companies, with not more than 10 (Ten) public limited companies. None of the Directors is a member of more than 10 committees or acts as chairperson of more than 5 (Five) committees (being Audit Committee and Stakeholders Relationship Committee), as per the SEBI Listing Regulations across all the public limited companies, whether listed or not, and HVDLEs in which he / she is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2025 have been made by the Directors. None of the Directors are related to each other.

c) IDs are Non-Executive Directors ("NEDs") as defined under Regulation 16(1)(b) read with Regulation 62B(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Companies Act, 2013 ("Act") along with Rules framed thereunder. In terms of Regulation 62N(9) of SEBI Listing Regulations, IDs have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the IDs, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) read with Regulation 62B(1)(b) of the SEBI Listing Regulations and that they are independent of the management. Further, the IDs have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

d) 10 (Ten) Board Meetings were held during the year under review and the gap between two meetings did not exceed one hundred and twenty days. The said meetings were held on: April 15, 2024, May 10, 2024, June 04, 2024, June 11, 2024, August 06, 2024, September 10, 2024, October 25, 2024, February 06, 2025, February 25, 2025 and March 27, 2025. The necessary quorum was present for all the meetings.

e) The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year under review and at the last Annual General Meeting ("AGM"), names of other listed entities in which the Director is a director and the number of Directorships and Committee Chairpersonships / Memberships held by them in other public limited companies as on March 31, 2025 and list of core skills / expertise / competencies identified by the Board of Directors are given herein below:

**Table 1: Number of Board Meetings attended, attendance at the last AGM, Directorship, Committee Chairpersonship / Membership**

| Name of the Director (DIN) | Category | Number of Board Meetings attended during FY 2024-2025 | Whether attended last AGM held on July 19, 2024 | Number of Directorships in other Companies | | Number of Committee positions held in other Public Companies* | |
|---|---|---|---|---|---|---|---|
| | | | | Chairperson | Member | Chairperson | Member |
| Mr. Saurabh Agrawal (Chairman) (02144558)<br><br>*Director Since*: July 28, 2017 | Non - Independent, Non - Executive | 10 | No | 4 (Public)<br><br>2 (Others) | 7 (Public)<br><br>5 (Others) | - | 2 |
| Ms. Varsha Purandare[1] (05288076)<br><br>*Director Since*: April 01, 2019 | Independent, Non - Executive | 9 | Yes | - | 8 (Public)<br><br>1 (Others) | 4 | 8 |
| Mr. Sujit Kumar Varma (09075212)<br><br>*Director Since*: January 01, 2024 | Independent, Non - Executive | 10 | Yes | - | 5 (Public)<br><br>1 (Others) | 3 | 5 |
| Mr. Nagaraj Ijari (09390579)<br><br>*Director Since*: April 01, 2024 | Independent, Non - Executive | 10 | Yes | - | 3 (Public)<br><br>1% (Others) | - | 4 |
| Dr. Punita Kumar Sinha (05229262)<br><br>*Director Since:* January 20, 2025 | Independent, Non - Executive | 3 | No | - | 5^ (Public)<br><br>3% (Others) | 2 | 8 |

| Name of the Director (DIN) | Category | Number of Board Meetings attended during FY 2024-2025 | Whether attended last AGM held on July 19, 2024 | Number of Directorships in other Companies | | Number of Committee positions held in other Public Companies* | |
|---|---|---|---|---|---|---|---|
| | | | | Chairperson | Member | Chairperson | Member |
| Mr. Ramanathan Viswanathan (08289691)<br><br>*Director Since*: March 27, 2025 | Independent, Non - Executive | 1 | No | - | -<br>(Public)<br><br>-<br>(Others) | - | - |
| Ms. Aarthi Subramanian[2] (07121802)<br><br>*Director Since*: October 30, 2017 | Non - Independent, Non - Executive | 9 | Yes | - | 6<br>(Public)<br><br>3<br>(Others) | - | 4 |
| Mr. Rajiv Sabharwal (Managing Director & CEO) (00057333)<br><br>*Director Since*: April 01, 2018 | Non - Independent, Executive | 10 | Yes | 2<br>(Public)<br><br>1<br>(Others) | 2<br>(Public)<br><br>2[%]<br>(Others) | 1 | 1 |

**Pertains to memberships / chairpersonships of the Audit Committee and Stakeholders' Relationship Committee of Indian public companies and HVDLEs (excluding the Company) as per Regulation 62O(1) of the SEBI Listing Regulations.*

*[%]Excludes Directorship in foreign companies.*

*^Includes Directorship in deemed public company.*

### Table 2: Skills / Expertise / Competencies of Directors

| Name of Director | Skills / Expertise / Competencies | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Leadership & Strategy | Finance, Accounts & Taxation | Governance & Regulatory Affairs | Private Equity & Investment Banking | Capital Markets | Human Resources | Banking, Operations & Credit | Merger & Acquisitions | Risk | Treasury | Forex | Digital |
| Mr. Saurabh Agrawal | ✓ | ✓ | ✓ | - | ✓ | - | - | ✓ | - | - | - | - |
| Ms. Varsha Purandare[1] | ✓ | - | ✓ | ✓ | ✓ | - | ✓ | - | ✓ | ✓ | ✓ | - |
| Mr. Sujit Kumar Varma | ✓ | ✓ | ✓ | - | - | - | ✓ | - | ✓ | - | - | - |
| Mr. Nagaraj Ijari | ✓ | ✓ | ✓ | - | - | ✓ | ✓ | - | ✓ | - | - | ✓ |
| Dr. Punita Kumar Sinha | ✓ | ✓ | ✓ | ✓ | ✓ | - | ✓ | - | - | - | - | - |
| Mr. Ramanathan Viswanathan | ✓ | ✓ | ✓ | ✓ | ✓ | - | ✓ | - | - | - | - | ✓ |
| Ms. Aarthi Subramanian[2] | ✓ | - | ✓ | - | - | - | ✓ | - | - | - | - | ✓ |
| Mr. Rajiv Sabharwal | ✓ | ✓ | ✓ | ✓ | - | - | ✓ | - | ✓ | ✓ | - | - |

**Table 3: Number of Directorships held by Directors in other listed entities**

| Sr. No. | Name of Director | Directorship in other listed entities (Category of Directorship) |
|---|---|---|
| 1. | Mr. Saurabh Agrawal | 1. Tata Steel Limited[@] |
| | | 2. The Tata Power Company Limited[@] |
| | | 3. Voltas Limited[@] |
| | | 4. Tata AIG General Insurance Company Limited (Debt Listed)[@] |
| | | 5. Tata Power Renewable Energy Limited (Debt Listed)[@] |
| | | |
| 2. | Ms. Varsha Purandare[1] | 1. Deepak Fertilisers and Petrochemicals Corporation Limited[#] |
| | | 2. Orient Cement Limited[#] |
| | | 3. The Federal Bank Limited[#] |
| | | 4. Tata Motors Finance Limited (Formerly Tata Motors Finance Solutions Limited) (Debt Listed)[#] |
| | | 5. TMF Holdings Limited (Debt Listed)[#] |
| | | |
| 3. | Mr. Sujit Kumar Varma | 1. Uflex Limited[#] |
| | | 2. Waaree Energies Limited[#] |
| | | 3. Prime Securities Limited[@] |
| | | 4. L&T Metro Rail (Hyderabad) Limited (Debt Listed)[#] |
| | | 5. Tata Capital Housing Finance Limited (Debt Listed)[#] |
| | | |
| 4. | Mr. Nagaraj Ijari | 1. Tata Technologies Limited[#] |
| | | 2. Tata Capital Housing Finance Limited (Debt Listed)[#] |
| | | |
| 5. | Dr. Punita Kumar Sinha | 1. Aadhar Housing Finance Limited[#] |
| | | 2. Ventive Hospitality Limited[#] |
| | | 3. One Mobikwik Systems Limited[#] |
| | | 4. Lupin Limited[#] |
| | | |
| 6. | Mr. Ramanathan Viswanathan | - |
| | | |
| 7. | Ms. Aarthi Subramanian[2] | Tata Consultancy Services Limited[@] |
| | | |
| 8. | Mr. Rajiv Sabharwal | Tata Capital Housing Finance Limited (Debt Listed)[@] |

*[@]Non - Independent, Non - Executive [#] Independent, Non - Executive*

1. *Ms. Varsha Purandare ceased to be an Independent Director of the Company with effect from the end of day on March 31, 2025.*
2. *Ms. Aarthi Subramanian ceased to be a Non-Executive Director of the Company with effect from April 30, 2025.*

f) The Board believes that the skills / competencies / expertise, as mentioned in the above table are required for the business of the Company and the Directors of the Company possess these skills / competencies / expertise for it to function effectively.

g) Details of change in composition of the Board during the current and previous financial year:

| Sr. No. | Name of the Director | Capacity | Nature of Change | Effective Date |
|---|---|---|---|---|
| 1. | Mr. Sujit Kumar Varma | Independent Director | Appointment | January 01, 2024 |
| 2. | Ms. Malvika Sinha | Independent Director | Cessation upon end of term | March 31, 2024 |
| 3. | Mr. Nagaraj Ijari | Independent Director | Appointment | April 01, 2024 |
| 4. | Mr. Mathew Cyriac | Independent Director | Resignation | May 07, 2024 |
| 5. | Mr. V. S. Radhakrishnan | Independent Director | Resignation | December 30, 2024 |
| 6. | Dr. Punita Kumar Sinha | Independent Director | Appointment | January 20, 2025 |
| 7. | Mr. F. N. Subedar | Non-Executive Director | Resignation | March 11, 2025 |
| 8. | Mr. Ramanathan Viswanathan | Independent Director | Appointment | March 27, 2025 |
| 9. | Ms. Varsha Purandare | Independent Director | Cessation upon end of term | March 31, 2025 |

Mr. V. S. Radhakrishnan (DIN: 08064705) has ceased to be an Independent Director of the Company with effect from December 30, 2024, pursuant to his resignation due to his pre-occupation and other personal commitments. In his letter dated December 30, 2024, he has confirmed that there are no material reasons other than these for his resignation.

Ms. Aarthi Subramanian (DIN: 07121802) resigned as a Non-Executive Director of the Company with effect from April 30, 2025.

h) During FY 2024-25, 1 (One) meeting of the Independent Directors was held on March 18, 2025, which was attended by all the Independent Directors. The Independent Directors, *inter alia*, reviewed the performance of the Non-Independent Directors, Board as a whole and the Chairman of the Company, taking into account the views of Executive Director and Non-Executive Directors.

i) The Board periodically reviews the compliance reports of all laws applicable to the Company. During FY 2024-25, information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, has been placed before the Board for its consideration.

j) In the opinion of the Board, the Independent Directors fulfil the conditions specified in the SEBI Listing Regulations.

k) None of the Directors are related inter-se.

l) Details of equity shares of the Company held by the Directors as on March 31, 2025 are given below:

| # | Name of the Director | Category | No. of Equity Shares |
|---|---|---|---|
| 1 | Mr. Rajiv Sabharwal | Managing Director & CEO | 6,37,495 |

The Company has not issued any convertible instruments.

## 4. Committees of the Board

The Board has constituted Committees with specific terms of reference to focus on specific areas. These include the Audit Committee, the Nomination and Remuneration Committee, the Risk Management Committee, the Information Technology Strategy Committee, the Corporate Social Responsibility Committee, the Stakeholders Relationship Committee, the Investment Credit Committee, the Customer Service Committee, the Initial Public Offering Committee, the Special Committee for Monitoring and Follow - Up of Cases of Frauds and Review Committee for Identification of Wilful Defaulters.

The Company Secretary is the Secretary of all the aforementioned Committees. The Board of Directors and the Committees also take decisions by circular resolutions which are noted by the Board / respective Committees of the Board at their next meeting. The Minutes of meetings of all Committees of the Board are circulated to the Board of Directors for noting.

The Composition of Board Committees as on date of this report are as follows:

**i. Audit Committee**

***Composition, Meetings and Attendance***

During FY 2024-25, 12 (Twelve) meetings of the Audit Committee were held on the following dates: May 08, 2024, June 04, 2024, June 19, 2024, August 05, 2024, August 26, 2024, September 20, 2024, October 24, 2024, December 18, 2024, February 05, 2025, February 24, 2025, March 20, 2025 and March 27, 2025.

The composition of the Audit Committee as on date of this Report and the attendance details of meetings during FY 2024-25 is, given below:

| Name of the Member(s) | Category | Member of Committee since | No. of Meetings | |
|---|---|---|---|---|
| | | | Held | Attended |
| Ms. Varsha Purandare[1] | Chairperson and Independent Director | October 24, 2020 | 12 | 11 |
| Mr. Sujit Kumar Varma[2] | Chairman and Independent Director | January 01, 2024 | 12 | 11 |
| Mr. F. N. Subedar[3] | Non-Executive Director | November 27, 2007 | 10 | 9 |
| Mr. V.S. Radhakrishnan[4] | Independent Director | May 23, 2023 | 8 | 7 |
| Mr. Nagaraj Ijari | Independent Director | April 01, 2024 | 12 | 12 |
| Dr. Punita Kumar Sinha | Independent Director | January 20, 2025 | 4 | 4 |
| Mr. Ramanathan Viswanathan | Independent Director | March 27, 2025 | 1 | 1 |

*Notes:*

1. *Ms. Varsha Purandare ceased to be a Member and Chairperson of the Audit Committee effect from April 01, 2025.*
2. *Mr. Sujit Kumar Varma was appointed as Chairman of Audit Committee with effect from April 01, 2025.*
3. *Mr. F. N. Subedar ceased to be a Member of Audit Committee with effect from March 11, 2025.*
4. *Mr. V.S. Radhakrishnan ceased to be a Member of Audit Committee with effect from December 30, 2024.*

The composition of the Audit Committee is in line with the provisions of Section 177 of the Act and the SEBI Listing Regulations. All the Members have the ability to read and understand financial statements and have relevant finance and / or audit experience.

The previous AGM of the Company was held on July 19, 2024 and was attended by Ms. Varsha Purandare, Chairperson of the Audit Committee.

***Terms of reference***

The Board has adopted an Audit Committee Charter which defines the composition of the Audit Committee, its authority, role, responsibilities and powers and reporting functions in accordance with the Act and SEBI Listing Regulations. The Charter is reviewed from time to time and is available on the website of the Company, www.tatacapital.com.

The responsibilities of the Audit Committee, *inter alia*, include:

– Review of the financial reporting process, the system of internal financial controls, the audit process, the Company's process for monitoring compliance with laws and regulations and the Code of Conduct.

- To recommend the appointment and removal of the Auditors and their remuneration and discuss with the Auditors the nature and scope of their audit before commencement.
- To examine the financial statements, financial results and the Auditors' Report thereon.
- To review and evaluate the Company's financial and risk management systems.
- To review the adequacy and performance of Risk Based Internal Audit function.
- To perform activities and carry out functions as laid down in the Framework for Related Party Transactions adopted by the Board.
- To review findings of internal investigations, frauds, irregularities, etc.
- To review the functioning of and compliance with the Company's Whistle Blower Policy.
- To review the Compliance Policy of the Company and oversee its implementation.
- To review the compliance risk on a quarterly basis based on monitoring and testing results and approve the risk-based compliance testing and monitoring plan.
- Review the appointment / re-appointment, removal and terms of remuneration of the Chief Compliance Officer.

The Board has accepted all the recommendations made by the Audit Committee during the year.

Besides the Members of the Committee, meetings of the Audit Committee are generally attended by the Managing Director & CEO, the Chief Financial Officer, the Company Secretary, the Joint Statutory Auditors and the Chief Internal Auditor. The Internal Audit function is headed by the Chief Internal Auditor of the Company who reports to the Audit Committee to ensure independence of operations.

**ii. Nomination and Remuneration Committee ("NRC")**

***Composition, Meetings and Attendance***

During FY 2024-25, 2 (Two) meetings of the NRC were held on the following dates: April 15, 2024 and June 11, 2024.

The composition of the NRC as on date of this Report and the attendance details of meetings during FY 2024-25 is, given below:

| Name of the Member(s) | Category | Member of Committee since | No. of Meetings | |
|---|---|---|---|---|
| | | | Held | Attended |
| Ms. Varsha Purandare[1] | Chairperson and Independent Director | October 24, 2020 | 2 | 2 |
| Mr. Nagaraj Ijari | Chairman and Independent Director | April 01, 2025 | N.A. | N.A. |
| Mr. Saurabh Agrawal | Non-Executive Director | September 03, 2017 | 2 | 2 |
| Mr. Mathew Cyriac[2] | Independent Director | January 01, 2024 | 1 | - |
| Mr. Sujit Kumar Varma | Independent Director | January 01, 2024 | 2 | 2 |

*Notes:*

1. *Ms. Varsha Purandare ceased to be a Member and Chairperson of NRC with effect from April 01, 2025.*
2. *Mr. Mathew Cyriac ceased to be a Member of NRC with effect from May 07, 2024.*

The composition of the NRC is in line with the provisions of Section 178 of the Act and the SEBI Listing Regulations.

The previous AGM of the Company was held on July 19, 2024 and was attended by Ms. Varsha Purandare, Chairperson of the NRC.

***Terms of reference***

The responsibilities of the NRC, *inter alia*, include:

- To formulate the criteria for determining qualifications, fit & proper status, positive attributes and independence of a Director and recommend to the Board.
- To specify the manner and criteria for effective evaluation of performance of Board, its Committees and individual Directors including Independent Directors.
- To formulate the criteria for evaluation of performance of Independent Directors and the Board of Directors.
- To devise a Policy on diversity of Board of Directors.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board.
- To decide whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- To recommend to the Board, all remuneration, in whatever form, payable to Senior Management.
- 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.
- Review of the Compensation structure i.e. design of annual and long term compensation plan.
- To decide commission payable to the Directors, subject to prescribed limits and approval of shareholders.

**Performance Evaluation Criteria for Independent Directors**

The performance evaluation criteria for Independent Directors is based on various factors which includes participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behavior and judgment.

**iii. Risk Management Committee ("RMC")**

***Composition, Meetings and Attendance***

During FY 2024-25, 4 (Four) meetings of the RMC were held on the following dates: May 14, 2024, August 26, 2024, November 22, 2024 and February 11, 2025.

The composition of the RMC as on date of this Report and the attendance details of meetings during FY 2024-25 is, given below:

| Name of the Member(s) | Category | Member of Committee since | No. of Meetings | |
|---|---|---|---|---|
| | | | Held | Attended |
| Mr. Saurabh Agrawal | Chairman and Non-Executive Director | July 28, 2017 | 4 | 4 |
| Mr. F. N. Subedar[1] | Non-Executive Director | January 01, 2024 | 4 | 4 |
| Mr. Nagaraj Ijari | Independent Director | April 01, 2024 | 4 | 4 |
| Mr. Mathew Cyriac[2] | Independent Director | May 23, 2023 | N.A. | N.A. |
| Mr. Rajiv Sabharwal | Managing Director & CEO | April 01, 2018 | 4 | 4 |

*Notes:*

*1. Mr. F. N. Subedar ceased to be a Member of RMC with effect from March 11, 2025.*

*2. Mr. Mathew Cyriac ceased to be a Member of RMC with effect from May 07, 2024.*

The composition of the RMC is in line with the provisions of the SEBI Listing Regulations.

***Terms of reference***

The responsibilities of the RMC, *inter alia*, include:

– To assist the Board in its oversight of various risks (i) Credit Risk (ii) Market & Liquidity Risk (iii) Operational Risk (iv) Strategic Risks (v) Compliance and Governance Risk (vi) Reputation Risk (vii) Information Security and Cyber Security Risk etc.

– To review and analyse risk exposure related to specific issues and provide oversight of risk across the Company.

– To monitor and oversee implementation of the Risk Management Policy, including evaluating the adequacy of risk management systems.

– To ensure whether appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.

– To review the appointment, removal and terms of remuneration of the Chief Risk Officer.

**iv. Information Technology Strategy Committee ("ITSC")**

***Composition, Meetings and Attendance***

During FY 2024-25, 5 (Five) meetings of the ITSC were held on the following dates: April 15, 2024, June 05, 2024, September 06, 2024, December 05, 2024 and March 19, 2025.

The composition of the ITSC as on date of this Report and details of attendance at the ITSC meetings held during FY 2024-25 is, given below:

| Name of the Member(s) | Category | Member of Committee since | No. of Meetings | |
|---|---|---|---|---|
| | | | Held | Attended |
| Mr. Nagaraj Ijari | Chairman and Independent Director | April 01, 2024 | 5 | 5 |
| Ms. Varsha Purandare[1] | Independent Director | April 01, 2019 | 5 | 5 |
| Mr. Sujit Kumar Varma | Independent Director | January 01, 2024 | 5 | 5 |
| Ms. Aarthi Subramanian[2] | Non-Executive Director | May 07, 2018 | 5 | 5 |
| Mr. Rajiv Sabharwal | Managing Director & CEO | May 07, 2018 | 5 | 5 |

*Notes:*

1. *Ms. Varsha Purandare ceased to be a Member of ITSC with effect from April 01, 2025.*
2. *Ms. Aarthi Subramanian ceased to be a Member of ITSC with effect from April 30, 2025.*

***Terms of reference***

The responsibilities of the ITSC, *inter alia*, include:

– To ensure that the organization has put an effective IT strategic planning process in place.

– To guide in preparation of IT Strategy and ensure that the IT Strategy aligns with the overall strategy of the organization towards accomplishment of its business objectives.

– To review cyber security risks / arrangements / preparedness of the organization.

– To review the adequacy and effectiveness of the Business Continuity Planning and Disaster Recovery Management of the Company.

– To recommend the appointment of IT / Information Systems ("IS") Auditor.

– To review the IT / IS Audit report and provide its observation / recommendations to the Board.

## v. Corporate Social Responsibility ("CSR") Committee

***Composition, Meetings and Attendance***

During FY 2024-25, 1 (One) meeting of the CSR Committee was held on May 10, 2024.

The composition of the CSR Committee as on date of this Report and details of attendance at the CSR meeting held during FY 2024-25 is, given below:

| Name of the Member(s) | Category | Member of Committee since | No. of Meetings | |
|---|---|---|---|---|
| | | | Held | Attended |
| Mr. Saurabh Agrawal | Chairman and Non-Executive Director | August 01, 2019 | 1 | 1 |
| Mr. V. S. Radhakrishnan[1] | Independent Director | January 01, 2024 | 1 | 1 |
| Mr. Nagaraj Ijari | Independent Director | January 20, 2025 | N.A. | N.A. |
| Mr. Rajiv Sabharwal | Managing Director & CEO | April 01, 2018 | 1 | 1 |

*Note:*

1. *Mr. V.S. Radhakrishnan ceased to be a Member of CSR Committee with effect from December 30, 2024.*

The Composition of the CSR Committee is in line with the provisions of Section 135 of the Act.

***Terms of reference***

The responsibilities of the CSR Committee, *inter alia*, include:

- 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.
- 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.
- To recommend the amount of expenditure to be incurred on CSR activities.
- 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.
- To oversee the Company's conduct with regard to its corporate and societal obligations and its reputation as a responsible corporate citizen.
- To oversee activities impacting the quality of life of the beneficiaries of the CSR projects.

### vi. Stakeholders Relationship Committee ("SRC")

***Composition, Meetings and Attendance***

During FY 2024-25, 1 (One) meeting of the SRC was held on March 19, 2025.

The composition of the SRC as on date of this Report and details of attendance at the SRC meeting held during FY 2024-25 is, given below:

| Name of the Member(s) | Category | Member of Committee since | No. of Meetings | |
|---|---|---|---|---|
| | | | Held | Attended |
| Ms. Aarthi Subramanian[1] | Chairperson and Non-Executive Director | October 30, 2017 | 1 | 1 |
| Mr. Nagaraj Ijari[2] | Chairman and Independent Director | April 01, 2024 | 1 | 1 |
| Mr. V. S. Radhakrishnan[3] | Independent Director | May 23, 2023 | N.A. | N.A. |
| Mr. Ramanathan Viswanathan | Independent Director | May 04, 2025 | N.A. | N.A. |
| Mr. Rajiv Sabharwal | Managing Director & CEO | April 01, 2018 | 1 | 1 |

*Notes:*

1. *Ms. Aarthi Subramanian ceased to be a Member and Chairperson of SRC with effect from April 30, 2025.*
2. *Mr. Nagaraj Ijari was appointed as a Member of SRC with effect from April 01, 2024 and Chairman of SRC with effect from May 04, 2025.*
3. *Mr. V.S. Radhakrishnan ceased to be a Member of SRC with effect from December 30, 2024.*

The composition of SRC is in line with the provisions of Section 178 of the Act and the SEBI Listing Regulations.

***Terms of reference***

The responsibilities of the SRC, *inter alia*, include:

- To review statutory compliances relating to the holders of securities issued by the Company.
- To 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.
- To 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.
- To 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.
- To oversee and review matters related to the transfer of securities issued by the Company.
- To approve issuance of new / duplicate certificates of securities issued by the Company.
- To review movements in shareholding and ownership structure of the Company.
- To review of measures taken for effective exercise of voting rights by shareholders.
- To 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.

– Recommend measures for overall improvement of the quality of investor services.

– To adopt and review policies / guidelines / process notes / framework etc. relating to the securities issued by the Company, as deemed necessary.

– To monitor the implementation and outcome of debentures issued with liquidity window facility in terms of applicable SEBI circular.

The previous AGM of the Company was held on July 19, 2024 and was attended by Ms. Aarthi Subramanian, Chairperson of the SRC.

***a) Name, designation and address of the Compliance Officer under SEBI Listing Regulations:***

Ms. Sarita Kamath, Chief Legal and Compliance Officer & Company Secretary.
11th Floor, Tower A, Peninsula Business Park,
Ganpatrao Kadam Marg, Lower Parel, Mumbai 400013.
Telephone No.: 022 6606 9000
Email ID: investors@tatacapital.com.

b) Details of complaints received from the Debenture holders and redressed during the FY 2024-25 are as follows:

| Sr. No. | Description | Opening at the beginning of the Financial year | Received during the Financial year | Resolved during the Financial year | Closing Balance at the end of the Financial year |
|---|---|---|---|---|---|
| 1 | Complaints | Nil | 5 | 5 | Nil |

c) During FY 2024-25, Nil complaint was received from the Equity Shareholders of the Company.

**vii. Investment Credit Committee ("ICC")**

***Composition, Meetings and Attendance***

During FY 2024-25, 42 (Forty-two) meetings of the ICC were held on the following dates: April 12, 2024, April 29, 2024, May 15, 2024, May 24, 2024, May 27, 2024, June 08, 2024, June 11, 2024, June 14, 2024, June 21, 2024, June 26, 2024, July 08, 2024, July 16, 2024, July 22, 2024, August 09, 2024, August 13, 2024, August 22, 2024, August 27, 2024, August 28, 2024, September 14, 2024, September, 18, 2024, September 23, 2024, October 17, 2024, October 21, 2024, October 25, 2024, October 29, 2024, November 11, 2024, November 19, 2024, November 26, 2024, December 06, 2024, December 10, 2024, December 23, 2024, December 24, 2024, January 13, 2025, January 21, 2025, January 27, 2025, February 10, 2025, February 20, 2025, February 24, 2025, March 10, 2025, March 17, 2025, March 24, 2025 and March 29, 2025.

The composition of the ICC as on date of this Report and details of attendance at the ICC meetings held during FY 2024-25 is, given below:

| Name of the Member(s) | Category | Member of Committee since | No. of Meetings | |
|---|---|---|---|---|
| | | | Held | Attended |
| Mr. Sujit Kumar Varma | Chairman and Independent Director | January 01, 2024 | 42 | 41 |
| Ms. Varsha Purandare[1] | Independent Director | January 01, 2024 | 42 | 28 |
| Mr. V. S. Radhakrishnan[2] | Independent Director | January 01, 2024 | 32 | 29 |
| Mr. Ramanathan Viswanathan | Independent Director | April 01, 2025 | N.A. | N.A. |
| Mr. Rajiv Sabharwal | Managing Director & CEO | January 01, 2024 | 42 | 39 |

*Notes:*

1. *Ms. Varsha Purandare ceased to be a Member of ICC with effect from April 01, 2025.*
2. *Mr. V. S. Radhakrishnan ceased to be a Member of ICC with effect from December 30, 2024.*

***Terms of reference***

The responsibilities of the ICC, *inter alia*, include:

– To approve financing / credit proposals, as per the authority granted by the Board to the ICC, from time to time.

– To approve investments in Debentures / Commercial Paper, Equity Shares, Preference Shares and other instruments, in terms of the Board approved Investment Policies.

– To periodically review proposals approved by Management Credit Committee.

**viii. Customer Service Committee ("CSC")**

***Composition, Meetings and Attendance***

During FY 2024-25, 3 (Three) meetings of the CSC were held on July 18, 2024, October 11, 2024 and January 31, 2025.

The composition of the CSC as on date of this Report and details of attendance at the CSC meetings held during FY 2024-25 is, given below:

| Name of the Member(s) | Category | Member of Committee since | No. of Meetings | |
|---|---|---|---|---|
| | | | Held | Attended |
| Mr. V. S. Radhakrishnan[1] | Chairman and Independent Director | February 13, 2024 | 2 | 2 |
| Mr. Sujit Kumar Varma[2] | Independent Director | January 20, 2025 | 1 | 1 |
| Mr. Rajiv Sabharwal[3] | Chairman and Managing Director & CEO | February 13, 2024 | 3 | 3 |

*Notes:*

1. *Mr. V.S. Radhakrishnan ceased to be a Member and Chairman of CSC with effect from December 30, 2024.*
2. *Mr. Sujit Kumar Varma was appointed as a Member and Chairman of CSC with effect from January 20, 2025. Mr. Varma ceased to be Chairman of CSC with effect from April 01, 2025.*
3. *Mr. Rajiv Sabharwal was appointed as Chairman of CSC with effect from April 01, 2025.*

***Terms of reference***

The responsibilities of the CSC, *inter alia*, include:

– To monitor and bring about continuous improvements in the quality of services rendered to the customers and to ensure implementation of the guidelines issued by the regulatory authorities.

– To oversee the functioning of the Service Council of the Company.

– To review matters pertaining to customer service, grievance redressal, fair practices, recovery mechanism, outsourcing and other customer service related matters.

– To review and monitor the steps and remedial actions taken by the Company to reduce the customer complaints.

– To review the compliances under the Fair Practices Code of the Company.

### ix. Initial Public Offering ("IPO") Committee

The Board of Directors of the Company at its Meeting held on February 25, 2025, has constituted the IPO Committee in view of the proposed initial public offering of the Equity Shares of the Company ("Offer") and to undertake and approve various activities pertaining to the Offer and subsequent listing of the Equity Shares on one or more of the stock exchanges.

***Composition, Meetings and Attendance***

During FY 2024-25, 1 (One) meeting of the IPO Committee was held on March 18, 2025.

The composition of the IPO Committee as on date of this Report and details of attendance at the IPO Committee meeting held during FY 2024-25 is, given below:

| Name of the Member(s) | Category | Member of Committee since | No. of Meetings | |
|---|---|---|---|---|
| | | | Held | Attended |
| Mr. Saurabh Agrawal | Chairman and Non-Executive Director | February 25, 2025 | 1 | 1 |
| Mr. Sujit Kumar Varma | Independent Director | February 25, 2025 | 1 | 1 |
| Mr. Rajiv Sabharwal | Managing Director & CEO | February 25, 2025 | 1 | 1 |

### x. Special Committee for Monitoring and Follow – Up of Cases of Frauds

The Reserve Bank of India ("RBI") has issued Master Directions on Fraud Risk Management in Non-Banking Financial Companies ("NBFCs") (including Housing Finance Companies) on July 15, 2024 ("RBI Master Directions") with a view to provide a framework to NBFCs for prevention, early detection and timely reporting of incidents of fraud to Law Enforcement Agencies ("LEAs"), RBI and National Housing Bank ("NHB") and matters connected therewith or incidental thereto. In accordance with the requirements of RBI Master Directions, the Board of Directors of the Company at its meeting held on August 06, 2024 has constituted the Special Committee for Monitoring and Follow-up of cases of Frauds ("SCBMF").

***Composition, Meetings and Attendance***

During FY 2024-25, 2 (Two) meetings of the SCBMF were held on November 11, 2024 and March 20, 2025.

The composition of the SCBMF as on date of this Report and details of attendance at the SCBMF meetings held during FY 2024-25 is, given below:

| Name of the Member(s) | Category | Member of Committee since | No. of Meetings | |
|---|---|---|---|---|
| | | | Held | Attended |
| Mr. Sujit Kumar Varma | Chairman and Independent Director | August 06, 2024 | 2 | 2 |
| Mr. V. S. Radhakrishnan[1] | Independent Director | August 06, 2024 | 1 | 1 |
| Dr. Punita Kumar Sinha | Independent Director | January 20, 2025 | 1 | 1 |
| Mr. Rajiv Sabharwal | Managing Director & CEO | August 06, 2024 | 2 | 2 |

*Note:*

1. *Mr. V.S. Radhakrishnan ceased to be a Member of SCBMF with effect from December 30, 2024.*

### xi. Review Committee for Identification of Wilful Defaulters

In accordance with the requirements of Master Direction on Treatment of Wilful Defaulters and Large Defaulters issued by the RBI on July 30, 2024, effective from October 28, 2024, the Board of Directors of the Company at its meeting held on October 25, 2024, has constituted the Review Committee for Identification of Wilful Defaulters ("Review Committee").

***Composition, Meetings and Attendance***

During FY 2024-25, no meeting of the Review Committee was held.

The composition of the Review Committee as on date of this Report and details of attendance at the Review Committee meeting held during FY 2024-25 is, given below:

| Name of the Member(s) | Category | Member of Committee since | No. of Meetings | |
|---|---|---|---|---|
| | | | Held | Attended |
| Mr. Rajiv Sabharwal | Chairman and Managing Director & CEO | October 25, 2024 | 0 | 0 |
| Mr. V. S. Radhakrishnan[1] | Independent Director | October 25, 2024 | 0 | 0 |
| Mr. Sujit Kumar Varma | Independent Director | October 25, 2024 | 0 | 0 |
| Dr. Punita Kumar Sinha | Independent Director | January 20, 2025 | N.A. | N.A. |

*Note:*

1. *Mr. V.S. Radhakrishnan ceased to be a Member of the Review Committee with effect from December 30, 2024.*

## 5. Particulars of Senior Management of the Company:

| Sr. No. | Name | Designation |
|---|---|---|
| 1. | Mr. Manish Chourasia | Chief Operating Officer - Corporate and Cleantech Finance |
| 2. | Mr. Vivek Chopra | Chief Operating Officer - Retail Finance |
| 3. | Mr. Narendra Kamath | Chief Operating Officer - SME Finance |
| 4. | Ms. Abonty Banerjee | Chief Operating Officer - IT, Digital, Operations and Marketing |
| 5. | Mr. Rakesh Bhatia | Chief Financial Officer |
| 6. | Ms. Sarita Kamath | Chief Legal and Compliance Officer & Company Secretary |
| 7. | Mr. Avijit Bhattacharya | Chief Human Resource Officer |
| 8. | Mr. Nitin Dharma | Chief Risk Officer |
| 9. | Mr. Kiran Joshi | Head - Treasury |
| 10. | Ms. Abha Sarda | Chief Internal Auditor (Appointed w.e.f. September 01, 2024) |
| 11. | Mr. Saurav Basu | Chief Business Officer - Wealth & Advisory Business |
| 12. | Mr. Sandeep Tripathy | Head - Strategy & Investor Relations (Appointed w.e.f. February 01, 2025) |

Mr. Neeraj Dhawan was appointed as President - Business Transformation of the Company w.e.f. June 14, 2024. Consequent to his proposed appointment as Managing Director of Tata Motors Finance Limited ("TMFL"), Mr. Dhawan resigned from the end of business hours on July 31, 2024. Post merger of TMFL into the Company, Mr. Dhawan has been designated as the Chief Operating Officer - Motor Finance and DSMG of the Company w.e.f. June 02, 2025.

## 6. Remuneration of Directors

The Company paid sitting fees to the Non-Executive Directors ("NEDs") and Independent Directors ("IDs") for attending meetings of the Board and the Committees of the Board and will pay Commission for the FY 2024-25 to the NEDs and IDs who were Directors of the Company during FY 2024-25, within the maximum prescribed limits, as recommended by the NRC and approved by the Board at their respective meetings held on June 02, 2025. The details of the same are, as under:

### a. Non-Executive Directors:

| Name | Sitting Fees paid for attending Board and Committee Meetings held during FY 2024-25 | Commission to be paid for FY 2024-25 |
|---|---|---|
| Mr. Saurabh Agrawal, Chairman and Non-Executive Director | Rs. 3,60,000 | *Nil |
| Mr. F. N. Subedar, Non-Executive Director | Rs. 9,20,000 | Rs. 30,00,000 |
| Ms. Varsha Purandare, Independent Director | #Rs. 38,40,000 | **Rs. 70,00,000 |
| Mr. V. S. Radhakrishnan, Independent Director | Rs. 16,90,000 | Rs. 30,00,000 |
| Mr. Sujit Kumar Varma, Independent Director | Rs. 27,00,000 | Rs. 40,00,000 |
| Ms. Aarthi Subramanian, Non-Executive Director | Rs. 6,30,000 | *Nil |
| Mr. Nagaraj Ijari, Independent Director | Rs. 14,50,000 | Rs. 30,00,000 |
| Dr. Punita Kumar Sinha,@ Independent Director | Rs. 4,30,000 | Rs. 7,50,000 |
| Mr. Ramanathan Viswanathan,@ Independent Director | Rs. 1,00,000 | -- |
| Mr. Naseer Munjee$ | -- | Rs. 30,00,000 |
| Mrs. Vedika Bhandarkar$ | -- | Rs. 30,00,000 |
| Mr. P S. Jayakumar$ | -- | Rs. 30,00,000 |
| Mr. N. V. Sivakumar$ | -- | Rs. 30,00,000 |

**In line with the internal guidelines of the Company, no payment is made towards commission to the NEDs of the Company, who are in full time employment with any other Tata company.*

*@ on pro-rata basis*

***Includes Commission payable as a Director of erstwhile Tata Motors Finance Limited.*

*# Includes sitting fees paid for attending meetings of Board and / or Committee of the Board of erstwhile Tata Motors Finance Limited.*

*$Directors of erstwhile TMFL.*

None of the NEDs and IDs had any pecuniary relationships or transactions with the Company during the year under review.

**a. Managing Director & CEO:**

Terms of Appointment and Remuneration of Mr. Rajiv Sabharwal, Managing Director & CEO:

| | |
|---|---|
| Period of Contract | April 01, 2023 to March 31, 2028 |
| Notice Period and Severance Fees | The Contract with the Managing Director & CEO may be terminated earlier by either party giving the other Party six months' notice of such termination or the Company paying six months' remuneration and other pro-rated incentive / commission (at the discretion of the Board), in lieu thereof. There is no separate provision for payment of Severance fees. |
| Employee Stock Options ("ESOP") for FY 2024-25 | *4,28,000 options granted during FY 2024-25, which will vest over a period of 4 years in 4 tranches and exercisable over a period of 7 years from the date of grant.* |
| Salary for FY 2024-25 | Rs. 6,07,08,637/- |
| Commission for FY 2024-25* | Rs. 5,85,00,000/- |
| Perquisites and Allowances for FY 2024-25 | Rs. 22,95,000/- |
| Retirement benefits for FY 2024-25 | Rs. 80,46,424/- |

**A portion of the commission for FY 2024-25 will be deferred for payment as per the Compensation Policy adopted by the Company in accordance with the RBI guidelines.*

Accordingly, the NRC and the Board of Directors at their respective meetings held on June 02, 2025, recommended and approved a Commission of Rs. 5,85,00,000/-, payable to Mr. Sabharwal for FY 2024-25. Further, as per Long Term Incentive Plan for FY 2024-25 of the Company, Mr. Sabharwal is entitled to equity shares aggregating to Rs. 4,50,00,000/-. With this, the total remuneration of Mr. Sabharwal for FY 2024-25, was Rs. 17,45,50,061.

**7. General Body Meetings**

**i. General Meeting**

a. Annual General Meeting:

| Financial Year | Date | Time | Venue | Special Resolutions passed |
|---|---|---|---|---|
| 2021-22 | June 28, 2022 | 10:00 a.m. | Meeting conducted through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") pursuant to the Ministry of Corporate Affairs ("MCA") Circular. | Revision in the terms of remuneration of Mr. Rajiv Sabharwal, Managing Director & CEO. |
| 2022-23 | June 28, 2023 | 10:00 a.m. | Meeting conducted through VC / OAVM pursuant to the MCA Circular. | 1. Appointment of Mr. V. S. Radhakrishnan (DIN: 08064705) as an Independent Director.<br>2. Appointment of Mr. Mathew Cyriac (DIN: 01903606) as an Independent Director. |
| 2023-24 | July 19, 2024 | 11:00 a.m. | Meeting conducted through VC / OAVM pursuant to the MCA Circular. | 1. To approve the borrowing limits of the Company.<br>2. To create charge on the assets of the Company.<br>3. Approval for private placement of Non-Convertible Debentures |

b. Extraordinary General Meeting ("EGM"):

| Financial Year | Date | Time | Venue | Special Resolutions passed |
|---|---|---|---|---|
| 2024-25 | March 27, 2025 | 10:00 a.m. | Meeting conducted through VC / OAVM pursuant to the MCA Circular. | 1. Initial Public Offer of Equity Shares of the Company.<br>2. Increase in Investment Limits for Non-Resident Indians and Overseas Citizens of India.<br>3. Amendment to Employee Stock Options Scheme. |

c. Whether any special resolution passed last year through postal ballot - details of voting pattern:

During FY 2024-25, the Company had sought the approval of the Shareholders by way of Special Resolution through Postal Ballot, the details of which are given below:

**Postal Ballot vide Notice dated April 15, 2024:**

1. Appointment of Mr. Nagaraj Ijari (DIN: 09390579) as an Independent Director.

The Company had appointed Mr. P. N. Parikh or failing him, Mr. Mitesh Dhabliwala of M/s. Parikh & Associates, Practicing Company Secretaries, as a Scrutinizer to conduct the postal ballot process in a fair and transparent manner. Details of the voting pattern are provided below:

| Item No(s). and brief text of Resolution(s) | Number of Votes in favour of the resolution | | Number of Votes against the resolution | | Invalid Votes |
|---|---|---|---|---|---|
| | Number of Votes | % of total number of valid votes cast | Number of Votes | % of total number of valid votes cast | |
| Appointment of Mr. Nagaraj Ijari (DIN: 09390579) as an Independent Director. | 3,68,46,30,886 | 100.00 (Rounded off) | 25,133 | 0.00 | Nil |

The aforesaid resolution was passed with requisite majority and the result was declared on May 27, 2024.

**Postal Ballot vide Notice dated January 27, 2025:**

1. Appointment of Dr. Punita Kumar Sinha (DIN: 05229262) as an Independent Director.
2. Alteration to the Memorandum of Association of the Company.
3. Adoption of new set of Articles of Association of the Company.

The Company had appointed Mr. P. N. Parikh or failing him, Mr. Mitesh Dhabliwala of M/s. Parikh & Associates, Practicing Company Secretaries, as a Scrutinizer to conduct the postal ballot process in a fair and transparent manner. Details of the voting pattern are provided below:

| Item No(s). and brief text of Resolution(s) | Number of Votes in favour of the resolution | | Number of Votes against the resolution | | Invalid Votes |
|---|---|---|---|---|---|
| | Number of Votes | % of total number of valid votes cast | Number of Votes | % of total number of valid votes cast | |
| Appointment of Dr. Punita Kumar Sinha (DIN: 05229262) as an Independent Director. | 3,67,78,90,503 | 100.00 (Rounded off) | 5,841 | 0.00 | Nil |
| Alteration to the Memorandum of Association of the Company. | 3,67,78,90,966 | 100.00 (Rounded off) | 5,490 | 0.00 | Nil |
| Adoption of new set of Articles of Association of the Company. | 3,67,78,90,076 | 100.00 (Rounded off) | 6,380 | 0.00 | Nil |

All the aforesaid resolutions were passed with requisite majority and the result was declared on March 03, 2025.

d. Whether any special resolution is proposed to be conducted through postal ballot – None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution through postal ballot.

e. Procedure for postal ballot – The postal ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act read with the Rules framed thereunder and read with the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, the latest being 9/2024 dated September 19, 2024, respectively issued by the Ministry of Corporate Affairs.

## 8. Means of Communication

The 'Investor Information & Financials' section on the Company's website (www.tatacapital.com) keeps the investors updated on material developments in the Company by providing key and timely information such as Financial Results, Annual Reports, Contact details of persons responsible for investor grievances, etc. The debenture holders can also send in their queries / complaints at the designated email address at compliance.ncd@tatacapital.com and the Cumulative Redeemable Preference Shares ("CRPS") holders can send their queries / complaints at crps@tatacapital.com. Financial Results are normally published in Business Standard Newspaper.

## 9. General Information for Members and Debenture holders

The Company is registered with the Registrar of Companies, Maharashtra, Mumbai. The Corporate Identity Number allotted to the Company by the Ministry of Corporate Affairs is U65990MH1991PLC060670.

**i. Details of Debenture Trustees and the Registrar and Transfer Agents of the Company are, given below:**

| Debenture Trustees |
|---|
| Vistra ITCL (India) Limited *(formerly known as IL& FS Trust Company Limited)*<br>The IL&FS Financial Centre, Plot C – 22, G Block, Bandra Kurla Complex,<br>Bandra I, Mumbai – 400 051.<br>Website: www.vistraitcl.com, Tel: +91 22 69300000, Fax: +91 22 2653 3297.<br>E-mail: itclcomplianceofficer@vistra.com |
| IDBI Trusteeship Services Limited<br>Universal Insurance Building, Ground Floor, Sir P M Road, Fort, Mumbai - 400 001.<br>Website: www.idbitrustee.com, Tel: +91 22 4080 7000, Fax: +91 22 6631 1776.<br>E-mail: itsl@idbitrustee.com |

| Registrar and Transfer Agents |
|---|
| **Equity Shares, Preference Shares and Non-Convertible Debentures issued on a Private Placement basis** |
| MUFG Intime India Private Limited<br>*(formerly Link Intime India Private Limited)*<br>C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai - 400083.<br>Website: www.in.mpms.mufg.com, Phone No.: +91-8108114949<br>E-mail: csg-unit@.in.mpms.mufg.com |
| **Non-Convertible Debentures issued to Public** |
| Kfin Technologies Limited<br>301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada,<br>Kurla (West), Mumbai-400070, Maharashtra India.<br>Website: www.kfintech.com, Tel: +91 22-4617 0911<br>E-mail: einward.ris@kfintech.com |

ii. **Annual General Meeting for FY 2024-25:**
Date: July 31, 2025
Time: 02:30 P.M.
Venue: Through Video Conferencing / Other Audio Visual Means.

iii. **Financial Year:** April 01, 2024 to March 31, 2025.

iv. **Dividend Payment date**: On or after July 31, 2025.

v. **Listing on Stock Exchange and Listing Fees:**

| Name and Address of the Stock Exchange | Type of Securities Listed |
|---|---|
| **National Stock Exchange of India Limited**<br>Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai 400 051. | Non-Convertible Debentures issued to the Public and on a Private Placement Basis. |
| **BSE Limited**<br>P. J. Towers, Dalal Street, Mumbai 400 001. | Non-Convertible Debentures issued to the Public. |

Listing Fees as applicable have been paid for FY 2024-25 and FY 2025-26.

vi. **In case of securities are suspended from trading, the directors report shall explain the reason thereof:** Not Applicable.

vii. **Share Transfer System:**

In terms of Regulation 61(4) read with Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, securities can be transferred only in dematerialized form. All the securities of the Company are in dematerialized form, hence, transfers of shares in electronic form are effected through the depositories with no involvement of the Company.

**viii. Distribution of shareholding as on March 31, 2025:**

- **Equity Shareholding:**

| No. of Shares | Shareholding | % of total Equity Shares | No. of Shareholders | % of total Equity shareholders |
|---|---|---|---|---|
| 1-1000 | 47,81,837 | 0.01 | 27,763 | 89.39 |
| 1001-5000 | 45,48,430 | 0.12 | 2,463 | 7.93 |
| 5001-10000 | 22,49,406 | 0.06 | 347 | 1.11 |
| 10001-20000 | 32,30,137 | 0.09 | 251 | 0.08 |
| 20001-30000 | 19,30,913 | 0.05 | 81 | 0.26 |
| 30001-40000 | 8,17,003 | 0.02 | 23 | 0.07 |
| 40001-50000 | 7,10,673 | 0.02 | 16 | 0.05 |
| 50001-100000 | 27,67,177 | 0.07 | 40 | 0.13 |
| 100001 - Above | 3,77,88,91,674 | 99.44 | 73 | 0.24 |
| **Grand Total** | **3,79,99,27,250** | **100** | **31,057** | **100** |

- **Preference Shareholding:**

| No. of Shares | Shareholding | % of total Preference Shares | No. of Shareholders | % of total Preference shareholders |
|---|---|---|---|---|
| 1-1000 | 2,85,180 | 8.63 | 372 | 49.73 |
| 1001-5000 | 8,15,370 | 24.67 | 306 | 40.91 |
| 5001-10000 | 2,49,500 | 7.55 | 28 | 3.74 |
| 10001-20000 | 2,99,000 | 9.05 | 18 | 2.41 |
| 20001-30000 | 1,30,050 | 3.93 | 5 | 0.67 |
| 30001-40000 | 1,11,000 | 3.36 | 3 | 0.40 |
| 40001-50000 | 5,00,000 | 15.13 | 10 | 1.34 |
| 50001-100000 | 2,65,050 | 8.02 | 4 | 0.53 |
| 100001 - Above | 6,50,000 | 19.67 | 2 | 0.27 |
| **Grand Total** | **33,05,150** | **100** | **748** | **100** |

- **Category of Equity and Preference Shareholding:**

Equity Shares (Face Value: Rs. 10):

| Category | No. of Equity Shares held | % of holding |
|---|---|---|
| Promoter | 3,52,86,81,463 | 92.86 |
| Bodies Corporate | 9,39,52,760 | 2.47 |
| Multilateral Financial Institution | 7,16,48,559 | 1.89 |
| Trust | 3,74,86,983 | 0.99 |
| Individuals | 6,77,68,112 | 1.78 |
| Others (HUF + Trust) | 3,89,373 | 0.01 |
| **Total (A)** | **3,79,99,27,250** | **100.00** |

Preference Shares (Face Value: Rs. 1000):

| Category | No. of Preference Shares held | % of holding |
|---|---|---|
| Bodies Corporate | 15,22,000 | 46.05 |
| Individuals | 16,38,250 | 49.57 |
| Others (HUF + Trust) | 1,44,900 | 4.38 |
| **Total (B)** | **33,05,150** | **100** |
| **Grand Total of Shares (A + B)** | **3,80,32,32,400** | |

**ix. Dematerialization of shares and liquidity:**

All the Equity Shares and Preference Shares of the Company are in dematerialized form as on March 31, 2025. Under the Depository System, the International Securities Identification Number ("ISIN") allotted to the Company's Equity Shares is INE976I01016.

**x. Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity:** Not Applicable*

**xi. Commodity price risk or foreign exchange risk and hedging activities:**

The Company is exposed to foreign currency exchange rate fluctuation risk for its foreign currency borrowing. The Company's borrowings in foreign currency are governed by RBI guidelines. The Company hedges its entire External Commercial Borrowing ("ECB") exposure for the full tenure of the ECB as per Board approved Policy. Further, the Company is not exposed to commodity price risk.

**xii. Plant locations**: Not Applicable*

**xiii. Address for correspondence:**
11th Floor, Tower A, Peninsula Business Park
Ganpatrao Kadam Marg, Lower Parel,
Mumbai 400013.

**xiv. List of all credit ratings obtained by the entity alongwith any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal:**

Details pertaining to Credit Ratings obtained by the Company are included in the Directors' Report.

**xv. Transfer of Unclaimed / Unpaid Amounts to the Investor Education and Protection Fund:**

During the year under review, no amount was due for transfer to Investor Education and Protection Fund.

**xvi. Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:**

| Sr. No. | Name of Material Subsidiary | Date and place of incorporation | Name of Statutory Auditors (Joint) | Date of Appointment of Statutory Auditors |
|---|---|---|---|---|
| 1. | Tata Capital Housing Finance Limited | October 15, 2008, Mumbai | a) M/s. Kirtane & Pandit LLP, Chartered Accountants<br>b) M/s. G D Apte & Co., Chartered Accountants | June 27, 2024 |

**The Equity Shares of the Company are not listed on the stock exchanges and hence certain details are not applicable to the Company.*

## 10. Other Disclosure

| Particulars | Details |
|---|---|
| Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large. | There were no material related party transactions during the year that have a conflict with the interest of the Company. |
| a) Details of non - compliance by the Company, penalty, strictures imposed on the Company by the stock exchange, or Securities and Exchange Board of India ('SEBI') or any statutory authority on any matter related to capital markets, during the last three years;<br><br>b) Details of the levy of penalty and strictures imposed by the regulators (viz., Reserve Bank and other regulators). | NIL<br><br>NIL |
| Details of establishment of vigil mechanism / whistle blower policy, and affirmation that no personnel has been denied access to the audit committee. | The Company has a Whistle Blower Policy and has established necessary Vigil Mechanism for Directors and employees to report concerns about unethical behaviour. No person has been denied access to the Audit Committee. |
| Details of compliance with mandatory requirements and adoption of the non-mandatory requirements. | Details of compliance with non-mandatory and mandatory requirements are mentioned in point no. 11 and 12 of this report, respectively. |
| Web link where Policy for determining 'material' subsidiaries is disclosed. | The Company has a Policy for determining 'material subsidiaries' which is disclosed on its website at https://www.tatacapital.com/content/dam/tata-capital/pdf/tcl/TCL__Policyfordeterminingmaterialsubsidiaries.pdf. |
| Web link where Policy on dealing with related party transactions. | The Company has a Policy on dealing with related party transactions which is disclosed on its website at<br><br>https://www.tatacapital.com/content/dam/tata-capital/pdf/tcl/TCL_RPTPolicy.pdf |
| Disclosure of commodity price risks and commodity hedging activities. | Not Applicable |
| Details of utilization of funds raised through preferential allotment or qualified institutional placement as specified under Regulation 32 (7A). | Not Applicable |
| Certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board / Ministry of Corporate Affairs or any such statutory authority. | The Company has obtained certificate from M/s. Parikh & Associates, Practising Company Secretaries that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board / Ministry of Corporate Affairs or any such statutory authority. The same is reproduced at the end of this report and marked as *Annexure I*. |
| Where the Board had not accepted any recommendation of any committee of the Board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof. | During FY 2024-25, all the recommendations of the various Committees of the Board were accepted by the Board. |

<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td>Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm / network entity of which the statutory auditor is a part.</td><td>The particulars of payment of fees to Joint Statutory Auditors is given below:<br><table><tr><th>Particulars</th><th>Amount (Rs. In lakh)</th></tr><tr><td>(i) Audit fees</td><td>390</td></tr><tr><td>(ii) Tax audit fees</td><td>15</td></tr><tr><td>(iii) Other Services (includes out of pocket expenses)</td><td>38</td></tr><tr><td>Total</td><td>443</td></tr></table><br>Further, no fees were paid to any entity in the network firm / network entity of which any of the Joint Statutory Auditors are a part of.</td></tr>
<tr><td>Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.</td><td><table><tr><th>Number of complaints filed during the financial year.</th><th>Number of complaints disposed of during the financial year.</th><th>Number of complaints pending as on end of the financial year.</th></tr><tr><td>2</td><td>2</td><td>Nil</td></tr></table></td></tr>
<tr><td>Disclosure by listed entity and its subsidiaries of ‘Loans and advances in the nature of loans to firms / companies in which directors are interested by name and amount.</td><td>NIL</td></tr>
<tr><td>Information disclosed under clause 5A of paragraph A of Part A of Schedule III of SEBI Listing Regulations.</td><td>Not Applicable</td></tr>
<tr><td colspan="2">Familiarization Program:<br><br>Details of familiarisation programmes imparted to Independent Directors is disclosed on its website at https://www.tatacapital.com/content/dam/tata-capital/pdf/investors-and-financial-reports/corporate-governance/Familiarisation%20Programme.pdf</td></tr>
</table>

11. Non-compliance of any requirement of corporate governance report of sub-paras above, with reasons thereof shall be disclosed: N.A.

12. The corporate governance report shall also disclose the extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted.

    The Company has adopted the following discretionary requirements as specified in Part E of Schedule II:

    i. Audit Qualification:

    The Company has adopted a regime of financial statement with unmodified audit opinion.

    ii. Separate posts of Chairman and Managing Director & Chief Executive Officer (“CEO”):

    The Company has appointed separate posts of Chairman and the Managing Director & CEO. The Chairman is a Non-Executive Director and not related to Managing Director & CEO.

    iii. Reporting of Internal Auditor:

    The Chief Internal Auditor of the Company directly reports to Audit Committee of the Company.

13. The disclosures of the compliance with corporate governance requirements specified in Regulation 17 to 27 and clauses (a) to (i) of Regulation 62(1A) of SEBI Listing Regulations shall be made in the section on corporate governance of the annual report.

As on March 31, 2025, the Company is in compliance with all the mandatory requirements specified in Regulation 17 to 27 of SEBI Listing Regulations which have been made applicable to the Company as a HVDLE effective September 07, 2021 on a 'comply or explain' basis until March 31, 2025.

The Company has provided the necessary explanation in the quarterly compliance report on Corporate Governance submitted to the Stock Exchange under Regulation 27(2)(a) of SEBI Listing Regulations.

**14. Code of Conduct**

The Company has adopted a Code of Conduct for its employees including the Managing Director & CEO. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These Codes are available on the Company's website (www.tatacapital.com).

All the Directors of the Board and Senior Management Personnel of the Company have affirmed compliance with the respective Codes. A declaration signed by the Managing Director & CEO to this effect is reproduced at the end of this report and marked as *Annexure II*.

**15. Compliance certificate from either the auditors or practicing company secretaries regarding compliance of conditions of corporate governance shall be annexed with the Directors' Report.**

The Company has obtained a compliance certificate from the Practising Company Secretaries on corporate governance. The same is reproduced at the end of this report and marked as *Annexure III*.

**16. Disclosures with respect to demat suspense account / unclaimed suspense account:**

Not Applicable.

***Annexure I***

**CERTIFICATE**

(Pursuant to Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
**Tata Capital Limited**
11th Floor, Tower A,
Peninsula Business Park,
Ganpatrao Kadam Marg,
Lower Parel,
Mumbai - 400013

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Tata Capital Limited** having CIN **U65990MH1991PLC060670** and having registered office at 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400013 (hereinafter referred to as 'the Company'), produced before me / us by the Company for the purpose of issuing this Certificate, in accordance with Schedule V Para C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

| Sr. No. | Name of Director | DIN | Date of Appointment in Company* |
|---|---|---|---|
| 1. | Mr. Rajiv Sabharwal | 00057333 | 01/04/2018 |
| 2. | Mr. Saurabh Agrawal | 02144558 | 28/07/2017 |
| 3. | Ms. Punita Kumar Sinha | 05229262 | 20/01/2025 |
| 4. | Ms. Aarthi Subramanian | 07121802 | 30/10/2017 |
| 5. | Mr. Ramanathan Viswanathan | 08289691 | 27/03/2025 |
| 6. | Mr. Nagaraj Ijari | 09390579 | 01/04/2024 |
| 7. | Mr. Sujit Kumar Varma | 09075212 | 01/01/2024 |
| 8. | Ms. Varsha Purandare | 05288076 | 01/04/2019 |

**the date of appointment is as per the MCA Portal.*

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Parikh & Associates**
Practising Company Secretaries

**Jigyasa N. Ved**
Partner
FCS: 6488 CP: 6018
UDIN: F006488G000525481
PR No.: 6556/2025
Mumbai, 02.06.2025

***Annexure II***

## DECLARATION BY THE MANAGING DIRECTOR & CEO

In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that, all the Directors and Senior Management Personnel of the Company have affirmed compliance to the Code of Conduct for the financial year ended March 31, 2025.

For **Tata Capital Limited**

**Rajiv Sabharwal**
**Managing Director & CEO**

Place: Mumbai
Date: 02.06.2025

*Annexure III*

## PRACTISING COMPANY SECRETARIES' CERTIFICATE ON CORPORATE GOVERNANCE

**TO THE MEMBERS OF**
**TATA CAPITAL LIMITED**

We have examined the compliance of the conditions of Corporate Governance by Tata Capital Limited ('the Company') for the year ended on March 31, 2025, as stipulated under Regulations 17 to 27, clauses (a) to (i) of sub-regulation (1A) of Regulation 62 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and as made applicable to the Company on a comply or explain basis until March 31, 2025, and the necessary explanation in the quarterly compliance report on Corporate Governance submitted to the Stock Exchange under Regulation 27(2)(a) of SEBI Listing Regulations.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2025 and had provided necessary explanation pertaining to compliance of Regulation 17 to 27 in the quarterly compliance report on Corporate Governance submitted to the Stock Exchange under Regulation 27(2)(a) of SEBI Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Parikh & Associates**
Practising Company Secretaries

Jigyasa N. Ved
Partner
FCS: 6488 CP: 6018
UDIN: F006488G000525457
PR No.: 6556/2025
Mumbai, 02.06.2025

# MANAGEMENT DISCUSSION AND ANALYSIS

## 1. ABOUT TATA CAPITAL

Tata Capital Limited ("TCL" or "Company"), is a subsidiary of Tata Sons Private Limited. TCL registered with the Reserve Bank of India ("RBI"), is a non-banking financial company operating as an NBFC-ICC and is inter alia carrying on the business of lending, leasing, factoring, financing and distributing financial products. The Company offers a wide array of Lending & Non-lending offerings in the financial services sector catering to the diverse needs of the Retail, SME and Corporate Customers. Its range of offerings under Lending business include 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, Education Loans, Supply Chain Finance, Equipment Finance, Leasing Solutions, Term Loans, Cleantech and Infrastructure Finance and Developer Finance. Its Non-lending business includes offerings such as Distribution of Insurance & credit cards, Wealth Management and Private Equity. TCL has also sponsored Private Equity Funds to which, it acts as an Investment Manager.

TCL has the following subsidiaries:

**Tata Capital Housing Finance Limited ("TCHFL")**, a wholly-owned subsidiary of TCL, is registered as a Housing Finance Company with the National Housing Bank, offering Home Loans, Loan against Property and Developer Finance.

**Tata Securities Limited ("Tata Securities")** is a wholly-owned subsidiary of the Company. Tata Securities is currently engaged in the business of distribution of Mutual Fund units and other financial products.

**Private Equity Funds**: The Company has set up seven Private Equity Funds in India, viz. 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 Situations Fund and Tata Opportunities Fund (collectively referred to as "Funds"). These Funds have been registered with SEBI as Venture Capital Funds / Alternative Investment Funds ("AIF"). The Company has sponsored these Funds and acts as their Investment Manager.

**Presence in Singapore**: Tata Capital Pte. Ltd. ("TCPL"), a wholly-owned subsidiary of TCL, has been established in Singapore and is responsible for Tata Capital's international presence and activities.

TCPL's wholly-owned subsidiary in Singapore, Tata Capital Advisors Pte. Ltd. ("TCAPL"), acts as an Investment Manager to the Private Equity Funds set up in Singapore, to which, TCL acts as an Advisor.

The Board of Directors of TCL at its meeting held on June 04, 2024, approved the Scheme of Arrangement for amalgamation of Tata Motors Finance Limited ("TMFL"; formerly known as Tata Motors Finance Solutions Limited), a subsidiary of TMF Holdings Limited with and into TCL and their respective shareholders ("the Scheme"). The merger of TMFL with TCL created a larger unified financial services entity with wider geographical reach and stronger capital, asset base. All the requisite regulatory approvals with respect to the merger have been received. The Appointed Date of the Scheme is April 01, 2024. The Scheme became effective from May 08, 2025.

## 2. ECONOMIC & INDUSTRY SCENARIO

The global economic landscape continues to be influenced by geopolitical tensions, evolving trade dynamics and policy realignments. Recent developments, such as a selective easing of tariffs and renewed engagement in trade negotiations, have provided some stability. However overall growth expectations remain tempered, amidst continued global uncertainties and escalations. Financial markets have shown cautious optimism through modest rallies across certain equity markets, and softening of

crude oil prices, even as the dollar index declined, bond yields faced volatility and gold prices remain elevated. While global economic activity continues to expand, the pace remains modest. The International Monetary Fund ("IMF") projects global GDP growth at 3.3% for 2024, notably below the long-term pre-pandemic average of 3.7% recorded between 2000 and 2019.

In the midst of challenging circumstances, India has demonstrated resilience and sustained its growth momentum. The National Statistics Office ("NSO") has estimated India's real Gross Domestic Product ("GDP") growth at 6.5% for FY25, reaffirming its position as the fastest growing major economy. This was driven by robust consumption and net exports on the demand side, complemented by the services sector and a recovery in agricultural production on the supply side. Fiscal consolidation and proactive policy measures provided an impetus to both financial and non-financial sectors, whilst prioritizing macroeconomic stability. The stability of the financial sector-evident in stronger asset quality and well-capitalised institutions-provided additional support to economic activity. Looking ahead, India's growth prospects remain encouraging despite potential downside risks from geopolitical uncertainties. There is optimism to build on the strong performance demonstrated in FY25, supported by continued strength in rural demand, uptick in investment activity and focused government expenditure. Considering these factors, the RBI has projected India's real GDP growth for FY26 at 6.5%.

Furthermore, India's robust economic fundamentals and positive outlook have been recognized by global credit rating agencies. In May 2024, S&P Global Ratings upgraded India's sovereign rating outlook to 'positive' from 'stable' while maintaining the 'BBB-' rating. This underscores the impact of India's structural reform efforts which have reinforced fiscal consolidation, enhanced the strength of the banking sector and helped sustain a high growth trajectory.

In this environment, financial institutions continued to play a pivotal role in maintaining India's economic strength. During the year, scheduled commercial banks ("SCBs") exhibited steady credit growth, improved asset quality, and healthy capital and liquidity positions. Within the lending space, Non-Banking Financial Companies ("NBFCs") remain key enablers of last-mile credit delivery, particularly to unserved and underserved segments. Aggregate credit extended by NBFCs recorded steady growth, supported by improving profitability, asset quality, and robust capital adequacy. Notably, earlier stress in certain retail segments has begun to ease, further reinforcing the stability of the NBFC sector.

As the global backdrop continues to remain fluid, central banks in emerging market economies face heightened challenges in stabilizing their economies against external spillovers. The Indian economy has demonstrated strength across major sectors, coupled with stability across macroeconomic indicators, with inflation softening significantly. These conditions have enabled the RBI to continue to spur domestic private consumption and investment through calibrated policy levers. Most recently, the RBI announced a 50bps easing of the repo rate to 5.5% in June 2025, which now brings the cumulative reduction to 100bps since February 2025. Such monetary policy measures are expected to ease funding conditions and enhance liquidity in the banking system. This policy support is expected to provide an impetus to the lending industry, enabling banks and NBFCs to extend credit more actively, particularly to sectors driving consumption and investment.

Building on this, the RBI's recent regulatory developments signal a continued focus on implementing prudent regulatory measures, customer protection and strengthening risk management frameworks, aligning the financial system with global best practices while ensuring long-term stability and resilience. With strong fundamentals, enhanced regulatory oversight and rising credit demand, the lending industry is well-positioned to deliver sustainable growth over the foreseeable future.

## 3. FINANCIAL PERFORMANCE ON A CONSOLIDATED BASIS

The last financial year was a year of strong growth for Tata Capital. The Company continued to see healthy improvement in operating performance led by its diversified offerings and prudent portfolio mix, pan-India geographical footprint, robust risk management, and focus on improving margins & productivity.

Our well-diversified liability base is supported by a strong long-term credit rating of AAA from CRISIL, ICRA, CARE and India Ratings and continues to support a stable and cost-effective funding base. Our international long-term credit rating of BBB- from S&P Global Ratings and Fitch Ratings, aligns with India's sovereign credit rating.

Consolidated performance highlights of FY 2024-25 are as under:

- Annual disbursements increased by 36% from Rs. 1,04,994 crore in FY 24 to Rs. 1,42,302 crore in FY 25; (Ex-TMFL increased by 22% to Rs. 1,28,164 crore in FY 25)
- Loan Book crossed the Rs 2 lakh crore mark and increased by 41% from Rs. 1,57,761 crore as at March 24 to Rs. 2,21,950 crore as at March 25; (Ex-TMFL increased by 23% to Rs. 1,94,518 crore as at March 25)
- A well-diversified portfolio comprising of Retail & SME mix at 85%+.
- Net interest income, including fee income increased by 62% from Rs. 8,071 crore in FY 24 to Rs. 13,036 crore in FY 25; (Ex-TMFL increased by 34% to Rs. 10,840 crore in FY 25)
- Credit cost for the year increased from 0.4% in FY 24 to 1.4% in FY 25; (Ex-TMFL, Credit cost stood at 0.9% in FY 25)
- Gross NPA increased from 1.5% as at March 24 to 1.9% as at March 25 while Net NPA increased from 0.4% as at March 24 to 0.8% as at March 25 (Ex-TMFL, Gross NPA and Net NPA as at March 25 stood at 1.5% and 0.5% respectively); Provision Coverage Ratio ("PCR") decreased from 74.1% as at March 24 to 58.5% as at March 25 (Ex-TMFL, PCR stood at 65.8% as at March 25)
- Profit after taxes increased by 16% from Rs 3,150 crore in FY 24 to Rs 3,665 crore in FY 25; (Ex-TMFL increased by 18% to Rs 3,712 crore in FY 25).
- The consolidated Return on Assets ("RoA") decreased from 2.3% in FY 24 to 1.8% in FY 25 (Ex-TMFL, RoA for FY25 stood at 2.1%); consolidated Return on Equity ("RoE") decreased from 15.5% in FY 24 to 12.6% in FY 25 (Ex-TMFL, RoE for FY25 stood at 14.2%).
- Both TCL and TCHFL, the lending entities, are well capitalized, and the capital adequacy ratio is well above the stipulated regulatory norms.

## 4. 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. 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. 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<br>Various Credit Policies, Portfolio review and monitoring | • Risk Management Committee of the Board<br>• Investment Credit Committee of the Board<br>• Credit Committees |
| Market Risk and Liquidity Risk | Enterprise Risk Management<br>Asset Linked Market Policy | • Risk Management Committee of the Board<br>• Asset Liability Management Committee |
| Process Risk | Operational Risk Policy<br>Fraud Risk Management Policy | • Operational Risk Management Committee<br>• Fraud Risk Management Committee |
| People Risk | Operational Risk Policy<br>HR Policies<br>Fraud Risk Management Policy | • Risk Management Committee of the Board<br>• Operational Risk Management Committee<br>• Fraud Risk Management Committee |
| Outsourcing | Operational Risk Policy<br>Outsourcing Policy | • Risk Management Committee of the Board<br>• Operational Risk Management Committee |
| Technology | Operational Risk Policy<br>Information Technology Policy | • Risk Management Committee of the Board<br>• IT Strategy Committee of the Board |
| Business Continuity | Operational Risk Policy<br>Business Continuity Management Policy | • Operational Risk Management Committee |
| Cyber Security | Information & Cyber Security Policy | • Risk Management Committee of the Board<br>• IT Strategy Management Committee of the Board |
| Reputation Risk, Compliance and Governance | Enterprise Risk Management Framework<br>Ethics Policy<br>POSH Policy<br>Tata Code of Conduct | • Risk Management Committee of the Board<br>• Special Committee for Monitoring of Frauds of the Board<br>• IT Strategy Committee of the Board |

## 5. OPPORTUNITIES AND THREATS

India continues to chart a robust growth path, with the IMF projecting it to become the world's fourth-largest economy by nominal GDP, estimated to be $4.2 trillion in CY2025. This growth is underpinned by strong drivers including private consumption, a resilient services sector, and focused government expenditure. Additionally, the expanding MSME base, accelerating digital adoption, and a favourable demographic dividend further strengthen the country's long-term prospects. Central to this growth trajectory is the financial services sector, which plays a vital role in enabling business expansion, consumer spending, and infrastructure development. India continues to have substantial headroom for credit expansion, with overall credit-to-GDP ratio of 74%, as per RBI and NSO estimates, compared to over 130% in advanced economies.

With rising financial awareness, ongoing financial inclusion efforts, and improved access to credit for underserved segments, India is well-positioned to see a steady rise in credit penetration-driven largely by growth in retail and MSME credit. Additionally, India's policy environment continues to support credit penetration through a combination of monetary easing, a reduction in the Liquidity Coverage Ratio ("LCR"), and increased government capital expenditure. These measures are expected to boost liquidity, stimulate demand, and enable greater credit flow to key sectors. This shall also improve credit offtake in underserved and deeper markets where access to formal lending remains limited. Both established and emerging players, including fintechs, are increasingly adopting a 'phygital' model to reach a broader customer base. The MSME sector - considered the backbone of the Indian economy - also presents a compelling avenue for expansion. Government initiatives to boost MSME activity, coupled with the limited reach of traditional credit channels in remote areas, create a conducive environment for customised financing solutions.

NBFCs, with their extensive reach, flexible underwriting practices, and digital agility, are uniquely positioned to bridge this gap and drive financial inclusion. NBFCs are accelerating their digital transformation by leveraging digital platforms, advancements in the India Stack, and the application of latest technologies such as GenAI / AI / ML across the lending value chain-from customer acquisition and underwriting to risk assessment and collections - to expand reach, enhance operational efficiency, and deliver faster, more personalized customer experiences. The RBI continues to proactively engage with the industry to uphold customer protection and promote responsible lending. Its regulatory measures - focused on strengthening governance, risk management, and digital infrastructure - are set to further enhance the operating model and bring about harmonization across the industry.

In terms of challenges, from a macroeconomic standpoint, NBFCs operate within a landscape susceptible to external factors viz. political developments, geopolitical tensions, systemic liquidity constraints, fiscal uncertainties, and inflationary pressures which may influence interest rates and borrower behaviour. These factors necessitate robust risk management frameworks and diversified funding strategies to withstand shocks and sustain growth.

NBFCs continue to face an increasingly competitive environment. Margin pressures persist due to competitive lending rates, especially as banks further deepen their reach and intensify their focus on retail and MSME lending, compressing spreads for NBFCs. Smaller NBFCs, in particular, struggle with limited access to affordable and stable funding sources, which constrains their ability to scale operations and maintain liquidity buffers. Additionally, rising borrower overleveraging remains a key concern, with the potential to impact asset quality. This underscores the importance of rigorous credit underwriting and proactive portfolio monitoring to mitigate risks. Continued regulatory scrutiny further demands NBFCs to maintain high standards of governance, compliance, and operational transparency.

Amidst challenging conditions, Tata Capital continues to maintain its strong growth momentum, driven by its commitment to responsible lending, sound risk management practices, and a diversified liability base. Through its comprehensive product suite, extensive branch network, and digital platforms, your Company continues to provide customized solutions to its customers, expand its presence in deeper markets and enhance customer experience. Your Company ensures strict adherence to regulatory guidelines, ensuring compliance in both letter and spirit. With a well-articulated strategy, robust operating model, and high standards of corporate governance, Tata Capital remains well-positioned to capitalize on the opportunities ahead.

## 6. INTERNAL CONTROL SYSTEMS

TCL's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. The internal control system is supported by an internal audit process for reviewing the design, adequacy and efficacy of the Company's internal controls, including its systems and processes and compliance with regulations and procedures. Internal Audit Reports are discussed with the Management and are reviewed by the Audit Committee of the Board, which also reviews the adequacy and effectiveness of the internal controls in the Company. TCL's internal control system is commensurate with its size and the nature of its operations.

## 7. INTERNAL FINANCIAL CONTROL

The Management has laid down IFC 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 Organizations of the Treadway Commission ("COSO") and Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the 'Guidance Note').

During FY 2024-25, independent testing was conducted basis process walkthrough and review of samples as per documented controls in the Risk & Control matrix. Testing is performed for each control through an independent firm, on behalf of Management confirming adequacy and effectiveness of controls. During the review, there were no material deficiencies or design ineffectiveness of controls was observed.

Inputs from the Internal Financial control exercise and the Risk & Control matrix is also used by Internal Audit for their annual planning as part of the Risk Based Internal Audit Policy.

## 8. HUMAN RESOURCES

The Company had 12,384 permanent employees as of March 31, 2025.

The Company firmly believes that Human Capital is its most important asset. A series of engagement interventions across identified key themes were undertaken to increase employee morale and the initiatives focused on key aspects such as physical and mental wellness, celebrations, leadership engagement sessions, fitness and sports, and family engagement activities.

Continuing with its journey of "Happiness at the workplace", the Employee Engagement & Happiness Survey - 2025 was conducted. The Company had an impressive participation rate of 94% and the Engagement score was 86% which is comparable to the comparative benchmarks identified. The Company also featured amongst India's Best WorkplacesTM in BFSI – Top 50 which indicated the commitment of building a High-Trust, High-Performance Culture.

This survey was an important step in the Company's journey to create a more positive and an even more joyful workplace by continuously seeking employee feedback. As a critical step post the survey, action planning was ensured, and several initiatives are being deployed to further strengthen engagement across the Company.

Tata Capital has deployed a structured approach to identify, develop and retain top talent. Company has enhanced its focus on hiring young and diverse workforce from prestigious B schools. The structured campus programs have enabled to add considerable number of freshers across diverse locations and functions.

Usage of analytics has increased over the year and the same is playing a key role in manpower related decisions, like performance appraisals, career progression, talent identification and rewards & recognition.

The Company continued to deploy robust learning programs through Instructor Led Virtual Training ("ILVT") sessions complimented by digital learning to ensure continuous development of the employees. The Advanced Learning Management System & the Learning App continue to be a central depository and source to promote anytime, anywhere learning.

# Consolidated Financial Statements

## INDEPENDENT AUDITOR'S REPORT

**To the Members of**
**Tata Capital Limited**

### Report on the Audit of the Consolidated Financial Statements

### Opinion

1. We have audited the accompanying Consolidated Financial Statements of Tata Capital Limited (the "Holding Company" or the "Parent") and its subsidiaries (the parent and its subsidiaries together referred to as "the Group"), and its associates, for the year ended March 31, 2025, which comprise the Consolidated Balance Sheet as at 31 March 2025, and 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 material accounting policies and other explanatory information (hereinafter referred to as the "Consolidated Financial Statements").

2. In our opinion and to the best of our information and according to the explanations given to us, and based on consideration of reports of other auditors on separate financial statements of such subsidiaries as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Rules"), 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, of their consolidated state of affairs of the Group as at March 31, 2025, of consolidated profit including other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

### Basis for Opinion

3. We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, and its associates in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained along with the consideration of audit reports of the other auditors referred to in the "Other Matters" paragraph below is sufficient and appropriate to provide a basis for our opinion on the Consolidated Financial Statements.

### Emphasis of Matter

4. 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.

### Key Audit Matters

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended March 31, 2025. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

| Key Audit Matters | How the Key Audit Matter was addressed in our audit |
|---|---|
| **Allowance for Expected Credit Loss (ECL) on Loan Assets:**<br>Gross Loans as at March 31, 2025: 2,26,552.96 crores<br>ECL Provision as at March 31, 2025: 4,406.45 crores<br>(Refer Note 7 to the Consolidated financial statements) | |
| Indian Accounting Standard 109 - Financial Instruments ('Ind AS 109') requires the Company to provide for impairment of its financial assets using the expected credit loss ('ECL') approach involving an estimation of probability of loss on such financial assets, considering reasonable and supportable information about past events, current conditions and forecasts of future economic conditions which could impact the credit quality of the Company's financial assets. The estimation of impairment loss allowance on loan assets involves significant judgement and estimates, which are subject to uncertainty, and involves applying appropriate measurement principles in case of loss events.<br>The Expected Credit Loss (ECL) is calculated using the percentage of probability of default (PD), loss given default (LGD) and exposure at default (EAD) for each of the stages of loan portfolio. Significant management judgment and assumptions involved in measuring ECL is required with respect to:<br>• Segmentation of loan book in buckets based on common risk characteristics;<br>• Staging of loans and in particular determining the criteria, which includes qualitative factors for identifying a significant increase in credit risk (i.e. Stage 2) and credit-impaired (i.e. Stage - 3);<br>• Factoring in future macro-economic and industry specific estimates and forecasts;<br>• Past experience and forecast data on customer behaviour on repayments;<br>• Varied statistical modelling techniques to determine probability of default, loss given default and exposure at default basis, the default history of loans, subsequent recoveries made and other relevant factors using probability-weighted scenarios.<br>Considering the significance of the above matter to the financial statements and complex nature of assumptions & judgements exercised by the management and loans forming a major portion of the Company's assets this matter required significant attention to test the calculation of expected credit losses, we identified this as a key audit matter for current year audit. | Our audit procedures in respect of this area included, but not limited to:<br>a. Obtained and read Companies Board approved policies on ECL and evaluated the appropriateness of the Company's accounting policies for impairment of financial instruments and assessed compliance of the same with Indian Accounting Standard 109-Financial Instruments ('Ind AS 109');<br>b. Performed a walkthrough of the impairment loss allowance process, and assessed the design and tested operating effectiveness of the key controls over completeness and accuracy of the key inputs (including loan book as at March 31, 2025) and assumptions considered for calculation, recording and monitoring of the impairment loss recognized. These controls, amongst others, included controls over the staging of the loan portfolio along with passing of journal entries and preparing disclosures;<br>c. Obtained an understanding of the modelling techniques adopted by the Company including the key inputs and assumptions. Since, modelling assumptions and parameters were based on historical data, we assessed whether historical experience was representative of current circumstances and was relevant in view of the recent impairment losses incurred within the portfolios;<br>d. Assessed the critical assumptions & input data used by the Company for estimating, grouping and staging of loan portfolio into various categories and default buckets and their appropriateness for determining the probability-weighted default (PD) and loss-given default (LGD) rates;<br>e. Performed sample testing of the input data used for determining the PD (probability of default) and LGD (loss given default) rates and agreed the data with the underlying books of accounts and records;<br>f. Tested the arithmetical accuracy of computation of ECL (expected credit loss) provision performed by the Company;<br>g. Tested the completeness of loans included in the ECL calculations as of March 31, 2025 by reconciling such data with the balances as per loan book register; and<br>h. Assessed the appropriateness of the disclosures made by the management as per the requirements of Ind AS 109 -'Financial Instruments' in the Consolidated Financial Statements.<br>i. Obtained written representations from management and those charged with governance on whether they believe significant assumptions used in calculation of expected credit losses are reasonable; |

| Key Audit Matters | How the Key Audit Matter was addressed in our audit |
|---|---|
| **Information Technology ("IT") System and Controls** | |
| The Company is dependent on its information technology ('IT') systems due to the significant number of transactions that are processed daily across such multiple and discrete IT systems. Also, IT application controls are critical to ensure that changes to applications and underlying data are made in an appropriate manner and under controlled environment. Appropriate controls contribute to mitigating the risk of potential fraud or errors as a result of changes to applications and data. On account of the pervasive use of IT systems across varied different phases of business, the testing with respect to general computer controls of the IT systems used in financial reporting was identified to be a key audit matter.<br><br>The Company has a complex IT architecture to support its day-to-day business operations. High volume of transactions is processed and recorded on single or multiple applications. The reliability and security of IT systems plays a key role in the business operations of the Company. Since large volume of transactions are processed daily, IT controls are required to ensure that applications process data as expected and that changes are made in an appropriate manner.<br><br>Appropriate IT general controls and application controls are required to ensure that such IT systems are able to process the data, as required, completely, accurately and consistently for reliable financial reporting.<br><br>The Company's key financial accounting and reporting processes are highly dependent on information systems including automated controls in information systems, such that there exists a risk that, gaps in the IT control environment could result in the financial accounting and reporting records being misstated.<br><br>We have identified 'IT systems and controls' as a key audit matter because of the high-level automation, significant number of systems being used by the management and the complexity of the IT architecture and its impact on the financial reporting system. | Our audit procedures in respect of this area included, but not limited to:<br><br>1. Involved IT specialists as part of the audit for the purpose of testing the IT general controls and application controls.<br><br>2. Obtained an understanding of the Company's IT applications, databases and operating systems relevant to financial reporting and the control environment, including an understanding of the process, mapping of applications and understanding financial risks posed by people-process and technology.<br><br>3. Tested design and operating effectiveness of key controls over user access management, change management, program development, testing of key controls pertaining to backup, batch processing, incident management and data centre security.<br><br>4. Performed procedures for a selected group of key controls over financial and reporting system to determine that these controls remained unchanged during the year or were changed following the standard change management process.<br><br>5. Tested key automated and manual business cycle controls including testing of alternate procedures to assess whether there were any unaddressed IT risks that would materially impact the financial statements.<br><br>6. We have perused reports of Information Systems and other technology audits initiated by the Management during the year.<br><br>7. We have also obtained management representations wherever considered necessary. |

**Information Other than the Consolidated financial statements and Auditor's Report Thereon**

6. The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the Standalone & Consolidated financial statements and our auditors' report thereon. The Other Information is expected to be made available to us after the date of this auditor's report.

7. Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

8. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

9. When we read the Other Information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance under SA 720 'The Auditor's responsibilities Relating to Other Information'

**Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

10. The Holding Company's Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group including its Associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act read with Rules, as amended, the RBI Guidelines and other accounting principles generally accepted in India. The respective Management and Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and of its associates for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

11. In preparing the Consolidated Financial Statements, the respective management and Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

12. The respective Board of Directors of the companies included in the Group and of its associates are responsible for overseeing the financial reporting process of each company.

**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

13. Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

14. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

    14.1. Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

    14.2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company and its subsidiary companies which are companies incorporated in India have adequate internal financial controls with reference to the Consolidated Financial Statements in place and the operating effectiveness of such controls.

    14.3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors.

    14.4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates to cease to continue as a going concern.

    14.5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

    14.6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors for subsidiary companies and provided by the Management for associate companies, such other auditors and Management remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

15. We communicate with those charged with governance of the Holding Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

16. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

17. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Other Matters**

18. We did not audit the financial statements of 17 subsidiaries whose Financial Statements reflect Group's share of total assets of ₹73,093.79 crores as at March 31, 2025, Group's share of total revenue of ₹7,402.79 crores, Group's share of total net profit after tax of ₹1,598.35 crores, and Group's share of total comprehensive income of ₹1,642.56 crores, for the period from April 1, 2024 to March 31, 2025 and Group's net cash inflow of ₹1,046.18 crores 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.

19. 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 ₹2.58 Crores 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.

20. 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.

21. 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.

**Report on Other Legal and Regulatory Requirements**

22. As required by Section 143(3) of the Act, based on our audit and on the consideration of audit reports of the other auditors on separate financial statements of such subsidiaries, as were audited by other auditors and management provided financial statement for associates, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that:

    22.1. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.

    22.2. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors except for the matters stated in paragraph 22.6 below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).

    22.3. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Financial Statements.

    22.4. In our opinion, the aforesaid Consolidated Financial Statements comply with the Ind AS specified under section 133 of the Act read with Rules.

    22.5. On the basis of the written representations received from the directors of the Holding Company as on 31 March 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India are disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.

    22.6. The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 22.2 above on reporting under Section 143(3)(b) and paragraph 23.6 below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

    22.7. With respect to the adequacy of the internal financial controls with reference to the Consolidated Financial Statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A", wherein we have expressed an unmodified opinion.

23. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of audit reports of the other auditors on separate financial statements of such subsidiaries, as noted in the "Other Matters" paragraph.

    23.1. The Consolidated Financial Statements disclose the impact of pending litigations as at 31 March 2025 on the consolidated financial position of the Group and its associates. Refer Note 35 to the Consolidated Financial Statements.

    23.2. Provision has been made in the Consolidated Financial Statements, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts. Refer Note 51 to the consolidated financial statements.

23.3. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by Holding Company and there were no amounts which were required to be transferred to the Investor Education and Protection Fund by subsidiary companies and associate companies incorporated in India.

23.4. (a) The respective managements of the Holding Company, its subsidiaries incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries to best of their knowledge and belief as disclosed in Note 54 to the consolidated financial statements, that no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The respective managements of the Holding Company, its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, respectively, to best of their knowledge and belief, that no funds have been received by the Holding Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, whether, 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.

(c) Based on such audit procedures, that has been considered reasonable and appropriate in the circumstances, performed by us and those performed by auditors of the subsidiaries incorporated in India whose financial statements have been audited under the Act and according to the information and explanations provided to us by the Management in this regard, nothing has come to our or other auditor's notice that has caused us or other auditors to believe that the representation under sub-clause (i) and (ii) of Rule 11(e) of the Act as under paragraph 23.4 (a) and (b) contain any material misstatement.

23.5. On the basis of our verification and on consideration of the reports of the statutory auditors of subsidiaries and associates that are Indian companies under the Act, we report that:

(a) The final dividend proposed in the previous year, declared and paid by the Holding Company during the year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend.

(b) The Board of Directors of the Holding Company, its subsidiaries, associates, and joint ventures have proposed final dividend for the year which is subject to the approval of their respective members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

23.6 Based on our examination which included test checks, and based on the reports of auditors of one subsidiary incorporated in India, the Holding Company and it's subsidiary have used certain accounting softwares for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the above-mentioned softwares, except the audit trail feature was not enabled for throughout the year of the Holding Company and subsidiary at database level (DML logs), to log any direct data changes. Accordingly, we are unable to comment whether the audit trail feature has operated throughout the year for all relevant transactions recorded in the above-mentioned softwares or whether there is any instance of audit trail feature being tampered with or whether the audit trail of prior year has been preserved by the Company as per the statutory requirements for record retention prescribed under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014. Further, where enabled, audit trail feature has operated for all relevant transactions recorded in the accounting software. Also, during the course of our audit, we did not come across any instance of audit trail feature being tampered with in respect of such accounting software. Additionally, the audit trail of prior year has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in respective years.

24. In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies, and management provided information in respect of associate companies incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company, its subsidiary companies, and its associate companies incorporated in India to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company, its subsidiary companies, and its associate companies incorporated in India is not in excess of the limit laid down under Section 197 of the Act read with Schedule V of the Act and the rules thereunder.

25. With respect to the matters specified in paragraphs 3 and 4 of the Companies (Auditor's Report) Order, 2020 ( 'CARO') issued by Central Government in terms of Section 143(11) of the Act, to be included in Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and based on our consideration of CARO reports issued by respective auditors of the companies included in consolidated financial statements, we report that there are no qualifications or adverse remarks in these CARO reports.

For **M S K A & Associates**
Chartered Accountants
ICAI Firm Registration Number: 105047W

**Swapnil Kale**
Partner
ICAI Membership Number: 117812
UDIN: 25117812BMNUTB6776

Place: Mumbai
Date: May 13, 2025

For **M. P. Chitale & Co.**
Chartered Accountants
ICAI Firm Registration Number: 101851W

**Murtuza Vajihi**
Partner
Membership No: 112555
UDIN: 25112555BMLYNQ3706

Place: Mumbai
Date: May 13, 2025

## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF TATA CAPITAL LIMITED

**[Referred to in paragraph 22.7 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Tata Capital Limited on the consolidated Financial Statements for the year ended March 31, 2025]**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

### Opinion

1. In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2025, we have audited the internal financial controls with reference to consolidated financial statements of Tata Capital Limited (hereinafter referred to as "the Holding Company") which includes the internal financial controls over financial reporting of the Holding Company and its subsidiary companies (the Holding Company and its subsidiaries together referred to as "the Group") which are companies incorporated in India, as of that date.

2. In our opinion, and to the best of our information and according to the explanations given to us, the Holding Company and it's subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2025, based on the internal financial controls with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

### Management and Board of Director's Responsibility for Internal Financial Controls

3. The respective Management and the Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditor's Responsibility

4. Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Group incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

5. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

6. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Group.

**Meaning of Internal Financial Controls With Reference to Consolidated Financial Statements**

7. A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

**Inherent Limitations of Internal Financial Controls With Reference to Consolidated Financial Statements**

8. Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Other Matter**

9. Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls system with reference to the Consolidated Financial Statements in so far as it relates to subsidiary companies which is incorporated in India, is based on the corresponding report of the auditors of such subsidiaries incorporated in India. Our opinion is not modified in respect of this matter.

For **M S K A & Associates**
Chartered Accountants
ICAI Firm Registration Number: 105047W

**Swapnil Kale**
Partner
ICAI Membership Number: 117812
UDIN: 25117812BMNUTB6776

Place: Mumbai
Date: May 13, 2025

For **M. P. Chitale & Co.**
Chartered Accountants
ICAI Firm Registration Number: 101851W

**Murtuza Vajihi**
Partner
Membership No: 112555
UDIN: 25112555BMLYNQ3706

Place: Mumbai
Date: May 13, 2025

## CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2025

(₹ in crore)

| Particulars | Note No. | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **ASSETS** | | | |
| **(1) Financial Assets** | | | |
| (a) Cash and cash equivalents | 3 | **9,478.20** | 6,771.16 |
| (b) Bank balance other than (a) above | 4 | **964.85** | 224.42 |
| (c) Derivative financial instruments | 5 | **539.73** | 242.62 |
| (d) Receivables | | | |
| (i) Trade receivables | *6* | **96.64** | 140.70 |
| (ii) Other receivables | *6* | **0.95** | 1.88 |
| (e) Loans | 7 | **2,21,950.37** | 1,57,760.55 |
| (f) Investments | 8 | **8,717.79** | 7,902.02 |
| (g) Investments accounted using equity method | 9 | **1,148.60** | 830.78 |
| (h) Other financial assets | 10 | **1,101.40** | 519.83 |
| | | **2,43,998.53** | **1,74,393.96** |
| **(2) Non-Financial Assets** | | | |
| (a) Current tax assets | 11 *(i)* | **234.04** | 167.31 |
| (b) Deferred tax assets (net) | 11 *(ii)* | **1,388.17** | 466.50 |
| (c) Investment property | 12 | **3.13** | 3.02 |
| (d) Property, plant and equipment | 12 | **1,513.26** | 832.93 |
| (e) Capital work-in-progress | 12 *(i)* | **1.81** | 4.15 |
| (f) Intangible assets under development | 12 *(ii)* | **13.94** | 4.11 |
| (g) Other intangible assets | 12 | **76.97** | 42.79 |
| (h) Right of use assets | 37 | **410.01** | 311.59 |
| (i) Other non-financial assets | 13 | **825.15** | 467.62 |
| | | **4,466.48** | **2,300.02** |
| **Total Assets** | | **2,48,465.01** | **1,76,693.98** |
| **LIABILITIES AND EQUITY** | | | |
| **(1) Financial Liabilities** | | | |
| (a) Derivative financial instruments | 5 | **240.89** | 46.33 |
| (b) Payables | 14 | | |
| (i) Trade payables | | | |
| - Total outstanding dues of micro enterprises and small enterprises | | **19.39** | 3.82 |
| - Total outstanding dues of creditors other than micro enterprises and small enterprises | | **1,801.93** | 1,386.09 |
| (ii) Other payables | | | |
| - Total outstanding dues of micro enterprises and small enterprises | | - | - |
| - Total outstanding dues of creditors other than micro enterprises and small enterprises | | - | - |

## CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2025

(₹ in crore)

| Particulars | Note No. | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| (c) Debt securities | 15 | **80,141.57** | 60,503.68 |
| (d) Borrowings (Other than debt securities) | 16 | **1,18,620.40** | 79,142.88 |
| (e) Subordinated liabilities | 17 | **9,652.96** | 8,538.73 |
| (f) Lease liabilites | 37 | **436.22** | 326.53 |
| (g) Other financial liabilities | 18 | **2,212.63** | 1,388.46 |
| | | **2,13,125.99** | **1,51,336.52** |
| **(2) Non-Financial Liabilities** | | | |
| (a) Current tax liabilities | 11 *(iii)* | **364.50** | 396.73 |
| (b) Provisions | 19 | **280.22** | 113.69 |
| (c) Other non-financial liabilities | 20 | **323.66** | 264.93 |
| | | **968.38** | **775.35** |
| **(3) Equity** | | | |
| (a) Equity share capital | 21 | **3,762.44** | 3,703.05 |
| (b) Shares pending for issuance | 22 | **4,162.76** | - |
| (c) Instruments entirely equity in nature | | **1,808.00** | - |
| (d) Other equity | 23 | **23,458.61** | 19,714.08 |
| **Equity attributable to owners of the Company** | | **33,191.81** | **23,417.13** |
| **(4) Non-controlling interest** | | **1,178.83** | **1,164.98** |
| **Total Liabilities and Equity** | | **2,48,465.01** | **1,76,693.98** |
| Summary of material accounting policy information | 2 | | |
| See accompanying notes forming part of the Financial Statements | 3 to 54 | | |

In terms of our report attached,

For and on behalf of the Board of Directors

**M S K A & Associates**
*Chartered Accountants*
ICAI Firm's Registration No: 105047W

**Swapnil Kale**
*(Partner)*
Membership No: 117812

**M. P. Chitale & Co.**
*Chartered Accountants*
ICAI Firm's Registration No: 101851W

**Murtuza Vajihi**
*(Partner)*
Membership No: 112555

**Sujit Kumar Varma**
*(Independent Director)*
DIN: 09075212

**Rakesh Bhatia**
*(Chief Financial Officer)*

**Rajiv Sabharwal**
*(Managing Director & CEO)*
DIN: 00057333

**Sarita Kamath**
*(Head - Legal and Compliance & Company Secretary)*

Date: May 13, 2025
Place: Mumbai

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

(₹ in crore)

| Particulars | Note No. | For the Year Ended March 31, 2025 | For the Year Ended March 31, 2024 |
|---|---|---|---|
| **Revenue from operations** | | | |
| (i) Interest income | 24 | **25,719.77** | 16,366.47 |
| (ii) Dividend income | | **24.01** | 36.19 |
| (iii) Rental income | | **272.25** | 203.41 |
| (iv) Fee and commission income | 25 | **1,779.75** | 1,045.88 |
| (v) Net gain on fair value changes | 26 | **280.49** | 490.03 |
| (vi) Net gain on derecognition of associates | | **-** | 32.84 |
| (vii) Net gain on derecognition of financial instruments | | **236.47** | - |
| **I Total revenue from operations** | | **28,312.74** | **18,174.82** |
| **II Other income** | 27 | **57.13** | **23.56** |
| **III Total income (I+II)** | | **28,369.87** | **18,198.38** |
| **Expenses** | | | |
| (i) Finance costs | 28 | **15,029.64** | 9,568.23 |
| (ii) Impairment/(Reversal of impairment) of investment in associates | | **(23.34)** | 10.09 |
| (iii) Net (gain) / loss on derecognition of associates | | **2.18** | - |
| (iv) Impairment on financial instruments | 29 | **2,826.83** | 592.26 |
| (v) Employee benefit expenses | 30 | **2,812.25** | 1,850.09 |
| (vi) Depreciation, amortisation and impairment | 12 | **390.02** | 287.50 |
| (vii) Other expenses | 31 | **2,411.15** | 1,486.61 |
| **IV Total expenses** | | **23,448.73** | **13,794.78** |
| **V Profit from continuing operations before exceptional items, share of net profits of investments accounted for using equity method and tax** | | **4,921.14** | **4,403.60** |
| **VI** Share in profit of associates | | **(2.58)** | (11.57) |
| **VII Profit from continuing operations before exceptional items and tax (V + VI)** | | **4,918.56** | **4,392.03** |
| **VIII** Exceptional items | | **-** | **-** |
| **IX Profit before tax from continuing operations (VII + VIII)** | | **4,918.56** | **4,392.03** |
| **Tax expenses** | | | |
| (i) Current tax | 11 | **1,141.21** | 1,071.76 |
| (ii) Deferred tax | 11 | **122.33** | (6.69) |
| **X Net tax expenses** | | **1,263.54** | **1,065.07** |
| **XI Profit for the year from continuing operations (IX-X)** | | **3,655.02** | **3,326.96** |

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

(₹ in crore)

| Particulars | Note No. | For the Year Ended March 31, 2025 | For the Year Ended March 31, 2024 |
|---|---|---|---|
| **XII Other Comprehensive Income** | | | |
| **A Items that will not be reclassified to profit or loss** | | | |
| **Owners of the Company** | | | |
| (a) Remeasurement of defined employee benefit plans | | **(33.70)** | (2.72) |
| (b) Tax relating to Remeasurement of defined employee benefit plans | | **8.44** | 0.67 |
| (c) Changes in fair values of investment in equities carried at Fair Value Through Other Comprehensive Income (FVTOCI) | | **(151.01)** | 1,121.04 |
| (d) Tax on Changes in fair values of investment in equities carried at FVTOCI | | **80.62** | (148.04) |
| **Non controlling interest** | | | |
| (a) Changes in fair values of investment in equities carried at FVTOCI (net of taxes) | | **8.09** | 192.29 |
| **B Items that will be reclassified to profit or loss** | | | |
| **Owners of the Company** | | | |
| (a) Debt instruments measured through FVTOCI | | **3.89** | 22.25 |
| (b) Tax on Debt instruments through FVTOCI | | **(0.66)** | (3.78) |
| (c) Fair value loss on financial assets carried at FVTOCI | | **(8.61)** | 14.99 |
| (d) Tax relating to fair value gain on financial asset measured through FVTOCI | | **2.17** | (3.77) |
| (e) The effective portion of gain on hedging instruments in a cash flow hedge | | **(98.74)** | (80.70) |
| (f) Tax relating to the effective portion of gain on hedging instruments in a cash flow hedge | | **24.85** | 20.31 |
| (g) Share of other comprehensive income in associates (net) | | **(0.08)** | (0.18) |
| (h) Exchange differences in translating financial statements of foreign operations | | **18.04** | 8.03 |
| **Non controlling interest** | | | |
| (a) Fair value loss on financial asset measured through FVTOCI (net of tax) | | **(0.20)** | 0.11 |
| **Total Other Comprehensive Income** | | **(146.90)** | **1,140.50** |
| **XIII Total Comprehensive Income for the year (XI+XII)** | | **3,508.12** | **4,467.46** |

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

(₹ in crore)

| Particulars | Note No. | For the Year Ended March 31, 2025 | For the Year Ended March 31, 2024 |
|---|---|---|---|
| **XIV Profit for the year attributable to:** | | | |
| Owners of the company | | **3,664.66** | 3,150.21 |
| Non-controlling interest | | **(9.64)** | 176.75 |
| **XV Other comprehensive income for the year attributable to:** | | | |
| Owners of the company | | **(154.79)** | 948.10 |
| Non-controlling interest | | **7.89** | 192.40 |
| **XVI Total comprehensive income for the year attributable to: (XIV+XV)** | | | |
| Total comprehensive income for the year attributable to: | | | |
| Owners of the company | | **3,509.87** | 4,098.31 |
| Non-controlling interest | | **(1.75)** | 369.15 |
| **XVII Earnings per equity share (Face value : ₹ 10 per share)** | 38 | | |
| (1) Basic (₹) | | **9.32** | 8.57 |
| (2) Diluted (₹) | | **9.32** | 8.57 |
| Summary of material accounting policy information | 2 | | |
| See accompanying notes forming part of the Financial Statements | 3 to 54 | | |

In terms of our report attached,

For and on behalf of the Board of Directors

**M S K A & Associates**
*Chartered Accountants*
ICAI Firm's Registration No: 105047W

**Swapnil Kale**
*(Partner)*
Membership No: 117812

**M. P. Chitale & Co.**
*Chartered Accountants*
ICAI Firm's Registration No: 101851W

**Murtuza Vajihi**
*(Partner)*
Membership No: 112555

**Sujit Kumar Varma**
*(Independent Director)*
DIN: 09075212

**Rakesh Bhatia**
*(Chief Financial Officer)*

**Rajiv Sabharwal**
*(Managing Director & CEO)*
DIN: 00057333

**Sarita Kamath**
*(Head - Legal and Compliance & Company Secretary)*

Date: May 13, 2025
Place: Mumbai

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025

## a Equity share capital

| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|
| | No. of Shares | (₹ in crore) | No. of Shares | (₹ in crore) |
| **Issued, subscribed and fully paid up equity shares outstanding at the beginning of the year** | **3,70,30,54,419** | **3,703.05** | **3,50,70,80,834** | **3,507.07** |
| Changes in equity share capital due to prior period errors | - | - | - | - |
| **Restated balance** | **3,70,30,54,419** | **3,703.05** | **3,50,70,80,834** | **3,507.07** |
| Add: Shares issued during the year | **5,35,20,102** | **53.52** | 18,62,87,307 | 186.28 |
| Add: Subscription of right issue by ESOP trust | **(5,41,200)** | **(0.54)** | (15,92,510) | (1.59) |
| Add/(less): Net shares issued to Employees by ESOP trust | **64,06,946** | **6.40** | 1,12,78,788 | 11.28 |
| Add/(Less): Loans to Employees (net) | | **0.01** | | 0.01 |
| **Issued, subscribed and fully paid up equity shares outstanding at the end of the year** | **3,76,24,40,267** | **3,762.44** | **3,70,30,54,419** | **3,703.05** |

## b Other equity

(₹ in crore)

| Particulars | Reserves 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 01, 2023** | **3,173.25** | **0.43** | **5.75** | **-** | **2,393.48** | **5,956.68** | **321.61** | **48.12** |
| Effect of business combination | - | - | - | - | - | - | - | - |
| **Restated balance as at April 1, 2023** | **3,173.25** | **0.43** | **5.75** | **-** | **2,393.48** | **5,956.68** | **321.61** | **48.12** |
| Profit for the year (a) | - | - | - | - | - | 3,150.21 | - | - |
| Other comprehensive income, net of tax (b) | - | - | - | - | - | - | - | - |
| Total comprehensive income for the year (c)=(a)+(b) | - | - | - | - | - | 3,150.21 | - | - |
| Elimination against shares held by the ESOP Trust | (14.99) | - | - | - | - | - | - | - |
| Issue of equity shares | 1,888.65 | - | - | - | - | - | - | - |
| Share issue expenses | (0.06) | - | - | - | - | - | - | - |
| Employee share options (net) | - | - | - | - | - | - | - | 30.18 |
| Transfer to Special Reserve Account | - | - | - | - | 739.92 | (739.92) | - | - |
| Transfer to General Reserve Account | - | - | - | - | - | - | 21.79 | (21.79) |
| Loan given to employees for ESOP's held | 0.01 | - | - | - | - | - | - | - |
| Final dividend on equity shares | - | - | - | - | - | (73.66) | - | - |
| Increase/(decrease) in non-controlling interests due to dilution/ divestment/acquisition | - | - | - | - | - | 26.57 | - | - |
| Payout of income to contributors | - | - | - | - | - | - | - | - |
| Transfer to retained earning on derecognition of assets (net of tax) | - | - | - | - | - | 1,212.49 | - | - |
| Transfer to/(from) retained earning | - | - | - | - | - | 3.11 | - | - |
| **Balance as at March 31, 2024** | **5,046.86** | **0.43** | **5.75** | **-** | **3,133.40** | **9,535.48** | **343.40** | **56.51** |

(₹ in crore)

| Particulars | Reserves 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** | **5,046.86** | **0.43** | **5.75** | **-** | **3,133.40** | **9,535.48** | **343.40** | **56.51** |
| Effect of business combination | (1,409.14) | - | - | - | 396.18 | - | - | - |
| Changes in accounting policy / prior period errors | - | - | - | - | - | - | - | - |
| **Restated balance as at April 1, 2024** | **3,637.72** | **0.43** | **5.75** | **-** | **3,529.58** | **9,535.48** | **343.40** | **56.51** |
| Profit for the year (a) | - | - | - | - | - | 3,664.66 | - | - |
| Other comprehensive income, net of tax (b) | - | - | - | - | - | - | - | - |
| Total comprehensive income for the year (c)=(a)+(b) | - | - | - | - | - | 3,664.66 | - | - |
| Elimination against shares held by the ESOP Trust | (6.66) | - | - | - | - | - | - | - |
| Issue of equity shares | 1,450.40 | - | - | - | - | - | - | - |
| Share issue expenses | (7.18) | - | - | - | - | - | - | - |
| Employee share options (net) | - | - | - | - | - | - | - | 40.40 |
| Transfer to Special Reserve Account | - | - | - | - | 818.65 | (818.65) | - | - |
| Transfer to General Reserve Account | - | - | - | - | - | - | 20.59 | (20.59) |
| Transfer to retained earnings during the year | - | - | - | - | - | 1,692.75 | - | - |
| Distributions made to holders of Instruments entirely equity in nature | - | - | - | - | - | (226.20) | - | - |
| Tax on Distributions made to holders of Instruments entirely equity in nature | - | - | - | - | - | 56.94 | - | - |
| Loan given to employees for ESOP's held | 0.01 | - | - | - | - | - | - | - |
| Final dividend on equity shares | - | - | - | - | - | (77.77) | - | - |
| Increase/(decrease) in non-controlling interests due to dilution/ divestment/acquisition | - | - | - | - | - | 18.97 | - | - |
| Payout of income to contributors | - | - | - | - | - | - | - | - |
| Derecognition of subsidiary | - | - | - | - | - | (0.77) | - | - |
| Transfer to retained earning on derecognition of assets (net of tax) | - | - | - | - | - | 584.94 | - | - |
| Transfer to/(from) retained earning | - | - | - | - | - | - | - | - |
| **Balance as at March 31, 2025** | **5,074.29** | **0.43** | **5.75** | **-** | **4,348.23** | **14,430.35** | **363.99** | **76.32** |

(₹ in crore)

| 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 FVTOCI | Debt instruments through OCI | Cash flow hedge reserve | Cost of hedge reserve | Equity instruments through Other Comprehensive Income | | | |
| **Balance as at April 01, 2023** | 138.70 | (12.84) | 8.11 | (15.70) | 46.22 | - | 1,697.33 | 13,761.14 | 808.81 | 14,569.95 |
| Effect of business combination | - | - | - | - | - | - | - | - | - | - |
| **Restated balance as at April 1, 2023** | **138.70** | **(12.84)** | **8.11** | **(15.70)** | **46.22** | **-** | **1,697.33** | **13,761.14** | **808.81** | **14,569.95** |
| Profit for the year (a) | - | - | - | - | - | | - | 3,150.21 | 176.75 | 3,326.96 |
| Other comprehensive income, net of tax (b) | 8.03 | (2.05) | 11.04 | 18.47 | (60.39) | - | 973.00 | 948.10 | 192.40 | 1,140.50 |
| Total comprehensive income for the year (c)=(a)+(b) | 8.03 | (2.05) | 11.04 | 18.47 | (60.39) | - | 973.00 | 4,098.31 | 369.15 | 4,467.46 |
| Elimination against shares held by the ESOP Trust | - | - | - | - | - | - | - | (14.99) | - | (14.99) |
| Issue of equity shares | - | - | - | - | - | - | - | 1,888.65 | - | 1,888.65 |
| Share issue expenses | - | - | - | - | - | - | - | (0.06) | - | (0.06) |
| Employee share options (net) | - | - | - | - | - | - | - | 30.18 | - | 30.18 |
| Transfer to Special Reserve Account | - | - | - | - | - | - | - | - | - | - |
| Transfer to General Reserve Account | - | - | - | - | - | - | - | - | - | - |
| Loan given to employees for ESOP's held | - | - | - | - | - | - | - | 0.01 | - | 0.01 |
| Final dividend on equity shares | - | - | - | - | - | - | - | (73.66) | - | (73.66) |
| Increase/(decrease) in non-controlling interests due to dilution/ divestment/ acquisition | - | - | - | - | - | - | - | 26.57 | 255.80 | 282.37 |
| Payout of income to contributors | - | - | - | - | - | - | - | - | (268.78) | (268.78) |
| Transfer to retained earning on derecognition of assets (net of tax) | - | - | - | - | - | - | (1,214.56) | (2.07) | - | (2.07) |
| Transfer to/(from) retained earning | - | - | 1.93 | (5.04) | - | - | - | - | - | - |
| **Balance as at March 31, 2024** | **146.73** | **(14.89)** | **21.08** | **(2.27)** | **(14.17)** | **-** | **1,455.77** | **19,714.08** | **1,164.98** | **20,879.06** |

(₹ in crore)

| 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 FVTOCI | Debt instruments through OCI | Cash flow hedge reserve | Cost of hedge reserve | Equity instruments through Other Comprehensive Income | | | |
| **Balance as at March 31, 2024** | **146.73** | **(14.89)** | **21.08** | **(2.27)** | **(14.17)** | **-** | **1,455.77** | **19,714.08** | **1,164.98** | **20,879.06** |
| Effect of business combination | - | - | - | - | - | - | - | (1,012.96) | - | (1,012.96) |
| Changes in accounting policy / prior period errors | - | - | - | - | - | - | - | - | - | - |
| **Restated balance as at April 1, 2024** | **146.73** | **(14.89)** | **21.08** | **(2.27)** | **(14.17)** | **-** | **1,455.77** | **18,701.12** | **1,164.98** | **19,866.10** |
| Profit for the year (a) | - | - | - | - | - | - | - | 3,664.66 | (9.64) | 3,655.02 |
| Other comprehensive income, net of tax (b) | 18.04 | (25.26) | (6.52) | 3.23 | (73.31) | (0.58) | (70.39) | (154.79) | 7.89 | (146.90) |
| Total comprehensive income for the year (c)=(a)+(b) | 18.04 | (25.26) | (6.52) | 3.23 | (73.31) | (0.58) | (70.39) | 3,509.87 | (1.75) | 3,508.12 |
| Elimination against shares held by the ESOP Trust | - | - | - | - | - | - | - | (6.66) | - | (6.66) |
| Issue of equity shares | - | - | - | - | - | - | - | 1,450.40 | - | 1,450.40 |
| Share issue expenses | - | - | - | - | - | - | - | (7.18) | - | (7.18) |
| Employee share options (net) | - | - | - | - | - | - | - | 40.40 | - | 40.40 |
| Transfer to Special Reserve Account | - | - | - | - | - | - | - | - | - | - |
| Transfer to General Reserve Account | - | - | - | - | - | - | - | - | - | - |
| Transfer to retained earnings during the year | - | - | - | - | - | - | (1,692.75) | - | - | - |
| Distributions made to holders of Instruments entirely equity in nature | - | - | - | - | - | - | - | (226.20) | - | (226.20) |
| Tax on Distributions made to holders of Instruments entirely equity in nature | - | - | - | - | - | - | - | 56.94 | - | 56.94 |
| Loan given to employees for ESOP's held | - | - | - | - | - | - | - | 0.01 | - | 0.01 |
| Final dividend on equity shares | - | - | - | - | - | - | - | (77.77) | - | (77.77) |
| Increase in non-controlling interests due to investments | - | - | - | - | - | - | - | 18.97 | 205.83 | 224.80 |

(₹ in crore)

| 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 FVTOCI | Debt instruments through OCI | Cash flow hedge reserve | Cost of hedge reserve | Equity instruments through Other Comprehensive Income | | | |
| Payout of income to contributors | - | - | - | - | - | - | - | - | (190.23) | (190.23) |
| Derecognition of subsidiary | (0.28) | - | - | - | - | - | - | (1.05) | - | (1.05) |
| Transfer to retained earning on derecognition of assets (net of tax) | - | - | - | - | - | - | (584.94) | - | - | - |
| Transfer of Realised OCI to PL | - | - | - | (0.24) | - | - | - | (0.24) | - | (0.24) |
| **Balance as at March 31, 2025** | **164.49** | **(40.15)** | **14.56** | **0.72** | **(87.48)** | **(0.58)** | **(892.31)** | **23,458.61** | **1,178.83** | **24,637.44** |
| Summary of material accounting policy information | | | 2 | | | | | | | |
| See accompanying notes forming part of the financial statements | | | 3 to 54 | | | | | | | |

In terms of our report attached,

For and on behalf of the Board of Directors

**M S K A & Associates**
*Chartered Accountants*
ICAI Firm's Registration No: 105047W

**M. P. Chitale & Co.**
*Chartered Accountants*
ICAI Firm's Registration No: 101851W

**Sujit Kumar Varma**
*(Independent Director)*
DIN: 09075212

**Rajiv Sabharwal**
*(Managing Director & CEO)*
DIN: 00057333

**Swapnil Kale**
*(Partner)*
Membership No: 117812

**Murtuza Vajihi**
*(Partner)*
Membership No: 112555

**Rakesh Bhatia**
*(Chief Financial Officer)*

**Sarita Kamath**
*(Head - Legal and Compliance & Company Secretary)*

Date: May 13, 2025
Place: Mumbai

## CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2025

(₹ in crore)

| Particulars | For the Year Ended March 31, 2025 | For the Year Ended March 31, 2024 |
|---|---|---|
| **1. CASH FLOW FROM OPERATING ACTIVITIES** | | |
| Profit before tax | **4,918.56** | 4,392.03 |
| **Adjustments for :** | | |
| Depreciation, amortisation and impairment | **390.02** | 287.50 |
| Net loss/(gain) on derecognition of property, plant and equipment and right-to-use assets | **(8.52)** | (16.31) |
| Interest expenses | **15,029.64** | 9,568.23 |
| Interest income | **(25,719.77)** | (16,366.47) |
| Dividend income | **(24.01)** | (36.19) |
| Provision for leave encashment | **26.27** | 7.68 |
| Exchange (gain)/loss (net) | **1.56** | (1.08) |
| Net loss /(gain) on fair value changes | **(280.49)** | (490.03) |
| Net loss/(gain) on derecognition of investment in Associates | **2.18** | (32.84) |
| Net gain on derecognition of financial instruments | **(236.47)** | - |
| Rental income on fair valuation of security deposit | **-** | (7.67) |
| Share in profit of associates | **2.58** | 11.57 |
| Share based payments to employees | **37.65** | 34.17 |
| Interest on income tax refund | **(11.11)** | (2.79) |
| Impairment / derecognition on investment in associates | **(23.34)** | 10.09 |
| Reversal of provision against consumer disputes | **(2.80)** | - |
| Impairment on financial instruments | **2,826.83** | 592.26 |
| Reversal of provision against assets held for sale | **18.88** | (12.70) |
| | **(3,052.34)** | **(2,062.55)** |
| Interest paid | **(13,881.45)** | (8,910.41) |
| Interest received | **24,078.04** | 15,694.94 |
| Interest received on income tax refund | **11.11** | 2.79 |
| Dividend received | **24.91** | 36.19 |
| **Cash generated from operation before working capital changes** | **7,180.27** | **4,760.96** |
| Movement in working capital: | | |
| (Increase) in loans | **(35,685.49)** | (40,889.25) |
| Decrease / (Increase) in trade receivables | **90.76** | (104.41) |
| Decrease / (Increase) in other financial/non financial assets | **285.03** | (137.87) |
| Decrease in other financial/ non financial liabilities | **(236.48)** | (561.66) |
| (Decrease) / Increase in provisions | **(33.17)** | 5.83 |
| Increase in trade payable | **4.53** | 151.39 |
| | **(35,574.82)** | **(41,535.97)** |
| Taxes paid (net) | **(1,477.93)** | (1,223.53) |
| **NET CASH USED IN OPERATING ACTIVITIES** | **(29,872.48)** | **(37,998.54)** |

## CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2025

(₹ in crore)

| Particulars | For the Year Ended March 31, 2025 | For the Year Ended March 31, 2024 |
|---|---|---|
| **2. CASH FLOW FROM INVESTING ACTIVITIES** | | |
| Purchase of property, plant and equipment (including capital advances) | **(1,022.24)** | (697.93) |
| Proceeds from sale of property, plant and equipment | **0.80** | 64.40 |
| Derecognition of subsidiary | **(1.05)** | - |
| Investment in associates | **(396.74)** | (375.51) |
| Purchase of mutual fund units | **(5,85,225.12)** | (5,21,842.11) |
| Purchase of other investments | **(1,82,615.08)** | (3,250.02) |
| Proceeds from redemption of mutual fund units | **5,85,275.29** | 5,26,521.31 |
| Proceeds from sale of associates | **51.79** | 173.56 |
| Proceeds from sale of other investments | **1,84,629.66** | 5,128.39 |
| Bank Balances not considered as cash and cash equivalents | **(736.83)** | 35.12 |
| **NET CASH (USED IN)/GENERATED FROM INVESTING ACTIVITIES** | **(39.52)** | **5,757.21** |
| **3. CASH FLOW FROM FINANCING ACTIVITIES** | | |
| Proceeds from issue of Equity Shares | **1,488.71** | 1,975.50 |
| Infusion of capital by minority shareholders | **224.80** | 282.37 |
| Payout of income/gain to contributors | **(190.25)** | (268.80) |
| Repayment of lease obligation | **(97.27)** | (77.62) |
| Share and debt issue expenses | **(58.55)** | (51.77) |
| Dividend paid on equity & preference shares | **(77.77)** | (73.66) |
| Proceeds from debt securities | **57,240.19** | 41,502.67 |
| Proceeds from borrowings (other than debt securities) | **85,069.22** | 62,935.74 |
| Proceeds from subordinated liabilities | **1,165.00** | 1,787.14 |
| Repayment of debt securities | **(42,394.96)** | (32,709.77) |
| Repayment of borrowings (other than debt securities) | **(71,512.48)** | (38,945.32) |
| Repayment of subordinated liabilities | **(1,218.04)** | (404.06) |
| Distributions made to holders of Instruments entirely equity in nature | **(226.20)** | - |
| **NET CASH GENERATED FROM FINANCING ACTIVITIES** | **29,412.40** | **35,952.42** |

## CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2025

(₹ in crore)

| Particulars | For the Year Ended March 31, 2025 | For the Year Ended March 31, 2024 |
|---|---|---|
| **NET (DECREASE) / INCREASE IN CASH AND CASH EQUIVALENTS** | **(499.60)** | **3,711.09** |
| **CASH AND CASH EQUIVALENTS AS AT THE BEGINNING OF THE YEAR** | **6,771.16** | **3,058.88** |
| **CASH AND CASH EQUIVALENTS TAKEN OVER IN BUSINESS COMBINATION** | **3,204.52** | **-** |
| Exchange difference on translation of foreign currency cash and cash equivalents | **2.12** | 1.19 |
| **CASH AND CASH EQUIVALENTS AS AT THE END OF THE YEAR** | **9,478.20** | **6,771.16** |
| | **Note No** | |
| Summary of material accounting policy information | 2 | |
| See accompanying notes forming part of the Financial Statements | 3 to 54 | |

In terms of our report attached,

For and on behalf of the Board of Directors

**M S K A & Associates**
*Chartered Accountants*
ICAI Firm's Registration No: 105047W

**M. P. Chitale & Co.**
*Chartered Accountants*
ICAI Firm's Registration No: 101851W

**Sujit Kumar Varma**
*(Independent Director)*
DIN: 09075212

**Rajiv Sabharwal**
*(Managing Director & CEO)*
DIN: 00057333

**Swapnil Kale**
*(Partner)*
Membership No: 117812

**Murtuza Vajihi**
*(Partner)*
Membership No: 112555

**Rakesh Bhatia**
*(Chief Financial Officer)*

**Sarita Kamath**
*(Head - Legal and Compliance & Company Secretary)*

Date: May 13, 2025
Place: Mumbai

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## 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

These consolidated financial statements including summary of the material accounting policy and other explanatory information have been prepared in accordance with the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 (as amended by the Companies (Indian Accounting Standards) Rules, 2016), notified under Section 133 of the Companies Act, 2013 (the "Act") (as amended), other relevant provisions of the Act, guidelines issued by the Reserve Bank of India as applicable to NBFCs and other accounting principles generally accepted in India. Any application guidance / clarifications / directions issued by RBI or other regulators are implemented as and when they are issued / applicable, the guidance notes/ announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied except where compliance with other statutory promulgations require a different treatment. Material accounting policy has been consistently applied.

The consolidated financial statements have been reviewed by the Audit Committee and have been approved and taken on record by the Board of Directors at their respective meetings held on May 12, 2025 and May 13, 2025.

### ii. Presentation of consolidated financial statements :

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.

A summary of the significant accounting policies and other explanatory information is in accordance with the Companies (Indian Accounting Standards) Rules, 2015 as specified under Section 133 of the Companies Act, 2013 (the 'Act') including applicable Indian Accounting Standards (Ind AS) and accounting principles generally accepted in India.

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 consolidated financial statements are presented in Indian Rupees in crore, which is also the Group's functional currency, and all amounts have been rounded off to the nearest crore unless otherwise indicated.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### iii. Basis of measurement

The consolidated financial statements 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 consolidated financial statements 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, 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 consolidated Financial Statements.

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 consolidated financial statements from the date on which control commences until the date on which control ceases. The consolidated financial statements 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 Consolidated Financial Statements.

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 Consolidated Financial Statements 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 Consolidated Financial Statements). 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 Consolidated Financial Statements 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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

The levels are described as follows:

Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

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

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 consolidated financial statements 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 consolidated financial statements 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 consolidated financial statements 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 consolidated financial statements in the period in which changes are made and, if material, their effect are disclosed in the notes to the consolidated financial statements.

**Judgements:**

Information about judgements made in applying material accounting policy that have most significant effect on the amount recognised in the consolidated financial statements 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 and judgements:**

Information about assumptions and estimation of uncertainties that have a significant risk of resulting in a material adjustment in the period ending March 31, 2025 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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**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. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the statement of profit and loss.

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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**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. |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

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.

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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

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  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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### 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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

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 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, investment property 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.

**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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**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.

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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### 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 consolidated financial statements.

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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**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, 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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### Note 3: Cash and cash equivalents

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At Amortised cost** | | |
| Cash on hand | **7.55** | 0.42 |
| Balances with banks in current accounts | **7,973.15** | 4,752.85 |
| Cheques, drafts on hand | **39.25** | 120.52 |
| Balances with banks in Fixed Deposit Accounts (with original maturity of 3 months or less) | **1,458.25** | 1,897.37 |
| **Total** | **9,478.20** | **6,771.16** |

### Note 4: Bank balance other than Cash and cash equivalents

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At Amortised cost** | | |
| Balances with banks in fixed deposit accounts (Refer note (i), (ii) and (iii) below) | **60.48** | 198.30 |
| Balances with Banks in earmarked accounts (Refer note (iv) below) | **664.00** | 4.19 |
| Margin Money | **240.37** | 21.93 |
| **Total** | **964.85** | **224.42** |

(i) Balance with banks in fixed 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 amounting to ₹ 1.24 crore (March 31, 2024: ₹1.24 crore)

(iii) Deposits amounting to ₹ 0.55 crore (March 31, 2024 : ₹ 0.50 crore) 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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### Note 5: Derivative financial instruments

(₹ in crore)

| | As at March 31, 2025 | | | | As at March 31, 2024 | | | |
|---|---|---|---|---|---|---|---|---|
| | Notional value | Fair value - Assets | Notional value | Fair value - Liabilities | Notional value | Fair value - Assets | Notional value | Fair value - Liabilities |
| **Part I** | | | | | | | | |
| **(i) Currency derivatives**: | | | | | | | | |
| Spot and Forwards | **3,003.42** | **16.10** | **9,830.15** | **201.71** | 69.10 | 0.76 | 1,886.35 | 34.20 |
| Currency swaps | **9,981.11** | **437.58** | **589.66** | **29.34** | 7,042.79 | 212.22 | 1,791.95 | 12.13 |
| Options | **1,709.17** | **83.63** | **-** | **-** | - | - | - | - |
| Subtotal (i) | **14,693.70** | **537.31** | **10,419.81** | **231.05** | 7,111.89 | 212.98 | 3,678.30 | 46.33 |
| **(ii) Interest rate derivatives**: | | | | | | | | |
| Interest rate swaps[1] | **-** | **2.42** | **-** | **9.84** | - | 29.64 | - | - |
| Subtotal (ii) | **-** | **2.42** | **-** | **9.84** | - | 29.64 | - | - |
| **Total derivatives** | **14,693.70** | **539.73** | **10,419.81** | **240.89** | **7,111.89** | **242.62** | **3,678.30** | **46.33** |
| **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 | **14,693.70** | **537.31** | **10,419.81** | **231.06** | 7,111.89 | 212.98 | 3,678.30 | 46.33 |
| Interest rate derivatives | **-** | **2.42** | **-** | **9.84** | - | 29.64 | - | - |
| **Total derivatives** | **14,693.70** | **539.73** | **10,419.81** | **240.90** | **7,111.89** | **242.62** | **3,678.30** | **46.33** |

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 Financial Statement.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**5.1 The impact of the cashflow hedges in the statement of profit and loss and other comprehensive income**

(₹ in crore)

| Particulars | Hedging gains or (losses) recognised in other comprehensive income | | 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, 2025 | For the year ended March 31, 2024 |
| Forward exchange contracts, interest rate and currency swaps | **(98.74)** | (80.70) | **3.51** | - |

**5.2 Change in fair value of hedging instrument and hedged item:**

(₹ in crore)

| Particulars | Change in fair value of hedging instrument | | Change in fair value of hedged item* | | Line item in Balance Sheet |
|---|---|---|---|---|---|
| | For the year ended March 31, 2025 | For the year ended March 31, 2024 | For the year ended March 31, 2025 | For the year ended March 31, 2024 | |
| Forward exchange contracts, interest rate swaps and currency swaps | **(27.74)** | 26.99 | **(310.90)** | (118.36) | Borrowings |
| Options and currency swaps | **(33.20)** | - | **20.38** | - | Debt Securitites |
| Forward exchange contracts | **(0.13)** | - | **-** | - | Letter of Credit (Commitment) |

* Change in the value of hedged item are presented as part of Borrowings in the Financial Statement.

**5.3 Movement in the cash flow hedge and cost of hedge reserve are as follows:**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Opening Balance | **(14.17)** | 46.22 |
| Effective portion of changes in fair value | **(57.56)** | 26.99 |
| In-effective portion of changes in fair value | **(3.51)** | - |
| Foreign currency translation differences | **(290.52)** | (118.36) |
| Amortisation of forward premium | **251.73** | 10.57 |
| Provision for derivative current credit exposure | **1.12** | 0.10 |
| Deffered tax | **24.85** | 20.31 |
| **Closing Balance** | **(88.06)** | **(14.17)** |

**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 heading 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 : Nill

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### Note 6: Receivables

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Trade receivables** | | |
| **At Amortised cost** | | |
| (a) Receivables considered good - Unsecured | **84.54** | 99.23 |
| (b) Receivables which have significant increase in credit risk | **12.32** | 41.91 |
| (c) Receivables - credit impaired | **27.15** | 33.38 |
| | **124.01** | **174.52** |
| Less: Allowance for Impairment loss | | |
| (i) Considered good | **(0.14)** | (0.27) |
| (ii) Significant increase in credit risk | **(0.08)** | (0.17) |
| (iii) Credit impaired | **(27.15)** | (33.38) |
| **Total** | **96.64** | **140.70** |
| **Other receivables** | | |
| **At Amortised cost** | | |
| (a) Receivables considered good - Unsecured | **0.95** | 1.88 |
| | **0.95** | **1.88** |
| Less :Impairment loss allowance | **-** | - |
| | **0.95** | **1.88** |
| **Total** | **97.59** | **142.58** |

(₹ in crore)

| Particulars | As at March 31, 2025 | | | | | | | Total |
|---|---|---|---|---|---|---|---|---|
| | Unbilled Dues | Not Due | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Undisputed Trade Receivables - considered good | **51.69** | **-** | **32.85** | **-** | **-** | **-** | **-** | **84.54** |
| (ii) Undisputed Trade Receivables - which have significant increase in credit risk | **-** | **-** | **12.32** | **-** | **-** | **-** | **-** | **12.32** |
| (iii) Undisputed Trade Receivables - credit impaired | **-** | **-** | **10.20** | **2.94** | **2.09** | **3.63** | **8.29** | **27.15** |
| **Total** | **51.69** | **-** | **55.37** | **2.94** | **2.09** | **3.63** | **8.29** | **124.01** |

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Particulars | As at March 31, 2024 | | | | | | | Total |
|---|---|---|---|---|---|---|---|---|
| | Unbilled Dues | Not due | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Undisputed Trade receivables - considered good | 52.00 | - | 47.23 | - | - | - | - | **99.23** |
| (ii) Undisputed Trade Receivables - which have significant increase in credit risk | - | - | 41.91 | - | - | - | - | **41.91** |
| (iii) Undisputed Trade Receivables - credit impaired | - | - | 10.58 | 12.66 | 2.87 | 2.93 | 4.34 | **33.38** |
| **Total** | **52.00** | **-** | **99.72** | **12.66** | **2.87** | **2.93** | **4.34** | **174.52** |

## Note 7: Loans

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **(A)** | | |
| **(i) At Amortised Cost** | | |
| - Bills purchased and bills discounted | **574.58** | 1,122.05 |
| - Term loans | **214,734.84** | 1,51,872.53 |
| - Credit substitutes (refer note (ii) below) | **4,967.01** | 3,761.09 |
| - Finance lease and hire purchase | **2,878.54** | 2,273.89 |
| - Factoring | **2,300.81** | 1,169.33 |
| - Retained portion of assigned loans | **269.33** | 12.73 |
| **Subtotal (i)** | **2,25,725.11** | **1,60,211.62** |
| **(ii) At Fair Value Through Other Comprehensive Income** | | |
| - Term loans | **623.02** | 761.53 |
| **Subtotal (ii)** | **623.02** | **761.53** |
| **(iii) At Fair Value Through Profit and Loss** | | |
| - Credit substitutes | **8.69** | 40.63 |
| **Subtotal (iii)** | **8.69** | **40.63** |
| **Total (A) = subtotal (i+ii+iii)** | **2,26,356.82** | **1,61,013.78** |
| **(B)** | | |
| **Less : Impairment loss allowance** | | |
| - Stage I & II | **1,929.15** | 1,500.79 |
| - Stage III | **2,477.30** | 1,752.44 |
| **TOTAL (B)** | **4,406.45** | **3,253.23** |
| **Total Loans = (A-B)** | **2,21,950.37** | **1,57,760.55** |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### Note 7: Loans

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **(C)** | | |
| - Secured by tangible assets | **1,68,801.65** | 1,18,791.36 |
| - Secured by intangible assets | **2,405.00** | 1,730.77 |
| - Covered by bank / government guarantees | **7,828.67** | 1,248.96 |
| - Unsecured | **47,517.64** | 39,459.99 |
| **Gross Loans (Excluding EIR Impact)** | **2,26,552.96** | **1,61,231.08** |
| - Unamortised loan sourcing fees | **(894.02)** | (735.69) |
| - Unamortised loan sourcing costs | **697.88** | 518.39 |
| **Gross Loan** | **2,26,356.82** | **1,61,013.78** |
| **Less : Impairment loss allowance** | | |
| - Stage I & II | **1,929.15** | **1,500.79** |
| - Stage III | **2,477.30** | **1,752.44** |
| **TOTAL (C)** | **2,21,950.37** | **1,57,760.55** |
| **(D)** | | |
| **(i) Loans in India** | | |
| - Public Sector | **641.86** | 74.36 |
| - Others | **2,25,714.96** | 1,60,939.42 |
| **Gross Loans** | **2,26,356.82** | **1,61,013.78** |
| **Less : Impairment loss allowance** | | |
| - Stage I & II | 1,929.15 | 1,500.79 |
| - Stage III | 2,477.30 | 1,752.44 |
| **Subtotal (i)** | **2,21,950.37** | **1,57,760.55** |
| **(ii) Loans outside India** | | |
| - Public Sector | **-** | - |
| - Others | **-** | - |
| Less : Impairment loss allowance | **-** | **-** |
| **Subtotal (ii)** | **-** | **-** |
| **TOTAL (D) = (Subtotal (i)+Subtotal (ii))** | **2,21,950.37** | **1,57,760.55** |

**(i) Reconciliation of loans:**

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| (i) At Amortised Cost | **2,25,921.25** | 1,60,428.92 |
| (ii) At Fair Value Through Other Comprehensive Income | **623.02** | 761.53 |
| (iii) At Fair Value Through Profit and Loss | **8.69** | 40.63 |
| **Total - Gross Loans** | **2,26,552.96** | **1,61,231.08** |
| - Unamortised loan sourcing fees | **(894.02)** | (735.69) |
| - Unamortised loan sourcing costs | **697.88** | 518.39 |
| **Total - Carrying Value of Loans** | **2,26,356.82** | **1,61,013.78** |
| **Less : Impairment loss allowance** | | |
| - Stage I & II | **1,929.15** | 1,500.79 |
| - Stage III | **2,477.30** | 1,752.44 |
| **Total - Net Loans** | **2,21,950.37** | **1,57,760.55** |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### Note 7: Loans

(ii) Investments in bonds, debentures and other financial instruments which, in substance, form a part of the Company's financing activities ("Credit Substitutes") have been classified under Loans. In the past these were classified as a part of Investments. The classification results in a better presentation of the substance of these investments and is in alignment with regulatory filings.

(iii) Impairment loss allowance of ₹ 1.42 crore (March 31, 2024 : ₹ 4.79 crore) has been provided on loans designated as fair value through other comprehensive income.

(iv) Loans given to related parties ₹ 1,285.12 crore (as on March 31, 2024 : ₹ 1,070.87 crore).

(v) The details of Gross investments and unearned finance income in respect of assets given under finance lease are as under:

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Gross Investments:** | | |
| - Within one year | **1,177.56** | 1,002.11 |
| - Later than one year and not later than five years | **1,859.70** | 1,397.77 |
| - Later than five years | **47.74** | 6.28 |
| **Total** | **3,085.00** | **2,406.16** |
| **Unearned Finance Income:** | | |
| - Within one year | **241.61** | 183.05 |
| - Later than one year and not later than five years | **259.86** | 186.21 |
| - Later than five years | **4.67** | 1.11 |
| **Total** | **506.14** | **370.37** |
| **Present Value of Rentals*:** | | |
| - Within one year | **935.95** | 819.06 |
| - Later than one year and not later than five years | **1,599.85** | 1,211.56 |
| - Later than five years | **43.07** | 5.17 |
| **Total** | **2,578.87** | **2,035.79** |

* Present Value of Rentals represent the Current Future Outstanding Principal.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**Note 8: Investments**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **(A)** | | |
| **(i) At Amortised Cost** | | |
| - Investment in Debentures | **-** | 8.44 |
| - Investment in Government Securities | **2,867.94** | 1,655.93 |
| - Investment in Tri-party Repo (TREPS) | **499.80** | - |
| - Investment in Treasury Bill | **398.89** | 426.98 |
| - Investment in Fully Paid Non - Cumulative Redeemable Preference shares | **0.38** | - |
| - Investment in State Development Loan | **2,469.49** | 1,906.98 |
| **Subtotal (i)** | **6,236.50** | **3,998.33** |
| **(ii) At Fair Value** | | |
| **(a) Through Other Comprehensive Income:** | | |
| - Fully paid equity shares (quoted) | **506.86** | 642.43 |
| - Fully paid equity shares (unquoted) | **-** | 2,054.87 |
| - Debt securities | **231.17** | 237.33 |
| **Subtotal (i)** | **738.03** | **2,934.63** |
| **(b) Through Profit and Loss:** | | |
| - Mutual and other funds (quoted) | **753.15** | 126.95 |
| - Fully paid equity shares (quoted) | **305.47** | 255.77 |
| - Fully paid equity shares (unquoted) | **460.62** | 325.93 |
| - Preference shares | **-** | - |
| - Venture capital fund | **192.13** | 201.44 |
| - Alternate investment fund | **34.61** | 32.69 |
| - Structured product | **-** | 26.28 |
| - Security receipts | **-** | - |
| Less : Impairment on investment in Alternate investment fund | **(2.72)** | - |
| **Subtotal (ii)** | **1,743.26** | **969.06** |
| **Total (A) = (i)+(ii)** | **8,717.79** | **7,902.02** |
| **(B)** | | |
| (i) Investments in India | **8,299.56** | 7,320.46 |
| (ii) Investments outside India | **418.23** | 581.56 |
| **Total (B) = (i)+(ii)** | **8,717.79** | **7,902.02** |

Note : Market value of quoted investment is equal to book value.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### Note 9: Investments accounted using equity method

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **(i) At Amortised Cost** | | |
| **Associate companies** | | |
| Fully paid equity shares (unquoted) | **283.05** | 202.40 |
| Preference shares (unquoted) | **899.47** | 677.52 |
| Less: Diminution in value of investments | **(82.83)** | (134.21) |
| | **1,099.69** | **745.71** |
| **(ii) At Fair Value Through Profit or Loss:** | | |
| **Associate companies** | | |
| Fully paid equity shares (quoted) | **48.91** | 85.07 |
| | **48.91** | **85.07** |
| (i) Investments in India | **1,083.74** | 780.92 |
| (ii) Investments outside India | **64.86** | 49.86 |
| **Total (B) (i)+(ii)** | **1,148.60** | **830.78** |

Note : Market value of quoted investment is equal to book value.

### Note 10: Other financial assets

(₹ in crore)

| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|
| **At Amortised cost** | | | | |
| Security deposits | | **47.15** | | 32.95 |
| Pass Through Certificate application money (refundable) | | **4.53** | | 84.61 |
| Income accrued but not due | | **83.36** | | 50.95 |
| Advances to employees | | **0.29** | | 0.49 |
| Receivable on sale/redemption of investment | **-** | | 64.68 | |
| Provision for receivable on sale/redemption of investment | **-** | **-** | (1.62) | 63.06 |
| Receivable under letter of credit/buyers credit facility | **125.31** | | 230.66 | |
| Provision for letter of credit/buyer's credit facility | **(0.31)** | **125.00** | (0.65) | 230.01 |
| Excess interest spread on direct assignment | **328.76** | | - | |
| Less : Impairment loss allowance | **(6.97)** | **321.79** | - | - |
| Other receivables | **530.22** | | 57.76 | |
| Less : Impairment loss allowance | **(10.94)** | **519.28** | - | 57.76 |
| **Total** | | **1,101.40** | | **519.83** |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### Note 11: Income Taxes

**(i) Current tax assets (net)**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Advance tax and tax deducted at source | **234.04** | 167.31 |
| **Total** | **234.04** | **167.31** |

**A. The income tax expense consist of the following:**

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Current tax: | | |
| Current tax expense for the year | **1,141.25** | 1,071.76 |
| Current tax expense / (benefit) pertaining to prior years | **(0.04)** | - |
| | **1,141.21** | **1,071.76** |
| Deferred tax benefit | | |
| Origination and reversal of temporary differences | **122.33** | (6.69) |
| | **122.33** | (6.69) |
| **Total income tax expense recognised in the year** | **1,263.54** | **1,065.07** |

**The reconciliation of estimated income tax expense at statutory income tax rate income tax expense reported in statement of profit and loss is as follows:**

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Profit / (Loss) before tax from continuing operations | **4,918.56** | 4,392.03 |
| Indian statutory income tax rate | **25.168%** | 25.168% |
| Expected income tax expense | **1,237.90** | 1,105.39 |
| Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense: | | |
| Income exempt from tax | **(60.87)** | (16.62) |
| Non deductible expenses | **69.35** | 22.90 |
| Impact of unrecognised timing differences | **1.89** | 3.48 |
| Tax on income at different rates | **18.27** | (59.00) |
| Effect of removal of indexation & change in capital gain tax rate | **15.77** | - |
| Tax benefit on deductions in respect of certain incomes | **(14.53)** | (15.31) |
| Tax pertaining to prior years | **(0.04)** | (0.13) |
| Tax impact on consol adjustments | **9.06** | 26.74 |
| Differences in tax rates in foreign jurisdictions | **(13.26)** | (2.38) |
| **Total income tax expense (effective tax rate of 25.69%, March 31, 2024 24.25%)** | **1,263.54** | **1,065.07** |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### B. Amounts recognised in Other Comprehensive Income

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | | | For the year ended March 31, 2024 | | |
|---|---|---|---|---|---|---|
| | Before tax | Tax (expense) / benefit | Net of tax | 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 | **(33.70)** | **8.44** | **(25.26)** | (2.72) | 0.67 | (2.05) |
| Changes in fair values of investment in equities carried at FVTOCI | **(151.01)** | **80.62** | **(70.39)** | 1,121.04 | (148.04) | 973.00 |
| **Items that are or may be reclassified subsequently to profit or loss** | | | | | | |
| Debt instruments through Other Comprehensive Income | **3.89** | **(0.66)** | **3.23** | 22.25 | (3.78) | 18.47 |
| Fair value gain / (loss) on financial asset measured at FVTOCI | **(8.61)** | **2.17** | **(6.44)** | 14.99 | (3.77) | 11.22 |
| Net changes in fair values of time value of cash flow hedges (FVTOCI) | **(98.74)** | **24.85** | **(73.89)** | (80.70) | 20.31 | (60.39) |
| Share of other comprehensive income in associates | **(0.08)** | **-** | **(0.08)** | (0.18) | - | (0.18) |
| Exchange differences in translating financial statements of foreign operations | **18.04** | **-** | **18.04** | 8.03 | - | 8.03 |
| **Total Amounts recognised in OCI** | **(270.21)** | **115.42** | **(154.79)** | **1,082.71** | **(134.61)** | **948.10** |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### (ii) Deferred tax assets

**The major components of deferred tax assets and liabilities for the year ended March 31, 2025 are as follows:**

(₹ in crore)

| 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 | 385.56 | - | 167.45 | - | - | 553.01 |
| (b) Impairment loss allowance - Stage I & II | 394.92 | 2.82 | 104.31 | (0.85) | - | 501.20 |
| (c) Employee benefits | 8.74 | 3.06 | 7.54 | - | - | 19.34 |
| (d) Deferred income | 173.08 | - | 0.13 | - | - | 173.21 |
| (e) Depreciation on property, plant & equipment | 82.22 | 4.08 | (7.92) | - | - | 78.38 |
| (f) Fair valuation of associates and fund investments | (34.15) | - | (20.68) | 57.46 | - | 2.63 |
| (g) Right to use asset | 8.64 | - | 2.90 | - | - | 11.54 |
| (h) Cash flow hedges | 4.77 | - | 1.23 | 24.85 | - | 30.85 |
| (i) Other deferred tax assets | 10.53 | 11.37 | (14.43) | (0.66) | 0.08 | 6.89 |
| (j) Business Combination | | | | | | |
| - Loans | - | 538.70 | (280.30) | - | - | 258.40 |
| - Others | - | 128.74 | (21.23) | - | - | 107.51 |
| **Deferred Tax Liabilities:** | | | | | | |
| (a) Debenture issue expenses | (8.90) | - | (1.44) | - | - | (10.34) |
| (b) Investments measured at fair value | (418.46) | (103.72) | (2.50) | 438.47 | - | (86.21) |
| (c) Loans measured at FTVOCI | (3.35) | - | (1.10) | 3.02 | - | (1.43) |
| (d) Direct Assignement | - | (63.42) | (9.65) | - | - | (73.07) |
| (e) Deduction u/s 36(1)(viii) | (137.10) | - | (46.64) | - | - | (183.74) |
| **Net Deferred Tax Asset** | 466.50 | 521.63 | (122.33) | 522.29 | 0.08 | 1,388.17 |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**The major components of deferred tax assets and liabilities for the year ended March 31, 2024 are as follows:**

(₹ in crore)

| 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 | 353.01 | 32.55 | - | - | 385.56 |
| (b) Impairment loss allowance - Stage I & II | 422.19 | (27.27) | - | - | 394.92 |
| (c) Employee benefits | 6.50 | 2.24 | - | - | 8.74 |
| (d) Deferred income | 124.73 | 48.35 | - | - | 173.08 |
| (e) Depreciation on property, plant & equipment | 85.08 | (2.86) | - | - | 82.22 |
| (f) Fair valuation of associates and fund investments | (18.87) | (7.71) | (7.57) | - | (34.15) |
| (g) Right to use asset | 6.18 | 2.46 | - | - | 8.64 |
| (h) Cash flow hedges | (15.54) | - | 20.31 | - | 4.77 |
| (i) Other deferred tax assets | 11.87 | 2.39 | (3.78) | 0.05 | 10.53 |
| **Deferred Tax Liabilities:** | | | | | |
| (a) Debenture issue expenses | (8.90) | - | - | - | (8.90) |
| (b) Investments measured at fair value | (492.90) | 0.94 | - | 73.50 | (418.46) |
| (c) Loans measured at FTVOCI | (0.09) | 0.51 | - | (3.77) | (3.35) |
| (d) Deduction u/s 36(1)(viii) | (92.19) | (44.91) | - | - | (137.10) |
| **Net Deferred Tax Asset** | **381.07** | **6.69** | **8.96** | **69.78** | **466.50** |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

One of our subsidiary has not recognized net deferred tax assets as at March 31, 2025 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.

(₹ in crore)

| 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* | **45.17** | **11.37** | 39.06 | 9.83 |
| On unabsorbed depreciation as per Income Tax | **10.77** | **2.71** | 8.35 | 2.10 |
| Provision for doubtful debts | **0.85** | **0.21** | 0.71 | 0.18 |
| Employee benefits - Leave encashment | **0.19** | **0.05** | 0.24 | 0.06 |
| On account of right to use asset | **0.17** | **0.04** | 0.11 | 0.03 |
| **Deferred Tax Liability (B)** | | | | |
| **On account of depreciation on fixed assets** | **(1.01)** | **(0.25)** | **(0.74)** | **(0.19)** |
| **Net Deferred Tax Asset (A-B)** | **56.14** | **14.13** | **47.73** | **12.01** |

* The Subsidiary business Losses as per Income Tax Act, 1961 of ₹ 0.37 crore expiring in FY 2028-29, ₹ 12.78 crore expiring in FY 2029-30, ₹ 13.52 crore expiring in FY 2030-31, ₹ 12.75 crore expiring in FY 2031-32 and ₹ 5.74 crore expiring in FY 2032-33 (PY ₹ 0.37 crore expiring in FY 2028-29, ₹ 12.77 crore expiring in FY 2029-30, ₹ 13.51 crore expiring in FY 2030-31 and ₹ 12.39 crore expiring in FY 2031-32).

**(iii) Current tax liabilities (net):**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Provision for tax | **364.50** | 396.73 |
| **Total** | **364.50** | **396.73** |

**(iv) Unrecognised temporary differences:**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Temporary difference relating to investment in subsidiaries for which deferred tax liabilities have not been recognised | | |
| Undistributed reserves | **8,099.42** | 6,660.43 |

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.

## Note 12: Property, plant, equipment, Investment property and Intangible Assets

(₹ in crore)

| Particulars | Gross Block | | | | | | Accumulated depreciation and amortisation | | | | | Net Carrying Value |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Opening balance as at April 1, 2024 | Effect of Business Combination | Additions/ Adjust-ments | Deletions | Written off | Closing balance as at March 31, 2025 | Opening balance as at April 1, 2024 | Depreciation/ Amortisation for the year* | Deletions/ Adjust-ments | Written off | Closing balance as at March 31, 2025 | As at March 31, 2025 |
| **TANGIBLE ASSETS** | | | | | | | | | | | | |
| Buildings# | **150.01** | **2.52** | **-** | **-** | **-** | **152.53** | **52.17** | **7.68** | **-** | **-** | **59.85** | **92.68** |
| | *128.28* | - | *21.73* | - | - | *150.01* | *39.65* | *7.45* | *(5.07)* | - | *52.17* | *97.84* |
| Leasehold Improvements | **107.65** | **2.19** | **13.90** | **1.57** | **-** | **122.17** | **40.29** | **14.54** | **1.43** | **-** | **53.40** | **68.77** |
| | *56.63* | - | *52.86* | *1.84* | - | *107.65* | *27.74* | *14.02* | *1.47* | - | *40.29* | *67.36* |
| Furniture & Fixtures | **37.10** | **3.10** | **15.07** | **0.60** | **0.15** | **54.52** | **16.46** | **6.70** | **0.56** | **-** | **22.60** | **31.92** |
| | *19.86* | - | *17.98* | *0.74* | - | *37.10* | *10.86* | *6.16* | *0.56* | - | *16.46* | *20.64* |
| Computer Equipment | **129.87** | **13.57** | **25.87** | **2.72** | **0.10** | **166.49** | **59.52** | **37.30** | **2.54** | **-** | **94.28** | **72.21** |
| | *102.27* | - | *52.22* | *24.39* | *0.23* | *129.87* | *57.02* | *26.87* | *24.37* | - | *59.52* | *70.35* |
| Office Equipment | **46.29** | **4.48** | **16.35** | **0.66** | **0.10** | **66.36** | **21.07** | **11.89** | **0.61** | **-** | **32.35** | **34.01** |
| | *25.69* | - | *21.07* | *0.47* | - | *46.29* | *15.54* | *5.95* | *0.42* | - | *21.07* | *25.22* |
| Plant & Machinery | **11.21** | **-** | **0.64** | **0.28** | **0.03** | **11.54** | **3.77** | **1.02** | **0.27** | **-** | **4.52** | **7.02** |
| | *8.03* | - | *3.52* | *0.34* | - | *11.21* | *3.09* | *0.95* | *0.27* | - | *3.77* | *7.44* |
| Vehicles | **31.15** | **16.99** | **21.27** | **7.86** | **-** | **61.55** | **10.86** | **15.03** | **3.98** | **-** | **21.91** | **39.64** |
| | *21.40* | - | *14.04* | *4.29* | - | *31.15* | *7.83* | *6.48* | *3.45* | - | *10.86* | *20.29* |
| **ASSETS GIVEN UNDER OPERATING LEASE/RENTAL** | | | | | | | | | | | | |
| Construction Equipment | **95.57** | **-** | **194.56** | **7.15** | **-** | **282.98** | **38.65** | **40.23** | **6.73** | **-** | **72.15** | **210.83** |
| | *89.96* | - | *45.79* | *40.18* | - | *95.57* | *63.31* | *12.20* | *36.86* | - | *38.65* | *56.92* |
| Vehicles | **150.07** | **-** | **276.62** | **4.48** | **1.40** | **420.81** | **14.54** | **43.04** | **3.68** | **-** | **53.90** | **366.91** |
| | *40.26* | - | *124.38* | *14.57* | - | *150.07* | *18.19* | *8.39* | *12.04* | - | *14.54* | *135.53* |
| Plant & Machinery | **609.38** | **-** | **53.48** | **79.56** | **-** | **583.30** | **280.41** | **90.45** | **71.78** | **-** | **299.08** | **284.22** |
| | *611.97* | - | *236.31* | *238.85* | *0.05* | *609.38* | *396.39* | *97.75* | *213.73* | - | *280.41* | *328.97* |

(₹ in crore)

| Particulars | Gross Block | | | | | | Accumulated depreciation and amortisation | | | | | Net Carrying Value |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Opening balance as at April 1, 2024 | Effect of Business Combination | Additions/ Adjust-ments | Deletions | Written off | Closing balance as at March 31, 2025 | Opening balance as at April 1, 2024 | Depreciation/ Amortisation for the year* | Deletions/ Adjust-ments | Written off | Closing balance as at March 31, 2025 | As at March 31, 2025 |
| Computer Equipment | **45.63** | **-** | **3.15** | **25.44** | **0.11** | **23.23** | **43.66** | **2.31** | **24.82** | **-** | **21.15** | **2.08** |
| | *114.65* | - | *0.28* | *69.30* | - | *45.63* | *95.05* | *15.42* | *66.81* | - | *43.66* | *1.97* |
| Furniture & Fixtures | **0.47** | **-** | **1.10** | **0.38** | **-** | **1.19** | **0.40** | **0.16** | **0.33** | **-** | **0.23** | **0.96** |
| | *0.65* | - | *0.06* | *0.24* | - | *0.47* | *0.61* | *0.01* | *0.22* | - | *0.40* | *0.07* |
| Office Equipment's | **1.44** | **-** | **-** | **1.44** | **-** | **-** | **1.39** | **0.05** | **1.44** | **-** | **-** | **-** |
| | *3.00* | - | - | *1.56* | - | *1.44* | *2.70* | *0.09* | *1.40* | - | *1.39* | *0.05* |
| Railway Wagons | **2.94** | **-** | **304.93** | **0.23** | **2.72** | **304.92** | **2.83** | **2.96** | **2.86** | **-** | **2.93** | **301.99** |
| | *28.71* | - | - | *25.77* | - | *2.94* | *28.07* | *0.53* | *25.77* | - | *2.83* | *0.11* |
| Electrical Installation & Equipment's | **3.09** | **-** | **-** | **2.58** | **0.34** | **0.17** | **2.92** | **-** | **2.77** | **-** | **0.15** | **0.02** |
| | *5.24* | - | - | *2.15* | - | *3.09* | *4.28* | *0.58* | *1.94* | - | *2.92* | *0.17* |
| **TANGIBLE ASSETS - TOTAL** | **1,421.87** | **42.85** | **926.94** | **134.95** | **4.95** | **2,251.76** | **588.94** | **273.36** | **123.80** | **-** | **738.50** | **1,513.26** |
| | *1,256.60* | - | *590.24* | *424.69* | *0.28* | *1,421.87* | *770.33* | *202.85* | *384.24* | - | *588.94* | *832.93* |
| **INTANGIBLE ASSETS (other than internally generated)** | | | | | | | | | | | | |
| Software | **105.37** | **7.23** | **50.26** | **-** | **-** | **162.86** | **62.58** | **23.31** | **-** | **-** | **85.89** | **76.97** |
| | *78.72* | - | *26.65* | - | - | *105.37* | *46.17* | *16.41* | - | - | *62.58* | *42.79* |
| **INTANGIBLE ASSETS - TOTAL** | **105.37** | **7.23** | **50.26** | **-** | **-** | **162.86** | **62.58** | **23.31** | **-** | **-** | **85.89** | **76.97** |
| | *78.72* | | *26.65* | - | - | *105.37* | *46.17* | *16.41* | - | - | *62.58* | *42.79* |
| **Investment Property** | **4.32** | **0.31** | **-** | **-** | **-** | **4.63** | **1.30** | **0.20** | **-** | **-** | **1.50** | **3.13** |
| | *26.05* | - | *(21.73)* | - | - | *4.32* | *6.18* | *0.19* | *5.07* | - | *1.30* | *3.02* |
| **Total** | **1,531.56** | **50.39** | **977.20** | **134.95** | **4.95** | **2,419.25** | **652.82** | **296.87** | **123.80** | **-** | **825.89** | **1,593.36** |
| | *1,361.37* | - | *595.16* | *424.69* | *0.28* | *1,531.56* | *822.68* | *219.45* | *389.31* | - | *652.82* | *878.74* |

Note :

1. Figures in italics relate to March 31, 2024.

2. # Immovable property having net carrying value amounting to ₹ 2.03 crore is hypothecated against borrowings, refer notes 15.1.
3. Fair value of investment property as on March 31, 2025 : Rs 9.67 crore (March 31, 2024 : ₹ 8.59 crore). 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.
4. *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 the year ended is ₹ 93.15 crore (March 31, 2024 : ₹ 68.05 crore).
5. None of the class of fixed assets are revalued during the year except assets acquired in the business combination.
6. Amount recognised in Statement of Profit and Loss for Investment Property:

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Rental Income | **0.08** | 0.05 |
| Direct Operating expense from property that generated rental income | **0.03** | 0.03 |
| Direct Operating expense from property that did not generate the rental income* | **-** | - |

* less than ₹ 50,000/-

7. Title of immovable properties having Gross Block of ₹ 0.87 crore and Net Block of ₹ 0.83 crore (March 31, 2024 : Gross Block of ₹ Nil and Net Block of ₹ Nil) is yet to be transferred in the name of the Company.

   Details of Immovable Properties whose title deeds are not held in the name of the Company as at March 31, 2025 :

| 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 |
|---|---|---|---|---|---|---|
| Property, Plant and Equipment | | | | | | |
| Building | | | | | | |
| Ceejay House | Tata Motors Finance Limited | No | 02-03-10 | 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 | **0.31** | - |
| Nilgiri - Thane | Tata Motors Finance Limited | No | 07-05-07 | | **0.56** | - |

8. Title deeds for all the leased premises are held in the name of the Company except branches acquired in the business combination.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### Note 12 *(i)* CAPITAL WORK IN PROGRESS

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Opening Balance | **4.15** | 11.30 |
| Additions | **924.60** | 583.09 |
| Deductions / Adjustments | **(926.94)** | (590.24) |
| **Closing Balance** | **1.81** | **4.15** |

**As at March 31, 2025**

(₹ in crore)

| 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 | **1.81** | **-** | **-** | **-** | **1.81** |
| (ii) Projects temporarily suspended | **-** | **-** | **-** | **-** | **-** |
| **Total** | **1.81** | **-** | **-** | **-** | **1.81** |

**As at March 31, 2025**

(₹ in crore)

| Particulars | To be completed in | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Projects in progress | **1.81** | **-** | **-** | **-** | **1.81** |
| (ii) Projects temporarily suspended | **-** | **-** | **-** | **-** | **-** |
| **Total** | **1.81** | **-** | **-** | **-** | **1.81** |

**As at March 31, 2024**

(₹ in crore)

| 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 | 4.15 | - | - | - | 4.15 |
| (ii) Projects temporarily suspended | - | - | - | - | - |
| **Total** | **4.15** | **-** | **-** | **-** | **4.15** |

**As at March 31, 2024**

(₹ in crore)

| Particulars | To be completed in | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Projects in progress | 4.15 | - | - | - | 4.15 |
| (ii) Projects temporarily suspended | - | - | - | - | - |
| **Total** | **4.15** | **-** | **-** | **-** | **4.15** |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### Note 12 *(ii)* INTANGIBLE ASSETS UNDER DEVELOPMENT

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Opening Balance | **4.11** | 8.72 |
| Additions | **60.09** | 22.04 |
| Deductions / Adjustments | **(50.26)** | (26.65) |
| **Closing Balance** | **13.94** | **4.11** |

**As at March 31, 2025**

(₹ in crore)

| 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 | **12.09** | **1.62** | **0.16** | **0.07** | **13.94** |
| (ii) Projects temporarily suspended | **-** | **-** | **-** | **-** | **-** |
| **Total** | **12.09** | **1.62** | **0.16** | **0.07** | **13.94** |

**As at March 31, 2025**

(₹ in crore)

| Particulars | To be completed in | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Projects in progress | **13.94** | **-** | **-** | **-** | **13.94** |
| (ii) Projects temporarily suspended | **-** | **-** | **-** | **-** | **-** |
| **Total** | **13.94** | **-** | **-** | **-** | **13.94** |

**As at March 31, 2024**

(₹ in crore)

| 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 | 3.98 | 0.06 | 0.07 | - | 4.11 |
| (ii) Projects temporarily suspended | - | - | - | - | - |
| **Total** | **3.98** | **0.06** | **0.07** | **-** | **4.11** |

**As at March 31, 2024**

(₹ in crore)

| Particulars | To be completed in | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Projects in progress | 4.11 | - | - | - | 4.11 |
| (ii) Projects temporarily suspended | - | - | - | - | - |
| **Total** | **4.11** | **-** | **-** | **-** | **4.11** |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**Note 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 |
|---|---|---|
| Within one year | **332.73** | 173.45 |
| Later than one year and not later than five years | **880.61** | 445.24 |
| Later than five years | **572.13** | 71.53 |
| **Total** | **1,785.47** | **690.22** |

Accumulated Depreciation on lease assets is ₹ 449.64 crore (Year ended March 31, 2024 : ₹ 384.86 crore).

Accumulated Impairment losses on the leased assets ₹ Nil (Year ended March 31, 2024 : ₹ Nil).

**Note 13: Other non-financial assets**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At Amortised cost** | | |
| Capital advances | **202.77** | 152.59 |
| Prepaid expenses | **95.10** | 37.39 |
| Balances with government authorities | **479.47** | 257.85 |
| Assets held-for-sale | **1.74** | 1.74 |
| Less : Provision for receivable on sale/redemption of investment | **(1.74)** | (1.74) |
| Other advances | **47.81** | 19.79 |
| **Total** | **825.15** | **467.62** |

**Note 14: Trade Payables**

**(i). Total outstanding dues of creditors other than micro enterprises and small enterprises**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At Amortised cost** | | |
| **Trade payables** | | |
| Accrued expenses | **930.44** | 604.96 |
| Payable to dealers/vendors | **857.86** | 774.31 |
| Due to others | **13.63** | 6.82 |
| **Total (A)** | **1,801.93** | **1,386.09** |
| **Other payables** | | |
| Due to related parties | **-** | - |
| Due to others | **-** | - |
| **Total (B)** | **-** | **-** |
| **Total (A)+(B)** | **1,801.93** | **1,386.09** |

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 :

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**(ii). Total outstanding dues of micro enterprises and small enterprises**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year | **19.39** | 3.82 |
| 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; | **-** | - |
| 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** | **19.39** | **3.82** |

***** Amount of interest due is nil as at March 31, 2025 and March 31, 2024.

(₹ in crore)

| 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 | **13.88** | **-** | **5.51** | **-** | **-** | **-** | **19.39** |
| (ii) Others | **757.06** | **781.67** | **252.47** | **2.30** | **2.30** | **6.13** | **1,801.93** |
| (iii) Disputed dues - MSME | **-** | **-** | **-** | **-** | **-** | **-** | **-** |
| (iv) Disputed dues - Others | **-** | **-** | **-** | **-** | **-** | **-** | **-** |
| **Total** | **770.94** | **781.67** | **257.98** | **2.30** | **2.30** | **6.13** | **1,821.32** |

(₹ in crore)

| 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 | - | - | 3.82 | - | - | - | 3.82 |
| (ii) Others | 499.82 | 674.39 | 207.37 | - | 1.94 | 2.57 | 1,386.09 |
| (iii) Disputed dues - MSME | - | - | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - | - | - |
| **Total** | **499.82** | **674.39** | **211.19** | **-** | **1.94** | **2.57** | **1,389.91** |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### Note 15: Debt securities

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **(A)** | | |
| **At Amortised Cost** | | |
| **Secured** | | |
| - Privately Placed Non-Convertible Debentures (Refer note 15.1) | **58,865.43** | 46,188.31 |
| - Public issue of Non-Convertible Debentures (Refer note 15.2) | **867.06** | 1,658.13 |
| **Unsecured** | | |
| - Privately Placed Non-Convertible Debentures | **2,474.95** | 2,831.34 |
| - Commercial paper [Net of unamortised discount of ₹ 172.47 crore (March 31, 2024 : ₹ 258.88 crore)] | **14,484.62** | 9,825.90 |
| - Medium Term Notes (Refer note 15.4) | **3,449.51** | - |
| **Total** | **80,141.57** | **60,503.68** |
| | | |
| **(B)** | | |
| (i) Debt securities in India | **76,692.06** | 60,503.68 |
| (ii) Debt securities outside India | **3,449.51** | - |
| **Total** | **80,141.57** | **60,503.68** |

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 Company. The Company 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% (March 31, 2024 : 7.05% to 8.39%) and are repayable at maturity ranging between 7 days and 12 months from the date of reporting.

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.

15.5- Of the above, Privately placed Secured Non-Convertible Debentures amounting to face value of ₹ 931.90 Crore (March 31, 2024 : ₹ 388.86 crore) and Unsecured Non-Convertible Debentures amounting to face value of ₹ 240 crore (March 31, 2024 : ₹ 530 crore) are held by related parties.

15.6- Of the above, Public issue of Non-Convertible Debentures amounting to face value of Rs 6 crore (March 31, 2024 : Rs 53.90 crore) are held by related parties.

15.7- No default has been made in repayment of debt securities for the year ended March 31, 2025 and March 31, 2024.

**15.8 Particulars of Privately Placed Secured Non-Convertible Debentures ("NCDs") outstanding as on**

| Description of NCDs | Issue Date | Redemption Date | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|---|---|
| | | | Number of NCDs | (₹ in crore) | Number of NCDs | (₹ in crore) |
| TCFSL NCD "A" FY 2022-23 - Option I | 29-Apr-22 | 29-Apr-24 | - | - | 1,750 | 175.00 |
| TCFSL NCD 'B' FY 2021-22 | 10-May-21 | 10-May-24 | - | - | 5,000 | 500.00 |
| TCHFL NCD "A" FY 2021-22 | 18-May-21 | 17-May-24 | - | - | 2,600 | 260.00 |
| TCFSL NCD "D" FY 2019-20 | 27-May-19 | 27-May-24 | - | - | 2,180 | 218.00 |
| TCFSL NCD "C" FY 2022-23 - Option II | 01-Jun-22 | 31-May-24 | - | - | 4,250 | 425.00 |
| TCCL NCD 'C' FY 2017-18 | 02-Jun-17 | 03-Jun-24 | - | - | 100 | 10.00 |
| TCFSL NCD "F" FY 2019-20 Option - II | 20-Jun-19 | 20-Jun-24 | - | - | 885 | 88.50 |
| TCFSL NCD 'F' FY 2019-20 Op-II Reissuance 1 | 10-Jul-19 | 20-Jun-24 | - | - | 1,000 | 100.00 |
| TCCL MLD "A" FY 2022-23 | 12-Jul-22 | 25-Jun-24 | - | - | 2,296 | 229.60 |
| TCHFL NCD "C" Series FY 2022-23 | 06-Jul-22 | 05-Jul-24 | - | - | 1,600 | 160.00 |
| TCHFL NCD "D" FY 2021-22 | 20-Jul-21 | 19-Jul-24 | - | - | 1,850 | 185.00 |
| TCCL NCD "B" FY 2021-22 | 28-Jul-21 | 26-Jul-24 | - | - | 3,600 | 360.00 |
| TCFSL NCD 'D' FY 2021-22 | 02-Aug-21 | 02-Aug-24 | - | - | 2,000 | 200.00 |
| TCHFL NCD "E" FY 2021-22 | 15-Sep-21 | 13-Sep-24 | - | - | 5,000 | 500.00 |
| TCHFL NCD "C" FY 2021-22 | 23-Jun-21 | 23-Sep-24 | - | - | 1,350 | 135.00 |
| TCHFL NCD "C" FY 2021-22 - Reissue No. 1 | 08-Sep-21 | 23-Sep-24 | - | - | 2,000 | 200.00 |
| TCFSL NCD 'G' FY 2022-23 | 23-Aug-22 | 25-Sep-24 | - | - | 1,640 | 164.00 |
| TCFSL NCD 'E' FY 2021-22 | 06-Aug-21 | 04-Oct-24 | - | - | 7,000 | 700.00 |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

| Description of NCDs | Issue Date | Redemption Date | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|---|---|
| | | | Number of NCDs | (₹ in crore) | Number of NCDs | (₹ in crore) |
| TCFSL NCD 'E' FY 2021-22 Premium Reissuance 1 at PAR | 24-Aug-21 | 04-Oct-24 | - | - | 4,000 | 400.00 |
| TCCL NCD "C" FY 2021-22 | 17-Nov-21 | 15-Nov-24 | - | - | 3,000 | 300.00 |
| TCFSL NCD AA FY 2014-15 | 20-Nov-14 | 20-Nov-24 | - | - | 950 | 95.00 |
| TCCL NCD 'C' FY 2019-20 | 05-Dec-19 | 05-Dec-24 | - | - | 250 | 25.00 |
| TCFSL NCD AF FY 2014-15-Option-I | 08-Dec-14 | 06-Dec-24 | - | - | 750 | 75.00 |
| TCHFL NCD R FY 2014-15 | 09-Dec-14 | 09-Dec-24 | - | - | 2,000 | 200.00 |
| TCHFL NCD “I” FY 2021-22 | 17-Dec-21 | 17-Dec-24 | - | - | 1,500 | 150.00 |
| TCFSL NCD "E" FY 2019-20 Option - I | 04-Jun-19 | 15-Jan-25 | - | - | 300 | 30.00 |
| TCFSL NCD "E" FY 2019-20 Option - I Reissuance 1 | 26-Feb-20 | 15-Jan-25 | - | - | 350 | 35.00 |
| TCHFL NCD V FY 2014-15 | 23-Jan-15 | 23-Jan-25 | - | - | 1,500 | 150.00 |
| TCFSL NCD "K" FY 2022-23 - Option - I | 18-Nov-22 | 27-Mar-25 | - | - | 560 | 56.00 |
| TCFSL NCD "B" FY 2020-21 - Option II | 29-Apr-20 | 29-Apr-25 | **400** | **40.00** | 400 | 40.00 |
| TCFSL NCD "B" FY 2022-23 | 10-May-22 | 09-May-25 | **2,000** | **200.00** | 2,000 | 200.00 |
| TCFSL NCD "B" FY 2022-23 Discount Reissuance 1 | 04-May-23 | 09-May-25 | **2,400** | **240.00** | 2,400 | 240.00 |
| TCCL Market Linked NCD "B" FY 2022-23 | 30-Nov-22 | 30-May-25 | **500** | **50.00** | 500 | 50.00 |
| TCCL NCD "B" FY 2022-23 Reissue No.1 | 14-Dec-22 | 30-May-25 | **1,610** | **161.00** | 1,610 | 161.00 |
| TCHFL NCD"O" FY 2015-16 | 16-Jun-15 | 16-Jun-25 | **200** | **20.00** | 200 | 20.00 |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

| Description of NCDs | Issue Date | Redemption Date | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|---|---|
| | | | Number of NCDs | (₹ in crore) | Number of NCDs | (₹ in crore) |
| TCCL NCD "A" FY 2022-23 | 21-Jun-22 | 20-Jun-25 | **500** | **50.00** | 500 | 50.00 |
| TCFSL NCD "D" FY 2022-23 - Option II | 30-Jun-22 | 25-Jul-25 | **2,500** | **250.00** | 2,500 | 250.00 |
| TCFSL NCD "D" FY 2022-23 - Option II Premium Reissuance 1 | 03-Aug-22 | 25-Jul-25 | **3,250** | **325.00** | 3,250 | 325.00 |
| TCFSL NCD "D" FY 2022-23 - Option II Premium Reissuance 2 | 23-Aug-22 | 25-Jul-25 | **2,250** | **225.00** | 2,250 | 225.00 |
| TCCL NCD "C" FY 2022-23 | 26-Dec-22 | 28-Jul-25 | **500** | **50.00** | 500 | 50.00 |
| TCHFL NCD D Series FY 2022-23 - Option - I | 05-Aug-22 | 05-Aug-25 | **2,920** | **292.00** | 2,920 | 292.00 |
| TCFSL Market Linked NCD "A" 2022-23 | 19-Sep-22 | 19-Aug-25 | **430** | **43.00** | 430 | 43.00 |
| TCHFL NCD "AE" FY 2015-16 | 31-Aug-15 | 29-Aug-25 | **200** | **20.00** | 200 | 20.00 |
| TCFSL NCD “E” FY 2022-23 Option - I | 26-Jul-22 | 10-Sep-25 | **1,500** | **150.00** | 1,500 | 150.00 |
| TCFSL NCD "E" FY 2022-23 - Option - I - Reissue No.1 | 04-Nov-22 | 10-Sep-25 | **1,110** | **111.00** | 1,110 | 111.00 |
| TCHFL NCD "AG" FY 2015-16 | 08-Oct-15 | 08-Oct-25 | **75** | **7.50** | 75 | 7.50 |
| TCFSL NCD “I” FY 2022-23 | 13-Oct-22 | 13-Oct-25 | **350** | **35.00** | 350 | 35.00 |
| TCHFL NCD "G" Series FY 2022-23 - Option - I | 03-Nov-22 | 03-Nov-25 | **8,000** | **800.00** | 8,000 | 800.00 |
| TCHFL NCD "AM" FY 2015-16 - Option I | 06-Nov-15 | 06-Nov-25 | **350** | **35.00** | 350 | 35.00 |
| TCFSL NCD “K” FY 2022-23 Option II | 18-Nov-22 | 18-Nov-25 | **1,500** | **150.00** | 1,500 | 150.00 |
| TCFSL NCD “K” FY 2022-23 Option II Discount Reissuance 1 | 05-Dec-22 | 18-Nov-25 | **2,000** | **200.00** | 2,000 | 200.00 |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

| Description of NCDs | Issue Date | Redemption Date | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|---|---|
| | | | Number of NCDs | (₹ in crore) | Number of NCDs | (₹ in crore) |
| TCFSL NCD “K” FY 2022-23 Option II Premium Reissuance 2 | 08-Dec-22 | 18-Nov-25 | **6,000** | **600.00** | 6,000 | 600.00 |
| TCFSL NCD “L” FY 2022-23 | 08-Dec-22 | 08-Dec-25 | **2,000** | **200.00** | 2,000 | 200.00 |
| TCHFL NCD "G" FY 2020-21 | 19-Jan-21 | 19-Jan-26 | **850** | **85.00** | 850 | 85.00 |
| TCFSL NCD 'P' FY 2022-23 STRPP I | 14-Mar-23 | 13-Mar-26 | **2,00,000** | **2,000.00** | 2,00,000 | 2,000.00 |
| TCCL NCD UNLISTED A Series FY 2022-23 | 23-Mar-23 | 23-Mar-26 | **37,500** | **375.00** | 37,500 | 375.00 |
| TCHFL NCD "AU" FY 2015-16 Option I | 30-Mar-16 | 30-Mar-26 | **150** | **15.00** | 150 | 15.00 |
| TCFSL NCD “M” FY 2022-23 Premium | 17-Jan-23 | 17-Apr-26 | **5,000** | **500.00** | 5,000 | 500.00 |
| TCFSL NCD “M” FY 2022-23 Discount Reissuance 1 | 11-Sep-23 | 17-Apr-26 | **3,000** | **300.00** | 3,000 | 300.00 |
| TCL MARKET LINKED NCD "A" FY 2024-25 VIS-M | 23-Apr-24 | 23-Apr-26 | **75,000** | **750.00** | - | - |
| TCHFL NCD "H" FY 2022-23 | 08-Feb-23 | 08-May-26 | **30,000** | **300.00** | 30,000 | 300.00 |
| TCHFL NCD "H" FY 2022-23 - Reissue No. 1 | 18-May-23 | 08-May-26 | **50,000** | **500.00** | 50,000 | 500.00 |
| TCFSL NCD “O” FY 2022-23 Option I | 21-Feb-23 | 21-May-26 | **1,300** | **130.00** | 1,300 | 130.00 |
| TCFSL NCD “O” FY 2022-23 Option I Premium Reissuance 1 | 26-Apr-23 | 21-May-26 | **1,800** | **180.00** | 1,800 | 180.00 |
| TCFSL NCD ‘O’ FY 2022-23 - Option - I Reissue No. 2-1 Discount | 23-Jul-24 | 21-May-26 | **2,500** | **250.00** | - | - |
| TCFSL NCD 'O' FY 2022-23 - Option - I Reissue No. 2-2 Discount | 23-Jul-24 | 21-May-26 | **7,500** | **750.00** | - | - |

| Description of NCDs | Issue Date | Redemption Date | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|---|---|
| | | | Number of NCDs | (₹ in crore) | Number of NCDs | (₹ in crore) |
| TCHFL NCD "B" FY 2021-22 | 15-Jun-21 | 15-Jun-26 | **1,700** | **170.00** | 1,700 | 170.00 |
| TCHFL NCD "B" FY 2021-22 - Reissue No. 1 | 24-Jan-23 | 15-Jun-26 | **8,000** | **800.00** | 8,000 | 800.00 |
| TCHFL NCD "B" FY 2021-22 Reissue No.2 | 20-Feb-23 | 15-Jun-26 | **1,500** | **150.00** | 1,500 | 150.00 |
| TCHFL NCD "J" FY 2016-17 | 30-Jun-16 | 30-Jun-26 | **100** | **10.00** | 100 | 10.00 |
| TCHFL NCD "A" FY 2023-24 | 10-Jul-23 | 18-Sep-26 | **25,000** | **250.00** | 25,000 | 250.00 |
| TCHFL NCD "A" FY 2023-24 Reissue No.2-3 | 30-Jul-24 | 18-Sep-26 | **17,500** | **175.00** | - | - |
| TCHFL NCD "A" FY 2023-24 Reissue No.2-2 | 30-Jul-24 | 18-Sep-26 | **2,500** | **25.00** | - | - |
| TCHFL NCD "A" FY 2023-24 Reissue No.2-1 | 30-Jul-24 | 18-Sep-26 | **20,000** | **200.00** | - | - |
| TCHFL NCD "A" Series FY 2023-24 Re-1 | 16-Jul-24 | 18-Sep-26 | **15,000** | **150.00** | - | - |
| TCFSL NCD 'B' FY 2023-24 STRPP I | 03-Aug-23 | 03-Dec-26 | **3,00,000** | **3,000.00** | 3,00,000 | 3,000.00 |
| TCFSL NCD 'D' FY 2023-24 STRPP I | 28-Nov-23 | 22-Jan-27 | **1,50,000** | **1,500.00** | 1,50,000 | 1,500.00 |
| TCFSL NCD "D" Series FY 2023-24 STRPP-I Re.No.1-1 Premium | 07-Mar-25 | 22-Jan-27 | **15,000** | **150.00** | - | - |
| TCFSL NCD "D" Series FY 2023-24 STRPP-I Re.No.1-2 Premium | 07-Mar-25 | 22-Jan-27 | **25,000** | **250.00** | - | - |
| TCHFL NCD "D" FY 2023-24 | 21-Feb-24 | 19-Feb-27 | **90,100** | **901.00** | 90,100 | 901.00 |
| TCFSL NCD 'P' FY 2022-23 STRPP II | 14-Mar-23 | 16-Mar-27 | **2,00,000** | **20.00** | 2,00,000 | 20.00 |
| TCHFL NCD "C" FY 2023-24 | 21-Dec-23 | 19-Mar-27 | **50,000** | **500.00** | 50,000 | 500.00 |
| TCHFL NCD "C" FY 2023-24 - Reissue No. 1 | 24-Jan-24 | 19-Mar-27 | **30,000** | **300.00** | 30,000 | 300.00 |
| TCL SECURED "C" FY 2023-24 VIS-M-1 | 29-Feb-24 | 10-May-27 | **85,800** | **858.00** | 85,800 | 858.00 |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

| Description of NCDs | Issue Date | Redemption Date | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|---|---|
| | | | Number of NCDs | (₹ in crore) | Number of NCDs | (₹ in crore) |
| TCL SECURED "C" FY 2023-24 VIS-M-2 | 29-Feb-24 | 10-May-27 | **22,500** | **225.00** | 22,500 | 225.00 |
| TCL SECURED "C" FY 2023-24 VIS-M-3 | 29-Feb-24 | 10-May-27 | **23,200** | **232.00** | 23,200 | 232.00 |
| TCL SECURED "C" FY 2023-24 VIS-M-4 | 29-Feb-24 | 10-May-27 | **5,000** | **50.00** | 5,000 | 50.00 |
| TCL SECURED "C" FY 2023-24 VIS-M-5 | 29-Feb-24 | 10-May-27 | **27,500** | **275.00** | 27,500 | 275.00 |
| TCHFL NCD "A" Series FY 2022-23 | 18-May-22 | 18-May-27 | **1,780** | **178.00** | 1,780 | 178.00 |
| TCHFL NCD “A” Series FY 2022-23 - Reissue No. 1 | 13-Jul-22 | 18-May-27 | **4,000** | **400.00** | 4,000 | 400.00 |
| TCHFL NCD “A” Series FY 2022-23 - Reissue No. 2 | 18-May-23 | 18-May-27 | **5,000** | **500.00** | 5,000 | 500.00 |
| TCHFL NCD “A” Series FY 2022-23 - Reissue No. 3 | 27-Feb-24 | 18-May-27 | **4,000** | **400.00** | 4,000 | 400.00 |
| TCFSL NCD “E” FY 2022-23 Option - II | 26-Jul-22 | 26-Jul-27 | **4,750** | **475.00** | 4,750 | 475.00 |
| TCFSL NCD “E” FY 2022-23 Option - II Premium Reissuance 1 | 23-Aug-22 | 26-Jul-27 | **2,500** | **250.00** | 2,500 | 250.00 |
| TCFSL NCD E FY 2022-23 Option - II - Re.2 - Discount | 19-Jun-24 | 26-Jul-27 | **2,900** | **290.00** | - | - |
| TCHFL NCD D Series FY 2022-23 - Option - II | 05-Aug-22 | 05-Aug-27 | **2,000** | **200.00** | 2,000 | 200.00 |
| TCHFL NCD "D" FY 2022-23-Option-II Reissue No. 1 | 27-May-24 | 05-Aug-27 | **8,500** | **850.00** | - | - |
| TCHFL NCD D FY 2022-23-Option-II R2-2 | 18-Jun-24 | 05-Aug-27 | **4,500** | **450.00** | - | - |
| TCHFL NCD D FY 2022-23-Option-II R2-1 | 18-Jun-24 | 05-Aug-27 | **1,500** | **150.00** | - | - |
| TCHFL NCD "D" FY 2022-23-Option-II Reissue No.3 | 22-Aug-24 | 05-Aug-27 | **1,600** | **160.00** | - | - |

| Description of NCDs | Issue Date | Redemption Date | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|---|---|
| | | | Number of NCDs | (₹ in crore) | Number of NCDs | (₹ in crore) |
| TCFSL NCD “H” FY 2022-23 | 07-Sep-22 | 07-Sep-27 | **2,060** | **206.00** | 2,060 | 206.00 |
| TCFSL NCD H Series FY 2022-23 - Reissue No. 1 Discount | 16-Oct-24 | 07-Sep-27 | **4,000** | **400.00** | - | - |
| TCFSL NCD H Series FY 2022-23 - Reissue No. 1-1 Discount | 16-Oct-24 | 07-Sep-27 | **2,100** | **210.00** | - | - |
| TCCL NCD 'A' FY 2020-21 | 10-Jun-20 | 10-Sep-27 | **1,750** | **175.00** | 1,750 | 175.00 |
| TCFSL NCD 'D' FY 2022-23 STRPP II | 28-Nov-23 | 23-Sep-27 | **1,50,000** | **1,500.00** | 1,50,000 | 15.00 |
| TCFSL NCD “J” FY 2022-23 | 19-Oct-22 | 19-Oct-27 | **5,000** | **500.00** | 5,000 | 500.00 |
| TCFSL NCD “J” FY 2022-23 Premium Reissuance 1 | 08-Dec-22 | 19-Oct-27 | **2,500** | **250.00** | 2,500 | 250.00 |
| TCFSL NCD J Series FY 2022-23 - Reissue No. 2 Premium | 27-Nov-24 | 19-Oct-27 | **2,850** | **285.00** | - | - |
| TCFSL NCD J Series FY 2022-23 - Reissue No. 3 Premium | 23-Dec-24 | 19-Oct-27 | **5,000** | **500.00** | - | - |
| TCFSL NCD "J" Series FY 2022-23 - Reissue No. 4 Premium | 19-Mar-25 | 19-Oct-27 | **2,780** | **278.00** | - | - |
| TCHFL NCD "G" Series FY 2022-23 - Option - II | 03-Nov-22 | 03-Nov-27 | **2,700** | **270.00** | 2,700 | 270.00 |
| TCHFL NCD "G" Series FY 2022-23 - Option - II - Reissue No. 1 | 16-Nov-22 | 03-Nov-27 | **4,300** | **430.00** | 4,300 | 430.00 |
| TCHFL NCD G Series FY 2022-23-Opt-II Reissue No.3 | 30-Jul-24 | 03-Nov-27 | **3,000** | **300.00** | - | - |
| TCHFL NCD "G" Series FY 2022-23-Option--II Reissue No.3 | 30-Jul-24 | 03-Nov-27 | **2,000** | **200.00** | - | - |
| TCHFL NCD "G Series FY 2022-23-Opt-II R2 | 16-Jul-24 | 03-Nov-27 | **1,900** | **190.00** | - | - |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

| Description of NCDs | Issue Date | Redemption Date | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|---|---|
| | | | Number of NCDs | (₹ in crore) | Number of NCDs | (₹ in crore) |
| TCFSL NCD 'B' FY 2023-24 STRPP II | 03-Aug-23 | 03-Dec-27 | **3,00,000** | **30.00** | 3,00,000 | 30.00 |
| TCFSL NCD Unlisted FY 2023-24 | 21-Dec-23 | 21-Dec-27 | **1,02,500** | **1,025.00** | 1,02,500 | 1,025.00 |
| TCHFL NCD UNLISTED “A” SERIES FY 2022-23 | 27-Dec-22 | 27-Dec-27 | **11,250** | **1,125.00** | 11,250 | 1,125.00 |
| TCHFL NCD D FY 2024-25-1 | 16-Oct-24 | 14-Jan-28 | **1,17,600** | **1,176.00** | - | - |
| TCFSL NCD “N” FY 2022-23 | 08-Feb-23 | 08-Feb-28 | **1,100** | **110.00** | 1,100 | 110.00 |
| TCFSL NCD “N” FY 2022-23 Discount Reissuance 1 | 21-Feb-23 | 08-Feb-28 | **1,520** | **152.00** | 1,520 | 152.00 |
| TCFSL NCD N FY 2022-23 - Reissue No. 2-1 Discount | 08-Aug-24 | 08-Feb-28 | **5,650** | **565.00** | - | - |
| TCFSL NCD N FY 2022-23 - Reissue No. 2-2 Discount | 08-Aug-24 | 08-Feb-28 | **250** | **25.00** | - | - |
| TCFSL NCD N FY 2022-23 - Reissue No. 2-3 Discount | 08-Aug-24 | 08-Feb-28 | **100** | **10.00** | - | - |
| TCFSL NCD A FY 2023-24-1 | 19-Jul-23 | 19-Jul-28 | **5,650** | **565.00** | 5,650 | 565.00 |
| TCFSL NCD “A” FY 2023-24-2 | 19-Jul-23 | 19-Jul-28 | **450** | **45.00** | 450 | 45.00 |
| TCHFL NCD "E" FY 2024-25 | 26-Dec-24 | 24-Jul-28 | **50,000** | **500.00** | - | - |
| TCFSL NCD “C” FY 2023-24 | 20-Oct-23 | 20-Oct-28 | **24,370** | **243.70** | 24,370 | 243.70 |
| TCFSL NCD "C" Series FY 2023-24 Reissue No.1 Premium | 19-Mar-25 | 20-Oct-28 | **10,000** | **100.00** | - | - |
| TCHFL NCD "B" FY 2023-24 | 13-Dec-23 | 13-Dec-28 | **89,800** | **898.00** | 89,800 | 898.00 |
| TCFSL NCD "H" FY 2018-19 - Option II | 19-Dec-18 | 19-Dec-28 | **1,120** | **112.00** | 1,120 | 112.00 |

| Description of NCDs | Issue Date | Redemption Date | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|---|---|
| | | | Number of NCDs | (₹ in crore) | Number of NCDs | (₹ in crore) |
| TCFSL NCD "H" FY 2018-19 - Option II - 1 Reissuance on Premium | 03-Jan-19 | 19-Dec-28 | **230** | **23.00** | 230 | 23.00 |
| TCFSL NCD "H" FY 2018-19 - Option II - 2 Reissuance on Premium | 15-Feb-19 | 19-Dec-28 | **550** | **55.00** | 550 | 55.00 |
| TCL SECURED "B" FY 2023-24 VIS-M | 13-Feb-24 | 13-Feb-29 | **11,500** | **115.00** | 11,500 | 115.00 |
| TCL SECURED "A" FY 2024-25 VIS-M-1 | 21-May-24 | 21-Mar-29 | **18,600** | **186.00** | - | - |
| TCL SECURED "A" FY 2024-25 VIS-M-2 | 21-May-24 | 21-Mar-29 | **14,000** | **140.00** | - | - |
| TCL SECURED "A" FY 2024-25 VIS-M-3 | 21-May-24 | 21-Mar-29 | **9,000** | **90.00** | - | - |
| TCHFL NCD "A" FY 2024-25 | 18-Jun-24 | 18-Jun-29 | **55,000** | **550.00** | - | - |
| TCHFL NCD "A" FY 2024-25 Reissue No.1-2 | 07-Aug-24 | 18-Jun-29 | **55,000** | **550.00** | - | - |
| TCHFL NCD "A" FY 2024-25 Reissue No.1-1 | 07-Aug-24 | 18-Jun-29 | **20,000** | **200.00** | - | - |
| TCFSL NCD "F" FY 2019-20 Option - I | 20-Jun-19 | 20-Jun-29 | **2,730** | **273.00** | 2,730 | 273.00 |
| TCFSL NCD 'F' FY 2019-20 Op-I Reissuance 1 | 19-Jul-19 | 20-Jun-29 | **1,000** | **100.00** | 1,000 | 100.00 |
| TCCL NCD 'A' FY 2019-20 | 15-Jul-19 | 13-Jul-29 | **1,400** | **140.00** | 1,400 | 140.00 |
| TCHFL NCD "C" Series FY 2024-25 | 23-Sep-24 | 21-Sep-29 | **1,00,000** | **1,000.00** | - | - |
| TCCL NCD 'B' FY 2019-20 | 16-Oct-19 | 16-Oct-29 | **600** | **60.00** | 600 | 60.00 |
| TCFSL NCD 'H' FY 2019-20 | 06-Nov-19 | 06-Nov-29 | **1,000** | **100.00** | 1,000 | 100.00 |
| TCFSL NCD H 2019-20 Reissue No.1 Premium | 26-Sep-24 | 06-Nov-29 | **13,000** | **1,300.00** | - | - |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

| Description of NCDs | Issue Date | Redemption Date | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|---|---|
| | | | Number of NCDs | (₹ in crore) | Number of NCDs | (₹ in crore) |
| TCHFL NCD "F" 2019-2020 | 18-Nov-19 | 16-Nov-29 | **10,000** | **1,000.00** | 10,000 | 1,000.00 |
| TCHFL NCD "F" Series FY 2024-25 | 14-Jan-25 | 14-Jan-30 | **90,500** | **905.00** | - | - |
| TCFSL NCD 'L' FY 2019-20 | 06-Mar-20 | 06-Mar-30 | **10,000** | **1,000.00** | 10,000 | 1,000.00 |
| TCFSL NCD 'H' FY 2021-22 | 29-Sep-21 | 29-Sep-31 | **950** | **95.00** | 950 | 95.00 |
| TCFSL NCD 'H' FY 2021-22 Discount Reissuance 1 | 03-Dec-21 | 29-Sep-31 | **2,190** | **219.00** | 2,190 | 219.00 |
| TCFSL NCD 'H' FY 2021-22 Discount Reissuance 2 | 16-Dec-21 | 29-Sep-31 | **500** | **50.00** | 500 | 50.00 |
| TCFSL NCD 'H' FY 2021-22 Discount Reissuance 3 | 29-Dec-21 | 29-Sep-31 | **850** | **85.00** | 850 | 85.00 |
| TCHFL NCD "F" Series FY 2022-23 - Reissue No. 1 | 29-Mar-23 | 17-Oct-31 | **5,000** | **500.00** | 5,000 | 500.00 |
| TCHFL NCD "F" Series FY 2022-23 | 19-Oct-22 | 19-Oct-31 | **10,000** | **1,000.00** | 10,000 | 1,000.00 |
| TCHFL NCD "G" FY 2021-22 | 09-Nov-21 | 07-Nov-31 | **3,030** | **303.00** | 3,030 | 303.00 |
| TCFSL NCD 'I' FY 2021-22 | 20-Jan-22 | 20-Jan-32 | **12,500** | **1,250.00** | 12,500 | 1,250.00 |
| TCHFL NCD "K" FY 2021-22 | 16-Feb-22 | 16-Feb-32 | **5,000** | **500.00** | 5,000 | 500.00 |
| TCFSL NCD "A" FY 2022-23 - Option II | 29-Apr-22 | 29-Apr-32 | **1,810** | **181.00** | 1,810 | 181.00 |
| TCFSL NCD "C" FY 2022-23 - Option I | 01-Jun-22 | 01-Jun-32 | **2,500** | **250.00** | 2,500 | 250.00 |
| TCHFL NCD “B” Series FY 2022-23 | 27-Jun-22 | 25-Jun-32 | **811** | **81.10** | 811 | 81.10 |
| TCHFL NCD “B” Series FY 2022-23 - Reissue No. 1 | 13-Jul-22 | 25-Jun-32 | **265** | **26.50** | 265 | 26.50 |

| Description of NCDs | Issue Date | Redemption Date | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|---|---|
| | | | Number of NCDs | (₹ in crore) | Number of NCDs | (₹ in crore) |
| TCHFL NCD B Series FY 2022-23 - Reissue No.2 | 26-Aug-22 | 25-Jun-32 | **400** | **40.00** | 400 | 40.00 |
| TCFSL NCD “F” FY 2022-23 | 12-Aug-22 | 12-Aug-32 | **1,875** | **187.50** | 1,875 | 187.50 |
| TCFSL NCD “F” FY 2022-23 Premium Reissuance 1 | 25-Sep-23 | 12-Aug-32 | **400** | **40.00** | 400 | 40.00 |
| TCHFL NCD "E" Series FY 2022-23 | 13-Sep-22 | 13-Sep-32 | **7,220** | **722.00** | 7,220 | 722.00 |
| TCFSL NCD “O” FY 2022-23 Option II | 21-Feb-23 | 21-Feb-33 | **810** | **81.00** | 810 | 81.00 |
| TCFSL NCD “E” FY 2023-24 - 1 | 07-Dec-23 | 07-Dec-33 | **2,49,500** | **2,495.00** | 2,49,500 | 2,495.00 |
| TCFSL NCD “E” FY 2023-24 - 2 Premium | 07-Dec-23 | 07-Dec-33 | **500** | **5.00** | 500 | 5.00 |
| TCL SECURED "A" FY 2023-24 VIS-M-1 | 08-Feb-24 | 08-Feb-34 | **22,710** | **227.10** | 22,710 | 227.10 |
| TCL SECURED "A" FY 2023-24 VIS-M-2 Premium | 08-Feb-24 | 08-Feb-34 | **1,500** | **15.00** | 1,500 | 15.00 |
| TCL A FY 2023-24 VIS-M -1 - Re No. 1 - Discount | 27-Jun-24 | 08-Feb-34 | **50,200** | **502.00** | - | - |
| TCHFL NCD "E" FY 2023-24 | 22-Mar-24 | 22-Mar-34 | **1,00,000** | **1,000.00** | 1,00,000 | 1,000.00 |
| TCHFL NCD "B" FY 2024-25 | 08-Jul-24 | 07-Jul-34 | **58,000** | **580.00** | - | - |
| TCHFL NCD "B" FY 2024-25 Reissue No.1 | 07-Aug-24 | 07-Jul-34 | **27,000** | **270.00** | - | - |
| TCHFL NCD "B" FY 2024-25 Reissue No.2 | 30-Sep-24 | 07-Jul-34 | **25,000** | **250.00** | - | - |
| TCL SECURED NCD "B" FY 2024-25 VIS-M | 23-Jul-24 | 21-Jul-34 | **63,000** | **630.00** | - | - |
| TCL SECURED NCD "B" FY 2024-25 VIS-M Reissue No. 1 Premium | 23-Dec-24 | 21-Jul-34 | **13,100** | **131.00** | - | - |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

| Description of NCDs | Issue Date | Redemption Date | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|---|---|
| | | | Number of NCDs | (₹ in crore) | Number of NCDs | (₹ in crore) |
| TCL SECURED NCD "B" FY 2024-25 VIS-M Reissue No. 2 Premium | 23-Dec-24 | 21-Jul-34 | **2,000** | **20.00** | **-** | **-** |
| **Total** | | | | **56,782.40** | | **44,780.50** |
| Add : Interest accrued on borrowing | | | | **2,117.51** | | 1,529.17 |
| Add : Unamortised premium | | | | **48.95** | | 9.56 |
| **Total** | | | | **2,166.46** | | **1,538.73** |
| Less : Unamortised discount | | | | **(34.27)** | | (36.66) |
| Less : Unamortised borrowing cost | | | | **(49.16)** | | (94.26) |
| **Privately Placed Non-Convertible Debentures** | | | | **58,865.43** | | **46,188.31** |

Note :

1. Coupon rate of above “NCDs” outstanding as on March 31, 2025 varies from 6.25% to 9.25% (March 31, 2024 : 5.70% to 9.36%)

**15.9 Particulars of Public issue of Secured Non-Convertible Debentures outstanding as on**

| Description of NCDs | Issue Date | Redemption Date | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|---|---|
| | | | Number of NCDs | (₹ in crore) | Number of NCDs | (₹ in crore) |
| SERIES II TRANCHE II – CATEGORY I & II. | 26-Aug-19 | 26-Aug-24 | - | - | 977,140 | 97.71 |
| SERIES II TRANCHE II – CATEGORY III & IV. | 26-Aug-19 | 26-Aug-24 | - | - | 3,409,175 | 340.92 |
| TCHFL NCD "Series II" FY 2019-20 | 14-Jan-20 | 14-Jan-25 | - | - | 51,892 | 5.19 |
| TCHFL NCD "Series II" FY 2019-20 | 14-Jan-20 | 14-Jan-25 | - | - | 541,471 | 54.15 |
| TCHFL NCD "Series III" FY 2019-20 | 14-Jan-20 | 14-Jan-25 | - | - | 335,925 | 33.59 |
| TCHFL NCD "Series III" FY 2019-20 | 14-Jan-20 | 14-Jan-25 | - | - | 2,348,032 | 234.80 |
| SERIES III TRANCHE II – CATEGORY I & II. | 26-Aug-19 | 26-Aug-27 | **924,814** | **92.48** | 924,814 | 92.48 |
| SERIES III TRANCHE II – CATEGORY III & IV. | 26-Aug-19 | 26-Aug-27 | **60,03,935** | **600.39** | 60,03,935 | 600.39 |
| TCHFL NCD "Series IV" FY 2019-20 | 14-Jan-20 | 14-Jan-28 | **12,025** | **1.20** | 12,025 | 1.20 |
| TCHFL NCD "Series IV" FY 2019-20 | 14-Jan-20 | 14-Jan-28 | **3,82,776** | **38.28** | 3,82,776 | 38.28 |
| TCHFL NCD "Series V" FY 2019-20 | 14-Jan-20 | 14-Jan-28 | **1,17,900** | **11.79** | 1,17,900 | 11.79 |
| TCHFL NCD "Series V" FY 2019-20 | 14-Jan-20 | 14-Jan-28 | **9,05,697** | **90.57** | 9,05,697 | 90.57 |
| **Total (A)** | | | | **834.71** | | **1,601.07** |
| Add: Interest accrued on borrowing | | | | **37.72** | | 65.03 |
| Less: Unamortised borrowing cost | | | | **(5.37)** | | (7.97) |
| **Total** | | | | **867.06** | | **1,658.13** |

Note : Coupon rate of above outstanding as on March 31, 2025 varies from 8.01% to 8.65% (March 31, 2024 : 7.92% to 8.65%)

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**15.10 Particulars of Privately Placed unsecured non-convertible debentures ("NCDs") outstanding as on**

| Description of NCDs | Issue Date | Redemption Date | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|---|---|
| | | | Number of NCDs | (₹ in crore) | Number of NCDs | (₹ in crore) |
| TCL NCD "B" FY 2020-21 - Option - II | 25-Feb-21 | 30-Apr-24 | - | - | 1,000 | 100.00 |
| TCL NCD B SERIES FY 2020-21 - OPTION - II - Reissue No. 1 | 22-Feb-22 | 30-Apr-24 | - | - | 3,000 | 300.00 |
| TCL NCD "B" FY 2021-22 | 22-Feb-22 | 28-Mar-25 | - | - | 3,000 | 300.00 |
| TCL NCD "B" FY 2021-22-Reissue No.1-1 | 18-Jul-23 | 28-Mar-25 | - | - | 2,950 | 295.00 |
| TCL NCD "B" FY 2021-22-Reissue No.1-2 | 18-Jul-23 | 28-Mar-25 | - | - | 2,050 | 205.00 |
| TCL NCD "A" FY 2020-21 - Option - I | 04-Aug-20 | 04-Aug-25 | **2,050** | **205.00** | 2,050 | 205.00 |
| TCL NCD "A" FY 2020-21 - Option - I Reissue No.1-1 | 21-Aug-23 | 04-Aug-25 | **950** | **95.00** | 950 | 95.00 |
| TCL NCD "A" FY 2020-21 - Option - I Reissue No.1-2 | 21-Aug-23 | 04-Aug-25 | **1,500** | **150.00** | 1,500 | 150.00 |
| TCL NCD "A" FY 2020-21 - Option - I Reissue No.1-3 | 21-Aug-23 | 04-Aug-25 | **500** | **50.00** | 500 | 50.00 |
| TMFL Unsecured NCD "A" FY 2022-23 | 30-Aug-22 | 28-Aug-26 | **7,000** | **700.00** | - | - |
| TCFSL Unsecured NCD "A" FY 2018-19 | 19-Mar-19 | 17-Mar-34 | **5,900** | **590.00** | 5,900 | 590.00 |
| TCFSL Unsecured NCD "A" FY 2019-20 | 23-Mar-20 | 23-Mar-35 | **5,000** | **500.00** | 5,000 | 500.00 |
| **Total (A)** | | | | **2,290.00** | | **2,790.00** |
| Add: Interest accrued on borrowing | | | | **186.28** | | 52.08 |
| Add : Unamortised Premium | | | | **-** | | 0.06 |
| Less: Unamortised borrowing cost | | | | **(0.43)** | | (0.61) |
| Less: Unamortised discount | | | | **(0.90)** | | (10.19) |
| **Total** | | | | **2,474.95** | | **2,831.34** |

Note : Coupon rate of above outstanding as on March 31, 2025 varies from 7.22% to 8.93% (March 31, 2024 : 6.70% to 8.93%)

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### Note 16: Borrowings (other than debt securities)

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **(A)** | | |
| **At Amortised Cost** | | |
| (a) Term loans | | |
| **Secured - From Banks** | | |
| (i) Term Loans (Refer note 16.1 and 16.2 below) | **70,642.41** | 41,973.34 |
| (ii) From National Housing Bank (Refer note 16.5 below) | **9,023.44** | 8,197.41 |
| (iii) External commercial borrowing (Refer note 16.2 below) | **19,428.90** | 9,972.97 |
| **Secured - From Others** | | |
| (i) Term Loans (Refer note 16.1 and 16.2 below) | **8,974.88** | 13,086.18 |
| (ii) External commercial borrowing (Refer note 16.2 below) | **831.06** | 802.28 |
| **Unsecured - From Banks** | | |
| (i) Term Loans (Refer note 16.2 below) | **653.54** | - |
| (b) Loan repayable on demand | | |
| **Secured From Banks** | | |
| (a) Working capital demand loan (Refer note 16.6 below) | **8,015.64** | 4,269.72 |
| (b) Bank overdraft (Refer note 16.6 below) | **50.12** | - |
| (c) Cash credit (Refer note 16.6 below) | **-** | 0.02 |
| **Unsecured From banks** | | |
| (a) Working capital demand loan (Refer note 16.6 below) | **974.90** | 800.00 |
| (c) Other loans | | |
| **Unsecured - From Others** | | |
| (i) Inter corporate deposits from others (Refer note 16.4 below) | **25.51** | 40.96 |
| **Total** | **1,18,620.40** | **79,142.88** |
| **(B)** | | |
| (i) Borrowings (other than debt securities) in India | **98,360.44** | 68,367.63 |
| (ii) Borrowings (other than debt securities) outside India | **20,259.96** | 10,775.25 |
| **Total** | **1,18,620.40** | **79,142.88** |

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% (March 31, 2024 : 6.50% to 9.38%).

16.3 - Rate of interest payable on loans from others varies between 4.19% to 8.17%. (March 31, 2024 : 4.24% to 8.35).

16.4 - Rate of interest payable on Inter-corporate deposits varies is 7.50% (March 31, 2024 : 7.60% to 7.80%).

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 1-40 (March 31, 2024: 3-39) quarterly installments. Rate of interest payable on National Housing Bank varies between 2.80% to 8.50% (March 31, 2024: 2.80% to 8.50%).

16.6 - Rate of Interest payable on Cash Credit / Over Draft & Working Capital Demand Loan varies between 7.30% to 8.60% (March 31, 2024 : 7.28% to 8.45%).

16.7 - As at March 31, 2025, the Group had undrawn borrowing facilities of ₹ 20,048 crore (March 31, 2024 : ₹ 11,223.26 crore).

16.8 - No default has been made in repayment of any borrowings and/or interest for the year ended March 31, 2025 and March 31, 2024.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**Note 17: Subordinated liabilities**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **(A)** | | |
| **At Amortised cost** | | |
| **Unsecured** | | |
| Non-Convertible Subordinated Debentures | **8,197.77** | 6,619.25 |
| Non-Convertible Perpetual Debentures | **1,124.67** | 1,124.09 |
| Cumulative Redeemable Preference Shares | **330.52** | 795.39 |
| **Total** | **9,652.96** | **8,538.73** |
| **(B)** | | |
| (i) Subordinated liabilities in India | **9,652.96** | 8,538.73 |
| (ii) Subordinated liabilities outside India | **-** | - |
| **Total** | **9,652.96** | **8,538.73** |

17.1 - Of the above, Cumulative Redeemable Preference Shares amounting to face value of Rs 20 crore (March 31, 2024 : 50.50 crore) are held by related parties.

17.2 - Of the above, subordinated liabilities and perpetual debentures amounting to face value of ₹ 832.44 crore (March 31, 2024 : 232.24 crore) are held by related parties.

17.3 - No default has been made in repayment of subordinated liabilities for the year ended March 31, 2025 and March 31, 2024.

**17.4Particulars of Subordinated unsecured non-convertible debentures ("NCDs") outstanding as on**

| Description of NCDs | Issue Date | Redemption Date | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|---|---|
| | | | Number of NCDs | (₹ in crore) | Number of NCDs | (₹ in crore) |
| TCFSL Tier II Bond 'A' FY 2014-15 | 26-Sep-14 | 26-Sep-24 | - | - | 1,000 | 100.00 |
| TCHFL Tier II Bond A FY 2014-15 | 26-Sep-14 | 26-Sep-24 | - | - | 480 | 48.00 |
| TCFSL Tier II Bond 'B' FY 2014-15 | 07-Jan-15 | 07-Jan-25 | - | - | 350 | 35.00 |
| TCFSL Tier II Bond 'C' FY 2014-15 | 30-Jan-15 | 30-Jan-25 | - | - | 750 | 75.00 |
| TCFSL Tier II Bond 'D' FY 2014-15 | 31-Mar-15 | 31-Mar-25 | - | - | 2,000 | 200.00 |
| TCHFL Tier-II Bond A FY 2015-16 | 28-Apr-15 | 28-Apr-25 | **400** | **40.00** | 400 | 40.00 |
| TCFSL Tier II Bond 'A' FY 2015-16 | 22-Jul-15 | 22-Jul-25 | **900** | **90.00** | 900 | 90.00 |
| TCHFL Tier II Bond B FY 2015-16 | 22-Jul-15 | 22-Jul-25 | **350** | **35.00** | 350 | 35.00 |
| TCHFL Tier II Bond C FY 2015-16 | 16-Sep-15 | 16-Sep-25 | **100** | **10.00** | 100 | 10.00 |
| TCHFL Tier II Bond D FY 2015-16 | 21-Sep-15 | 19-Sep-25 | **150** | **15.00** | 150 | 15.00 |
| TCHFL Tier II Bond E FY 2015-16 | 04-Nov-15 | 04-Nov-25 | **300** | **30.00** | 300 | 30.00 |
| TCHFL Tier II Bond F FY 2015-16 | 15-Dec-15 | 15-Dec-25 | **250** | **25.00** | 250 | 25.00 |
| TCHFL Tier II Bond G FY 2015-16 | 17-Dec-15 | 17-Dec-25 | **250** | **25.00** | 250 | 25.00 |
| TCHFL Tier II Bond H FY 2015-16 | 15-Mar-16 | 13-Mar-26 | **200** | **20.00** | 200 | 20.00 |
| TCFSL Tier II Bond 'B' FY 2015-16 | 30-Mar-16 | 30-Mar-26 | **2,000** | **200.00** | 2,000 | 200.00 |
| TCHFL Tier II Bond A FY 2016-17 | 04-Aug-16 | 04-Aug-26 | **2,000** | **200.00** | 2,000 | 200.00 |
| TCFSL Tier-II Bond 'A' FY 2016-17 | 11-Aug-16 | 11-Aug-26 | **2,000** | **200.00** | 2,000 | 200.00 |
| TCFSL Tier-II Bond 'B' FY 2016-17 | 26-Oct-16 | 26-Oct-26 | **150** | **15.00** | 150 | 15.00 |
| TMFL TIER II A FY 17-18 | 13-Nov-17 | 13-Nov-27 | **500** | **50.00** | - | - |
| TMFL TIER II B FY 17-18 | 28-Mar-18 | 28-Mar-28 | **2,000** | **200.00** | - | - |
| TMFL TIER II A FY 18-19 | 31-Aug-18 | 31-Aug-28 | **1,000** | **100.00** | - | - |
| TCFSL NCD Series III (2018) | 27-Sep-18 | 27-Sep-28 | **2,95,490** | **29.55** | 2,95,490 | 29.55 |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

| Description of NCDs | Issue Date | Redemption Date | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|---|---|
| | | | Number of NCDs | (₹ in crore) | Number of NCDs | (₹ in crore) |
| TCFSL NCD Series III (2018) | 27-Sep-18 | 27-Sep-28 | **34,18,488** | **341.85** | 34,18,488 | 341.85 |
| TCFSL Tier-II Bond 'A' FY 2018-19 | 28-Dec-18 | 28-Dec-28 | **2,000** | **200.00** | 2,000 | 200.00 |
| TMFL TIER II B FY 18-19 | 29-Mar-19 | 29-Mar-29 | **1,500** | **150.00** | - | - |
| TCFSL Tier-II Bond "A" FY 2019-20 | 16-Apr-19 | 16-Apr-29 | **200** | **20.00** | 200 | 20.00 |
| TCFSL Tier II NCD "A" FY 2019-20 Discount Reissuance 1 | 13-Jun-19 | 16-Apr-29 | **650** | **65.00** | 650 | 65.00 |
| TCFSL Tier II NCD "A" FY 2019-20 Premium Reissuance 2 | 26-Jun-19 | 16-Apr-29 | **1,000** | **100.00** | 1,000 | 100.00 |
| TCFSL Tier II NCD "A" FY 2019-20 Premium Reissuance 3 | 29-Jul-19 | 16-Apr-29 | **295** | **29.50** | 295 | 29.50 |
| TMFL TIER II A FY 19-20 | 30-Apr-19 | 30-Apr-29 | **1,000** | **100.00** | - | - |
| TCCL Tier II Bond 'A' FY 2019-20 | 10-May-19 | 10-May-29 | **500** | **50.00** | 500 | 50.00 |
| TCCL Tier II Bond 'A' FY 2019-20 Reissuance no 1 | 29-May-19 | 10-May-29 | **500** | **50.00** | 500 | 50.00 |
| TCCL Tier II Bond 'A' FY 2019-20 Reissuance no 2 | 27-Jun-19 | 10-May-29 | **500** | **50.00** | 500 | 50.00 |
| TMFL TIER II B FY 19-20 | 31-May-19 | 31-May-29 | **2,000** | **200.00** | - | - |
| SERIES IV TRANCHE II - CATEGORY I & II. | 26-Aug-19 | 26-Aug-29 | **46,500** | **4.65** | 46,500 | 4.65 |
| SERIES IV TRANCHE II - CATEGORY III & IV. | 26-Aug-19 | 26-Aug-29 | **17,26,973** | **172.70** | 17,26,973 | 172.70 |
| TCFSL Tier-II Bond "B" FY 2019-20 | 13-Nov-19 | 13-Nov-29 | **1,000** | **100.00** | 1,000 | 100.00 |
| TCFSL Tier-II Bond "B" FY 2019-20 Premium Reissuance 1 | 03-Jan-20 | 13-Nov-29 | **700** | **70.00** | 700 | 70.00 |
| TCCL Tier II Bond 'B' FY 2019-20 | 13-Nov-19 | 13-Nov-29 | **500** | **50.00** | 500 | 50.00 |
| TCCL Tier II Bond 'B' FY 2019-20 Reissuance no 1 | 03-Feb-20 | 13-Nov-29 | **1,000** | **100.00** | 1,000 | 100.00 |
| TCCL Tier II Bond 'B' FY 2019-20 Reissuance no 2 | 24-Feb-20 | 13-Nov-29 | **500** | **50.00** | 500 | 50.00 |
| TCHFL Tier II Bond Series VI FY-2019-20 | 14-Jan-20 | 14-Jan-30 | **7,80,402** | **78.04** | 7,80,402 | 78.04 |

| Description of NCDs | Issue Date | Redemption Date | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|---|---|
| | | | Number of NCDs | (₹ in crore) | Number of NCDs | (₹ in crore) |
| TCCL Tier II Bond 'A' FY 2020-21 | 28-Jul-20 | 26-Jul-30 | **500** | **50.00** | 500 | 50.00 |
| TCCL Tier II Bond 'A' FY 2020-21 Premium Reiss no 1 | 14-Oct-20 | 26-Jul-30 | **500** | **50.00** | 500 | 50.00 |
| TCCL Tier II Bond 'A' FY 2020-21 Premium Reiss no 2 | 17-Dec-20 | 26-Jul-30 | **500** | **50.00** | 500 | 50.00 |
| TCFSL Tier-II Bond "A" FY 2020-21 | 17-Sep-20 | 17-Sep-30 | **750** | **75.00** | 750 | 75.00 |
| TCFSL Tier-II Bond "A" FY 2020-21 Premium Reissuance 1 | 13-Oct-20 | 17-Sep-30 | **1,250** | **125.00** | 1,250 | 125.00 |
| TCFSL Tier-II Bond "A" FY 2020-21 Discount Reissuance 2 | 23-Mar-21 | 17-Sep-30 | **1,000** | **100.00** | 1,000 | 100.00 |
| TCHFL Tier II Bond A FY 2020-21 | 11-Jan-21 | 10-Jan-31 | **500** | **50.00** | 500 | 50.00 |
| TCHFL Tier II Bond A FY-2021-22 | 19-Apr-21 | 18-Apr-31 | **1,500** | **150.00** | 1,500 | 150.00 |
| TCFSL Tier-II Bond "A" FY 2021-22 | 28-Jun-21 | 27-Jun-31 | **1,500** | **150.00** | 1,500 | 150.00 |
| TCFSL Tier-II Bond "B" FY 2021-22 | 24-Nov-21 | 24-Nov-31 | **500** | **500.00** | 500 | 500.00 |
| TCHFL Tier II Bond B FY-2021-22 | 14-Mar-22 | 12-Mar-32 | **25** | **25.00** | 25 | 25.00 |
| TCHFL Tier II Bond B FY-2021-22 - Reissue 1 | 28-Mar-22 | 12-Mar-32 | **146** | **146.00** | 146 | 146.00 |
| TCHFL Tier II Bond A FY-2022-23 | 19-Aug-22 | 19-Aug-32 | **129** | **129.00** | 129 | 129.00 |
| TCHFL Tier II Bond A Series FY 2022-23 Reissue No.1 | 15-Mar-24 | 19-Aug-32 | **300** | **300.00** | 300 | 300.00 |
| TCFSL Tier-II Bond "A" FY 2023-24 | 27-Jul-23 | 27-Jul-33 | **500** | **500.00** | 500 | 500.00 |
| TCFSL Tier-II Bond "A" FY 2023-24 Discount Reissuance 1 | 16-Nov-23 | 27-Jul-33 | **500** | **500.00** | 500 | 500.00 |
| TCFSL Tier-II Bond "A" FY 2023-24 Discount Reissuance 2 | 22-Feb-24 | 27-Jul-33 | **240** | **240.00** | 240 | 240.00 |
| TCFSL Tier-II Bond "A" FY 2023-24 Discount Reissuance 3 | 21-Mar-24 | 27-Jul-33 | **260** | **260.00** | 260 | 260.00 |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

| Description of NCDs | Issue Date | Redemption Date | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|---|---|
| | | | Number of NCDs | (₹ in crore) | Number of NCDs | (₹ in crore) |
| TCL Tier-II Bond "A" FY 2024-25 | 13-Sep-24 | 13-Sep-34 | **250** | **250.00** | - | - |
| TCL Tier-II Bond "A" FY 2024-25 Premium Reiss 1 | 23-Jan-25 | 13-Sep-34 | **665** | **665.00** | - | - |
| TCL Tier-II Bond "A" FY 2024-25 Reissue No.2 Premium | 27-Mar-25 | 13-Sep-34 | **50** | **50.00** | - | - |
| TCL Tier-II Bond "A" FY 2024-25 Reissue No.2-2 Premium | 27-Mar-25 | 13-Sep-34 | **200** | **200.00** | - | - |
| **Total** | | | | **7,831.29** | | **6,324.29** |
| Add: Interest accrued but not due | | | | **376.75** | | 320.09 |
| Add : Unamortised premium | | | | **3.19** | | 3.14 |
| Add : Unamortised fair valuation | | | | **15.56** | | - |
| Less : Unamortised borrowing cost | | | | **(16.97)** | | (14.67) |
| Less : Unamortised discount | | | | **(12.05)** | | (13.60) |
| **Total** | | | | **8,197.77** | | **6,619.25** |

Note: Coupon rate of above outstanding as on March 31, 2025 varies from 7.30% to 10.25% (March 31, 2024 : 7.30% to 10.15%)

**17.5 Particulars of Perpetual unsecured non-convertible debentures ("NCDs") outstanding as on**

| Description of NCDs | Issue Date | Redemption Date | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|---|---|
| | | | Number of NCDs | (₹ in crore) | Number of NCDs | (₹ in crore) |
| TCFSL Perpetual 'A' FY 2015-16 | 16-Jul-15 | 16-Jul-25 | **1,000** | **100.00** | 1,000 | 100.00 |
| TCFSL Perpetual 'B' FY 2015-16 | 06-Jan-16 | 06-Jan-26 | **500** | **50.00** | 500 | 50.00 |
| TCFSL Perpetual 'C' FY 2015-16 | 02-Feb-16 | 02-Feb-26 | **500** | **50.00** | 500 | 50.00 |
| TCFSL Perpetual 'D' FY 2015-16 | 09-Feb-16 | 09-Feb-26 | **1,000** | **100.00** | 1,000 | 100.00 |
| TCFSL Perpetual 'E' FY 2015-16 | 23-Mar-16 | 23-Mar-26 | **1,000** | **100.00** | 1,000 | 100.00 |
| TCFSL Perpetual 'A' FY 2016-17 | 30-Jun-16 | 30-Jun-26 | **500** | **50.00** | 500 | 50.00 |
| TCFSL Perpetual 'B' FY 2016-17 | 13-Jan-17 | 13-Jan-27 | **100** | **10.00** | 100 | 10.00 |
| TCFSL Perpetual 'C' FY 2016-17 | 08-Mar-17 | 08-Mar-27 | **400** | **40.00** | 400 | 40.00 |
| TCFSL Perpetual 'A' FY 2017-18 | 21-Jun-17 | 21-Jun-27 | **500** | **50.00** | 500 | 50.00 |
| TCFSL Perpetual 'B' FY 2017-18 | 14-Jul-17 | 14-Jul-27 | **500** | **50.00** | 500 | 50.00 |
| TCFSL Perpetual 'C' FY 2017-18 | 11-Sep-17 | 11-Sep-27 | **930** | **93.00** | 930 | 93.00 |
| TCFSL Perpetual 'D' FY 2017-18 | 26-Mar-18 | 26-Mar-28 | **1,250** | **125.00** | 1,250 | 125.00 |
| TCFSL Perpetual 'A' FY 2020-21 | 30-Sep-20 | 30-Sep-30 | **1,000** | **100.00** | 1,000 | 100.00 |
| TCFSL Perpetual 'B' FY 2020-21 | 19-Oct-20 | 21-Oct-30 | **750** | **75.00** | 750 | 75.00 |
| TCFSL Perpetual 'A' FY 2021-22 | 28-Feb-22 | 01-Mar-32 | **100** | **100.00** | 100 | 100.00 |
| **Total (A)** | | | | **1,093.00** | | **1,093.00** |
| Add: Interest accrued on borrowing | | | | **33.43** | | 33.52 |
| Less: Unamortised borrowing cost | | | | **(1.76)** | | (2.43) |
| **Total** | | | | **1,124.67** | | **1,124.09** |

Note: Coupon rate of above outstanding as on March 31, 2025 varies from 7.89% to 9.99% (March 31, 2024 : 7.89% to 9.99%)

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### 17.6 Particulars of Cumulative Redeemable Preference Shares outstanding as on

(₹ in crore)

| Particulars | Tranche | No of shares | Allotment Date | Redemption Date/ Actual Redemption Date | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|---|---|
| 7.50% Cumulative Redeemable Preference Shares of ₹ 1,000 each | U | 604,500 | July 7, 2017 | July 6, 2024 | - | 60.45 |
| | V | 736,000 | July 12, 2017 | July 11, 2024 | - | 73.60 |
| | W | 669,500 | July 26, 2017 | July 25, 2024 | - | 66.95 |
| 7.33% Cumulative Redeemable Preference Shares of ₹ 1,000 each | X | 750,000 | July 28, 2017 | July 27, 2024 | - | 75.00 |
| | Y | 659,500 | August 4, 2017 | August 3, 2024 | - | 65.95 |
| 7.15% Cumulative Redeemable Preference Shares of ₹ 1,000 each | Z | 645,500 | September 15, 2017 | September 14, 2024 | - | 64.55 |
| 7.10% Cumulative Redeemable Preference Shares of ₹ 1,000 each | AA | 583,700 | September 29, 2017 | September 28, 2024 | - | 58.37 |
| | AB | 281,000 | April 20, 2018 | April 19, 2025 | **28.10** | 28.10 |
| | AC | 154,550 | May 10, 2018 | May 9, 2025 | **15.46** | 15.46 |
| | AD | 297,000 | June 15, 2018 | June 14, 2025 | **29.70** | 29.70 |
| 7.75% Cumulative Redeemable Preference Shares of ₹ 1,000 each | AE | 364,500 | March 13, 2019 | March 12, 2026 | **36.45** | 36.45 |
| 7.50% Cumulative Redeemable Preference Shares of ₹ 1,000 each | AF | 242,000 | June 12, 2019 | June 11, 2026 | **24.20** | 24.20 |
| | AG | 90,000 | June 28, 2019 | June 27, 2026 | **9.00** | 9.00 |
| | AH | 198,000 | August 7, 2019 | August 6, 2026 | **19.80** | 19.80 |
| | AI | 150,000 | August 28, 2019 | August 27, 2026 | **15.00** | 15.00 |
| | AJ | 276,200 | August 30, 2019 | August 29, 2026 | **27.62** | 27.62 |
| | AK | 317,500 | September 4, 2019 | September 3, 2026 | **31.75** | 31.75 |
| | AL | 211,900 | September 9, 2019 | September 8, 2026 | **21.19** | 21.19 |
| | AM | 450,000 | September 18, 2019 | September 17, 2026 | **45.00** | 45.00 |
| | AN | 272,500 | September 24, 2019 | September 23, 2026 | **27.25** | 27.25 |
| **Total** | | | | | **330.52** | **795.39** |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### Note 18: Other financial liabilities

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At Amortised cost** | | |
| Security deposits | **431.97** | 552.18 |
| Payable for capital expenditure | **75.41** | 67.65 |
| Advances from customers | **68.07** | 50.74 |
| Accrued employee benefit expense | **350.51** | 303.13 |
| Unclaimed matured debentures, unclaimed dividend on preference shares,and accrued interest thereon | **3.99** | 4.18 |
| Payable under letter of credit/buyers credit facility | **125.31** | 230.66 |
| Amounts payable - assigned loans | **397.30** | 1.98 |
| Book overdraft | **62.88** | 108.92 |
| Claimed amount under CGTMSE, ECLGS and other arrangements | **300.23** | 38.64 |
| Margin money towards derivative variation | **338.47** | 18.33 |
| Other financial liabilities | **58.49** | 12.05 |
| **Total** | **2,212.63** | **1,388.46** |

### Note 19: Provisions

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At Amortised cost** | | |
| **(a) Provision for employee benefits** | | |
| Gratuity (net) | **28.77** | 1.47 |
| Provision for compensated absences and Superannuation allowance | **62.36** | 36.09 |
| Long-term service award | **3.57** | 1.87 |
| Share based payments to employees | **0.86** | 0.86 |
| **(b) Others** | | |
| Provision for Indirect Taxes | **119.82** | 6.86 |
| Provision for consumer Disputes | **8.39** | - |
| Provision for off balance sheet exposure | **56.45** | 66.54 |
| **Total** | **280.22** | **113.69** |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### Note 20: Other non-financial liabilities

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At Amortised cost** | | |
| Statutory dues | **238.34** | 194.81 |
| Revenue received in advance | **1.50** | 1.15 |
| Margin money received under Letter of credit/Buyer's credit | **0.81** | 10.75 |
| Other payables | **83.01** | 58.22 |
| **Total** | **323.66** | **264.93** |

### 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 | (₹ in crore) | No. of Shares | (₹ in crore) |
| **Authorised:** | | | | |
| Equity Shares of ₹ 10 each | **7,75,00,00,000** | **7,750.00** | 7,75,00,00,000 | 7,750.00 |
| Preference shares of ₹ 1000 each | **3,25,00,000** | **3,250.00** | 3,25,00,000 | 3,250.00 |
| Preference shares of ₹ 10 each | **3,00,00,00,000** | **3,000.00** | 3,00,00,00,000 | 3,000.00 |
| | **10,78,25,00,000** | **14,000.00** | **10,78,25,00,000** | **14,000.00** |
| **Issued, Subscribed & Paid up:** | | | | |
| Equity shares of ₹ 10 each fully paid | **3,79,99,27,250** | **3,799.93** | 3,74,64,07,148 | 3,746.41 |
| Less: Net shares issued to employees by ESOP trust | **(3,74,86,984)** | **(37.49)** | (4,33,52,729) | (43.35) |
| | **3,76,24,40,266** | **3,762.44** | **3,70,30,54,419** | **3,703.06** |
| Add/(Less): Loans to Employees (net) | | **-** | | (0.01) |
| **Total** | **3,76,24,40,266** | **3,762.44** | **3,70,30,54,419** | **3,703.05** |

**(II) Terms/rights attached to equity shares**

1. During the year, the Holding Company has issued and allotted 5,35,20,102 Equity Shares of face value ₹ 10 each, at a premium of ₹ 271 per share (During the year ended March 31, 2024, the Holding Company has issued and allotted 6,13,81,377 & 5,32,57,371 Equity Shares of face value ₹ 10 each, at premium of ₹ 152.90 & 178.40 per share recpectively).

**(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 | (₹ in crore) | No. of Shares | (₹ in crore) |
| **At the beginning of the year** | **3,70,30,54,419** | **3,703.05** | 3,50,70,80,834 | 3,507.07 |
| Issued during the year | **5,35,20,102** | **53.52** | 18,62,87,307 | 186.28 |
| Add: Subscription of right issue by ESOP trust | **(5,41,200)** | **(0.54)** | (15,92,510) | (1.59) |
| Add/(less): Net shares issued to employees by ESOP trust | **64,06,946** | **6.40** | 1,12,78,788 | 11.28 |
| Add/(Less): Loans to Employees (net) | **-** | **0.01** | **-** | 0.01 |
| **Total** | **3,76,24,40,267** | **3,762.44** | **3,70,30,54,419** | **3,703.05** |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### (IV) Equity shares in the Company held by the holding company

| | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|
| | No. of Shares | (₹ in crore) | No. of Shares | (₹ in crore) |
| Tata Sons Private Limited | **3,52,86,81,463** | **3,528.68** | 3,47,77,15,784 | 3,477.72 |
| **Total** | **3,52,86,81,463** | **3,528.68** | **3,47,77,15,784** | **3,477.72** |

### (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** | **92.86%** | 3,47,77,15,784 | 92.83% |

**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 Promoter | As at March 31, 2025 | | As at March 31, 2024 | | % change during the year |
|---|---|---|---|---|---|
| | No. of Shares | % holding | No. of Shares | % holding | |
| Tata Sons Private Limited | **3,52,86,81,463** | **92.86%** | 3,47,77,15,784 | 92.83% | 1.47% |

### (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.

### (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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### A. Description of share based payments

| Particulars | ESOP 2018 | ESOP 2019 | ESOP 2020 | ESOP 2021 | ESOP 2021 RSU |
|---|---|---|---|---|---|
| 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 |
| ii. Maximum term of option | 7 years | 7 years | 7 years | 7 years | 3 years |
| iii. Method of settlement | 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. |
| v. Any other details as disclosed in the audited Ind AS financial statements | N.A. | N.A. | N.A. | N.A. | N.A. |

| Particulars | ESOP 2022 | 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 | 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 |
| iii. Method of settlement | Equity settled | Equity settled | Equity settled | Equity settled |
| iv. Modifications to share based payment plans | N.A. | N.A. | N.A. | N.A. |
| v. Any other details as disclosed in the audited Ind AS financial statements | N.A. | N.A. | N.A. | N.A. |

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## B. Summary of share based payments

**March 31, 2025**

| Particulars | ESOP 2018 | ESOP 2019 | ESOP 2020 | ESOP 2021 | ESOP 2021 RSU |
|---|---|---|---|---|---|
| **Outstanding balance at the beginning of the period** | **18,97,750** | **21,70,000** | **37,97,500** | **39,74,000** | **21,90,433** |
| Options granted | - | - | - | - | - |
| Options forfeited | - | - | - | **22,500** | **7,99,376** |
| Options exercised | **5,97,750** | **4,20,000** | **14,43,750** | **10,14,000** | **13,91,057** |
| Options expired | - | - | - | - | - |
| Options lapsed | - | - | - | - | - |
| **Options outstanding at the end of the period** | **13,00,000** | **17,50,000** | **23,53,750** | **29,37,500** | - |
| Options exercisable at the end of the period | **13,00,000** | **17,50,000** | **23,53,750** | **14,35,625** | - |
| **For share options exercised:** | | | | | |
| Weighted average exercise price at date of exercise | | | | | |
| Money realized by exercise of options (In crore) | | | | | |
| **For share options outstanding** | | | | | |
| Range of exercise prices (in ₹) | **50.60** | **51.00** | **40.30** | **51.80** | **51.80** |
| Average remaining contractual life of options | **0.50** | **1.33** | **2.33** | **3.34** | - |
| **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.** |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**March 31, 2025**

| Particulars | ESOP 2022 | ESOP 2023 | ESOP 2023 (Special Scheme) | ESOP 2024 | Total |
|---|---|---|---|---|---|
| **Outstanding balance at the beginning of the period** | **44,01,990** | **60,30,310** | **10,02,500** | **-** | **2,54,64,483** |
| Options granted | **-** | **-** | **-** | **52,36,540** | **52,36,540** |
| Options forfeited | **40,368** | **1,33,774** | **-** | **73,810** | **10,69,828** |
| Options exercised | **7,09,736** | **8,30,653** | **-** | **-** | **64,06,946** |
| Options expired | **-** | **-** | **-** | **-** | **-** |
| Options lapsed | **-** | **-** | **-** | **-** | **-** |
| **Options outstanding at the end of the period** | **36,51,886** | **50,65,883** | **10,02,500** | **51,62,730** | **2,32,24,249** |
| Options exercisable at the end of the period | **7,23,784** | **3,70,835** | **-** | **-** | **79,33,994** |
| **For share options exercised:** | | | | | |
| Weighted average exercise price at date of exercise | | | | | **65.60** |
| Money realized by exercise of options (In crore) | | | | | **42.03** |
| **For share options outstanding** | | | | | |
| Range of exercise prices (in ₹) | **85.00** | **151.15** | **151.15** | **226.40** | |
| Average remaining contractual life of options | **4.17** | **5.17** | **5.17** | **6.17** | **4.18** |
| **Modification of plans** | **N.A.** | **N.A.** | **N.A.** | **N.A.** | |
| **Incremental fair value on modification** | **N.A.** | **N.A.** | **N.A.** | **N.A.** | |

**March 31, 2024**

| Particulars | ESOP 2018 | ESOP 2019 | ESOP 2020 | ESOP 2021 | ESOP 2021 RSU |
|---|---|---|---|---|---|
| **Outstanding balance at the beginning of the period** | **54,90,000** | **55,80,000** | **64,64,000** | **52,23,750** | **22,55,095** |
| Options granted | - | - | - | - | - |
| Options forfeited | 25,000 | 15,000 | 66,000 | 97,500 | 64,662 |
| Options exercised | 35,67,250 | 33,95,000 | 26,00,500 | 11,52,250 | - |
| 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** |
| Options exercisable at the end of the period | 18,97,750 | 21,70,000 | 26,58,250 | 15,89,600 | - |
| **For share options exercised:** | | | | | |
| Weighted average exercise price at date of exercise | | | | | |
| Money realized by exercise of options (In crore) | | | | | |
| **For share options outstanding** | | | | | |
| Range of exercise prices (in ₹) | 50.60 | 51.00 | 40.30 | 51.80 | 51.80 |
| Average remaining contractual life of options | 1.50 | 2.33 | 3.33 | 4.34 | 0.50 |
| **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. |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**March 31, 2024**

| Particulars | ESOP 2022 | ESOP 2023 | ESOP 2023 (Special Scheme) | Total |
|---|---|---|---|---|
| **Outstanding balance at the beginning of the period** | **50,90,730** | **-** | **-** | **3,01,03,575** |
| Options granted | - | 61,96,670 | 10,02,500 | 71,99,170 |
| Options forfeited | 1,22,552 | 1,66,360 | - | 5,57,074 |
| Options exercised | 5,66,188 | - | - | 1,12,81,188 |
| Options expired | - | - | - | - |
| Options lapsed | - | - | - | - |
| **Options outstanding at the end of the period** | **44,01,990** | **60,30,310** | **10,02,500** | **2,54,64,483** |
| Options exercisable at the end of the period | 8,80,398 | - | - | 91,95,998 |
| **For share options exercised:** | | | | |
| Weighted average exercise price at date of exercise | | | | 50.20 |
| Money realized by exercise of options (In crore) | | | | 56.63 |
| **For share options outstanding** | | | | |
| Range of exercise prices (in ₹) | 85.00 | 151.15 | 151.15 | |
| Average remaining contractual life of options | 5.17 | 6.17 | 6.17 | 3.35 |
| **Modification of plans** | N.A. | N.A. | N.A. | |
| **Incremental fair value on modification** | N.A. | N.A. | N.A. | |

## 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 :

| Particulars | ESOP 2018 | ESOP 2019 | ESOP 2020 | ESOP 2021 |
|---|---|---|---|---|
| **Share price (₹):** | 50.60 | 51.00 | 40.30 | 51.80 |
| **Exercise Price (₹):** | 50.60 | 51.00 | 40.30 | 51.80 |
| **Fair value of option (₹):** | 23.34 | 23.02 | 17.07 | 22.33 |
| **Valuation model used:** | Black Scholes valuation | Black Scholes valuation | Black Scholes valuation | Black Scholes valuation |
| **Expected Volatility:** | 0.38 | 0.41 | 0.42 | 0.41 |
| **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 |
| **Contractual Option Life (years):** | 7 | 7 | 7 | 7 |
| **Expected dividends:** | - | - | - | - |
| **Risk free interest rate:** | 8.04% | 6.28% | 5.22% | 5.87% |
| **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 |
| | 40% vesting on September 30, 2020 | 40% vesting on August 01, 2021 | 40% vesting on July 31, 2022 | 40% vesting on July 31, 2023 |
| | 70% vesting on September 30, 2021 | 70% vesting on August 01, 2022 | 70% vesting on July 31, 2023 | 70% vesting on July 31, 2024 |
| | 100% vesting on September 30, 2022 | 100% vesting on August 01, 2023 | 100% vesting on July 31, 2024 | 100% vesting on July 31, 2025 |
| **Valuation of incremental fair value on modification** | N.A. | N.A. | N.A. | N.A. |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

| Particulars | ESOP 2022 | ESOP 2023 | ESOP 2023 Special Scheme | ESOP 2024 |
|---|---|---|---|---|
| **Share price (₹):** | 85.00 | 151.15 | 151.15 | 226.40 |
| **Exercise Price (₹):** | 85.00 | 151.15 | 151.15 | 226.40 |
| **Fair value of option (₹):** | 40.40 | 71.20 | 72.68 | 105.22 |
| **Valuation model used:** | Black Scholes valuation | Black Scholes valuation | Black Scholes valuation | Black Scholes valuation |
| **Expected Volatility:** | 0.43 | 0.43 | 0.43 | 0.43 |
| **Basis of determination of expected volatility:** | Historical volatility of equity shares of comparable companies over the period ended May 31,2022 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 | 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 | 7 |
| **Expected dividends:** | - | - | - | 0.14% |
| **Risk free interest rate:** | 7.14% | 7.06% | 7.05% | 6.90% |
| **Vesting Dates** | 20% vesting on May 31, 2023 | 20% vesting on May 31, 2024 | 100% vesting on May 31, 2026 | 20% vesting on June 30, 2025 |
| | 40% vesting on May 31, 2024 | 40% vesting on May 31, 2025 | - | 40% vesting on May 31, 2026 |
| | 70% vesting on May 31, 2025 | 70% vesting on May 31, 2026 | - | 70% vesting on May 31, 2027 |
| | 100% vesting on May 31, 2026 | 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. | N.A. |

Note - Valuation of stock option granted in ESOP 2021 RSU scheme is not applicable since exercise price is ₹ Nil

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**D) Options granted and inputs used for measurement of fair value of options, for the key managerial employees and other senior employees**

**As at March 31, 2025**

| Name of Scheme | Mr. Rajiv Sabharwal | | Mr. Rakesh Bhatia | | Ms. Sarita Kamath | |
|---|---|---|---|---|---|---|
| | Granted | Exercised | Granted | Exercised | Granted | Exercised |
| ESPS 2009 | - | - | 1,00,302 | 1,00,302 | - | - |
| ESPS 2011 | - | - | - | - | 3,000 | 3,000 |
| ESOP 2011 | - | - | 80,000 | 53,334 | - | - |
| PS 2013 | - | - | 10,813 | 10,813 | 323 | 323 |
| ESPS 2013 | - | - | - | - | - | - |
| ESOP 2013 | - | - | - | - | 30,000 | 30,000 |
| ESOP 2016 | - | - | 10,000 | - | 10,000 | 10,000 |
| ESOP 2017 | - | - | 10,000 | - | 10,000 | 10,000 |
| ESOP 2018 | 16,00,000 | 3,00,000 | - | - | 1,00,000 | 1,00,000 |
| ESOP 2019 | 16,00,000 | - | - | - | 1,00,000 | 1,00,000 |
| ESOP 2020 | 17,60,000 | - | 2,00,000 | 2,00,000 | 1,10,000 | 1,10,000 |
| ESOP 2021 | 12,00,000 | - | 2,25,000 | 1,57,500 | 1,12,500 | 78,750 |
| ESOP 2021 RSU | 3,28,517 | 3,28,517 | 61,597 | 61,597 | 30,798 | 30,798 |
| ESOP 2022 | 9,90,100 | - | 1,65,820 | 66,328 | 82,910 | 33,164 |
| ESOP 2023 | 6,31,990 | - | 1,00,000 | 20,000 | 50,000 | 10,000 |
| ESOP 2023 Special Scheme | - | - | 75,000 | - | - | - |
| ESOP 2024 | 4,28,000 | - | 72,000 | - | 43,000 | - |
| **Total** | **85,38,607** | **6,28,517** | **11,10,532** | **6,69,874** | **6,82,531** | **5,16,035** |

**As at March 31, 2024**

| Name of Scheme | Mr. Rajiv Sabharwal | | Mr. Rakesh Bhatia | | Ms. Sarita Kamath | |
|---|---|---|---|---|---|---|
| | Granted | Exercised | Granted | Exercised | Granted | Exercised |
| ESPS 2009 | - | - | 1,00,302 | 1,00,302 | - | - |
| ESPS 2011 | - | - | - | - | 3,000 | 3,000 |
| ESOP 2011 | - | - | 80,000 | 53,334 | - | - |
| PS 2013 | - | - | 10,813 | 10,813 | 323 | 323 |
| ESPS 2013 | - | - | - | - | - | - |
| ESOP 2013 | - | - | - | - | 30,000 | 30,000 |
| ESOP 2016 | - | - | 10,000 | - | 10,000 | 10,000 |
| ESOP 2017 | - | - | 10,000 | - | 10,000 | 10,000 |
| ESOP 2018 | 16,00,000 | - | - | - | 1,00,000 | 1,00,000 |
| ESOP 2019 | 16,00,000 | - | - | - | 1,00,000 | 1,00,000 |
| ESOP 2020 | 17,60,000 | - | 2,00,000 | 1,40,000 | 1,10,000 | 77,000 |
| ESOP 2021 | 12,00,000 | - | 2,25,000 | 90,000 | 1,12,500 | 45,000 |
| ESOP 2021 RSU | 5,17,297 | - | 96,993 | - | 48,497 | - |
| ESOP 2022 | 9,90,100 | - | 1,65,820 | 33,164 | 82,910 | 16,582 |
| ESOP 2023 | 6,31,990 | - | 1,00,000 | - | 50,000 | - |
| ESOP 2023 Special Scheme | - | - | 75,000 | - | - | - |
| **Total** | **82,99,387** | **-** | **10,73,928** | **4,27,613** | **6,57,230** | **3,91,905** |

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## Note 22: Shares Pending For Issuance

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| 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"). | **4,162.76** | - |
| **Total** | **4,162.76** | **-** |

## Note 23: Other Equity

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Securities premium | **5,074.29** | 5,046.86 |
| Capital reserve | **0.43** | 0.43 |
| Capital redemption reserve | **5.75** | 5.75 |
| Special reserve account | **4,348.23** | 3,133.40 |
| Retained earnings | **14,430.35** | 9,535.48 |
| General reserve | **363.99** | 343.40 |
| Employee stock option outstanding account | **76.32** | 56.51 |
| Foreign currency translation reserve | **164.49** | 146.73 |
| Other comprehensive income | | |
| Remeasurement of defined benefit liability/asset | **(40.15)** | (14.89) |
| Fair value changes of financial instrument measured at fair value through other comprehensive income | **14.56** | 21.08 |
| Debt instruments through other comprehensive income | **0.72** | (2.27) |
| The effective portion of gains and loss on hedging instruments in Cash flow hedge reserve | **(87.48)** | (14.17) |
| Cost of hedge reserve | **(0.58)** | - |
| Equity instruments through Other Comprehensive Income | **(892.31)** | 1,455.77 |
| **Total** | **23,458.61** | **19,714.08** |

**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.

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

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 Company 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 Company 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 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 Company has designated certain equity instruments at FVTOCI, hence this reserve represents the fair value gains/(losses) arising on these instruments.

## Note 24: Interest income

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| On financial assets measured at: | | |
| **(i) Amortised cost** | | |
| Interest on loans and credit substitutes | **25,127.53** | 15,966.98 |
| Interest income from investments | **421.58** | 258.16 |
| Interest on deposits with bank | **94.09** | 36.68 |
| Interest income on inter corporate deposits | **0.55** | - |
| Other interest income | **10.76** | 11.43 |
| **(ii) Fair value through other comprehensive income** | | |
| Interest on loans and credit substitutes | **47.83** | 73.08 |
| Interest on debentures | **13.51** | 14.39 |
| **(iii) Fair value through profit and loss** | | |
| Interest on debentures | **3.92** | 5.75 |
| **Total** | **25,719.77** | **16,366.47** |

## Note 25: Fees and commission Income

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Loan servicing and other charges | **287.19** | 213.60 |
| Foreclosure charges | **182.24** | 90.53 |
| Fees on value added services and products | **742.05** | 518.97 |
| Advisory Fees | **21.85** | 118.64 |
| Other fee and commision income | **546.42** | 104.14 |
| **Total** | **1,779.75** | **1,045.88** |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### Note 26: Net gain / (loss) on fair value changes

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| **(A) Net gain/(loss) on financial instruments classified at fair value through profit or loss** | | |
| (i) On trading portfolio | | |
| - Investments | **(78.09)** | 242.97 |
| - Derivatives | **-** | - |
| - Others | **-** | - |
| (ii) On financial instruments designated at fair value through profit or loss | **-** | - |
| **(B) Others** | **358.58** | 247.06 |
| **Total** | **280.49** | **490.03** |
| **(C) Fair value changes:** | | |
| - Realised | **200.94** | 282.63 |
| - Unrealised | **79.55** | 207.40 |
| **Total** | **280.49** | **490.03** |

### Note 27: Other income

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Net gain on derecognition of property, plant and equipment | **8.52** | 16.31 |
| Interest on income tax refund | **11.11** | 2.79 |
| Other miscellaneous Income | **37.50** | 4.46 |
| **Total** | **57.13** | **23.56** |

### Note 28: Finance costs

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| **At Amortised Cost** | | |
| Interest on borrowings other than debt securities | **8,724.46** | 4,810.01 |
| Interest on debt securities | **5,490.24** | 4,105.39 |
| Interest on subordinated liabilities | **773.35** | 620.21 |
| Interest cost of lease liabilities | **31.91** | 21.36 |
| Other interest expenses | **9.68** | 11.26 |
| **Total** | **15,029.64** | **9,568.23** |

During the year ended March 31, 2025, the Company has declared and paid,an interim dividend on Cumulative Redeemable Preference Shares aggregating to ₹ 36.53 crore. (For the year ending March 31, 2024 : ₹ 74.34 crore).

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### Note 29: Impairment on financial instruments

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| **(I) Loans and credit substitutes** | | |
| (a) Impairment loss allowance on loans (Stage I & II) | | |
| -At amortised cost | **417.92** | (107.56) |
| -At FVTOCI | **(3.38)** | 1.13 |
| | **414.54** | (106.43) |
| (b) Impairment loss allowance on loans (Stage III) - at amortised cost | **724.86** | 164.91 |
| Less : Delinquency Support | **-** | (7.28) |
| | **724.86** | 157.63 |
| (c) Write off - Loans and credit substitutes - at amortised cost | **1,735.96** | 503.84 |
| **(II) Impairment/write-off on Trade receivables** | **(6.42)** | 37.12 |
| **(III) Provision on derivative current credit exposure - at FVTOCI** | **1.12** | 0.10 |
| **(IV) Impairment on Investments** | **(59.68)** | - |
| **(V) Impairment on Other Financial Assets** | **16.45** | - |
| **Total** | **2,826.83** | **592.26** |

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 ₹ 1,735.96 crores, the Company has further written off bad debts amounting to ₹ 619.42 crores from these acquired loans as irrecoverable as per Company's policy. Therefore, the total write-off for the year amounts to ₹ 2,355.38 crores.

### Note 30: Employee benefits expenses

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Salaries, wages and bonus | **2,530.43** | 1,664.93 |
| Contribution to provident, superannuation and pension fund | **108.39** | 62.98 |
| Share based payments to employees | **37.65** | 34.17 |
| Staff welfare expenses | **110.54** | 73.75 |
| Expenses related to post-employment defined benefit plans | **25.24** | 14.26 |
| **Total** | **2,812.25** | **1,850.09** |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### Note 31: Other expenses

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Advertisements and publicity | **196.19** | 166.92 |
| Brand Equity and Business Promotion | **79.00** | 50.43 |
| Corporate social responsibility expenses | **80.85** | 54.98 |
| Information Technology expenses | **378.65** | 303.02 |
| Insurance charges | **96.15** | 4.86 |
| Incentive / commission/ brokerage | **0.68** | 1.24 |
| Legal and professional fees | **247.55** | 151.06 |
| Loan processing fees | **106.53** | 73.41 |
| Printing and stationery | **14.97** | 11.66 |
| Reversal of provision against assets held for sale (Net)# | **18.88** | (12.70) |
| Power and fuel | **26.86** | 18.59 |
| Repairs and maintenance | **13.73** | 7.32 |
| Rent, rates and taxes | **30.64** | 27.47 |
| Stamp charges | **92.96** | 67.15 |
| Service providers' charges | **739.08** | 394.90 |
| Training and recruitment | **15.61** | 14.17 |
| Telephone, telex and leased line | **16.98** | 10.02 |
| Travelling and conveyance | **107.89** | 66.32 |
| Other miscellaneous expenses* | **147.95** | 75.79 |
| **Total** | **2,411.15** | **1,486.61** |

# Includes loss amounting to ₹ 18.60 crore on sale of asset held for sale during the period ended March 31, 2024.

* Includes contribution amounting to ₹ 22.93 crore to the Progressive Electoral Trust (March 31, 2024 : Nil).

#### (a) Auditors' remuneration (excl. Taxes)

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| (i) Audit fees[1] | **5.82** | 4.82 |
| (ii) Tax audit fees | **0.25** | 0.20 |
| (iii) Other Services[2&3] | **1.56** | 0.63 |
| | **7.63** | **5.65** |

(Auditors' remuneration is part of Other expenses)

1. Includes Audit Fee of ₹ 0.90 crore paid to Statutoty Auditors of Tata Motors Finance Limited
2. Includes Other Services of ₹ 0.19 crore paid to Statutoty Auditors of Tata Motors Finance Limited and Other Services include fees for certifications.
3. The above audit fees excludes Rs. 0.34 crore towards fee paid to auditors on account of issuance of debt securities.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**(b) Corporate social responsibility expenses**

(i) Gross amount required to be spent by the Group during the period was ₹ 80.85 crore (March 31, 2024: ₹ 54.98 crore)

(ii) Amount spent during the year on:

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| (i) Construction/acquisition of any asset | | |
| Paid | **10.36** | 11.55 |
| Yet to be paid | **-** | - |
| (ii) On purposes other than (i) above | | |
| Paid | **66.72** | 43.43 |
| Yet to be paid | **-** | - |

(iii) The amount of shortfall in one of the subsidiary of the Company, out of the amount required to be spent during the year : ₹ 3.77 crore.

(iv) The total of previous years' shortfall amounts: Nil

(v) The reason for above shortfalls by way of a note: The amount of ₹ 3.77 crore 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 ₹ 3.77 crore, 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 the provisions of Companies Act, 2013.

(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. 0.03 Cr and The total of previous years' shortfall - Rs 0.54 Crs.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**Note 32: The financial statements of the following subsidiaries have been consolidated as per Ind AS 110 on Consolidated Financial Statements as on March 31, 2025:-**

| Sr No. | Name of the Subsidiary | Country of Incorporation | % Holding as at March 31, 2025 | % Holding as at March 31, 2024 |
|---|---|---|---|---|
| 1 | Tata Securities Limited | India | **100.00** | 100.00 |
| 2 | Tata Capital Housing Finance Limited | India | **100.00** | 100.00 |
| 3 | Tata Capital Growth Fund I | India | **73.75** | 73.75 |
| 4 | Tata Capital Pte. Limited | Singapore | **100.00** | 100.00 |
| 5 | Tata Capital Advisors Pte. Limited (Subsidiary of Tata Capital Pte. Limited) | Singapore | **100.00** | 100.00 |
| 6 | Tata Capital Plc[1] (Subsidiary of Tata Capital Pte. Limited) | United Kingdom | **-** | 100.00 |
| 7 | Tata Capital General Partners LLP (Subsidiary of Tata Capital Pte. Limited) | Singapore | **80.00** | 80.00 |
| 8 | Tata Capital Healthcare General Partners LLP (Subsidiary of Tata Capital Pte. Limited) | Singapore | **100.00** | 100.00 |
| 9 | Tata Capital Healthcare II General Partners LLP (Subsidiary of Tata Capital Pte. Limited) | Singapore | **100.00** | 100.00 |
| 10 | Tata Opportunities General Partners LLP (Subsidiary of Tata Capital Pte. Limited) | Singapore | **90.00** | 90.00 |
| 11 | Tata Capital Growth II General Partners LLP (Subsidiary of Tata Capital Pte. Limited) | Singapore | **80.00** | 80.00 |
| 12 | Tata Capital Special Situation Fund | India | **28.20** | 28.20 |
| 13 | Tata Capital Innovation Fund | India | **27.86** | 27.84 |
| 14 | Tata Capital Growth Fund II[2] | India | **39.15** | 35.94 |
| 15 | Tata Capital Healthcare Fund I | India | **32.05** | 32.17 |
| 16 | Tata Capital Healthcare Fund II[2] | India | **16.43** | 16.62 |
| 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 financial statements.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**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 Consolidated Financial Statements as on March 31, 2025:**

(₹ in crore)

| Sr No | Name of Associates | As on | Country of Incorporation | Ownership Interest (%) | Original Cost of Investment | Share of post acquisition Reserves & Surplus | Impair-ment | Carrying Amount of Investments |
|---|---|---|---|---|---|---|---|---|
| | **Equity Shares** | | | | | | | |
| 1 | Tata Play Limited (formerly Tata Sky Limited)[3] | March 31, 2025 | India | **-** | **-** | **-** | **-** | **-** |
| | | March 31, 2024 | India | - | - | (0.58) | - | - |
| 2 | Tata Projects Limited[4] | March 31, 2025 | India | **-** | **-** | **-** | **-** | **-** |
| | | March 31, 2024 | India | - | - | (4.67) | - | - |
| 3 | Fincare Business Services Limited[9] | March 31, 2025 | India | **0.00%** | **-** | **-** | **-** | **-** |
| | | March 31, 2024 | India | 0.77% | 7.34 | 1.04 | - | 8.38 |
| 4 | Fincare Small Finance Bank Limited[5] | March 31, 2025 | India | **-** | **-** | **-** | **-** | **-** |
| | | March 31, 2024 | India | 0.09% | 1.45 | 0.34 | - | 1.79 |
| 5 | TVS Supply Chain Solutions Limited[2] | March 31, 2025 | India | **-** | **-** | **-** | **-** | **-** |
| | | March 31, 2024 | India | - | - | (1.67) | - | - |
| 6 | Novalead Pharma Private Limited | March 31, 2025 | India | **19.75%** | **23.35** | **(0.54)** | **(22.81)** | **-** |
| | | March 31, 2024 | India | 19.75% | 23.35 | (0.54) | (22.81) | - |
| 7 | Kapsons Industries Private Limited | March 31, 2025 | India | **0.01%** | **0.01** | **-** | **(0.01)** | **-** |
| | | March 31, 2024 | India | 0.01% | 0.01 | - | (0.01) | - |
| 8 | Vortex Engineering Private Limited[7] | March 31, 2025 | India | **0.00%** | **-** | **-** | **-** | **-** |
| | | March 31, 2024 | India | 18.50% | 29.00 | - | (23.34) | 5.66 |
| 9 | Sea6 Energy Private Limited | March 31, 2025 | India | **13.40%** | **20.60** | **(19.99)** | **-** | **0.61** |
| | | March 31, 2024 | India | 13.40% | 20.60 | (13.75) | - | 6.85 |
| 10 | Alef Mobitech Soluations Private Limited[6] | March 31, 2025 | India | **0.00%** | **-** | **-** | **-** | **-** |
| | | March 31, 2024 | India | 25.70% | 15.88 | (4.95) | (10.93) | - |
| 11 | Indusface Private Limited | March 31, 2025 | India | **36.88%** | **35.00** | **(6.61)** | **-** | **28.39** |
| | | March 31, 2024 | India | 36.89% | 35.00 | (6.42) | - | 28.58 |
| 12 | Linux Laboratories Private Limited | March 31, 2025 | India | **3.90%** | **15.00** | **1.46** | **-** | **16.46** |
| | | March 31, 2024 | India | 3.90% | 15.00 | 0.49 | - | 15.49 |
| 13 | Cnergyis Infotech India Pvt Ltd | March 31, 2025 | India | **23.89%** | **57.09** | **(6.56)** | **-** | **50.53** |
| | | March 31, 2024 | India | 23.89% | 57.09 | (8.79) | - | 48.30 |
| 14 | Atulaya Healthcare Private Limited | March 31, 2025 | India | **0.01%** | **0.01** | **-** | **-** | **0.01** |
| | | March 31, 2024 | India | 0.01% | 0.01 | - | - | 0.01 |
| 15 | Anderson Diagnostic Private Limited | March 31, 2025 | India | **4.48%** | **15.00** | **(0.96)** | **-** | **14.04** |
| | | March 31, 2024 | India | 4.48% | 15.00 | (0.30) | - | 14.70 |
| 16 | Auxilo Finserve Pvt Ltd | March 31, 2025 | India | **-** | **-** | **-** | **-** | **-** |
| | | March 31, 2024 | India | - | - | - | - | - |
| 17 | Apex Kidney Care Private Limited | March 31, 2025 | India | **6.89%** | **15.50** | **0.73** | **-** | **16.23** |
| | | March 31, 2024 | India | 6.89% | 15.50 | 0.03 | - | 15.53 |
| 18 | Finagg Technologies Pvt. Ltd | March 31, 2025 | India | **-** | **0.01** | **-** | **-** | **0.01** |
| | | March 31, 2024 | India | - | 0.01 | - | - | 0.01 |
| 19 | Noble Medichem Private Limited | March 31, 2025 | India | **39.41%** | **98.00** | **0.75** | **-** | **98.75** |
| | | March 31, 2024 | India | - | - | - | - | - |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Name of Associates | As on | Country of Incorporation | Ownership Interest (%) | Original Cost of Investment | Share of post acquisition Reserves & Surplus | Impair-ment | Carrying Amount of Investments |
|---|---|---|---|---|---|---|---|---|
| 20 | Harsoria Healthcare Private Limited | March 31, 2025 | India | **5.49%** | **35.29** | **(0.10)** | **-** | **35.19** |
| | | March 31, 2024 | India | - | - | - | - | - |
| | **Subtotal** | **March 31, 2025** | | | **314.86** | **(31.82)** | **(22.82)** | **260.22** |
| | | **March 31, 2024** | | | **235.24** | **(39.77)** | **(57.09)** | **145.30** |
| | **Preference Shares** | | | | | | | |
| 1 | Lokmanaya Hospital Private Limited[8] | March 31, 2025 | India | - | - | - | - | - |
| | | March 31, 2024 | India | - | 24.64 | - | - | 24.64 |
| 2 | Kapsons Industries Private Limited | March 31, 2025 | India | - | **60.00** | - | **(60.00)** | - |
| | | March 31, 2024 | India | - | 60.00 | - | (60.00) | - |
| 3 | Linux Laboratories Private Limited | March 31, 2025 | India | - | **50.00** | - | - | **50.00** |
| | | March 31, 2024 | India | - | 50.00 | - | - | 50.00 |
| 4 | Alef Mobitech Solutions Private Limited[6] | March 31, 2025 | India | - | - | - | - | - |
| | | March 31, 2024 | India | - | 17.12 | - | (17.12) | - |
| 5 | Cnergyis Infotech India Pvt Ltd | March 31, 2025 | India | - | **20.91** | - | - | **20.91** |
| | | March 31, 2024 | India | - | 20.91 | - | - | 20.91 |
| 6 | Atulaya Healthcare Private Limited | March 31, 2025 | India | - | **54.99** | - | - | **54.99** |
| | | March 31, 2024 | India | - | 54.99 | - | - | 54.99 |
| 7 | DeepTek, Inc | March 31, 2025 | USA | - | **64.86** | - | - | **64.86** |
| | | March 31, 2024 | USA | - | 49.86 | - | - | 49.86 |
| 8 | Anderson Diagnostic Private Limited | March 31, 2025 | India | - | **40.00** | - | - | **40.00** |
| | | March 31, 2024 | India | - | 40.00 | - | - | 40.00 |
| 9 | Cellcure Cancer Centre Private Limited | March 31, 2025 | India | - | **75.00** | - | - | **75.00** |
| | | March 31, 2024 | India | - | 75.00 | - | - | 75.00 |
| 10 | Tema India Limited[1] | March 31, 2025 | India | - | - | - | - | - |
| | | March 31, 2024 | India | - | - | - | - | - |
| 11 | Auxilo Finserve Pvt Ltd | March 31, 2025 | India | - | **215.00** | - | - | **215.00** |
| | | March 31, 2024 | India | - | 215.00 | - | - | 215.00 |
| 12 | Finagg Technologies Pvt. Ltd | March 31, 2025 | India | - | **20.00** | - | - | **20.00** |
| | | March 31, 2024 | India | - | 20.00 | - | - | 20.00 |
| 13 | Apex Kidney Care Private Limited | March 31, 2025 | India | - | **50.00** | - | - | **50.00** |
| | | March 31, 2024 | India | - | 50.00 | - | - | 50.00 |
| 14 | Noble Medichem Private Limited | March 31, 2025 | India | - | **34.00** | - | - | **34.00** |
| | | March 31, 2024 | India | - | - | - | - | - |
| 15 | Harsoria Healthcare Private Limited | March 31, 2025 | India | - | **64.71** | - | - | **64.71** |
| | | March 31, 2024 | India | - | - | - | - | - |
| 16 | Orbicular Pharmaceutical Technologies Private Limited | March 31, 2025 | India | - | **150.00** | - | - | **150.00** |
| | | March 31, 2024 | India | - | - | - | - | - |
| | **Subtotal** | **March 31, 2025** | | | **899.47** | **-** | **(60.00)** | **839.47** |
| | | **March 31, 2024** | | | **677.52** | **-** | **(77.12)** | **600.40** |
| | **Subtotal (i)** | **March 31, 2025** | | | **1,214.33** | **(31.82)** | **(82.82)** | **1,099.69** |
| | | **March 31, 2024** | | | **912.76** | **(39.77)** | **(134.21)** | **745.71** |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**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 Consolidated Financial Statements as on March 31, 2025:-**

(₹ in crore)

| Sr No | Name of Associates | As on | Country of Incorporation | Ownership Interest (%) | Original Cost of Investment | Share of post acquisition Reserves & Surplus | Impair-ment | Carrying Amount of Investments |
|---|---|---|---|---|---|---|---|---|
| 1 | Sakar Healthcare Limited | March 31, 2025 | India | **10.52%** | **60.00** | **(11.09)** | **-** | **48.91** |
| | | March 31, 2024 | India | 10.62% | 60.00 | 25.07 | - | 85.07 |
| | **Subtotal (ii)** | **March 31, 2025** | | | **60.00** | **(11.09)** | **-** | **48.91** |
| | | **March 31, 2024** | | | **60.00** | **25.07** | **-** | **85.07** |
| | **Total = Sub-total (i)+Sub-total (ii)** | **March 31, 2025** | | | **1,274.33** | **(42.91)** | **(82.82)** | **1,148.60** |
| | | **March 31, 2024** | | | **972.76** | **(14.70)** | **(134.21)** | **830.78** |

Notes:
Consolidated based on unaudited financial statements as at the year/relevant period during the year.
1. Tema India Limited ceased to be an Associate company w.e.f. May 22, 2023
2. TVS Supply Chain Solutions Limited ceased to be an Associate company w.e.f. July 28, 2023
3. Tata Play Limited ceased to be an Associate company w.e.f. October 11, 2023
4. Tata Project Limited ceased to be an Associate company w.e.f. October 11, 2023
5. Fincare Small Finance Bank Limited ceased to be an Associate company w.e.f. April 01, 2024
6. Alef Mobitech Soluations Private Limited ceased to be an Associate company w.e.f. April 04, 2024
7. Vortex Engineering Private Limited ceased to be an Associate company w.e.f. June 04, 2024
8. Lokmanaya Hospital Private Limited ceased to be an Associate company w.e.f. July 05, 2024
9. Fincare Business Services Limited ceased to be an Associate company w.e.f. March 24, 2025

## 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

(₹ in crore)

| Name of the entity | As at 31 March 2025 | | As at 31 March 2024 | | For the year ended 31 March 2025 | | For the year ended 31 March 2024 | | For the year ended 31 March 2025 | | For the year ended 31 March 2024 | | For the year ended 31 March 2025 | | 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 net assets | Amount | As % of consolidated profit or loss | Amount | As % of consolidated profit or loss | Amount | As % of consolidated other comprehensive income | Amount | As % of consolidated other comprehensive income | Amount | As % of consolidated total comprehensive income | Amount | As % of consolidated total comprehensive income | Amount |
| **Parent:** | | | | | | | | | | | | | | | | |
| Tata Capital Limited | **84.66** | **28,099.00** | 83.07 | 19,452.42 | **70.79** | **2,594.25** | 79.12 | 2,492.46 | **121.12** | **(187.48)** | 27.98 | 265.27 | **68.57** | **2,406.77** | 67.29 | 2,757.73 |
| **Subsidiaries** | | | | | | | | | | | | | | | | |
| **Indian** | | | | | | | | | | | | | | | | |
| Tata Capital Housing Finance Limited | **26.52** | **8,801.98** | 28.66 | 6,710.99 | **40.90** | **1,498.93** | 36.43 | 1,147.64 | **9.83** | **(15.21)** | (0.64) | (6.09) | **42.27** | **1,483.72** | 27.85 | 1,141.55 |
| Tata Securities Limited | **0.06** | **20.84** | 0.12 | 28.40 | **(0.20)** | **(7.49)** | (0.44) | (13.81) | **0.11** | **(0.17)** | (0.01) | (0.05) | **(0.22)** | **(7.66)** | (0.34) | (13.86) |
| Tata Capital Growth Fund I | **-** | **0.14** | 2.72 | 636.23 | **0.03** | **1.09** | 0.58 | 18.35 | **(24.88)** | **38.51** | 96.58 | 915.69 | **1.13** | **39.60** | 22.79 | 934.04 |
| Tata Capital Healthcare Fund I | **0.01** | **2.36** | 0.10 | 24.01 | **0.56** | **20.60** | (0.31) | (9.64) | **-** | **-** | - | - | **0.59** | **20.60** | (0.24) | (9.64) |
| Tata Capital Healthcare Fund II | **2.45** | **812.14** | 2.49 | 584.02 | **(1.36)** | **(49.84)** | 0.26 | 8.18 | **-** | **-** | - | - | **(1.42)** | **(49.84)** | 0.20 | 8.18 |
| Tata Capital Special Situation Fund | **-** | **(0.03)** | - | 0.11 | **-** | **(0.15)** | (0.04) | (1.14) | **-** | **-** | - | - | **-** | **(0.15)** | (0.03) | (1.14) |
| Tata Capital Innovation Fund | **-** | **(1.05)** | 0.05 | 10.61 | **(0.18)** | **(6.45)** | (0.16) | (4.97) | **0.18** | **(0.28)** | 0.02 | 0.15 | **(0.19)** | **(6.73)** | (0.12) | (4.82) |
| Tata Capital Growth Fund II | **2.07** | **687.47** | 3.10 | 725.28 | **(1.27)** | **(46.62)** | 6.48 | 204.18 | **-** | **-** | - | - | **(1.33)** | **(46.62)** | 4.98 | 204.18 |
| Tata Capital Employee Welfare Trust | **0.22** | **73.27** | 0.21 | 48.56 | **0.67** | **24.71** | 0.93 | 29.30 | **-** | **-** | - | - | **0.70** | **24.71** | 0.71 | 29.30 |
| **Foreign** | | | | | | | | | | | | | | | | |
| Tata Capital Pte. Limited | **1.83** | **606.80** | 2.21 | 516.90 | **3.71** | **136.12** | 0.93 | 29.37 | **(13.81)** | **21.37** | 2.83 | 26.81 | **4.49** | **157.49** | 1.37 | 56.18 |
| Tata Capital Advisors Pte. Limited | **0.26** | **87.68** | 0.37 | 86.12 | **(0.02)** | **(0.61)** | 0.26 | 8.17 | **-** | **-** | - | - | **(0.02)** | **(0.61)** | 0.20 | 8.17 |
| Tata Capital General Partners LLP | **0.14** | **46.42** | 0.26 | 59.83 | **5.11** | **187.41** | 1.68 | 52.85 | **-** | **-** | - | - | **5.34** | **187.41** | 1.29 | 52.85 |
| Tata Capital Growth II General Partners LLP | **-** | **0.15** | - | 0.12 | **-** | **0.04** | (0.01) | (0.26) | **-** | **-** | - | - | **-** | **0.04** | (0.01) | (0.26) |
| Tata Capital Healthcare General Partners LLP | **-** | **0.07** | - | 0.17 | **-** | **(0.10)** | - | (0.10) | **-** | **-** | - | - | **-** | **(0.10)** | - | (0.10) |
| Tata Capital Healthcare II General Partners LLP | **-** | **0.39** | - | 0.31 | **-** | **0.06** | - | 0.06 | **-** | **-** | - | - | **-** | **0.06** | - | 0.06 |
| Tata Opportunities General Partners LLP | **-** | **(0.02)** | - | (0.18) | **-** | **0.17** | (0.01) | (0.32) | **-** | **-** | - | - | **-** | **0.17** | (0.01) | (0.32) |
| Tata Capital PLC | **-** | **-** | 0.05 | 10.67 | **-** | **-** | - | - | **-** | **-** | - | - | **-** | **-** | - | - |

(₹ in crore)

| Name of the entity | As at 31 March 2025 | | As at 31 March 2024 | | For the year ended 31 March 2025 | | For the year ended 31 March 2024 | | For the year ended 31 March 2025 | | For the year ended 31 March 2024 | | For the year ended 31 March 2025 | | 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 net assets | Amount | As % of consolidated profit or loss | Amount | As % of consolidated profit or loss | Amount | As % of consolidated other comprehensive income | Amount | As % of consolidated other comprehensive income | Amount | As % of consolidated total comprehensive income | Amount | As % of consolidated total comprehensive income | Amount |
| **Non- Controlling Interests in all subsidiaries** | | | | | | | | | | | | | | | | |
| **Indian** | | | | | | | | | | | | | | | | |
| Tata Capital Growth Fund I | - | **(0.03)** | (0.57) | (133.63) | **(0.01)** | **(0.23)** | (0.12) | (3.86) | **5.23** | **(8.09)** | (20.28) | (192.29) | **(0.24)** | **(8.32)** | (4.79) | (196.15) |
| Tata Capital Healthcare Fund I | - | **(1.61)** | (0.06) | (12.95) | **(0.31)** | **(11.20)** | 0.17 | 5.23 | - | - | - | - | **(0.32)** | **(11.20)** | 0.13 | 5.23 |
| Tata Capital Healthcare Fund II | **(2.04)** | **(678.70)** | (2.08) | (486.94) | **1.20** | **43.98** | (0.13) | (4.01) | - | - | - | - | **1.25** | **43.98** | (0.10) | (4.01) |
| Tata Capital Special Situation Fund | - | **0.03** | - | (0.08) | - | **0.11** | 0.03 | 0.82 | - | - | - | - | - | **0.11** | 0.02 | 0.82 |
| Tata Capital Innovation Fund | - | **0.75** | (0.03) | (7.66) | **0.13** | **4.65** | 0.11 | 3.59 | **(0.13)** | **0.20** | (0.01) | (0.11) | **0.14** | **4.85** | 0.08 | 3.48 |
| Tata Capital Growth Fund II | **(1.26)** | **(418.32)** | (1.98) | (464.55) | **0.94** | **34.55** | (4.40) | (138.74) | - | - | - | - | **0.98** | **34.55** | (3.39) | (138.74) |
| TCL Employee Welfare Trust | **(0.22)** | **(73.27)** | (0.21) | (48.56) | **(0.67)** | **(24.71)** | (0.93) | (29.30) | - | - | - | - | **(0.70)** | **(24.71)** | (0.71) | (29.30) |
| **Foreign** | | | | | | | | | | | | | | | | |
| Tata Capital Pte. Limited | **(0.02)** | **(7.68)** | (0.05) | (10.61) | **(1.02)** | **(37.51)** | (0.33) | (10.48) | - | - | - | - | **(1.07)** | **(37.51)** | (0.26) | (10.48) |
| **Associates (Investment as per the equity method)** | | | | | | | | | | | | | | | | |
| **Indian** | | | | | | | | | | | | | | | | |
| **Equity shares** | | | | | | | | | | | | | | | | |
| Fincare Business Services Limited | - | - | 0.04 | 8.38 | **(0.01)** | **(0.33)** | - | (0.07) | - | - | - | - | **(0.01)** | **(0.33)** | - | (0.07) |
| Fincare Small Finance Bank Limited | - | - | 0.01 | 1.79 | - | - | 0.01 | 0.21 | - | - | (0.02) | (0.18) | - | - | - | 0.03 |
| Novalead Pharma Private Limited | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Kapsons Industries Private Limited | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Vortex Engineering Private Limited | - | - | 0.02 | 5.67 | - | - | - | - | - | - | - | - | - | - | - | - |
| Sea6 Energy Private Limited | - | **0.61** | 0.03 | 6.85 | **(0.16)** | **(5.96)** | (0.13) | (4.04) | **0.05** | **(0.08)** | - | 0.04 | **(0.17)** | **(6.04)** | (0.10) | (4.00) |
| Alef Mobitech Solutions Private Limited | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Indusface Private Limited (Equity) | **0.09** | **28.39** | 0.12 | 28.58 | **(0.01)** | **(0.19)** | (0.02) | (0.51) | - | - | - | - | **(0.01)** | **(0.19)** | (0.01) | (0.51) |
| Linux Laboratories Pvt Ltd | **0.05** | **16.46** | 0.07 | 15.49 | **0.03** | **0.97** | 0.01 | 0.45 | - | - | - | - | **0.03** | **0.97** | 0.01 | 0.45 |
| Cnergyis Infotech India Pvt Ltd | **0.15** | **50.53** | 0.21 | 48.30 | **0.06** | **2.23** | (0.06) | (1.83) | - | - | - | - | **0.06** | **2.23** | (0.04) | (1.83) |
| Atulaya Healthcare Private Limited | - | **0.01** | - | 0.01 | - | - | - | - | - | - | - | - | - | - | - | - |
| Auxilo Finserve Pvt Ltd | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Apex Kidney Care Private Limited | **0.05** | **16.23** | 0.07 | 15.53 | **0.02** | **0.70** | - | 0.03 | - | - | - | - | **0.02** | **0.70** | - | 0.03 |
| Finagg Technologies Private Ltd | - | **0.01** | - | 0.01 | - | - | - | - | - | - | - | - | - | - | - | - |
| Sakar Healthcare Limited | **0.15** | **48.91** | 0.36 | 85.07 | - | - | - | - | - | - | - | - | - | - | - | - |
| Noble Medichem Private Limited | **0.30** | **98.75** | - | - | **0.02** | **0.75** | - | - | - | - | - | - | **0.02** | **0.75** | - | - |
| Harsoria Healthcare Private Limited | **0.11** | **35.19** | - | - | - | **(0.10)** | - | - | - | - | - | - | - | **(0.10)** | - | - |
| Anderson Diagnostic Private Limited | **0.04** | **14.04** | 0.06 | 14.70 | **(0.02)** | **(0.65)** | (0.01) | (0.35) | - | - | - | - | **(0.02)** | **(0.65)** | (0.01) | (0.35) |

(₹ in crore)

| Name of the entity | As at 31 March 2025 | | As at 31 March 2024 | | For the year ended 31 March 2025 | | For the year ended 31 March 2024 | | For the year ended 31 March 2025 | | For the year ended 31 March 2024 | | For the year ended 31 March 2025 | | 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 net assets | Amount | As % of consolidated profit or loss | Amount | As % of consolidated profit or loss | Amount | As % of consolidated other comprehensive income | Amount | As % of consolidated other comprehensive income | Amount | As % of consolidated total comprehensive income | Amount | As % of consolidated total comprehensive income | Amount |
| **Preference Shares** | | | | | | | | | | | | | | | | |
| Lokmanaya Hospital Private Limited | - | - | 0.11 | 24.64 | - | - | - | - | - | - | - | - | - | - | - | - |
| Kapsons Industries Private Limited | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Alef Mobitech Soluations Private Limited | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Linux Laboratories Pvt Ltd | **0.15** | **50.00** | 0.21 | 50.00 | - | - | - | - | - | - | - | - | - | - | - | - |
| Cnergyis Infotech India Pvt Ltd | **0.06** | **20.91** | 0.09 | 20.91 | - | - | - | - | - | - | - | - | - | - | - | - |
| Atulaya Healthcare Private Limited | **0.17** | **54.99** | 0.23 | 54.99 | - | - | - | - | - | - | - | - | - | - | - | - |
| Deeptek Inc. | **0.20** | **64.86** | 0.21 | 49.86 | - | - | - | - | - | - | - | - | - | - | - | - |
| Anderson Diagnostic Private Limited | **0.12** | **40.00** | 0.17 | 40.00 | - | - | - | - | - | - | - | - | - | - | - | - |
| Auxilo Finserve Pvt Ltd | **0.65** | **215.00** | 0.92 | 215.00 | - | - | - | - | - | - | - | - | - | - | - | - |
| Finagg Technologies Pvt.Ltd | **0.06** | **20.00** | 0.09 | 20.00 | - | - | - | - | - | - | - | - | - | - | - | - |
| Apex Kidney Care Private Limited | **0.15** | **50.00** | 0.21 | 50.00 | - | - | - | - | - | - | - | - | - | - | - | - |
| Noble Medichem Private Limited | **0.10** | **34.00** | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Harsoria Healthcare Private Limited | **0.19** | **64.71** | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Orbicular Pharmaceutical Technologies Private Limited | **0.45** | **150.00** | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Cellcure Cancer Centre Private Limited | **0.23** | **75.00** | 0.32 | 75.00 | - | - | - | - | - | - | - | - | - | - | - | - |
| Eliminations | **(18.15)** | **(6,015.57)** | (21.98) | (5,143.24) | **(18.93)** | **(694.52)** | (19.73) | (621.79) | **2.30** | **(3.56)** | (6.45) | (61.10) | **(19.87)** | **(698.08)** | (16.63) | (682.89) |
| **Total** | **100.00** | **33,191.81** | **100.00** | **23,417.13** | **100.00** | **3,664.66** | **100.00** | **3,150.21** | **100.00** | **(154.79)** | **100.00** | **948.10** | **100.00** | **3,509.87** | **100.00** | **4,098.31** |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**Note 35: 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 :**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Opening Balance** | **3,320.42** | 3,263.07 |
| Provision created during the year (net) | **1,151.18** | 57.35 |
| **Closing Balance** | **4,471.60** | **3,320.42** |

**(ii) Movement in provisions for indirect taxes, consumer disputes during the year is as under :**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Opening Balance** | **6.86** | 4.41 |
| Provision created during the year (net) | **121.35** | 2.45 |
| **Closing Balance** | **128.21** | **6.86** |

**(iii) Movement in employee benefit provisions during the year is as under:**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Opening Balance** | **40.29** | 30.93 |
| Provision created during the year (net) | **55.27** | 9.36 |
| **Closing Balance** | **95.56** | **40.29** |

**(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 :**

(₹. in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Income Tax (Pending before Appellate authorities)[1 & 4] | **243.31** | 220.97 |
| VAT & GST (Pending before Appellate authorities)[2 & 4] | **154.40** | 16.68 |
| Customs (Pending before Appellate authorities)[3 & 4] | **6.14** | - |
| Suits filed against the Group | **28.82** | 5.25 |
| Letter of credit | **145.47** | 221.47 |
| Letter of Comfort | **61.05** | 190.06 |
| Bank Guarantees | **1.30** | 2.07 |
| Corporate Guarantee[5] | **38.81** | 81.00 |
| **Total** | **679.30** | **737.50** |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

1. As at March 31, 2025, claims against the Group not acknowledged as debts in respect of income tax matters amounted to ₹ 243.31 crore. These claims against the Company 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 Company's financial position. Hence, the Company has not recognized these uncertain tax positions in its books.

2 As of March 31, 2025, claims against the Group not acknowledged as debts in respect of indirect tax (VAT and GST) matters amounting to ₹ 154.40 crore (Previous year: ₹ 16.68 crore). These claims against the Company 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 Company 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 ₹ 1,200 crore (As at March 31, 2024 : ₹ 1,200 crore) against which the amount liable by Tata Capital Housing Finance Limited is ₹ 38.81 crore as at March 31, 2025 (As at March 31, 2024 ₹ 81 crore). Pursuant to the terms of the Guarantee, the Company's liability on invocation is capped at the outstanding amount.

**v) Commitments :**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Undrawn Commitment given to Borrowers | **20,717.40** | 16,657.80 |
| Leases entered but not executed | **2,655.28** | 1,259.50 |
| Estimated amount of contracts remaining to be executed on capital account and not provided for (net off advances given) | **47.48** | 33.77 |

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## Note 36: 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 year of contribution. The Group has recognised ₹ 2.61 crore (Period ended 31 March 2024 ₹ 1.70 crore) 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' 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.

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 year in which it is determined. The Group has recognised ₹ 96.75 crore (Year ended 31 March 2024 ₹ 58.37 crore) for Provident Fund contributions and ₹ Nil (Year ended 31 March 2024 ₹ Nil) for interest shortfalls in the Statement of Profit and Loss.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**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:

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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

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.

**Movement in net defined benefit (asset) liability**

**a) Reconciliation of balances of Defined Benefit Obligations**

(₹ in crore)

| 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 period/year | **131.59** | **-** | 106.11 | - |
| Transfer due to business combination | **61.35** | **-** | - | - |
| Current service cost | **24.96** | **-** | 15.08 | - |
| Interest cost | **12.83** | **-** | 7.24 | - |
| Benefits paid form plan assets | **(7.66)** | **-** | - | - |
| Amalgamations / Acquisitions | **-** | **-** | - | - |
| a. Due to change in experience adjustments | **21.18** | **-** | 1.77 | - |
| b. Due to change in financial assumptions | **13.64** | **-** | 9.63 | - |
| c. Due to demographic assumptions | **(2.69)** | **-** | - | - |
| Benefits paid directly by the Group | **(6.41)** | **-** | (8.24) | - |
| **Defined Obligations at the end of the year** | **248.79** | **-** | **131.59** | - |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### b) Reconciliation of balances of Fair Value of Plan Assets

(₹ in crore)

| 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 period/year | **130.12** | **-** | 107.72 | - |
| Transfer due to business combination | **45.78** | **-** | - | - |
| Expected return on plan assets | **(1.55)** | **-** | 8.68 | - |
| Amalgamations / Acquisitions | **-** | **-** | - | - |
| Employer contributions | **40.08** | **-** | 5.86 | - |
| Benefits paid from plan assets | **(7.66)** | **-** | - | - |
| Interest Income on Plan Assets | **13.26** | **-** | 7.86 | - |
| **Fair Value of Plan Assets at the end of the year** | **220.03** | **-** | **130.12** | **-** |

### c) Funded status

(₹ in crore)

| 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 | **(28.76)** | **-** | (1.47) | - |
| **Total** | **(28.76)** | **-** | **(1.47)** | **-** |

### d) Categories of plan assets

(₹ in crore)

| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|
| | Total Funded | Total Unfunded | Total Funded | Total Unfunded |
| Corporate bonds | **0.30** | **-** | 0.28 | - |
| Government securities | **0.30** | **-** | 0.28 | - |
| Insurer managed funds - ULIP Product | **163.64** | **-** | 128.79 | - |
| Others | **54.49** | **-** | - | - |
| Cash | **1.30** | **-** | 0.77 | - |
| **Total** | **220.03** | **-** | **130.12** | **-** |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### e) Amount recognised in Balance sheet

(₹ in crore)

| 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) | **248.79** | **-** | 131.59 | - |
| Fair value of plan assets | **220.03** | **-** | 130.12 | - |
| **Net asset / (liability) recognised in the Balance Sheet** | **(28.76)** | **-** | **(1.47)** | - |

### f) Amount recognised in Statement of Profit and Loss

(₹ in crore)

| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|
| | Total Funded | Total Unfunded | Total Funded | Total Unfunded |
| Current Service Cost | **24.96** | **-** | 15.08 | - |
| Interest Cost (net) | **(0.43)** | **-** | (0.62) | - |
| **Total** | **24.53** | **-** | **14.46** | **-** |

### g) Amount recognised in OCI

(₹ in crore)

| 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 | **21.18** | **-** | 1.77 | - |
| b. Due to change in experience adjustments | **13.64** | **-** | 9.63 | - |
| c. Due to demographic assumptions | **(2.69)** | **-** | - | - |
| d. (Return) on plan assets (excl. interest income) | **1.55** | **-** | (8.68) | - |
| e. Change in Asset Ceiling | **-** | **-** | - | - |
| **Sub-total** | **33.68** | **-** | **2.72** | - |
| Less: Attributable to non-controlling interest | **-** | **-** | - | - |
| **Total** | **33.68** | **-** | **2.72** | **-** |
| **Total defined benefit cost recognized in P&L and OCI (f+g)** | **58.21** | **-** | **17.18** | **-** |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### h) Expected cash flows for the following year

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Expected total benefit payments | **455.04** | 207.84 |
| Year 1 | **32.44** | 14.11 |
| Year 2 | **38.52** | 13.77 |
| Year 3 | **35.07** | 19.39 |
| Year 4 | **41.95** | 15.80 |
| Year 5 | **47.06** | 18.99 |
| Next 5 years | 260.01 | 125.77 |

### i) Major Actuarial Assumptions

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Discount Rate (%) | 6.50% | 6.90% |
| Salary Escalation/ Inflation (%) | Non CRE & J Grade: 12.00% for 3 years, 9.00% p.a. thereafter<br>CRE & CSE Grade : 2.00% | Non CRE: 9.00%, CRE & J Grade: 6.50% |
| Expected Return on Plan assets (%) | 6.50% | 6.90% |
| Mortality Table | 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% |
| Retirement Age | 60 years | 60 years |
| Weighted Average Duration | 6 years | 6 years |
| Estimate of amount of contribution in the immediate next year (₹ in crore) | 32.44 | 14.11 |

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.

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | | For the year ended March 31, 2024 | |
|---|---|---|---|---|
| | Increase | Decrease | Increase | Decrease |
| Discount rate (1% movement) | **(12.77)** | **14.14** | (8.43) | 9.51 |
| Future salary growth (1% movement) | **13.56** | **(12.50)** | 9.25 | (8.36) |
| Others (Withdrawal rate 5% movement) | **(15.66)** | **21.75** | (8.53) | 12.66 |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### k) Provision for leave encashment

(₹ in crore)

| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|
| | Non current | Current | Non current | Current |
| Liability for compensated absences | **46.93** | **11.02** | 24.51 | 7.98 |

### l) Experience adjustments

(₹ in crore)

| Particulars | Defined benefit obligation | Plan assets | Surplus/ (deficit) | Experience adjustments on plan liabilities | Experience adjustments on plan assets |
|---|---|---|---|---|---|
| **Funded** | | | | | |
| **2024-25** | **248.80** | **220.02** | **(28.78)** | **(13.64)** | **(1.55)** |
| 2023-24 | 131.59 | 130.12 | (1.47) | (9.63) | 8.68 |

### m) Provision for long service award scheme

(₹ in crore)

| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|
| | Non current | Current | Non current | Current |
| Liability for long term service awards | **3.09** | **0.48** | 1.58 | 0.29 |

Note: The actuarial valuation As at March 31, 2025 has been carried out on the basis of the membership data provided as at February 28, 2025.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### Note 37: 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**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Opening balance | **311.59** | 193.93 |
| Additions on business combination | **81.82** | - |
| Additions during the year | **114.30** | 192.24 |
| Deletion during the year | **(4.59)** | (6.53) |
| Foreign currency translation | **0.04** | - |
| Depreciation charge for the year | **(93.15)** | (68.05) |
| **Closing balance** | **410.01** | **311.59** |

**(II) Movement of lease liabilities**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Opening balance | **326.53** | 205.38 |
| Additions on business combination | **81.82** | - |
| Additions during the year | **97.95** | 185.18 |
| Deletion during the year | **(4.68)** | (7.77) |
| Finance cost | **31.91** | 21.36 |
| Foreign currency translation | **(0.04)** | - |
| Payment of lease liabilities | **(97.27)** | (77.62) |
| **Closing balance** | **436.22** | **326.53** |

**(III) Future minimum lease payments were payable as follows:**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Less than one month | **7.33** | 6.83 |
| Between one and three months | **15.94** | 12.90 |
| Between three months and one year | **70.93** | 52.53 |
| Between one and five years | **315.77** | 232.52 |
| More than five years | **120.92** | 110.86 |
| **Total undiscounted lease liabilities** | **530.89** | **415.64** |

### (IV) Amounts recognized in the Statement of Profit and Loss

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Interest on lease liabilities | **(31.91)** | (21.36) |
| Depreciation of ROU lease asset | **(93.15)** | (68.05) |
| Gain/(loss) on termination of leases | **0.09** | 1.27 |

### (V) Amounts recognised In statement of cash flows

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Total cash outflow for leases | **97.27** | 77.62 |

Note:

1. The Group has considered entire lease term for the purpose of determination of Right of use assets and Lease liabilities.

## 38: Earnings per Share (EPS):

| Particulars | | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|---|
| Profit for the year attributable to Owners of the company | ₹ in crore | **3,664.66** | 3,150.21 |
| 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 |
| Face value of equity shares | ₹ | **10.00** | 10 .00 |
| **Basic EPS / Diluted EPS** | ₹ | **9.32** | 8.57 |

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**Note 39: Operating segments - Basis for segmentation**

See accounting policy in 2(xviii)

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.

**Note 39: 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.

(₹ in crore)

| Particulars | For the Year Ended March 31, 2025 | For the Year Ended March 31, 2024 |
|---|---|---|
| **Segment Revenue** | | |
| a) Financing Activity | **27,392.70** | 17,378.10 |
| b) Investment Activity | **1,513.53** | 1,228.17 |
| c) Others | **434.24** | 337.04 |
| **Total** | **29,340.47** | **18,943.31** |
| Less : Inter Segment Revenue | **981.71** | 747.72 |
| Add : Interest on Income Tax Refund | **11.11** | 2.79 |
| **Total Income** | **28,369.87** | **18,198.38** |
| **Segment Results** | | |
| a) Financing Activity | **4,751.04** | 4,160.63 |
| b) Investment Activity | **117.59** | 221.75 |
| c) Others | **52.51** | 21.22 |
| **Total** | **4,921.14** | **4,403.60** |
| Add: Share of profit of associates | **(2.58)** | (11.57) |
| **Profit before taxation** | **4,918.56** | **4,392.03** |
| Less : Provision for taxation | **1,263.54** | 1,065.07 |
| **Profit after taxation** | **3,655.02** | **3,326.96** |

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Segment Assets** | | |
| a) Financing Activity | **2,41,547.23** | 1,69,864.81 |
| b) Investment Activity | **3,257.12** | 5,063.58 |
| c) Others | **1,558.98** | 873.93 |
| d) Unallocated | **2,101.68** | 891.66 |
| **Total** | **2,48,465.01** | **1,76,693.98** |
| **Segment Liabilities** | | |
| a) Financing Activity | **2,11,823.54** | 1,50,583.10 |
| b) Investment Activity | **178.41** | 246.89 |
| c) Others | **1,369.75** | 683.46 |
| d) Unallocated | **722.67** | 598.42 |
| **Total** | **2,14,094.37** | **1,52,111.87** |

(₹ in crore)

| Particulars | For the Year Ended March 31, 2025 | For the Year Ended March 31, 2024 |
|---|---|---|
| **Capital Expenditure (Including Capital Work-In-Progress)** | | |
| a) Financing Activity | **233.37** | 257.92 |
| b) Investment Activity | **0.51** | 1.04 |
| c) Others | **788.36** | 438.97 |
| **Total** | **1,022.24** | **697.93** |
| **Depreciation and Amortisation** | | |
| a) Financing Activity | **207.09** | 149.80 |
| b) Investment Activity | **1.29** | 1.16 |
| c) Others | **181.64** | 136.54 |
| **Total** | **390.02** | **287.50** |

**Geographical information:**

(₹ in crore)

| Particulars | Revenue by location of customers | |
|---|---|---|
| | For the Year Ended March 31, 2025 | For the Year Ended March 31, 2024 |
| a) India | **27,976.24** | 18,062.32 |
| b) Singapore | **393.63** | 136.06 |
| **Total** | **28,369.87** | **18,198.38** |

(₹ in crore)

| Particulars | Total assets by location of customers | |
|---|---|---|
| | As March 31, 2025 | As March 31, 2024 |
| a) India | **2,47,728.54** | 1,76,014.54 |
| b) Singapore | **736.47** | 679.44 |
| **Total** | **2,48,465.01** | **1,76,693.98** |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**Note 40: Disclosure pursuant to Ind AS 112 "Disclosure of Interest in other entities": Material Associates**

**i. Summarised Statement of Profit and Loss of Material Associates**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Revenue | - | - |
| Profit/(loss) for the year | - | - |
| Other comprehensive income for the year | - | - |
| Total comprehensive income | - | - |
| Dividend received from associate | - | - |

**ii. Financial Information in respect of individually non-material associate**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Aggregate carrying amount of investment in individually non- material associate | **1,148.60** | 830.78 |
| Aggregate amounts of the Group's share of: | | |
| Profit/(loss) for the year | **(2.58)** | (11.57) |
| Other comprehensive income for the year | **(0.08)** | (0.18) |
| Total comprehensive income for the year | **(2.66)** | (11.75) |

**iii. Share in profit /(loss) of associates (net)**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Non-material associate | **(2.58)** | (11.57) |
| Material associate | - | - |
| **Total** | **(2.58)** | **(11.57)** |

**iv. Share in other comprehensive income of associates (net)**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Non-material associate | **(0.08)** | (0.18) |
| Material associate | - | - |
| **Total** | **(0.08)** | **(0.18)** |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**Note 41: Revenue from contracts with customers**

**a. Below table provides disaggregation of the Group's revenue from contracts with customers**

(₹ in crore)

| Particulars | | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|---|
| i | Type of revenue | | |
| | - Fee and commission income | **1,779.75** | 1,045.88 |
| | Total | **1,779.75** | 1,045.88 |
| ii. | Primary geographical market: | | |
| | - Outside India | **367.05** | 112.22 |
| | - India | **1,412.70** | 933.66 |
| | Total revenue from contracts with customer | **1,779.75** | 1,045.88 |
| iii. | Timing of revenue recognition | | |
| | - at a point in time upon rendering services | **1,732.23** | 1,030.82 |
| | - over period of time upon rendering services | **47.52** | 15.06 |
| | Total | **1,779.75** | 1,045.88 |
| iv. | Trade receivables towards contracts with customers | | |
| | - Opening Balance | **110.61** | 70.96 |
| | - Closing Balance | **100.97** | 110.61 |
| v. | Impairment on trade receivables towards contracts with customers | **1.62** | 24.57 |

Income accrued but not due of ₹ 23.60 crore as at March 31, 2025 (as at March 31, 2024 : ₹ 52.18 crore) has been considered as Contract assets, which are billable on completion of milestones specified in the contracts.

As on March 31, 2025 and March 31, 2024, the Group doesn't have any unsatisfied/partially satisfied performance obligation.

**b. Reconciliation between revenue as per IndAS 108 Segment Reporting and revenue as per IndAS 115 Revenue from contract with customers**

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Revenue reported as per IndAS 108 Segment Reporting | **28,369.87** | 18,198.38 |
| Less: | | |
| (a) Revenue reported as per IndAS 109-Financial Instruments | **(25,758.18)** | (16,343.35) |
| (b) Revenue reported as per IndAS 116-Leases | **(272.31)** | (204.19) |
| (c) Revenue reported as per IndAS 28 & IndAS 109-Investments in Associates and Joint Ventures | **(540.07)** | (586.64) |
| (d) Revenue reported as per IndAS 16-Property, Plant and Equipment | **(8.46)** | (15.54) |
| (e) Revenue reported as per IndAS 12-Income Taxes | **(11.10)** | (2.78) |
| **Revenue reported as per IndAS 115 Revenue from contract with customers** | **1,779.75** | **1,045.88** |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**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:**

**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)<br>Tata Cleantech Capital Limited (merged with Tata Capital Limited w.e.f. 01.01.2024)<br>Tata Capital Housing Finance Limited<br>Tata Securities Limited<br>Tata Capital Growth Fund I<br>Tata Capital Growth Fund II<br>Tata Capital Healthcare Fund I<br>Tata Capital Healthcare Fund II<br>Tata Capital Innovations Fund<br>Tata Capital Special Situation Fund<br>Tata Capital Pte. Limited<br>Tata Capital Advisors Pte. Limited<br>Tata Capital General Partners LLP<br>Tata Capital Growth II General Partners LLP<br>Tata Capital Healthcare General Partners LLP<br>TATA Capital Healthcare II General Partners LLP<br>Tata Opportunities General Partners LLP<br>Tata Capital Plc (liquidated w.e.f. 31.12.2024) |
| **c) Associates** |
| FinAGG Technologies Private Limited (w.e.f. 16.01.2024)<br>Fincare Business Services Limited (ceased to be an associate w.e.f. 24.03.2025)<br>Fincare Small Finance Bank Limited (ceased to be an associate w.e.f. 01.04.2024)<br>Tema India Limited (Ceased w.e.f. 02.06.2023)<br>TVS Supply Chain Solutions Limited (ceased to be an associate w.e.f. 28.07.2023)<br>Tata Projects Limited (ceased to be an associate (w.e.f. 27.10.2023)<br>Tata Play Limited (ceased to be an associate w.e.f. 21.12.2023)<br>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<br>Sea6 Energy Private Limited<br>Kapsons Industries Private Limited<br>Indusface Private Limited<br>Linux Laboratories Private Limited<br>Atulaya Healthcare Private Limited<br>Cnergyis Infotech India Private Limited<br>Deeptek Inc, a Delaware Corporation<br>Anderson Diagnostic Services Private Limited<br>Cellcure Cancer Centre Private Limited<br>Noble Medichem Private Limited (w.e.f.18.04.2024)<br>Apex Kidney Care Private Limited (w.e.f. 25.10.2023)<br>Sakar Healthcare Limited (w.e.f. 29.08.2023)<br>Auxilo Finserve Private Limited (w.e.f. 19.07.2023)<br>Orbicular Pharmaceutical Technologies Private Limited (w.e.f. 31.05.2024)<br>Harsoria Healthcare Private Limited (w.e.f. 31.12.2024)<br>Lokmanya Hospitals Private Limited (ceased to be an associate w.e.f. 05.07.2024)<br>Alef Mobitech Solutions Private Limited (ceased to be an associate w.e.f. 01.07.2024)<br>Vortex Engineering Private Limited (ceased to be an associate w.e.f. 04.06.2024) |

| Name of related party | |
|---|---|
| **e)** | **Post Employment Benefit Plan** |
| | TCL Employee Welfare Trust<br>Tata Capital Limited Gratuity Scheme<br>Tata Capital Limited Employees Provident Fund<br>Tata Capital Limited Superannuation Scheme<br>Tata Securities Limited Employees Gratuity Scheme |
| **f)** | **Key Management Personnel** |
| | Mr. Rajiv Sabharwal - Managing Director & CEO<br>Mr. Saurabh Agrawal - Non-Executive Director<br>Ms. Aarthi Subramanian - Non-Executive Director<br>Mr. Ramanathan Viswanathan - Independent Director (appointed w.e.f. 27.03.2025)<br>Dr. Punita Kumar Sinha - Independent Director (appointed w.e.f. 20.01.2025)<br>Mr. Nagaraj Ijari - Independent Director (appointed w.e.f. 01.04.2024)<br>Mr. F. N. Subedar - Non-Executive Director (resigned w.e.f. 11.03.2025)<br>Mr. Sujit Kumar Varma - Independent Director (appointed w.e.f. 01.01.2024)<br>Ms. Varsha Purandare - Independent Director (resigned w.e.f. 01.04.2025)<br>Mr. V S Radhakrishnan - Independent Director (resigned w.e.f. 30.12.2024)<br>Mr. Mathew Cyriac - Independent Director (resigned w.e.f. 07.05.2024)<br>Ms. Malvika Sinha - Independent Director (resigned w.e.f. 01.04.2024)<br>Mr. Rakesh Bhatia - Chief Financial Officer<br>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<br>Air India Limited<br>Air India SATS Airport Services Private Limited<br>AISATS Noida Cargo Terminal Private Limited<br>AIX Connect Private Limited (Merged with Air India Express Limited w.e.f. 04.10.2024)<br>Automotive Stampings and Assemblies Limited<br>Capital Foods Private Limited (w.e.f. 01.02.2024)<br>CMS IT Services Private Limited (Ceased w.e.f. 07.05.2024)<br>Fiora Hypermarket Limited<br>Ideal Ice Limited (Formerly Known as Ideal Ice & Cold Storage Company Limited)<br>Indian Steel & Wire Products Limited (Merged with Tata Steel Limited w.e.f. 01.09.2024)<br>Infiniti Retail Limited<br>Innovative Retail Concepts Private Limited<br>Jaguar Land Rover Automotive plc<br>Logicserve Digital Private Limited (Ceased w.e.f. 28.11.2023)<br>Maithon Power Limited<br>Nelco Limited<br>Niskalp Infrastructure Services Limited<br>NourishCo Beverages Limited (Merged with Tata Consumer Products Limited w.e.f. 31.08.2024)<br>Novamesh Limited (w.e.f. 21.02.2024)<br>Piem Hotels Limited<br>Procam International Private Limited (Ceased w.e.f. 15.01.2024)<br>Rallis India Limited<br>Roots Corporation Limited<br>SIBMOST - Tata Projects (JV)<br>Silly Point Productions LLP<br>Solutions Infini Technologies(India) Private Limited (w.e.f. 05.10.2023)<br>Stryder Cycle Private Limited<br>Supermarket Grocery Supplies Private Limited |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

| Name of related party |
|---|
| 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 |
| 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 SIA Airlines Limited (Merged with Air India Limited w.e.f. 12.11.2024) |

| Name of related party |
|---|
| 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 |
| 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 |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

| Name of related party |
|---|
| 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 |

**b) Transactions with related parties (with whom transactions were carried out during current and previous year)**

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 1 | **Tata Sons Private Limited** | **Expenses** | | |
| | | Advertising expenses | **0.30** | 0.36 |
| | | Brand Equity & Brand Promotion expenses | **78.91** | 50.45 |
| | | Dividend paid on equity shares | **73.03** | 70.74 |
| | | Professional Fees | **0.04** | 0.12 |
| | | Training expenses | **0.01** | 0.08 |
| | | **Other transactions** | | |
| | | Equity shares issued (including Securities Premium) | **1,432.14** | 1,905.28 |
| | | Proceeds from sale of Equity shares during the period | **2,122.09** | 909.88 |
| | | Recovery of Stamp duty expenses | **0.27** | 0.10 |
| | | **Assets** | | |
| | | Other Receivables | **-** | 0.10 |
| | | **Liabilities** | | |
| | | Equity shares held | **3,528.68** | 3,477.72 |
| | | Other Payables | **78.88** | 50.24 |
| 2 | **FinAGG Technologies Private Limited (w.e.f. 16.01.2024)** | **Expenses** | | |
| | | Commission expenses | **1.50** | 0.11 |
| | | Professional Fees | **-** | 0.03 |
| | | **Other transactions** | | |
| | | Investment in Compulsorily Convertible Preference Shares during the period | **-** | 20.00 |
| | | Investment in Equity Shares during the period | **-** | 0.01 |
| | | **Assets** | | |
| | | Investment in Compulsorily Convertible Preference Shares | **20.00** | 20.00 |
| | | Investment in Equity shares | **0.01** | 0.01 |
| | | Other Receivables | **-** | 0.01 |
| | | **Liabilities** | | |
| | | Other Payables | **0.50** | - |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 3 | **Fincare Business Services Limited (ceased to be an associate w.e.f. 24.03.2025)** | **Income** | | |
| | | Interest Income on Loan | **21.40** | 3.50 |
| | | Syndication Fees | **-** | 0.25 |
| | | **Other transactions** | | |
| | | Loan given during the year | **-** | 465.00 |
| | | Loan repayment received during the year | **465.00** | - |
| | | **Assets** | | |
| | | Investment in Equity shares | **-** | 8.38 |
| | | Loan balance receivables | **-** | 468.50 |
| | | **Commitments** | | |
| | | Off balance sheet exposure | **-** | 35.00 |
| 4 | **Fincare Small Finance Bank Limited (ceased to be an associate w.e.f. 01.04.2024)** | **Income** | | |
| | | Interest Income on Loan | **-** | 8.00 |
| | | Management Fees | **-** | 1.71 |
| | | **Other transactions** | | |
| | | Loan given during the year | **-** | 60.00 |
| | | **Assets** | | |
| | | Loan balance receivables | **-** | 96.45 |
| | | Investment in Equity Shares | **-** | 1.79 |
| 5 | **Tema India Limited (Ceased w.e.f. 02.06.2023)** | **Income** | | |
| | | Interest Income on Loan | **-** | 0.01 |
| | | **Other transactions** | | |
| | | Loan repayment received during the period | **-** | 0.05 |
| 6 | **TVS Supply Chain Solutions Limited (ceased to be an associate w.e.f. 28.07.2023)** | **Income** | | |
| | | Income on Invoice Discounting | **-** | 0.08 |
| | | **Other transactions** | | |
| | | Invoice discounted during the period | **-** | 12.89 |
| | | Invoice discounted repayment received during the period | **-** | 12.28 |
| 7 | **Novalead Pharma Private Limited** | **Assets** | | |
| | | Investment in Equity shares | **22.82** | 22.82 |
| 8 | **Sea6 Energy Private Limited** | **Assets** | | |
| | | Investment in Equity shares | **0.61** | 6.85 |
| 9 | **Kapsons Industries Private Limited** | **Assets** | | |
| | | Investment in Equity shares | **0.01** | 0.01 |
| | | Investment in Compulsorily Convertible Preference Shares | **60.00** | 60.00 |
| 10 | **Indusface Private Limited** | **Expenses** | | |
| | | Information Technology expenses | **0.58** | 0.24 |
| | | * Professional Fees | **0.00** | 0.03 |
| | | **Assets** | | |
| | | Investment in Equity shares | **28.39** | 28.58 |
| | | **Liabilities** | | |
| | | Other Payables | **0.08** | 0.10 |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 11 | **Linux Laboratories Private Limited** | **Assets**<br>Investment in Compulsorily Convertible Preference Shares<br>Investment in Equity shares | **50.00**<br><br>**16.46** | 50.00<br><br>15.49 |
| 12 | **Atulaya Healthcare Private Limited** | **Assets**<br>Investment in Compulsorily Convertible Preference Shares<br>Investment in Equity shares | **54.99**<br><br>**0.01** | 54.99<br><br>0.01 |
| 13 | **Cnergyis Infotech India Private Limited** | **Assets**<br>Investment in Compulsorily Convertible Preference Shares<br>Investment in Equity shares | **20.91**<br><br>**50.53** | 20.91<br><br>48.30 |
| 14 | **Deeptek Inc, a Delaware Corporation** | **Other transactions**<br>Investment in Compulsorily Convertible Preference Shares during the period | **15.00** | - |
| | | **Assets**<br>Investment in Compulsorily Convertible Preference Shares | **64.86** | 49.86 |
| 15 | **Anderson Diagnostic Services Private Limited** | **Assets**<br>Investment in Compulsorily Convertible Preference Shares<br>Investment in Equity shares | **40.00**<br><br>**14.04** | 40.00<br><br>14.69 |
| 16 | **Cellcure Cancer Centre Private Limited** | **Assets**<br>Investment in Compulsorily Convertible Preference Shares | **75.00** | 75.00 |
| 17 | **Noble Medichem Private Limited (w.e.f.18.04.2024)** | **Other transactions**<br>Investment in Compulsorily Convertible Preference Shares during the period<br>Investment in Equity Shares during the period | **34.00**<br><br>**98.00** | -<br><br>- |
| | | **Assets**<br>Investment in Compulsorily Convertible Preference Shares<br>Investment in Equity shares | **34.00**<br><br>**98.75** | -<br><br>- |
| 18 | **Apex Kidney Care Private Limited (w.e.f. 25.10.2023)** | **Other transactions**<br>Investment in Compulsorily Convertible Preference Shares during the period<br>Investment in Equity Shares during the period | **-**<br><br>**-** | 15.50<br><br>50.00 |
| | | **Assets**<br>Investment in Compulsorily Convertible Preference Shares<br>Investment in Equity shares | **50.00**<br><br>**16.23** | 50.00<br><br>15.53 |
| 19 | **Sakar Healthcare Limited (w.e.f. 29.08.2023)** | **Other transactions**<br>Investment in Equity Shares during the period | **48.91** | 60.00 |
| | | **Assets**<br>Investment in Equity shares | **48.91** | 85.07 |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 20 | **Auxilo Finserve Private Limited (w.e.f. 19.07.2023)** | **Income** | | |
| | | Interest Income on Loan | - | 1.49 |
| | | **Other transactions** | | |
| | | Investment in Compulsorily Convertible Preference Shares during the period | - | 215.00 |
| | | * Investment in Equity Shares during the period | - | 0.00 |
| | | Loan given during the period | - | 25.00 |
| | | Loan repayment received during the period | - | 41.88 |
| | | **Assets** | | |
| | | Investment in Compulsorily Convertible Preference Shares | **215.00** | 215.00 |
| | | * Investment in Equity shares | **0.00** | 0.00 |
| 21 | **Orbicular Pharmaceutical Technologies Private Limited (w.e.f. 31.05.2024)** | **Other transactions** | | |
| | | Investment in Compulsorily Convertible Preference Shares during the period | **150.00** | - |
| | | **Assets** | | |
| | | Investment in Compulsorily Convertible Preference Shares | **150.00** | - |
| 22 | **Harsoria Healthcare Private Limited (w.e.f. 31.12.2024)** | **Other transactions** | | |
| | | Investment in Compulsorily Convertible Preference Shares during the period | **64.71** | - |
| | | Investment in Equity Shares during the period | **35.29** | - |
| | | **Assets** | | |
| | | Investment in Compulsorily Convertible Preference Shares | **64.71** | - |
| | | Investment in Equity shares | **35.19** | - |
| 23 | **Lokmanya Hospitals Private Limited (ceased to be an associate w.e.f. 05.07.2024)** | **Income** | | |
| | | Dividend income | **0.96** | - |
| | | **Assets** | | |
| | | Investment in Compulsorily Convertible Preference Shares | - | 24.64 |
| 24 | **Alef Mobitech Solutions Private Limited (ceased to be an associate w.e.f. 01.07.2024)** | **Assets** | | |
| | | Investment in Compulsorily Convertible Preference Shares | - | 17.12 |
| | | Investment in Equity shares | - | 10.93 |
| 25 | **Vortex Engineering Private Limited (ceased to be an associate w.e.f. 04.06.2024)** | **Assets** | | |
| | | Investment in Equity shares | - | 29.00 |
| 26 | **Tata Capital Limited Gratuity Scheme** | **Expenses** | | |
| | | Contribution to Gratuity fund | **13.82** | 4.14 |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 27 | Tata Capital Limited Employees Provident Fund | **Expenses** | | |
| | | Contribution to Provident Fund | **51.92** | 39.23 |
| | | **Other transactions** | | |
| | | Employees Contribution to Provident Fund | **80.52** | 62.99 |
| | | Interest paid on Non Convertible Debentures | **-** | 0.05 |
| | | Paid towards redemption of Non Convertible Debentures | **-** | 0.50 |
| | | **Liabilities** | | |
| | | Other Payables | **9.13** | 7.16 |
| 28 | Tata Capital Limited Superannuation Scheme | **Expenses** | | |
| | | Contribution to Superannuation fund | **1.69** | 1.70 |
| | | **Liabilities** | | |
| | | Other Payables | **0.12** | 0.08 |
| 29 | Tata Securities Limited Employees Gratuity Scheme | **Expenses** | | |
| | | Contribution to Gratuity fund | **0.13** | 0.09 |
| 30 | Agratas Energy Storage Solutions Private Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.04** | - |
| | | Operating Lease rental | **0.60** | 0.03 |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **0.35** | - |
| | | Finance Lease Facility repayment received during the period | **0.07** | - |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.33** | - |
| | | * Other Receivables | **-** | 0.00 |
| | | **Liabilities** | | |
| | | Other Payables | **0.01** | - |
| 31 | Air India Limited | **Income** | | |
| | | Management Fees | **-** | 0.25 |
| | | Operating Lease rental | **19.13** | 0.43 |
| | | **Assets** | | |
| | | Other Receivables | **0.58** | - |
| | | **Liabilities** | | |
| | | Other Payables | **-** | 0.02 |
| 32 | Air India SATS Airport Services Private Limited | **Income** | | |
| | | Operating Lease rental | **5.57** | 2.77 |
| | | **Other transactions** | | |
| | | Purchase of Fixed Assets | **-** | 16.25 |
| | | **Assets** | | |
| | | Other Receivables | **1.53** | 1.53 |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 33 | **AISATS Noida Cargo Terminal Private Limited** | **Income**<br>Interest Income on Loan | **38.88** | - |
| | | **Other transactions**<br>Loan given during the period | **153.10** | - |
| | | **Assets**<br>Loan balance receivables | **466.48** | - |
| | | **Commitments**<br>Off balance sheet exposure | **28.00** | - |
| 34 | **AIX Connect Private Limited (Merged with Air India Express Limited w.e.f. 04.10.2024)** | **Income**<br>Interest Income on Loan | **-** | 22.76 |
| | | **Other transactions**<br>Loan repayment received during the period | **-** | 369.95 |
| 35 | **Automotive Stampings and Assemblies Limited** | **Income**<br>***** Other income | **0.00** | - |
| 36 | **Capital Foods Private Limited (w.e.f. 01.02.2024)** | **Income**<br>Operating Lease rental | **0.11** | - |
| | | **Assets**<br>Other Receivables | **0.05** | - |
| 37 | **CMS IT Services Private Limited (Ceased w.e.f. 07.05.2024)** | **Income**<br>Other income | **-** | 0.03 |
| 38 | **Fiora Hypermarket Limited** | **Expenses**<br>Commission expenses<br>Staff Welfare expenses | **0.02**<br>**-** | 0.02<br>1.68 |
| | | **Other transactions**<br>Payments towards Net Settlement Reward points | **5.12** | 3.32 |
| 39 | **Ideal Ice Limited (Formerly Known as Ideal Ice & Cold Storage Company Limited)** | **Income**<br>Interest Income on Finance Lease | **0.03** | 0.05 |
| | | **Other transactions**<br>Finance Lease Facility repayment received during the period | **0.15** | 0.13 |
| | | **Assets**<br>Finance Lease Facility receivable | **0.17** | 0.32 |
| 40 | **Indian Steel & Wire Products Limited (Merged with Tata Steel Limited w.e.f. 01.09.2024)** | **Income**<br>Interest Income on Finance Lease | **0.05** | 0.13 |
| | | **Other transactions**<br>Finance Lease Facility repayment received during the period | **0.09** | 0.19 |
| | | **Assets**<br>Finance Lease Facility receivable | **-** | 0.22 |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 41 | **Infiniti Retail Limited** | **Income** | | |
| | | Interest Income on Finance Lease | **0.47** | 0.65 |
| | | Interest Income on Loan | **0.28** | - |
| | | **Expenses** | | |
| | | Commission expenses | **0.06** | 0.37 |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **0.11** | 5.47 |
| | | Finance Lease Facility repayment received during the period | **4.42** | 4.57 |
| | | Loan given during the period | **2.45** | - |
| | | Loan repayment received during the period | **0.82** | - |
| | | Payments towards Net Settlement Reward points | **16.61** | 15.30 |
| | | Security deposit received during the period | **0.04** | 0.21 |
| | | Security deposit repaid / adjusted during the period | **-** | 0.04 |
| | | **Assets** | | |
| | | Assigned receivables | **-** | 1.06 |
| | | Finance Lease Facility receivable | **3.26** | 7.45 |
| | | Loan balance receivables | **1.64** | - |
| | | **Liabilities** | | |
| | | Other Payables | **-** | 0.02 |
| | | Security deposit payable | **1.32** | 1.29 |
| 42 | **Innovative Retail Concepts Private Limited** | **Expenses** | | |
| | | Staff Welfare expenses | **0.04** | 0.02 |
| | | **Assets** | | |
| | | Assigned receivables | **-** | 0.07 |
| | | **Liabilities** | | |
| | | ***** Other Payables | **0.00** | - |
| 43 | **Jaguar Land Rover Automotive plc** | **Income** | | |
| | | Interest Income on Debentures | **9.08** | 8.83 |
| | | **Assets** | | |
| | | Investment in Debentures | **141.67** | 137.24 |
| 44 | **Logicserve Digital Private Limited (Ceased w.e.f. 28.11.2023)** | **Expenses** | | |
| | | Professional Fees | **-** | 0.05 |
| 45 | **Maithon Power Limited** | **Income** | | |
| | | Interest Income on Finance Lease | **0.03** | 0.06 |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **-** | 0.10 |
| | | Finance Lease Facility repayment received during the period | **0.14** | 0.34 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.10** | 0.20 |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 46 | **Nelco Limited** | **Income** | | |
| | | Interest Income on Finance Lease | **0.10** | 0.13 |
| | | Operating Lease rental | **0.17** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **-** | 0.34 |
| | | Finance Lease Facility repayment received during the period | **0.31** | 0.23 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.24** | 0.81 |
| | | **Liabilities** | | |
| | | Other Payables | **0.01** | - |
| 47 | **Niskalp Infrastructure Services Limited** | **Other transactions** | | |
| | | Recovery of Insurance expenses | **0.01** | 0.01 |
| 48 | **NourishCo Beverages Limited (Merged with Tata Consumer Products Limited w.e.f. 31.08.2024)** | **Income** | | |
| | | Interest Income on Finance Lease | **0.01** | 0.01 |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **-** | 0.17 |
| | | * Finance Lease Facility repayment received during the period | **0.01** | 0.00 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **-** | 0.17 |
| 49 | **Novamesh Limited (w.e.f. 21.02.2024)** | **Expenses** | | |
| | | Communication expenses | **0.15** | - |
| | | **Liabilities** | | |
| | | Other Payables | **0.01** | - |
| 50 | **Piem Hotels Limited** | **Expenses** | | |
| | | Advertising expenses | **-** | 0.02 |
| | | * Staff Welfare expenses | **0.00** | 0.04 |
| 51 | **Procam International Private Limited (Ceased w.e.f. 15.01.2024)** | **Expenses** | | |
| | | Staff Welfare expenses | **-** | 0.06 |
| 52 | **Rallis India Limited** | **Income** | | |
| | | Operating Lease rental | **0.05** | - |
| | | * Other income | **-** | 0.00 |
| | | **Assets** | | |
| | | ***** Other Receivables | **0.00** | - |
| 53 | **Roots Corporation Limited** | **Expenses** | | |
| | | Staff Welfare expenses | **-** | 0.04 |
| 54 | **SIBMOST - Tata Projects (JV)** | **Other transactions** | | |
| | | Sale of fixed assets | **0.97** | - |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 55 | **Silly Point Productions LLP** | **Expenses**<br>* Advertising expenses | - | 0.00 |
| | | **Assets**<br>* Other Receivables | - | 0.00 |
| 56 | **Solutions Infini Technologies (India) Private Limited (w.e.f. 05.10.2023)** | **Expenses**<br>Communication expenses | **0.01** | - |
| | | **Liabilities**<br>Other Payables | **0.01** | - |
| 57 | **Stryder Cycle Private Limited** | **Income**<br>Interest Income on Finance Lease<br>Operating Lease rental | **0.01**<br>**0.08** | 0.01<br>- |
| | | **Other transactions**<br>Finance Lease Facility provided during the period<br>Finance Lease Facility repayment received during the period | -<br>**0.02** | 0.10<br>0.01 |
| | | **Assets**<br>Finance Lease Facility receivable<br>Other Receivables | **0.08**<br>**0.01** | 0.09<br>- |
| 58 | **Supermarket Grocery Supplies Private Limited** | **Assets**<br>Investment in Equity shares | **100.80** | 103.27 |
| 59 | **TACO Air International Thermal Systems Private Limited** | **Income**<br>Operating Lease rental | **0.31** | 0.30 |
| | | **Assets**<br>Other Receivables | **0.09** | 0.16 |
| | | **Liabilities**<br>Security deposit payable | **0.18** | 0.18 |
| 60 | **TACO Prestolite Electric Private Limited (w.e.f. 01.01.2024)** | **Income**<br>* Other income | **0.00** | - |
| 61 | **TACO Punch Powertrain Private Limited** | **Income**<br>Operating Lease rental | **0.04** | - |
| | | **Assets**<br>Other Receivables | **0.01** | - |
| 62 | **Taj Air Limited** | **Assets**<br>Investment in Equity shares | **1.00** | - |
| 63 | **Taj SATS Air Catering Limited (w.e.f. 01.08.2024)** | **Income**<br>Operating Lease rental | **0.18** | - |
| | | **Assets**<br>Other Receivables | **0.17** | - |
| 64 | **Tata 1mg Healthcare Solutions Private Limited** | **Expenses**<br>Staff Welfare expenses | **0.06** | - |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 65 | **Tata 1mg Technologies Private Limited** | **Income** | | |
| | | Interest Income on Loan | **0.05** | - |
| | | Management Fees | **0.20** | - |
| | | **Expenses** | | |
| | | Staff Welfare expenses | **0.19** | 0.19 |
| | | **Other transactions** | | |
| | | Loan given during the period | **200.00** | - |
| | | Loan repayment received during the period | **200.00** | - |
| 66 | **Tata Advanced Systems Limited** | **Income** | | |
| | | Interest Income on Finance Lease | **0.90** | 1.01 |
| | | Operating Lease rental | **0.77** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **0.13** | 4.84 |
| | | Finance Lease Facility repayment received during the period | **2.87** | 2.28 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **4.77** | 7.86 |
| | | Other Receivables | **0.14** | - |
| | | **Liabilities** | | |
| | | Security deposit payable | **0.01** | 0.01 |
| 67 | **Tata AIA Life Insurance Company Limited** | **Income** | | |
| | | Advertisement Income | **23.54** | 66.71 |
| | | Commission income | **162.28** | 31.36 |
| | | Interest Income on Finance Lease | **1.13** | 1.03 |
| | | Operating Lease rental | **0.57** | 0.02 |
| | | Rental Income | **1.60** | - |
| | | **Expenses** | | |
| | | Insurance expenses | **4.88** | 5.45 |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **3.04** | 3.59 |
| | | Finance Lease Facility repayment received during the period | **2.50** | 1.34 |
| | | Interest paid on Non Convertible Debentures | **25.03** | 45.67 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **7.54** | 7.26 |
| | | Other Receivables | **12.12** | 18.89 |
| | | Security deposit receivable | **0.25** | - |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **335.00** | 515.00 |
| | | Security deposit payable | **1.75** | - |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 68 | **Tata AIG General Insurance Company Limited** | **Income** | | |
| | | Advertisement Income | - | 30.24 |
| | | Commission income | **117.64** | 25.77 |
| | | **Expenses** | | |
| | | Insurance expenses | **63.91** | 2.21 |
| | | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **4.82** | 10.15 |
| | | Paid towards redemption of Non Convertible Debentures | **74.46** | - |
| | | Security deposit given during the period | **0.20** | - |
| | | **Assets** | | |
| | | Other Receivables | **24.07** | 14.58 |
| | | Security deposit receivable | **2.54** | - |
| | | **Liabilities** | | |
| | | Other Payables | **1.18** | - |
| | | Payable towards Non Convertible Debentures | **50.00** | 124.46 |
| 69 | **Tata Asset Management Private Limited** | **Income** | | |
| | | * Commission income | - | 0.00 |
| | | Portfolio Management Services | **1.28** | 1.07 |
| | | **Expenses** | | |
| | | Professional Fees | **0.35** | - |
| | | **Assets** | | |
| | | Other Receivables | **0.04** | 0.02 |
| 70 | **Tata AutoComp Gotion Green Energy Solutions Private Limited (w.e.f. 01.01.2024)** | **Income** | | |
| | | * Other income | **0.00** | - |
| 71 | **Tata AutoComp GY Batteries Private Limited** | **Income** | | |
| | | Income on Invoice Discounting | **3.21** | - |
| | | * Other income | **0.00** | - |
| 72 | **Tata Autocomp Hendrickson Suspensions Private Limited** | **Income** | | |
| | | Operating Lease rental | **0.02** | - |
| | | * Other income | **0.00** | - |
| | | **Liabilities** | | |
| | | Other Payables | **0.01** | - |
| 73 | **Tata Autocomp Katcon Exhaust Systems Private Limited** | **Income** | | |
| | | * Other income | **0.00** | - |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 74 | **Tata Autocomp Systems Limited** | **Income** | | |
| | | Dividend income | **11.35** | 17.69 |
| | | Interest Income on Finance Lease | **0.01** | - |
| | | Operating Lease rental | **6.94** | 7.06 |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **0.14** | - |
| | | Finance Lease Facility repayment received during the period | **0.03** | - |
| | | **Assets** | | |
| | | Assigned receivables | **-** | 1.83 |
| | | Finance Lease Facility receivable | **0.11** | - |
| | | Investment in Equity shares | **-** | 2,054.87 |
| | | Other Receivables | **2.69** | 4.54 |
| 75 | **Tata Boeing Aerospace Limited** | **Income** | | |
| | | Interest Income on Finance Lease | **0.02** | 0.02 |
| | | Operating Lease rental | **0.04** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **-** | 0.10 |
| | | Finance Lease Facility repayment received during the period | **0.10** | 0.04 |
| | | Security deposit repaid / adjusted during the period | **0.02** | - |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.05** | 0.17 |
| | | Other Receivables | **0.01** | - |
| | | **Liabilities** | | |
| | | Security deposit payable | **-** | 0.02 |
| 76 | **Tata Business Hub Limited** | **Income** | | |
| | | Interest Income on Finance Lease | **0.11** | 0.24 |
| | | Interest income through Factoring | **0.15** | - |
| | | **Expenses** | | |
| | | Commission expenses | **0.01** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **-** | 0.02 |
| | | Finance Lease Facility repayment received during the period | **1.37** | 0.74 |
| | | Receivables Factored during the period | **8.66** | - |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.47** | 1.82 |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 77 | Tata Chemicals Limited | **Income** | | |
| | | Dividend income | **0.02** | - |
| | | **Expenses** | | |
| | | Dividend paid on equity shares | **0.07** | 0.07 |
| | | **Assets** | | |
| | | Investment in Equity shares | **0.87** | - |
| | | **Liabilities** | | |
| | | Equity shares held | **3.23** | 3.23 |
| 78 | Tata ClassEdge Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.27** | 0.86 |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **-** | 0.14 |
| | | Finance Lease Facility repayment received during the period | **3.45** | 5.06 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.68** | 3.79 |
| 79 | Tata Communications Limited | **Expenses** | | |
| | | Communication expenses | **1.95** | - |
| | | Information Technology expenses | **7.84** | 7.21 |
| | | **Other transactions** | | |
| | | Finance Lease Facility repayment received during the period | **-** | 0.01 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **-** | 0.03 |
| | | **Liabilities** | | |
| | | Other Payables | **3.89** | 3.49 |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 80 | **Tata Consultancy Services Limited** | **Income** | | |
| | | Interest Income on Finance Lease | **0.62** | 0.67 |
| | | Operating Lease rental | **1.67** | 3.13 |
| | | **Expenses** | | |
| | | Information Technology expenses | **214.01** | 126.15 |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **-** | 1.72 |
| | | Finance Lease Facility repayment received during the period | **2.12** | 2.23 |
| | | Interest paid on Non Convertible Debentures | **7.95** | - |
| | | Issuance of Non Convertible Debentures | **505.30** | - |
| | | Purchase of Fixed Assets | **12.77** | 3.66 |
| | | * Sale of fixed assets | **0.00** | - |
| | | Security deposit received during the period | **0.77** | - |
| | | Security deposit repaid / adjusted during the period | **-** | 0.47 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **2.59** | 4.18 |
| | | **Liabilities** | | |
| | | Other Payables | **43.43** | 24.25 |
| | | Payable towards Non Convertible Debentures | **500.00** | - |
| | | Security deposit payable | **2.58** | 1.81 |
| 81 | **Tata Consulting Engineers Limited** | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **5.40** | 3.28 |
| | | Paid towards redemption of Non Convertible Debentures | **40.00** | 25.00 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **5.00** | 45.00 |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 82 | **Tata Consumer Products Limited** | **Income** | | |
| | | Dividend income | **0.01** | - |
| | | Interest Income on Finance Lease | **0.77** | 0.56 |
| | | Operating Lease rental | **1.21** | 0.64 |
| | | * Other income | **0.00** | - |
| | | **Expenses** | | |
| | | Dividend paid on equity shares | **0.01** | 0.01 |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **0.86** | 3.66 |
| | | Finance Lease Facility repayment received during the period | **1.09** | 0.59 |
| | | Sale of fixed assets | **0.04** | - |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **5.61** | 5.37 |
| | | Investment in Equity shares | **1.15** | - |
| | | Other Receivables | **-** | 0.41 |
| | | **Liabilities** | | |
| | | Equity shares held | **0.61** | 0.61 |
| | | Other Payables | **0.21** | - |
| 83 | **Tata Consumer Soulfull Private Limited (Merged with Tata Consumer Products Limited w.e.f. 31.08.2024)** | **Income** | | |
| | | Operating Lease rental | **0.04** | - |
| 84 | **Tata Digital Private Limited** | **Income** | | |
| | | Operating Lease rental | **0.46** | - |
| | | * Other income | **-** | 0.00 |
| | | **Expenses** | | |
| | | Commission expenses | **4.97** | 7.18 |
| | | **Assets** | | |
| | | * Other Receivables | **0.00** | - |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 85 | **Tata Electronics Private Limited** | **Income** | | |
| | | Interest Income on Finance Lease | **3.06** | 3.50 |
| | | Interest Income on Loan | **2.39** | 4.13 |
| | | Operating Lease rental | **1.79** | 0.03 |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **4.12** | 12.37 |
| | | Finance Lease Facility repayment received during the period | **9.92** | 10.36 |
| | | Loan given during the period | **13.60** | 127.50 |
| | | Loan repayment received during the period | **3.64** | 115.36 |
| | | Security deposit repaid / adjusted during the period | **-** | 0.15 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **25.04** | 30.12 |
| | | Loan balance receivables | **22.50** | 12.36 |
| | | Other Receivables | **0.31** | 0.02 |
| 86 | **Tata Electronics Systems Solutions Private Limited (w.e.f. 18.03.2024)** | **Income** | | |
| | | * Other income | **0.00** | - |
| 87 | **Tata Elxsi Limited** | **Income** | | |
| | | Interest Income on Finance Lease | **0.40** | 0.33 |
| | | Operating Lease rental | **0.44** | - |
| | | **Expenses** | | |
| | | Advertising expenses | **-** | 0.17 |
| | | Printing and Stationery | **-** | 0.16 |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **-** | 1.90 |
| | | Finance Lease Facility repayment received during the period | **1.02** | 0.86 |
| | | Purchase of Fixed Assets | **-** | 1.37 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **2.12** | 3.45 |
| | | Other Receivables | **0.11** | - |
| | | **Liabilities** | | |
| | | * Other Payables | **-** | 0.00 |
| | | **Commitments** | | |
| | | Off balance sheet exposure | **-** | 0.12 |
| 88 | **Tata Ficosa Automotive Systems Private Limited** | **Income** | | |
| | | Operating Lease rental | **0.02** | - |
| | | * Other income | **0.00** | - |
| | | **Assets** | | |
| | | Other Receivables | **0.01** | - |
| 89 | **Tata Industries Limited** | **Assets** | | |
| | | Investment in Equity shares | **29.19** | - |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 90 | Tata International Limited | **Income** | | |
| | | Dividend income | **0.19** | - |
| | | Interest Income on Finance Lease | **0.16** | 0.13 |
| | | Operating Lease rental | **0.03** | - |
| | | **Expenses** | | |
| | | Dividend paid on equity shares | **0.02** | 0.02 |
| | | **Other transactions** | | |
| | | Equity shares issued (including Securities Premium) | **0.33** | 0.22 |
| | | Finance Lease Facility provided during the period | **0.39** | 0.58 |
| | | Finance Lease Facility repayment received during the period | **0.67** | 0.47 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.78** | 1.11 |
| | | Investment in Equity shares | **47.65** | - |
| | | Other Receivables | **0.01** | - |
| | | **Liabilities** | | |
| | | Equity shares held | **0.81** | 0.80 |
| 91 | Tata Investment Corporation Limited | **Expenses** | | |
| | | Dividend paid on equity shares | **1.69** | 1.64 |
| | | **Other transactions** | | |
| | | Equity shares issued (including Securities Premium) | **33.22** | 43.98 |
| | | Interest paid on Non Convertible Debentures | **3.56** | 3.56 |
| | | **Liabilities** | | |
| | | Equity shares held | **81.86** | 80.68 |
| | | Payable towards Non Convertible Debentures | **40.00** | 40.00 |
| 92 | Tata Lockheed Martin Aerostructures Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.03** | 0.05 |
| | | Operating Lease rental | **0.02** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility repayment received during the period | **0.07** | 0.15 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.17** | 0.26 |
| | | * Other Receivables | **0.00** | - |
| | | **Liabilities** | | |
| | | Security deposit payable | **0.02** | 0.02 |
| 93 | Tata Medical and Diagnostics Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.03** | 0.04 |
| | | **Other transactions** | | |
| | | Finance Lease Facility repayment received during the period | **0.04** | 0.04 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.19** | 0.26 |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 94 | Tata Metaliks Limited (Merged with Tata Steel Limited w.e.f. 01.02.2024) | **Income** | | |
| | | Interest Income on Finance Lease | - | 0.17 |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | - | 0.18 |
| | | Finance Lease Facility repayment received during the period | - | 1.27 |
| | | Security deposit received during the period | - | 0.26 |
| 95 | Tata Motors Body Solutions Limited | **Income** | | |
| | | Operating Lease rental | **0.07** | 0.01 |
| | | **Assets** | | |
| | | Other Receivables | - | 0.01 |
| | | **Liabilities** | | |
| | | * Other Payables | **0.00** | - |
| 96 | Tata Motors Finance Limited (merged with Tata Capital Limited w.e.f. 07.05.2025) | **Expenses** | | |
| | | Rent expenses | - | 2.55 |
| | | **Liabilities** | | |
| | | Other Payables | - | 0.08 |
| 97 | Tata Motors Global Services Limited (Formerly Known as TML Business Services Limited) | **Income** | | |
| | | Interest Income on Finance Lease | **0.69** | 0.48 |
| | | **Expenses** | | |
| | | Professional Fees | **1.27** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | - | 0.75 |
| | | Finance Lease Facility repayment received during the period | **0.74** | 1.23 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **5.24** | 3.16 |
| | | **Liabilities** | | |
| | | Other Payables | **0.05** | 0.06 |
| 98 | Tata Motors Insurance Broking and Advisory Services Limited | **Income** | | |
| | | Rental Income | **0.28** | - |
| | | **Assets** | | |
| | | Other Receivables | **0.03** | - |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 99 | Tata Motors Limited | **Income** | | |
| | | Interest Income on Debentures | - | 0.22 |
| | | Interest Income on Finance Lease | 22.67 | 17.97 |
| | | Interest income through Factoring | 0.13 | - |
| | | Other income | 1.37 | 0.13 |
| | | **Expenses** | | |
| | | Dividend paid on equity shares | 0.09 | 0.09 |
| | | Professional Fees | 1.61 | - |
| | | Rent expenses | 0.11 | - |
| | | Staff Welfare expenses | 0.02 | - |
| | | **Other transactions** | | |
| | | Advances given during the period | 329.14 | - |
| | | Advances repayment received during the period | 297.25 | - |
| | | Finance Lease Facility provided during the period | 0.22 | 18.21 |
| | | Finance Lease Facility repayment received during the period | 40.49 | 36.31 |
| | | Proceeds from redemption of Debentures during the period | - | 24.77 |
| | | Purchase of Fixed Assets | 18.10 | - |
| | | Receivables Factored during the period | 1,418.36 | - |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | 166.38 | 118.64 |
| | | Other Receivables | 80.02 | - |
| | | Security deposit receivable | 0.05 | - |
| | | **Liabilities** | | |
| | | Equity shares held | 4.33 | 4.33 |
| | | Other Payables | 1.11 | - |
| 100 | Tata Motors Passenger Vehicles Limited | **Income** | | |
| | | Interest Income on Finance Lease | 8.53 | 5.92 |
| | | Interest income through Factoring | 0.06 | - |
| | | Rental Income | 0.02 | - |
| | | **Other transactions** | | |
| | | Advances given during the period | 232.92 | - |
| | | Advances repayment received during the period | 205.64 | - |
| | | Finance Lease Facility provided during the period | - | 6.15 |
| | | Finance Lease Facility repayment received during the period | 12.86 | 12.90 |
| | | Receivables Factored during the period | 518.08 | - |
| | | **Assets** | | |
| | | Assigned receivables | - | 2.05 |
| | | Finance Lease Facility receivable | 67.40 | 38.20 |
| | | Other Receivables | 30.63 | - |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 101 | **Tata Passenger Electric Mobility Limited** | **Income** | | |
| | | Interest Income on Finance Lease | **2.05** | 1.23 |
| | | Interest income through Factoring | **0.03** | - |
| | | **Other transactions** | | |
| | | Advances given during the period | **82.28** | - |
| | | Advances repayment received during the period | **86.98** | - |
| | | Finance Lease Facility provided during the period | **-** | 3.85 |
| | | Finance Lease Facility repayment received during the period | **2.71** | 2.41 |
| | | Receivables Factored during the period | **31.22** | - |
| | | **Assets** | | |
| | | Assigned receivables | **-** | 0.70 |
| | | Finance Lease Facility receivable | **15.87** | 8.31 |
| 102 | **Tata Pension Management Fund Private Limited (Formerly Known as Tata Pension Management Limited)** | **Income** | | |
| | | * Commission income | **-** | 0.00 |
| | | **Other transactions** | | |
| | | Issuance of Non Convertible Debentures | **20.85** | - |
| 103 | **Tata Power Delhi Distribution Limited** | **Income** | | |
| | | * Interest Income on Finance Lease | **0.00** | - |
| | | * Other income | **0.00** | - |
| | | **Expenses** | | |
| | | * Advertising expenses | **-** | 0.00 |
| | | Electricity expenses | **0.04** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **0.07** | - |
| | | Finance Lease Facility repayment received during the period | **0.01** | - |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.07** | - |
| | | **Liabilities** | | |
| | | * Other Payables | **0.00** | - |
| 104 | **Tata Power EV Charging Solutions Limited** | **Income** | | |
| | | * Interest Income on Finance Lease | **0.00** | - |
| | | * Other income | **-** | 0.00 |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **0.02** | - |
| | | * Finance Lease Facility repayment received during the period | **0.00** | - |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.02** | - |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 105 | Tata Power Renewable Energy Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.05** | - |
| | | * Other income | **-** | 0.00 |
| | | **Other transactions** | | |
| | | Finance Lease Facility repayment received during the period | **0.18** | - |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.46** | - |
| 106 | Tata Power Solar Systems Limited (Merged with Tata Power Renewable Energy Limited w.e.f. 01.10.2024) | **Income** | | |
| | | Interest Income on Finance Lease | **0.07** | 0.21 |
| | | **Other transactions** | | |
| | | * Finance Lease Facility provided during the period | **-** | 0.00 |
| | | Finance Lease Facility repayment received during the period | **0.37** | 0.64 |
| | | Purchase of Fixed Assets | **2.67** | 0.33 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **-** | 1.01 |
| 107 | Tata Precision Industries (India) Limited | **Income** | | |
| | | Interest Income on Loan | **0.06** | 0.09 |
| | | **Other transactions** | | |
| | | Loan repayment received during the period | **0.19** | 0.19 |
| | | **Assets** | | |
| | | Investment in Non Cumulative Redeemable Preference shares | **0.38** | - |
| | | Loan balance receivables | **0.39** | 0.58 |
| 108 | Tata Projects Limited | **Income** | | |
| | | Interest Income on Finance Lease | **14.08** | 19.77 |
| | | Interest Income on Loan | **-** | 5.68 |
| | | Operating Lease rental | **133.81** | 85.90 |
| | | Other income | **0.01** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **6.73** | 77.35 |
| | | Finance Lease Facility repayment received during the period | **44.57** | 109.18 |
| | | Loan repayment received during the period | **-** | 412.00 |
| | | Sale of fixed assets | **1.91** | 3.92 |
| | | Security deposit received during the period | **5.38** | 7.49 |
| | | Security deposit repaid / adjusted during the period | **-** | 0.50 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **80.64** | 115.99 |
| | | Other Receivables | **29.00** | 17.70 |
| | | **Liabilities** | | |
| | | Security deposit payable | **20.15** | 14.77 |
| | | **Commitments** | | |
| | | Off balance sheet exposure | **4.84** | 26.19 |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 109 | **Tata SIA Airlines Limited (Merged with Air India Limited w.e.f. 12.11.2024)** | **Expenses** | | |
| | | Staff Welfare expenses | **0.03** | - |
| 110 | **Tata Sikorsky Aerospace Limited** | **Income** | | |
| | | Interest Income on Finance Lease | **0.06** | 0.08 |
| | | Operating Lease rental | **0.02** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **-** | 0.10 |
| | | Finance Lease Facility repayment received during the period | **0.22** | 0.21 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.28** | 0.52 |
| | | *Other Receivables | **0.00** | - |
| | | **Liabilities** | | |
| | | Security deposit payable | **0.02** | 0.02 |
| | | **Commitments** | | |
| | | Off balance sheet exposure | **-** | 7.37 |
| 111 | **Tata Steel Downstream Products Limited** | **Income** | | |
| | | Interest Income on Finance Lease | **0.03** | 0.04 |
| | | Interest income through Factoring | **0.15** | - |
| | | Operating Lease rental | **0.07** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility repayment received during the period | **0.05** | 0.05 |
| | | Receivables Factored during the period | **57.42** | - |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.24** | 0.30 |
| | | Other Receivables | **0.01** | - |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 112 | Tata Steel Limited | **Income** | | |
| | | Dividend income | **2.26** | 0.07 |
| | | Interest Income on Debentures | **1.74** | 2.40 |
| | | Interest Income on Finance Lease | **0.13** | 0.02 |
| | | Interest income through Factoring | **23.78** | 3.07 |
| | | Operating Lease rental | **0.06** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility repayment received during the period | **0.84** | 0.14 |
| | | Proceeds from redemption of Debentures during the period | **25.11** | - |
| | | Receivables Factored during the period | **6,397.09** | 1,421.37 |
| | | Security deposit repaid / adjusted during the period | **0.21** | - |
| | | **Assets** | | |
| | | Assigned receivables | **0.50** | 0.05 |
| | | Finance Lease Facility receivable | **0.50** | 1.36 |
| | | Investment in Debentures | **34.74** | 58.84 |
| | | Investment in Equity shares | **96.72** | 2.74 |
| | | Other Receivables | **0.04** | - |
| | | **Liabilities** | | |
| | | Security deposit payable | **0.07** | 0.28 |
| 113 | Tata Steel Long Products Limited (Merged with Tata Steel Limited w.e.f. 15.11.2023) | **Income** | | |
| | | Interest income through Factoring | **-** | 0.08 |
| | | **Other transactions** | | |
| | | Receivables Factored during the period | **-** | 16.00 |
| 114 | Tata Steel Utilities and Infrastructure Services Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.27** | 0.24 |
| | | Operating Lease rental | **3.66** | 3.67 |
| | | **Other transactions** | | |
| | | Finance Lease Facility repayment received during the period | **1.44** | 1.64 |
| | | Security deposit received during the period | **0.06** | - |
| | | Security deposit repaid / adjusted during the period | **0.22** | - |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.75** | 1.65 |
| | | Other Receivables | **0.34** | 0.35 |
| | | **Liabilities** | | |
| | | Security deposit payable | **1.87** | 2.03 |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 115 | Tata Technologies Limited | **Income** | | |
| | | Dividend income | **8.16** | - |
| | | **Expenses** | | |
| | | Information Technology expenses | **13.15** | 5.27 |
| | | **Other transactions** | | |
| | | Purchase of Fixed Assets | **1.52** | - |
| | | **Assets** | | |
| | | Investment in Equity shares | **506.86** | 635.82 |
| | | **Liabilities** | | |
| | | Other Payables | **0.62** | 0.89 |
| 116 | Tata Teleservices (Maharashtra) Limited | **Expenses** | | |
| | | Communication expenses | **2.76** | 1.86 |
| | | **Liabilities** | | |
| | | Other Payables | **0.06** | 0.16 |
| 117 | Tata Teleservices Limited | **Income** | | |
| | | Interest Income on Finance Lease | **-** | 0.01 |
| | | **Expenses** | | |
| | | Communication expenses | **0.42** | 0.34 |
| | | **Other transactions** | | |
| | | Finance Lease Facility repayment received during the period | **0.01** | 0.25 |
| | | **Assets** | | |
| | | Other Receivables | **0.01** | - |
| | | **Liabilities** | | |
| | | Other Payables | **0.01** | 0.03 |
| 118 | Tata Toyo Radiator Limited | **Income** | | |
| | | Operating Lease rental | **21.48** | 22.51 |
| | | **Other transactions** | | |
| | | Security deposit received during the period | **0.09** | - |
| | | **Assets** | | |
| | | Other Receivables | **8.10** | 15.49 |
| | | **Liabilities** | | |
| | | Security deposit payable | **0.19** | 0.10 |
| 119 | Tata Trustee Company Private Limited | **Expenses** | | |
| | | Professional Fees | **0.32** | 0.32 |
| | | **Liabilities** | | |
| | | Other Payables | **0.05** | 0.03 |
| 120 | Tata Unistore Limited | **Income** | | |
| | | * Other income | **0.00** | - |
| | | **Expenses** | | |
| | | Staff Welfare expenses | **0.03** | 0.02 |
| 121 | Tejas Networks Limited | **Income** | | |
| | | Operating Lease rental | **0.03** | - |
| | | * Other income | **0.00** | - |
| | | **Assets** | | |
| | | Assigned receivables | **-** | 8.67 |
| | | Other Receivables | **0.01** | - |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 122 | The Associated Building Company Limited | **Expenses** | | |
| | | Interest expenses on Inter Corporate Deposit | - | 0.07 |
| | | **Other transactions** | | |
| | | Inter-Corporate Deposit received during the period | - | 4.00 |
| | | Inter-Corporate Deposit repaid during the period | - | 4.00 |
| 123 | The Indian Hotels Company Limited | **Income** | | |
| | | * Dividend income | **0.00** | 0.00 |
| | | Interest Income on Finance Lease | **0.01** | 0.01 |
| | | * Operating Lease rental | **0.05** | 0.00 |
| | | **Expenses** | | |
| | | Staff Welfare expenses | **1.56** | 1.15 |
| | | **Other transactions** | | |
| | | * Finance Lease Facility provided during the period | - | 0.00 |
| | | Finance Lease Facility repayment received during the period | **0.02** | 0.04 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.03** | 0.06 |
| | | Investment in Equity shares | **1.54** | 1.16 |
| | | Other Receivables | **0.01** | 0.18 |
| 124 | The Tata Power Company Limited | **Income** | | |
| | | * Dividend income | **0.00** | - |
| | | Interest Income on Finance Lease | **1.10** | 1.69 |
| | | Interest income through Factoring | **0.06** | 13.15 |
| | | **Expenses** | | |
| | | Dividend paid on equity shares | **0.05** | 0.05 |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **0.13** | 0.24 |
| | | Finance Lease Facility repayment received during the period | **3.55** | 5.51 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **5.06** | 8.93 |
| | | Investment in Equity shares | **0.34** | - |
| | | **Liabilities** | | |
| | | Equity shares held | **2.33** | 2.33 |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 125 | Titan Company Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.10** | 0.11 |
| | | Interest Income on Loan | **0.26** | 0.31 |
| | | **Expenses** | | |
| | | Staff Welfare expenses | **-** | 0.01 |
| | | **Other transactions** | | |
| | | Finance Lease Facility repayment received during the period | **0.10** | 0.09 |
| | | Interest paid on Non Convertible Debentures | **20.21** | 13.84 |
| | | Loan repayment received during the period | **0.50** | 0.29 |
| | | Paid towards redemption of Non Convertible Debentures | **-** | 30.00 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **1.00** | 1.11 |
| | | Loan balance receivables | **2.39** | 2.91 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **250.00** | 200.00 |
| | | Security deposit payable | **0.13** | 0.13 |
| 126 | TM Automotive Seating Systems Private Limited | **Income** | | |
| | | Operating Lease rental | **0.06** | - |
| | | **Assets** | | |
| | | Other Receivables | **0.02** | - |
| 127 | TM Fainsa Railway Private Limited | **Income** | | |
| | | * Other income | **0.00** | - |
| 128 | TMF Business Services Limited | **Income** | | |
| | | Interest Income on Inter Corporate Deposit | **0.03** | - |
| | | Rental Income | **0.88** | - |
| | | **Expenses** | | |
| | | Rent expenses | **-** | 0.79 |
| | | **Other transactions** | | |
| | | Inter-Corporate Deposit placed during the period | **12.00** | - |
| | | Inter-Corporate Deposit repayment received during the period | **12.00** | - |
| | | **Assets** | | |
| | | Other Receivables | **0.07** | - |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 129 | TMF Holdings Limited | **Income** | | |
| | | Interest Income on Inter Corporate Deposit | **0.52** | - |
| | | Rental Income | **1.05** | - |
| | | **Expenses** | | |
| | | Rent expenses | **4.52** | - |
| | | **Other transactions** | | |
| | | Inter-Corporate Deposit repayment received during the period | **85.00** | - |
| | | Interest paid on Non Convertible Debentures | **58.15** | - |
| | | Proceeds from sale of Equity shares during the period | **0.01** | - |
| | | **Assets** | | |
| | | Other Receivables | **0.08** | - |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **600.00** | - |
| 130 | TML CV Mobility Solutions Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.01** | - |
| | | * Other income | **0.00** | - |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.20** | - |
| 131 | TML Smart City Mobility Solutions Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.06** | - |
| | | * Other income | **0.00** | - |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **1.10** | - |
| 132 | TMRP Auto Trims Private Limited (w.e.f. 25.07.2023) | **Income** | | |
| | | *Other income | **0.00** | - |
| 133 | TP Ajmer Distribution Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.04** | 0.03 |
| | | **Expenses** | | |
| | | Electricity expenses | **0.02** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **-** | 0.27 |
| | | Finance Lease Facility repayment received during the period | **0.05** | 0.21 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.19** | 0.30 |
| | | **Liabilities** | | |
| | | *Other Payables | **0.00** | - |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 134 | TP Central Odisha Distribution Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.08** | 0.12 |
| | | **Expenses** | | |
| | | Electricity expenses | **0.07** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **0.03** | 0.58 |
| | | Finance Lease Facility repayment received during the period | **0.36** | 0.46 |
| | | **Assets** | | |
| | | Assigned receivables | **-** | 4.01 |
| | | Finance Lease Facility receivable | **0.30** | 0.69 |
| | | **Liabilities** | | |
| | | Other Payables | **0.01** | - |
| 135 | TP Jalpura Khurja Power Transmission Limited (w.e.f. 05.04.2024) | **Income** | | |
| | | * Interest Income on Finance Lease | **0.00** | - |
| | | * Other income | **0.00** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **0.06** | - |
| | | Finance Lease Facility repayment received during the period | **0.01** | - |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.05** | - |
| 136 | TP Northern Odisha Distribution Limited | **Income** | | |
| | | *Interest Income on Finance Lease | **0.00** | 0.04 |
| | | **Expenses** | | |
| | | Electricity expenses | **0.01** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **0.02** | 0.04 |
| | | Finance Lease Facility repayment received during the period | **0.03** | 0.10 |
| | | **Assets** | | |
| | | Assigned receivables | **-** | 4.25 |
| | | Finance Lease Facility receivable | **0.02** | 0.18 |
| | | **Liabilities** | | |
| | | * Other Payables | **0.00** | - |
| 137 | TP Renewable Microgrid Limited | **Income** | | |
| | | * Interest Income on Finance Lease | **0.00** | 0.00 |
| | | **Other transactions** | | |
| | | Finance Lease Facility repayment received during the period | **0.01** | 0.01 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **-** | 0.02 |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 138 | TP Southern Odisha Distribution Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.03** | 0.02 |
| | | **Expenses** | | |
| | | * Electricity expenses | **0.00** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **-** | 0.07 |
| | | Finance Lease Facility repayment received during the period | **0.11** | 0.02 |
| | | **Assets** | | |
| | | Assigned receivables | **-** | 3.91 |
| | | Finance Lease Facility receivable | **0.06** | 0.19 |
| | | **Liabilities** | | |
| | | * Other Payables | **0.00** | - |
| 139 | TP Western Odisha Distribution Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.05** | 0.09 |
| | | **Expenses** | | |
| | | Electricity expenses | **0.01** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **-** | 0.28 |
| | | Finance Lease Facility repayment received during the period | **0.14** | 0.20 |
| | | **Assets** | | |
| | | Assigned receivables | **-** | 11.72 |
| | | Finance Lease Facility receivable | **0.14** | 0.46 |
| | | **Liabilities** | | |
| | | *Other Payables | **0.00** | - |
| 140 | TPL - IAV VOZ CPRR Joint Venture | **Income** | | |
| | | Interest Income on Finance Lease | **0.31** | 0.34 |
| | | Operating Lease rental | **8.88** | 1.10 |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **0.15** | 3.47 |
| | | Finance Lease Facility repayment received during the period | **1.04** | 0.53 |
| | | Security deposit repaid / adjusted during the period | **1.19** | - |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **2.11** | 3.12 |
| | | Other Receivables | **1.64** | - |
| 141 | Trent Limited | **Other transactions** | | |
| | | Payments towards Net Settlement Reward points | **3.43** | 2.94 |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 142 | TVS Emerald Limited (Formerly Known as Emerald Haven Realty Limited) | **Income** | | |
| | | Interest Income on Loan | **23.39** | 10.95 |
| | | Processing Fees | **4.25** | - |
| | | **Expenses** | | |
| | | Advertising expenses | **0.04** | - |
| | | **Other transactions** | | |
| | | Loan given during the period | **425.00** | - |
| | | Loan repayment received during the period | **110.30** | 39.85 |
| | | **Assets** | | |
| | | Loan balance receivables | **388.47** | 70.72 |
| 143 | United Hotels Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.03** | 0.04 |
| | | **Other transactions** | | |
| | | * Finance Lease Facility provided during the period | **-** | 0.00 |
| | | Finance Lease Facility repayment received during the period | **0.12** | 0.07 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.08** | 0.22 |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 144 | Voltas Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.06** | - |
| | | * Other income | **-** | 0.00 |
| | | **Expenses** | | |
| | | Commission expenses | **-** | 0.10 |
| | | Dividend paid on Cumulative Redeemable Preference shares | **2.14** | 3.66 |
| | | Electricity expenses | **0.13** | - |
| | | Rent expenses | **0.77** | - |
| | | Repairs and Maintenance | **0.87** | 0.36 |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **0.76** | - |
| | | Finance Lease Facility repayment received during the period | **0.47** | - |
| | | Interest paid on Non Convertible Debentures | **5.75** | - |
| | | Paid towards Redemption of Cumulative Redeemable Preference shares | **30.00** | - |
| | | Purchase of Fixed Assets | **1.77** | 5.30 |
| | | **Assets** | | |
| | | Assigned receivables | **-** | 0.90 |
| | | Finance Lease Facility receivable | **0.25** | 0.76 |
| | | Other Receivables | **0.12** | - |
| | | Security deposit receivable | **0.35** | - |
| | | **Liabilities** | | |
| | | Cumulative Redeemable Preference shares held | **20.00** | 50.00 |
| | | Other Payables | **0.36** | 0.49 |
| | | Payable towards Non Convertible Debentures | **50.00** | - |
| | | **Commitments** | | |
| | | Off balance sheet exposure | **-** | 1.23 |
| 145 | Walwhan Renewable Energy Limited (Merged with Tata Power Renewable Energy Limited w.e.f. 01.10.2024) | **Income** | | |
| | | * Other income | **-** | 0.00 |
| 146 | Rallis India Limited Provident Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **0.29** | 0.29 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **2.90** | 2.90 |
| 147 | Taj Residency Employees Provident fund Trust (Bangalore unit) | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **0.05** | 0.05 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **0.50** | 0.50 |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 148 | Tata Chemicals Limited Provident Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **1.74** | 1.56 |
| | | Paid towards redemption of Non Convertible Debentures | **0.30** | 2.00 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **17.90** | 17.90 |
| 149 | Tata Coffee Staff Provident Fund Trust (Ceased w.e.f. 28.02.2024) | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **-** | 0.53 |
| 150 | Tata Communications Employee's Provident Fund Trust | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **0.98** | 0.78 |
| | | Paid towards redemption of Non Convertible Debentures | **-** | 4.50 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **10.40** | 10.40 |
| 151 | Tata Consultancy Services Employees' Gratuity Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **4.85** | - |
| | | Paid towards redemption of Non Convertible Debentures | **50.00** | - |
| 152 | Tata Elxsi (India) Limited Employees Provident Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **1.96** | 1.81 |
| | | Paid towards redemption of Non Convertible Debentures | **0.80** | - |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **22.70** | 23.50 |
| 153 | Tata Industries Superannuation Fund Trust | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **0.05** | 0.27 |
| | | Paid towards redemption of Non Convertible Debentures | **-** | 2.40 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **0.60** | 0.60 |
| 154 | Tata International Limited Gratuity Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **0.20** | 0.20 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **2.00** | 2.00 |
| 155 | Tata Investment Corporation Limited- Provident Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **0.05** | 0.05 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **0.50** | 0.50 |
| 156 | Tata Metaliks Limited Employees Provident fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **-** | 0.02 |
| | | Paid towards redemption of Non Convertible Debentures | **-** | 0.15 |
| 157 | Tata Motors Limited Gratuity Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **-** | 0.79 |
| | | Paid towards redemption of Non Convertible Debentures | **-** | 8.20 |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 158 | Tata Power Consolidated Provident Fund | **Other transactions**<br>Interest paid on Non Convertible Debentures | **1.42** | 1.42 |
| | | **Liabilities**<br>Payable towards Non Convertible Debentures | **16.30** | 16.30 |
| 159 | Tata Sons Consolidated Provident Fund | **Other transactions**<br>Interest paid on Non Convertible Debentures<br>Paid towards redemption of Non Convertible Debentures | **0.28**<br>**-** | 0.37<br>0.90 |
| | | **Liabilities**<br>Payable towards Non Convertible Debentures | **2.80** | 2.80 |
| 160 | Tata Sons Consolidated Superannuation Fund | **Other transactions**<br>Interest paid on Non Convertible Debentures<br>Paid towards redemption of Non Convertible Debentures | **-**<br>**-** | 0.41<br>3.95 |
| 161 | Tata Sons Limited H.O. Employees' Gratuity Fund | **Other transactions**<br>Interest paid on Non Convertible Debentures | **0.01** | 0.01 |
| | | **Liabilities**<br>Payable towards Non Convertible Debentures | **0.10** | 0.10 |
| 162 | Tata Steel Limited Provident Fund | **Other transactions**<br>Interest paid on Non Convertible Debentures | **4.95** | 3.82 |
| | | **Liabilities**<br>Payable towards Non Convertible Debentures | **54.80** | 54.80 |
| 163 | Tata Steel Long product Limited employees providend fund trust | **Other transactions**<br>Interest paid on Non Convertible Debentures | **0.22** | 0.22 |
| | | **Liabilities**<br>Payable towards Non Convertible Debentures | **2.30** | 2.30 |
| 164 | Tata Tea Limited Staff Pension Fund | **Other transactions**<br>Interest paid on Non Convertible Debentures | **1.68** | 0.77 |
| | | **Liabilities**<br>Payable towards Non Convertible Debentures | **18.40** | 17.20 |
| 165 | TCE Employees' Providend Fund | **Other transactions**<br>Interest paid on Non Convertible Debentures | **0.09** | 0.09 |
| | | **Liabilities**<br>Payable towards Non Convertible Debentures | **1.00** | 1.00 |
| 166 | The Indian Hotels Company Limited Employees Provident Fund | **Other transactions**<br>Interest paid on Non Convertible Debentures | **0.03** | 0.03 |
| | | **Liabilities**<br>Payable towards Non Convertible Debentures | **0.30** | 0.30 |
| 167 | The Provident Fund of The Tinplate Company of India Limited | **Other transactions**<br>Interest paid on Non Convertible Debentures | **0.14** | 0.14 |
| | | **Liabilities**<br>Payable towards Non Convertible Debentures | **1.60** | 1.60 |
| 168 | The Tinplate Company Executive Staff Superannuation Fund | **Other transactions**<br>Interest paid on Non Convertible Debentures | **0.04** | 0.04 |
| | | **Liabilities**<br>Payable towards Non Convertible Debentures | **0.50** | 0.50 |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 169 | The Tinplate Company of India Limited Gratuity Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **0.10** | 0.10 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **1.10** | 1.10 |
| 170 | Titan Industries Gratuity Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **1.99** | 1.57 |
| | | Paid towards redemption of Non Convertible Debentures | **6.90** | - |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **15.50** | 18.10 |
| 171 | Titan Watches Provident Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **3.21** | 2.82 |
| | | Paid towards redemption of Non Convertible Debentures | **5.30** | - |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **31.60** | 34.30 |
| 172 | Voltas Limited Employees' Superannuation Scheme | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **0.40** | 0.16 |
| | | Paid towards redemption of Non Convertible Debentures | **1.00** | - |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **3.80** | 3.80 |
| 173 | Voltas Limited Managerial Staff Gratuity Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **0.21** | - |
| | | Paid towards redemption of Non Convertible Debentures | **2.00** | - |
| 174 | Voltas Limited Provident Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **0.41** | 0.21 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **5.10** | 4.10 |
| 175 | Voltas Managerial Staff Provident Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **1.91** | 1.20 |
| | | Paid towards redemption of Non Convertible Debentures | **4.00** | - |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **17.50** | 15.30 |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 176 | KMP Of Holding Company | **Other transactions** | | |
| | | Equity shares issued (including Securities Premium) | **0.49** | - |
| | | **Liabilities** | | |
| | | Equity shares held | **1.20** | - |
| | | Payable towards Non Convertible Debentures | **6.00** | - |
| 177 | Relative's of KMP | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **0.06** | 0.03 |
| | | Paid towards redemption of Non Convertible Debentures | **0.04** | 0.05 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **0.60** | 0.24 |
| 178 | Key managerial personnel (KMP) | **Remuneration to KMP** | | |
| | | Post Employment Benefits | **0.52** | 0.49 |
| | | Short Term Employee Benefits | **40.68** | 28.26 |
| | | **Expenses** | | |
| | | Dividend paid on Cumulative Redeemable Preference shares | **-** | 0.04 |
| | | Dividend paid on equity shares | **0.01** | 0.01 |
| | | **Other transactions** | | |
| | | Share based payments (No. of Shares) | | |
| | | Options granted till date | **1,03,31,670** | 1,00,10,545 |
| | | Options exercised till date | **18,14,426** | 8,19,518 |
| | | Equity shares issued (including Securities Premium) | **0.48** | 0.28 |
| | | Interest paid on Non Convertible Debentures | **0.15** | 0.05 |
| | | **Liabilities** | | |
| | | Cumulative Redeemable Preference shares held | **-** | 0.50 |
| | | Equity shares held | **1.21** | 0.80 |
| | | Payable towards Non Convertible Debentures | **0.04** | 0.54 |

**Notes :**

a) * less than ₹ 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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

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.

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## C Financial assets and liabilities

The carrying value of financial instruments by categories as at March 31, 2025 is as follows:

(₹ in crore)

| Particulars | Fair value through Profit or Loss | Fair Value through Other Comprehensive Income | Amortised cost | Total Carrying Value |
|---|---|---|---|---|
| **Financial Assets:** | | | | |
| Cash and cash equivalents | - | - | **9,478.20** | **9,478.20** |
| Bank balances other than Cash and cash equivalents above | - | - | **964.85** | **964.85** |
| Derivative assets | - | **539.73** | - | **539.73** |
| Trade receivables | - | - | **96.64** | **96.64** |
| Other receivables | - | - | **0.95** | **0.95** |
| Loans | **8.69** | **623.02** | **2,21,318.66** | **2,21,950.37** |
| Investments (Other than associates) | **1,743.26** | **738.03** | **6,236.50** | **8,717.79** |
| Other financial assets | - | - | **1,101.40** | **1,101.40** |
| **Total** | **1,751.95** | **1,900.78** | **2,39,197.20** | **2,42,849.93** |
| **Financial Liabilities:** | | | | |
| Derivative liabilities | - | **240.89** | - | **240.89** |
| Payables | - | - | **1,821.32** | **1,821.32** |
| Debt securities | - | - | **80,141.57** | **80,141.57** |
| Borrowings | - | - | **1,18,620.40** | **1,18,620.40** |
| Subordinated liabilitites | - | - | **9,652.96** | **9,652.96** |
| Lease liabilities | - | - | **436.22** | **436.22** |
| Other financial liabilities | - | - | **2,212.63** | **2,212.63** |
| **Total** | - | **240.89** | **2,12,885.10** | **2,13,125.99** |

The carrying value of financial instruments by categories as at March 31, 2024 is as follows:

(₹ in crore)

| Particulars | Fair value through Profit or Loss | Fair Value through Other Comprehensive Income | Amortised cost | Total Carrying Value |
|---|---|---|---|---|
| **Financial Assets:** | | | | |
| Cash and cash equivalents | - | - | 6,771.16 | **6,771.16** |
| Bank balances other than Cash and cash equivalents above | - | - | 224.42 | **224.42** |
| Derivative assets | - | 242.62 | - | **242.62** |
| Trade receivables | - | - | 140.70 | **140.70** |
| Other receivables | - | - | 1.88 | **1.88** |
| Loans | 40.63 | 761.53 | 1,56,958.39 | **1,57,760.55** |
| Investments (Other than associates) | 969.06 | 2,934.63 | 3,998.33 | **7,902.02** |
| Other financial assets | - | - | 519.83 | **519.83** |
| **Total** | **1,009.69** | **3,938.78** | **1,68,614.71** | **1,73,563.18** |
| **Financial Liabilities:** | | | | |
| Derivative liabilities | - | 46.33 | - | **46.33** |
| Payables | - | - | 1,389.91 | **1,389.91** |
| Debt securities | - | - | 60,503.68 | **60,503.68** |
| Borrowings | - | - | 79,142.88 | **79,142.88** |
| Subordinated liabilitites | - | - | 8,538.73 | **8,538.73** |
| Lease liabilities | - | - | 326.53 | **326.53** |
| Other financial liabilities | - | - | 1,388.46 | **1,388.46** |
| **Total** | - | **46.33** | **1,51,290.19** | **1,51,336.52** |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

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 48.91 crs (March 2024 : ₹ 85.07 crs) 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 | - | 753.15 | - | 753.15 |
| Equity Shares | 812.33 | - | 460.62 | 1,272.95 |
| Structured product | - | - | - | - |
| Multi Asset Fund | - | - | - | - |
| Alternate Investment Funds | - | - | 31.89 | 31.89 |
| Venture Capital Fund | - | 5.07 | 187.06 | 192.13 |
| Preference shares | - | - | - | - |
| Security Receipts | - | - | - | - |
| Debt securities | 231.17 | - | - | 231.17 |
| Loans including credit substitutes | - | - | 631.71 | 631.71 |
| Derivative assets | - | 539.73 | - | 539.73 |
| **Total** | 1,043.50 | 1,297.95 | 1,311.28 | 3,652.73 |

| Particulars | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| **Financial Liabilities:** | | | | |
| Derivative liabilities | - | 240.89 | - | 240.89 |
| **Total** | - | 240.89 | - | 240.89 |

**As at March 31, 2024**

| Particulars | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| **Financial Assets:** | | | | |
| **Investments** | | | | |
| Mutual fund units | - | 126.95 | - | 126.95 |
| Equity Shares | 898.20 | - | 2,380.80 | 3,279.00 |
| Structured product | - | 26.28 | - | 26.28 |
| Multi Asset Fund | - | - | - | - |
| Alternate Investment Funds | - | - | 32.69 | 32.69 |
| Venture Capital Fund | - | - | 201.44 | 201.44 |
| Preference shares | - | - | - | - |
| Security Receipts | - | - | - | - |
| Debt securities | 237.33 | - | - | 237.33 |
| Loans including credit substitutes | - | - | 802.16 | 802.16 |
| Derivative assets | - | 242.62 | - | 242.62 |
| **Total** | 1,135.53 | 395.85 | 3,417.09 | 4,948.47 |

| Particulars | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| **Financial Liabilities:** | | | | |
| Derivative liabilities | - | 46.33 | - | 46.33 |
| **Total** | - | 46.33 | - | 46.33 |

The following table summarises disclosure of fair value of financial assets and liabilities measured at amortised cost:

(₹ in crore)

| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|
| | Carrying Value | Fair value | Carrying Value | Fair value |
| **Financial Assets at amortised cost:** | | | | |
| Loans including credit substitutes | **2,21,318.66** | **2,24,044.93** | 1,56,958.39 | 1,60,350.17 |
| Investments (other than in Associate) | **6,236.50** | **6,284.94** | 3,998.33 | 3,942.36 |
| **Total** | **2,27,555.16** | **2,30,329.87** | **1,60,956.72** | **1,64,292.53** |
| **Financial Liabilities at amortised cost:** | | | | |
| Borrowings (includes debt securities and subordinated liabilities) | **2,08,414.93** | **2,08,689.13** | 1,48,185.29 | 1,47,957.64 |
| **Total** | **2,08,414.93** | **2,08,689.13** | **1,48,185.29** | **1,47,957.64** |

Carrying amounts of cash and cash equivalents, trade receivables, loans and trade and other payables as on March 31, 2025 and March 31, 2024 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 instruments 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 terms.

T bills and Governemnt securities are valued based on market quotes.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**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:**

(₹ in crore)

| 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 | | | | |
| Loans | **631.71** | 802.16 | 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 | **460.62** | 2,380.80 | Level 3 | (a) Net asset value<br>(b) Comparable companies multiple method<br>(c) Resent transaction multiple method<br>(d) Discounted cash flows<br>(e) Resent issue price | (a) Forecast of annual revenue is based on the earnings for the latest reported financial year<br>(b) Recent transaction<br>(c) Net asset value<br>(d) Discounting rate<br>(e) BEV to Revenue Multiple : 3.3x - 7.7x (As at March 2024 : 2.5x - 7.7x) | (a) The estimated fair value would increase (decrease) if the annual earnings growth were higher (lower)<br>(b) The estimated fair value would increase (decrease) if the transaction is not recent<br>(c) Higher the Net Asset Value higher the fair value of unquoted units<br>(d) Higher the discounting rate lower the fair value of unquoted units |
| Alternative Investment Fund | **31.89** | 32.69 | Level 3 | Net asset value | Net Asset Value | Higher the Net Asset Value higher the fair value of unquoted units |
| Venture capital fund | **187.06** | 201.44 | 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** | **1,311.28** | **3,417.09** | | | | |

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.

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## E Sensitivity disclosure for level 3 fair value measurements:

(₹ in crore)

| Particulars | Unobservable input | Sensitivity | Impact of change in rates on Total Comprehensive Income | | | |
|---|---|---|---|---|---|---|
| | | | As at March 31, 2025 | | As at March 31, 2024 | |
| | | | Favourable | Unfavourable | Favourable | Unfavourable |
| Equity Shares | Net Asset Value and other valuation input | 1% | **2.41** | **(2.51)** | 22.19 | (22.19) |
| Loans | Discounting rate | 1% | **13.55** | **(44.11)** | 16.98 | (23.29) |
| Alternative Investment Fund | Net Asset Value | 1% | **0.12** | **(0.12)** | 0.13 | (0.13) |
| Venture capital fund | Net Asset Value | 1% | **1.87** | **(1.87)** | 2.01 | (2.01) |

## 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:

(₹ in crore)

| Particulars | FVTOCI Loans | FVTPL Loans | FVTPL Investments | FVTOCI Investments | Total |
|---|---|---|---|---|---|
| **As at April 1, 2024** | **761.53** | **40.63** | **560.06** | **2,054.87** | **3,417.09** |
| Total gains or losses: | | | | | |
| recognised in profit or loss | **-** | **(0.40)** | **15.36** | **-** | **14.96** |
| in OCI | **(8.61)** | **-** | **-** | **67.20** | **58.59** |
| Purchases | **297.07** | **-** | **18.53** | **-** | **315.60** |
| Effect of business combination | **-** | **-** | **80.65** | **-** | **80.65** |
| Settlements | **(426.97)** | **(31.54)** | **-** | **(2,122.07)** | **(2,580.58)** |
| Foreign currency transalations | | | **4.97** | **-** | **4.97** |
| Transfers into Level 3 | **-** | **-** | **-** | **-** | **-** |
| **As at March 31, 2025** | **623.02** | **8.69** | **679.57** | **-** | **1,311.28** |

(₹ in crore)

| Particulars | FVTOCI Loans | FVTPL Loans | FVTPL Investments | FVTOCI Investments | Total |
|---|---|---|---|---|---|
| **As at April 1, 2023** | 693.26 | 25.11 | 792.05 | 2,824.39 | 4,334.81 |
| Total gains or losses: | - | - | - | - | - |
| recognised in profit or loss | - | 0.52 | (61.64) | - | (61.12) |
| in OCI | 14.98 | - | - | 622.17 | 637.15 |
| Purchases | 408.92 | 15.00 | 4.00 | - | 427.92 |
| Settlements | (355.63) | - | (63.01) | (799.99) | (1,218.63) |
| Foreign currency transalations | | | 3.66 | - | 3.66 |
| Transfers into Level 3 | - | - | (115.00) | (591.70) | (706.70) |
| **As at March 31, 2024** | **761.53** | **40.63** | **560.06** | **2,054.87** | **3,417.09** |

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## 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<br>Various Credit Policies, Portfolio review and trigger monitoring | Risk Management Committee of the Board<br>Investment Credit Committee of the Board<br>Credit Committees |
| Market Risk & Liquidity Risk | Enterprise Risk Management<br>Asset Linked Market Policy | Risk Management Committee of the Board<br>Asset Liability Management Committee |
| Process Risk | Operational Risk Policy<br>Fraud Risk Management Policy | Operational Risk Management Committee<br>Special Committee of the Board for Monitoring and Follow-up of cases of Frauds ("SCBMF") |
| People Risk | Operational Risk Policy<br>HR Policies<br>Fraud Risk Management Policy | Risk Management Committee of the board<br>Operational Risk Management Committee<br>Special Committee of the Board for Monitoring and Follow-up of cases of Frauds ("SCBMF") |

| Nature of Risk | Framework | Governing Committees |
|---|---|---|
| Outsourcing | Operational Risk Policy<br>Outsourcing Policy | Risk Management Committee of the board<br>Operational Risk Management Committee |
| Technology | Operational Risk Policy<br>Information Technology Policy | Risk Management Committee of the board<br>IT Strategy Committee of the Board |
| Business Continuity | Operational Risk Policy<br>Business Continuity Management Policy | Operational Risk Management Committee |
| Cyber Security | Information & Cyber Security Policy | Risk Management Committee of the Board<br>IT Strategy Management Committee of the Board |
| Reputational Risk<br>Compliance & Governance | Enterprise Risk Management Framework<br>Ethics Policy<br>POSH Policy<br>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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**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.

**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.

**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.

**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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

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.

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) **Reputational 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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**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.

**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).

**i) Loans by Division**

**1) Credit quality analysis (continued)**

**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:

(₹ in crore)

| Outstanding Gross Loans | As at March 31, 2025 | | | | | | As at March 31, 2024 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Count | Stage 1 | Stage 2 | Stage 3 | POCI | Total | Count | Stage 1 | Stage 2 | Stage 3 | Total |
| **Days past due** | | | | | | | | | | | |
| Zero overdue | **30,45,630** | **2,09,742.28** | **383.03** | **43.73** | **2.60** | **2,10,171.64** | 22,63,279 | 1,53,860.44 | 1,253.99 | 27.45 | 1,55,141.88 |
| 1-30 days | **1,50,074** | **8,578.59** | **413.37** | **37.41** | **3.36** | **9,032.73** | 54,836 | 2,102.18 | 262.79 | 15.52 | 2,380.49 |
| 31-60 days | **79,007** | **-** | **2,629.92** | **71.82** | **4.16** | **2,705.90** | 23,827 | - | 1,071.73 | 24.26 | 1,095.99 |
| 61-90 days | **38,118** | **-** | **571.49** | **92.45** | **1.05** | **664.99** | 13,621 | - | 315.63 | 49.92 | 365.55 |
| More than 90 days | **2,28,369** | **-** | **-** | **3,664.01** | **313.69** | **3,977.70** | 91,053 | - | - | 2,247.17 | 2,247.17 |
| **Total** | **35,41,198** | **2,18,320.87** | **3,997.81** | **3,909.42** | **324.86** | **2,26,552.96** | **24,46,616** | **1,55,962.62** | **2,904.14** | **2,364.32** | **1,61,231.08** |

b)

(₹ in crore)

| Impairment allowance on Loans | As at March 31, 2025 | | | | | As at March 31, 2024 | | | |
|---|---|---|---|---|---|---|---|---|---|
| | Stage 1 | Stage 2 | Stage 3 | POCI | Total | Stage 1 | Stage 2 | Stage 3 | Total |
| **Days past due** | | | | | | | | | |
| Zero overdue | **1,092.08** | **45.02** | **23.36** | **1.60** | **1,162.06** | 950.21 | 186.27 | 18.93 | 1,155.41 |
| 1-30 days | **255.20** | **41.11** | **15.78** | **2.01** | **314.10** | 98.42 | 45.01 | 11.34 | 154.77 |
| 31-60 days | **-** | **380.66** | **28.62** | **2.52** | **411.80** | - | 143.14 | 16.68 | 159.82 |
| 61-90 days | **-** | **115.08** | **41.43** | **0.61** | **157.12** | - | 77.74 | 26.32 | 104.06 |
| More than 90 days | **-** | **-** | **2,166.23** | **195.14** | **2,361.37** | - | - | 1,679.17 | 1,679.17 |
| **Total** | **1,347.28** | **581.87** | **2,275.42** | **201.88** | **4,406.45** | **1,048.63** | **452.16** | **1,752.44** | **3,253.23** |
| **ECL coverage ratio (b/a)** | **0.62%** | **14.55%** | **58.20%** | **62.14%** | **1.94%** | **0.67%** | **15.57%** | **74.12%** | **2.02%** |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### 2) Loans

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **LOANS** | | |
| - At Amortised Cost | **2,25,921.25** | 1,60,428.92 |
| - At Fair Value through Other Comprehensive Income | **623.02** | 761.53 |
| - At Fair Value Through Profit and Loss | **8.69** | 40.63 |
| **Total - Gross Carrying value of Loans** | **2,26,552.96** | **1,61,231.08** |
| Less: Unamortised loan sourcing fee | **(894.02)** | (735.69) |
| Add: Unamortised loan sourcing costs | **697.88** | 518.39 |
| **Total - Carrying Value of Loans** | **2,26,356.82** | **1,61,013.78** |
| Less : Impairment Allowance | **(4,406.45)** | (3,253.23) |
| **Total - Net Carrying value of Loans** | **2,21,950.37** | **1,57,760.55** |

### 3) Trade Receivables

(₹ in crore)

| Particulars | As at March 31, 2025 | | | As at March 31, 2024 | | |
|---|---|---|---|---|---|---|
| **Category of Trade receivables** | **Gross** | **Impairment allowance** | **Net** | **Gross** | **Impairment allowance** | **Net** |
| **At Amortised Cost** | | | | | | |
| Stage 1: Considered good | **84.54** | **(0.14)** | **84.40** | 99.23 | (0.27) | 98.96 |
| Stage 2: Significant increase in credit risk | **12.32** | **(0.08)** | **12.24** | 41.91 | (0.17) | 41.74 |
| Stage 3: Credit impaired | **27.15** | **(27.15)** | **-** | 33.38 | (33.38) | - |
| **Net Carrying value of trade receivables** | **124.01** | **(27.37)** | **96.64** | **174.52** | **(33.82)** | **140.70** |

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.

### 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.

(₹ in crore)

| Derivatives held for cashflow hedge | As at March 31, 2025 | | | As at March 31, 2024 | | |
|---|---|---|---|---|---|---|
| | **Notional Amounts** | **Fair Value - Assets** | **Fair Value - Liabilities** | **Notional Amounts** | **Fair Value - Assets** | **Fair Value - Liabilities** |
| Foreign Exchange Forward contracts | **12,833.57** | **16.10** | **201.71** | 1,955.45 | 0.76 | 34.20 |
| Interest Rate Swap | **-** | **2.42** | **9.84** | - | 29.64 | - |
| Options | **1,709.17** | **83.63** | **-** | - | - | - |
| Cross currency interest rate swap | **10,570.77** | **437.58** | **29.34** | 8,834.74 | 212.22 | 12.13 |
| **Total** | **25,113.51** | **539.73** | **240.89** | **10,790.19** | **242.62** | **46.33** |

**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

**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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**(2) The table represents categories of collaterals available against the loan exposures:**

| Particulars | Category of collateral available |
|---|---|
| **Financial assets** | |
| **Loans** | |
| Bills purchased and bills discounted | Charge on trade receivables and inventories |
| Term loans | 1) Commercial and SME Finance Division<br>A) charge over:<br>i) real estate properties (including residential and commercial),<br>ii) Property and equipment,<br>iii) inventory and trade receivables,<br>iv) marketable securities (equity and debt securities)<br>B) hypothecation of underlying asset financed such as construction and earth moving equipment, vehicles and tractors<br>C) floating charge on corporate assets as mentioned in point a above<br>2) Consumer, Housing finance and advisory business<br>A) real estate properties (including residential and commercial),<br>B) land<br>C) Under construction flat<br>3) Infrastructure finance division<br>Secured by charge on assets and cash flows of the underlying solar and road projects. |
| Credit substitutes | |
| Finance lease and hire purchase | Hypothecation of the underlying asset financed, primarily includes plant and equipment |
| Factoring | Charge on Trade receivables and inventories |
| Retained portion of assigned loans | Mortgages over residential properties |

**(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:**

(₹ in crore)

| Particulars | Category of collateral available | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **Financial asset measured at Amortised Cost and FVTOCI** | | | |
| **Loans** | | | |
| Bills purchased and bills discounted | Charge on Trade receivables and inventories | - | - |
| Term loans | A) Charges over: | **920.27** | 907.84 |
| | i) real estate properties (including residential and commercial), | | |
| | ii) Property and equipment, | | |
| | iii) inventory and trade receivables, | | |
| Credit substitutes | 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 | | |
| **Total** | | **920.27** | 907.84 |

Note: Fresh valuation is obtained for stage 3 assets upon becoming overdue for more than 15 months.

**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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**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.

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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

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.

Pursuant to RBI Covid restructuring policy, accounts for which Covid restructuring facility were given have been reclassified from Stage I to Stage II if DPD at invocation was between 0-30 and If the DPD was 30+ then the accounts were further downgraded within Stage II and corresponding staging wise ECL provision was done.

### 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) (₹ in crore)

| Gross carrying amount | As at March 31, 2025 | | | | | As at March 31, 2024 | | | |
|---|---|---|---|---|---|---|---|---|---|
| | Stage 1 | Stage 2 | Stage 3 | POCI | Total | Stage 1 | Stage 2 | Stage 3 | Total |
| **Opening balance** | **1,55,962.62** | **2,904.14** | **2,364.32** | **-** | **1,61,231.08** | **1,14,651.83** | **3,485.34** | **2,059.69** | **1,20,196.86** |
| Portfolio acquired under business combination | **27,165.45** | **1,841.60** | **-** | **554.50** | **29,561.55** | - | - | - | - |
| Reinstated balance as on April 1, 2024 | **1,83,128.07** | **4,745.74** | **2,364.32** | **554.50** | **1,90,792.63** | 1,14,651.83 | 3,485.34 | 2,059.69 | 1,20,196.86 |
| New assets originated or purchased (Including charges levied on existing exposure)* | **1,09,261.73** | **544.92** | **223.75** | **1.03** | **1,10,031.43** | 84,875.80 | 244.92 | 150.24 | 85,270.96 |
| Assets derecognised or repaid (excluding write offs) | **(70,149.17)** | **(1,626.43)** | **(403.26)** | **(174.96)** | **(72,353.82)** | (42,084.15) | (1,109.91) | (389.68) | (43,583.74) |
| Transfers to Stage 1 | **1,439.65** | **(1,398.66)** | **(40.99)** | **-** | **-** | 211.09 | (157.36) | (53.73) | - |
| Transfers to Stage 2 | **(2,569.24)** | **2,612.60** | **(43.36)** | **-** | **-** | (781.29) | 835.37 | (54.08) | - |
| Transfers to Stage 3 | **(2,313.73)** | **(612.46)** | **2,926.19** | **-** | **-** | (788.50) | (337.17) | 1,125.67 | - |
| Amounts written off | **(476.44)** | **(267.90)** | **(1,117.23)** | **(55.71)** | **(1,917.28)** | (122.16) | (57.05) | (473.79) | (653.00) |
| **Closing balance** | **2,18,320.87** | **3,997.81** | **3,909.42** | **324.86** | **2,26,552.96** | **1,55,962.62** | **2,904.14** | **2,364.32** | **1,61,231.08** |

*Assets originated during the year has been presented on net basis i.e. collection has been netted off.

b) (₹ in crore)

| Impairment allowance on Loans | As at March 31, 2025 | | | | | As at March 31, 2024 | | | |
|---|---|---|---|---|---|---|---|---|---|
| | Stage 1 | Stage 2 | Stage 3 | POCI | Total | Stage 1 | Stage 2 | Stage 3 | Total |
| **Opening balance** | **1,048.63** | **452.16** | **1,752.44** | **-** | **3,253.23** | **851.04** | **754.68** | **1,587.53** | **3,193.25** |
| Remeasurement due to changes in EAD/estimates | **682.83** | **355.62** | **1,274.04** | **-** | **2,312.49** | 678.20 | 132.40 | 763.12 | 1,573.72 |
| Effect of buisness combination* | **137.24** | **122.75** | **228.28** | **201.88** | **690.15** | - | - | - | - |
| Assets derecognised or repaid (excluding write offs) | **(413.36)** | **(165.04)** | **(264.54)** | **-** | **(842.94)** | (374.79) | (328.58) | (323.54) | (1,026.91) |
| Transfers to Stage 1 | **81.57** | **(80.56)** | **(1.01)** | **-** | **-** | 2.18 | (1.82) | (0.36) | - |
| Transfers to Stage 2 | **(44.82)** | **51.01** | **(6.19)** | **-** | **-** | (32.44) | 42.89 | (10.45) | - |
| Transfers to Stage 3 | **(125.85)** | **(97.26)** | **223.11** | **-** | **-** | (65.80) | (113.57) | 179.37 | - |
| Amounts written off | **(18.96)** | **(56.81)** | **(930.71)** | **-** | **(1,006.48)** | **(9.76)** | **(33.84)** | **(443.23)** | **(486.83)** |
| **Closing balance** | **1,347.28** | **581.87** | **2,275.42** | **201.88** | **4,406.45** | **1,048.63** | **452.16** | **1,752.44** | **3,253.23** |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**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**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Loan exposure to modified financial assets** | | |
| Gross carrying amount | **1,631.23** | 2,074.58 |
| Impairment allowance | **(370.18)** | (598.46) |
| **Net carrying amount** | **1,261.05** | **1,476.12** |

**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:

(₹ in crore)

| 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 | **9,478.20** | **9,478.20** | **8,681.57** | **-** | **796.63** | **-** | **-** | **9,478.20** | **-** |
| Bank balances | **964.85** | **964.85** | **898.51** | **0.14** | **18.98** | **47.22** | **-** | **917.63** | **47.22** |
| Derivative assets | **539.73** | **539.73** | **2.22** | **57.22** | **270.80** | **209.49** | **-** | **330.24** | **209.49** |
| Receivables | **97.59** | **97.59** | **19.35** | **78.24** | **-** | **-** | **-** | **97.59** | **-** |
| Loans (Net of Impairment Allowance)* | **2,21,950.37** | **2,21,950.37** | **13,370.27** | **18,660.54** | **52,766.53** | **78,886.76** | **58,266.27** | **84,797.34** | **1,37,153.03** |
| Investments | **8,717.79** | **8,717.79** | **6,975.45** | **-** | **0.61** | **781.76** | **959.97** | **6,976.06** | **1,741.73** |
| Investments accounted using equity method | **1,148.60** | **1,148.60** | **-** | **-** | **-** | **-** | **1,148.60** | **-** | **1,148.60** |
| Other Financial Assets | **1,101.40** | **1,101.40** | **149.90** | **567.69** | **149.18** | **234.05** | **0.58** | **866.77** | **234.63** |
| **Total** | **2,43,998.53** | **2,43,998.53** | **30,097.27** | **19,363.83** | **54,002.73** | **80,159.28** | **60,375.42** | **1,03,463.83** | **1,40,534.70** |

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

| 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 liabilities by type** | | | | | | | | | |
| Derivative liabilities | **240.89** | **240.89** | **0.18** | **0.30** | **19.83** | **220.58** | **-** | **20.31** | **220.58** |
| Trade and other payables | **1,821.32** | **1,821.32** | **609.61** | **715.75** | **324.25** | **171.71** | **-** | **1,649.61** | **171.71** |
| Debt securities | **80,141.57** | **80,141.57** | **2,036.03** | **8,394.08** | **13,777.67** | **44,215.72** | **11,718.07** | **24,207.78** | **55,933.79** |
| Borrowings (Other than Debt securities)# | **1,18,620.40** | **1,18,620.40** | **6,626.69** | **14,147.43** | **26,734.22** | **67,463.08** | **3,648.98** | **47,508.34** | **71,112.06** |
| Subordinated liabilities | **9,652.96** | **9,652.96** | **118.82** | **100.11** | **1,209.86** | **3,409.79** | **4,814.38** | **1,428.79** | **8,224.17** |
| Lease liabilities | **436.22** | **436.22** | **6.70** | **13.34** | **54.34** | **266.66** | **95.18** | **74.38** | **361.84** |
| Other financial liabilities# | **2,212.63** | **2,212.63** | **1,314.33** | **459.41** | **152.38** | **286.51** | **-** | **1,926.12** | **286.51** |
| **Total** | **2,13,125.99** | **2,13,125.99** | **10,712.36** | **23,830.42** | **42,272.55** | **1,16,034.05** | **20,276.61** | **76,815.33** | **1,36,310.66** |

*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.

(₹ in crore)

| 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 | 6,771.16 | 6,771.16 | 6,284.19 | - | 486.97 | - | - | 6,771.16 | - |
| Bank balances | 224.42 | 224.42 | 31.74 | 0.73 | 165.56 | 26.39 | - | 198.03 | 26.39 |
| Derivative assets | 242.62 | 242.62 | - | 0.05 | 3.14 | 239.43 | - | 3.19 | 239.43 |
| Receivables | 142.58 | 142.58 | 31.81 | 110.77 | - | - | - | 142.58 | - |
| Loans (Net of Impairment Allowance)* | 1,57,760.55 | 1,57,760.55 | 9,156.15 | 10,931.92 | 29,581.65 | 51,573.11 | 56,517.72 | 49,669.72 | 1,08,090.83 |
| Investments | 7,902.02 | 7,902.02 | 4,718.12 | 24.64 | 12.51 | 853.00 | 2,293.75 | 4,755.27 | 3,146.75 |
| Investments accounted using equity method | 830.78 | 830.78 | - | - | - | - | 830.78 | - | 830.78 |
| Other Financial Assets | 519.83 | 519.83 | 132.20 | 219.28 | 157.40 | 10.37 | 0.58 | 508.88 | 10.95 |
| **Total** | **1,74,393.96** | **1,74,393.96** | **20,354.21** | **11,287.39** | **30,407.23** | **52,702.30** | **59,642.83** | **62,048.83** | **1,12,345.13** |
| **Financial liabilities by type** | | | | | | | | | |
| Derivative liabilities | 46.33 | 46.33 | 0.05 | 0.07 | 1.29 | 44.92 | - | 1.41 | 44.92 |
| Trade and other payables | 1,389.91 | 1,389.91 | 433.14 | 534.02 | 250.97 | 171.78 | - | 1,218.13 | 171.78 |
| Debt securities | 60,503.68 | 60,503.68 | 937.46 | 8,221.46 | 10,279.12 | 29,779.70 | 11,285.94 | 19,438.04 | 41,065.64 |
| Borrowings (Other than Debt securities) | 79,142.88 | 79,142.88 | 1,543.96 | 8,324.70 | 19,693.16 | 45,733.09 | 3,847.97 | 29,561.82 | 49,581.06 |
| Subordinated liabilities | 8,538.73 | 8,538.73 | 69.71 | 17.88 | 1,168.74 | 2,617.45 | 4,664.95 | 1,256.33 | 7,282.40 |
| Lease liabilities | 326.53 | 326.53 | 4.95 | 9.09 | 29.28 | 183.44 | 99.77 | 43.32 | 283.21 |
| Other financial liabilities | 1,388.46 | 1,388.46 | 315.28 | 391.38 | 267.07 | 414.73 | - | 973.73 | 414.73 |
| **Total** | **1,51,336.52** | **1,51,336.52** | **3,304.55** | **17,498.60** | **31,689.63** | **78,945.11** | **19,898.63** | **52,492.78** | **98,843.74** |

* Loans reported/to be reported to RBI, NHB as per ALM includes Stage I and II provisions and excludes Stage III (net of provisions).

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

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:

(₹ in crore)

| Particulars | As at March 31, 2025 | | | As at March 31, 2024 | | |
|---|---|---|---|---|---|---|
| | Pledged | Not Pledged | Total | Pledged | Not Pledged | Total |
| **ASSETS** | | | | | | |
| **Financial assets** | **2,20,396.59** | **23,601.94** | **2,43,998.53** | **1,57,228.16** | **17,165.80** | **1,74,393.96** |
| Cash and cash equivalents | **0.55** | **9,477.65** | **9,478.20** | - | 6,771.16 | 6,771.16 |
| Bank Balance other than Cash and cash equivalents | **1.24** | **963.61** | **964.85** | 1.24 | 223.18 | 224.42 |
| Derivatives financial instruments | - | **539.73** | **539.73** | - | 242.62 | 242.62 |
| Trade Receivables | - | **96.64** | **96.64** | - | 140.70 | 140.70 |
| Other Receivables | - | **0.95** | **0.95** | - | 1.88 | 1.88 |
| Loans | **2,20,394.80** | **1,555.57** | **2,21,950.37** | 1,57,226.92 | 533.63 | 1,57,760.55 |
| Investments | - | **8,717.79** | **8,717.79** | - | 7,902.02 | 7,902.02 |
| Investments accounted using equity method | - | **1,148.60** | **1,148.60** | - | 830.78 | 830.78 |
| Other financial assets | - | **1,101.40** | **1,101.40** | - | 519.83 | 519.83 |
| **Non-financial Assets** | **2.03** | **4,464.45** | **4,466.48** | **2.17** | **2,297.85** | **2,300.02** |
| Current tax asset | - | **234.04** | **234.04** | - | 167.31 | 167.31 |
| Deferred tax Assets (Net) | - | **1,388.17** | **1,388.17** | - | 466.50 | 466.50 |
| Investment property | **0.20** | **2.93** | **3.13** | 0.22 | 2.80 | 3.02 |
| Property, Plant and Equipment | **1.83** | **1,511.43** | **1,513.26** | 1.95 | 830.98 | 832.93 |
| Capital work-in-progress | - | **1.81** | **1.81** | - | 4.15 | 4.15 |
| Intangible assets under development | - | **13.94** | **13.94** | - | 4.11 | 4.11 |
| Other Intangible assets | - | **76.97** | **76.97** | - | 42.79 | 42.79 |
| Right to use assets | - | **410.01** | **410.01** | - | 311.59 | 311.59 |
| Other non-financial assets | - | **825.15** | **825.15** | - | 467.62 | 467.62 |
| **Total Assets** | **2,20,398.62** | **28,066.39** | **2,48,465.01** | **1,57,230.33** | **19,463.65** | **1,76,693.98** |

### 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.

(₹ in crore)

| Particulars | Market risk measure | |
|---|---|---|
| | As at March 31, 2025 | As at March 31, 2024 |
| **Financial assets** | | |
| Cash and cash equivalents | **9,478.20** | 6,771.16 |
| Bank balances | **964.85** | 224.42 |
| Derivative financial instruments | **539.73** | 242.62 |
| Trade receivables | **96.64** | 140.70 |
| Other receivables | **0.95** | 1.88 |
| Loans | **2,21,950.37** | 1,57,760.55 |
| Investments | **8,717.79** | 7,902.02 |
| Investments accounted using equity method | **1,148.60** | 830.78 |
| Other financial assets | **1,101.40** | 519.83 |
| **Total** | **2,43,998.53** | **1,74,393.96** |

(₹ in crore)

| Particulars | Market risk measure | |
|---|---|---|
| | As at March 31, 2025 | As at March 31, 2024 |
| **Financial liabilities** | | |
| Derivatives financial instruments | **240.89** | 46.33 |
| Total outstanding dues of micro enterprises and small enterprises | **19.39** | 3.82 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | **1,801.93** | 1,386.09 |
| Debt securities | **80,141.57** | 60,503.68 |
| Borrowings (Other than debt securities) | **1,18,620.40** | 79,142.88 |
| Subordinated liabilities | **9,652.96** | 8,538.73 |
| Lease liabilities | **436.22** | 326.53 |
| Other financial liabilities | **2,212.63** | 1,388.46 |
| **Total** | **2,13,125.99** | **1,51,336.52** |

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** (₹ in crore)

| Particulars | Less than 1 Year | @ 100bps change increase | @ 100bps change decrease |
|---|---|---|---|
| Rate sensative assets | **2,00,800.57** | **1,693.80** | **(1,693.80)** |
| Rate sensative liabilities | **1,49,257.17** | **1,183.72** | **(1,183.72)** |
| **Net** | **51,543.40** | **510.08** | **(510.08)** |

**As on March 31, 2024** (₹ in crore)

| Particulars | Less than 1 Year | @ 100bps change increase | @ 100bps change decrease |
|---|---|---|---|
| Rate sensative assets | 1,44,781.56 | 1,182.19 | (1,182.19) |
| Rate sensative liabilities | 1,06,573.24 | 810.11 | (810.11) |
| **Net** | **38,208.32** | **372.08** | **(372.08)** |

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 |
|---|---|---|
| Variable rate borrowings | **46%** | 47% |
| Fixed rate borrowings | **54%** | 53% |
| **Total borrowings** | **100%** | **100%** |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

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 at on March 31, 2025 expressed in INR, are as follows

(₹ in crore)

| Particulars | As at March 31, 2025 | | | | As at March 31, 2024 | | | |
|---|---|---|---|---|---|---|---|---|
| | USD | EURO | JPY | SGD | USD | EURO | JPY | SGD |
| Letter of Credit/Buyers Credit | **0.19** | **-** | **0.08** | **-** | - | 0.37 | - | - |

(₹ in crore)

| Particulars | Impact on profit after tax March 31, 2025 | | | | Impact on profit after tax March 31, 2024 | | | |
|---|---|---|---|---|---|---|---|---|
| | USD | EURO* | JPY | SGD | USD | EURO | JPY | SGD |
| Sensitivity - Increase by 1% | - | - | - | - | - | - | - | - |
| Sensitivity - Decrease by 1% | - | - | - | - | - | - | - | - |

** Amount less than fifty thousand*

iii. Foreign currency risk exposure- subsidiaries

The foreign currency risk from monetary asset and liabilities as at March 31, 2025 is as follows:

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| | US Dollar | US Dollar |
| Net exposure to foreign currency risk in respect of recognised financial assets/(financial liabilities) | **623.31** | 566.19 |

Sensetivity analysis between Indian Rupee and US Dollar:

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| 1% Depreciation in INR<br>Impact on P&L | **1.24** | 0.22 |
| 1% Appreciation in INR<br>Impact on P&L | **(1.24)** | (0.22) |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### 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.

(₹ in crore)

| Particulars | As at March 31, 2025 | | | As at March 31, 2024 | | |
|---|---|---|---|---|---|---|
| | Within 12 months | After 12 months | Total | Within 12 months | After 12 months | Total |
| **ASSETS** | | | | | | |
| **Financial assets** | **1,03,463.83** | **1,40,534.70** | **2,43,998.53** | **62,048.83** | **1,12,345.13** | **1,74,393.96** |
| Cash and cash equivalents | **9,478.20** | **-** | **9,478.20** | 6,771.16 | - | 6,771.16 |
| Bank Balance other than (a) above | **917.63** | **47.22** | **964.85** | 198.03 | 26.39 | 224.42 |
| Derivatives financial assets | **330.24** | **209.49** | **539.73** | 3.19 | 239.43 | 242.62 |
| Receivables | **97.59** | **-** | **97.59** | 142.58 | - | 142.58 |
| Other receivable | **-** | **-** | **-** | - | - | - |
| Loans | **84,797.34** | **1,37,153.03** | **2,21,950.37** | 49,669.72 | 1,08,090.83 | 1,57,760.55 |
| Investments | **6,976.06** | **1,741.73** | **8,717.79** | 4,755.27 | 3,146.75 | 7,902.02 |
| Investments accounted using equity method | **-** | **1,148.60** | **1,148.60** | - | 830.78 | 830.78 |
| Other financial assets | **866.77** | **234.63** | **1,101.40** | 508.88 | 10.95 | 519.83 |
| **Non-financial Assets** | **832.09** | **3,634.79** | **4,466.48** | **450.53** | **1,849.49** | **2,300.02** |
| Current tax asset | **35.41** | **198.63** | **234.04** | 5.44 | 161.87 | 167.31 |
| Deferred tax Assets (net) | **-** | **1,388.17** | **1,388.17** | - | 466.50 | 466.50 |
| Investment property | **-** | **3.13** | **3.13** | - | 3.02 | 3.02 |
| Property, Plant and Equipment | **-** | **1,513.26** | **1,513.26** | - | 832.93 | 832.93 |
| Capital work-in-progress | **-** | **1.81** | **1.81** | - | 4.15 | 4.15 |
| Intangible assets under development | **-** | **13.94** | **13.94** | - | 4.11 | 4.11 |
| Other Intangible assets | **-** | **76.97** | **76.97** | - | 42.79 | 42.79 |
| Right of use assets | **-** | **410.01** | **410.01** | 0.23 | 311.36 | 311.59 |
| Other non-financial assets | **798.68** | **28.47** | **825.15** | 444.86 | 22.76 | 467.62 |
| **Total Assets** | **1,04,295.92** | **1,44,169.09** | **2,48,465.01** | **62,499.36** | **1,14,194.62** | **1,76,693.98** |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in crore)

| Particulars | As at March 31, 2025 | | | As at March 31, 2024 | | |
|---|---|---|---|---|---|---|
| | Within 12 months | After 12 months | Total | Within 12 months | After 12 months | Total |
| **LIABILITIES** | | | | | | |
| **Financial Liabilities** | **76,815.33** | **1,36,310.66** | **2,13,125.99** | **52,492.78** | **98,843.74** | **1,51,336.52** |
| Derivative financial liabilities | **20.31** | **220.58** | **240.89** | 1.41 | 44.92 | 46.33 |
| Trade and other payables | **1,649.61** | **171.71** | **1,821.32** | 1,218.13 | 171.78 | 1,389.91 |
| Other payable | **-** | **-** | **-** | - | - | - |
| Debt Securities | **24,207.78** | **55,933.79** | **80,141.57** | 19,438.04 | 41,065.64 | 60,503.68 |
| Borrowings (Other than debt securities) | **47,508.34** | **71,112.06** | **1,18,620.40** | 29,561.82 | 49,581.06 | 79,142.88 |
| Subordinated liabilities | **1,428.79** | **8,224.17** | **9,652.96** | 1,256.33 | 7,282.40 | 8,538.73 |
| Lease liabilities | **74.38** | **361.84** | **436.22** | 43.32 | 283.21 | 326.53 |
| Other financial liabilities | **1,926.12** | **286.51** | **2,212.63** | 973.73 | 414.73 | 1,388.46 |
| **Non-Financial Liabilities** | **662.02** | **306.36** | **968.38** | **401.23** | **374.12** | **775.35** |
| Current tax liability | **73.75** | **290.75** | **364.50** | 31.08 | 365.65 | 396.73 |
| Provisions | **264.61** | **15.61** | **280.22** | 105.22 | 8.47 | 113.69 |
| Deferred tax liabilities (Net) | **-** | **-** | **-** | - | - | - |
| Other non financial liabilities | **323.66** | **-** | **323.66** | 264.93 | - | 264.93 |
| **Total liabilities** | **77,477.35** | **1,36,617.02** | **2,14,094.37** | **52,894.01** | **99,217.86** | **1,52,111.87** |
| **Net** | **26,818.57** | **7,552.07** | **34,370.64** | **9,605.35** | **14,976.76** | **24,582.11** |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**Note 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 (₹ in crore) | As at March 31, 2024 (₹ in crore) | Relationship with the struck off company | Company |
|---|---|---|---|---|---|
| Safna Consultancy Private Limited | Debenture | **NA** | 0.27 | Debenture Holder | Tata Capital Limited |
| Manak Realtors Private Limited | Loan | **NA** | 0.18 | Borrower | Tata Capital Limited |
| First Office Solutions India Private Limited | Loan | **0.02** | 0.05 | Borrower | Tata Capital Limited |
| Uark Entertainment OPC Private Limited | Loan | **NA** | 0.02 | Borrower | Tata Capital Limited |
| Mahaveerer Fabs Private Limited | Loan | **0.40** | NA | Borrower | Tata Capital Limited |
| Reliable Enterprise | Loan | **0.01** | NA | Borrower | Tata Capital Limited |
| R. S Caterers And Restaurants LLP | Loan | **0.32** | NA | Borrower | Tata Capital Limited |
| Ideal Hi-Tech Engineering Equipment Private Limited | Loan | **3.38** | NA | Borrower | Tata Capital Limited |
| Anant Crushers Private Limited | Loan | **0.02** | NA | Borrower | Tata Capital Limited |
| Elv Supply Chain Solutions (OPC) Private Limited | Loan | **0.12** | NA | Borrower | Tata Capital Limited |
| Vintage Motors Private Limited* | Loan | **-** | NA | Borrower | Tata Capital Limited |
| Flying Peregrine Falcon Logistics Private Limited | Loan | **0.08** | NA | Borrower | Tata Capital Limited |
| Atadco Trading Private Limited | Loan | **0.02** | NA | Borrower | Tata Capital Limited |
| Armam Agro Udyog Private Limited | Loan | **0.03** | 0.04 | Borrower | Tata Capital Housing Finance Limited |
| Peoplepro Trainers and Consultants Private Limited | Loan | **0.20** | 0.21 | Borrower | Tata Capital Housing Finance Limited |
| Sinclaire Inns and Resorts Private Limited | Loan | **0.26** | 0.27 | Borrower | Tata Capital Housing Finance Limited |
| Capital Infussion India Private Limited* | Trade Payable | **-** | - | Vendor | Tata Capital Housing Finance Limited |
| India Finsol Private Limited* | Trade Payable | **-** | - | Vendor | Tata Capital Housing Finance Limited |
| K & S Financial Services Private Limited* | Trade Payable | **-** | - | Vendor | Tata Capital Housing Finance Limited |

* Amount less than Rs.50,000

The above disclosure has been prepared basis the relevant information compiled by the Company on best effort basis.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**Note 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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**1 The amounts recognised as of the acquisition date for each major class of assets acquired and liabilities assumed**

(₹ in crore)

| Particulars | As at April 1, 2024 |
|---|---|
| **ASSETS** | |
| Cash and cash equivalents | 3,204.53 |
| Bank balances other than Cash and cash equivalents | 3.86 |
| Derivative financial instruments | 98.46 |
| Receivables | 39.08 |
| Loans | 29,561.55 |
| Investments | 2,582.01 |
| Other financial assets | 999.87 |
| Current tax assets | 112.38 |
| Deferred tax assets (net) | 521.63 |
| Investment Property | 0.31 |
| Property, plant and equipment | 42.85 |
| Other Intangible assets | 7.23 |
| Right of use assets | 81.82 |
| Other non-financial assets | 184.43 |
| Total Assets (a) | 37,440.01 |
| **LIABILITIES** | |
| Derivative financial instruments | 49.58 |
| Payables | 429.82 |
| Debt securities | 3,901.32 |
| Borrowings (other than debt securities) | 25,605.04 |
| Subordinated liabilities | 1,150.49 |
| Lease liabilities | 81.82 |
| Other financial liabilities | 1,041.76 |
| Current tax liabilities | 0.19 |
| Provisions | 152.65 |
| Other non-financial liabilities | 69.78 |
| Total Liabilities (b) | 32,482.45 |
| **Net identifiable assets acquired (a)-(b)** | **4,957.56** |

**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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

The calculation of goodwill is as follows:

| Particulars | (₹ in crore) |
|---|---|
| Purchase consideration (being acquisition date fair values) | |
| - Equity shared issued | 4,162.76 |
| - Perpetual instrument (classified as Equity as per IndAS 32) | 1,808.00 |
| - Settlement of Pre existing relationship (refer point 4) | (0.24) |
| Less: Net identifiable assets acquired (refer point 1) | (4,957.56) |
| Goodwill arising on Amalgamation# | 1,012.96 |

*#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 | (₹ in crore) |
|---|---|
| Fair value of acquired receivable | 39.08 |
| Gross contractual amount of receivable | 53.47 |
| Contractual cashflow not expected to be collected | 14.39 |

**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 | (₹ in crore) |
|---|---|
| **In the books of TMFL** | |
| Trade receivables | 0.24 |

**5 Acquisition related cost**

| Particulars | (₹ in crore) |
|---|---|
| Acquisition related costs recognised in the Statement of Profit and Loss. | 6.78 |

**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 | (₹ in crore) |
|---|---|
| Revenue | 4,802.98 |
| Profit before tax | (80.60) |

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**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. The value of the stocks as on March 31, 2025 is ₹ 0.17 crore.

**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 Board of Directors have recommended a final dividend of Re. 0.42 per equity share for the financial year 2024-25 resulting in a total dividend of ₹ 167.32 crore subject to approval of the shareholders in the forthcoming Annual General Meeting of the Company.

**53.** 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.

In view of the Scheme becoming effective and as per its terms:

(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.

**54.** 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.

In terms of our report attached,

**M S K A & Associates**
*Chartered Accountants*
Firm's Registration No: 105047W

**Swapnil Kale**
Partner
Membership No: 117812

**M. P. Chitale & Co.**
Chartered Accountants
ICAI Firm's Registration No: 101851W

**Murtuza Vajihi**
Partner
Membership No: 112555

Date: May 13, 2025
Place: 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**
*(Head - Legal and Compliance & Company Secretary)*

# Salient Features of Financial Statements of Subsidiaries / Associates / Joint Ventures

## Form AOC - 1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statements of subsidiaries/associates/joint ventures

Part "A": Subsidiaries

(₹ in crore)

| Sr. No | Name of Subsidiary | The date since when subsidiary was acquired | Reporting currency and exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries | Share Capital / Partner's Capital / Unitholder's Capital | Reserves & Surplus | Total Assets | Total Liabilitites | Investments | Turnover | Profit / (Loss) before Taxation | Provision for taxation | Profit / (Loss) After Taxation | Proposed Dividend | % of Shareholding |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 1 | Tata Capital Housing Finance Limited | October 15, 2008 | INR | 608.82 | 8,193.17 | 70,676.61 | 61,874.62 | 1,108.93 | 6,969.09 | 2,012.74 | 513.81 | 1,498.93 | - | 100.00 |
| 2 | Tata Capital Pte. Limited [2] | April 25, 2008 | 1 USD = 83.3363 INR | 185.31 | 421.49 | 717.68 | 110.88 | 518.93 | 187.45 | 137.22 | 1.09 | 136.12 | - | 100.00 |
| 3 | Tata Capital Advisors Pte. Limited [2] | April 25, 2008 | 1 USD = 83.3363 INR | 64.69 | 22.99 | 102.82 | 15.14 | 0.19 | 187.74 | (0.67) | (0.06) | (0.61) | - | 100.00 |
| 4 | Tata Capital General Partners LLP [2] | January 28, 2010 | 1 USD = 83.3363 INR | 42.73 | 3.69 | 48.21 | 1.79 | - | 369.83 | 187.41 | - | 187.41 | - | 80.00 |
| 5 | Tata Capital Growth II General Partners LLP [2] | September 28, 2018 | 1 USD = 83.3363 INR | 0.17 | (0.02) | 1.65 | 1.50 | - | 2.75 | 0.04 | - | 0.04 | - | 80.00 |
| 6 | Tata Capital Healthcare General Partners LLP [2] | June 17, 2010 | 1 USD = 83.3363 INR | 0.43 | (0.36) | 0.11 | 0.04 | - | - | (0.10) | - | (0.10) | - | 100.00 |
| 7 | Tata Capital Healthcare II General Partners LLP [2] | September 12, 2019 | 1 USD = 83.3363 INR | 0.09 | 0.30 | 0.55 | 0.16 | - | 1.32 | 0.06 | - | 0.06 | - | 100.00 |
| 8 | Tata Opportunities General Partners LLP [2] | November 1, 2010 | 1 USD = 83.3363 INR | 0.09 | (0.11) | 0.88 | 0.90 | - | 0.02 | 0.17 | - | 0.17 | - | 90.00 |
| 9 | Tata Capital PLC [4] | November 10, 2009 | - | - | - | - | - | - | - | - | - | - | - | - |
| 10 | Tata Securities Limited | July 27, 2007 | INR | 28.11 | (7.25) | 25.32 | 4.46 | 8.79 | 6.84 | (7.48) | - | (7.48) | - | 100.00 |
| 11 | Tata Capital Growth Fund I -Trust [3] | July 26, 2010 | INR | 114.20 | (114.06) | 0.18 | 0.04 | - | 1.40 | 1.58 | 0.49 | 1.09 | - | 73.75 |
| 12 | Tata Capital Special Situation Fund - Trust [3] | March 15, 2010 | INR | 103.25 | (103.29) | 0.19 | 0.23 | - | - | (0.15) | - | (0.15) | - | 28.20 |
| 13 | Tata Capital Healthcare Fund I - Trust [3] | May 5, 2010 | INR | 79.78 | (77.42) | 2.77 | 0.41 | - | 21.23 | 20.66 | 0.07 | 20.59 | - | 32.05 |
| 14 | Tata Capital Healthcare Fund II- Trust [3][&][6] | September 12, 2019 | INR | 918.47 | (106.33) | 813.65 | 1.51 | 813.15 | 0.29 | (51.51) | - | (51.51) | - | 16.43 |
| 15 | Tata Capital Innovations Fund - Trust [3] | August 31, 2010 | INR | 234.65 | (235.69) | 1.06 | 2.10 | 0.61 | (21.91) | (0.47) | 0.02 | (0.49) | - | 27.86 |

(₹ in crore)

| Sr. No | Name of Subsidiary | The date since when subsidiary was acquired | Reporting currency and exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries | Share Capital / Partner's Capital / Unitholder's Capital | Reserves & Surplus | Total Assets | Total Liabilitites | Investments | Turnover | Profit / (Loss) before Taxation | Provision for taxation | Profit / (Loss) After Taxation | Proposed Dividend | % of Shareholding |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 16 | Tata Capital Growth Fund II - Trust[3]&[6] | September 28, 2018 | INR | 736.41 | (48.94) | 687.75 | 0.28 | 685.55 | 0.46 | (48.67) | - | (48.67) | - | 39.15 |
| 17 | TCL Employee Welfare - Trust [5] | March 2, 2010 | INR | - | 73.27 | 149.83 | 76.56 | 98.15 | 31.77 | 31.77 | 7.06 | 24.71 | - | - |

Notes - Part "A"

1) Reporting period for all subsidiaries is the same as holding company.

2) Share Capital/Partner's Capital/Unitholder's Capital, Reserves & Surplus, Total Assets, Total Liabilities and Investments are translated at exchange rate as on March 31, 2025 as: 1 USD = ₹ 85.4541 INR whereas Turnover, Profit/(Loss) before Taxation, Provision for Taxation and Profit/(Loss) after Taxation are translated at annual average rate of 1 USD = ₹ 84.5435 INR .

3) Though Trusts would not be considered as body corporates under the Companies Act 2013, these have been disclosed as a measure of good governance.

4) Tata Capital Plc, registered in UK, has liquidated on December 31, 2024.

5) The Employee Welfare Trust (""Trust"") has been constituted to administer the Tata Capital Limited Employee Stock Purchase/ Option Scheme (""Scheme""), introduced by the Company, The Trust has been settled by way of a deed executed between the Trustee(s) and the settler. The Trust has been constituted, inter area, for the benefit of the employees of the company, its subsdiaries and the holding company (i.e Eligible Employees), in accourdance with scheme.

   The beneficiaries of the Trust are the Eligible Employees as defined in the Scheme and decided by the Nomination and Remuneration Committee of the Company. Thus, the Reserves & Surplus and Profit After Taxation belong entirely to the Non-Controlling Interest holder i.e. the Eligible Employees. It may be noted that the Trust is a Subsidiary in accordance with Indian Accounting Standards (""Ind As"").

6) Consolidated based on capital contributed towards portfolio investment and expenses

## Part "B": Associates

### Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies

(₹ in crore)

| Sr. No | Name of Associate/Joint Venture | 1. Latest audited Balance Sheet date | 2. Date on which the Associate was associated or acquired | 3. Shares of Associate held by the company on the year end | | | 4. Description of how there is significant influence | 5. Reason why the Associate / Joint Venture has not been consolidated | 6. Networth attributable to shareholding as per latest audited Balance Sheet | 7. Profit/Loss for the year | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | No. of Shares | Amount of investment in Associate | Extent of Holding % | | | | i. Considered in Consolidation | ii. Not Considered in Consolidation |
| 1 | Novalead Pharma Private Limited | March 31, 2024 | August 31, 2010 | 11,477 | 23.35 | 19.75% | Based on rights under definitive documents | N.A. | 3.86 | - | - |
| 2 | Sea6 Energy Private Limited | March 31, 2024 | August 7, 2015 | 14,958 | 20.60 | 13.40% | | N.A. | 3.01 | (5.96) | (38.54) |
| 3 | Alef Mobitech Solutions Private Limited | March 31, 2024 | November 30, 2015 | - | - | 0.00% | | N.A. | - | - | - |
| 4 | Vortex Engineering Private Limited | March 31, 2024 | December 13, 2011 | - | - | 0.00% | | N.A. | - | - | - |
| 5 | Kapsons Industries Private Limited | March 31, 2024 | December 24, 2014 | 2,857 | 0.01 | 0.01% | | N.A. | - | - | - |
| 6 | Fincare Business Services Limited | March 31, 2024 | March 21, 2017 | - | - | 0.00% | | N.A. | - | (0.33) | (43.04) |
| 7 | Fincare Small Finance Bank | March 31, 2024 | September 13, 2013 | - | - | 0.00% | | N.A. | - | - | - |
| 8 | Indusface Private Limited | March 31, 2024 | April 21, 2020 | 451,721 | 35.00 | 36.89% | | N.A. | 6.43 | (0.18) | (0.32) |
| 9 | Auxilo Finserve Private Limited | March 31, 2024 | July 19, 2023 | 10 | - | 0.00% | | N.A. | - | - | 104.50 |
| 10 | Linux Laboratories Pvt Ltd | March 31, 2024 | February 22, 2021 | 3,600 | 15.00 | 3.90% | | N.A. | 4.34 | 0.97 | 23.94 |
| 11 | Cnergyis Infotech India Pvt Ltd | March 31, 2024 | January 10, 2022 | 87,282 | 57.09 | 23.89% | | N.A. | 7.09 | 2.23 | 7.11 |
| 12 | Atulaya Healthacare Private Limited | March 31, 2024 | July 20, 2021 | 100 | 0.01 | 0.01% | | N.A. | 0.01 | - | (13.69) |
| 13 | Sakar Healthcare Limited | March 31, 2024 | August 29, 2023 | 2,309,910 | 60.00 | 10.52% | | N.A. | 27.60 | - | - |
| 14 | Anderson Diagnostic Services Private Limited | March 31, 2024 | June 8, 2022 | 22,836 | 15.00 | 4.48% | | N.A. | 3.12 | (0.65) | (13.89) |
| 15 | Finagg Technologies Private Limited | March 31, 2024 | January 16, 2024 | 1 | - | 0.00% | | N.A. | - | - | - |
| 16 | Noble Medichem Private Limited | March 31, 2024 | April 18, 2024 | 980,941 | 98.00 | 39.41% | | N.A. | 2.94 | 0.75 | 1.16 |
| 17 | Harsoria Healthcare Private Limited | March 31, 2024 | December 31, 2024 | 29,191 | 35.29 | 5.49% | | N.A. | 4.50 | (0.10) | (1.72) |
| 18 | Apex Kidney Care Private Limited | March 31, 2024 | October 25, 2023 | 424,356 | 15.50 | 6.89% | | N.A. | 8.66 | 0.70 | 12.00 |

1. Fincare Small Finance Bank Limited ceased to be an Associate company w.e.f. April 01, 2024
2. Alef Mobitech Soluations Private Limited ceased to be an Associate company w.e.f. April 04, 2024
3. Vortex Engineering Private Limited ceased to be an Associate company w.e.f. June 04, 2024
4. Lokmanaya Hospital Private Limited ceased to be an Associate company w.e.f. July 05, 2024
5. Fincare Business Services Limited ceased to be an Associate company w.e.f. March 24, 2025

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**
*(Head - Legal and Compliance & Company Secretary)*

Place : Mumbai
Date: May 13, 2025

# Standalone Financial Statements

# INDEPENDENT AUDITOR'S REPORT

**To the Members of**
**Tata Capital Limited**

**Report on the Audit of the Standalone Financial Statements**

**Opinion**

1. We have audited the accompanying Standalone Financial Statements of Tata Capital Limited (the "Company"), 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 Statement of Cash Flow for the year then ended, and notes to the Standalone Financial Statements, including material accounting policy and other explanatory information (hereinafter referred to as the "Standalone financial statements").

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Rules"), the relevant circulars, guidelines and directions issued by Reserve Bank of India ('RBI') from time to time ("RBI Guidelines") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025; its profit, other comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

3. We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.

**Emphasis of Matter**

4. We draw attention to Note 51A to the Standalone 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.

**Key Audit Matters**

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements for the year ended March 31, 2025. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

   We have determined the matters described below to be the key audit matters to be communicated in our report.

| Key Audit Matter | How the Key Audit Matter was addressed in our audit |
|---|---|
| **Allowance for Expected Credit Loss ("ECL") on Loan Assets:**<br><br>Total Loans as at March 31, 2025: Rs. 1,59,674.55 crores<br>ECL Provision as at March 31, 2025: Rs. 3,864.26 crores<br><br>(Refer Note 36 to the Standalone financial statements) | |
| Indian Accounting Standard 109 - Financial Instruments ('Ind AS 109') requires the Company to provide for impairment of its financial assets using the expected credit loss ('ECL') approach involving an estimation of probability of loss on such financial assets, considering reasonable and supportable information about past events, current conditions and forecasts of future economic conditions which could impact the credit quality of the Company's financial assets. The estimation of impairment loss allowance on loan assets involves significant judgement and estimates, which are subject to uncertainty, and involves applying appropriate measurement principles in case of loss events.<br><br>The Expected Credit Loss (ECL) is calculated using the percentage of probability of default (PD), loss given default (LGD) and exposure at default (EAD) for each of the stages of loan portfolio. Significant management judgment and assumptions involved in measuring ECL is required with respect to:<br><br>• Segmentation of loan book in buckets based on common risk characteristics;<br><br>• Staging of loans and in particular determining the criteria, which includes qualitative factors for identifying a significant increase in credit risk (i.e. Stage 2) and credit-impaired (i.e. Stage - 3);<br><br>• Factoring in future macro-economic and industry specific estimates and forecasts;<br><br>• Past experience and forecast data on customer behaviour on repayments;<br><br>• Varied statistical modelling techniques to determine probability of default, loss given default and exposure at default basis, the default history of loans, subsequent recoveries made and other relevant factors using probability-weighted scenarios. | Our audit procedures in respect of this area included, but not limited to:<br><br>a. Obtained and read Company's Board approved policies on ECL and evaluated the appropriateness of the Company's accounting policies for impairment of financial instruments and assessed compliance of the same with Indian Accounting Standard 109-Financial Instruments ('Ind AS 109');<br><br>b. Performed a walkthrough of the impairment loss allowance process, and assessed the design and tested operating effectiveness of the key controls over completeness and accuracy of the key inputs (including loan book as at March 31, 2025) and assumptions considered for calculation, recording and monitoring of the impairment loss recognized. These controls, amongst others, included controls over the staging of the loan portfolio along with passing of journal entries and preparing disclosures;<br><br>c. Obtained an understanding of the modelling techniques adopted by the Company including the key inputs and assumptions. Since, modelling assumptions and parameters were based on historical data, we assessed whether historical experience was representative of current circumstances and was relevant in view of the recent impairment losses incurred within the portfolios;<br><br>d. Assessed the critical assumptions & input data used by the Company for estimating, grouping and staging of loan portfolio into various categories and default buckets and their appropriateness for determining the probability-weighted default (PD) and loss-given default (LGD) rates; |

| Key Audit Matter | How the Key Audit Matter was addressed in our audit |
|---|---|
| Considering the significance of the above matter to the financial statements and complex nature of assumptions & judgements exercised by the management and loans forming a major portion of the Company's assets this matter required significant attention to test the calculation of expected credit losses, we identified this as a key audit matter for current year audit. | e. Performed sample testing of the input data used for determining the PD (probability of default) and LGD (loss given default) rates and agreed the data with the underlying books of accounts and records;<br><br>f. Tested the arithmetical accuracy of computation of ECL (expected credit loss) provision performed by the Company;<br><br>g. Tested the completeness of loans included in the ECL calculations as of March 31, 2025 by reconciling such data with the balances as per loan book register;<br><br>h. Assessed the appropriateness of the disclosures made by the management as per the requirements of Ind AS 109 -'Financial Instruments' in the Standalone Financial Statements and<br><br>i. Obtained written representations from management and those charged with governance on whether they believe significant assumptions used in calculation of expected credit losses are reasonable; |

| Key Audit Matter | How the Key Audit Matter was addressed in our audit |
|---|---|
| **Information Technology ("IT") System and Controls** | |
| The Company is dependent on its information technology ('IT') systems due to the significant number of transactions that are processed daily across such multiple and discrete IT systems. Also, IT application controls are critical to ensure that changes to applications and underlying data are made in an appropriate manner and under controlled environment. Appropriate controls contribute to mitigating the risk of potential fraud or errors as a result of changes to applications and data. On account of the pervasive use of IT systems across varied different phases of business, the testing with respect to general computer controls of the IT systems used in financial reporting was identified to be a key audit matter.<br><br>The Company has a complex IT architecture to support its day-to-day business operations. High volume of transactions is processed and recorded on single or multiple applications. The reliability and security of IT systems plays a key role in the business operations of the Company. Since large volume of transactions are processed daily, IT controls are required to ensure that applications process data as expected and that changes are made in an appropriate manner.<br>Appropriate IT general controls and application controls are required to ensure that such IT systems are able to process the data, as required, completely, accurately and consistently for reliable financial reporting.<br><br>The Company's key financial accounting and reporting processes are highly dependent on information systems including automated controls in information systems, such that there exists a risk that, gaps in the IT control environment could result in the financial accounting and reporting records being misstated.<br><br>We have identified 'IT systems and controls' as a key audit matter because of the high-level automation, significant number of systems being used by the management and the complexity of the IT architecture and its impact on the financial reporting system. | Our audit procedures in respect of this area included, but not limited to:<br><br>a. Involved IT specialists as part of the audit for the purpose of testing the IT general controls and application controls.<br><br>b. Obtained an understanding of the Company's IT applications, databases and operating systems relevant to financial reporting and the control environment, including an understanding of the process, mapping of applications and understanding financial risks posed by people-process and technology.<br><br>c. Tested design and operating effectiveness of key controls over user access management, change management, program development, testing of key controls pertaining to, backup, batch processing, incident management and data centre security)<br><br>d. Performed procedures for a selected group of key controls over financial and reporting system to determine that these controls remained unchanged during the year or were changed following the standard change management process.<br><br>e. Tested key automated and manual business cycle controls including testing of alternate procedures to assess whether there were any unaddressed IT risks that would materially impact the financial statements.<br><br>f. We have perused reports of Information Systems and other technology audits initiated by the Management during the year.<br><br>g. We have also obtained management representations wherever considered necessary. |

**Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

6. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the Standalone & Consolidated Financial Statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

7. Our opinion on the Standalone Financial Statement does not cover the other information and we will not express any form of assurance conclusion thereon.

8. In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

9. When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance under SA 720 'The Auditor's responsibilities Relating to Other Information'.

**Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

10. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the Indian Accounting Standards specified under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended and, the RBI Guidelines and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

11. In preparing the Standalone Financial Statements, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

12. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

13. Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone financial statements.

14. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

    14.1 Identify and assess the risks of material misstatement of the Standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

    14.2 Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to Standalone Financial Statements in place and the operating effectiveness of such controls.

14.3 Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors.

14.4 Conclude on the appropriateness of management and Board of Director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

14.5 Evaluate the overall presentation, structure and content of the Standalone financial statements, including the disclosures, and whether the Standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

15. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

16. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

17. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone financial statements for the year ended March 31, 2025 and are therefore, the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Other Matter**

18. The Standalone 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.

Our opinion is not modified in respect of this matter.

**Report on Other Legal and Regulatory Requirements**

19. As required by the Companies (Auditor's Report) Order, 2020 (the "Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

20. As required by Section 143(3) of the Act, we report that:

20.1 We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

20.2 In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in paragraph 20.6 below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).

20.3 Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.

20.4 In our opinion, the aforesaid Standalone Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended.

20.5 On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

20.6 The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 20.2 above on reporting under Section 143(3)(b) and paragraph 21.6 below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

20.7 With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" wherein we have expressed an unmodified opinion.

21. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

21.1 The Company has disclosed the impact of pending litigations on its financial position in its Standalone financial statements – Refer Note 42 to the Standalone Financial Statements.

21.2 The Company has made provision, as required under the applicable law or Indian Accounting Standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 50(f) to the standalone financial statements.

21.3 There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

21.4 (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in Note 54 to the Standalone Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("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 Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in Note 54 to the Standalone Financial Statements no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, 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; and

(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, and according to the information and explanations provided to us by the Management in this regard nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) of the Act as provided under (a) and (b) above, contain any material mis-statement.

21.5 The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend.

The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

21.6 Based on our examination which included test checks, the Company has used accounting softwares for maintaining its books of account which have features of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares, except that the audit trail feature was not enabled throughout the year at the database level (DML logs) to capture log of any direct data changes. Accordingly, we are unable to comment whether audit trail feature has operated throughout the year for all relevant transactions recorded in the above-mentioned softwares or whether there is any instance of audit trail feature being tampered with or whether the audit trail of prior year has been preserved by the Company as per the statutory requirements for record retention prescribed under Rule 11(g) of the Companies (Audit and Auditor's) Rules, 2014. Further, where enabled, audit trail feature has operated for all relevant transactions recorded in the accounting software. Also, during the course of our audit, we did not come across any instance of audit trail feature being tampered with in respect of such accounting software. Additionally, the audit trail of prior year has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in the respective years.

22. In our opinion, according to information, explanations given to us, the remuneration paid by the Company to its directors is within the limits laid prescribed under Section 197 read with Schedule V of the Act and the rules thereunder.

**For M S K A & Associates**
Chartered Accountants
ICAI Firm Registration Number: 105047W

**Swapnil Kale**
Partner
ICAI Membership Number: 117812
UDIN: 25117812BMNUSZ4392

Place: Mumbai
Date: May 13, 2025

**For M. P. Chitale & Co.**
Chartered Accountants
ICAI Firm Registration Number: 101851W

**Murtuza Vajihi**
Partner
ICAI Membership Number: 112555
UDIN: 25112555BMLYNP9579

Place: Mumbai
Date: May 13, 2025

# ANNEXURE A TO INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF TATA CAPITAL LIMITED FOR THE YEAR ENDED MARCH 31, 2025

**[Referred to in paragraph 19 under 'Report on Other Legal and Regulatory requirements'] in the Independent Auditor's Report**

i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its Property, Plant and Equipment ('PPE').

The Company has maintained proper records showing full particulars of its Intangible assets.

(b) In our opinion, the Company's PPE were physically verified by the management in the Financial Year 2022-23 for PPE as at March 31, 2022 in accordance with a planned program of verifying PPE once in three years, which is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to such program, the physical verification of PPE held as at March 31, 2025, is due in Financial Year 2025-26. Material discrepancies noticed on such verification were properly dealt with in the books of accounts in the respective year.

(c) According to the information and explanations given to us and the records examined by us, the title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in the standalone financial statements, are held in the name of the Company, except for the immovable properties acquired during merger of Tata Motors Finance Ltd. with and into Tata Capital Limited as per NCLT order dated May 01, 2025 effective April 01, 2024 (Appointed Date).

| Sr. No. | Description of Property | Gross Carrying Value (Rs. In Crores) | Held in name of | Whether promoter, director or their relative or employee | Period held since | Reason for not being held in the name of company |
|---|---|---|---|---|---|---|
| 1 | Ceejay House | 0.31 | Tata Motors Finance Limited | No | 02-03-2010 | The title of the assets transferred pursuant to the scheme of arrangement for amalgamation are in the process of being transferred in the name of the Company |
| 2 | Nilgiri - Thane | 0.56 | Tata Motors Finance Limited | No | 07-05-2007 | |

(d) According to the information and explanations given to us, the Company has not revalued its Property, Plant and Equipment (including Right of Use Assets) and Intangible Assets during the year. Accordingly, the provisions stated under clause 3(i)(d) of the Order are not applicable to the Company.

(e) In our opinion and according to the information and explanations and management representations given to us, no proceedings have been initiated or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988), as amended and rules made thereunder. Accordingly, the provisions stated under clause 3(i)(e) of the Order are not applicable to the Company.

ii. (a) The Company is in business of rendering services and does not hold any inventory. Accordingly, the provisions stated under clause 3(ii)(a) of the Order are not applicable to the Company.

(b) In our opinion and according to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of rupees five crore, in aggregate, from banks or financial institutions on the basis of security of current assets. Based on the records examined by us, in the normal course of audit of the standalone financial statements, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with unaudited books of account of the Company.

iii. (a) The Company's principal business is to give loans and is a registered Non-Banking Financial Company ("NBFC"). Accordingly, provisions stated under clause 3(iii)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the investments made, guarantees provided, securities given and terms and conditions in relation to grant of all loans and advances in the nature of loans, investments made, guarantees provided and securities given are not prejudicial to the interest of the Company.

(c) The Company is a Non-Banking Financial Company, principally engaged in the business of providing loans with diverse range of financial products and services across retail finance, consumer finance and corporate finance. In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been duly stipulated and the repayments of principal amounts and receipts of interest have generally been regular as per repayment schedules except cases and outstanding balances referred to in Note 36 wherein the repayments of principal and interest are not regular. Having regard to the nature of the Company's business and the volume of information involved, it is not practicable to provide an itemized list of loan assets where repayment of principal and interest have not been regular.

(d) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the details of total amount overdue for more than ninety days in respect of loans and advances in the nature of loans, are as follows, and the Company has taken reasonable steps for recovery of the principal and interest.

| No. of cases | Principal amount overdue (Rs. Crores) | Interest overdue (Rs. Crores) | Total overdue (Rs. Crores) | Remarks, if any |
|---|---|---|---|---|
| 2,25,791 | 2,106.93 | 622.40 | 2,729.33 | |

(e) Since the Company's principal business is to give loans and is a registered NBFC, accordingly, the provisions under clause 3(iii)(e) of the Order is not applicable to the Company.

(f) In our opinion and according to the information and explanations given to us, the Company has granted loans or advances in the nature of loans to Promoters/Related Parties (as defined in section 2(76) of the Act) which are either repayable on demand or without specifying any terms or period of repayment. The details of the same are as follows:

(₹ in crores)

| | Outstanding as at March 31, 2025 (Rs. in crores) | | |
|---|---|---|---|
| | All Parties | Promoters | Related Parties |
| Aggregate amount of loans/ advances in nature of loans | | | |
| - Repayable on demand (A) | 74.06 | - | 74.06 |
| Agreement does not specify any terms or period of repayment (B) | - | - | - |
| **Total (A+B)** | **74.06** | **-** | **74.06** |
| Percentage of loans/ advances in nature of loans to the total loans | 0.05% | | 0.05% |

iv. According to information and explanation given to us and the records examined by us, the Company has not advanced any loan or given guarantee or provided security during the year covered under section 185 of the Act. Consequently, requirement of clause (iv) of the order pertaining to compliance with section 185 of the Act is not applicable. The Company has complied with section 186 (1) of the Act in respect of investments made and other sub-sections of Section 186 are not applicable to the Company.

v. According to the information and explanations given to us, the Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of Sections 73, 74, 75 and 76 of the Companies Act, 2013 and the rules made thereunder, to the extent applicable. Accordingly, the provisions stated under clause 3(v) of the Order is not applicable to the Company.

vi. According to the information and explanations given to us and to the best of our knowledge, the Central Government has not prescribed the maintenance of cost records under sub-section 1 of section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, as amended for the services of the Company. Accordingly, the reporting under clause 3 (vi) of the Order are not applicable to the Company.

vii. (a) In our opinion and according to the information and explanations given to us, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues have been generally regularly deposited by the Company with the appropriate authorities though there have been delays in few cases. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, Goods and Services Tax, duty of customs, cess and other material statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of provident fund, employees' state insurance, income tax, goods and service tax, cess and other material statutory dues applicable to it, which have not been deposited with the appropriate authorities on account of any dispute except mentioned below;

| Name of the Statute | Nature of the dues | Amount (Rs. in Crores) | Period to which the amount relates | Forum where dispute is pending |
|---|---|---|---|---|
| Income Tax Act, 1961 | Income Tax | 5.32 | AY 2017-18 | Commissioner of Income Tax (Appeals) |
| Income Tax Act, 1961 | Income Tax | 16.78 | AY 2018-19 | Commissioner of Income Tax (Appeals) |
| Income Tax Act, 1961 | Income Tax | 31.04 | AY 2020-21 | Commissioner of Income Tax (Appeals) |
| Income Tax Act, 1961 | Income Tax | 0.90 | AY 2022-23 | Commissioner of Income Tax (Appeals) |
| Income Tax Act, 1961 | Income Tax | 1.27 | AY 2016-17 | Commissioner of Income Tax (Appeals) |
| Income Tax Act, 1961 | Income Tax | 13.79 | AY 2017-18 | Commissioner of Income Tax (Appeals) |

| Name of the Statute | Nature of the dues | Amount (Rs. in Crores) | Period to which the amount relates | Forum where dispute is pending |
|---|---|---|---|---|
| Income Tax Act, 1961 | Income Tax | 24.20 | AY 2018-19 | Commissioner of Income Tax (Appeals) |
| Income Tax Act, 1961 | Income Tax | 28.40 | AY 2019-20 | Commissioner of Income Tax (Appeals) |
| Income Tax Act, 1961 | Income Tax | 40.06 | AY 2023-24 | Commissioner of Income Tax (Appeals) |
| Income Tax Act, 1961 | Income Tax | 4.46 | AY 2016-17 | Income Tax Appellate Tribunal |
| Income Tax Act, 1961 | Income Tax | 0.19 | AY 2020-21 | Commissioner of Income Tax (Appeals) |
| Value Added Tax | VAT- Andhra Pradesh | 0.02 | FY 2009-10 | Tribunal (Commercial Tax) |
| Value Added Tax | VAT- Delhi | 0.11 | FY 2011-12 | Joint Commissioner of Sales Tax Appeal |
| Value Added Tax | VAT- Tamil Nadu | 0.01 | FY 2012-13 | Deputy Commissioner (Commercial Taxes) |
| Value Added Tax | OVAT-Odisha | 0.02 | 1-10-2015 to 30-06-2017 | Joint Commissioner, Appeals |
| Value Added Tax | UPVAT-Uttar Pradesh | 0.71 | FY 2014-15 | Additional Commissioner, Appeals |
| Value Added Tax | GJVAT-Gujarat | 0.09 | FY 2014-15 | Deputy Commissioner of State Tax (Commercial Taxes) |
| Central Sales Tax | GJCST-Gujarat | 0.02 | FY 2014-15 | Deputy Commissioner of State Tax (Commercial Taxes) |
| Value Added Tax | MVAT-Maharashtra | 5.35 | FY 2017-18 | Joint Commissioner of State Tax |
| Goods and Services Tax | GST-Maharashtra | 0.01 | FY 2017-18 | Joint Commissioner of State Tax |
| Goods and Services Tax | GST-Gujarat | 3.59 | FY 2019-20 | Appeal to GST Appellate Tribunal |
| Value Added Tax | VAT-Kerala | 0.01 | FY 2014-15 | Joint Commissioner of State Tax, Appeals |
| Value Added Tax | VAT- Jharkhand | 0.48 | FY 2016-17 | Deputy Commissioner (Commercial Taxes) |
| Goods and Services Tax | GST-Maharashtra | 3.45 | FY 2017-18 & 2018-19 | Writ Petition with Bombay High Court |
| Goods and Services Tax | GST-Rajasthan | 0.01 | FY 2018-19 | Appeal filed with the Authorities |

| Name of the Statute | Nature of the dues | Amount (Rs. in Crores) | Period to which the amount relates | Forum where dispute is pending |
|---|---|---|---|---|
| Goods and Services Tax | GST-West Bengal | 0.00* | FY 2018-19 | Avail GST Amnesty u/s 128A |
| Goods and Services Tax | GST-Uttar Pradesh | 0.05 | FY 2018-19 | Avail GST Amnesty u/s 128A |
| Goods and Services Tax | GST-Tamil Nadu | 0.50 | FY 2018-19 | Avail GST Amnesty u/s 128A |
| Goods and Services Tax | GST-Rajasthan | 0.51 | FY 2018-19 | Appeal filed with the Authorities |
| Goods and Services Tax | GST-Odisha | 0.01 | FY 2018-19 | Appeal filed with the Authorities |
| Goods and Services Tax | GST-Uttar Pradesh | 0.25 | FY 2018-19 | Appeal filed with the Authorities |
| Goods and Services Tax | GST-Maharashtra | 0.04 | FY 2019-20 | Avail GST Amnesty u/s 128A |
| Goods and Services Tax | GST-Telangana | 0.00* | FY 2019-20 | Avail GST Amnesty u/s 128A |
| Goods and Services Tax | GST-Delhi | 0.08 | FY 2019-20 | Avail GST Amnesty u/s 128A |
| Goods and Services Tax | GST-Rajasthan | 0.04 | FY 2019-20 | Appeal filed with the Authorities |
| Goods and Services Tax | GST-West Bengal | 0.23 | FY 2019-20 | Appeal filed with the Authorities |
| Goods and Services Tax | GST-Gujarat | 0.06 | FY 2019-20 | Avail GST Amnesty u/s 128A |
| Goods and Services Tax | GST-Tamil Nadu | 0.04 | FY 2019-20 | Avail GST Amnesty u/s 128A |
| Goods and Services Tax | GST-Chandigarh | 0.01 | FY 2019-20 | Avail GST Amnesty u/s 128A |
| Goods and Services Tax | GST-Chattisgarh | 0.07 | FY 2019-20 | Appeal filed with the Authorities |
| Goods and Services Tax | GST-Gujarat | 0.01 | FY 2019-20 | Avail GST Amnesty u/s 128A |
| Goods and Services Tax | GST-Tamil Nadu | 0.02 | FY 2019-20 | Avail GST Amnesty u/s 128A |
| Goods and Services Tax | GST-Andhra Pradesh | 21.26 | FY 2018-19 | WP Filed with Andhra Pradesh High Court, Amaravati |
| Goods and Services Tax | GST-Delhi | 0.19 | FY 2020-21 | Appeal to be Filed. |
| Goods and Services Tax | GST-Uttar Pradesh | 0.07 | FY 2020-21 | Appeal to be Filed. |
| Goods and Services Tax | GST-Tamil Nadu | 0.08 | FY 2020-21 | Appeal to be Filed. |
| Goods and Services Tax | GST-Chattisgarh | 0.02 | FY 2020-21 | Appeal to be Filed. |
| Value Added Tax | VAT- Andhra Pradesh | 6.70 | FY 2007-08 to 2012-13 | AP High Court |

| Name of the Statute | Nature of the dues | Amount (Rs. in Crores) | Period to which the amount relates | Forum where dispute is pending |
|---|---|---|---|---|
| Value Added Tax | VAT- Madhya Pradesh | 0.48 | FY 2013-14 | MP Tribunal |
| Value Added Tax | VAT- Andhra Pradesh | 10.05 | FY 2007-08 to 2012-13 | AP High Court |
| Value Added Tax | VAT- Rajasthan | 0.01 | FY 2014-15 | Assistant Commissioner, Jaipur III - Special-I |
| Value Added Tax | VAT- Rajasthan | 0.03 | FY 2015-16 | Assistant Commissioner, Jaipur III - Special-I |
| Value Added Tax | VAT- Andhra Pradesh | 14.76 | FY 2013-14 to 2016-17 | AP High Court |
| Value Added Tax | VAT- Andhra Pradesh | 22.13 | FY 2013-14 to 2016-17 | AP High Court |
| Goods and Services Tax | GST- Bihar | 0.02 | FY 2018-19 | Avail GST Amnesty u/s 128A |
| Goods and Services Tax | GST- Jharkhand | 0.01 | FY 2019-20 | Avail GST Amnesty u/s 128A |
| Goods and Services Tax | GST- Jharkhand | 0.39 | FY 2019-20 | Commissioner Appeals |
| Value Added Tax | VAT- Andhra Pradesh | 1.99 | FY Apr 2017 to June 2017 | AP High Court |
| Goods and Services Tax | GST- Bihar | 10.23 | FY 2018-19 | Commissioner Appeals |
| Goods and Services Tax | GST- Bihar | 7.56 | FY 2017-18 | Commissioner Appeals |
| Goods and Services Tax | GST- Bihar | 0.01 | FY 2017-18 | Avail GST Amnesty u/s 128A |
| Goods and Services Tax | GST- Bihar | 0.01 | FY 2018-19 | Avail GST Amnesty u/s 128A |
| Goods and Services Tax | GST- Maharashtra | 4.85 | FY 2017-18 | Commissioner Appeals |
| Goods and Services Tax | GST- Odisha | 0.01 | FY 2018-19 | Avail GST Amnesty u/s 128A |
| Goods and Services Tax | GST- Odisha | 0.00* | FY 2017-18 | Avail GST Amnesty u/s 128A |
| Goods and Services Tax | GST- Odisha | 0.00* | FY 2017-18 | Avail GST Amnesty u/s 128A |
| Goods and Services Tax | GST- Kerala | 0.45 | FY 2017-18 | Commissioner Appeals |
| Goods and Services Tax | GST- Delhi | 0.53 | FY 2017-18 | Commissioner Appeals |
| Goods and Services Tax | GST- Delhi | 0.05 | FY 2017-18 | Avail GST Amnesty u/s 128A |
| Goods and Services Tax | GST- Telangana | 0.00* | FY 2017-18 | Avail GST Amnesty u/s 128A |
| Goods and Services Tax | GST- Assam | 1.33 | FY 2017-18 | Commissioner Appeals |

| Name of the Statute | Nature of the dues | Amount (Rs. in Crores) | Period to which the amount relates | Forum where dispute is pending |
|---|---|---|---|---|
| Goods and Services Tax | GST- Kerala | 0.31 | FY 2017-18 | Tribunal when it forms |
| Goods and Services Tax | GST- Delhi | 2.64 | FY 2018-19 | Commissioner Appeals |
| Goods and Services Tax | GST- Gujarat | 0.10 | FY 2018-19 | Avail GST Amnesty u/s 128A |
| Goods and Services Tax | GST- Maharashtra | 13.34 | FY 2018-19 | Commissioner Appeals |
| Goods and Services Tax | GST- Haryana | 0.00* | FY 2018-19 | Avail GST Amnesty u/s 128A |
| Goods and Services Tax | GST- Uttar Pradesh | 9.05 | FY 2018-19 | Commissioner Appeals |
| Goods and Services Tax | GST- Rajasthan | 0.10 | FY 2018-19 | Commissioner Appeals |
| Goods and Services Tax | GST- Uttarakhand | 0.00* | FY 2018-19 | Avail GST Amnesty u/s 128A |
| Goods and Services Tax | GST- West Bengal | 0.38 | FY 2018-19 | Avail GST Amnesty u/s 128A |
| Goods and Services Tax | GST- Assam | 0.08 | FY 2018-19 | Avail GST Amnesty u/s 128A |
| Goods and Services Tax | GST- Bihar | 3.39 | FY 2019-20 | Commissioner Appeals |
| Goods and Services Tax | GST- Telangana | 0.00* | FY 2019-20 | Avail GST Amnesty u/s 128A |
| Goods and Services Tax | GST- Rajasthan | 0.22 | FY 2019-20 | Commissioner Appeals |
| Goods and Services Tax | GST- Chandigarh | 6.01 | FY 2019-20 | Commissioner Appeals |
| Goods and Services Tax | GST- Maharashtra | 5.22 | FY 2019-20 | Commissioner Appeals |
| Goods and Services Tax | GST- West Bengal | 1.41 | FY 2019-20 | Commissioner Appeals |
| Goods and Services Tax | GST- Gujarat | 0.11 | FY 2019-20 | Avail GST Amnesty u/s 128A |
| Goods and Services Tax | GST- Andhra Pradesh | 1.30 | FY 2020-21 | Commissioner Appeals |
| Goods and Services Tax | GST- Telangana | 0.00* | FY 2020-21 | Appeal not yet filed |
| Goods and Services Tax | GST- Bihar | 0.04 | FY 2020-21 | Commissioner Appeals |
| Goods and Services Tax | GST- Gujarat | 0.98 | FY 2020-21 | Commissioner Appeals |
| Goods and Services Tax | GST- Kerala | 0.58 | FY 2020-21 | Commissioner Appeals |
| Goods and Services Tax | GST- Bihar | 0.02 | FY 2020-21 | Commissioner Appeals |
| Goods and Services Tax | GST- Uttar Pradesh | 0.91 | FY 2020-21 | Commissioner Appeals |
| Goods and Services Tax | GST- Uttarakhand | 0.00* | FY 2020-21 | Appeal not yet filed |

| Name of the Statute | Nature of the dues | Amount (Rs. in Crores) | Period to which the amount relates | Forum where dispute is pending |
|---|---|---|---|---|
| Goods and Services Tax | GST- Delhi | 0.01 | FY 2020-21 | Appeal not yet filed |
| Goods and Services Tax | GST- Haryana | 0.24 | FY 2020-21 | Commissioner Appeals |
| Goods and Services Tax | GST- Rajasthan | 0.05 | FY 2020-21 | Commissioner Appeals |
| Goods and Services Tax | GST- Andhra Pradesh | 0.01 | FY 2020-21 | Appeal not yet filed |
| Goods and Services Tax | GST- Tamil Nadu | 0.01 | FY 2020-21 | Appeal not yet filed |
| Goods and Services Tax | GST- Karnataka | 0.66 | FY 2020-21 | Commissioner Appeals |
| Goods and Services Tax | GST- Maharashtra | 2.95 | FY 2020-21 | Commissioner Appeals |
| Goods and Services Tax | GST- Punjab | 0.24 | FY 2020-21 | Commissioner Appeals |
| Goods and Services Tax | GST- Chandigarh | 0.01 | FY 2020-21 | Appeal not yet filed |
| Goods and Services Tax | GST- Maharashtra | 5.90 | FY 2018-19 | Commissioner Appeals |
| Goods and Services Tax | GST- Maharashtra | 7.41 | FY 2019-20 | Commissioner Appeals |
| Goods and Services Tax | GST- Maharashtra | 8.84 | FY 2020-21 | Commissioner Appeals |
| Goods and Services Tax | GST- Maharashtra | 1.98 | FY 2021-22 | Commissioner Appeals |
| Goods and Services Tax | GST- Maharashtra | 4.50 | FY 2022-23 | Commissioner Appeals |
| Goods and Services Tax | GST- Maharashtra | 2.09 | FY 2017-18 | Commissioner Appeals |
| Customs | West Bengal | 3.75 | NA | Appeal filed with defects with CESTAT, Kolkata |
| Customs | Gujarat | 0.18 | NA | Appeal filed with Commissioner of Customs (Appeals). PH Notice is awaited. |
| Customs | Gujarat | 1.14 | NA | Appeal filed with Commissioner of Customs (Appeals). PH Notice is awaited. |
| Customs | Gujarat | 1.03 | NA | Appeal yet to be filed. |

*Does not tantamount to 'NIL'.

(viii) According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in Income-tax Assessment of the Company. Accordingly, the provision stated under clause 3(viii) of the Order is not applicable to the Company.

(ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings to financial institutions, banks, government and dues to debenture holders or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority or any other lender.

(c) In our opinion and according to the information and explanations given to us, the Company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained.

(d) According to the information and explanation given to us, and the procedure performed by us, and on an overall examination of the books of accounts of the Company, we report that no funds raised on short-term basis have been used for long-term purposes during the year by the Company.

(e) According to the information and explanations given to us and on an overall examination of the books of accounts of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries and associates.

(f) According to the information and explanations given to us, and procedure performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries and associates and therefore, reporting under clause 3(ix)(f) of the Order is not applicable to the Company.

(x) (a) In our opinion and according to the information and explanations given to us, money raised by way of initial public offer or further public offer (including debt instrument) during the year have been applied for the purpose for they were raised and there were no delays or default regarding application.

(b) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly or optionally convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, we have not come across any instances of fraud by the Company. Following are the instances of fraud on the Company, noticed or reported during the year:

| No of instances | Nature of Fraud | Amount involved (Rs. in crores) |
|---|---|---|
| 39 | Misappropriation of funds, cheating and forgery | 21.20 |

(b) In our opinion and according to information and explanation given to us, no report under sub-section (12) of Section 143 of the Act, has been filed by the Auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditor's) Rules 2014 with the Central Government.

(c) We have taken into consideration the whistle blower complaints received by the Company during the year and provided to us, when performing our audit. Since the Company does not classify anonymous complaints as whistle blower, such complaints have not been considered by us while performing our audit.

(xii) In our opinion and according to the information and explanations provided to us, the Company is not a Nidhi Company. Accordingly, the provisions stated under clause 3(xii)(a) to (c) of the Order are not applicable to the Company.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and the details of related party transactions have been disclosed in the standalone Financial Statements as required by the applicable Indian Accounting Standards.

(xiv) (a) In our opinion and based on our examination, the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports of the Company issued till date, for the period under audit.

(xv) According to the information, explanations given to us, and based on our examination of the records of the Company, in our opinion during the year, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.

(xvi) (a) The Company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and has obtained valid Certificate of Registration during the year as an NBFC ICC.

(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration from the Reserve Bank of India as per Reserve Bank of India Act, 1934.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the requirement to report under clause 3 (xvi)(c) of the Order is not applicable to the Company.

(d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) has five CICs which are registered with the Reserve Bank of India and one CIC which is not required to be registered with the Reserve Bank of India as part of the Group.

(xvii) The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year. Accordingly, the requirement to report under clause 3(xvii) of the Order is not applicable to the Company.

(xviii) There has been no resignation of the statutory auditors of the Company during the year and accordingly paragraph 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios (as disclosed in Note 52 (B) to the standalone financial statements), ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) According to the information and explanations given to us and based on our verification, the provisions of Section 135 of the Act, are applicable to the Company.

(a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a Fund as specified in Schedule VII of the Act.

(b) In respect of ongoing projects, the Company has transferred unspent amount to a special account within a period of thirty days from the end of the financial year in compliance with Section 135(6) of the Act.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said Clause has been included in the report.

**For M S K A & Associates**
Chartered Accountants
ICAI Firm Registration Number: 105047W

**Swapnil Kale**
Partner
ICAI Membership Number: 117812
UDIN: 25117812BMNUSZ4392

Place: Mumbai
Date: May 13, 2025

**For M.P. Chitale & Co.**
Chartered Accountants
ICAI Firm Registration Number: 101851W

**Murtuza Vajihi**
Partner
Membership No.: 112555
UDIN: 25112555BMLYNP9579

Place: Mumbai
Date: May 13, 2025

## ANNEXURE B TO INDEPENDENT AUDITOR'S REPORT ON EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF TATA CAPITAL LIMITED

(Referred to in paragraph 20.7 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the Members of Tata Capital Limited on the Financial Statements for the year ended March 31, 2025)

### Report on the Internal Financial Controls under clause (i) of Sub-section (3) of section 143 of the Companies Act, 2013 (the "Act")

We have audited the internal financial controls with reference to standalone financial statements of Tata Capital Limited (hereinafter referred to as "the Company") as of March 31, 2025 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

### Opinion

In our opinion, the Company, has in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2025, based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ('ICAI').

### Management's and the Board of Director's Responsibility for Internal Financial Controls

The Company's Management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence of Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing issued by the ICAI and deemed to be prescribed under sub-section (10) of Section 143 of the Act, to the extent applicable to the audit of internal financial controls with reference to Standalone Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to Standalone Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to Standalone Financial Statements.

**Meaning of Internal Financial Controls with reference to Standalone Financial Statements**

A Company's internal financial control with reference to Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to Standalone Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the Standalone Financial Statements.

**Inherent Limitations of Internal Financial Controls With reference to Standalone Financial Statements**

Because of the inherent limitations of internal financial controls with reference to Standalone Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Standalone Financial Statements to future periods are subject to the risk that the internal financial control with reference to Standalone Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For M S K A & Associates**
Chartered Accountants
ICAI Firm Registration Number: 105047W

**Swapnil Kale**
Partner
ICAI Membership Number: 117812
UDIN: 25117812BMNUSZ4392

Place: Mumbai
Date: May 13, 2025

**For M. P. Chitale & Co.**
Chartered Accountants
ICAI Firm Registration Number: 101851W

**Murtuza Vajihi**
Partner
Membership No: 112555
UDIN: 25112555BMLYNP9579

Place: Mumbai
Date: May 13, 2025

## STANDALONE BALANCE SHEET AS AT MARCH 31, 2025

(₹ in crore)

| Particulars | Note No. | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **ASSETS** | | | |
| **(1) Financial Assets** | | | |
| (a) Cash and cash equivalents | 3 | **6,547.82** | 4,886.95 |
| (b) Bank balances other than (a) above | 4 | **795.14** | 98.33 |
| (c) Derivative financial instruments | 5 | **473.13** | 192.44 |
| (d) Receivables | | | |
| (i) Trade receivables | 6 | **87.76** | 129.70 |
| (ii) Other receivables | | **-** | - |
| (e) Loans | 7 | **1,55,623.56** | 1,06,436.92 |
| (f) Investments | 8 | **11,500.66** | 9,492.97 |
| (g) Other financial assets | 9 | **1,035.01** | 449.43 |
| **Total Financial Assets** | | **1,76,063.08** | **1,21,686.74** |
| **(2) Non-Financial Assets** | | | |
| (a) Current tax assets (net) | 10(i) | **185.75** | 161.22 |
| (b) Deferred tax assets (net) | 10(ii) | **1,378.74** | 418.25 |
| (c) Investment property | 11 | **0.30** | - |
| (d) Property, plant and equipment | 11 | **1,450.12** | 763.16 |
| (e) Capital work-in-progress | 11 (i) | **1.28** | 4.08 |
| (f) Intangible assets under development | 11 (ii) | **12.29** | 3.07 |
| (g) Other intangible assets | 11 | **51.09** | 29.70 |
| (h) Right of use assets | 39 | **299.90** | 205.30 |
| (i) Other non-financial assets | 12 | **794.72** | 441.59 |
| **Total Non-Financial Assets** | | **4,174.19** | **2,026.37** |
| **Total Assets** | | **1,80,237.27** | **1,23,713.11** |
| **LIABILITIES AND EQUITY** | | | |
| **(1) Financial Liabilities** | | | |
| (a) Derivative financial instruments | 5 | **232.35** | 39.75 |
| (b) Payables | | | |
| (i) Trade payables | | | |
| - Total outstanding dues of micro enterprises and small enterprises | 13(ii) | **19.15** | 2.55 |
| - Total outstanding dues of creditors other than micro enterprises and small enterprises | 13(i) | **1,481.81** | 1,144.91 |
| (ii) Other payables | | | |
| - Total outstanding dues of micro enterprises and small enterprises | | **-** | - |
| - Total outstanding dues of creditors other than micro enterprises and small enterprises | | **-** | - |

## STANDALONE BALANCE SHEET AS AT MARCH 31, 2025

(₹ in crore)

| Particulars | Note No. | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| (c) Debt securities | 14 | **51,807.61** | 39,065.71 |
| (d) Borrowings (other than debt securities) | 15 | **87,204.94** | 54,687.05 |
| (e) Subordinated liabilities | 16 | **8,325.37** | 7,161.55 |
| (f) Lease liabilities | 39 | **312.00** | 210.47 |
| (g) Other financial liabilities | 17 | **1,959.87** | 1,305.41 |
| **Total Financial Liabilities** | | **1,51,343.10** | **1,03,617.40** |
| **(2) Non-Financial liabilities** | | | |
| (a) Current tax liabilities (net) | 18 | **290.65** | 365.65 |
| (b) Provisions | 19 | **242.62** | 76.22 |
| (c) Other non-financial liabilities | 20 | **262.06** | 201.42 |
| **Total Non-Financial Liabilities** | | **795.33** | **643.29** |
| **(3) Equity** | | | |
| (a) Equity share capital | 21 | **3,799.93** | 3,746.41 |
| (b) Shares pending for issuance | 22 | **4,162.76** | - |
| (c) Instruments entirely equity in nature | | **1,808.00** | - |
| (d) Other equity | 23 | **18,328.15** | 15,706.01 |
| **Total Equity** | | **28,098.84** | **19,452.42** |
| **Total Liabilities and Equity** | | **1,80,237.27** | **1,23,713.11** |
| Summary of material accounting policy information | 2 | | |
| See accompanying notes forming part of the Standalone Financial Statements | 3-56 | | |

In terms of our report attached

**For and on behalf of the Board of Directors**

**M S K A & Associates**
*Chartered Accountants*
ICAI Firm's Registration No: 105047W

**Swapnil Kale**
*(Partner)*
Membership No: 117812

**M. P. Chitale & Co.**
*Chartered Accountants*
ICAI Firm's Registration No: 101851W

**Murtuza Vajihi**
*(Partner)*
Membership No: 112555

**Sujit Kumar Varma**
*(Independent Director)*
DIN: 09075212

**Rakesh Bhatia**
*(Chief Financial Officer)*

**Rajiv Sabharwal**
*(Managing Director & CEO)*
DIN: 00057333

**Sarita Kamath**
*(Head - Legal and Compliance & Company Secretary)*

Date: May 13, 2025
Place: Mumbai

## STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

(₹ in crore)

| Particulars | | Note No. | For the Year Ended March 31, 2025 | For the Year Ended March 31, 2024 |
|---|---|---|---|---|
| **I** | **Revenue from operations** | | | |
| (i) | Interest income | 24 | **19,203.46** | 11,513.89 |
| (ii) | Dividend income | | **85.80** | 122.86 |
| (iii) | Rental income | 25 | **286.89** | 209.18 |
| (iv) | Fees and commission income | 26 | **1,233.81** | 712.45 |
| (v) | Net gain on fair value changes | 27 | **335.74** | 177.67 |
| (vi) | Net gain on derecognition of investment measured at cost | | **539.73** | 553.80 |
| (vii) | Net Gain on derecognition of financial instruments | | **200.87** | - |
| | **Total Revenue from operations** | | **21,886.30** | **13,289.85** |
| **II** | **Other income** | 28 | **53.78** | 19.26 |
| **III** | **Total income (I+II)** | | **21,940.08** | **13,309.11** |
| **IV** | **Expenses** | | | |
| (i) | Finance costs | 29 | **10,889.48** | 6,645.67 |
| (ii) | Impairment on financial instruments | 31 | **3,071.63** | 748.45 |
| (iii) | Employee benefit expenses | 30 | **2,327.16** | 1,385.37 |
| (iv) | Depreciation, amortisation and impairment | 11 | **340.42** | 243.67 |
| (v) | Other expenses | 32 | **1,936.01** | 1,077.32 |
| | **Total expenses** | | **18,564.70** | **10,100.48** |
| **V** | **Profit before tax (III-IV)** | | **3,375.38** | **3,208.63** |
| **VI** | **Tax expenses** | | | |
| | (i) Current tax | 10(i) | **758.52** | 786.58 |
| | (ii) Deferred tax | 10(ii) | **22.58** | (70.40) |
| | **Total tax expenses** | | **781.10** | **716.18** |
| **VII** | **Profit for the year (V-VI)** | | **2,594.28** | **2,492.45** |

## STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

(₹ in crore)

| Particulars | Note No. | For the Year Ended March 31, 2025 | For the Year Ended March 31, 2024 |
|---|---|---|---|
| **VIII Other Comprehensive Income** | | | |
| **(i) Items that will not be reclassified subsequently to statement of profit and loss** | | | |
| (a) Remeasurement of defined employee benefit plans | | **(29.27)** | (3.12) |
| (b) Income tax relating to the remeasurement of defined employee benefit plans | | **7.37** | 0.79 |
| (c) Fair value (loss) / gain on investment in equities carried at fair value through other comprehensive income (FVTOCI) | | **(181.44)** | 396.92 |
| (d) Income tax relating to fair value (loss) / gain on investment in equities carried at FVTOCI | | **84.17** | (86.56) |
| **(ii) Items that will be reclassified subsequently to statement of profit and loss** | | | |
| (a) Fair value (loss) / gain on financial assets carried at FVTOCI | | **(8.61)** | 14.98 |
| (b) Income tax relating to fair value (loss) / gain on financial assets carried at FVTOCI | | **2.17** | (3.77) |
| (c) The effective portion of (loss)/gain on hedging instruments in a cash flow hedge | | **(82.66)** | (72.10) |
| (d) Income tax relating to the effective portion of (loss) / gain on hedging instruments in a cash flow hedge | | **20.81** | 18.15 |
| **Total Other Comprehensive Income** | | **(187.46)** | **265.29** |
| **IX Total Comprehensive Income for the year (VII+VIII)** | | **2,406.82** | **2,757.74** |
| **X Earnings per equity share (Face value : ₹ 10 per share) :** | | | |
| **(1) Basic (Rupees)** | | **6.60** | 6.78 |
| **(2) Diluted (Rupees)** | | **6.60** | 6.78 |
| **XI Earnings per equity share (for continuing and discontinued operations) :** | | | |
| **(1) Basic (Rupees)** | | **6.60** | 6.78 |
| **(2) Diluted (Rupees)** | | **6.60** | 6.78 |
| Summary of material accounting policy information | 2 | | |
| See accompanying notes forming part of the Standalone Financial Statements | 3-56 | | |

In terms of our report attached

**For and on behalf of the Board of Directors**

**M S K A & Associates**
*Chartered Accountants*
ICAI Firm's Registration No: 105047W

**Swapnil Kale**
*(Partner)*
Membership No: 117812

**M. P. Chitale & Co.**
*Chartered Accountants*
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*(Partner)*
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*(Independent Director)*
DIN: 09075212

**Rakesh Bhatia**
*(Chief Financial Officer)*

**Rajiv Sabharwal**
*(Managing Director & CEO)*
DIN: 00057333

**Sarita Kamath**
*(Head - Legal and Compliance & Company Secretary)*

Date: May 13, 2025
Place: Mumbai

## STANDALONE STATEMENT OF CHANGES IN EQUITY
## FOR THE YEAR ENDED MARCH 31, 2025

### a. Equity share capital

(₹ in crore)

| Particulars | Amount |
|---|---|
| **Balance as at April 1, 2023** | **3,560.12** |
| Changes in equity share capital due to prior period errors | - |
| **Restated balance as at April 1, 2023** | **3,560.12** |
| Changes in equity share capital during the year | 186.29 |
| **Balance as at March 31, 2024** | **3,746.41** |
| | |
| **Balance as at April 1, 2024** | **3,746.41** |
| Changes in equity share capital due to prior period errors | - |
| **Restated balance as at April 1, 2024** | **3,746.41** |
| Changes in equity share capital during the year | 53.52 |
| **Balance as at March 31, 2025** | **3,799.93** |

## b Other equity

(₹ in crore)

| Particulars | Reserves and surplus | | | | | | | | Item of other comprehensive income | | | | | Total other equity |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Securities premium | Capital reserve | Capital Redem-ption Reserve | Special Reserve Account u/s 45-IC of Reserve Bank of India Act, 1934 | Special Reserve Account u/s 36(1) (viii) of Income tax Act, 1961 | Retained earnings | General Reserve | Share options outstand-ing account | Cash flow hedge reserve | Cost of hedge reserve | Remeasure-ment of defined benefit liability /asset | Fair value gain / (loss) on Financial Assets carried at FVTOCI | Fair value gain / (loss) on investment in equities carried at FVTOCI | |
| **Balance as at April 1, 2023** | **3,205.84** | **0.93** | **5.75** | **1,711.16** | **108.00** | **3,857.45** | **317.39** | **40.40** | **35.96** | **-** | **(12.28)** | **2.15** | **1,836.96** | **11,109.71** |
| Changes in accounting policy / prior period errors | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| **Restated balance as at April 1, 2023** | **3,205.84** | **0.93** | **5.75** | **1,711.16** | **108.00** | **3,857.45** | **317.39** | **40.40** | **35.96** | **-** | **(12.28)** | **2.15** | **1,836.96** | **11,109.71** |
| Profit for the year | - | - | - | - | - | 2,492.45 | - | - | - | - | - | - | - | 2,492.45 |
| Other comprehensive income for the year, net of income tax | - | - | - | - | - | - | - | - | (53.94) | - | (2.33) | 11.21 | 310.36 | 265.30 |
| **Total comprehensive income for the year** | **-** | **-** | **-** | | **-** | **2,492.45** | **-** | **-** | **(53.94)** | **-** | **(2.33)** | **11.21** | **310.36** | **2,757.75** |
| Share based payment expense | - | - | - | - | - | - | - | 24.68 | - | - | - | - | - | 24.68 |
| Premium on issue of Equity Shares | 1,888.63 | - | - | - | - | - | - | - | - | - | - | - | - | 1,888.63 |
| Transfer to retained earnings | - | - | - | - | - | 602.43 | - | - | - | - | - | - | (602.43) | - |
| Final Dividend on equity shares | - | - | - | - | - | (74.76) | - | - | - | - | - | - | - | (74.76) |
| Transfer to General Reserve | - | | | - | - | - | 15.29 | (15.29) | - | - | - | - | - | - |
| Transfer to Special Reserve | - | - | - | 498.49 | 11.90 | (510.39) | - | - | - | - | - | - | - | - |
| **Balance as at March 31, 2024** | **5,094.47** | **0.93** | **5.75** | **2,209.65** | **119.90** | **6,367.18** | **332.68** | **49.79** | **(17.98)** | **-** | **(14.61)** | **13.36** | **1,544.89** | **15,706.01** |

(₹ in crore)

| Particulars | Reserves and surplus | | | | | | | | Item of other comprehensive income | | | | | Total other equity |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Securities premium | Capital reserve | Capital Redem-ption Reserve | Special Reserve Account u/s 45-IC of Reserve Bank of India Act, 1934 | Special Reserve Account u/s 36(1) (viii) of Income tax Act, 1961 | Retained earnings | General Reserve | Share options outstand-ing account | Cash flow hedge reserve | Cost of hedge reserve | Remeasure-ment of defined benefit liability /asset | Fair value gain / (loss) on Financial Assets carried at FVTOCI | Fair value gain / (loss) on investment in equities carried at FVTOCI | |
| **Balance as at April 1, 2024** | **5,094.47** | **0.93** | **5.75** | **2,209.65** | **119.90** | **6,367.18** | **332.68** | **49.79** | **(17.98)** | **-** | **(14.61)** | **13.36** | **1,544.89** | **15,706.01** |
| Effect of business combination | (1,409.14) | - | - | 396.18 | - | - | - | - | - | - | - | - | - | (1,012.96) |
| Changes in accounting policy / prior period errors | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| **Restated balance as at April 1, 2024** | **3,685.33** | **0.93** | **5.75** | **2,605.83** | **119.90** | **6,367.18** | **332.68** | **49.79** | **(17.98)** | **-** | **(14.61)** | **13.36** | **1,544.89** | **14,693.05** |
| Profit for the year | - | - | - | - | - | 2,594.28 | - | - | - | | - | - | - | 2,594.28 |
| Other comprehensive income for the year, net of income tax | - | - | - | - | - | - | - | - | (61.27) | (0.58) | (21.90) | (6.44) | (97.27) | (187.46) |
| **Total comprehensive income for the year** | **-** | **-** | **-** | | **-** | **2,594.28** | **-** | **-** | **(61.27)** | **(0.58)** | **(21.90)** | **(6.44)** | **(97.27)** | **2,406.82** |
| Share based payment expense | - | - | - | - | - | - | - | 32.96 | - | - | - | - | - | 32.96 |
| Premium on issue of Equity Shares | 1,450.40 | - | - | - | - | - | - | - | - | - | - | - | - | 1,450.40 |
| Share issue expenses | (7.15) | - | - | - | - | - | - | - | - | - | - | - | - | (7.15) |
| Final Dividend on equity shares | - | - | - | - | - | (78.67) | - | - | - | - | - | - | - | (78.67) |
| Transfer to retained earnings | - | - | - | - | - | 1,692.75 | - | - | - | - | - | - | (1,692.75) | - |
| Distributions made to holders of Instruments entirely equity in nature | - | - | - | - | - | (226.20) | - | - | - | - | - | - | - | (226.20) |
| Tax on Distributions made to holders of Instruments entirely equity in nature | - | - | - | - | - | 56.94 | - | - | - | - | - | - | - | 56.94 |
| Transfer to General Reserve | - | - | - | - | - | - | 17.17 | (17.17) | - | - | - | - | - | - |
| Transfer to Special Reserve | - | - | - | 510.41 | 8.45 | (518.86) | - | - | - | - | - | - | - | - |
| **Balance as at March 31, 2025** | **5,128.58** | **0.93** | **5.75** | **3,116.24** | **128.35** | **9,887.42** | **349.85** | **65.58** | **(79.25)** | **(0.58)** | **(36.51)** | **6.92** | **(245.13)** | **18,328.15** |
| Summary of material accounting policy information | | | | 2 | | | | | | | | | | |
| See accompanying notes forming part of the standalone financial statements | | | | 3 to 56 | | | | | | | | | | |

In terms of our report of even date

**For and on behalf of the Board of Directors**

**M S K A & Associates**
*Chartered Accountants*
ICAI Firm's Registration No: 105047W

**Swapnil Kale**
*(Partner)*
Membership No: 117812

**M. P. Chitale & Co.**
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DIN: 09075212

**Rakesh Bhatia**
*(Chief Financial Officer)*

**Rajiv Sabharwal**
*(Managing Director & CEO)*
DIN: 00057333

**Sarita Kamath**
*(Head - Legal and Compliance & Company Secretary)*

Date: May 13, 2025
Place: Mumbai

## STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2025

(₹ in crore)

| Particulars | For the Year Ended March 31, 2025 | For the Year Ended March 31, 2024 |
|---|---|---|
| **1. CASH FLOW FROM OPERATING ACTIVITIES** | | |
| Profit before tax | **3,375.38** | 3,208.63 |
| **Adjustments for :** | | |
| Depreciation, amortisation and impairment | **340.42** | 243.67 |
| Net gain on derecognition of property, plant and equipment | **(8.57)** | (14.90) |
| Net gain on modification/derecognition of right-of-use assets | **(0.06)** | (0.78) |
| Finance cost | **10,889.48** | 6,645.67 |
| Interest income | **(19,203.46)** | (11,513.89) |
| Dividend income | **(85.80)** | (122.86) |
| Lease rental income | **6.87** | (7.67) |
| Net gain on fair value changes | **(335.74)** | (177.67) |
| Net gain on derecognition of investment measured at cost | **(539.73)** | (553.80) |
| Net gain on derecognition of financial instruments | **(200.87)** | - |
| Share based payments | **30.69** | 28.11 |
| Provision for leave encashment | **10.97** | 4.72 |
| Impairment on financial instruments | **3,071.63** | 748.45 |
| Reversal of provision against consumer disputes | **(2.80)** | - |
| Loss on sale / (reversal) of provision against assets held for sale | **18.88** | (12.70) |
| | **(2,632.71)** | **(1,525.02)** |
| Interest paid | **(10,104.82)** | (6,097.55) |
| Interest received | **17,765.45** | 11,025.85 |
| Dividend received | **85.80** | 122.86 |
| **Cash generated from operations before working capital changes** | **5,113.72** | **3,526.14** |
| **Movement in working capital:** | | |
| Decrease / (Increase) in trade receivables | **89.54** | (84.24) |
| (Decrease) / Increase in trade payables | **(75.68)** | 104.11 |
| Increase in loans | **(21,042.12)** | (26,279.58) |
| Decrease / (Increase) in other financial assets | **395.25** | (109.47) |
| Increase in other non financial assets | **(120.41)** | (42.18) |
| Decrease in other financial liabilities | **(378.64)** | (291.67) |
| (Decrease) / Increase in other non financial liabilities | **(36.94)** | 47.24 |
| | **(16,055.28)** | **(23,129.65)** |
| Income Taxes paid (Net of Refunds) | **(1,035.84)** | (847.84) |
| **1. NET CASH USED IN OPERATING ACTIVITIES (A)** | **(17,091.12)** | **(23,977.49)** |

## STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2025

(₹ in crore)

| Particulars | For the Year Ended March 31, 2025 | For the Year Ended March 31, 2024 |
|---|---|---|
| **2. CASH FLOW FROM INVESTING ACTIVITIES** | | |
| Purchase of property, plant and equipment (including capital advances) | **(997.54)** | (671.72) |
| Proceeds from sale of property, plant and equipment | **5.29** | 62.43 |
| Purchase of investments | **(681.10)** | (2,461.38) |
| Purchase of government securities | **(108,107.04)** | (1,064.93) |
| Purchase of mutual fund units | **(393,252.29)** | (403,186.72) |
| Proceeds from redemption of mutual fund units | **393,231.94** | 406,734.38 |
| Proceeds from sale of investments | **17,860.69** | 2,185.92 |
| Proceeds from sale of government securities | **92,197.81** | 1,450.00 |
| Bank Balances not considered as cash and cash equivalents | **(694.84)** | 141.40 |
| **2. NET CASH (USED IN) / GENERATED FROM INVESTING ACTIVITIES (B)** | **(437.08)** | **3,189.38** |
| **3. CASH FLOW FROM FINANCING ACTIVITIES** | | |
| Proceeds from issue of Equity Shares | **1,503.92** | 2,003.27 |
| Share and Debt issue expenses | **(43.96)** | (41.61) |
| Dividend paid on equity shares | **(78.67)** | (74.76) |
| Distributions made to holders of Instruments entirely equity in nature | **(226.20)** | - |
| Proceeds from borrowings (other than debt securities) | **65,165.21** | 47,723.67 |
| Proceeds from debt securities | **40,664.97** | 29,305.97 |
| Proceeds from subordinated liabilities | **1,165.00** | 1,491.03 |
| Repayment of borrowings (other than debt securities) | **(58,526.74)** | (30,964.58) |
| Repayment of debt securities | **(32,386.20)** | (25,608.75) |
| Repayment of subordinated liabilities | **(1,170.04)** | (367.88) |
| Repayment of principal portion of lease liabilities | **(59.94)** | (44.32) |
| Repayment of interest portion of lease liabilities | **(22.81)** | (12.97) |
| **3. NET CASH GENERATED FROM FINANCING ACTIVITIES (C)** | **15,984.54** | **23,409.07** |
| **NET (DECREASE) / INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)** | **(1,543.66)** | **2,620.96** |
| **CASH AND CASH EQUIVALENTS AS AT THE BEGINNING OF THE YEAR** | **4,886.95** | **2,265.99** |
| **CASH AND CASH EQUIVALENTS TAKEN OVER IN BUSINESS COMBINATION** | **3,204.53** | **-** |
| **CASH AND CASH EQUIVALENTS AS AT THE END OF THE YEAR** | **6,547.82** | **4,886.95** |

## STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2025

(₹ in crore)

| Particulars | For the Year Ended March 31, 2025 | For the Year Ended March 31, 2024 |
|---|---|---|
| **RECONCILIATION OF CASH AND CASH EQUIVALENTS AS ABOVE WITH CASH AND BANK BALANCES** | | |
| CASH AND CASH EQUIVALENTS AS AT THE END OF THE YEAR AS PER ABOVE | **6,547.82** | **4,886.95** |
| ADD : RESTRICTED CASH | **789.00** | **25.89** |
| ADD: FIXED DEPOSITS WITH ORIGINAL MATURITY OVER 3 MONTHS | **6.14** | **72.44** |
| CASH AND CASH EQUIVALENTS AND OTHER BANK BALANCES AS AT THE END OF THE YEAR | **7,342.96** | **4,985.28** |

The above Statement of Cash Flows has been prepared under the indirect method as set out in Ind AS 7 'Statement of Cash Flows'.

| | Note No. |
|---|---|
| Summary of material accounting policy information | 2 |
| See accompanying notes forming part of the standalone financial statements | 3-56 |

In terms of our report attached

**For and on behalf of the Board of Directors**

**M S K A & Associates**
*Chartered Accountants*
ICAI Firm's Registration No: 105047W

**M. P. Chitale & Co.**
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*(Partner)*
Membership No: 112555

**Rakesh Bhatia**
*(Chief Financial Officer)*

**Sarita Kamath**
*(Head - Legal and Compliance & Company Secretary)*

Date: May 13, 2025
Place: Mumbai

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## 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 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:

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 (as amended by the Companies (Indian Accounting Standards) Rules, 2016), notified under Section 133 of the Companies Act, 2013 (the "Act") (as amended), other relevant provisions of the Act, guidelines issued by the Reserve Bank of India as applicable to NBFCs and other accounting principles generally accepted in India. Any application guidance / clarifications / directions issued by RBI or other regulators are implemented as and when they are issued / applicable, the guidance notes/ announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied except where compliance with other statutory promulgations require a different treatment. Material accounting policy information has been consistently applied. The standalone financial statements have been reviewed by the Audit Committee and have been approved and taken on record by the Board of Directors at their respective meetings held on May 12, 2025 and May 13, 2025.

### ii. Presentation of financial statements:

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.

A summary of the material accounting policy information and other explanatory information is in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) as specified under Section 133 of the Act including applicable Indian Accounting Standards (Ind AS) and accounting principles generally accepted in India.

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 standalone financial statements are presented in Indian Rupees in Crore, which is also the Company's functional currency and all amounts have been rounded off to the nearest crore unless otherwise indicated.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**iii. Basis of measurement:**

The financial statements 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 information 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. 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 Company 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 Company's material accounting policy information 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 standalone financial statements is determined considering the following measurement methods:

| Items | Measurement basis |
|---|---|
| Certain financial assets anliabilities (including derivatives instruments) | Fair value |
| Assets and Liabilities acquired as a part of the merger of Tata Motors Finance Ltd. (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 Company 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 Company 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 Company can access at the measurement date.

Valuation model and framework used for fair value measurement and disclosure of financial instrument Refer notes 34A and 34B

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred

**v. Use of estimates and judgements:**

The preparation of standalone financial statements in conformity with Ind AS requires the Management of the Company 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 standalone financial statements and reported amounts of income and expenses for the reporting period. The application of material accounting policy information that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in the standalone financial statements 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 standalone financial statements in the period in which changes are made and, if material, their effect are disclosed in the notes to the standalone financial statements.

**Assumptions, estimation of uncertainties and judgements:**

Information about judgements made in applying material accounting policy information that have most significant effect on the amount recognised in the standalone financial statements 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.

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 are included in the following notes:

- Note xiii - impairment test of non-financial assets: key assumption underlying recoverable amounts.
- Note xii - The Company'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
- Note xiv - useful life of property, plant, equipment and intangibles.
- Note xxiii – recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources.
- Note xv – measurement of defined benefit obligations: key actuarial assumptions.
- Note 42 - Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid / recovered for uncertain tax positions
- Note 34 – determination of the fair value of financial instruments with significant unobservable inputs.
- Note 36A(iii) – 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.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**vi. 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 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 received that are incremental and directly attributable to the acquisition of a financial asset.

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 Company 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 Company.

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.

**vii. 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.

**viii. Fee 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 Company recognises the fee and commission income not integral to EIR under Ind AS 109 in accordance with the terms of the relevant customer contracts / agreements and when it is probable that the Company will collect the consideration for following :

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 Company 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 Company 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 Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the Company satisfies a performance obligation.

**Fees and commission income**

1. The Company 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.
2. Fees on value added services and products are recognised on rendering of services and products to the customer.
3. 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.
4. Foreclosure charges are collected from loan customers for early payment / closure of loan and are recognised on realisation.
5. Advisory Fees are charged to offshore investment manager for providing non-exclusive nonbinding support services for transactions by private equity funds. Income from advisory services is accounted using cost plus mark-up as and when the service is rendered, provided there is reasonable certainty of its ultimate realization.
6. Private Equity Asset Management fees are charged for assets under management and are recognized as contracted under investment management agreement with each Private Equity Fund.
7. Income from Managerial services are charged for providing managerial and marketing services and are accounted using cost plus mark-up as and when the underlying costs are incurred. Reimbursement of expenses incurred for rendering services are reduced from such expense heads, provided there is reasonable certainty of its ultimate realization.
8. **Wealth Management Business:**

   **a) 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 services tax and securities transaction tax (STT) wherever applicable.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**b) Insurance Income**

Income is recognised for the commission earned by the Company on the issuance of policies logged in during the month and confirmed by the Insurers subject to cancellations done by the customers.

**c) 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

**d) 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.

**ix. Dividend income**

Income from dividend on investment in equity shares and preference share of corporate bodies and units of mutual funds is accounted when the Company's right to receive dividend is established and it is probable that the economic benefits associated with the dividend will flow to the entity 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.

**x. First loss default guarantee (FLDG)**

Company accepts FLDG from sourcing partners and amounts received on account of invocation are recognised as other income.

**xi. 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.

**Asset taken on lease:**

The Company's lease asset classes primarily consist of leases for properties.

The Company 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 Company 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 remeasurements 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. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the statement of profit and loss.

The Company 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 Company 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 Company 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 Company 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.

**xii. Borrowing cost:**

Borrowing costs include interest expense calculated using the EIR on respective financial instruments measured at amortised cost 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.

**xiii. Financial Instruments**

Financial assets and financial liabilities are recognised in the Company's balance sheet on trade date, i.e. when the Company 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.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**a) Financial assets**

**Classification**

On initial recognition, depending on the Company's business model for managing the financial assets and its contractual cash flow characteristics, a financial asset is classified as measured at;

1) amortised cost;

2) fair value through other comprehensive income (FVTOCI); or

3) fair value through profit and loss (FVTPL).

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company 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.

On initial recognition of an equity investment that is not held for trading, the Company 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 Company 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 Company 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 Company'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 Company determines whether newly recognized financial assets are part of an existing business model or whether they reflect a new business model. The Company 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**

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 Company 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 Company 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 Company'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 the statement of Profit and Loss. |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

| | |
|---|---|
| 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 Company 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 Company's financial assets.

**Impairment of Financial Asset**

**Impairment approach**

Overview of the Expected Credit Losses (ECL) principles

The Company 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 Company's policies for determining if there has been a significant increase in credit risk are set out in Note 36A.

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 Company 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 Company categorises its loans into Stage 1, Stage 2 and Stage 3 & Purchase originated credit-impaired as described below:

Stage 1: 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: 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 Fraud Risk Management Committee. 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. The

Company 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 Company 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 Company 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 Company 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 Company's revenue recognition policies. The Company has not designated any financial guarantee contracts as FVTPL.

Company'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 Company 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.

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 Company estimates the expected portion

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

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 Company 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 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%.

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 Company relies on broad range of forward looking information for economic inputs.

The Company 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 Company 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 36A(iii)).

**Impairment of Trade receivable and Operating lease receivable**

Impairment allowance on trade receivables is made under simplified approach 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 Company's internal processes and when the Company 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 Company 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 Company 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 Company provides fully secured, partially secured and unsecured loans to individuals and Corporates. In its normal course of business upon account becoming delinquent, the Company 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 Company.

**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 Company 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:

1) the rights to receive cash flows from the asset have expired, or

2) the Company 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 Company 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 Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company 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

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

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. Any interest in transferred financial assets that qualify for derecognition that is created or retained by the Group is recognised as a separate asset or liability.

**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.

**Financial liability and 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 Company 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 Company or a contract that will or may be settled in the Company's own equity instruments and is a non-derivative contract for which the Company 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 Company's own equity instruments.

**Classification**

The Company 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 Company derecognises financial liabilities when, and only when, the Company'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 Company 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 Company'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 Company's own equity instruments**.**

**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 Company 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 Company 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 Company 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 Company 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.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

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 are carried at amortised cost.

**xiv. Property, plant and equipment (PPE)**

**a) PPE**

PPE acquired by the Company are reported at acquisition cost less accumulated depreciation and accumulated impairment losses, if any. Estimated cost of dismantling and removing the item and restoring the site on which its located does not arise for owned assets, for leased assets 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 Company 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 Company 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 period 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 Company 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, computer equipment, software, plant and machinery 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. 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 period 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 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 considered by the Company are:

| Asset | Estimated Useful Life |
|---|---|
| Leasehold Improvements | As per lease period |
| Furniture and Fixtures | 10 years |
| Computer Equipment | 4 years |
| Office Equipment | 5 years |
| Vehicles | 4 years |
| Software | 1 to 15 years |
| Buildings | 25 years |
| Investment Property | 69 years |
| Plant & Machinery | 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.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**g) Impairment of assets:**

Upon an observed trigger the Company 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, Investment property 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.

**xv. 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 Company 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.

**xvi. Employee Benefits**

Defined Contribution benefits include superannuation fund .

Defined Employee benefits include gratuity fund, provident fund compensated absences and long service awards.

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**Defined contribution plans**

The Company'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 Company 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.

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 period 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 remeasurements gains/ losses are recognised in P&L in the period in which they arise.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**Share based payment transaction**

The stock options of the Company, 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 period 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.

**xvii. Foreign currency transactions**

Transactions in currencies other than the Company'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 Company 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.

**xviii. Operating Segments**

The Company's main business is financing by way of loans for retail and corporate borrowers in India. The Company's operating segments consist of "Financing Activity", " Investment Activity" and "Others". All other activities of the Company 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 Company is the Managing Director along with the Board of Directors in the operating segment. Operating segment disclosures are consistent with the information reviewed by the CODM.

An operating segment is a component of the company 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 company's other components, and for which discrete financial information is available. Accordingly, all operating segment's operating results of the Company 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 including private equity 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/expense 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.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**xix. Investments in associates**

The Company 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.

**xx. Earnings per share**

Basic earnings per share has been computed by dividing net income attributable to ordinary equity holders by the weighted average number of shares outstanding during the period. 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

**xxi. 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 Company intends to settle its current tax assets and liabilities on a net basis.

**xxii. 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.

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**xxiii.Provisions, contingent liabilities and contingent assets**

**Provisions**

Provisions are recognised when the Company 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 Company 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 Company 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 standalone financial statements

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

**xxiv.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 subsidiaries/associates; 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

**xxv. 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:

i. changes during the period in operating receivables and payables transactions of a non-cash nature;

ii. non-cash items such as depreciation, Impairment, deferred taxes, unrealised foreign currency gains and losses, and undistributed profits of associates and joint ventures; and

iii. 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.

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**xxvi.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.

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.

**xxvii.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 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 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 44.

**xxviii.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. During nine months ended March 31, 2025, 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 Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**Note 3: Cash And Cash Equivalents** (₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| (a) Cash on hand | **7.61** | 0.42 |
| (b) Balances with banks | | |
| - In current accounts | **5,710.98** | 3,184.31 |
| - In Fixed Deposit Accounts (with original maturity of 3 months or less) | **804.13** | 1,701.47 |
| (c) Cheques on hand | **25.10** | **0.75** |
| **Total** | **6,547.82** | 4,886.95 |

**Note 4: Bank Balances Other Than Cash And Cash Equivalents** (₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| (a) Earmarked balances with banks in current accounts (refer note (i) below) | **663.76** | 3.95 |
| (b) Balances with banks in fixed deposit accounts (Refer note (ii) and (iii) below) | **6.14** | 72.44 |
| (c) Margin Money | **125.24** | 21.94 |
| **Total** | **795.14** | **98.33** |

**Note:**

(i) Pertains balance in current account towards unclaimed matured debentures, for redemption of Instruments entirely equity in nature, unclaimed application money and accrued interest on debentures and preference shares.

(ii) Balance with banks in fixed deposit accounts comprises deposits that have an original maturity exceeding 3 months at balance sheet date.

(iii) Deposits amounting to ₹ 0.55 crore (March 31, 2024 : ₹ 0.50 crore) pertain to collateral deposits with banks.

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## Note 5: Derivative financial instruments

(₹ in crore)

| Particulars | As at 31 March 2025 | | | | As at 31 March 2024 | | | |
|---|---|---|---|---|---|---|---|---|
| | Notional value | Fair value - Assets | Notional value | Fair value - Liabilities | Notional value | Fair value - Assets | Notional value | Fair value - Liabilities |
| **Part I** | | | | | | | | |
| **(i) Currency derivatives :** | | | | | | | | |
| Spot and Forwards | **2,957.42** | **11.14** | **9,608.67** | **195.98** | 9.26 | 0.08 | 1,660.20 | 27.62 |
| Currency swaps[1] | **8,417.66** | **376.25** | **-** | **26.53** | 6,417.69 | 165.44 | 1,791.95 | 12.13 |
| Options | **1,709.17** | **83.63** | **-** | **-** | | | | |
| Subtotal (i) | **13,084.25** | **471.02** | **9,608.67** | **222.51** | 6,426.95 | 165.52 | 3,452.15 | 39.75 |
| **(ii) Interest rate derivatives :** | | | | | | | | |
| Interest rate swaps[2] | **-** | **2.11** | **-** | **9.84** | - | 26.92 | - | - |
| Subtotal (ii) | **-** | **2.11** | **-** | **9.84** | - | 26.92 | - | - |
| **Total derivatives** | **13,084.25** | **473.13** | **9,608.67** | **232.35** | **6,426.95** | **192.44** | **3,452.15** | **39.75** |
| **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 | **13,084.25** | **471.02** | **9,608.67** | **222.51** | 6,426.95 | 165.52 | 3,452.15 | 39.75 |
| Interest rate derivatives | **-** | **2.11** | **-** | **9.84** | - | 26.92 | - | - |
| **Total derivatives** | **13,084.25** | **473.13** | **9,608.67** | **232.35** | **6,426.95** | **192.44** | **3,452.15** | **39.75** |

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 Financial Statement.

## 5.1 The impact of the cashflow hedges in the statement of profit and loss and other comprehensive income

(₹ in crore)

| Particulars | Hedging gains or (losses) recognised in other comprehensive income | | 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, 2025 | For the year ended March 31, 2024 |
| Forward exchange contracts, interest rate swaps and currency swaps | **(82.66)** | (72.10) | **3.51** | - |

## 5.2 Change in fair value of hedging instrument and hedged item:

(₹ in crore)

| Particulars | Change in fair value of hedging instrument | | Change in fair value of hedged item* | | Line item in Balance Sheet (Hedged item) |
|---|---|---|---|---|---|
| | For the year ended March 31, 2025 | For the year ended March 31, 2024 | For the year ended March 31, 2025 | For the year ended March 31, 2024 | |
| Forward exchange contracts, interest rate swaps and currency swaps | **(41.74)** | 29.21 | **(264.88)** | (106.03) | Borrowings |
| Options and currency swaps | **(33.20)** | - | **20.38** | - | Debt securities |
| Forward exchange contracts | **(0.13)** | - | **-** | - | Letter of Credit (Commitment) |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**5.3 Movement in the cash flow hedge and cost of hedge reserve are as follows:**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Opening Balance** | **(17.98)** | 35.96 |
| Changes in fair value | **(71.56)** | 29.21 |
| In-effective portion of changes in fair value | **(3.51)** | - |
| Foreign currency translation differences | **(244.50)** | (106.03) |
| Amortisation of forward premium | **235.78** | 4.63 |
| Provision against derivative current credit exposure | **1.13** | 0.10 |
| Deferred tax | **20.81** | 18.15 |
| **Closing Balance** | **(79.83)** | **(17.98)** |

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 heading 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. The hedge ineffectiveness can arise mainly if there is a business combination, change in the credit risk of the Company or the counterparty.

5.5 Net investment hedging : ₹ Nil

5.6 Undesignated Derivatives : ₹ Nil

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

### Note 6: Trade Receivables

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| (i) Receivables considered good - unsecured | **82.90** | 93.78 |
| (ii) Receivables which have significant increase in credit risk - unsecured | **5.04** | 36.24 |
| (iii) Receivables - credit impaired - unsecured | **24.16** | 34.28 |
| | **112.10** | **164.30** |
| Less: Allowance for impairment loss | | |
| (i) Considered good | **(0.13)** | (0.17) |
| (ii) Significant increase in credit risk | **(0.05)** | (0.15) |
| (iii) Credit impaired | **(24.16)** | (34.28) |
| **Total** | **87.76** | **129.70** |

### Trade Receivables Ageing

(₹ in crore)

| Particulars | As at March 31, 2025 | | | | | | | Total |
|---|---|---|---|---|---|---|---|---|
| | Unbilled Dues | Not due | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Undisputed Trade receivables – considered good | **51.56** | **-** | **31.34** | **-** | **-** | **-** | **-** | **82.90** |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | **-** | **-** | **5.04** | **-** | **-** | **-** | **-** | **5.04** |
| (iii) Undisputed Trade Receivables – credit impaired | **-** | **-** | **9.74** | **1.15** | **2.09** | **3.63** | **7.55** | **24.16** |
| **Total** | | | | | | | | **112.10** |

(₹ in crore)

| Particulars | As at March 31, 2024 | | | | | | | Total |
|---|---|---|---|---|---|---|---|---|
| | Unbilled Dues | Not due | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Undisputed Trade receivables – considered good | 51.55 | - | 42.23 | - | - | - | - | **93.78** |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | - | - | 36.24 | - | - | - | - | **36.24** |
| (iii) Undisputed Trade Receivables – credit impaired | - | - | 10.26 | 12.66 | 2.86 | 2.87 | 5.63 | **34.28** |
| **Total** | | | | | | | | **164.30** |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**Note 7: Loans**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **(A)** | | |
| **At Amortised Cost** | | |
| (i) Bills purchased and bills discounted | **999.87** | 1,122.05 |
| (ii) Loans repayable on demand | **74.06** | 74.06 |
| (iii) Term loans | **1,47,233.46** | 1,00,060.50 |
| (iv) Credit substitutes | **4,541.72** | 3,560.78 |
| (v) Finance lease and hire purchase | **2,878.54** | 2,273.89 |
| (vi) Factoring | **2,300.81** | 1,169.33 |
| (vii) Retained portion of assigned loans | **827.65** | 6.76 |
| **At Fair Value through Other Comprehensive Income** | | |
| - Term loans | **623.02** | **761.53** |
| **At Fair Value through Profit and Loss** | | |
| - Credit substitutes | **8.69** | 40.63 |
| **Gross Loans** | **1,59,487.82** | **1,09,069.53** |
| **Less : Impairment loss allowance** | | |
| - Stage I & II | **1,683.26** | 1,166.68 |
| - Stage III | **2,181.00** | 1,465.93 |
| **Total impairment loss allowance** | **3,864.26** | **2,632.61** |
| **Total (A)** | **1,55,623.56** | **1,06,436.92** |
| **(B)** | | |
| (i) Secured by tangible assets | **1,06,862.12** | 70,670.43 |
| (ii) Covered by bank / government guarantee | **7,824.92** | 1,229.58 |
| (iii) Unsecured | **44,987.51** | 37,365.42 |
| **Gross Loans (Excluding EIR Impact)** | **1,59,674.55** | **1,09,265.43** |
| (i) Unamortised loan sourcing costs | **498.63** | 349.40 |
| (ii) Revenue received in advance | **(685.36)** | (545.30) |
| **Gross Loans** | **1,59,487.82** | **1,09,069.53** |
| **Less : Impairment loss allowance** | | |
| (i) Stage I & II | **1,683.26** | 1,166.68 |
| (ii) Stage III | **2,181.00** | 1,465.93 |
| **Total impairment loss allowance** | **3,864.26** | **2,632.61** |
| **Total (B)** | **1,55,623.56** | **1,06,436.92** |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **(C)** | | |
| **(I) Loans in India** | | |
| (i) Public sector | **641.86** | 74.41 |
| (ii) Others | **1,58,845.96** | 1,08,995.12 |
| **Gross Loans** | **1,59,487.82** | **1,09,069.53** |
| **Less : Impairment loss allowance** | | |
| (i) Stage I & II | **1,683.26** | 1,166.68 |
| (ii) Stage III | **2,181.00** | 1,465.93 |
| **Total (C) (I)** | **1,55,623.56** | **1,06,436.92** |
| **(II) Loans outside India** | **-** | **-** |
| **Total (C) (I + II)** | **1,55,623.56** | **1,06,436.92** |

**7.a. Reconciliation of loans:**

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **LOANS** | | |
| - Amortised Cost | **1,59,042.84** | 1,08,463.27 |
| - At Fair Value through Other Comprehensive Income | **623.02** | 761.53 |
| - At Fair Value through Other Profit and Loss | **8.69** | 40.63 |
| **Total - Gross Loans** | **1,59,674.55** | **1,09,265.43** |
| Add : Unamortised loan sourcing costs | **498.63** | 349.40 |
| Less : Revenue received in advance | **(685.36)** | (545.30) |
| **Total - Carrying Value of Loans** | **1,59,487.82** | **1,09,069.53** |
| Less : Impairment Allowance | **(3,864.26)** | (2,632.61) |
| **Total - Net Loans** | **1,55,623.56** | **1,06,436.92** |

**7.b.** Subscription to debentures which, in substance, are made with the intent of giving loan have been classified as 'Credit Substitutes'. This classification results in a better presentation of the substance of such transactions.

**7.c.** Impairment loss allowance of ₹ 1.40 crore (March 31, 2024 : ₹ 4.79 crore) has been provided on loans designated as fair value through other comprehensive income.

**7.d.** Loans secured by tangible assets include loans measured at fair value through profit and loss is ₹ 8.69 Crore (March 31, 2024 : 10.09 Crore) and loans measured at FVTOCI ₹ 221.83 Crore (March 31, 2024 : ₹ 402.54 Crore )

**7.e.** Unsecured loans include loans measured at fair value through profit and loss ₹ Nil (March 31, 2024 : ₹ 30.54 crore) and loans measured at FVTOCI ₹ 401.19 Crore (March 31, 2024 : ₹ 358.99 Crore)

**7.f.** Loans to related parties ₹ 1021.01 crore (March 31, 2024 : ₹ 676.43 crore).

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**7.g.** The details of Gross investments and unearned finance income in respect of assets given under finance lease are as under:

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Gross Investments:** | | |
| - Within one year | **1,177.56** | 1,002.11 |
| - Later than one year and not later than five years | **1,859.70** | 1,397.77 |
| - Later than five years | **47.74** | 6.28 |
| **Total** | **3,085.00** | **2,406.16** |
| **Unearned Finance Income:** | | |
| - Within one year | **241.61** | 183.05 |
| - Later than one year and not later than five years | **259.86** | 186.21 |
| - Later than five years | **4.67** | 1.11 |
| **Total** | **506.14** | **370.37** |
| **Present Value of Rentals *:** | | |
| - Within one year | **935.95** | 819.06 |
| - Later than one year and not later than five years | **1,599.85** | 1,211.56 |
| - Later than five years | **43.07** | 5.17 |
| **Total** | **2,578.87** | **2,035.79** |

* Present Value of Rentals represent the Current Future Outstanding Principal.

**7.h.** Loans repayable on demand pertains to loan given to TCL employee welfare trust and accounts for 0.05% of total gross loans and advances (March 31, 2024 : 0.06%)

**7.i.** Loans to others include loans to retail and corporate other than public sector undertakings (PSUs).

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**Note 8. Investments**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **(A) At amortised cost** | | |
| Investment in Government Securities (quoted) | **2,568.61** | 1,410.80 |
| Investment in State development loan (quoted) | **1,794.33** | 1,539.50 |
| Investment in Treasury Bills (quoted) | **398.89** | 77.75 |
| Investment in Tri Party Repo (TREPS) (unquoted) | **399.84** | - |
| Investment in Fully Paid Non - Cumulative Redeemable Preference shares (unquoted) | **0.38** | - |
| | **5,162.05** | **3,028.05** |
| **(B) At fair value through other comprehensive income** | | |
| Fully paid equity shares (quoted) | **506.86** | 6.61 |
| Fully paid equity shares (unquoted) | **-** | 2,054.87 |
| | **506.86** | **2,061.48** |
| **(C) At fair value through profit and loss :** | | |
| Fully paid equity shares (quoted) | **149.76** | 35.14 |
| Fully paid equity shares (unquoted) | **220.63** | 133.93 |
| Mutual funds (quoted) | **734.91** | 102.32 |
| Alternate investment fund (unquoted) | **34.61** | 32.69 |
| Venture capital fund (unquoted) | **5.07** | - |
| Less: Impairment on investment in alternate investment funds[3] | **(2.72)** | - |
| | **1,142.26** | **304.08** |
| **(D) At cost** | | |
| **Investment in Subsidiaries** | | |
| Investment in Equity Shares (unquoted) | **4,366.92** | 3,766.96 |
| Less: Impairment on investment in equity shares of subsidiaries | **(32.04)** | - |
| Investment in Units of Venture Capital Funds (unquoted) | **361.65** | 388.99 |
| Less: Impairment on investment in units of venture capital funds | **(27.05)** | (85.40) |
| **Investment in Associates** | | |
| Investment in Equity Shares (unquoted) | **0.01** | 8.81 |
| Investment in Preference Shares (unquoted) | **20.00** | 20.00 |
| | **4,689.49** | **4,099.36** |
| **Total Investments** | **11,500.66** | **9,492.97** |
| (i) Investments in India | **11,392.59** | **9,384.90** |
| (ii) Investments outside India[1] | **108.07** | 108.07 |
| **Total Investments** | **11,500.66** | **9,492.97** |

1. Investment outside India is in Equity shares of wholly owned subsidiary of Tata Capital Limited
2. Market value of quoted investment is equal to fair value
3. Impairment provision is computed as per RBI guidelines

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**Note 9: Other Financial Assets**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| (a) Security deposits | **39.19** | 25.67 |
| (b) Application money (refundable) | **4.53** | 84.61 |
| (c) Receivable on sale/redemption of investment | **-** | 1.62 |
| Less : Provision for receivable on sale/redemption of investment | **-** | (1.62) |
| Net receivable on sale/redemption of investment | **-** | - |
| (d) Income accrued but not due | **60.11** | 50.94 |
| (e) Advances to employees | **0.58** | 0.69 |
| (f) Receivable under buyer's credit facility | **125.31** | 230.66 |
| Less : Provision for buyer's credit facility | **(0.31)** | (0.65) |
| Net receivable under buyer's credit facility | **125.00** | 230.01 |
| (g) Excess interest spread on direct assignment | **293.59** | - |
| Less : Impairment loss allowance | **(6.94)** | - |
| (h) Other receivables | **529.94** | 57.51 |
| Less : Impairment loss allowance | **(10.99)** | - |
| **Total** | **1,035.01** | **449.43** |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**Note 10: (i) Income Taxes**

**Current Tax Asset**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Advance tax and tax deducted at source (Net) | **185.75** | 161.22 |
| **Total** | **185.75** | **161.22** |

**A. The income tax expense consist of the following:**

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| **Current tax:** | | |
| Current tax expense for the year | **758.52** | 786.58 |
| | **758.52** | **786.58** |
| **Deferred tax (benefit)/charge** | | |
| Origination and reversal of temporary differences | **22.58** | (70.40) |
| | **22.58** | **(70.40)** |
| **Total income tax expense for the year** | **781.10** | **716.18** |

**The reconciliation of estimated income tax expense at statutory income tax rate income tax expense reported in statement of profit and loss is as follows:**

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Profit before income taxes | **3,375.38** | 3,208.63 |
| Indian statutory income tax rate | **25.168%** | 25.168% |
| Expected income tax expense | **849.52** | 807.55 |
| **Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:** | | |
| Non deductible expenses | **27.75** | 11.25 |
| Tax on income at different rates | **(81.64)** | (86.57) |
| Tax pertaining to prior years | **-** | (0.74) |
| Tax incentives | **(14.53)** | (15.31) |
| **Total income tax expense (effective tax rate of 23.14%, March 31, 2024 : 22.32% )** | **781.10** | **716.18** |

Note:
The Company's reconciliation of the effective tax rate is based on its domestic tax rate applicable to respective financial years.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**B. Amounts recognised in OCI**

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | | | For the year ended March 31, 2024 | | |
|---|---|---|---|---|---|---|
| | Before tax | Tax (expense) benefit | Net of tax | Before tax | Tax (expense) benefit | Net of tax |
| **Items that will not be reclassified to profit or loss** | | | | | | |
| Remeasurements of defined benefit liability (asset) | **(29.27)** | **7.37** | **(21.90)** | (3.12) | 0.79 | (2.33) |
| Fair value gain on investment in equities carried at fair value through OCI | **(181.44)** | **84.17** | **(97.27)** | 396.92 | (86.56) | 310.36 |
| **Items that are or may be reclassified subsequently to profit or loss** | | | | | | |
| Fair value gain on Financial Assets carried at FVTOCI | **(8.61)** | **2.17** | **(6.44)** | 14.98 | (3.77) | 11.21 |
| The effective portion of gains and loss on hedging instruments in a cash flow hedge | **(82.66)** | **20.81** | **(61.85)** | (72.10) | 18.15 | (53.95) |
| **Total** | **(301.98)** | **114.52** | **(187.46)** | **336.68** | **(71.39)** | **265.29** |

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**10. (ii) Deferred Tax Asset (Net)**

**The major components of deferred tax assets and liabilities for the year ended March 31, 2025 are as follows:**

(₹ in crore)

| Particulars | Opening Balance | Business Combination | Recognised / (reversed) through profit and loss | Recognised / reclassified from other comprehensive income | Closing Balance |
|---|---|---|---|---|---|
| **Gross Deferred Tax Assets :-** | | | | | |
| (a) Impairment loss allowance - Stage III | 314.05 | - | 167.44 | - | 481.49 |
| (b) Impairment loss allowance - Stage I & II | 304.51 | 2.82 | 128.37 | (0.85) | 434.85 |
| (c) Employee benefits | 7.08 | 3.06 | 6.83 | - | 16.97 |
| (d) Deferred income and expenses | 125.74 | - | 1.19 | - | 126.93 |
| (e) Other deferred tax assets | 7.58 | 11.37 | (5.11) | - | 13.84 |
| (f) Depreciation on property, plant, equipment & intangibles | 81.43 | 4.08 | (8.16) | - | 77.35 |
| (g) Right to use asset | 4.91 | - | 2.90 | - | 7.81 |
| (h) Cash flow hedge | 6.07 | - | - | 20.81 | 26.88 |
| (i) Net DTA on Business Combination | | | | | |
| - Loans | - | 538.70 | (280.26) | - | 258.44 |
| - Others | - | 128.74 | (21.24) | - | 107.50 |
| **Gross Deferred Tax Liabilities :-** | | | | | |
| (a) Debenture issue expenses | (8.57) | - | (1.44) | - | (10.01) |
| (b) Investments measured at fair value | (420.69) | (103.72) | (2.35) | 438.46 | (88.30) |
| (c) Loans measured at FVTOCI | (3.86) | - | - | 3.02 | (0.84) |
| (d) Direct assignment transactions | - | 63.42 | (9.65) | - | (73.07) |
| (e) Others | - | - | (1.10) | - | (1.10) |
| **Net Deferred Tax Asset** | **418.25** | **521.63** | **(22.58)** | **461.44** | **1,378.74** |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**The major components of deferred tax assets and liabilities for the year ended March 31, 2024 are as follows:**

(₹ in crore)

| Particulars | Opening Balance | Business Combination | Recognised / reversed through profit and loss | Recognised / reclassified from other comprehensive income | Closing Balance |
|---|---|---|---|---|---|
| **Gross Deferred Tax Assets:** | | | | | |
| (a) Impairment loss allowance - Stage III | 276.37 | - | 37.68 | - | 314.05 |
| (b) Impairment loss allowance - Stage I & II | 306.38 | - | (1.87) | - | 304.51 |
| (c) Employee benefits | 5.25 | - | 1.83 | - | 7.08 |
| (d) Deferred income | 90.09 | - | 35.65 | - | 125.74 |
| (e) Other deferred tax assets | 9.06 | - | (1.48) | - | 7.58 |
| (f) Depreciation on property, plant, equipment & intangibles | 84.47 | - | (3.04) | - | 81.43 |
| (g) Right of use asset | 3.93 | - | 0.98 | - | 4.91 |
| (h) Cash flow hedge | (12.08) | - | - | 18.15 | 6.07 |
| **Gross Deferred Tax Liabilities:** | | | | | |
| (a) Debenture issue expenses | (8.71) | - | 0.14 | - | (8.57) |
| (b) Investments measured at fair value | (494.70) | - | 0.51 | 73.50 | (420.69) |
| (c) Loans measured at FVTOCI | (0.09) | - | - | (3.77) | (3.86) |
| **Net Deferred Tax Asset** | **259.97** | **-** | **70.40** | **87.88** | **418.25** |

* Amount less than ₹ 50,000.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**Gross deferred tax assets and liabilities are as follows:**

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| **Gross Deferred Tax Assets :-** | | |
| (a) Impairment loss allowance - Stage III | **481.49** | 314.05 |
| (b) Impairment loss allowance - Stage I & II | **434.85** | 304.51 |
| (c) Employee benefits | **16.97** | 7.08 |
| (d) Deferred income | **126.93** | 125.74 |
| (e) Other deferred tax assets | **13.84** | 7.58 |
| (f) Depreciation on property, plant, equipment & intangibles | **77.35** | 81.43 |
| (g) Right of use asset | **7.81** | 4.91 |
| (h) Cash flow hedge | **26.88** | 6.07 |
| (i) Net DTA on Business Combination | **365.94** | - |
| **Gross Deferred Tax Liabilities :-** | | |
| (a) Debenture issue expenses | **(10.01)** | (8.57) |
| (b) Fair value of investments | **(88.30)** | (420.69) |
| (c) Loans measured at FVTOCI | **(0.84)** | (3.86) |
| (d) Interest on income tax refund | **(73.07)** | - |
| (e) Others | **(1.10)** | - |
| **Net Deferred Tax Asset** | **1,378.74** | **418.25** |

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## Note 11: Property, Plant And Equipment, Investment Property and Other Intangible Assets

(₹ in crore)

| Particulars | Gross Block | | | | | | Accumulated depreciation and amortisation | | | | Net Carrying Value |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Opening balance as at April 1, 2024 | Effect of Business Combination | Additions/ Adjustments | Deletions | Written off during the year | Closing balance as at March 31, 2025 | Opening balance as at April 1, 2024 | Depreciation/ Amortisation for the year* | Deletions/ Adjustments | Closing balance as at March 31, 2025 | As at March 31, 2025 |
| **OWNED ASSETS** | | | | | | | | | | | |
| **TANGIBLE ASSETS** | | | | | | | | | | | |
| **Buildings #** | **147.53** | **2.52** | **-** | **-** | **-** | **150.05** | **51.40** | **7.57** | **-** | **58.97** | **91.08** |
| | *125.80* | *-* | *21.73* | *-* | *-* | *147.53* | *37.95* | *7.35* | *(6.10)* | *51.40* | *96.13* |
| **Leasehold Improvements** | **75.63** | **2.18** | **12.10** | **1.06** | **-** | **88.85** | **30.67** | **10.45** | **1.04** | **40.08** | **48.77** |
| | *39.90* | *-* | *36.78* | *1.05* | *-* | *75.63* | *21.30* | *10.27* | *0.90* | *30.67* | *44.96* |
| **Furniture & Fixtures** | **26.33** | **3.10** | **13.64** | **0.42** | **0.15** | **42.50** | **10.91** | **5.56** | **0.42** | **16.05** | **26.45** |
| | *11.67* | *-* | *15.01* | *0.35* | *-* | *26.33* | *6.64* | *4.59* | *0.32* | *10.91* | *15.42* |
| **Computer Equipment** | **89.54** | **13.57** | **19.99** | **1.71** | **0.10** | **121.29** | **42.80** | **26.89** | **1.61** | **68.08** | **53.21** |
| | *70.07* | *-* | *38.54* | *18.84* | *0.23* | *89.54* | *44.20* | *17.49* | *18.89* | *42.80* | *46.74* |
| **Office Equipment** | **35.18** | **4.48** | **14.70** | **0.63** | **0.07** | **53.66** | **15.72** | **9.85** | **0.58** | **24.99** | **28.67** |
| | *17.75* | *-* | *17.64* | *0.21* | *-* | *35.18* | *11.71* | *4.22* | *0.21* | *15.72* | *19.46* |
| **Plant & Machinery** | **1.91** | **-** | **-** | **0.10** | **0.03** | **1.78** | **1.83** | **0.07** | **0.13** | **1.77** | **0.01** |
| | *1.95* | *-* | *-* | *0.04* | *-* | *1.91* | *1.73* | *0.13* | *0.03* | *1.83* | *0.08* |
| **Vehicles** | **25.50** | **16.99** | **18.16** | **6.91** | **-** | **53.74** | **8.85** | **13.22** | **3.32** | **18.75** | **34.99** |
| | *17.87* | *-* | *11.27* | *3.64* | *-* | *25.50* | *6.63* | *5.33* | *3.11* | *8.85* | *16.65* |
| **ASSETS GIVEN UNDER OPERATING LEASE/RENTAL** | | | | | | | | | | | |
| **Construction Equipment** | **95.57** | **-** | **194.56** | **7.15** | **-** | **282.98** | **38.76** | **40.23** | **6.73** | **72.26** | **210.72** |
| | *89.96* | *-* | *45.79* | *40.18* | *-* | *95.57* | *63.40* | *12.20* | *36.84* | *38.76* | *56.81* |
| **Vehicles** | **150.07** | **-** | **276.62** | **4.49** | **1.40** | **420.80** | **14.53** | **43.04** | **3.67** | **53.90** | **366.90** |
| | *40.26* | *-* | *124.38* | *14.57* | *-* | *150.07* | *18.19* | *8.39* | *12.05* | *14.53* | *135.54`* |
| **Plant & Machinery** | **609.38** | **-** | **53.48** | **79.56** | **-** | **583.30** | **280.36** | **90.45** | **71.79** | **299.02** | **284.28** |
| | *611.97* | *-* | *236.31* | *238.85* | *0.05* | *609.38* | *396.39* | *97.70* | *213.73* | *280.36* | *329.02* |
| **Computer Equipment** | **45.62** | **-** | **3.15** | **25.44** | **0.11** | **23.22** | **43.66** | **2.32** | **24.83** | **21.15** | **2.07** |
| | *114.64* | *-* | *0.28* | *69.30* | *-* | *45.62* | *95.05* | *15.42* | *66.81* | *43.66* | *1.96* |
| **Furniture & Fixtures** | **0.47** | **-** | **1.10** | **0.38** | **-** | **1.19** | **0.41** | **0.16** | **0.34** | **0.23** | **0.96** |
| | *0.65* | *-* | *0.06* | *0.24* | *-* | *0.47* | *0.61* | *0.01* | *0.21* | *0.41* | *0.06* |
| **Office Equipments** | **1.44** | **-** | **-** | **1.44** | **-** | **-** | **1.39** | **0.05** | **1.44** | **-** | **-** |
| | *3.00* | *-* | *-* | *1.56* | *-* | *1.44* | *2.69* | *0.09* | *1.39* | *1.39* | *0.05* |
| **Railway Wagons** | **2.94** | **-** | **304.93** | **0.22** | **2.72** | **304.93** | **2.83** | **2.96** | **2.86** | **2.93** | **302.00** |
| | *28.71* | *-* | *-* | *25.77* | *-* | *2.94* | *28.07* | *0.53* | *25.77* | *2.83* | *0.11* |
| **Electrical Installation & Equipments** | **3.09** | **-** | **-** | **2.58** | **0.35** | **0.16** | **2.92** | **-** | **2.77** | **0.15** | **0.01** |
| | *5.24* | *-* | *-* | *2.15* | *-* | *3.09* | *4.28* | *0.58* | *1.94* | *2.92* | *0.17* |
| **TANGIBLE ASSETS - TOTAL** | **1,310.20** | **42.84** | **912.43** | **132.09** | **4.93** | **2,128.45** | **547.04** | **252.82** | **121.53** | **678.33** | **1,450.12** |
| | *1,179.44* | *-* | *547.79* | *416.75* | *0.28* | *1,310.20* | *738.84* | *184.30* | *376.10* | *547.04* | *763.16* |
| **INVESTMENT PROPERTY** | | | | | | | | | | . | |
| **Buildings** | **-** | **0.31** | **-** | **-** | **-** | **0.31** | **-** | **0.01** | **-** | **0.01** | **0.30** |
| | *21.73* | *-* | *-* | *21.73* | *-* | *-* | *6.10* | *-* | *6.10* | *-* | *-* |
| **INVESTMENT PROPERTY- TOTAL** | **-** | **0.31** | **-** | **-** | **-** | **0.31** | **-** | **0.01** | **-** | **0.01** | **0.30** |

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Particulars | Gross Block | | | | | | Accumulated depreciation and amortisation | | | | Net Carrying Value |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Opening balance as at April 1, 2024 | Effect of Business Combination | Additions/ Adjustments | Deletions | Written off during the year | Closing balance as at March 31, 2025 | Opening balance as at April 1, 2024 | Depreciation/ Amortisation for the year* | Deletions/ Adjustments | Closing balance as at March 31, 2025 | As at March 31, 2025 |
| **INTANGIBLE ASSETS** (other than internally generated) | | | | | | | | | | | |
| **Software** | **77.70** | **7.23** | **30.31** | **-** | **-** | **115.24** | **48.00** | **16.15** | **-** | **64.15** | **51.09** |
| | *57.62* | - | *20.08* | - | - | *77.70* | *36.53* | *11.47* | - | *48.00* | *29.70* |
| **INTANGIBLE ASSETS - TOTAL** | **77.70** | **7.23** | **30.31** | **-** | **-** | **115.24** | **48.00** | **16.15** | **-** | **64.15** | **51.09** |
| | *57.62* | - | *20.08* | - | - | *77.70* | *36.53* | *11.47* | - | *48.00* | *29.70* |
| | **1,387.90** | **50.38** | **942.74** | **132.09** | **4.93** | **2,244.00** | **595.04** | **268.98** | **121.53** | **742.49** | **1,501.51** |
| | *1,258.79* | - | *546.14* | *416.75* | *0.28* | *1,387.90* | *781.47* | *195.77* | *382.20* | *595.04* | *792.86* |

Figures in italics relate to March 31, 2024

**Notes:**

1. # Immovable property having net carrying value amounting to ₹ 1.83 crore is hypothecated against borrowings, refer notes 14.1 and 36(B)(iii).
2. * Total depreciation charged for the year in the Statement of Profit and Loss includes depreciation on Right of use assets. Depreciation on Right of use assets for the year ended March 31, 2025 is ₹ 71.42 crore (March 2024 : ₹ 47.89 Crs)
3. Fair value of investment property as on March 31, 2025 : ₹ 0.30 crore (March 31, 2024 : Nil), 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.
4. Amount recognised in Statement of Profit and Loss for Investment Property:

(₹ in crore)

| Particulars | For the year ended | |
|---|---|---|
| | March 31, 2025 | March 31, 2024 |
| Rental income from Investment Property | **0.02** | - |
| Direct Operating expenses arising from Investment Property that generated rental income | **-** | - |
| Direct Operating expenses arising from Investment Property that did not generate rental income | **-** | - |

5. None of the class of fixed assets are revalued during the year except assets acquired in the business combination.

6. Title of immovable properties having Gross Block of ₹ 0.87 crore and Net Block of ₹ 0.83 crore ( March 31, 2024 : Gross Block of ₹ Nil and Net Block of ₹ Nil) is yet to be transferred in the name of the Company.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Details of Immovable Properties whose title deeds are not held in the name of the Company as at March 31, 2025:

(₹ in crore)

| 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 |
|---|---|---|---|---|---|---|
| **Property, Plant and Equipment and Investment Property** | | | | | | |
| **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 | 0.31 | - |
| Nilgiri - Thane | Tata Motors Finance Limited | No | 07-05-2007 | | 0.56 | - |

7. Title deeds for all the leased premises are held in the name of the Company except branches acquired in the business combination.

**Note 11(i) Capital Work In Progress**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Opening Balance | **4.08** | 1.15 |
| Additions | **909.63** | 528.99 |
| Deductions | **(912.43)** | (526.06) |
| **Closing Balance** | **1.28** | **4.08** |

**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 | **1.28** | **-** | **-** | **-** | **1.28** |
| (ii) Projects temporarily suspended | **-** | **-** | **-** | **-** | **-** |
| **Total** | | | | | **1.28** |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**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 | **1.28** | **-** | **-** | **-** | **1.28** |
| (ii) Projects temporarily suspended | **-** | **-** | **-** | **-** | **-** |
| **Total** | | | | | **1.28** |

**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 | 4.08 | - | - | - | **4.08** |
| (ii) Projects temporarily suspended | - | - | - | - | **-** |
| **Total** | | | | | **4.08** |

**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 | 4.08 | - | - | - | **4.08** |
| (ii) Projects temporarily suspended | - | - | - | - | **-** |
| **Total** | | | | | **4.08** |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**Note 11(ii) Intangible Assets Under Development**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Opening Balance | **3.07** | 8.55 |
| Additions | **39.53** | 14.60 |
| Deductions | **(30.31)** | (20.08) |
| **Closing Balance** | **12.29** | **3.07** |

**As at March 31, 2025**

| Particulars | Amount in Intangible assets under development for a period of | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Projects in progress | **10.60** | **1.62** | **0.05** | **0.02** | **12.29** |
| (ii) Projects temporarily suspended | **-** | **-** | **-** | **-** | **-** |
| **Total** | | | | | **12.29** |

**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 | **12.29** | **-** | **-** | **-** | **12.29** |
| (ii) Projects temporarily suspended | **-** | **-** | **-** | **-** | **-** |
| **Total** | | | | | **12.29** |

**As at March 31, 2024**

| Particulars | Amount in Intangible assets under development for a period of | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Projects in progress | 2.99 | 0.06 | 0.02 | - | **3.07** |
| (ii) Projects temporarily suspended | - | - | - | - | **-** |
| **Total** | | | | | **3.07** |

**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 | 3.07 | - | - | - | **3.07** |
| (ii) Projects temporarily suspended | - | - | - | - | **-** |
| **Total** | | | | | **3.07** |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**Note 11(iii)** The Company has given assets under non-cancellable operating leases. The total of future minimum lease payments that the company is committed to receive is:

(₹ in crore)

| Lease Payments | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| - Within one year | **332.73** | 173.45 |
| - Later than one year and not later than five years | **880.61** | 445.24 |
| - Later than five years | **572.13** | 71.53 |
| **Total** | **1,785.47** | **690.22** |

Accumulated Depreciation on lease assets is ₹ 449.64 crore. (Year ended March 31, 2024 : ₹ 384.86 crore)
Accumulated Impairment losses on the leased assets ₹ Nil (Year ended March 31, 2024 : ₹ Nil)

**Note 12: Other Non-Financial Assets**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| (a) Capital advances | **202.70** | 152.32 |
| (b) Prepaid expenses | **81.65** | 28.26 |
| (c) Balances with government authorities | **465.59** | 245.16 |
| (d) Assets held-for-sale | **1.74** | 1.74 |
| Less : Provision on assets held-for-sale | **(1.74)** | (1.74) |
| Net asset held-for-sale | **-** | - |
| (e) Advance to suppliers | **44.78** | 15.85 |
| **Total** | **794.72** | **441.59** |

**Note 13: Trade Payables**

**(i) Total outstanding dues of creditors other than micro enterprises and small enterprises**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| (a) Accrued expenses | **627.65** | 378.24 |
| (b) Payable to dealers/vendors/customer | **846.13** | 766.03 |
| (c) Others | **8.03** | 0.64 |
| **Total** | **1,481.81** | **1,144.91** |

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 Company. The amount of principal and interest outstanding during the year is given below :

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**(ii) Total outstanding dues of micro enterprises and small enterprises**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| a) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting period/year. | **19.15** | 2.55 |
| b) 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. | **-** | - |
| c) 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. | **-** | - |
| d) The amount of interest accrued and remaining unpaid at the end of each accounting year; | **-** | - |
| e) 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** | **19.15** | **2.55** |

| Particulars | As at March 31, 2025 | | | | | | Total |
|---|---|---|---|---|---|---|---|
| | Unbilled Dues | Not Due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (a) MSME | **13.88** | **-** | **5.27** | **-** | **-** | **-** | **19.15** |
| (b) Others | **543.69** | **781.67** | **145.72** | **2.30** | **2.30** | **6.13** | **1,481.81** |
| (c) Disputed dues – MSME | **-** | **-** | **-** | **-** | **-** | **-** | **-** |
| (d) Disputed dues - Others | **-** | **-** | **-** | **-** | **-** | **-** | **-** |
| **Total** | | | | | | | **1500.96** |

| Particulars | As at March 31, 2024 | | | | | | Total |
|---|---|---|---|---|---|---|---|
| | Unbilled Dues | Not Due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (a) MSME | - | - | 2.55 | - | - | - | **2.55** |
| (b) Others | 376.91 | 674.39 | 89.10 | - | 1.94 | 2.57 | **1,144.91** |
| (c) Disputed dues – MSME | - | - | - | - | - | - | - |
| (d) Disputed dues - Others | - | - | - | - | - | - | - |
| **Total** | | | | | | | **1,147.46** |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**Note 14: Debt Securities**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At amortised cost** | | |
| **Secured** | | |
| (i) Privately Placed Non-Convertible Debentures (Refer note 14.1 below) | **34,517.69** | 29,075.87 |
| (ii) Public issue of Non-Convertible Debentures (Refer note 14.2 below) | **723.70** | 1,182.67 |
| **Unsecured** | | |
| (i) Privately Placed Non-Convertible Debentures | **2,474.95** | 2,831.34 |
| (ii) Commercial paper (Refer note 14.4 below) [Net of unamortised discount of ₹ 298.01 crore (March 31, 2024 : ₹ 109.07 crore) and ancillary borrowing cost of ₹ 0.22 crore (March 31, 2024 : ₹ 0.10 crore)] | **10,641.76** | 5,975.83 |
| (iii) Medium Term Notes | **3,449.51** | - |
| **Total** | **51,807.61** | **39,065.71** |
| **Debt Securities within India** | **48,358.10** | **39,065.71** |
| **Debt Securities outside India** | **3,449.51** | **-** |
| **Total** | **51,807.61** | **39,065.71** |

**Notes**

**14.1.** 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 security cover by a pari passu charge on the assets of the Company.

**14.2.** 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 Company.

**14.3.** The Company has, at all times, for the secured NCDs, maintained sufficient security cover as stated in the respective information memorandum towards the principal amount, interest accrued thereon, and such other sums as mentioned therein

**14.4.** Discount on commercial paper varies between 7.62% to 7.99% (March 31, 2024 : 7.67% to 8.39%) and are repayable within 12 months from the date of reporting.

**14.5.** 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.

**14.6.** Of the above, Public issue of Non-Convertible Debentures amounting to face value of ₹ 6.00 crore (March 31, 2024 : ₹ 6.04 crore) are held by related parties.

**14.7.** Of the above, Privately placed Secured Non-Convertible Debentures amounting to face value of ₹ 780 Crore (March 31, 2024 : ₹ 235 crore) and Unsecured Non-Convertible Debentures amounting to face value of ₹ 240 crore (March 31, 2024 : ₹ 530 crore) are held by related parties.

**14.8.** The Company has not defaulted in the repayment of debt securities and interest thereon for the year ended March 31, 2025.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**14.9. Particulars of Privately Placed Secured Non-Convertible Debentures ("NCDs") outstanding as on March 31, 2025**

| Description of NCDs | Issue Date | Redemption Date | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|---|---|
| | | | Number of NCDs | ₹ in crore | Number of NCDs | ₹ in crore |
| TCFSL NCD "A" FY 2022-23 - Option I | 29-Apr-22 | 29-Apr-24 | - | - | 1,750 | 175.00 |
| TCFSL NCD 'B' FY 2021-22 | 10-May-21 | 10-May-24 | - | - | 5,000 | 500.00 |
| TCFSL NCD "D" FY 2019-20 | 27-May-19 | 27-May-24 | - | - | 2,180 | 218.00 |
| TCFSL NCD "C" FY 2022-23 - Option II | 01-Jun-22 | 31-May-24 | - | - | 4,250 | 425.00 |
| TCCL NCD 'C' FY 2017-18 | 02-Jun-17 | 03-Jun-24 | - | - | 100 | 10.00 |
| TCFSL NCD "F" FY 2019-20 Option - II | 20-Jun-19 | 20-Jun-24 | - | - | 885 | 88.50 |
| TCFSL NCD 'F' FY 2019-20 Op-II Reissuance 1 | 10-Jul-19 | 20-Jun-24 | - | - | 1,000 | 100.00 |
| TCCL MLD "A" FY 2022-23 | 12-Jul-22 | 25-Jun-24 | - | - | 2,296 | 229.60 |
| TCCL NCD "B" FY 2021-22 | 28-Jul-21 | 26-Jul-24 | - | - | 3,600 | 360.00 |
| TCFSL NCD 'D' FY 2021-22 | 02-Aug-21 | 02-Aug-24 | - | - | 2,000 | 200.00 |
| TCFSL NCD 'G' FY 2022-23 | 23-Aug-22 | 25-Sep-24 | - | - | 1,640 | 164.00 |
| TCFSL NCD 'E' FY 2021-22 | 06-Aug-21 | 04-Oct-24 | - | - | 7,000 | 700.00 |
| TCFSL NCD 'E' FY 2021-22 Premium Reissuance 1 at PAR | 24-Aug-21 | 04-Oct-24 | - | - | 4,000 | 400.00 |
| TCCL NCD "C" FY 2021-22 | 17-Nov-21 | 15-Nov-24 | - | - | 3,000 | 300.00 |
| TCFSL NCD AA FY 2014-15 | 20-Nov-14 | 20-Nov-24 | - | - | 950 | 95.00 |
| TCCL NCD 'C' FY 2019-20 | 05-Dec-19 | 05-Dec-24 | - | - | 250 | 25.00 |
| TCFSL NCD AF FY 2014-15-Option-I | 08-Dec-14 | 06-Dec-24 | - | - | 750 | 75.00 |
| TCFSL NCD "E" FY 2019-20 Option - I | 04-Jun-19 | 15-Jan-25 | - | - | 300 | 30.00 |
| TCFSL NCD "E" FY 2019-20 Option - I Reissuance 1 | 26-Feb-20 | 15-Jan-25 | - | - | 350 | 35.00 |
| TCFSL NCD "K" FY 2022-23 - Option - I | 18-Nov-22 | 27-Mar-25 | - | - | 560 | 56.00 |
| TCFSL NCD "B" FY 2020-21 - Option II | 29-Apr-20 | 29-Apr-25 | **400** | **40.00** | 400 | 40.00 |
| TCFSL NCD "B" FY 2022-23 | 10-May-22 | 09-May-25 | **2,000** | **200.00** | 2,000 | 200.00 |
| TCFSL NCD "B" FY 2022-23 Discount Reissuance 1 | 04-May-23 | 09-May-25 | **2,400** | **240.00** | 2,400 | 240.00 |
| TCCL Market Linked NCD "B" FY 2022-23 | 30-Nov-22 | 30-May-25 | **500** | **50.00** | 500 | 50.00 |
| TCCL NCD "B" FY 2022-23 Reissue No.1 | 14-Dec-22 | 30-May-25 | **1,610** | **161.00** | 1,610 | 161.00 |
| TCCL NCD "A" FY 2022-23 | 21-Jun-22 | 20-Jun-25 | **500** | **50.00** | 500 | 50.00 |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

| Description of NCDs | Issue Date | Redemption Date | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|---|---|
| | | | Number of NCDs | ₹ in crore | Number of NCDs | ₹ in crore |
| TCFSL NCD "D" FY 2022-23 - Option II | 30-Jun-22 | 25-Jul-25 | **2,500** | **250.00** | 2,500 | 250.00 |
| TCFSL NCD "D" FY 2022-23 - Option II Premium Reissuance 1 | 03-Aug-22 | 25-Jul-25 | **3,250** | **325.00** | 3,250 | 325.00 |
| TCFSL NCD "D" FY 2022-23 - Option II Premium Reissuance 2 | 23-Aug-22 | 25-Jul-25 | **2,250** | **225.00** | 2,250 | 225.00 |
| TCCL NCD "C" FY 2022-23 | 26-Dec-22 | 28-Jul-25 | **500** | **50.00** | 500 | 50.00 |
| TCFSL Market Linked NCD "A" 2022-23 | 19-Sep-22 | 19-Aug-25 | **430** | **43.00** | 430 | 43.00 |
| TCFSL NCD “E” FY 2022-23 Option - I | 26-Jul-22 | 10-Sep-25 | **1,500** | **150.00** | 1,500 | 150.00 |
| TCFSL NCD "E" FY 2022-23 - Option - I - Reissue No.1 | 04-Nov-22 | 10-Sep-25 | **1,110** | **111.00** | 1,110 | 111.00 |
| TCFSL NCD “I” FY 2022-23 | 13-Oct-22 | 13-Oct-25 | **350** | **35.00** | 350 | 35.00 |
| TCFSL NCD “K” FY 2022-23 Option II | 18-Nov-22 | 18-Nov-25 | **1,500** | **150.00** | 1,500 | 150.00 |
| TCFSL NCD “K” FY 2022-23 Option II Discount Reissuance 1 | 05-Dec-22 | 18-Nov-25 | **2,000** | **200.00** | 2,000 | 200.00 |
| TCFSL NCD “K” FY 2022-23 Option II Premium Reissuance 2 | 08-Dec-22 | 18-Nov-25 | **6,000** | **600.00** | 6,000 | 600.00 |
| TCFSL NCD “L” FY 2022-23 | 08-Dec-22 | 08-Dec-25 | **2,000** | **200.00** | 2,000 | 200.00 |
| TCFSL NCD 'P' FY 2022-23 STRPP I | 14-Mar-23 | 13-Mar-26 | **2,00,000** | **2,000.00** | 2,00,000 | 2,000.00 |
| TCCL NCD UNLISTED A Series FY 2022-23 | 23-Mar-23 | 23-Mar-26 | **37,500** | **375.00** | 37,500 | 375.00 |
| TCFSL NCD “M” FY 2022-23 Premium | 17-Jan-23 | 17-Apr-26 | **5,000** | **500.00** | 5,000 | 500.00 |
| TCFSL NCD “M” FY 2022-23 Discount Reissuance 1 | 11-Sep-23 | 17-Apr-26 | **3,000** | **300.00** | 3,000 | 300.00 |
| TCL MARKET LINKED NCD "A" FY 2024-25 VIS-M | 23-Apr-24 | 23-Apr-26 | **75,000** | **750.00** | - | - |
| TCFSL NCD “O” FY 2022-23 Option I | 21-Feb-23 | 21-May-26 | **1,300** | **130.00** | 1,300 | 130.00 |
| TCFSL NCD “O” FY 2022-23 Option I Premium Reissuance 1 | 26-Apr-23 | 21-May-26 | **1,800** | **180.00** | 1,800 | 180.00 |
| TCFSL NCD ‘O’ FY 2022-23 – Option – I Reissue No. 2-1 Discount | 23-Jul-24 | 21-May-26 | **2,500** | **250.00** | - | - |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

| Description of NCDs | Issue Date | Redemption Date | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|---|---|
| | | | Number of NCDs | ₹ in crore | Number of NCDs | ₹ in crore |
| TCFSL NCD 'O' FY 2022-23 - Option - I Reissue No. 2-2 Discount | 23-Jul-24 | 21-May-26 | **7,500** | **750.00** | - | - |
| TCFSL NCD 'B' FY 2023-24 STRPP I | 03-Aug-23 | 03-Dec-26 | **3,00,000** | **3,000.00** | 3,00,000 | 3,000.00 |
| TCFSL NCD 'D' FY 2023-24 STRPP I | 28-Nov-23 | 22-Jan-27 | **1,50,000** | **1,500.00** | 1,50,000 | 1,500.00 |
| TCFSL NCD "D" Series FY 2023-24 STRPP-I Re.No.1-1 Premium | 07-Mar-25 | 22-Jan-27 | **15,000** | **150.00** | - | - |
| TCFSL NCD "D" Series FY 2023-24 STRPP-I Re.No.1-2 Premium | 07-Mar-25 | 22-Jan-27 | **25,000** | **250.00** | - | - |
| TCFSL NCD "J" Series FY 2022-23 - Reissue No. 4 Premium | 19-Mar-25 | 19-Oct-27 | **2,780** | **278.00** | - | - |
| TCFSL NCD "C" Series FY 2023-24 Reissue No.1 Premium | 19-Mar-25 | 20-Oct-28 | **10,000** | **100.00** | - | - |
| TCFSL NCD 'P' FY 2022-23 STRPP II | 14-Mar-23 | 16-Mar-27 | **2,00,000** | **20.00** | 2,00,000 | 20.00 |
| TCL SECURED "C" FY 2023-24 VIS-M-1 | 29-Feb-24 | 10-May-27 | **85,800** | **858.00** | 85,800 | 858.00 |
| TCL SECURED "C" FY 2023-24 VIS-M-2 | 29-Feb-24 | 10-May-27 | **22,500** | **225.00** | 22,500 | 225.00 |
| TCL SECURED "C" FY 2023-24 VIS-M-3 | 29-Feb-24 | 10-May-27 | **23,200** | **232.00** | 23,200 | 232.00 |
| TCL SECURED "C" FY 2023-24 VIS-M-4 | 29-Feb-24 | 10-May-27 | **5,000** | **50.00** | 5,000 | 50.00 |
| TCL SECURED "C" FY 2023-24 VIS-M-5 | 29-Feb-24 | 10-May-27 | **27,500** | **275.00** | 27,500 | 275.00 |
| TCFSL NCD “E” FY 2022-23 Option - II | 26-Jul-22 | 26-Jul-27 | **4,750** | **475.00** | 4,750 | 475.00 |
| TCFSL NCD “E” FY 2022-23 Option - II Premium Reissuance 1 | 23-Aug-22 | 26-Jul-27 | **2,500** | **250.00** | 2,500 | 250.00 |
| TCFSL NCD E FY 2022-23 Option - II - Re.2 - Discount | 19-Jun-24 | 26-Jul-27 | **2,900** | **290.00** | - | - |
| TCFSL NCD “H” FY 2022-23 | 07-Sep-22 | 07-Sep-27 | **2,060** | **206.00** | 2,060 | 206.00 |
| TCFSL NCD H Series FY 2022-23 - Reissue No. 1 Discount | 16-Oct-24 | 07-Sep-27 | **4,000** | **400.00** | - | - |
| TCFSL NCD H Series FY 2022-23 - Reissue No. 1-1 Discount | 16-Oct-24 | 07-Sep-27 | **2,100** | **210.00** | - | - |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

| Description of NCDs | Issue Date | Redemption Date | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|---|---|
| | | | Number of NCDs | ₹ in crore | Number of NCDs | ₹ in crore |
| TCCL NCD 'A' FY 2020-21 | 10-Jun-20 | 10-Sep-27 | **1,750** | **175.00** | 1,750 | 175.00 |
| TCFSL NCD 'D' FY 2022-23 STRPP II | 28-Nov-23 | 23-Sep-27 | **1,50,000** | **1,500.00** | 1,50,000 | 15.00 |
| TCFSL NCD “J” FY 2022-23 | 19-Oct-22 | 19-Oct-27 | **5,000** | **500.00** | 5,000 | 500.00 |
| TCFSL NCD “J” FY 2022-23 Premium Reissuance 1 | 08-Dec-22 | 19-Oct-27 | **2,500** | **250.00** | 2,500 | 250.00 |
| TCFSL NCD J Series FY 2022-23 - Reissue No. 2 Premium | 27-Nov-24 | 19-Oct-27 | **2,850** | **285.00** | - | - |
| TCFSL NCD J Series FY 2022-23 - Reissue No. 3 Premium | 23-Dec-24 | 19-Oct-27 | **5,000** | **500.00** | - | - |
| TCFSL NCD 'B' FY 2023-24 STRPP II | 03-Aug-23 | 03-Dec-27 | **3,00,000** | **30.00** | 3,00,000 | 30.00 |
| TCFSL NCD Unlisted FY 2023-24 | 21-Dec-23 | 21-Dec-27 | **1,02,500** | **1,025.00** | 1,02,500 | 1,025.00 |
| TCFSL NCD “N” FY 2022-23 | 08-Feb-23 | 08-Feb-28 | **1,100** | **110.00** | 1,100 | 110.00 |
| TCFSL NCD “N” FY 2022-23 Discount Reissuance 1 | 21-Feb-23 | 08-Feb-28 | **1,520** | **152.00** | 1,520 | 152.00 |
| TCFSL NCD N FY 2022-23 - Reissue No. 2-1 Discount | 08-Aug-24 | 08-Feb-28 | **5,650** | **565.00** | - | - |
| TCFSL NCD N FY 2022-23 - Reissue No. 2-2 Discount | 08-Aug-24 | 08-Feb-28 | **250** | **25.00** | - | - |
| TCFSL NCD N FY 2022-23 - Reissue No. 2-3 Discount | 08-Aug-24 | 08-Feb-28 | **100** | **10.00** | - | - |
| TCFSL NCD A FY 2023-24-1 | 19-Jul-23 | 19-Jul-28 | **5,650** | **565.00** | 5,650 | 565.00 |
| TCFSL NCD “A” FY 2023-24-2 | 19-Jul-23 | 19-Jul-28 | **450** | **45.00** | 450 | 45.00 |
| TCFSL NCD “C” FY 2023-24 | 20-Oct-23 | 20-Oct-28 | **24,370** | **243.70** | 24,370 | 243.70 |
| TCFSL NCD "H" FY 2018-19 - Option II | 19-Dec-18 | 19-Dec-28 | **1,120** | **112.00** | 1,120 | 112.00 |
| TCFSL NCD "H" FY 2018-19 - Option II - 1 Reissuance on Premium | 03-Jan-19 | 19-Dec-28 | **230** | **23.00** | 230 | 23.00 |
| TCFSL NCD "H" FY 2018-19 - Option II - 2 Reissuance on Premium | 15-Feb-19 | 19-Dec-28 | **550** | **55.00** | 550 | 55.00 |
| TCL SECURED "B" FY 2023-24 VIS-M | 13-Feb-24 | 13-Feb-29 | **11,500** | **115.00** | 11,500 | 115.00 |
| TCL SECURED "A" FY 2024-25 VIS-M-1 | 21-May-24 | 21-Mar-29 | **18,600** | **186.00** | - | - |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

| Description of NCDs | Issue Date | Redemption Date | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|---|---|
| | | | Number of NCDs | ₹ in crore | Number of NCDs | ₹ in crore |
| TCL SECURED "A" FY 2024-25 VIS-M-2 | 21-May-24 | 21-Mar-29 | **14,000** | **140.00** | - | - |
| TCL SECURED "A" FY 2024-25 VIS-M-3 | 21-May-24 | 21-Mar-29 | **9,000** | **90.00** | - | - |
| TCFSL NCD "F" FY 2019-20 Option - I | 20-Jun-19 | 20-Jun-29 | **2,730** | **273.00** | 2,730 | 273.00 |
| TCFSL NCD 'F' FY 2019-20 Op-I Reissuance 1 | 19-Jul-19 | 20-Jun-29 | **1,000** | **100.00** | 1,000 | 100.00 |
| TCCL NCD 'A' FY 2019-20 | 15-Jul-19 | 13-Jul-29 | **1,400** | **140.00** | 1,400 | 140.00 |
| TCCL NCD 'B' FY 2019-20 | 16-Oct-19 | 16-Oct-29 | **600** | **60.00** | 600 | 60.00 |
| TCFSL NCD 'H' FY 2019-20 | 06-Nov-19 | 06-Nov-29 | **1,000** | **100.00** | 1,000 | 100.00 |
| TCFSL NCD H 2019-20 Reissue No.1 Premium | 26-Sep-24 | 06-Nov-29 | **13,000** | **1,300.00** | - | - |
| TCFSL NCD 'L' FY 2019-20 | 06-Mar-20 | 06-Mar-30 | **10,000** | **1,000.00** | 10,000 | 1,000.00 |
| TCFSL NCD 'H' FY 2021-22 | 29-Sep-21 | 29-Sep-31 | **950** | **95.00** | 950 | 95.00 |
| TCFSL NCD 'H' FY 2021-22 Discount Reissuance 1 | 03-Dec-21 | 29-Sep-31 | **2,190** | **219.00** | 2,190 | 219.00 |
| TCFSL NCD 'H' FY 2021-22 Discount Reissuance 2 | 16-Dec-21 | 29-Sep-31 | **500** | **50.00** | 500 | 50.00 |
| TCFSL NCD 'H' FY 2021-22 Discount Reissuance 3 | 29-Dec-21 | 29-Sep-31 | **850** | **85.00** | 850 | 85.00 |
| TCFSL NCD 'I' FY 2021-22 | 20-Jan-22 | 20-Jan-32 | **12,500** | **1,250.00** | 12,500 | 1,250.00 |
| TCFSL NCD "A" FY 2022-23 - Option II | 29-Apr-22 | 29-Apr-32 | **1,810** | **181.00** | 1,810 | 181.00 |
| TCFSL NCD "C" FY 2022-23 - Option I | 01-Jun-22 | 01-Jun-32 | **2,500** | **250.00** | 2,500 | 250.00 |
| TCFSL NCD “F” FY 2022-23 | 12-Aug-22 | 12-Aug-32 | **1,875** | **187.50** | 1,875 | 187.50 |
| TCFSL NCD “F” FY 2022-23 Premium Reissuance 1 | 25-Sep-23 | 12-Aug-32 | **400** | **40.00** | 400 | 40.00 |
| TCFSL NCD “O” FY 2022-23 Option II | 21-Feb-23 | 21-Feb-33 | **810** | **81.00** | 810 | 81.00 |
| TCFSL NCD “E” FY 2023-24 - 1 | 07-Dec-23 | 07-Dec-33 | **2,49,500** | **2,495.00** | 2,49,500 | 2,495.00 |
| TCFSL NCD “E” FY 2023-24 - 2 Premium | 07-Dec-23 | 07-Dec-33 | **500** | **5.00** | 500 | 5.00 |
| TCL SECURED "A" FY 2023-24 VIS-M-1 | 08-Feb-24 | 08-Feb-34 | **22,710** | **227.10** | 22,710 | 227.10 |
| TCL SECURED "A" FY 2023-24 VIS-M-2 Premium | 08-Feb-24 | 08-Feb-34 | **1,500** | **15.00** | 1,500 | 15.00 |
| TCL A FY 2023-24 VIS-M -1 - Re No. 1 - Discount | 27-Jun-24 | 08-Feb-34 | **50,200** | **502.00** | - | - |

| Description of NCDs | Issue Date | Redemption Date | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|---|---|
| | | | Number of NCDs | ₹ in crore | Number of NCDs | ₹ in crore |
| TCL SECURED NCD "B" FY 2024-25 VIS-M | 23-Jul-24 | 21-Jul-34 | **63,000** | **630.00** | **-** | **-** |
| TCL SECURED NCD "B" FY 2024-25 VIS-M Reissue No. 1 Premium | 23-Dec-24 | 21-Jul-34 | **13,100** | **131.00** | - | - |
| TCL SECURED NCD "B" FY 2024-25 VIS-M Reissue No. 2 Premium | 23-Dec-24 | 21-Jul-34 | **2,000** | **20.00** | - | - |
| **Total (A)** | | | | **33,222.30** | | **28,111.40** |
| Add : Interest accrued on borrowing | | | | **1,294.35** | | 1,023.76 |
| Add : Unamortised premium | | | | **38.52** | | 5.74 |
| **Total (B)** | | | | **1,332.87** | | **1,029.50** |
| Less : Unamortised borrowing cost | | | | **(18.89)** | | (22.70) |
| Less : Unamortised discount | | | | **(18.59)** | | (42.33) |
| **Total (C)** | | | | **(37.48)** | | (65.03) |
| **TOTAL (A+B+C)** | | | | **34,517.69** | | **29,075.87** |

Coupon rate of above “NCDs” outstanding as on March 31, 2025 varies from 6.7% to 9.25% (March 31, 2024 : 5.85% to 9.36%)

Note :

1. NCDs outstanding as on March 31, 2025 and March 31, 2024 are redeemable at par.
2. Information about the company’s exposure to interest rate risk and liquidity risk is included in note 35B and 35C

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**14.10 Particulars of Public issue of Secured Non-Convertible Debentures outstanding as on March 31, 2025**

| Description of NCDs | Issue Date | Redemption Date | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|---|---|
| | | | Number of NCDs | ₹ in crore | Number of NCDs | ₹ in crore |
| SERIES II TRANCHE II – CATEGORY I & II. | 26-Aug-19 | 26-Aug-24 | **-** | **-** | 9,77,140 | 97.71 |
| SERIES II TRANCHE II – CATEGORY III & IV. | 26-Aug-19 | 26-Aug-24 | **-** | **-** | 34,09,175 | 340.92 |
| SERIES III TRANCHE II – CATEGORY I & II. | 26-Aug-19 | 26-Aug-27 | **9,24,814** | **92.48** | 9,24,814 | 92.48 |
| SERIES III TRANCHE II – CATEGORY III & IV. | 26-Aug-19 | 26-Aug-27 | **60,03,935** | **600.39** | 60,03,935 | 600.39 |
| **Total (A)** | | | | **692.87** | | **1,131.50** |
| Add : Interest accrued on borrowing | | | | **35.74** | | 58.06 |
| Less : Unamortised borrowing cost | | | | **(4.91)** | | (6.89) |
| **Total (B)** | | | | **30.83** | | **51.17** |
| **TOTAL (A+B)** | | | | **723.70** | | **1,182.67** |

Coupon rate of above outstanding as on March 31, 2025 varies from 8.55% to 8.65% (March 31, 2024 : 8.40% to 8.65%)

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**14.11 Particulars of Privately Placed unsecured non-convertible debentures ("NCDs") outstanding as on March 31, 2025:**

| Description of NCDs | Issue Date | Redemption Date | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|---|---|
| | | | Number of NCDs | ₹ in crore | Number of NCDs | ₹ in crore |
| TCL NCD "B" FY 2020-21 - Option - II | 25-Feb-21 | 30-Apr-24 | - | - | 1,000 | 100.00 |
| TCL NCD B SERIES FY 2020-21 - OPTION - II - Re-issue No. 1 | 22-Feb-22 | 30-Apr-24 | - | - | 3,000 | 300.00 |
| TCL NCD "B" FY 2021-22 | 22-Feb-22 | 28-Mar-25 | - | - | 3,000 | 300.00 |
| TCL NCD "B" FY 2021-22-Reissue No.1-1 | 18-Jul-23 | 28-Mar-25 | - | - | 2,950 | 295.00 |
| TCL NCD "B" FY 2021-22-Reissue No.1-2 | 18-Jul-23 | 28-Mar-25 | - | - | 2,050 | 205.00 |
| TCL NCD "A" FY 2020-21 - Option - I | 04-Aug-20 | 04-Aug-25 | **2,050** | **205.00** | 2,050 | 205.00 |
| TCL NCD "A" FY 2020-21 - Option - I Reissue No.1-1 | 21-Aug-23 | 04-Aug-25 | **950** | **95.00** | 950 | 95.00 |
| TCL NCD "A" FY 2020-21 - Option - I Reissue No.1-2 | 21-Aug-23 | 04-Aug-25 | **1,500** | **150.00** | 1,500 | 150.00 |
| TCL NCD "A" FY 2020-21 - Option - I Reissue No.1-3 | 21-Aug-23 | 04-Aug-25 | **500** | **50.00** | 500 | 50.00 |
| TMFL Unsecured NCD "A" FY 2022-23 | 30-Aug-22 | 28-Aug-26 | **7,000** | **700.00** | - | - |
| TCFSL Unsecured NCD "A" FY 2018-19 | 19-Mar-19 | 17-Mar-34 | **5,900** | **590.00** | 5,900 | 590.00 |
| TCFSL Unsecured NCD "A" FY 2019-20 | 23-Mar-20 | 23-Mar-35 | **5,000** | **500.00** | 5,000 | 500.00 |
| **Total (A)** | | | | **2,290.00** | | **2,790.00** |
| Add : Interest accrued on borrowing | | | | **94.76** | | 52.08 |
| Add : Unamortised premium | | | | **-** | | 0.06 |
| Add : Fair Valuation on account of business combination | | | | **91.53** | | - |
| **Total (B)** | | | | **186.29** | | **52.14** |
| Less : Unamortised borrowing cost | | | | **(0.44)** | | (0.61) |
| Less : Unamortised discount | | | | **(0.90)** | | (10.19) |
| **Total (C)** | | | | **(1.34)** | | **(10.80)** |
| **TOTAL (A+B+C)** | | | | **2,474.95** | | **2,831.34** |

Coupon rate of above outstanding as on March 31, 2025 varies from 7.22% to 8.93% (March 31, 2024 : 6.70% to 8.93%)

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**Note 15: Borrowings (Other Than Debt Securities)** (₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At amortised cost** | | |
| **(a) Term loans** | | |
| **Secured - From Banks** | | |
| -Term Loans (Refer note 15.2 below) | **53,200.80** | 28,136.97 |
| -External Commercial Borrowings (Refer note 15.2 below) | **17,056.23** | 9,137.17 |
| **Secured - From Others** | | |
| -Term Loans (Refer note 15.2 below) | **8,327.29** | 12,986.07 |
| -External Commercial Borrowings (Refer note 15.2 below) | **831.06** | 802.28 |
| **Unsecured - From Banks** | | |
| -Term Loans (Refer note 15.2 below) | **653.54** | - |
| **(b) Loans repayable on demand** | | |
| **Secured - From Banks** | | |
| -Working capital demand loan (Refer note 15.2 below) | **6,485.49** | 3,183.60 |
| -Bank Overdraft (Refer note 15.2 below) | **50.12** | - |
| **Unsecured - From Banks** | | |
| -Working capital demand loan (Refer note 15.2 below) | **574.90** | 400.00 |
| **(c) Other loans - In India** | | |
| **Unsecured** | | |
| (i) Inter corporate deposits from others (Refer note 15.2 below) | **25.51** | 40.96 |
| **Total** | **87,204.94** | **54,687.05** |
| **Borrowings within India** | **69,317.65** | 44,747.60 |
| **Borrowings outside India** | **17,887.29** | 9,939.45 |
| **Total** | **87,204.94** | **54,687.05** |

**Note:**

**15.1.** Loans and advances from banks and others are secured by pari passu charge on the receivables of the Company through Security Trustee.

**15.2. Terms of repayment of borrowings and rate of interest:**

As per terms of agreements, loans from banks aggregating ₹ 70,749.80 crore (March 31, 2024 : ₹ 37,992.86 crore ) are repayable at maturity ranging between 17 days and 5 years from the date of reporting. Rate of interest payable on term loans varies between 6.25% to 9.36% (March 31, 2024 : 6.50% to 9.38%).

As per terms of agreements, loans from others aggregating ₹ 9,140.70 crore (March 31, 2024 : ₹ 12,962.41 crore) are repayable at maturity ranging between 1 month and 13 years from the date of reporting. Rate of interest payable on term loans varies between 4.19% to 8.17%. (March 31, 2024 : 4.24% to 8.35%).

Rate of interest payable on working capital demand loans varies between 7.40% to 8.60% (March 31, 2024 : 7.50% to 8.45%).

ICDs are repayable within 3 months from the date of reporting. Rate of interest payable on Inter-corporate deposits is 7.50% (March 31, 2024 : 7.60% to 7.80%).

**15.3.** As at March 31, 2025, the Company had undrawn borrowing facilities of ₹ 16,773.00 crore

**15.4.** The Company has not defaulted in the repayment of borrowings (other than debt securities) and interest thereon for the year ended March 31, 2025.

**15.5.** The quarterly returns/statements of current assets filed by the company with banks or financials institutions are in agreement with the books of accounts.

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## Note 16: Subordinated Liabilities

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **At amortised cost** | | |
| **Debentures - Unsecured** | | |
| Non-Convertible Subordinated Debentures | **6,870.18** | 5,242.07 |
| Non-Convertible Perpetual Debentures | **1,124.67** | 1,124.09 |
| **Cumulative Redeemable Preference Shares** | **330.52** | 795.39 |
| **Total** | **8,325.37** | **7,161.55** |
| **Subordinated Liabilities within India** | **8,325.37** | **7,161.55** |
| **Subordinated Liabilities outside India** | **-** | **-** |
| **Total** | **8,325.37** | **7,161.55** |

Note:

1. Of the above, subordinated and perpetual debentures amounting to face value of ₹ 813.82 crore (March 31, 2024 : ₹ 213.62 crore) are held by related parties.
2. Of the above, Cumulative Redeemable Preference Shares amounting to face value of ₹ 20.00 crore (March 31, 2024 : ₹ 50.50 crore) are held by related parties.
3. The Company has not defaulted in the repayment of subordinated liabilities and interest thereon for the year ended March 31, 2025.

### 16.1 Particulars of Subordinated unsecured non-convertible debentures ("NCDs") outstanding as on March 31, 2025

| Description of NCDs | Issue Date | Redemption Date | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|---|---|
| | | | Number of NCDs | ₹ in crore | Number of NCDs | ₹ in crore |
| TCFSL Tier II Bond 'A' FY 2014-15 | 26-Sep-14 | 26-Sep-24 | **-** | **-** | 1,000 | 100.00 |
| TCFSL Tier II Bond 'B' FY 2014-15 | 07-Jan-15 | 07-Jan-25 | **-** | **-** | 350 | 35.00 |
| TCFSL Tier II Bond 'C' FY 2014-15 | 30-Jan-15 | 30-Jan-25 | **-** | **-** | 750 | 75.00 |
| TCFSL Tier II Bond 'D' FY 2014-15 | 31-Mar-15 | 31-Mar-25 | **-** | **-** | 2,000 | 200.00 |
| TCFSL Tier II Bond 'A' FY 2015-16 | 22-Jul-15 | 22-Jul-25 | **900** | **90.00** | 900 | 90.00 |
| TCFSL Tier II Bond 'B' FY 2015-16 | 30-Mar-16 | 30-Mar-26 | **2,000** | **200.00** | 2,000 | 200.00 |
| TCFSL Tier-II Bond 'A' FY 2016-17 | 11-Aug-16 | 11-Aug-26 | **2,000** | **200.00** | 2,000 | 200.00 |
| TCFSL Tier-II Bond 'B' FY 2016-17 | 26-Oct-16 | 26-Oct-26 | **150** | **15.00** | 150 | 15.00 |
| TMFL TIER II A FY 17-18 | 13-Nov-17 | 13-Nov-27 | **500** | **50.00** | - | - |
| TMFL TIER II B FY 17-18 | 28-Mar-18 | 28-Mar-28 | **2,000** | **200.00** | - | - |
| TMFL TIER II A FY 18-19 | 31-Aug-18 | 31-Aug-28 | **1,000** | **100.00** | - | - |
| TCFSL NCD Series III (2018) | 27-Sep-18 | 27-Sep-28 | **2,95,490** | **29.55** | 2,95,490 | 29.55 |
| TCFSL NCD Series III (2018) | 27-Sep-18 | 27-Sep-28 | **34,18,488** | **341.85** | 34,18,488 | 341.85 |
| TCFSL Tier-II Bond 'A' FY 2018-19 | 28-Dec-18 | 28-Dec-28 | **2,000** | **200.00** | 2,000 | 200.00 |
| TMFL TIER II B FY 18-19 | 29-Mar-19 | 29-Mar-29 | **1,500** | **150.00** | - | - |
| TMFL TIER II A FY 19-20 | 30-Apr-19 | 30-Apr-29 | **1,000** | **100.00** | - | - |
| TCFSL Tier-II Bond "A" FY 2019-20 | 16-Apr-19 | 16-Apr-29 | **200** | **20.00** | 200 | 20.00 |
| TCFSL Tier II NCD "A" FY 2019-20 Discount Reissuance 1 | 13-Jun-19 | 16-Apr-29 | **650** | **65.00** | 650 | 65.00 |
| TCFSL Tier II NCD "A" FY 2019-20 Premium Reissuance 2 | 26-Jun-19 | 16-Apr-29 | **1,000** | **100.00** | 1,000 | 100.00 |
| TCFSL Tier II NCD "A" FY 2019-20 Premium Reissuance 3 | 29-Jul-19 | 16-Apr-29 | **295** | **29.50** | 295 | 29.50 |
| TCCL Tier II Bond 'A' FY 2019-20 | 10-May-19 | 10-May-29 | **500** | **50.00** | 500 | 50.00 |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

| Description of NCDs | Issue Date | Redemption Date | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|---|---|
| | | | Number of NCDs | ₹ in crore | Number of NCDs | ₹ in crore |
| TCCL Tier II Bond 'A' FY 2019-20 Reissuance no 1 | 29-May-19 | 10-May-29 | **500** | **50.00** | 500 | 50.00 |
| TMFL TIER II B FY 19-20 | 31-May-19 | 31-May-29 | **2,000** | **200.00** | - | - |
| TCCL Tier II Bond 'A' FY 2019-20 Reissuance no 2 | 27-Jun-19 | 10-May-29 | **500** | **50.00** | 500 | 50.00 |
| SERIES IV TRANCHE II – CATEGORY I & II. | 26-Aug-19 | 26-Aug-29 | **46,500** | **4.65** | 46,500 | 4.65 |
| SERIES IV TRANCHE II – CATEGORY III & IV. | 26-Aug-19 | 26-Aug-29 | **17,26,973** | **172.70** | 17,26,973 | 172.70 |
| TCFSL Tier-II Bond "B" FY 2019-20 | 13-Nov-19 | 13-Nov-29 | **1,000** | **100.00** | 1,000 | 100.00 |
| TCFSL Tier-II Bond "B" FY 2019-20 Premium Reissuance 1 | 03-Jan-20 | 13-Nov-29 | **700** | **70.00** | 700 | 70.00 |
| TCCL Tier II Bond 'B' FY 2019-20 | 13-Nov-19 | 13-Nov-29 | **500** | **50.00** | 500 | 50.00 |
| TCCL Tier II Bond 'B' FY 2019-20 Reissuance no 1 | 03-Feb-20 | 13-Nov-29 | **1,000** | **100.00** | 1,000 | 100.00 |
| TCCL Tier II Bond 'B' FY 2019-20 Reissuance no 2 | 24-Feb-20 | 13-Nov-29 | **500** | **50.00** | 500 | 50.00 |
| TCCL Tier II Bond 'A' FY 2020-21 | 28-Jul-20 | 26-Jul-30 | **500** | **50.00** | 500 | 50.00 |
| TCCL Tier II Bond 'A' FY 2020-21 Premium Reiss no 1 | 14-Oct-20 | 26-Jul-30 | **500** | **50.00** | 500 | 50.00 |
| TCCL Tier II Bond 'A' FY 2020-21 Premium Reiss no 2 | 17-Dec-20 | 26-Jul-30 | **500** | **50.00** | 500 | 50.00 |
| TCFSL Tier-II Bond "A" FY 2020-21 | 17-Sep-20 | 17-Sep-30 | **750** | **75.00** | 750 | 75.00 |
| TCFSL Tier-II Bond "A" FY 2020-21 Premium Reissuance 1 | 13-Oct-20 | 17-Sep-30 | **1,250** | **125.00** | 1,250 | 125.00 |
| TCFSL Tier-II Bond "A" FY 2020-21 Discount Reissuance 2 | 23-Mar-21 | 17-Sep-30 | **1,000** | **100.00** | 1,000 | 100.00 |
| TCFSL Tier-II Bond "A" FY 2021-22 | 28-Jun-21 | 27-Jun-31 | **1,500** | **150.00** | 1,500 | 150.00 |
| TCFSL Tier-II Bond "B" FY 2021-22 | 24-Nov-21 | 24-Nov-31 | **500** | **500.00** | 500 | 500.00 |
| TCFSL Tier-II Bond "A" FY 2023-24 | 27-Jul-23 | 27-Jul-33 | **500** | **500.00** | 500 | 500.00 |
| TCFSL Tier-II Bond "A" FY 2023-24 Discount Reissuance 1 | 16-Nov-23 | 27-Jul-33 | **500** | **500.00** | 500 | 500.00 |
| TCFSL Tier-II Bond "A" FY 2023-24 Discount Reissuance 2 | 22-Feb-24 | 27-Jul-33 | **240** | **240.00** | 240 | 240.00 |
| TCFSL Tier-II Bond "A" FY 2023-24 Discount Reissuance 3 | 21-Mar-24 | 27-Jul-33 | **260** | **260.00** | 260 | 260.00 |
| TCL Tier-II Bond "A" FY 2024-25 | 13-Sep-24 | 13-Sep-34 | **250** | **250.00** | - | - |
| TCL Tier-II Bond "A" FY 2024-25 Premium Reiss 1 | 23-Jan-25 | 13-Sep-34 | **665** | **665.00** | - | - |
| TCL Tier-II Bond "A" FY 2024-25 Reissue No.2 Premium | 27-Mar-25 | 13-Sep-34 | **50** | **50.00** | - | - |
| TCL Tier-II Bond "A" FY 2024-25 Reissue No.2-2 Premium | 27-Mar-25 | 13-Sep-34 | **200** | **200.00** | - | - |
| **Total (A)** | | | | **6,553.25** | | **4,998.25** |
| Add: Interest accrued on borrowing | | | | **320.62** | | 261.32 |
| Add : Unamortised premium | | | | **3.19** | | 3.14 |
| Add : Fair Valuation impact on business combination | | | | **15.55** | | - |
| **Total (B)** | | | | **339.36** | | **264.46** |
| Less: Unamortised borrowing cost | | | | **(13.79)** | | (10.91) |
| Less : Unamortised discount | | | | **(8.64)** | | (9.73) |
| **Total (C)** | | | | **(22.43)** | | **(20.64)** |
| **TOTAL (A+B+C)** | | | | **6,870.18** | | **5,242.07** |

Coupon rate of above outstanding as on Mar 31, 2025 varies from 7.30% to 10.25% (March 31, 2024 : 7.30% to 10.15%).

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## 16.2 Particulars of Perpetual unsecured non-convertible debentures ("NCDs") outstanding as on March 31, 2025

| Description of NCDs | Issue Date | Redemption Date | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|---|---|
| | | | Number of NCDs | ₹ in crore | Number of NCDs | ₹ in crore |
| TCFSL Perpetual 'A' FY 2015-16 | 16-Jul-15 | 16-Jul-25 | **1,000** | **100.00** | 1,000 | 100.00 |
| TCFSL Perpetual 'B' FY 2015-16 | 06-Jan-16 | 06-Jan-26 | **500** | **50.00** | 500 | 50.00 |
| TCFSL Perpetual 'C' FY 2015-16 | 02-Feb-16 | 02-Feb-26 | **500** | **50.00** | 500 | 50.00 |
| TCFSL Perpetual 'D' FY 2015-16 | 09-Feb-16 | 09-Feb-26 | **1,000** | **100.00** | 1,000 | 100.00 |
| TCFSL Perpetual 'E' FY 2015-16 | 23-Mar-16 | 23-Mar-26 | **1,000** | **100.00** | 1,000 | 100.00 |
| TCFSL Perpetual 'A' FY 2016-17 | 30-Jun-16 | 30-Jun-26 | **500** | **50.00** | 500 | 50.00 |
| TCFSL Perpetual 'B' FY 2016-17 | 13-Jan-17 | 13-Jan-27 | **100** | **10.00** | 100 | 10.00 |
| TCFSL Perpetual 'C' FY 2016-17 | 08-Mar-17 | 08-Mar-27 | **400** | **40.00** | 400 | 40.00 |
| TCFSL Perpetual 'A' FY 2017-18 | 21-Jun-17 | 21-Jun-27 | **500** | **50.00** | 500 | 50.00 |
| TCFSL Perpetual 'B' FY 2017-18 | 14-Jul-17 | 14-Jul-27 | **500** | **50.00** | 500 | 50.00 |
| TCFSL Perpetual 'C' FY 2017-18 | 11-Sep-17 | 11-Sep-27 | **930** | **93.00** | 930 | 93.00 |
| TCFSL Perpetual 'D' FY 2017-18 | 26-Mar-18 | 26-Mar-28 | **1,250** | **125.00** | 1,250 | 125.00 |
| TCFSL Perpetual 'A' FY 2020-21 | 30-Sep-20 | 30-Sep-30 | **1,000** | **100.00** | 1,000 | 100.00 |
| TCFSL Perpetual 'B' FY 2020-21 | 19-Oct-20 | 21-Oct-30 | **750** | **75.00** | 750 | 75.00 |
| TCFSL Perpetual 'A' FY 2021-22 | 28-Feb-22 | 28-Feb-32 | **100** | **100.00** | 100 | 100.00 |
| **Total (A)** | | | | **1,093.00** | | **1,093.00** |
| Add: Interest accrued on borrowing | | | | **33.42** | | 33.52 |
| Less: Unamortised borrowing cost | | | | **(1.75)** | | (2.43) |
| | | | | **1,124.67** | | **1,124.09** |

Notes :

1. Coupon rate of above outstanding as on March 31, 2025 varies from 7.89% to 9.99% (March 31, 2024 : 7.89% to 9.99%)
2. NCDs outstanding as on March 31, 2025 and March 31, 2024 are redeemable at par.

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Funds Raised through Perpetual Debt Instruments | **-** | - |
| Amount outstanding at the end of year - Subordinated Debt | **1,093.00** | 1,093.00 |
| Amount outstanding at the end of year - Instruments entirely equity in nature | **1,808.00** | - |
| Total amount outstanding at the end of year | **2,901.00** | 1,093.00 |
| Percentage of amount of Perpetual Debt Instruments of the amount of Tier I Capital | **13.32%** | 7.66% |
| Financial year in which interest on Perpetual Debt Instruments is not paid on account of 'Lock-In Clause' | **NA** | NA |

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## 16.3 Particulars of Cumulative Redeemable Preference Shares :

(₹ in crore)

| Particulars | Tranche | No of shares | Allotment Date | Redemption Date/ Actual Redemption Date | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|---|---|
| 7.50% Cumulative Redeemable Preference Shares of ₹ 1,000 each | U | 6,04,500 | July 7, 2017 | July 6, 2024 | - | 60.45 |
| | V | 7,36,000 | July 12, 2017 | July 11, 2024 | - | 73.60 |
| | W | 6,69,500 | July 26, 2017 | July 25, 2024 | - | 66.95 |
| 7.33% Cumulative Redeemable Preference Shares of ₹ 1,000 each | X | 7,50,000 | July 28, 2017 | July 27, 2024 | - | 75.00 |
| | Y | 6,59,500 | August 4, 2017 | August 3, 2024 | - | 65.95 |
| 7.15% Cumulative Redeemable Preference Shares of ₹ 1,000 each | Z | 6,45,500 | September 15, 2017 | September 14, 2024 | - | 64.55 |
| 7.10% Cumulative Redeemable Preference Shares of ₹ 1,000 each | AA | 5,83,700 | September 29, 2017 | September 28, 2024 | - | 58.37 |
| | AB | 2,81,000 | April 20, 2018 | April 19, 2025 | **28.10** | 28.10 |
| | AC | 1,54,550 | May 10, 2018 | May 9, 2025 | **15.46** | 15.46 |
| | AD | 2,97,000 | June 15, 2018 | June 14, 2025 | **29.70** | 29.70 |
| 7.75% Cumulative Redeemable Preference Shares of ₹ 1,000 each | AE | 3,64,500 | March 13, 2019 | March 12, 2026 | **36.45** | 36.45 |
| 7.50% Cumulative Redeemable Preference Shares of ₹ 1,000 each | AF | 2,42,000 | June 12, 2019 | June 11, 2026 | **24.20** | 24.20 |
| | AG | 90,000 | June 28, 2019 | June 27, 2026 | **9.00** | 9.00 |
| | AH | 1,98,000 | August 7, 2019 | August 6, 2026 | **19.80** | 19.80 |
| | AI | 1,50,000 | August 28, 2019 | August 27, 2026 | **15.00** | 15.00 |
| | AJ | 2,76,200 | August 30, 2019 | August 29, 2026 | **27.62** | 27.62 |
| | AK | 3,17,500 | September 4, 2019 | September 3, 2026 | **31.75** | 31.75 |
| | AL | 2,11,900 | September 9, 2019 | September 8, 2026 | **21.19** | 21.19 |
| | AM | 4,50,000 | September 18, 2019 | September 17, 2026 | **45.00** | 45.00 |
| | AN | 2,72,500 | September 24, 2019 | September 23, 2026 | **27.25** | 27.25 |
| **Total** | | | | | **330.52** | **795.39** |

## Note 17: Other Financial Liabilities

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| (a) Security deposit | **445.05** | 564.60 |
| (b) Margin money towards derivative variation | **216.59** | 18.33 |
| (c) Payable for capital expenditure | **75.18** | 66.74 |
| (d) Advances from customers | **55.06** | 37.90 |
| (e) Accrued employee benefit expense | **275.37** | 240.38 |
| (f) Unclaimed matured debentures, unclaimed dividend on preference shares, unclaimed application money and accrued interest thereon | **3.75** | 3.94 |
| (g) Payable under buyer's credit facility | **125.31** | 230.66 |
| (h) Amounts payable - assigned loans | **383.51** | 1.24 |
| (i) Book Overdraft | **23.05** | 93.20 |
| (j) Claimed amount under CGTMSE, ECLGS and other arrangements | **299.41** | 37.98 |
| (k) Other Payables | **57.59** | 10.44 |
| **Total** | **1,959.87** | **1,305.41** |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

### Note 18: Current Tax Liabilities

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Provision for tax (Net) | **290.65** | 365.65 |
| **Total** | **290.65** | **365.65** |

### Note 19: Provisions

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Provision for employee benefits :** | | |
| (a) Provision for gratuity (net) | **24.57** | 1.40 |
| (b) Provision for compensated absences and superannuation allowance | **50.85** | 27.73 |
| (c) Provision for long-term service award | **2.98** | 1.44 |
| **Others :** | | |
| (a) Provision for off Balance Sheet exposure | **36.01** | 38.79 |
| (b) Provision for Indirect Taxes | **119.82** | 6.86 |
| (c) Provision for Consumer Disputes | **8.39** | - |
| **Total** | **242.62** | **76.22** |

### Note 20: Other Non-Financial Liabilities

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| (a) Statutory dues | **191.27** | 145.87 |
| (b) Revenue received in advance | **1.51** | 0.65 |
| (c) Margin money received under Letter of credit/Buyer's credit | **0.81** | 10.75 |
| (d) Others | **68.47** | 44.15 |
| **Total** | **262.06** | **201.42** |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

### Note 21: Share Capital

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **AUTHORISED** | | |
| 7,75,00,00,000 Equity shares of ₹ 10 each | **7,750.00** | 7,750.00 |
| 32,500,000 Preference shares of ₹ 1,000 each | **3,250.00** | 3,250.00 |
| 3,00,00,00,000 Preference shares of ₹ 10 each | **3,000.00** | 3,000.00 |
| | **14,000.00** | **14,000.00** |
| **ISSUED, SUBSCRIBED & PAID UP** | | |
| 3,799,927,250 Equity shares of ₹ 10 each fully paid up (March 31, 2024 : 3,746,407,148 shares) | **3,799.93** | 3,746.41 |
| **Total** | **3,799.93** | **3,746.41** |

During the year, the Company has issued 5,35,20,102 equity shares on ""Rights Basis"" of face value ₹ 10 each fully paid up at a price of ₹ 281.00 each, including a premium of ₹ 271.00 (March 31, 2024: 4,39,52,097 equity shares of face value ₹ 10 each fully paid up, at a price of ₹ 125.09 each, including a premium of ₹ 115.09 each.).

### 21 (a). Details of shareholding of Promoters are given below

| Particulars | % change during the year | As at March 31, 2025 | | | As at March 31, 2024 | | |
|---|---|---|---|---|---|---|---|
| | | No. of shares | ₹ in crore | % holding | No. of shares | ₹ in crore | % holding |
| Tata Sons Private Limited | **1.47%** | **3,52,86,81,463** | **3,528.68** | **92.86%** | 3,47,77,15,784 | 3,477.72 | 92.83% |

### 21 (b). Details of shareholders holding more than 5 percent shares in the Company are given below:

| Particulars | As at March 31, 2025 | | | As at March 31, 2024 | | |
|---|---|---|---|---|---|---|
| | No. of shares | ₹ in crore | % holding | No. of shares | ₹ in crore | % holding |
| Tata Sons Private Limited | **3,52,86,81,463** | **3,528.68** | **92.86%** | 3,47,77,15,784 | 3,477.72 | 92.83% |

### 21 (c). Reconciliation of number of equity shares outstanding

| Particulars | No. of shares | ₹ In Crore |
|---|---|---|
| **Equity Shares** | | |
| Opening balance as on April 01, 2023 | 3,56,01,19,841 | 3,560.12 |
| Additions during the year | 18,62,87,307 | 186.29 |
| **Closing Balance as on March 31, 2024** | **3,74,64,07,148** | **3,746.41** |
| Additions during the year | 5,35,20,102 | 53.52 |
| **Closing Balance as on March 31, 2025** | **3,79,99,27,250** | **3,799.93** |

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**21 (d). Rights, preferences and restrictions attached to shares**

Equity Shares : The Company has one class of equity shares having a face value of ₹.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 in the ensuing Annual General Meeting, except in case of interim dividend. 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. Tata Sons Limited is the ultimate holding company.

**21. (e).** There are no shares reserved for issue under options and contracts/commitments for the sale of shares or disinvestment.

**Note 22: Shares Pending For Issuance**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| 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"). | **4,162.76** | NIL |
| **Total** | **4,162.76** | **NIL** |

Pursuant to the Scheme of Amalgamation between the Company and Tata Motors Finance Limited ("Amalgamating Company") becoming effective from May 8, 2025, the Company will issue and allot equity shares to the shareholders of the Amalgamating Company as consideration for the amalgamation.

As per the share exchange ratio, 37 equity shares of ₹10 each of the Amalgamated Company will be issued and allotted for every 100 equity shares of ₹100 each held in the Amalgamating Company, to those shareholders whose names appear in the register of members or depository records on the Record Date.

These shares will be fully paid-up and carry the same rights as existing equity shares.

**Note 23: Other Equity**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| (a) Securities Premium Account | **5,128.58** | 5,094.47 |
| (b) Capital Reserve | **0.93** | 0.93 |
| (c) Capital Redemption Reserve | **5.75** | 5.75 |
| (d) Statutory Reserve Account u/s 45-IC of Reserve Bank of India Act, 1934 | **3,116.24** | 2,209.65 |
| (e) Special Reserve Account u/s 36(1)(viii) of Income tax Act, 1961 | **128.35** | 119.90 |
| (f) Retained earnings | **9,887.42** | 6,367.18 |
| (g) General Reserve | **349.85** | 332.68 |
| (h) Share options outstanding account | **65.58** | 49.79 |
| (i) Other Comprehensive Income | | |
| (i) Fair value gain on Financial Assets carried at FVTOCI | **6.92** | 13.36 |
| (ii) The effective portion of gains and loss on hedging instruments in cash flow hedge | **(79.25)** | (17.98) |
| (iii) The cost of hedging reserve | **(0.58)** | - |
| (iv) Remeasurement of defined employee benefit plans | **(36.51)** | (14.61) |
| (v) Fair value gain on investment in equities carried at FVTOCI | **(245.13)** | 1,544.89 |
| **Total** | **18,328.15** | **15,706.01** |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**Nature and Purpose of Reserves as per Para 79 of Ind AS 1**

| Sr. No. | Particulars | Nature and purpose of Reserves |
|---|---|---|
| 1 | Securities Premium Account | Premium received upon issuance of equity shares. |
| 2 | Capital Reserve | Reserve created on accounting of merger of subsidiaries. |
| 3 | Capital Redemption Reserve | The Company has created capital redemption reserve on redemption of non convertible redeemable preference shares from its retained earnings. |
| 4 | Special Reserve Account/Statutory Reserve | As prescribed by section 45-IC of the Reserve Bank of India Act, 1934 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 Company except for the purpose as may be specified by RBI 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 | Share Options Outstanding Account | Created upon grant of options to employees. |
| 8 | Other Comprehensive Income | |
| | (i) Fair value gain on Financial Assets carried at FVTOCI | The Company 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. |
| | (ii) The effective portion of gains and loss on hedging instruments in cash flow hedge | It represents the amortisation of premium on hedge instruments and cumulative gains/(losses) arising on revaluation of the hedged items and hedge instruments. |
| | (iii) The cost of hedging reserve | It represents the change in time value of option contracts, designated as cash flow hedges through OCI. |
| | (iv) Remeasurement of defined employee benefit plans | It represents the cumulative gains/(losses) arising on remeasurement of post employment benefit obligation. |
| | (v) Fair value gain on investment in equities carried at FVTOCI | The Company has designated certain equity instruments at FVTOCI, hence this reserve represents the fair value gains/(losses) arising on these instruments. |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

### Note 24: Interest Income

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| **On Financial Assets measured at Amortised Cost** | | |
| (a) Interest on loans | **18,742.08** | 11,178.48 |
| (b) Interest income from investments | **332.84** | 216.28 |
| (c) Interest income on deposits with banks | **69.38** | 28.11 |
| (d) Interest income on inter corporate deposits | **0.55** | 11.59 |
| (e) Other interest income | **7.55** | 1.44 |
| **On Financial Assets measured at fair value through Other Comprehensive Income** | | |
| (a) Interest on loans | **47.83** | 73.08 |
| **On Financial Assets measured at fair value through profit and loss** | | |
| (a) Interest on loans | **3.23** | 4.91 |
| **Total** | **19,203.46** | **11,513.89** |

### Note 25: Rental Income

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| (a) Rental Income | **270.83** | 205.95 |
| (b) Branch co-sharing income | **16.06** | 3.23 |
| **Total** | **286.89** | **209.18** |

### Note 26: Fees And Commission Income

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| (a) Loan servicing and other charges | **287.19** | 183.20 |
| (b) Foreclosure charges | **154.58** | 94.50 |
| (c) Fees on value added services and products | **455.12** | 309.51 |
| (d) Advisory Fees | **234.23** | 92.75 |
| (e) Others | **102.69** | 32.49 |
| **Total** | **1,233.81** | **712.45** |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

### Note 27: Net Gain / (Loss) On Fair Value Changes

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| (a) Net Gain / (loss) on financial instruments at fair value through profit or loss | | |
| (b) Others | | |
| - On equity securities | **23.46** | 8.17 |
| - On other financial securities | **312.28** | 169.50 |
| (c) Total Net gain/(loss) on fair value changes | **335.74** | **177.67** |
| (d) Fair value changes : | | |
| - Realised | **328.71** | 179.02 |
| - Unrealised | **7.03** | (1.35) |
| **Total Net gain/(loss) on fair value changes** | **335.74** | **177.67** |

### Note 28: Other Income

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| (a) Net Gain on derecognition of property, plant and equipment | **8.57** | 15.68 |
| (b) Interest on tax refunds | **11.09** | 2.78 |
| (c) Gain on modification/derecognition of right-of-use assets | **0.06** | 0.78 |
| (d) Miscellaneous income | **34.06** | 0.02 |
| **Total** | **53.78** | **19.26** |

### Note 29: Finance Costs

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| At amortised cost | | |
| (a) Interest on borrowings | **6,666.96** | 3,384.18 |
| (b) Interest on debt securities | **3,525.32** | 2,704.86 |
| (c) Interest on subordinated liabilities | **664.62** | 531.93 |
| (d) Interest on lease liabilities | **22.81** | 12.97 |
| (e) Other interest expense | **9.77** | 11.73 |
| **Total** | **10,889.48** | **6,645.67** |

During the year ended March 31, 2025, the Company has declared and paid,an interim dividend on Cumulative Redeemable Preference Shares aggregating to ₹ 36.53 crore. (For the year ending March 31, 2024 : ₹ 74.34 crore)

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

### Note 30: Employee Benefit Expenses

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| (a) Salaries, wages and bonus | **2,097.23** | 1,248.35 |
| (b) Contribution to provident and other fund | **89.38** | 47.32 |
| (c) Staff welfare expenses | **88.58** | 50.45 |
| (d) Expenses related to post-employment defined benefit plans | **21.28** | 11.14 |
| (e) Share based payments to employees | **30.69** | 28.11 |
| **Total** | **2,327.16** | **1,385.37** |

### Note 31: Impairment Of Financial Instruments

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | | For the year ended March 31, 2024 | |
|---|---|---|---|---|
| (I) Loans | | | | |
| (a) Impairment loss allowance on loans (Stage III) - at amortised cost | **715.07** | | 227.05 | |
| Less : Delinquency Support | **-** | **715.07** | (7.28) | 219.77 |
| (b) Write off - Loans (net of recoveries) - at amortised cost | | **1,803.15** | | 505.25 |
| (c) Impairment loss allowance on loans (Stage I & II) | | | | |
| - at amortised cost | **513.46** | | (8.57) | |
| - at FVTOCI | **(3.38)** | **510.08** | 1.13 | (7.44) |
| | | **3,028.30** | | 717.58 |
| **(II) Impairment on Investments - at cost** | | **34.07** | | 7.64 |
| **(III) Trade receivables - at amortised cost** | | **(8.27)** | | 23.13 |
| **(IV) Derivative current credit exposure - at FVTOCI** | | **1.12** | | 0.10 |
| **(V) Impairment on Other Financial Assets** | | **16.41** | | - |
| **Total (I+II+III+IV+V)** | | **3,071.63** | | **748.45** |

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 disclosed in the profit and loss statement amounting to ₹ 1,803.15 crores, the Company has further written off bad debts amounting to ₹ 619.42 crores from these acquired loans as irrecoverable as per Company's policy. Therefore, the total write-off for the year amounts to ₹ 2,422.57 crores.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

### 32. Other Operating Expenses

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| (a) Advertisements and publicity | **153.57** | 127.55 |
| (b) Brand Equity and Business Promotion | **58.93** | 35.92 |
| (c) Corporate social responsibility expenses | **58.75** | 38.45 |
| (d) Information technology expenses | **283.00** | 225.30 |
| (e) Insurance charges | **95.74** | 3.13 |
| (f) Legal and professional fees | **170.38** | 72.99 |
| (g) Loan processing cost | **61.92** | 42.38 |
| (h) Printing and stationery | **10.39** | 6.87 |
| (i) Loss on sale / provision against assets held for sale (Net)# | **18.88** | (12.70) |
| (j) Power and fuel | **21.41** | 13.69 |
| (k) Repairs and maintenance | **10.69** | 5.62 |
| (l) Rent, Rates and Taxes | **28.34** | 12.37 |
| (m) Stamp charges | **83.06** | 59.98 |
| (n) Service providers' charges | **647.87** | 322.91 |
| (o) Training and recruitment | **12.20** | 6.90 |
| (p) Communication cost | **15.76** | 6.59 |
| (q) Travelling and conveyance | **89.07** | 50.15 |
| (r) Other expenses* | **116.05** | 59.22 |
| **Total** | **1,936.01** | **1,077.32** |

#- Includes loss amounting to ₹ 18.60 crore on sale of asset held for sale during the period ended March 31, 2024.
*- Includes Contribution amounting to ₹ 13 Crs to the Progressive Electoral Trust (March 31, 2024 : Nil)

**(a) Auditors' Remuneration (excluding taxes):**

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Audit Fees[1] | **3.90** | 2.90 |
| Tax Audit Fees | **0.15** | 0.10 |
| Other Services (includes out of pocket expenses) [2] | **0.38** | 0.50 |
| **Total** | **4.43** | **3.50** |

(Auditors' remuneration is included in Other expenses)
1. Includes Audit Fee of ₹ 0.90 Cr paid to Statutoty Auditors of Tata Motors Finance Limited.
2. Includes Other Services of ₹ 0.19 Cr paid to Statutoty Auditors of Tata Motors Finance Limited and Other Services include fees for certifications.
3. The above audit fee excludes ₹ 0.34 Cr towards fee paid to auditors on account of issuance of debt securities.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

### (b) Expenditure in Foreign Currency

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| **Other Operating Expenses** | | |
| Advertisement and Publicity | **0.30** | 0.42 |
| Legal and professional fees | **4.76** | 0.61 |
| Information Technology Expenses | **13.17** | 14.84 |
| Training and recruitment | **0.17** | 0.10 |
| Other expenses | **0.39** | 0.14 |
| **Total** | **18.79** | **16.11** |

### (c) Corporate social responsibility expenses

(i) Gross amount required to be spent by the company during the period was ₹ 58.75 crore (March 31, 2024 : ₹ 38.45 crore)

(ii) Amount spent during the year on:

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| i) Construction/acquisition of any asset | | |
| Paid | **10.02** | 9.36 |
| Yet to be paid | **-** | - |
| ii) On purposes other than (i) above | | |
| Paid | **48.73** | 29.09 |
| 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 Company during the year: Nil.

(iv) The total of previous years' shortfall amounts: Nil

(v) The reason for above shortfalls by way of a note: Not Applicable

(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: ₹ 0.03 Cr and The total of previous years' shortfall - ₹ 0.54 Crs.

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## Note 33: Employee Benefit Expenses

### A. Defined contribution plans

#### 1) Superannuation Fund

The Company 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 Company. The Company is liable to pay to the superannuation fund to the extent of the amount contributed. The Company recognizes such contribution as an expense in the period of contribution. The Company has recognised ₹ 2.40 crore (Year ended March 31, 2024: ₹ 1.55 crore) 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) 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 plan

#### 1) Provident Fund

The Company makes Provident Fund contributions, a defined contribution 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 the Company. 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 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.

Effective January 1, 2024, Tata Capital Financial Services Limited, a wholly owned subsidiary of the Company and Tata Cleantech Capital Limited, a subsidiary of the Company have merged with the Company under a scheme of arrangement approved by the NCLT vide order dated November 24, 2023. The Provident Fund contributions, for qualifying employees of the erstwhile company Tata Cleantech Capital Limited for the period upto the effective date of merger i.e. January 1, 2024 was paid to provident fund administered by the Regional Provident Fund Commissioner.

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 01, 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 year in which it is determined. The Company has recognised ₹ 79.74 crore (Year ended March 31, 2024 ₹ 44.24 crore) for Provident Fund contributions and ₹ Nil (Year ended March 31, 2024 ₹ Nil) for interest shortfalls in the Statement of Profit and Loss.

**2) Gratuity**

The Company 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/Disability |
| Benefit payable | For service less than 10 years: 15/26 X Salary X Service<br>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 01, 2025) was paid to the Tata Motors Finance Limited Employee Gratuity Trust.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Through its defined benefit plans, the Company 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.

**Movement in net defined benefit (asset) / liability**

**a) Reconciliation of balances of Defined Benefit Obligations.**

(₹ in crore)

| 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** | **110.40** | - | 92.00 | - |
| Transfer on account of business combination | **61.35** | - | - | - |
| Current service cost | **20.83** | - | 11.96 | - |
| Interest cost | **11.39** | - | 6.31 | - |
| Benefits paid | **(7.66)** | - | - | - |
| Amalgamations / Acquisitions | **(0.05)** | - | (3.08) | - |
| a. Due to change in financial assumptions | **18.21** | - | 1.44 | - |
| b. Due to change in experience adjustments | **11.69** | - | 8.09 | - |
| c. Due to experience adjustments | **(2.94)** | - | - | - |
| Benefits paid directly by the Company | **(5.69)** | - | (6.32) | - |
| **Defined Obligations at the end of the year** | **217.53** | **-** | **110.40** | **-** |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

### b) Reconciliation of balances of Fair Value of Plan Assets

(₹ in crore)

| 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** | **109.00** | - | 94.66 | - |
| Transfer on account of business combination | **45.78** | - | - | |
| Expected return on plan assets | **(2.30)** | - | 6.41 | - |
| Employer contributions | **36.51** | - | 4.14 | - |
| Benefits paid | **(7.66)** | - | - | - |
| Amalgamations / Acquisitions | **(0.05)** | - | (3.08) | - |
| Interest Income on Plan Assets | **11.68** | - | 6.87 | - |
| **Fair Value of Plan Assets at the end of the year** | **192.96** | **-** | **109.00** | **-** |

### c) Funded status

(₹ in crore)

| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|
| | Total Funded | Total Unfunded | Total Funded | Total Unfunded |
| Surplus/ (Deficit) of plan assets over obligations | **(24.57)** | | (1.40) | |
| **Total** | **(24.57)** | **-** | **(1.40)** | **-** |

### d) Categories of plan assets

(₹ in crore)

| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|
| | Total Funded | Total Unfunded | Total Funded | Total Unfunded |
| Corporate bonds | **0.25** | - | 0.24 | - |
| Government securities | **0.25** | - | 0.24 | - |
| Insurer managed funds - ULIP Product | **137.23** | - | 108.24 | - |
| Cash | **0.73** | - | 0.28 | - |
| Others | **54.50** | - | - | - |
| **Total** | **192.96** | **-** | **109.00** | **-** |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

### e) Amount recognised in Balance sheet

(₹ in crore)

| 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 | **217.53** | - | 110.40 | - |
| Fair value of plan assets | **192.96** | - | 109.00 | - |
| **Net asset / (liability) recognised in the Balance Sheet** | **(24.57)** | **-** | **(1.40)** | **-** |

### f) Amount recognised in Statement of Profit and Loss

(₹ in crore)

| Particulars | Year ended March 31, 2025 | | Year ended March 31, 2024 | |
|---|---|---|---|---|
| | Total Funded | Total Unfunded | Total Funded | Total Unfunded |
| Current Service Cost | **20.83** | - | 11.96 | - |
| Interest Cost (net) | **(0.29)** | - | (0.56) | - |
| **Expenses for the year** | **20.54** | **-** | **11.40** | **-** |

### g) Amount recognised in Other Comprehensive Income

(₹ in crore)

| Particulars | Year ended March 31, 2025 | | Year ended March 31, 2024 | |
|---|---|---|---|---|
| | Total Funded | Total Unfunded | Total Funded | Total Unfunded |
| a. Due to change in financial assumptions | **18.21** | - | 1.44 | - |
| b. Due to change in experience adjustments | **11.69** | - | 8.09 | - |
| c. Due to experience adjustments | **(2.94)** | - | - | - |
| d. (Return) on plan assets (excl. interest income) | **2.31** | - | (6.41) | - |
| **Total remeasurements in Other Comprehensive Income** | **29.27** | **-** | **3.12** | **-** |

| | | | | |
|---|---|---|---|---|
| **Total defined benefit cost recognized in P&L and OCI (f+g)** | **49.81** | **-** | **14.52** | **-** |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**h) Expected cash flows for the following year** (₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Expected total benefit payments | **385.95** | 171.60 |
| Year 1 | **29.50** | 12.34 |
| Year 2 | **35.02** | 11.89 |
| Year 3 | **30.76** | 17.08 |
| Year 4 | **36.36** | 13.13 |
| Year 5 | **40.40** | 15.41 |
| Next 5 years | **213.91** | 101.75 |

**i) Major Actuarial Assumptions**

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Discount Rate (%) | **6.50%** | 6.90% |
| 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% |
| Expected Return on Plan assets (%) | **6.50%** | 6.90% |
| Attrition | | |
| Mortality Table | **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% |
| Retirement Age | **60 years** | 60 years |
| Weighted Average Duration of Defined Benefit Obligation | **6 years** | 6 years |
| Estimate of amount of contribution in the immediate next year (₹ in crore) | **29.50** | 12.34 |

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.
The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components

**i) 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.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|
| | Increase | Decrease | Increase | Decrease |
| Discount rate (1% movement) | **(10.86)** | **12.01** | (6.88) | 7.75 |
| Future salary growth (1% movement) | **11.51** | **(10.63)** | 7.54 | (6.83) |
| Others (Withdrawal rate 5% movement) | **(12.69)** | **17.61** | (6.64) | 9.85 |

**j) Provision for leave encashment**

(₹ in crore)

| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|
| | Non current | Current | Non current | Current |
| Liability for compensated absences | **39.01** | **9.22** | **19.44** | **6.09** |

**j) Provision for leave encashment**

(₹ in crore)

| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|
| | Non current | Current | Non current | Current |
| Liability for long term service awards | **2.57** | **0.41** | **1.21** | **0.23** |

| Experience adjustments | Defined benefit obligation | Plan assets | Surplus/ (deficit) | Experience adjustments on plan liabilities | Experience adjustments on plan assets |
|---|---|---|---|---|---|
| **Funded** | | | | | |
| **2024-25** | **217.53** | **192.96** | **(24.57)** | **(11.69)** | **-2.30** |
| 2023-24 | 110.40 | 109.00 | (1.40) | (8.09) | 6.41 |
| **Unfunded** | | | | | |
| 2024-25 | - | - | - | - | - |
| 2023-24 | - | - | - | - | - |

Note :
The actuarial valuation as at 31 March 2025 has been carried out on the basis of the membership data provided as at February 28, 2025.

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## Note 34: Fair Values Of Financial Instruments

### A. Valuation models

The Company 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 Company 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 Company 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 Company 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 Company 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 Company believes that a third party market participant would

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

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 Company 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 Company 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, medium term notes and letters of credit. 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 Company 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 Company 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.

**C. Financial assets and liabilities**

The carrying value of financial instruments by categories as at March 31, 2025 is as follows:

(₹ in crore)

| Particulars | Fair value through Profit or Loss | Fair Value through Other Compre-hensive Income | Amortised cost | At Cost | Total Carrying Value |
|---|---|---|---|---|---|
| **Financial Assets:** | | | | | |
| Cash and cash equivalents | - | - | 6,547.82 | - | 6,547.82 |
| Other balances with banks | - | - | 795.14 | - | 795.14 |
| Derivative financial instruments | - | 473.13 | - | - | 473.13 |
| Trade receivables | - | - | 87.76 | - | 87.76 |
| Loans including credit substitutes | 8.69 | 623.02 | 1,54,991.85 | - | 1,55,623.56 |
| Investments | 1,142.26 | 506.86 | 5,162.05 | 4,689.49 | 11,500.66 |
| Other financial assets | - | - | 1,035.01 | - | 1,035.01 |
| **Total** | **1,150.95** | **1,603.01** | **1,68,619.63** | **4,689.49** | **1,76,063.08** |
| **Financial Liabilities:** | | | | | |
| Derivative financial liabilities | - | 232.35 | - | - | 232.35 |
| Trade and other payables | - | - | 1,500.96 | - | 1,500.96 |
| Borrowings * | - | - | 1,47,337.92 | - | 1,47,337.92 |
| Lease liabilities | - | - | 312.00 | - | 312.00 |
| Other financial liabilities | - | - | 1,959.87 | - | 1,959.87 |
| **Total** | **-** | **232.35** | **1,51,110.75** | **-** | **1,51,343.10** |

* Borrowings includes Debt Securities, Subordinated liabilities and Borrowings (Other than debt securities).

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**The carrying value of financial instruments by categories as at March 31, 2024 is as follows:**

(₹ in crore)

| Particulars | Fair value through Profit or Loss | Fair Value through Other Compre-hensive Income | Amortised cost | At Cost | Total Carrying Value |
|---|---|---|---|---|---|
| **Financial Assets:** | | | | | |
| Cash and cash equivalents | - | - | 4,886.95 | - | 4,886.95 |
| Other balances with banks | - | - | 98.33 | - | 98.33 |
| Derivative financial assets | - | 192.44 | - | - | 192.44 |
| Trade receivables | - | - | 129.70 | - | 129.70 |
| Loans including credit substitutes | 40.63 | 761.53 | 1,05,634.76 | - | 1,06,436.92 |
| Investments | 304.08 | 2,061.48 | 3,028.05 | 4,099.36 | 9,492.97 |
| Other financial assets | - | - | 449.43 | - | 449.43 |
| **Total** | **344.71** | **3,015.45** | **1,14,227.22** | **4,099.36** | **1,21,686.74** |
| **Financial Liabilities:** | | | | | |
| Derivative financial liabilities | - | 39.75 | - | - | 39.75 |
| Trade and other payables | - | - | 1,147.46 | - | 1,147.46 |
| Borrowings * | - | - | 1,00,914.31 | - | 1,00,914.31 |
| Lease liabilities | - | - | 210.47 | - | 210.47 |
| Other financial liabilities | - | - | 1,305.41 | - | 1,305.41 |
| **Total** | **-** | **39.75** | **1,03,577.65** | **-** | **1,03,617.40** |

* Borrowings includes Debt Securities, Subordinated liabilities and Borrowings (Other than debt securities).

**The following table summarises financial assets and liabilities measured at fair value on a recurring basis:**
**As at March 31, 2025**

(₹ in crore)

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| **Financial Assets:** | | | | |
| Mutual fund units | - | 734.91 | - | 734.91 |
| Equity Shares | 656.62 | - | 220.63 | 877.25 |
| Alternate investment fund | | | 31.89 | 31.89 |
| Venture capital fund | - | 5.07 | - | 5.07 |
| Loans including credit substitutes | - | - | 631.71 | 631.71 |
| Derivative Financial Assets | - | 473.13 | - | 473.13 |
| **Total** | **656.62** | **1,213.11** | **884.23** | **2,753.96** |
| **Financial Liabilities:** | | | | |
| Derivative Financial Liabilities | - | 232.35 | - | 232.35 |
| **Total** | **-** | **232.35** | **-** | **232.35** |

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**As at March 31, 2024**

(₹ in crore)

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| **Financial Assets:** | | | | |
| Mutual fund units | - | 102.32 | - | 102.32 |
| Equity Shares | 41.75 | - | 2,188.80 | 2,230.55 |
| Alternate investment fund | - | - | 32.69 | 32.69 |
| Trust Securities | - | - | - | - |
| Loans including credit substitutes | - | - | 802.16 | 802.16 |
| Derivative Financial Assets | - | 192.44 | - | 192.44 |
| **Total** | **41.75** | **294.76** | **3,023.65** | **3,360.16** |
| **Financial Liabilities:** | | | | |
| Derivative Financial Liabilities | - | 39.75 | - | 39.75 |
| **Total** | **-** | **39.75** | **-** | **39.75** |

The following table summarises disclosure of fair value of financial assets and liabilities measured at amortised cost:

(₹ in crore)

| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|
| | Carrying Value | Fair value | Carrying Value | Fair value |
| **Financial Assets at amortised cost:** | | | | |
| Loans including credit substitutes | **1,54,991.85** | **1,55,720.11** | 1,05,634.76 | 1,06,212.87 |
| Investments | **5,162.05** | **5,204.16** | 3,028.05 | 2,987.22 |
| **Total** | **1,60,153.90** | **1,60,924.27** | **1,08,662.81** | **1,09,200.09** |
| **Financial Liabilities at amortised cost:** | | | | |
| Borrowings (includes debt securities and subordinated liabilities) | **1,47,337.92** | **1,47,396.05** | 1,00,914.31 | 1,00,565.22 |
| **Total** | **1,47,337.92** | **1,47,396.05** | **1,00,914.31** | **1,00,565.22** |

The Company has not disclosed fair values for cash and cash equivalents, other balances with bank, trade and other receivables, other financial assets, trade and other payables, lease liabilities and other financial liabilities because their carrying amounts are a reasonable approximation of fair value.

**Investment in subsidiaries and associates:**

The Company has elected to measure Investment in subsidiaries and associates at cost and accordingly the requirement of disclosure of fair value of the instrument under Ind AS 107 does not apply.

**Fair value of the Financial instruments 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.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

The fair value of borrowings is estimated using discounted cash flow techniques, applying the rates that are offered for borrowings of similar maturities and terms.

T bills, Tri Party Repo (TREPS) and Government securities are valued based on market quotes.

In the absence of any significant movement in interest rates on account of COVID-19, there are no significant impact estimated on account of the change in the fair values of the 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

(₹ in crore)

| Financial instruments | Fair value as at | | 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 | | | | |
| Equity Shares - unquoted | **220.63** | 2,188.80 | Level 3 | (a) Net asset value<br>(b) Comparable companies multiple method<br>(c) Recent transaction multiple method<br>(d) Discounted cash flow<br>(e) Recent issue price | (a) Forecast of annual revenue is based on the earnings for the latest reported financial year<br>(b) Recent transaction<br>(c) Net asset value<br>(d) Discounting rate | (a) The estimated fair value would increase (decrease) if the annual earnings growth were higher (lower)<br>(b) The estimated fair value would increase (decrease) if the transaction is not recent<br>(c) Higher the net asset value higher the fair value of unquoted units<br>(d) Higher the discounting rate lower the fair value of unquoted units |
| Alternate investment fund | **31.89** | 32.69 | Level 3 | Net Asset Value | Net Asset Value | Higher the Net Asset Value higher the fair value of unquoted units |
| Loans | **631.71** | 802.16 | Level 3 | Discounted contractual cash flows. | Discounting rate | Higher the discounting rate lower the fair value of loans |
| **Total** | **884.23** | **3,023.65** | | | | |

Certain 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 investee is under liquidation.

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## E. Sensitivity disclosure for level 3 fair value measurements:

(₹ in crore)

| Particulars | Unobservable input | Sensitivity | Impact of change in rates on Total Comprehensive Income | | | |
|---|---|---|---|---|---|---|
| | | | As at March 31, 2025 | | As at March 31, 2024 | |
| | | | Favourable | Unfavourable | Favourable | Unfavourable |
| Equity Shares | Forecasted earnings | 1% | **2.21** | **(2.21)** | 21.89 | (21.89) |
| Alternate investment fund | Net Asset Value (NAV) | 1% | **0.12** | **(0.12)** | 0.13 | (0.13) |
| Loans | Discounting rate | 1% | **10.83** | **(21.29)** | 16.98 | (23.29) |
| **Total** | | | **13.16** | **(23.62)** | **39.00** | **(45.31)** |

## 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.

(₹ in crore)

i

| Particulars | FVTOCI | FVTPL | FVTOCI | FVTPL | Total |
|---|---|---|---|---|---|
| | Loans | Loans | Investments | Investments | |
| As at April 1, 2024 | 761.53 | 40.63 | 2,054.87 | 166.62 | **3,023.65** |
| Total gains or losses: | | | | | |
| in profit or loss | - | (0.40) | - | 5.25 | 4.85 |
| in OCI | (8.61) | - | 67.20 | - | 58.59 |
| Purchases / transfer | 297.07 | - | - | - | 297.07 |
| Effect of business combination | - | - | - | 80.65 | 80.65 |
| Settlements / repayments | (426.97) | (31.54) | (2,122.07) | - | (2,580.58) |
| Transfers into Level 3 | - | - | - | - | - |
| **As at March 31, 2025** | **623.02** | **8.69** | **-** | **252.52** | **884.23** |

Total gains or losses for the year in the above table are presented in the statement of profit or loss and OCI as follows.

(₹ in crore)

ii

| Particulars | FVTOCI | FVTPL | FVTOCI | FVTPL | Total |
|---|---|---|---|---|---|
| | Loans | Loans | Investments | Investments | |
| As at April 1, 2023 | 693.26 | 25.11 | 2,462.19 | 179.16 | **3,359.72** |
| Total gains or losses: | | | | | |
| in profit or loss | - | 0.52 | - | (12.54) | (12.02) |
| in OCI | 14.98 | - | 392.68 | - | 407.66 |
| Purchases / transfer | 408.92 | 15.00 | - | - | 423.92 |
| Settlements / repayments | (355.63) | - | (800.00) | - | (1,155.63) |
| Transfers into Level 3 | - | - | - | - | - |
| **As at March 31, 2024** | **761.53** | **40.63** | **2,054.87** | **166.62** | **3,023.65** |

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## Note 35: 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 Company's Risk Management framework for measuring and managing risk:

**Risk management framework:**

Company's Risk Management is an integral part of all organizational activities. Changes in internal and external operating environment, digitalization, technological advancements and agile way of working have increased the significance of Fraud, Information & Cyber Security and Operational Risks. At Tata Capital there is continued focus on increasing operational resilience and mitigation of these risks.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 Company 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<br>Various Credit Policies, Portfolio review and trigger monitoring | Risk Management Committee of the Board<br>Investment Credit Committee of the Board<br>Credit Committees |
| Market Risk & Liquidity Risk | Enterprise Risk Management<br>Asset Linked Market Policy | Risk Management Committee of the Board<br>Asset Liability Management Committee |
| Process Risk | Operational Risk Policy<br>Fraud Risk Management Policy | Operational Risk Management Committee<br>Special Committee of the Board for Monitoring and Follow-up of cases of Frauds ("SCBMF") |
| People Risk | Operational Risk Policy<br>HR Policies<br>Fraud Risk Management Policy | Risk Management Committee of the Board<br>Operational Risk Management Committee<br>Special Committee of the Board for Monitoring and Follow-up of cases of Frauds ("SCBMF") |
| Outsourcing | Operational Risk Policy<br>Outsourcing Policy | Risk Management Committee of the Board<br>Operational Risk Management Committee |
| Technology | Operational Risk Policy<br>Information Technology Policy | Risk Management Committee of the Board<br>IT Strategy Committee of the Board |
| Business Continuity | Operational Risk Policy<br>Business Continuity Management Policy | Operational Risk Management Committee |
| Cyber Security | Information & Cyber Security Policy | Risk Management Committee of the Board<br>IT Strategy Management Committee of the Board |
| Reputational Risk<br>Compliance & Governance | Enterprise Risk Management Framework<br>Ethics Policy<br>POSH Policy<br>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 Company 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.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

IT Strategy Committee(ITSC): 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 Company's risk management policies are established to identify and analyse the risks faced by the Company, 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 Company. The Company, 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 Company 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 Company.

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.

**Senior Management Committees**

a) Management Credit Committee (MCC): The members of committee are senior management of the Company 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 Company.

b) 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".

c) 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.

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.

**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 Company'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 Company 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 36 .C.i for summary on sensitivity to a change in interest rates as on March 31, 2025.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**Currency Risk**

The Company 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 Company 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 Company'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 Company 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 Company are cash flow hedges.

Refer Note No 36.C.ii for gist of foreign currency risk exposure as on March 31, 2025.

**Equity price risk:**

The Company's investments in equity carry a risk of adverse price movement. To mitigate pricing risk emerging from investments in equity, the Company intermittently observes the performance of sectors and measures MTM gains/losses as per applicable accounting policy of the Company.

**Liquidity risk:**

Liquidity Risk is the risk that a Company 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) Company 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 Company is fully complied to the Liquidity Coverage Ratio (LCR) framework as mandated by RBI.

**Company'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 Company also maintains a portfolio of highly liquid mutual fund units.
b. The Company complies with the ALM guidelines and submits various returns and disclosures in accordance with the regulatory guidelines.
c. The Company carries out liquidity stress testing based on the cash flows and results are reported to ALCO on periodic basis. The Company has contingency funding plan in place which monitors the early warning signals arising out of company specific and market wide liquidity stress scenarios.

The Company has honoured all its debt obligations on time. Based on liquidity risk assessment, cash-flows mismatches are within the stipulated regulatory limits. The Company 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 Company has not seen a rise in its liquidity risk.

Refer Note No 36.B for the summary of Maturity analysis for Company's financial liabilities and financial assets as on March 31, 2025.

**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.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**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.

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## Note 36: Risk Management Review

This note presents information about the Company's exposure to financial risks and its management of capital.

For information on the financial risk management framework, see Note 35.

### 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

### D. Capital management

i. Regulatory capital
ii. Capital allocation

## A. Credit risk

### i. Credit quality analysis

#### 1) Days past due based method implemented by Company for credit quality analysis of Loans

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.

(₹ in crore)

| Outstanding Gross Loans | As at March 31, 2025 | | | | | | As at March 31, 2024 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Count | Stage 1 | Stage 2 | Stage 3 | POCI | Total | Count | Stage 1 | Stage 2 | Stage 3 | Total |
| **Days past due** | | | | | | | | | | | |
| Zero overdue | 27,08,670 | 1,44,384.50 | 243.95 | 37.26 | 2.60 | 1,44,668.31 | 19,91,061 | 1,03,803.50 | 544.66 | 16.22 | 1,04,364.38 |
| 1-30 days | 1,47,549 | 8,207.97 | 338.40 | 33.65 | 3.36 | 8,583.38 | 52,879 | 1,872.01 | 140.21 | 13.20 | 2,025.42 |
| 31-60 days | 76,983 | - | 2,275.68 | 59.39 | 4.16 | 2,339.23 | 22,392 | - | 786.25 | 20.13 | 806.38 |
| 61-90 days | 37,642 | - | 502.30 | 82.89 | 1.05 | 586.24 | 13,268 | - | 248.37 | 39.00 | 287.37 |
| More than 90 days | 2,25,791 | - | - | 3,183.70 | 313.69 | 3,497.39 | 89,018 | - | - | 1,781.88 | 1,781.88 |
| **Total** | **31,96,635** | **1,52,592.47** | **3,360.33** | **3,396.89** | **324.86** | **1,59,674.55** | **21,68,618** | **1,05,675.51** | **1,719.49** | **1,870.43** | **1,09,265.43** |

#### 2) Impairment allowance on Loans

(₹ in crore)

| 2. Impairment allowance on Loans | As at March 31, 2025 | | | | | As at March 31, 2024 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Stage 1 | Stage 2 | Stage 3 | POCI | Total | Stage 1 | Stage 2 | Stage 3 | Total |
| **Days past due** | | | | | | | | | |
| Zero overdue | 916.15 | 29.33 | 20.12 | 1.60 | 967.20 | 792.73 | 83.49 | 12.62 | 888.84 |
| 1-30 days | 243.09 | 33.85 | 14.72 | 2.01 | 293.67 | 94.45 | 23.04 | 9.61 | 127.10 |
| 31-60 days | - | 354.09 | 22.35 | 2.52 | 378.96 | - | 107.98 | 15.01 | 122.99 |
| 61-90 days | - | 106.76 | 38.00 | 0.61 | 145.37 | - | 64.99 | 22.41 | 87.40 |
| More than 90 days | - | - | 1,883.92 | 195.14 | 2,079.06 | - | - | 1,406.28 | 1,406.28 |
| **Total** | **1,159.24** | **524.03** | **1,979.11** | **201.89** | **3,864.26** | **887.18** | **279.50** | **1,465.93** | **2,632.61** |
| **ECL coverage ratio** | **0.76%** | **15.59%** | **58.26%** | **62.15%** | **2.42%** | **0.84%** | **16.25%** | **78.37%** | **2.41%** |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**A. Credit risk**

**i. Credit quality analysis**

(₹ in crore)

| 3) | Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| | **LOANS** | | |
| | - Amortised Cost | **1,59,042.84** | 1,08,463.27 |
| | - At Fair Value through Other Comprehensive Income | **623.02** | 761.53 |
| | - At Fair Value through Other Profit and Loss | **8.69** | 40.63 |
| | **Total - Gross Loans** | **1,59,674.55** | **1,09,265.43** |
| | Less: Un-amortised loan sourcing cost and revenue received in advance | **(186.73)** | (195.90) |
| | **Total - Carrying Value of Loans** | **1,59,487.82** | 1,09,069.53 |
| | Less : Impairment Allowance | **(3,864.26)** | (2,632.61) |
| | **Total - Net Loans** | **1,55,623.56** | **1,06,436.92** |

**4) Trade receivables**

(₹ in crore)

| Particulars | As at March 31, 2025 | | | As at March 31, 2024 | | |
|---|---|---|---|---|---|---|
| **Category of Trade receivables** | **Gross** | **Impairment allowance** | **Net** | **Gross** | **Impairment allowance** | **Net** |
| At Amortised Cost | | | | | | |
| Stage 1: Considered good | **82.90** | **(0.13)** | **82.77** | 93.78 | (0.17) | 93.61 |
| Stage 2: Significant increase in credit risk | **5.04** | **(0.05)** | **4.99** | 36.24 | (0.15) | 36.09 |
| Stage 3: Credit impaired | **24.16** | **(24.16)** | **-** | 34.28 | (34.28) | - |
| **Net Carrying value of trade receivables** | **112.10** | **(24.34)** | **87.76** | 164.30 | (34.60) | 129.70 |

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.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

### 5. Derivative Financial Instruments

The Company 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.

(₹ in crore)

| Derivatives held for Risk management purposes | As at March 31, 2025 | | | As at March 31, 2024 | | |
|---|---|---|---|---|---|---|
| | Notional Amounts | Fair Value - Assets | Fair Value - Liabilities | Notional Amounts | Fair Value - Assets | Fair Value - Liabilities |
| Foreign Exchange Forward contracts | **12,566.09** | **11.14** | **195.98** | 1,669.46 | 0.08 | 27.62 |
| Cross currency interest rate swap | **8,417.66** | **376.25** | **26.53** | 8,209.64 | 165.44 | 12.13 |
| Interest rate swap | **-** | **2.11** | **9.84** | - | 26.92 | - |
| Options | **1,709.17** | **83.63** | **-** | - | - | - |
| **Total** | **22,692.92** | **473.13** | **232.35** | **9,879.10** | **192.44** | **39.75** |

**Derivatives held for risk management purposes, not designated as hedging instruments:**

The Company 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 Corporation's risk management strategy and how it is applied to manage risk is explained in Note 35.

The cross currency interest rate swap and foreign exchange forward contracts and options 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, medium term notes and letter of credit.

Interest rate swap and cross currency 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.

### ii Collateral and other credit enhancements

The amount and type of collateral required depends on an assessment of the credit risk of the counter-party.

The main types of collateral obtained are as follows:

For corporate and small business lending, 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.

For retail lending, loan against properties over residential/commercial properties is obtained. For vehicle and tractor loans, the respective movable asset is hypothecated to the Company.

The table represents categories of collaterals available against the loan exposures:

| Particulars | Categories of collaterals available |
|---|---|
| **Financial assets**<br>**Loans** | |
| Bills purchased and bills discounted | Charge on Trade receivables and inventories |
| Term loans | A) Charges over:<br>i) real estate properties (including residential and commercial),<br>ii) Property and equipment,<br>iii) inventory and trade receivables,<br>iv) marketable securities (equity and debt securities) |
| Credit substitutes | B) hypothecation of underlying asset financed such as construction and earth moving equipment, vehicles and tractors<br>C) floating charge on corporate assets as mentioned in point A |
| Finance lease and hire purchase | Hypothecation of the underlying asset financed, primarily includes plant and equipment |
| Factoring | Charge on Trade receivables and inventories |
| Retained portion of assigned loans | Mortgages over residential properties |
| Inter Corporate Deposits | Unsecured loan |

**Assets obtained by taking possession of collateral**

The Companies collection policy is to pursue timely realisation of the collateral in an orderly manner. The Company 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 debt. 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, equity shares and debt 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.

As on March 31, 2025, the Company has given loan against shares / equity oriented mutual funds / debt securities amounting to ₹ 13,979.98 crore. The customer has the obligation to maintain Loan to Value (LTV) of 50% as per RBI norms for shares and equity oriented mutual funds at any point in time, failing which the Company has right to make good the shortfall within 7 working days.

The Company has written-off loans of ₹ 1803.15 crore during the period ended March 31, 2025 (March 31, 2024 : ₹ 505.25 crore). The Company retains its contractual right against the obligor and may pursue all remedies to recover these dues.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

The table represents categories of collaterals and corresponding valuation available against the Stage 3 assets :

(₹ in crore)

| Particulars | Categories of collaterals available | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **Financial assets** | | | |
| **Loans** | | | |
| Bills purchased and bills discounted | Charge on Trade receivables and inventories | **-** | - |
| Term loans | A) Charges over:<br>i) real estate properties (including residential and commercial),<br>ii) property and equipment,<br>iii) inventory and trade receivables,<br>iv) marketable securities (equity and debt securities) | **21.23** | 34.43 |
| Credit substitutes | B) hypothecation of underlying asset financed such as construction and earth moving equipment, vehicles and tractors<br>C) floating charge on corporate assets as mentioned in point A | **-** | - |
| **Total** | | **21.23** | **34.43** |

Note: Fresh valuation is obtained for stage 3 assets upon becoming overdue for more than 15 months.

**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 Company 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 Company's historical experience, expert credit assessment and including forward looking information.

The Company 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 Company 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 Company has applied following assumptions for determination of ECL.

a) "Loss given default" (LGD) is an estimate of loss from a transaction given that a default occurs.

b) "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.

c) "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 Company including loan commitments.

d) 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.

e) Forward looking information

The Company 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 Company 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.

f) Assessment of significant increase in credit risk

The credit risk on a financial asset of the Company 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.

**3) Estimation techniques:**

The Company has applied the following estimation technique for ECL model:

a) The Company has used historic default rates for calculating the 12-month PD and Lifetime PDs.

b) Loss given default is calculated after considering outstanding at the time of default and adjusting for actual recoveries basis time value of money,

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

c) 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:

- Overdue status
- Restructuring, reschedulement of loans and requests for granting of forbearance
- Fraudulent customer
- Exit directed by the Risk Management Committee
- Accounts classified by SICR committee indicating significant increase in credit risk

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.

d) Days past due are a primary input for the determination of the PD for exposures. The Company 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.

e) The Company 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 Company 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.

f) Based on advice from the external risk management experts, the Company 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.

g) 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.

h) 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 Company 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.

i) 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.

j) For portfolios in respect of which the Company has limited historical data, external benchmark information is used to supplement the internally available data.

k) Techniques for determining LGD :

LGD is the magnitude of the likely loss if there is a default. The Company 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 Company 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.

l) Techniques for computation of EAD :

EAD represents the expected exposure in the event of a default. The Company 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.

When estimating ECL for undrawn loan commitments, the company 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 Company if the holder of the commitment draws down the loan and the cash flows that the Company expects to receive if the loan is drawn down.

4) **Modified financial assets:**

The Company 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 Companies 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.

Pursuant to RBI Covid restructuring policy, accounts for which Covid restructuring facility were given have been reclassified from Stage I to Stage II if DPD at invocation was between 0-30 and If the DPD was 30+ then the accounts were further downgraded within Stage II and corresponding staging wise ECL provision was done.

5) **Impact of COVID 19 on ECL impairment allowance**:

The impact of COVID-19 on the Company's performance will depend on the ongoing as well as future developments, including, among other things, any new information concerning the COVID-19 pandemic and any measure to contain its spread or mitigate its impact, whether mandated by the Government or adopted by us.

**An analysis of changes in the gross carrying amount and the corresponding ECL allowances in relation to lending is, as follows:**

(₹ in crore)

| a) **Particulars** | As at March 31, 2025 | | | | | As at March 31, 2024 | | | |
|---|---|---|---|---|---|---|---|---|---|
| | **Stage 1** | **Stage 2** | **Stage 3** | **POCI** | **Total** | **Stage 1** | **Stage 2** | **Stage 3** | **Total** |
| **Gross carrying amount opening balance** | **1,05,675.51** | **1,719.49** | **1,870.43** | **-** | **1,09,265.43** | 79,441.05 | 2,068.02 | 1,474.52 | 82,983.59 |
| Portfolio acquired under business combination | **27,165.45** | **1,841.60** | **-** | **554.50** | **29,561.55** | - | - | - | - |
| Restated balance as on April 1, 2024 | **1,32,840.96** | **3,561.09** | **1,870.43** | **554.50** | **1,38,826.98** | 79,441.05 | 2,068.02 | 1,474.52 | 82,983.59 |
| "New assets originated or purchased (Including charges levied on existing exposure)*" | **81,910.76** | **515.49** | **217.70** | **1.03** | **82,644.98** | 61,522.41 | 225.19 | 144.87 | 61,892.47 |
| Assets derecognised or repaid (excluding write offs) | **(58,066.58)** | **(1,412.44)** | **(226.15)** | **(174.96)** | **(59,880.13)** | (34,005.82) | (811.05) | (221.58) | (35,038.45) |
| Transfers to Stage 1 | **828.08** | **(800.58)** | **(27.50)** | **-** | **-** | 122.41 | (92.54) | (29.87) | - |
| Transfers to Stage 2 | **(2,283.63)** | **2,305.17** | **(21.54)** | **-** | **-** | (590.74) | 614.97 | (24.23) | - |
| Transfers to Stage 3 | **(2,160.68)** | **(540.50)** | **2,701.18** | **-** | **-** | (691.64) | (231.65) | 923.29 | - |
| Amounts written off | **(476.44)** | **(267.90)** | **(1,117.23)** | **(55.71)** | **(1,917.28)** | (122.16) | (53.45) | (396.57) | (572.18) |
| **Gross carrying amount closing balance** | **1,52,592.47** | **3,360.33** | **3,396.89** | **324.86** | **1,59,674.55** | **1,05,675.51** | **1,719.49** | **1,870.43** | **1,09,265.43** |

*Assets originated during the year has been presented on net basis i.e. collection has been netted off.

The movement of Gross NPA, Provisions for NPA and Net NPA presented above excludes NPA identified and regularized in the same financial year.

(₹ in crore)

| b) **Particulars** | As at March 31, 2025 | | | | | As at March 31, 2024 | | | |
|---|---|---|---|---|---|---|---|---|---|
| | **Stage 1** | **Stage 2** | **Stage 3** | **POCI** | **Total** | **Stage 1** | **Stage 2** | **Stage 3** | **Total** |
| **ECL allowance - opening balance** | **887.18** | **279.50** | **1,465.93** | **-** | **2,632.61** | 714.77 | 463.44 | 1,238.88 | 2,417.09 |
| "New assets originated or purchased (Including re-measurement)" | **617.32** | **352.34** | **1,244.54** | **-** | **2,214.20** | 589.26 | 128.96 | 718.01 | 1,436.23 |
| Effect of buisness combination* | **137.24** | **122.75** | **228.28** | **201.89** | **690.16** | - | - | - | - |
| Assets derecognised or repaid (excluding write offs) | **(401.59)** | **(102.92)** | **(161.71)** | **-** | **(666.22)** | (366.99) | (219.39) | (202.28) | (788.66) |
| Transfers to Stage 1 | **31.53** | **(30.66)** | **(0.87)** | **-** | **-** | 1.60 | (1.34) | (0.26) | - |
| Transfers to Stage 2 | **(25.02)** | **27.57** | **(2.55)** | **-** | **-** | (12.96) | 17.37 | (4.41) | - |
| Transfers to Stage 3 | **(68.46)** | **(67.74)** | **136.20** | **-** | **-** | (28.75) | (76.13) | 104.88 | - |
| Amounts written off | **(18.96)** | **(56.81)** | **(930.71)** | **-** | **(1,006.48)** | (9.75) | (33.41) | (388.89) | (432.05) |
| **ECL allowance - closing balance** | **1,159.24** | **524.03** | **1,979.11** | **201.89** | **3,864.26** | **887.18** | **279.50** | **1,465.93** | **2,632.61** |

* ECL allowance corresponding to carrying value of acquired portfolio as on March 31, 2025

The movement of Gross NPA, Provisions for NPA and Net NPA presented above excludes NPA identified and regularized in the same financial year.

c) **Exposure to modified financial assets**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Loan exposure to modified financial assets** | | |
| (i) Gross carrying amount | **775.83** | 1,018.80 |
| (ii) Impairment allowance | **(210.01)** | (370.15) |
| **(iii) Net carrying amount** | **565.82** | **648.65** |

## B. Liquidity risk

For the definition of liquidity risk and information on how liquidity risk is managed by the Company, see Note 35.

### i. Exposure to liquidity risk

The Company has set tolerance limits in the light of the Company's business objectives, strategic direction and overall risk appetite. The tolerance limits reflects balance between profitability and managing liquidity risk and considers Company's current financial condition and funding capacity. The Company maintains liquidity buffer of unencumbered highly liquid assets (if required) to insure against liquidity stress events.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

### ii. Maturity analysis for financial liabilities and financial assets

The following tables set out the remaining contractual maturities of the Companies financial liabilities and financial assets:

(₹ in crore)

| 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 liability by type** | | | | | | | | | |
| Derivative liabilities | 232.35 | 232.35 | 0.17 | 0.27 | 14.50 | 217.41 | - | 14.94 | 217.41 |
| Trade payables | 1,500.96 | 1,500.96 | 493.51 | 510.30 | 325.44 | 171.71 | - | 1,329.25 | 171.71 |
| Debt securities | 51,807.61 | 51,807.61 | 2,034.57 | 6,519.28 | 9,712.31 | 26,600.12 | 6,941.33 | 18,266.16 | 33,541.45 |
| Borrowings (Other than debt securities)# | 87,204.94 | 87,204.94 | 6,185.26 | 10,355.63 | 21,363.98 | 47,145.59 | 2,154.48 | 37,904.87 | 49,300.07 |
| Subordinated liabilities | 8,325.37 | 8,325.37 | 64.81 | 100.11 | 1,008.23 | 3,132.44 | 4,019.78 | 1,173.15 | 7,152.22 |
| Lease liability | 312.00 | 312.00 | 5.05 | 10.02 | 44.53 | 187.18 | 65.22 | 59.60 | 252.40 |
| Other financial liabilities# | 1,959.87 | 1,959.87 | 1,137.05 | 372.12 | 164.19 | 286.51 | - | 1,673.36 | 286.51 |
| **Total** | **1,51,343.10** | **1,51,343.10** | **9,920.42** | **17,867.73** | **32,633.18** | **77,740.96** | **13,180.81** | **60,421.33** | **90,921.77** |
| **Financial asset by type** | | | | | | | | | |
| Cash and cash equivalents | 6,547.82 | 6,547.82 | 5,976.72 | - | 571.10 | - | - | 6,547.82 | - |
| Bank balances | 795.14 | 795.14 | 794.61 | 0.01 | 0.05 | 0.47 | - | 794.67 | 0.47 |
| Derivative assets | 473.13 | 473.13 | 2.22 | 57.22 | 210.98 | 202.71 | - | 270.42 | 202.71 |
| Receivables | 87.76 | 87.76 | 17.55 | 70.21 | - | - | - | 87.76 | - |
| Loans (Net of Impairment Allowance)* | 1,55,623.56 | 1,55,623.56 | 12,024.01 | 16,520.19 | 44,722.08 | 63,011.34 | 19,345.94 | 73,266.28 | 82,357.28 |
| Investments | 11,500.66 | 11,500.66 | 5,892.61 | - | - | 3.97 | 5,604.08 | 5,892.61 | 5,608.05 |
| Other Financial Assets | 1,035.01 | 1,035.01 | 140.51 | 532.70 | 153.33 | 208.47 | - | 826.54 | 208.47 |
| **Total** | **1,76,063.08** | **1,76,063.08** | **24,848.23** | **17,180.33** | **45,657.54** | **63,426.96** | **24,950.02** | **87,686.10** | **88,376.98** |

* Loans reported/to be reported to RBI as per ALM includes Stage I and II provisions and excludes Stage III (net of provisions)
# Borrowings reported/to be reported to RBI as per ALM includes Margin money towards derivative variation
Maturity pattern considered as per ALM reporting.

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| 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 liability by type** | | | | | | | | | |
| Derivative liabilities | 39.75 | 39.75 | 0.03 | 0.04 | 1.15 | 38.53 | - | 1.22 | 38.53 |
| Trade payables | 1,147.46 | 1,147.46 | 348.08 | 348.83 | 278.77 | 171.78 | - | 975.68 | 171.78 |
| Debt securities issued | 39,065.71 | 39,065.71 | 935.75 | 5,903.98 | 6,013.58 | 19,331.36 | 6,881.04 | 12,853.31 | 26,212.40 |
| Borrowings (Other than debt securities) | 54,687.05 | 54,687.05 | 1,281.99 | 5,434.69 | 15,174.77 | 30,069.83 | 2,725.77 | 21,891.45 | 32,795.60 |
| Subordinated liabilities | 7,161.55 | 7,161.55 | 55.59 | 17.88 | 1,083.72 | 2,217.45 | 3,786.91 | 1,157.19 | 6,004.36 |
| Lease liability | 210.47 | 210.47 | 3.43 | 6.22 | 25.17 | 116.52 | 59.13 | 34.82 | 175.65 |
| Other financial liabilities | 1,305.41 | 1,305.41 | 290.76 | 323.10 | 276.82 | 414.73 | - | 890.68 | 414.73 |
| **Total** | **1,03,617.40** | **1,03,617.40** | **2,915.63** | **12,034.74** | **22,853.98** | **52,360.20** | **13,452.85** | **37,804.35** | **65,813.05** |
| **Financial asset by type** | | | | | | | | | |
| Cash and cash equivalents | 4,886.95 | 4,886.95 | 4,565.81 | - | 321.14 | - | - | 4,886.95 | - |
| Bank balances | 98.33 | 98.33 | 31.19 | 0.32 | 66.38 | 0.44 | - | 97.89 | 0.44 |
| Derivative assets | 192.44 | 192.44 | - | 0.05 | 3.14 | 189.25 | - | 3.19 | 189.25 |
| Receivables | 129.70 | 129.70 | 25.94 | 103.76 | - | - | - | 129.70 | - |
| Loans (Net of Impairment Allowance)* | 1,06,436.92 | 1,06,436.92 | 8,047.78 | 9,452.92 | 22,481.52 | 40,419.13 | 26,035.57 | 39,982.22 | 66,454.70 |
| Investments | 9,492.97 | 9,492.97 | 3,103.61 | - | - | 26.76 | 6,362.60 | 3,103.61 | 6,389.36 |
| Other Financial Assets | 449.43 | 449.43 | 128.62 | 142.56 | 167.88 | 10.37 | - | 439.06 | 10.37 |
| **Total** | **1,21,686.74** | **1,21,686.74** | **15,902.95** | **9,699.61** | **23,040.06** | **40,645.95** | **32,398.17** | **48,642.62** | **73,044.12** |

*Loans reported/to be reported to RBI as per ALM includes Stage I and II provisions and excludes Stage III (net of provisions)
Maturity pattern considered as per ALM reporting.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

### iii. Financial assets position pledged/ not pledged

The total financial assets demonstrating position of pledged and not pledged assets are shown in the below table :

(₹ in crore)

| ASSETS | As at March 31, 2025 | | | As at March 31, 2024 | | |
|---|---|---|---|---|---|---|
| | Pledged | Not Pledged | Total | Pledged | Not Pledged | Total |
| **Financial assets** | | | | | | |
| Cash and cash equivalents | **-** | **6,547.82** | **6,547.82** | - | 4,886.95 | 4,886.95 |
| Bank Balance other than (a) above | **0.55** | **794.59** | **795.14** | - | 98.33 | 98.33 |
| Derivatives financial instruments | **-** | **473.13** | **473.13** | - | 192.44 | 192.44 |
| Trade Receivables | **-** | **87.76** | **87.76** | - | 129.70 | 129.70 |
| Loans | **1,54,205.78** | **1,417.78** | **1,55,623.56** | 1,06,032.42 | 404.50 | 1,06,436.92 |
| Investments | **-** | **11,500.66** | **11,500.66** | - | 9,492.97 | 9,492.97 |
| Other financial assets | **-** | **1,035.01** | **1,035.01** | - | 449.43 | 449.43 |
| **Non-Financial Assets** | | | | | | |
| Current tax asset | **-** | **185.75** | **185.75** | - | 161.22 | 161.22 |
| Deferred tax Assets (Net) | **-** | **1,378.74** | **1,378.74** | - | 418.25 | 418.25 |
| Investment property | **-** | **0.30** | **0.30** | - | - | - |
| Property, Plant and Equipment | **1.83** | **1,448.29** | **1,450.12** | 1.95 | 761.21 | 763.16 |
| Capital work-in-progress | **-** | **1.28** | **1.28** | - | 4.08 | 4.08 |
| Intangible assets under development | **-** | **12.29** | **12.29** | - | 3.07 | 3.07 |
| Right of use assets | **-** | **299.90** | **299.90** | - | 205.30 | 205.30 |
| Other Intangible assets | **-** | **51.09** | **51.09** | - | 29.70 | 29.70 |
| Other non-financial assets | **-** | **794.72** | **794.72** | - | 441.59 | 441.59 |
| **Total Assets** | **1,54,208.16** | **26,029.11** | **1,80,237.27** | **1,06,034.37** | **17,678.74** | **1,23,713.11** |

## C. Market risk

i. Exposure to interest rate risk – Non-trading portfolios

Company carries out interest rate sensitivity analysis to assess the impact of interest rate movement on earnings, the floating rate assets and liabilities based on exposure as on end of reporting period are considered as outstanding for whole year. 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 loans and borrowings 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 sensitive assets | 1,28,591.15 | 1,009.21 | (1,009.21) |
| Rate sensitive liabilities | 1,10,228.08 | 894.16 | (894.16) |
| **Net Gap ( Asset - liability)** | **18,363.07** | **115.05** | **(115.05)** |

**As on March 31, 2024**

| Particulars | Less than 1 Year | @ 100bps change increase | @ 100bps change decrease |
|---|---|---|---|
| Rate sensitive assets | 87,824.48 | 639.13 | (639.13) |
| Rate sensitive liabilities | 73,425.43 | 563.60 | (563.60) |
| **Net Gap ( Asset - liability)** | **14,399.05** | **75.53** | **(75.53)** |

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 |
|---|---|---|
| Variable rate borrowings | **50%** | 52% |
| Fixed rate borrowings | **50%** | 48% |
| **Total borrowings** | **100%** | **100%** |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

ii Exposure to currency risks – Non-trading portfolios

The Company has entered into derivative contract to fully hedge the risk.(Refer- Note 5)

The Company's exposure to foreign currency risk at on March 31, 2025 expressed in INR, are as follows

(₹ in crore)

| Particulars | March 31, 2025 | | | | March 31, 2024 | | | |
|---|---|---|---|---|---|---|---|---|
| | USD | EURO | JPY | SGD | USD | EURO | JPY | SGD |
| Letter of Credit/Buyers Credit | **0.19** | **-** | **0.08** | **-** | - | 0.37 | - | - |

| Particulars | Impact on profit after tax | | | | Impact on profit after tax | | | |
|---|---|---|---|---|---|---|---|---|
| | March 31, 2025 | | | | March 31, 2024 | | | |
| | * USD | EURO | * JPY | SGD | USD | EURO | JPY | SGD |
| Sensitivity - Increase by 1% | - | - | - | - | - | - | - | - |
| Sensitivity - Decrease by 1% | - | - | - | - | - | - | - | - |

* less than ₹ 1 lakh

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## D. Capital management

Regulatory capital

The Reserve Bank of India (RBI) sets and monitors capital adequacy requirements for the Company from time to time.

The Companies regulatory capital consists of the sum of the following elements.

Tier 1 Capital includes:

1) Ordinary share capital,
2) Securities premium,
3) Shares pending for issuance,
4) Special reserve,
5) Retained earnings,
6) General reserve,
7) Other comprehensive income,
8) Perpetual debt,

Tier 1 Capital does not include unrealised fair value gain/loss booked for financial instruments measured at fair value through profit and loss and fair value through other comprehensive income

Following items are deducted from Tier I

1) Intangibles
2) Deferred revenue expenditure for raising borrowings
3) Deferred tax assets
4) Prepaid expenses and unamortised sourcing cost
5) Treasury shares
6) Excess interest spread on direct assignment

Tier II capital includes

1) Subordinated debt
2) Impairment allowance provisioning for stage 1 financial assets to the extent the same does not exceed 1.25% of Risk weighted assets,
3) Perpetual debt to the extent not eligible for Tier I.
4) Cumulative Redeemable Preference shares

The Company's capital management strategy is to effectively determine, raise and deploy capital so as to create value for its shareholders. The same is done through a mix of either equity and/or convertible and/or combination of short term /long term debt as may be appropriate.

The Company is subject to the capital adequacy requirements of the Reserve Bank of India (RBI). Under RBI's capital adequacy guidelines, the Company is required to maintain a capital adequacy ratio consisting of Tier I and Tier II Capital. The total of Tier II Capital at any point of time, shall not exceed 100 percent of Tier I Capital.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

The minimum capital ratio as prescribed by RBI guidelines and applicable to the Company, consisting of Tier I and Tier II capital, shall not be less than 15 percent of its aggregate risk weighted assets on-balance sheet and of risk adjusted value of off-balance sheet.

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024* |
|---|---|---|
| **Tier 1 capital** | | |
| Ordinary share capital | 3,799.93 | 3,746.41 |
| Shares pending for issuance | 4,162.76 | - |
| Securities premium | 5,128.58 | 5,094.47 |
| Capital Reserve | - | 0.93 |
| Capital Redemption Reserve | - | 5.75 |
| Special reserve | 3,244.59 | 2,329.55 |
| Retained earnings | 9,887.42 | 6,367.18 |
| General reserve | 349.85 | 332.68 |
| Remeasurement of defined employee benefit plans | (36.51) | (14.61) |
| Fair value gain on Financial Assets carried at FVTOCI | 6.92 | - |
| The effective portion of gains and loss on hedging instruments in cash flow hedge | (79.25) | - |
| The cost of hedging reserve | (0.58) | - |
| Fair value gain on investment in equities carried at FVTOCI | (245.13) | - |
| Perpetual debt | 2,139.83 | 1,093.00 |
| Less | | |
| -Software (including intangible assets under development) | (63.38) | (32.77) |
| -Deferred Revenue Expenditure | (113.50) | (92.30) |
| -Deferred Tax Asset | (1,378.74) | (418.25) |
| -Prepaid expenses and unamortised sourcing cost | (580.28) | (377.66) |
| -Right of use assets | - | (205.30) |
| -Group Exposure | (4,075.33) | (3,488.16) |
| -Treasury shares | (74.06) | (74.06) |
| -Unrealised gain on financial instruments | - | (1.35) |
| -Excess interest spread on direct assignment | (286.66) | - |
| **Tier I Capital** | **21,786.46** | **14,265.51** |
| Subordinate Debt | 5,370.32 | 4,112.97 |
| Impairment loss allowance - stage I | 1,136.43 | 929.78 |
| Compulsory Convertible Preference Shares | 330.52 | 795.39 |
| Perpetual debt | 156.17 | - |
| **Tier II Capital** | **6,993.44** | **5,838.14** |
| **Tier I + Tier II Capital** | **28,779.90** | **20,103.65** |

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## Note 37: Operating Segments

### 1) Basis For Segmentation

See accounting policy in Note 2(xviii)

In accordance with Ind AS 108 on Segment Reporting, the Company 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 Company'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 |

The Board of Directors along with Managing Director (Chief Operating Decision Maker - CODM) reviews the performance of each division.

a. Operating segment disclosures are consistent with the information reviewed by the 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 company. 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.

### 2) Information about reportable segments

Information related to each reportable segment is set out below. Segment profit before tax, as included in internal management reports reviewed by the CODM is used to measure performance because management believes that this information is the most relevant in evaluating the results of the respective segments relative to other entities that operate within the same type of business. Inter-segment pricing is determined on an arm's length basis.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| **Segment Revenue** | | |
| a) Financing Activity | **20,480.63** | 12,245.48 |
| b) Investment Activity | **1,020.28** | 744.20 |
| c) Others | **428.08** | 316.65 |
| **Total** | **21,928.99** | **13,306.33** |
| Add : Interest on Income Tax Refund | **11.09** | 2.78 |
| **Total Income** | **21,940.08** | **13,309.11** |
| **Segment Results** | | |
| a) Financing Activity | **2,561.29** | 2,542.66 |
| b) Investment Activity | **738.61** | 596.58 |
| c) Others | **64.39** | 66.61 |
| **Total** | **3,364.29** | **3,205.85** |
| Add : Interest on Income Tax Refund | **11.09** | 2.78 |
| **Profit before taxation** | **3,375.38** | **3,208.63** |
| Less : Provision for taxation | **(781.10)** | (716.18) |
| **Profit after taxation** | **2,594.28** | **2,492.45** |

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Segment Assets** | | |
| a) Financing Activity | **1,71,040.69** | 1,15,603.83 |
| b) Investment Activity | **5,607.69** | 6,414.66 |
| c) Others | **1,558.81** | 869.99 |
| d) Unallocated | **2,030.08** | 824.63 |
| **Total** | **1,80,237.27** | **1,23,713.11** |
| **Segment Liabilities** | | |
| a) Financing Activity | **1,50,079.13** | 1,03,002.40 |
| b) Investment Activity | **80.76** | 51.62 |
| c) Others | **1,376.80** | 688.30 |
| d) Unallocated | **601.74** | 518.37 |
| **Total** | **1,52,138.43** | **1,04,260.69** |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| **Capital Expenditure (Including Capital Work-In-Progress)** | | |
| a) Financing Activity | **194.37** | 209.76 |
| b) Investment Activity | **0.48** | 0.99 |
| c) Others | **802.69** | 460.97 |
| **Total** | **997.54** | **671.72** |
| **Depreciation and Amortisation** | | |
| a) Financing Activity | **160.74** | 108.33 |
| b) Investment Activity | **0.43** | 0.40 |
| c) Others | **179.25** | 134.94 |
| **Total** | **340.42** | **243.67** |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

### Note 38: 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 Company uses the same basis of expected repayment behaviour as used for estimating the EIR. Issued debt reflect the contractual coupon amortisations.

(₹ in crore)

| Particulars | As at March 31, 2025 | | | As at March 31, 2024 | | |
|---|---|---|---|---|---|---|
| | Within 12 months | After 12 months | Total | Within 12 months | After 12 months | Total |
| **ASSETS** | | | | | | |
| **Financial assets** | **87,686.10** | **88,376.98** | **1,76,063.08** | **48,642.61** | **73,044.13** | **1,21,686.74** |
| Cash and cash equivalents | **6,547.82** | **-** | **6,547.82** | 4,886.95 | - | 4,886.95 |
| Bank Balance other than cash and cash equivalents | **794.67** | **0.47** | **795.14** | 97.88 | 0.45 | 98.33 |
| Trade Receivables | **87.76** | **-** | **87.76** | 129.70 | - | 129.70 |
| Loans | **73,266.28** | **82,357.28** | **1,55,623.56** | 39,982.22 | 66,454.70 | 1,06,436.92 |
| Investments | **5,892.61** | **5,608.05** | **11,500.66** | 3,103.61 | 6,389.36 | 9,492.97 |
| Other financial assets | **826.54** | **208.47** | **1,035.01** | 439.06 | 10.37 | 449.43 |
| Derivative assets | **270.42** | **202.71** | **473.13** | 3.19 | 189.25 | 192.44 |
| **Non-financial Assets** | **794.72** | **3,379.47** | **4,174.19** | **441.59** | **1,584.78** | **2,026.37** |
| Current tax asset | **-** | **185.75** | **185.75** | - | 161.22 | 161.22 |
| Deferred tax Assets (Net) | **-** | **1,378.74** | **1,378.74** | - | 418.25 | 418.25 |
| Investment property | **-** | **0.30** | **0.30** | - | - | - |
| Property, Plant and Equipment | **-** | **1,450.12** | **1,450.12** | - | 763.16 | 763.16 |
| Capital work-in-progress | **-** | **1.28** | **1.28** | - | 4.08 | 4.08 |
| Intangible assets under development | **-** | **12.29** | **12.29** | - | 3.07 | 3.07 |
| Other Intangible assets | **-** | **51.09** | **51.09** | - | 29.70 | 29.70 |
| Right of use assets | **-** | **299.90** | **299.90** | - | 205.30 | 205.30 |
| Other non-financial assets | **794.72** | **-** | **794.72** | 441.59 | - | 441.59 |
| **Total Assets** | **88,480.82** | **91,756.45** | **1,80,237.27** | **49,084.20** | **74,628.91** | **1,23,713.11** |
| **LIABILITIES** | | | | | | |
| **Financial Liabilities** | **60,421.33** | **90,921.77** | **1,51,343.10** | **37,804.35** | **65,813.05** | **1,03,617.40** |
| Trade Payables | **1,329.25** | **171.71** | **1,500.96** | 975.68 | 171.78 | 1,147.46 |
| Debt Securities | **18,266.16** | **33,541.45** | **51,807.61** | 12,853.31 | 26,212.40 | 39,065.71 |
| Borrowings (Other than debt securities) | **37,904.87** | **49,300.07** | **87,204.94** | 21,891.45 | 32,795.60 | 54,687.05 |
| Subordinated liabilities | **1,173.15** | **7,152.22** | **8,325.37** | 1,157.19 | 6,004.36 | 7,161.55 |
| Lease liability | **59.60** | **252.40** | **312.00** | 34.82 | 175.65 | 210.47 |
| Other financial liabilities | **1,673.36** | **286.51** | **1,959.87** | 890.68 | 414.73 | 1,305.41 |
| Derivative financial instruments | **14.94** | **217.41** | **232.35** | 1.22 | 38.53 | 39.75 |
| **Non-Financial Liabilities** | **504.68** | **290.65** | **795.33** | **277.64** | **365.65** | **643.29** |
| Current tax liability | **-** | **290.65** | **290.65** | - | 365.65 | 365.65 |
| Provisions | **242.62** | **-** | **242.62** | 76.22 | - | 76.22 |
| Other non-financial liabilities | **262.06** | **-** | **262.06** | 201.42 | - | 201.42 |
| **Total liabilities (B)** | **60,926.01** | **91,212.42** | **1,52,138.43** | **38,081.99** | **66,178.70** | **1,04,260.69** |
| **Net (A) - (B)** | **27,554.81** | **544.03** | **28,098.84** | **11,002.21** | **8,450.21** | **19,452.42** |

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## Note 39: Leases

As a lessee the Company classified property leases as operating leases under Ind AS 116. These include office premises taken on lease. The leases generally are with a periodicity 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.

Right-of-use assets and Lease liabilities are presented separately on the face of the balance sheet.

Information about leases for which the Company is a lessee is presented below.

**(I). Right-of-use assets** (₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Opening balance | **205.30** | 127.82 |
| Additions in business combination | **81.82** | - |
| Additions during the period | **88.65** | 129.15 |
| Deletion during the period | **(4.45)** | (3.78) |
| Depreciation charge for the year | **(71.42)** | (47.89) |
| **Closing balance** | **299.90** | **205.30** |

**(II). Movement of Lease liabilities** (₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Opening balance | **210.47** | 133.39 |
| Additions in business combination | **81.82** | - |
| Additions during the period | **84.16** | 125.95 |
| Deletion during the period | **(4.51)** | (4.55) |
| Finance cost | **22.81** | 12.97 |
| Payment of lease liabilities | **(82.75)** | (57.29) |
| **Closing balance** | **312.00** | **210.47** |

**(III). Future minimum lease payments under non-cancellable operating leases were payable as follows:** (₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Less than one month | **7.07** | 4.76 |
| Between one and three months | **13.97** | 8.83 |
| Between three months and one year | **60.70** | 35.95 |
| Between one and five years | **233.81** | 151.49 |
| More than five years | **71.72** | 65.96 |
| **Total** | **387.27** | **266.99** |

**(IV). Amounts recognized in the Statement of Profit and Loss** (₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Interest on lease liabilities | **(22.81)** | (12.97) |
| Depreciation of ROU asset | **(71.42)** | (47.89) |
| Gain/(loss) on termination of leases | **0.06** | 0.78 |

**(V). Amounts recognised In statement of cash flows** (₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Total cash outflow for leases | **82.75** | 57.29 |

Company has considered entire lease term for the purpose of determination of Right of Use assets and Lease liabilities.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

### Note 40: Revenue From Contracts With Customers

**(a) Below table provides disaggregation of the Company's revenue from contracts with customers**

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| **i. Type of service** | | |
| - Fee and commission income | **1,233.81** | 712.45 |
| **Total** | **1,233.81** | **712.45** |
| **ii. Primary geographical market:** | | |
| - Outside India | **184.14** | 32.70 |
| - India | **1,049.67** | 679.75 |
| **Total revenue from contracts with customers** | **1,233.81** | **712.45** |
| **iii. Timing of revenue recognition** | | |
| - at a point in time upon rendering services | **1,186.29** | 697.39 |
| - over period of time upon rendering services | **47.52** | 15.06 |
| **Total** | **1,233.81** | **712.45** |
| **iv. Trade receivables towards contracts with customers** | | |
| - Opening Balance (Gross) | **135.83** | 45.07 |
| - Closing Balance (Gross) | **92.20** | 96.54 |
| **v. Impairment on trade receivables towards contracts with customers** | **2.35** | **26.07** |

As on March 31, 2025 and March 31, 2024, the Company doesn't have any unsatisfied/partially satisfied performance obligation.

**(b) Reconciliation between revenue as per IndAS 108 Segment Reporting and revenue as per IndAS 115 Revenue from contract with customers**

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Revenue reported as per IndAS 108 Segment Reporting | **21,940.08** | 13,309.11 |
| Less: | | |
| (a) Revenue reported as per IndAS 109 - Financial Instruments | **(19,859.93)** | (11,814.44) |
| (b) Revenue reported as per IndAS 116 - Leases | **(286.95)** | (209.96) |
| (c) Revenue reported as per IndAS 28 & IndAS 109-Derecognition of Associates & Subsidiaries | **(539.73)** | (553.80) |
| (d) Revenue reported as per IndAS 16 - Property, Plant and Equipment | **(8.57)** | (15.68) |
| (e) Revenue reported as per IndAS 12 - Income Taxes | **(11.09)** | (2.78) |
| **Revenue reported as per IndAS 115 Revenue from contract with customers** | **1,233.81** | **712.45** |

## Note 41: Share Based Payment

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 | 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 | 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 | 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 | 7 years | 7 years | 7 years |
| iii. Method of settlement | Equity settled | Equity settled | Equity settled | 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. | 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. | 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 | ESOP 2023 | ESOP 2023 (Special Scheme) | ESOP 2024 | Total |
|---|---|---|---|---|---|---|---|---|---|---|
| **Outstanding balance at the beginning of the period** | **17,97,750** | **20,70,000** | **35,51,500** | **35,57,750** | **19,07,534** | **37,93,054** | **48,83,470** | **8,22,500** | **-** | **2,23,83,558** |
| Options granted | - | - | - | - | - | - | - | - | 42,67,270 | **42,67,270** |
| Options forfeited | - | - | - | 22,500 | 6,96,134 | 40,368 | 94,128 | - | 61,520 | **9,14,650** |
| Options exercised | 4,97,750 | 3,80,000 | 11,97,750 | 7,94,625 | 12,11,400 | 5,41,956 | 6,72,009 | - | - | **52,95,490** |
| Options expired | - | - | - | - | - | - | - | - | - | **-** |
| Options lapsed | - | - | - | - | - | - | - | - | - | **-** |
| **Options outstanding at the end of the period** | **13,00,000** | **16,90,000** | **23,53,750** | **27,40,625** | **-** | **32,10,730** | **41,17,333** | **8,22,500** | **42,05,750** | **2,04,40,688** |
| Options exercisable at the end of the period | 13,00,000 | 16,90,000 | 23,53,750 | 14,35,625 | - | 7,23,784 | 3,04,685 | - | - | **78,07,844** |
| **For share options exercised:** | | | | | | | | | | |
| Weighted average exercise price at date of exercise (in ₹) | | | | | | | | | | **65.03** |
| Money realized by exercise of options (in ₹) | | | | | | | | | | **34,43,87,990** |
| **For share options outstanding** | | | | | | | | | | |
| Range of exercise prices (in ₹) | 50.60 | 51.00 | 40.30 | 51.80 | 51.80 | 85.00 | 151.15 | 151.15 | 226.40 | |
| Average remaining contractual life of options (years) | 0.50 | 1.33 | 2.33 | 3.34 | - | 4.17 | 5.17 | 5.17 | 6.17 | **4.03** |
| **Modification of plans** | N.A. | N.A. | N.A. | 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. | N.A. | N.A. | N.A. | |

**B. Summary of share based payments**

**March 31, 2024**

| Particulars | ESOP 2018 | ESOP 2019 | ESOP 2020 | ESOP 2021 | ESOP 2021 RSU | ESOP 2022 | ESOP 2023 | ESOP 2023 (Special Scheme) | Total |
|---|---|---|---|---|---|---|---|---|---|
| **Outstanding balance at the beginning of the period** | **45,95,000** | **46,80,000** | **55,76,000** | **44,55,000** | **19,23,699** | **42,51,830** | **-** | **-** | **2,54,81,529** |
| Options granted | - | - | - | - | - | - | 49,97,850 | 8,22,500 | **58,20,350** |
| Options forfeited | 25,000 | 15,000 | 33,000 | 30,000 | 16,166 | 39,640 | 1,14,380 | - | **2,73,186** |
| Options exercised | 27,72,250 | 25,95,000 | 19,91,500 | 8,67,250 | - | 4,19,136 | - | - | **86,45,136** |
| Options expired | - | - | - | - | - | - | - | - | **-** |
| Options lapsed | - | - | - | - | - | - | - | - | **-** |
| **Options outstanding at the end of the period** | **17,97,750** | **20,70,000** | **35,51,500** | **35,57,750** | **19,07,534** | **37,93,054** | **48,83,470** | **8,22,500** | **2,23,83,558** |
| Options exercisable at the end of the period | 17,97,750 | 20,70,000 | 24,86,050 | 14,23,100 | - | 7,58,611 | - | - | **85,35,511** |
| **For share options exercised:** | | | | | | | | | |
| Weighted average exercise price at date of exercise (in ₹) | | | | | | | | | **50.14** |
| Money realized by exercise of options (in ₹) | | | | | | | | | **43,34,28,410** |
| **For share options outstanding** | | | | | | | | | |
| Range of exercise prices (in ₹) | 50.60 | 51.00 | 40.30 | 51.80 | 51.80 | 85.00 | 151.15 | 151.15 | |
| Average remaining contractual life of options (years) | 1.50 | 2.33 | 3.33 | 4.34 | 0.50 | 5.17 | 6.17 | 6.17 | **4.06** |
| **Modification of plans** | N.A. | N.A. | 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. | N.A. | N.A. | |

## C. Valuation of stock options

| Particulars | ESOP 2018 | ESOP 2019 | ESOP 2020 | ESOP 2021 | ESOP 2022 | ESOP 2023 | ESOP 2023 Special Scheme | ESOP 2024 |
|---|---|---|---|---|---|---|---|---|
| **Share price:** (in ₹) | 50.60 | 51.00 | 40.30 | 51.80 | 85.00 | 151.15 | 151.15 | 226.40 |
| **Exercise Price:** (in ₹) | 50.60 | 51.00 | 40.30 | 51.80 | 85.00 | 151.15 | 151.15 | 226.40 |
| **Fair value of option:** (in ₹) | 23.34 | 23.02 | 17.07 | 22.33 | 40.40 | 71.20 | 72.68 | 105.22 |
| **Valuation model used:** | Black Scholes valuation | Black Scholes valuation | Black Scholes valuation | Black Scholes valuation | Black Scholes valuation | Black Scholes valuation | Black Scholes valuation | Black Scholes valuation |
| **Expected Volatility:** | 0.38 | 0.41 | 0.42 | 0.41 | 0.43 | 0.43 | 0.43 | 0.43 |
| **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 | 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):** | 7.00 | 7.00 | 7.00 | 7.00 | 7.00 | 7.00 | 7.00 | 7.00 |
| **Expected dividends:** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.14% |
| **Risk free interest rate:** | 8.04% | 6.28% | 5.22% | 5.87% | 7.14% | 7.06% | 7.05% | 6.90% |
| **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 | 20% vesting on May 31, 2024 | 100% vesting on May 31, 2026 | 20% vesting on June 30, 2025 |
| | 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 | 40% vesting on May 31, 2025 | | 40% vesting on May 31, 2026 |
| | 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 | 70% vesting on May 31, 2026 | | 70% vesting on May 31, 2027 |
| | 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 | 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. | N.A. | N.A. | N.A. | N.A. | N.A. |

Note - Valuation of stock option granted in ESOP 2021 RSU scheme is not applicable since exercise price is ₹ Nil

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## D) Options granted and inputs used for measurement of fair value of options, for the key managerial employees and other senior employees

### As at March 31, 2025

| Name of Scheme | Mr. Rajiv Sabharwal | | Mr. Rakesh Bhatia | | Ms. Sarita Kamath | |
|---|---|---|---|---|---|---|
| | Granted | Exercised | Granted | Exercised | Granted | Exercised |
| ESPS 2009 | - | - | 1,00,302 | 1,00,302 | - | - |
| ESPS 2011 | - | - | - | - | 3,000 | 3,000 |
| ESOP 2011 | - | - | 80,000 | 53,334 | - | - |
| PS 2013 | - | - | 10,813 | 10,813 | 323 | 323 |
| ESPS 2013 | - | - | - | - | - | - |
| ESOP 2013 | - | - | - | - | 30,000 | 30,000 |
| ESOP 2016 | - | - | 10,000 | - | 10,000 | 10,000 |
| ESOP 2017 | - | - | 10,000 | - | 10,000 | 10,000 |
| ESOP 2018 | 16,00,000 | 3,00,000 | - | - | 1,00,000 | 1,00,000 |
| ESOP 2019 | 16,00,000 | - | - | - | 1,00,000 | 1,00,000 |
| ESOP 2020 | 17,60,000 | - | 2,00,000 | 2,00,000 | 1,10,000 | 1,10,000 |
| ESOP 2021 | 12,00,000 | - | 2,25,000 | 1,57,500 | 1,12,500 | 78,750 |
| ESOP 2021 RSU | 3,28,517 | 3,28,517 | 61,597 | 61,597 | 30,798 | 30,798 |
| ESOP 2022 | 9,90,100 | - | 1,65,820 | 66,328 | 82,910 | 33,164 |
| ESOP 2023 | 6,31,990 | - | 1,00,000 | 20,000 | 50,000 | 10,000 |
| ESOP 2023 Special Scheme | - | - | 75,000 | - | - | - |
| ESOP 2024 | 4,28,000 | - | 72,000 | - | 43,000 | - |
| **Total** | **85,38,607** | **6,28,517** | **11,10,532** | **6,69,874** | **6,82,531** | **5,16,035** |

### As at March 31, 2024

| Name of Scheme | Mr. Rajiv Sabharwal | | Mr. Rakesh Bhatia | | Ms. Sarita Kamath | |
|---|---|---|---|---|---|---|
| | Granted | Exercised | Granted | Exercised | Granted | Exercised |
| ESPS 2009 | - | - | 1,00,302 | 1,00,302 | - | - |
| ESPS 2011 | - | - | - | - | 3,000 | 3,000 |
| ESOP 2011 | - | - | 80,000 | 53,334 | - | - |
| PS 2013 | - | - | 10,813 | 10,813 | 323 | 323 |
| ESPS 2013 | - | - | - | - | - | - |
| ESOP 2013 | - | - | - | - | 30,000 | 30,000 |
| ESOP 2016 | - | - | 10,000 | - | 10,000 | 10,000 |
| ESOP 2017 | - | - | 10,000 | - | 10,000 | 10,000 |
| ESOP 2018 | 16,00,000 | - | - | - | 1,00,000 | 1,00,000 |
| ESOP 2019 | 16,00,000 | - | - | - | 1,00,000 | 1,00,000 |
| ESOP 2020 | 17,60,000 | - | 2,00,000 | 1,40,000 | 1,10,000 | 77,000 |
| ESOP 2021 | 12,00,000 | - | 2,25,000 | 90,000 | 1,12,500 | 45,000 |
| ESOP 2021 RSU | 5,17,297 | - | 96,993 | - | 48,497 | - |
| ESOP 2022 | 9,90,100 | - | 1,65,820 | 33,164 | 82,910 | 16,582 |
| ESOP 2023 | 6,31,990 | - | 1,00,000 | - | 50,000 | - |
| ESOP 2023 Special Scheme | - | - | 75,000 | - | - | - |
| **Total** | **82,99,387** | **-** | **10,73,928** | **4,27,613** | **6,57,230** | **3,91,905** |

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## Note 42: Contingent Liabilities and Commitments:

### (i) Contingent Liabilities :

Claims not acknowledged by the Company relating to cases contested by the Company and which are not likely to be devolved on the Company relating to the following areas:

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Income Tax (Pending before Appellate authorities)[1 & 4] | **243.31** | 220.29 |
| VAT & GST (Pending before Appellate authorities)[2 & 4] | **138.38** | 16.68 |
| Customs (Pending before Appellate authorities)[3 & 4] | **6.14** | - |
| Suits filed against the Company | **25.40** | 1.69 |
| Bank Guarantees | **0.55** | 1.32 |
| Corporate Guarantee[5] | **38.81** | 81.00 |
| Letters of Credit | **145.47** | 221.47 |
| Letter of Comfort | **61.05** | 190.06 |

1 As at March 31, 2025, claims against the Company not acknowledged as debts in respect of income tax matters amounted to ₹ 243.31 crore (Previous year: ₹ 220.29 crore). These claims against the Company 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.

2 As of March 31, 2025, claims against the Company not acknowledged as debts in respect of indirect tax (VAT and GST) matters amounting to ₹ 138.38 crore (Previous year: ₹ 16.68 crore). These claims against the Company 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). The numbers include amounts under business combination.

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 Company 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 ₹ 1,200 crore (As at March 31, 2024 : ₹ 1200 Crore) against which the amount liable by Tata Capital Housing Finance Limited is ₹ 38.81 crore as at March 31, 2025 (As at March 31, 2024 ₹ 81 Crore). Pursuant to the terms of the Guarantee, the Company's liability on invocation is capped at the outstanding amount.

### (ii) Commitments :

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Undrawn Commitment given to Borrowers | 9,876.82 | 8,401.60 |
| Leases entered but not executed | 2,655.28 | 1,259.50 |
| Estimated amount of contracts remaining to be executed on capital account and not provided for (net off advances given) | 42.87 | 21.48 |
| Commitment toward investment in PE funds | 176.71 | 249.04 |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**Note 43: 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:**

| Relationship | Name of related party |
|---|---|
| **Holding Company** | Tata Sons Private Limited |
| **Subsidiaries** | Tata Capital Financial Services Limited (merged with Tata Capital Limited w.e.f. 01.01.2024)<br>Tata Cleantech Capital Limited (merged with Tata Capital Limited w.e.f. 01.01.2024)<br>Tata Capital Housing Finance Limited<br>Tata Securities Limited<br>Tata Capital Growth Fund I<br>Tata Capital Growth Fund II<br>Tata Capital Healthcare Fund I<br>Tata Capital Healthcare Fund II<br>Tata Capital Innovations Fund<br>Tata Capital Special Situation Fund<br>Tata Capital Pte. Limited<br>Tata Capital Advisors Pte. Limited<br>Tata Capital General Partners LLP<br>Tata Capital Growth II General Partners LLP<br>Tata Capital Healthcare General Partners LLP<br>TATA Capital Healthcare II General Partners LLP<br>Tata Opportunities General Partners LLP<br>Tata Capital Plc (liquidated w.e.f. 31.12.2024) |
| **Associates** | FinAGG Technologies Private Limited (w.e.f. 16.01.2024)<br>Fincare Business Services Limited (ceased to be an associate w.e.f. 24.03.2025)<br>Fincare Small Finance Bank Limited (ceased to be an associate w.e.f. 01.04.2024)<br>TEMA India Private Limited (ceased to be Associate w.e.f 02.06.2023)<br>TVS Supply Chain Solutions Limited (ceased to be an associate w.e.f. 28.07.2023)<br>Tata Projects Limited (ceased to be an associate (w.e.f. 27.10.2023)<br>Tata Play Limited (ceased to be an associate w.e.f 21.12.2023)<br>Tata Technologies Limited (ceased to be an associate w.e.f 01.01.2024) |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

| Relationship | Name of related party |
|---|---|
| **Associates of Domestic Venture Capital Funds (Portfolio Investments)** | Novalead Pharma Private Limited<br>Sea6 Energy Private Limited<br>Kapsons Industries Private Limited<br>Indusface Private Limited<br>Linux Laboratories Private Limited<br>Atulaya Healthcare Private Limited<br>Cnergyis Infotech India Private Limited<br>Deeptek Inc, a Delaware Corporation<br>Anderson Diagnostic Services Private Limited<br>Cellcure Cancer Centre Private Limited<br>Noble Medichem Private Limited (w.e.f.18.04.2024)<br>Apex Kidney Care Private Limited (w.e.f. 25.10.2023)<br>Sakar Healthcare Limited (w.e.f. 29.08.2023)<br>Auxilo Finserve Private Limited (w.e.f. 19.07.2023)<br>Orbicular Pharmaceutical Technologies Private Limited (w.e.f. 31.05.2024)<br>Harsoria Healthcare Private Limited (w.e.f. 31.12.2024)<br>Lokmanya Hospitals Private Limited (ceased to be an associate w.e.f. 05.07.2024)<br>Alef Mobitech Solutions Private Limited (ceased to be an associate w.e.f. 01.07.2024)<br>Vortex Engineering Private Limited (ceased to be an associate w.e.f. 04.06.2024) |
| **Post Employment Benefit Plan** | TCL Employee Welfare Trust<br>Tata Capital Limited Gratuity Scheme<br>Tata Capital Limited Employees Provident Fund<br>Tata Capital Limited Superannuation Scheme<br>Tata Securities Limited Employees Gratuity Scheme |
| **Key Management Personnel** | Mr. Rajiv Sabharwal - Managing Director & CEO<br>Mr. Saurabh Agrawal - Non-Executive Director<br>Ms. Aarthi Subramanian - Non-Executive Director<br>Mr. Ramanathan Viswanathan - Independent Director (appointed w.e.f 27.03.2025)<br>Dr. Punita Kumar Sinha - Independent Director (appointed w.e.f 20.01.2025)<br>Mr. Nagaraj Ijari - Independent Director (appointed w.e.f 01.04.2024)<br>Mr. F. N. Subedar - Non-Executive Director (resigned w.e.f. 11.03.2025)<br>Mr. Sujit Kumar Varma - Independent Director (appointed w.e.f 01.01.2024)<br>Ms. Varsha Purandare - Independent Director (resigned w.e.f. 01.04.2025)<br>Mr. V S Radhakrishnan - Independent Director (resigned w.e.f. 30.12.2024)<br>Mr. Mathew Cyriac - Independent Director (resigned w.e.f. 07.05.2024)<br>Ms. Malvika Sinha - Independent Director (resigned w.e.f. 01.04.2024)<br>Mr. Rakesh Bhatia - Chief Financial Officer<br>Ms. Sarita Kamath - Company Secretary |

| Relationship | Name of related party |
|---|---|
| **Subsidiaries, Associates, Joint Venture & Retiral Plans of ultimate holding company and its Subsiddiaries & Associates (with whom transactions were carried out during current and previous year)** | Agratas Energy Storage Solutions Private Limited<br>Air India Limited<br>Air India SATS Airport Services Private Limited<br>AISATS Noida Cargo Terminal Private Limited<br>AIX Connect Private Limited (Merged with Air India Express Limited w.e.f. 04.10.2024)<br>Automotive Stampings and Assemblies Limited<br>Capital Foods Private Limited (w.e.f. 01.02.2024)<br>CMS IT Services Private Limited (Ceased w.e.f. 07.05.2024)<br>Fiora Hypermarket Limited<br>Ideal Ice Limited (Formely Known as Ideal Ice & Cold Storage Company Limited)<br>Indian Steel & Wire Products Limited (Merged with Tata Steel Limited w.e.f. 01.09.2024)<br>Infiniti Retail Limited<br>Innovative Retail Concepts Private Limited<br>Logicserve Digital Private Limited (Ceased w.e.f. 28.11.2023)<br>Maithon Power Limited<br>Nelco Limited<br>Niskalp Infrastructure Services Limited<br>NourishCo Beverages Limited (Merged with Tata Consumer Products Limited w.e.f. 31.08.2024)<br>Novamesh Limited (w.e.f. 21.02.2024)<br>Piem Hotels Limited<br>Procam International Private Limited (Ceased w.e.f. 15.01.2024)<br>Rallis India Limited<br>Roots Corporation Limited<br>SIBMOST - Tata Projects (JV)<br>Silly Point Productions LLP<br>Solutions Infini Technologies(India) Private Limited (w.e.f. 05.10.2023)<br>Stryder Cycle Private Limited<br>Supermarket Grocery Supplies Private Limited<br>TACO Air International Thermal Systems Private Limited<br>TACO Prestolite Electric Private Limited (w.e.f. 01.01.2024)<br>TACO Punch Powertrain Private Limited<br>Taj Air Limited<br>Taj SATS Air Catering Limited (w.e.f. 01.08.2024)<br>Tata 1mg Healthcare Solutions Private Limited<br>Tata 1mg Technologies Private Limited<br>Tata Advanced Systems Limited<br>Tata AIA Life Insurance Company Limited<br>Tata AIG General Insurance Company Limited<br>Tata Asset Management Private Limited<br>Tata AutoComp Gotion Green Energy Solutions Private Limited (w.e.f. 01.01.2024)<br>Tata AutoComp GY Batteries Private Limited<br>Tata Autocomp Hendrickson Suspensions Private Limited<br>Tata Autocomp Katcon Exhaust Systems Private Limited<br>Tata Autocomp Systems Limited |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

| Relationship | Name of related party |
|---|---|
| **Subsidiaries, Associates, Joint Venture & Retiral Plans of ultimate holding company and its Subsiddiaries & Associates (with whom transactions were carried out during current and previous year)** | Tata Boeing Aerospace Limited<br>Tata Business Hub Limited<br>Tata Chemicals Limited<br>Tata ClassEdge Limited<br>Tata Communications Limited<br>Tata Consultancy Services Limited<br>Tata Consulting Engineers Limited<br>Tata Consumer Products Limited<br>Tata Consumer Soulfull Private Limited (Merged with Tata Consumer Products Limited w.e.f. 31.08.2024)<br>Tata Digital Private Limited<br>Tata Electronics Private Limited<br>Tata Electronics Systems Solutions Private Limited (w.e.f. 18.03.2024)<br>Tata Elxsi Limited<br>Tata Ficosa Automotive Systems Private Limited<br>Tata Industries Limited<br>Tata International Limited<br>Tata Investment Corporation Limited<br>Tata Lockheed Martin Aerostructures Limited<br>Tata Medical and Diagnostics Limited<br>Tata Metaliks Limited (Merged with Tata Steel Limited w.e.f. 01.02.2024)<br>Tata Motors Body Solutions Limited<br>Tata Motors Finance Limited (merged with Tata Capital Limited w.e.f. 07.05.2025)<br>Tata Motors Global Services Limited (Formely Known as TML Business Services Limited)<br>Tata Motors Insurance Broking and Advisory Services Limited<br>Tata Motors Limited<br>Tata Motors Passenger Vehicles Limited<br>Tata Passenger Electric Mobility Limited<br>Tata Pension Management Fund Private Limited (Formely Known as Tata Pension Management Limited)<br>Tata Power Delhi Distribution Limited<br>Tata Power EV Charging Solutions Limited<br>Tata Power Renewable Energy Limited<br>Tata Power Solar Systems Limited (Merged with Tata Power Renewable Energy Limited w.e.f. 01.10.2024)<br>Tata Precision Industries (India) Limited<br>Tata Projects Limited<br>Tata SIA Airlines Limited (Merged with Air India Limited w.e.f. 12.11.2024)<br>Tata Sikorsky Aerospace Limited<br>Tata Steel Downstream Products Limited<br>Tata Steel Limited<br>Tata Steel Long Products Limited (Merged with Tata Steel Limited w.e.f. 15.11.2023)<br>Tata Steel Utilities and Infrastructure Services Limited<br>Tata Technologies Limited<br>Tata Teleservices (Maharashtra) Limited |

| Relationship | Name of related party |
|---|---|
| **Subsidiaries, Associates, Joint Venture & Retiral Plans of ultimate holding company and its Subsiddiaries & Associates (with whom transactions were carried out during current and previous year)** | Tata Teleservices Limited<br>Tata Toyo Radiator Limited<br>Tata Unistore Limited<br>Tejas Networks Limited<br>The Associated Building Company Limited<br>The Indian Hotels Company Limited<br>The Tata Power Company Limited<br>Titan Company Limited<br>TM Automotive Seating Systems Private Limited<br>TM Fainsa Railway Private Limited<br>TMF Business Services Limited<br>TMF Holdings Limited<br>TML CV Mobility Solutions Limited<br>TML Smart City Mobility Solutions Limited<br>TMRP Auto Trims Private Limited (w.e.f. 25.07.2023)<br>TP Ajmer Distribution Limited<br>TP Central Odisha Distribution Limited<br>TP Jalpura Khurja Power Transmission Limited (w.e.f. 05.04.2024)<br>TP Northern Odisha Distribution Limited<br>TP Renewable Microgrid Limited<br>TP Southern Odisha Distribution Limited<br>TP Western Odisha Distribution Limited<br>TPL - IAV VOZ CPRR Joint Venture<br>Trent Limited<br>TVS Emerald Limited (Formely Known as Emerald Haven Realty Limited)<br>United Hotels Limited<br>Voltas Limited<br>Walwhan Renewable Energy Limited (Merged with Tata Power Renewable Energy Limited w.e.f. 01.10.2024)<br>Rallis India Limited Provident Fund<br>Taj Residency Employees Provident fund Trust (Bangalore unit)<br>Tata Chemicals Limited Provident Fund<br>Tata Coffee Staff Provident Fund Trust (Ceased w.e.f. 28.02.2024)<br>Tata Communications Employee's Provident Fund Trust<br>Tata Consultancy Services Employees' Gratuity Fund<br>Tata Elxsi (India) Limited Employees Provident Fund<br>Tata Industries Superannuation Fund Trust<br>Tata International Limited Gratuity Fund<br>Tata Investment Corporation Limited- Provident Fund<br>Tata Metaliks Limited Employees Provident fund<br>Tata Power Consolidated Provident Fund<br>Tata Sons Consolidated Provident Fund<br>Tata Sons Consolidated Superannuation Fund<br>Tata Sons Limited H.O. Employees' Gratuity Fund<br>Tata Steel Limited Provident Fund |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

| Relationship | Name of related party |
|---|---|
| **Subsidiaries, Associates, Joint Venture & Retiral Plans of ultimate holding company and its Subsiddiaries & Associates (with whom transactions were carried out during current and previous year)** | Tata Steel Long product Limited employees providend fund trust<br>Tata Tea Limited Staff Pension Fund<br>TCE Employees' Providend Fund<br>The Indian Hotels Company Limited Employees Provident Fund<br>The Provident Fund of The Tinplate Company of India Limited<br>The Tinplate Company Executive Staff Superannuation Fund<br>The Tinplate Company of India Limited Gratuity Fund<br>Titan Industries Gratuity Fund<br>Titan Watches Provident Fund<br>Voltas Limited Employees' Superannuation Scheme<br>Voltas Limited Managerial Staff Gratuity Fund<br>Voltas Limited Provident Fund<br>Voltas Managerial Staff Provident Fund |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**43. 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)

**(₹ in crore)**

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 1 | **Tata Sons Private Limited** | **Expenses** | | |
| | | Advertising expenses | **0.30** | 0.36 |
| | | Brand Equity & Brand Promotion expenses | **58.93** | 35.92 |
| | | Dividend paid on equity shares | **73.03** | 70.74 |
| | | Professional Fees | **0.04** | 0.12 |
| | | Training expenses | **0.01** | 0.06 |
| | | **Other transactions** | | |
| | | Equity shares issued (including Securities Premium) | **1,432.14** | 1,905.28 |
| | | Proceeds from sale of Equity shares during the period | **2,122.09** | 909.88 |
| | | Recovery of Stamp duty expenses | **0.27** | 0.10 |
| | | **Assets** | | |
| | | Other Receivables | **-** | 0.10 |
| | | **Liabilities** | | |
| | | Equity shares held | **3,528.68** | 3,477.72 |
| | | Other Payables | **58.93** | 35.79 |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 2 | **Tata Capital Housing Finance Limited** | **Income** | | |
| | | Interest Income on Inter Corporate Deposit | **-** | 11.59 |
| | | Managerial Service Fees Income | **9.50** | 11.72 |
| | | Referral Fees Income | **0.50** | 2.06 |
| | | Rental Income | **2.70** | 2.29 |
| | | **Expenses** | | |
| | | Interest expenses on Inter Corporate Deposit | **0.61** | - |
| | | Rent expenses | **5.35** | 6.48 |
| | | Valuation charges | **1.75** | 1.23 |
| | | **Other transactions** | | |
| | | Inter-Corporate Deposit placed during the period | **-** | 1,355.00 |
| | | Inter-Corporate Deposit received during the period | **1,025.00** | - |
| | | Inter-Corporate Deposit repaid during the period | **1,025.00** | - |
| | | Inter-Corporate Deposit repayment received during the period | **-** | 1,798.67 |
| | | Investment in Equity during the period | **599.96** | 700.00 |
| | | Proceeds from sale of loan | **0.28** | - |
| | | Purchase of Fixed Assets | **0.25** | 0.18 |
| | | Recovery of Electricity expenses | **0.14** | 0.07 |
| | | Recovery of Insurance expenses | **-** | 0.06 |
| | | Recovery of Marketing & Managerial Services | **-** | 0.47 |
| | | Recovery of Membership expenses | **0.16** | - |
| | | Recovery of Professional fees | **0.22** | 0.66 |
| | | Recovery of Rent expenses | **13.93** | 8.59 |
| | | Sale of fixed assets | **0.28** | - |
| | | **Assets** | | |
| | | Investment in Equity Shares | **4,205.96** | 3,606.00 |
| | | Other Receivables | **0.81** | 3.45 |
| | | **Liabilities** | | |
| | | Other Payables | **-** | 0.72 |
| | | Security deposit payable | **12.60** | 12.60 |
| | | **Commitments** | | |
| | | Guarantees issued to National Housing Bank on behalf of TCHFL | **38.81** | 81.00 |

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 3 | Tata Securities Limited | **Income** | | |
| | | * Other Income | **0.00** | 0.00 |
| | | Rental Income | **0.16** | 0.16 |
| | | **Expenses** | | |
| | | Commission expenses | **0.57** | 1.99 |
| | | Professional Fees | **0.29** | 0.20 |
| | | **Other transactions** | | |
| | | Investment in Equity during the period | **-** | 30.00 |
| | | Recovery of Electricity expenses | **0.01** | 0.01 |
| | | * Recovery of Insurance expenses | **-** | 0.00 |
| | | Recovery of Professional fees | **0.03** | - |
| | | Recovery of Rent expenses | **0.27** | 0.10 |
| | | * Sale of fixed assets | **0.00** | - |
| | | **Assets** | | |
| | | Investment in Equity Shares | **52.89** | 52.89 |
| | | Other Receivables | **-** | 0.01 |
| | | **Liabilities** | | |
| | | Other Payables | **0.05** | 0.19 |
| 4 | Tata Capital Growth Fund I | **Income** | | |
| | | Dividend income | **-** | 14.31 |
| | | **Other transactions** | | |
| | | Proceeds from Return of capital during the period | **533.78** | 507.22 |
| | | Recovery of Professional fees | **-** | 0.20 |
| | | **Assets** | | |
| | | Investment in Private Equity funds | **-** | 19.62 |
| | | Other Receivables | **-** | 0.01 |
| | | **Commitments** | | |
| | | Off balance sheet exposure | **-** | 29.83 |
| 5 | Tata Capital Growth Fund II | **Income** | | |
| | | Dividend income | **0.13** | - |
| | | Other Income | **0.06** | - |
| | | Portfolio Management Services | **5.37** | 10.94 |
| | | **Other transactions** | | |
| | | Investment in Private Equity funds during the period | **0.76** | 66.15 |
| | | Proceeds from Return of capital during the period | **-** | 91.94 |
| | | Recovery of Professional fees | **0.07** | 0.57 |
| | | **Assets** | | |
| | | Investment in Private Equity funds | **197.30** | 196.54 |
| | | Other Receivables | **-** | 0.08 |
| | | **Liabilities** | | |
| | | Other Payables | **1.29** | - |
| | | **Commitments** | | |
| | | Off balance sheet exposure | **165.63** | 166.39 |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 6 | Tata Capital Healthcare Fund I | **Income** | | |
| | | Dividend income | **0.41** | - |
| | | **Other transactions** | | |
| | | Proceeds from Return of capital during the period | **17.89** | - |
| | | Recovery of Professional fees | **0.19** | 0.15 |
| | | **Assets** | | |
| | | Investment in Private Equity funds | **10.59** | 23.77 |
| | | Other Receivables | **0.01** | 0.28 |
| | | **Commitments** | | |
| | | Off balance sheet exposure | **5.59** | 5.59 |
| 7 | Tata Capital Healthcare Fund II | **Income** | | |
| | | Other Income | **-** | 0.08 |
| | | Portfolio Management Services | **12.01** | 14.01 |
| | | **Other transactions** | | |
| | | Investment in Private Equity funds during the period | **50.26** | 47.94 |
| | | Proceeds from Return of capital during the period | **8.53** | 0.63 |
| | | Recovery of Professional fees | **0.18** | 0.10 |
| | | **Assets** | | |
| | | Investment in Private Equity funds | **135.18** | 93.44 |
| | | Other Receivables | **0.89** | 0.25 |
| | | **Commitments** | | |
| | | Off balance sheet exposure | **4.82** | 46.56 |
| 8 | Tata Capital Innovations Fund | **Other transactions** | | |
| | | Proceeds from Return of capital during the period | **1.32** | - |
| | | Recovery of Professional fees | **0.09** | 0.15 |
| | | **Assets** | | |
| | | Investment in Private Equity funds | **8.69** | 45.72 |
| | | Other Receivables | **0.09** | 2.10 |
| | | **Commitments** | | |
| | | Off balance sheet exposure | **0.45** | 0.45 |
| 9 | Tata Capital Special Situation Fund | **Other transactions** | | |
| | | Proceeds from Return of capital during the period | **-** | 12.49 |
| | | Recovery of Professional fees | **0.06** | 0.20 |
| | | **Assets** | | |
| | | Investment in Private Equity funds | **9.90** | 9.90 |
| | | Other Receivables | **0.15** | - |
| | | **Commitments** | | |
| | | Off balance sheet exposure | **0.22** | 0.22 |

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 10 | Tata Capital Pte. Limited | **Income** | | |
| | | Dividend income | **62.64** | 90.60 |
| | | **Other transactions** | | |
| | | Recovery of Professional fees | **0.15** | 0.15 |
| | | **Assets** | | |
| | | Investment in Equity Shares | **108.07** | 108.07 |
| 11 | Tata Capital Advisors Pte. Limited | **Income** | | |
| | | Advisory Fees | **184.14** | 32.70 |
| | | **Other transactions** | | |
| | | Recovery of Professional fees | **0.08** | 0.10 |
| | | **Assets** | | |
| | | Other Receivables | **-** | 23.33 |
| 12 | Tata Capital General Partners LLP | **Other transactions** | | |
| | | Recovery of Professional fees | **0.01** | 0.01 |
| 13 | Tata Capital Growth II General Partners LLP | **Other transactions** | | |
| | | Recovery of Professional fees | **0.01** | 0.01 |
| 14 | Tata Capital Healthcare General Partners LLP | **Other transactions** | | |
| | | Recovery of Professional fees | **0.01** | 0.01 |
| 15 | TATA Capital Healthcare II General Partners LLP | **Other transactions** | | |
| | | Recovery of Professional fees | **0.01** | 0.01 |
| 16 | Tata Opportunities General Partners LLP | **Other transactions** | | |
| | | Recovery of Professional fees | **0.01** | 0.01 |
| 17 | FinAGG Technologies Private Limited (w.e.f. 16.01.2024) | **Expenses** | | |
| | | Commission expenses | **1.50** | 0.11 |
| | | Professional Fees | **-** | 0.03 |
| | | **Other transactions** | | |
| | | Investment in Compulsorily Convertible Preference Shares during the period | **-** | 20.00 |
| | | Investment in Equity during the period | **-** | 0.01 |
| | | **Assets** | | |
| | | Investment in Compulsorily Convertible Preference Shares | **20.00** | 20.00 |
| | | Investment in Equity Shares | **0.01** | 0.01 |
| | | Other Receivables | **-** | 0.01 |
| | | **Liabilities** | | |
| | | Other Payables | **0.50** | - |
| 18 | Fincare Business Services Limited (ceased to be an associate w.e.f. 24.03.2025) | **Income** | | |
| | | Syndication Fees | **-** | 0.25 |
| | | **Assets** | | |
| | | Investment in Equity Shares | **-** | 7.34 |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 19 | Fincare Small Finance Bank Limited (ceased to be an associate w.e.f. 01.04.2024) | **Income** | | |
| | | Interest Income on Loan | - | 8.00 |
| | | Management Fees | - | 1.71 |
| | | **Other transactions** | | |
| | | Loan given during the period | - | 60.00 |
| | | **Assets** | | |
| | | Investment in Equity Shares | - | 1.46 |
| | | Loan balance receivables | - | 96.45 |
| 20 | TEMA India Private Limited (ceased to be Associate w.e.f 02.06.2023) | **Income** | | |
| | | Interest Income on Loan | - | 0.01 |
| | | **Other transactions** | | |
| | | Loan repayment received during the period | - | 0.05 |
| 21 | TVS Supply Chain Solutions Limited (ceased to be an associate w.e.f. 28.07.2023) | **Income** | | |
| | | Income on Invoice Discounting | - | 0.08 |
| | | **Other transactions** | | |
| | | Invoice discounted during the period | - | 12.89 |
| | | Invoice discounted repayment received during the period | - | 12.28 |
| 22 | Indusface Private Limited | **Expenses** | | |
| | | Information Technology expenses | **0.50** | 0.24 |
| | | **Liabilities** | | |
| | | Other Payables | **0.07** | 0.10 |
| 23 | Auxilo Finserve Private Limited (w.e.f. 19.07.2023) | **Income** | | |
| | | Interest Income on Loan | - | 1.49 |
| | | **Other transactions** | | |
| | | Loan given during the period | - | 25.00 |
| | | Loan repayment received during the period | - | 41.88 |
| 24 | TCL Employee Welfare Trust | **Expenses** | | |
| | | Dividend paid on equity shares | **0.90** | 1.10 |
| | | **Other transactions** | | |
| | | Equity shares issued (including Securities Premium) | **15.21** | 27.79 |
| | | **Assets** | | |
| | | Loan balance receivables | **74.06** | 74.06 |
| | | Other Receivables | - | 1.07 |
| | | **Liabilities** | | |
| | | Equity shares held | **37.49** | 43.35 |
| 25 | Tata Capital Limited Gratuity Scheme | **Expenses** | | |
| | | Contribution to Gratuity fund | **13.82** | 4.14 |

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 26 | Tata Capital Limited Employees Provident Fund | **Expenses** | | |
| | | Contribution to Provident Fund | **40.24** | 29.97 |
| | | **Other transactions** | | |
| | | Employees Contribution to Provident Fund | **62.84** | 48.43 |
| | | **Liabilities** | | |
| | | Other Payables | **9.13** | 7.16 |
| 27 | Tata Capital Limited Superannuation Scheme | **Expenses** | | |
| | | Contribution to Superannuation fund | **1.48** | 1.55 |
| | | **Liabilities** | | |
| | | Other Payables | **0.12** | 0.08 |
| 28 | Agratas Energy Storage Solutions Private Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.04** | - |
| | | Operating Lease rental | **0.60** | 0.03 |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **0.35** | - |
| | | Finance Lease Facility repayment received during the period | **0.07** | - |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.33** | - |
| | | * Other Receivables | **-** | 0.00 |
| | | **Liabilities** | | |
| | | Other Payables | **0.01** | - |
| 29 | Air India Limited | **Income** | | |
| | | Management Fees | **-** | 0.25 |
| | | Operating Lease rental | **19.13** | 0.43 |
| | | **Assets** | | |
| | | Other Receivables | **0.58** | - |
| | | **Liabilities** | | |
| | | Other Payables | **-** | 0.02 |
| 30 | Air India SATS Airport Services Private Limited | **Income** | | |
| | | Operating Lease rental | **5.57** | 2.77 |
| | | **Other transactions** | | |
| | | Purchase of Fixed Assets | **-** | 16.25 |
| | | **Assets** | | |
| | | Other Receivables | **1.53** | 1.53 |
| 31 | AISATS Noida Cargo Terminal Private Limited | **Income** | | |
| | | Interest Income on Loan | **38.88** | - |
| | | **Other transactions** | | |
| | | Loan given during the period | **153.10** | - |
| | | **Assets** | | |
| | | Loan balance receivables | **466.48** | - |
| | | **Commitments** | | |
| | | Off balance sheet exposure | **28.00** | - |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 32 | AIX Connect Private Limited (Merged with Air India Express Limited w.e.f. 04.10.2024) | **Income** | | |
| | | Interest Income on Loan | - | 22.76 |
| | | **Other transactions** | | |
| | | Loan repayment received during the period | - | 369.95 |
| 33 | Automotive Stampings and Assemblies Limited | **Income** | | |
| | | * Other Income | **0.00** | - |
| 34 | Capital Foods Private Limited (w.e.f. 01.02.2024) | **Income** | | |
| | | Operating Lease rental | **0.11** | - |
| | | **Assets** | | |
| | | Other Receivables | **0.05** | - |
| 35 | CMS IT Services Private Limited (Ceased w.e.f. 07.05.2024) | **Income** | | |
| | | Other Income | - | 0.03 |
| 36 | Fiora Hypermarket Limited | **Expenses** | | |
| | | Commission expenses | **0.02** | 0.02 |
| | | Staff Welfare expenses | - | 1.68 |
| | | **Other transactions** | | |
| | | Payments towards Net Settlement Reward points | **5.12** | 3.32 |
| 37 | Ideal Ice Limited (Formely Known as Ideal Ice & Cold Storage Company Limited) | **Income** | | |
| | | Interest Income on Finance Lease | **0.03** | 0.05 |
| | | **Other transactions** | | |
| | | Finance Lease Facility repayment received during the period | **0.15** | 0.13 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.17** | 0.32 |
| 38 | Indian Steel & Wire Products Limited (Merged with Tata Steel Limited w.e.f. 01.09.2024) | **Income** | | |
| | | Interest Income on Finance Lease | **0.05** | 0.13 |
| | | **Other transactions** | | |
| | | Finance Lease Facility repayment received during the period | **0.09** | 0.19 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | - | 0.22 |

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 39 | **Infiniti Retail Limited** | **Income** | | |
| | | Interest Income on Finance Lease | **0.47** | 0.65 |
| | | Interest Income on Loan | **0.28** | - |
| | | **Expenses** | | |
| | | Commission expenses | **0.06** | 0.37 |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **0.11** | 5.47 |
| | | Finance Lease Facility repayment received during the period | **4.42** | 4.57 |
| | | Loan given during the period | **2.45** | - |
| | | Loan repayment received during the period | **0.82** | - |
| | | Payments towards Net Settlement Reward points | **16.61** | 15.30 |
| | | Security deposit received during the period | **0.04** | 0.21 |
| | | Security deposit repaid / adjusted during the period | **-** | 0.04 |
| | | **Assets** | | |
| | | Assigned receivables | **-** | 1.06 |
| | | Finance Lease Facility receivable | **3.26** | 7.45 |
| | | Loan balance receivables | **1.64** | - |
| | | **Liabilities** | | |
| | | Other Payables | **-** | 0.02 |
| | | Security deposit payable | **1.32** | 1.29 |
| 40 | **Innovative Retail Concepts Private Limited** | **Expenses** | | |
| | | Staff Welfare expenses | **0.03** | 0.01 |
| | | **Assets** | | |
| | | Assigned receivables | **-** | 0.07 |
| | | **Liabilities** | | |
| | | * Other Payables | **0.00** | - |
| 41 | **Logicserve Digital Private Limited (Ceased w.e.f. 28.11.2023)** | **Expenses** | | |
| | | Professional Fees | **-** | 0.05 |
| 42 | **Maithon Power Limited** | **Income** | | |
| | | Interest Income on Finance Lease | **0.03** | 0.06 |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **-** | 0.10 |
| | | Finance Lease Facility repayment received during the period | **0.14** | 0.34 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.10** | 0.20 |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 43 | Nelco Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.10** | 0.13 |
| | | Operating Lease rental | **0.17** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **-** | 0.34 |
| | | Finance Lease Facility repayment received during the period | **0.31** | 0.23 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.24** | 0.81 |
| | | **Liabilities** | | |
| | | Other Payables | **0.01** | - |
| 44 | Niskalp Infrastructure Services Limited | **Other transactions** | | |
| | | Recovery of Insurance expenses | **0.01** | 0.01 |
| 45 | NourishCo Beverages Limited (Merged with Tata Consumer Products Limited w.e.f. 31.08.2024) | **Income** | | |
| | | Interest Income on Finance Lease | **0.01** | 0.01 |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **-** | 0.17 |
| | | * Finance Lease Facility repayment received during the period | **0.01** | 0.00 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **-** | 0.17 |
| 46 | Novamesh Limited (w.e.f. 21.02.2024) | **Expenses** | | |
| | | Communication expenses | **0.15** | - |
| | | **Liabilities** | | |
| | | Other Payables | **0.01** | - |
| 47 | Piem Hotels Limited | **Expenses** | | |
| | | Advertising expenses | **-** | 0.02 |
| | | * Staff Welfare expenses | **0.00** | 0.03 |
| 48 | Procam International Private Limited (Ceased w.e.f. 15.01.2024) | **Expenses** | | |
| | | Staff Welfare expenses | **-** | 0.06 |
| 49 | Rallis India Limited | **Income** | | |
| | | Operating Lease rental | **0.05** | - |
| | | * Other Income | **-** | 0.00 |
| | | **Assets** | | |
| | | * Other Receivables | **0.00** | - |
| 50 | Roots Corporation Limited | **Expenses** | | |
| | | Staff Welfare expenses | **-** | 0.04 |
| 51 | SIBMOST - Tata Projects (JV) | **Other transactions** | | |
| | | Sale of fixed assets | **0.97** | - |

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 52 | Silly Point Productions LLP | **Expenses** | | |
| | | * Advertising expenses | - | 0.00 |
| | | **Assets** | | |
| | | * Other Receivables | - | 0.00 |
| 53 | Solutions Infini Technologies(India) Private Limited (w.e.f. 05.10.2023) | **Expenses** | | |
| | | Communication expenses | **0.01** | - |
| | | **Liabilities** | | |
| | | Other Payables | **0.01** | - |
| 54 | Stryder Cycle Private Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.01** | 0.01 |
| | | Operating Lease rental | **0.08** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | - | 0.10 |
| | | Finance Lease Facility repayment received during the period | **0.02** | 0.01 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.08** | 0.09 |
| | | Other Receivables | **0.01** | - |
| 55 | Supermarket Grocery Supplies Private Limited | **Assets** | | |
| | | Investment in Equity Shares | **100.80** | 103.27 |
| 56 | TACO Air International Thermal Systems Private Limited | **Income** | | |
| | | Operating Lease rental | **0.31** | 0.30 |
| | | **Assets** | | |
| | | Other Receivables | **0.09** | 0.16 |
| | | **Liabilities** | | |
| | | Security deposit payable | **0.18** | 0.18 |
| 57 | TACO Prestolite Electric Private Limited (w.e.f. 01.01.2024) | **Income** | | |
| | | * Other Income | **0.00** | - |
| 58 | TACO Punch Powertrain Private Limited | **Income** | | |
| | | Operating Lease rental | **0.04** | - |
| | | **Assets** | | |
| | | Other Receivables | **0.01** | - |
| 59 | Taj Air Limited | **Assets** | | |
| | | Investment in Equity Shares | **1.00** | - |
| 60 | Taj SATS Air Catering Limited (w.e.f. 01.08.2024) | **Income** | | |
| | | Operating Lease rental | **0.18** | - |
| | | **Assets** | | |
| | | Other Receivables | **0.17** | - |
| 61 | Tata 1mg Healthcare Solutions Private Limited | **Expenses** | | |
| | | Staff Welfare expenses | **0.06** | - |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 62 | Tata 1mg Technologies Private Limited | **Income** | | |
| | | Interest Income on Loan | **0.05** | - |
| | | Management Fees | **0.20** | - |
| | | **Expenses** | | |
| | | Staff Welfare expenses | **0.15** | 0.16 |
| | | **Other transactions** | | |
| | | Loan given during the period | **200.00** | - |
| | | Loan repayment received during the period | **200.00** | - |
| 63 | Tata Advanced Systems Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.90** | 1.01 |
| | | Operating Lease rental | **0.77** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **0.13** | 4.84 |
| | | Finance Lease Facility repayment received during the period | **2.87** | 2.28 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **4.77** | 7.86 |
| | | Other Receivables | **0.14** | - |
| | | **Liabilities** | | |
| | | Security deposit payable | **0.01** | 0.01 |
| 64 | Tata AIA Life Insurance Company Limited | **Income** | | |
| | | Advertisement Income | **23.54** | - |
| | | Commission income | **71.26** | 31.36 |
| | | Interest Income on Finance Lease | **1.13** | 1.03 |
| | | Operating Lease rental | **0.57** | 0.02 |
| | | Rental Income | **1.60** | - |
| | | **Expenses** | | |
| | | Insurance expenses | **3.83** | 4.25 |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **3.04** | 3.59 |
| | | Finance Lease Facility repayment received during the period | **2.50** | 1.34 |
| | | Interest paid on Non Convertible Debentures | **25.03** | 45.67 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **7.54** | 7.26 |
| | | Other Receivables | **9.40** | 4.66 |
| | | Security deposit receivable | **0.25** | - |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **260.00** | 515.00 |
| | | Security deposit payable | **1.75** | - |

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 65 | Tata AIG General Insurance Company Limited | **Income** | | |
| | | Commission income | **45.43** | 25.77 |
| | | **Expenses** | | |
| | | Insurance expenses | **52.15** | 1.51 |
| | | **Other transactions** | | |
| | | Security deposit given during the period | **0.20** | - |
| | | **Assets** | | |
| | | Other Receivables | **16.08** | 7.11 |
| | | Security deposit receivable | **2.54** | - |
| | | **Liabilities** | | |
| | | Other Payables | **1.18** | - |
| 66 | Tata Asset Management Private Limited | **Income** | | |
| | | Portfolio Management Services | **1.28** | 1.07 |
| | | **Expenses** | | |
| | | Professional Fees | **0.35** | - |
| | | **Assets** | | |
| | | Other Receivables | **0.04** | 0.02 |
| 67 | Tata AutoComp Gotion Green Energy Solutions Private Limited (w.e.f. 01.01.2024) | **Income** | | |
| | | * Other Income | **0.00** | - |
| 68 | Tata AutoComp GY Batteries Private Limited | **Income** | | |
| | | Income on Invoice Discounting | **3.21** | - |
| | | * Other Income | **0.00** | - |
| 69 | Tata Autocomp Hendrickson Suspensions Private Limited | **Income** | | |
| | | Operating Lease rental | **0.02** | - |
| | | * Other Income | **0.00** | - |
| | | **Liabilities** | | |
| | | Other Payables | **0.01** | - |
| 70 | Tata Autocomp Katcon Exhaust Systems Private Limited | **Income** | | |
| | | * Other Income | **0.00** | - |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 71 | Tata Autocomp Systems Limited | **Income** | | |
| | | Dividend income | **11.35** | 17.69 |
| | | Interest Income on Finance Lease | **0.01** | - |
| | | Operating Lease rental | **6.94** | 7.06 |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **0.14** | - |
| | | Finance Lease Facility repayment received during the period | **0.03** | - |
| | | **Assets** | | |
| | | Assigned receivables | **-** | 1.83 |
| | | Finance Lease Facility receivable | **0.11** | - |
| | | Investment in Equity Shares | **-** | 2,054.87 |
| | | Other Receivables | **2.69** | 4.54 |
| 72 | Tata Boeing Aerospace Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.02** | 0.02 |
| | | Operating Lease rental | **0.04** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **-** | 0.10 |
| | | Finance Lease Facility repayment received during the period | **0.10** | 0.04 |
| | | Security deposit repaid / adjusted during the period | **0.02** | - |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.05** | 0.17 |
| | | Other Receivables | **0.01** | - |
| | | **Liabilities** | | |
| | | Security deposit payable | **-** | 0.02 |
| 73 | Tata Business Hub Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.11** | 0.24 |
| | | Interest income through Factoring | **0.15** | - |
| | | **Expenses** | | |
| | | Commission expenses | **0.01** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **-** | 0.02 |
| | | Finance Lease Facility repayment received during the period | **1.37** | 0.74 |
| | | Receivables Factored during the period | **8.66** | - |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.47** | 1.82 |

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 74 | Tata Chemicals Limited | **Income** | | |
| | | Dividend income | **0.02** | - |
| | | **Expenses** | | |
| | | Dividend paid on equity shares | **0.07** | 0.07 |
| | | **Assets** | | |
| | | Investment in Equity Shares | **0.87** | - |
| | | **Liabilities** | | |
| | | Equity shares held | **3.23** | 3.23 |
| 75 | Tata ClassEdge Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.27** | 0.86 |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **-** | 0.14 |
| | | Finance Lease Facility repayment received during the period | **3.45** | 5.06 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.68** | 3.79 |
| 76 | Tata Communications Limited | **Expenses** | | |
| | | Communication expenses | **1.95** | - |
| | | Information Technology expenses | **5.55** | 5.69 |
| | | **Other transactions** | | |
| | | Finance Lease Facility repayment received during the period | **-** | 0.01 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **-** | 0.03 |
| | | **Liabilities** | | |
| | | Other Payables | **3.36** | 3.49 |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 77 | **Tata Consultancy Services Limited** | **Income** | | |
| | | Interest Income on Finance Lease | **0.62** | 0.67 |
| | | Operating Lease rental | **1.67** | 3.13 |
| | | **Expenses** | | |
| | | Information Technology expenses | **165.48** | 88.91 |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **-** | 1.72 |
| | | Finance Lease Facility repayment received during the period | **2.12** | 2.23 |
| | | Interest paid on Non Convertible Debentures | **7.95** | - |
| | | Issuance of Non Convertible Debentures | **505.30** | - |
| | | Purchase of Fixed Assets | **12.77** | 3.66 |
| | | * Sale of fixed assets | **0.00** | - |
| | | Security deposit received during the period | **0.77** | - |
| | | Security deposit repaid / adjusted during the period | **-** | 0.47 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **2.59** | 4.18 |
| | | **Liabilities** | | |
| | | Other Payables | **30.55** | 11.01 |
| | | Payable towards Non Convertible Debentures | **500.00** | - |
| | | Security deposit payable | **2.58** | 1.81 |
| 78 | **Tata Consulting Engineers Limited** | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **5.40** | 1.27 |
| | | Paid towards redemption of Non Convertible Debentures | **40.00** | 15.00 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **5.00** | 45.00 |

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 79 | Tata Consumer Products Limited | **Income** | | |
| | | Dividend income | **0.01** | - |
| | | Interest Income on Finance Lease | **0.77** | 0.56 |
| | | Operating Lease rental | **1.21** | 0.64 |
| | | * Other Income | **0.00** | - |
| | | **Expenses** | | |
| | | Dividend paid on equity shares | **0.01** | 0.01 |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **0.86** | 3.66 |
| | | Finance Lease Facility repayment received during the period | **1.09** | 0.59 |
| | | Sale of fixed assets | **0.04** | - |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **5.61** | 5.37 |
| | | Investment in Equity Shares | **1.15** | - |
| | | Other Receivables | **-** | 0.41 |
| | | **Liabilities** | | |
| | | Equity shares held | **0.61** | 0.61 |
| | | Other Payables | **0.21** | - |
| 80 | Tata Consumer Soulfull Private Limited (Merged with Tata Consumer Products Limited w.e.f. 31.08.2024) | **Income** | | |
| | | Operating Lease rental | **0.04** | - |
| 81 | Tata Digital Private Limited | **Income** | | |
| | | Operating Lease rental | **0.46** | - |
| | | * Other Income | **-** | 0.00 |
| | | **Expenses** | | |
| | | Commission expenses | **4.97** | 7.18 |
| | | **Assets** | | |
| | | * Other Receivables | **0.00** | - |
| 82 | Tata Electronics Private Limited | **Income** | | |
| | | Interest Income on Finance Lease | **3.06** | 3.50 |
| | | Interest Income on Loan | **2.39** | 1.14 |
| | | Operating Lease rental | **1.79** | 0.03 |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **4.12** | 12.37 |
| | | Finance Lease Facility repayment received during the period | **9.92** | 10.36 |
| | | Loan given during the period | **13.60** | 13.60 |
| | | Loan repayment received during the period | **3.64** | 1.46 |
| | | Security deposit repaid / adjusted during the period | **-** | 0.15 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **25.04** | 30.12 |
| | | Loan balance receivables | **22.50** | 12.36 |
| | | Other Receivables | **0.31** | 0.02 |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 83 | **Tata Electronics Systems Solutions Private Limited (w.e.f. 18.03.2024)** | **Income** | | |
| | | * Other Income | **0.00** | - |
| 84 | **Tata Elxsi Limited** | **Income** | | |
| | | Interest Income on Finance Lease | **0.40** | 0.33 |
| | | Operating Lease rental | **0.44** | - |
| | | **Expenses** | | |
| | | Advertising expenses | **-** | 0.17 |
| | | Printing and Stationery | **-** | 0.16 |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **-** | 1.90 |
| | | Finance Lease Facility repayment received during the period | **1.02** | 0.86 |
| | | Purchase of Fixed Assets | **-** | 1.37 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **2.12** | 3.45 |
| | | Other Receivables | **0.11** | - |
| | | **Liabilities** | | |
| | | * Other Payables | **-** | 0.00 |
| | | **Commitments** | | |
| | | Off balance sheet exposure | **-** | 0.12 |
| 85 | **Tata Ficosa Automotive Systems Private Limited** | **Income** | | |
| | | Operating Lease rental | **0.02** | - |
| | | * Other Income | **0.00** | - |
| | | **Assets** | | |
| | | Other Receivables | **0.01** | - |
| 86 | **Tata Industries Limited** | **Assets** | | |
| | | Investment in Equity Shares | **29.19** | - |

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 87 | Tata International Limited | **Income** | | |
| | | Dividend income | **0.19** | - |
| | | Interest Income on Finance Lease | **0.16** | 0.13 |
| | | Operating Lease rental | **0.03** | - |
| | | **Expenses** | | |
| | | Dividend paid on equity shares | **0.02** | 0.02 |
| | | **Other transactions** | | |
| | | Equity shares issued (including Securities Premium) | **0.33** | 0.22 |
| | | Finance Lease Facility provided during the period | **0.39** | 0.58 |
| | | Finance Lease Facility repayment received during the period | **0.67** | 0.47 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.78** | 1.11 |
| | | Investment in Equity Shares | **47.65** | - |
| | | Other Receivables | **0.01** | - |
| | | **Liabilities** | | |
| | | Equity shares held | **0.81** | 0.80 |
| 88 | Tata Investment Corporation Limited | **Expenses** | | |
| | | Dividend paid on equity shares | **1.69** | 1.64 |
| | | **Other transactions** | | |
| | | Equity shares issued (including Securities Premium) | **33.22** | 43.98 |
| | | Interest paid on Non Convertible Debentures | **3.56** | 3.56 |
| | | **Liabilities** | | |
| | | Equity shares held | **81.86** | 80.68 |
| | | Payable towards Non Convertible Debentures | **40.00** | 40.00 |
| 89 | Tata Lockheed Martin Aerostructures Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.03** | 0.05 |
| | | Operating Lease rental | **0.02** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility repayment received during the period | **0.07** | 0.15 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.17** | 0.26 |
| | | * Other Receivables | **0.00** | - |
| | | **Liabilities** | | |
| | | Security deposit payable | **0.02** | 0.02 |
| 90 | Tata Medical and Diagnostics Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.03** | 0.04 |
| | | **Other transactions** | | |
| | | Finance Lease Facility repayment received during the period | **0.04** | 0.04 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.19** | 0.26 |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 91 | Tata Metaliks Limited (Merged with Tata Steel Limited w.e.f. 01.02.2024) | **Income** | | |
| | | Interest Income on Finance Lease | - | 0.17 |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | - | 0.18 |
| | | Finance Lease Facility repayment received during the period | - | 1.27 |
| | | Security deposit received during the period | - | 0.26 |
| 92 | Tata Motors Body Solutions Limited | **Income** | | |
| | | Operating Lease rental | **0.07** | 0.01 |
| | | **Assets** | | |
| | | Other Receivables | - | 0.01 |
| | | **Liabilities** | | |
| | | * Other Payables | **0.00** | - |
| 93 | Tata Motors Finance Limited (merged with Tata Capital Limited w.e.f. 07.05.2025) | **Expenses** | | |
| | | Rent expenses | - | 1.56 |
| 94 | Tata Motors Global Services Limited (Formely Known as TML Business Services Limited) | **Income** | | |
| | | Interest Income on Finance Lease | **0.69** | 0.48 |
| | | **Expenses** | | |
| | | Professional Fees | **1.27** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | - | 0.75 |
| | | Finance Lease Facility repayment received during the period | **0.74** | 1.23 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **5.24** | 3.16 |
| | | **Liabilities** | | |
| | | Other Payables | **0.05** | 0.06 |
| 95 | Tata Motors Insurance Broking and Advisory Services Limited | **Income** | | |
| | | Rental Income | **0.28** | - |
| | | **Assets** | | |
| | | Other Receivables | **0.03** | - |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 96 | Tata Motors Limited | **Income** | | |
| | | Interest Income on Finance Lease | **22.67** | 17.97 |
| | | Interest income through Factoring | **0.13** | - |
| | | Other Income | **1.37** | 0.13 |
| | | **Expenses** | | |
| | | Dividend paid on equity shares | **0.09** | 0.09 |
| | | Professional Fees | **1.61** | - |
| | | Rent expenses | **0.11** | - |
| | | Staff Welfare expenses | **0.02** | - |
| | | **Other transactions** | | |
| | | Advances given during the period | **329.14** | - |
| | | Advances repayment received during the period | **297.25** | - |
| | | Finance Lease Facility provided during the period | **0.22** | 18.21 |
| | | Finance Lease Facility repayment received during the period | **40.49** | 36.31 |
| | | Purchase of Fixed Assets | **18.10** | - |
| | | Receivables Factored during the period | **1,418.36** | - |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **166.38** | 118.64 |
| | | Other Receivables | **80.02** | - |
| | | Security deposit receivable | **0.05** | - |
| | | **Liabilities** | | |
| | | Equity shares held | **4.33** | 4.33 |
| | | Other Payables | **1.11** | - |
| 97 | Tata Motors Passenger Vehicles Limited | **Income** | | |
| | | Interest Income on Finance Lease | **8.53** | 5.92 |
| | | Interest income through Factoring | **0.06** | - |
| | | Rental Income | **0.02** | - |
| | | **Other transactions** | | |
| | | Advances given during the period | **232.92** | - |
| | | Advances repayment received during the period | **205.64** | - |
| | | Finance Lease Facility provided during the period | **-** | 6.15 |
| | | Finance Lease Facility repayment received during the period | **12.86** | 12.90 |
| | | Receivables Factored during the period | **518.08** | - |
| | | **Assets** | | |
| | | Assigned receivables | **-** | 2.05 |
| | | Finance Lease Facility receivable | **67.40** | 38.20 |
| | | Other Receivables | **30.63** | - |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 98 | **Tata Passenger Electric Mobility Limited** | **Income** | | |
| | | Interest Income on Finance Lease | **2.05** | 1.23 |
| | | Interest income through Factoring | **0.03** | - |
| | | **Other transactions** | | |
| | | Advances given during the period | **82.28** | - |
| | | Advances repayment received during the period | **86.98** | - |
| | | Finance Lease Facility provided during the period | **-** | 3.85 |
| | | Finance Lease Facility repayment received during the period | **2.71** | 2.41 |
| | | Receivables Factored during the period | **31.22** | - |
| | | **Assets** | | |
| | | Assigned receivables | **-** | 0.70 |
| | | Finance Lease Facility receivable | **15.87** | 8.31 |
| 99 | **Tata Pension Management Fund Private Limited (Formely Known as Tata Pension Management Limited)** | **Other transactions** | | |
| | | Issuance of Non Convertible Debentures | **20.85** | - |
| 100 | **Tata Power Delhi Distribution Limited** | **Income** | | |
| | | * Interest Income on Finance Lease | **0.00** | - |
| | | * Other Income | **0.00** | - |
| | | **Expenses** | | |
| | | * Advertising expenses | **-** | 0.00 |
| | | Electricity expenses | **0.04** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **0.07** | - |
| | | Finance Lease Facility repayment received during the period | **0.01** | - |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.07** | - |
| | | **Liabilities** | | |
| | | * Other Payables | **0.00** | - |
| 101 | **Tata Power EV Charging Solutions Limited** | **Income** | | |
| | | * Interest Income on Finance Lease | **0.00** | - |
| | | * Other Income | **-** | 0.00 |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **0.02** | - |
| | | * Finance Lease Facility repayment received during the period | **0.00** | - |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.02** | - |

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 102 | Tata Power Renewable Energy Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.05** | - |
| | | * Other Income | **-** | 0.00 |
| | | **Other transactions** | | |
| | | Finance Lease Facility repayment received during the period | **0.18** | - |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.46** | - |
| 103 | Tata Power Solar Systems Limited (Merged with Tata Power Renewable Energy Limited w.e.f. 01.10.2024) | **Income** | | |
| | | Interest Income on Finance Lease | **0.07** | 0.21 |
| | | **Other transactions** | | |
| | | * Finance Lease Facility provided during the period | **-** | 0.00 |
| | | Finance Lease Facility repayment received during the period | **0.37** | 0.64 |
| | | Purchase of Fixed Assets | **2.67** | 0.33 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **-** | 1.01 |
| 104 | Tata Precision Industries (India) Limited | **Income** | | |
| | | Interest Income on Loan | **0.06** | 0.09 |
| | | **Other transactions** | | |
| | | Loan repayment received during the period | **0.19** | 0.19 |
| | | **Assets** | | |
| | | Investment in Non Cumulative Redeemable Preference shares | **0.38** | - |
| | | Loan balance receivables | **0.39** | 0.58 |
| 105 | Tata Projects Limited | **Income** | | |
| | | Interest Income on Finance Lease | **14.08** | 19.77 |
| | | Interest Income on Loan | **-** | 5.68 |
| | | Operating Lease rental | **133.81** | 85.90 |
| | | Other Income | **0.01** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **6.73** | 77.35 |
| | | Finance Lease Facility repayment received during the period | **44.57** | 109.18 |
| | | Loan repayment received during the period | **-** | 412.00 |
| | | Sale of fixed assets | **1.91** | 3.92 |
| | | Security deposit received during the period | **5.38** | 7.49 |
| | | Security deposit repaid / adjusted during the period | **-** | 0.50 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **80.64** | 115.99 |
| | | Other Receivables | **29.00** | 17.70 |
| | | **Liabilities** | | |
| | | Security deposit payable | **20.15** | 14.77 |
| | | **Commitments** | | |
| | | Off balance sheet exposure | **4.84** | 26.19 |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 106 | **Tata SIA Airlines Limited (Merged with Air India Limited w.e.f. 12.11.2024)** | **Expenses** | | |
| | | Staff Welfare expenses | **0.03** | - |
| 107 | **Tata Sikorsky Aerospace Limited** | **Income** | | |
| | | Interest Income on Finance Lease | **0.06** | 0.08 |
| | | Operating Lease rental | **0.02** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **-** | 0.10 |
| | | Finance Lease Facility repayment received during the period | **0.22** | 0.21 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.28** | 0.52 |
| | | * Other Receivables | **0.00** | - |
| | | **Liabilities** | | |
| | | Security deposit payable | **0.02** | 0.02 |
| | | **Commitments** | | |
| | | Off balance sheet exposure | **-** | 7.37 |
| 108 | **Tata Steel Downstream Products Limited** | **Income** | | |
| | | Interest Income on Finance Lease | **0.03** | 0.04 |
| | | Interest income through Factoring | **0.15** | - |
| | | Operating Lease rental | **0.07** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility repayment received during the period | **0.05** | 0.05 |
| | | Receivables Factored during the period | **57.42** | - |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.24** | 0.30 |
| | | Other Receivables | **0.01** | - |
| 109 | **Tata Steel Limited** | **Income** | | |
| | | Dividend income | **2.26** | 0.07 |
| | | Interest Income on Finance Lease | **0.13** | 0.02 |
| | | Interest income through Factoring | **23.78** | 3.07 |
| | | Operating Lease rental | **0.06** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility repayment received during the period | **0.84** | 0.14 |
| | | Receivables Factored during the period | **6,397.09** | 1,421.37 |
| | | Security deposit repaid / adjusted during the period | **0.21** | - |
| | | **Assets** | | |
| | | Assigned receivables | **0.50** | 0.05 |
| | | Finance Lease Facility receivable | **0.50** | 1.36 |
| | | Investment in Equity Shares | **96.72** | 2.74 |
| | | Other Receivables | **0.04** | - |
| | | **Liabilities** | | |
| | | Security deposit payable | **0.07** | 0.28 |

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 110 | Tata Steel Long Products Limited (Merged with Tata Steel Limited w.e.f. 15.11.2023) | **Income** | | |
| | | Interest income through Factoring | - | 0.08 |
| | | **Other transactions** | | |
| | | Receivables Factored during the period | - | 16.00 |
| 111 | Tata Steel Utilities and Infrastructure Services Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.27** | 0.24 |
| | | Operating Lease rental | **3.66** | 3.67 |
| | | **Other transactions** | | |
| | | Finance Lease Facility repayment received during the period | **1.44** | 1.64 |
| | | Security deposit received during the period | **0.06** | - |
| | | Security deposit repaid / adjusted during the period | **0.22** | - |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.75** | 1.65 |
| | | Other Receivables | **0.34** | 0.35 |
| | | **Liabilities** | | |
| | | Security deposit payable | **1.87** | 2.03 |
| 112 | Tata Technologies Limited | **Income** | | |
| | | Dividend income | **8.16** | - |
| | | **Expenses** | | |
| | | Information Technology expenses | **11.77** | 4.19 |
| | | **Other transactions** | | |
| | | Purchase of Fixed Assets | **1.52** | - |
| | | **Assets** | | |
| | | Investment in Equity Shares | **506.86** | - |
| | | **Liabilities** | | |
| | | Other Payables | **0.62** | 0.89 |
| 113 | Tata Teleservices (Maharashtra) Limited | **Expenses** | | |
| | | Communication expenses | **2.55** | 1.83 |
| | | **Liabilities** | | |
| | | Other Payables | **0.06** | 0.16 |
| 114 | Tata Teleservices Limited | **Income** | | |
| | | Interest Income on Finance Lease | - | 0.01 |
| | | **Expenses** | | |
| | | Communication expenses | **0.40** | 0.31 |
| | | **Other transactions** | | |
| | | Finance Lease Facility repayment received during the period | **0.01** | 0.25 |
| | | **Liabilities** | | |
| | | Other Payables | **0.01** | 0.03 |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 115 | Tata Toyo Radiator Limited | **Income** | | |
| | | Operating Lease rental | **21.48** | 22.51 |
| | | **Other transactions** | | |
| | | Security deposit received during the period | **0.09** | - |
| | | **Assets** | | |
| | | Other Receivables | **8.10** | 15.49 |
| | | **Liabilities** | | |
| | | Security deposit payable | **0.19** | 0.10 |
| 116 | Tata Unistore Limited | **Income** | | |
| | | * Other Income | **0.00** | - |
| | | **Expenses** | | |
| | | Staff Welfare expenses | **0.03** | 0.01 |
| 117 | Tejas Networks Limited | **Income** | | |
| | | Operating Lease rental | **0.03** | - |
| | | * Other Income | **0.00** | - |
| | | **Assets** | | |
| | | Assigned receivables | **-** | 8.67 |
| | | Other Receivables | **0.01** | - |
| 118 | The Associated Building Company Limited | **Expenses** | | |
| | | Interest expenses on Inter Corporate Deposit | **-** | 0.07 |
| | | **Other transactions** | | |
| | | Inter-Corporate Deposit received during the period | **-** | 4.00 |
| | | Inter-Corporate Deposit repaid during the period | **-** | 4.00 |
| 119 | The Indian Hotels Company Limited | **Income** | | |
| | | * Dividend income | **0.00** | 0.00 |
| | | Interest Income on Finance Lease | **0.01** | 0.01 |
| | | * Operating Lease rental | **0.05** | 0.00 |
| | | **Expenses** | | |
| | | Staff Welfare expenses | **1.45** | 1.06 |
| | | **Other transactions** | | |
| | | * Finance Lease Facility provided during the period | **-** | 0.00 |
| | | Finance Lease Facility repayment received during the period | **0.02** | 0.04 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.03** | 0.06 |
| | | Investment in Equity Shares | **1.54** | 1.16 |
| | | Other Receivables | **0.01** | 0.18 |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 120 | The Tata Power Company Limited | **Income** | | |
| | | * Dividend income | **0.00** | - |
| | | Interest Income on Finance Lease | **1.10** | 1.69 |
| | | Interest income through Factoring | **0.06** | 13.15 |
| | | **Expenses** | | |
| | | Dividend paid on equity shares | **0.05** | 0.05 |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **0.13** | 0.24 |
| | | Finance Lease Facility repayment received during the period | **3.55** | 5.51 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **5.06** | 8.93 |
| | | Investment in Equity Shares | **0.34** | - |
| | | **Liabilities** | | |
| | | Equity shares held | **2.33** | 2.33 |
| 121 | Titan Company Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.10** | 0.11 |
| | | Interest Income on Loan | **0.26** | 0.31 |
| | | **Other transactions** | | |
| | | Finance Lease Facility repayment received during the period | **0.10** | 0.09 |
| | | Interest paid on Non Convertible Debentures | **20.21** | 13.84 |
| | | Loan repayment received during the period | **0.50** | 0.29 |
| | | Paid towards redemption of Non Convertible Debentures | **-** | 30.00 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **1.00** | 1.11 |
| | | Loan balance receivables | **2.39** | 2.91 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **250.00** | 200.00 |
| | | Security deposit payable | **0.13** | 0.13 |
| 122 | TM Automotive Seating Systems Private Limited | **Income** | | |
| | | Operating Lease rental | **0.06** | - |
| | | **Assets** | | |
| | | Other Receivables | **0.02** | - |
| 123 | TM Fainsa Railway Private Limited | **Income** | | |
| | | * Other Income | **0.00** | - |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 124 | TMF Business Services Limited | **Income** | | |
| | | Interest Income on Inter Corporate Deposit | **0.03** | - |
| | | Rental Income | **0.88** | - |
| | | **Expenses** | | |
| | | Rent expenses | **-** | 0.79 |
| | | **Other transactions** | | |
| | | Inter-Corporate Deposit placed during the period | **12.00** | - |
| | | Inter-Corporate Deposit repayment received during the period | **12.00** | - |
| | | **Assets** | | |
| | | Other Receivables | **0.07** | - |
| 125 | TMF Holdings Limited | **Income** | | |
| | | Interest Income on Inter Corporate Deposit | **0.52** | - |
| | | Rental Income | **1.05** | - |
| | | **Expenses** | | |
| | | Rent expenses | **4.52** | - |
| | | **Other transactions** | | |
| | | Inter-Corporate Deposit repayment received during the period | **85.00** | - |
| | | Interest paid on Non Convertible Debentures | **58.15** | - |
| | | Proceeds from sale of Equity shares during the period | **0.01** | - |
| | | **Assets** | | |
| | | Other Receivables | **0.08** | - |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **600.00** | - |
| 126 | TML CV Mobility Solutions Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.01** | - |
| | | * Other Income | **0.00** | - |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.20** | - |
| 127 | TML Smart City Mobility Solutions Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.06** | - |
| | | * Other Income | **0.00** | - |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **1.10** | - |
| 128 | TMRP Auto Trims Private Limited (w.e.f. 25.07.2023) | **Income** | | |
| | | * Other Income | **0.00** | - |

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 129 | TP Ajmer Distribution Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.04** | 0.03 |
| | | **Expenses** | | |
| | | Electricity expenses | **0.02** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **-** | 0.27 |
| | | Finance Lease Facility repayment received during the period | **0.05** | 0.21 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.19** | 0.30 |
| | | **Liabilities** | | |
| | | * Other Payables | **0.00** | - |
| 130 | TP Central Odisha Distribution Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.08** | 0.12 |
| | | **Expenses** | | |
| | | Electricity expenses | **0.07** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **0.03** | 0.58 |
| | | Finance Lease Facility repayment received during the period | **0.36** | 0.46 |
| | | **Assets** | | |
| | | Assigned receivables | **-** | 4.01 |
| | | Finance Lease Facility receivable | **0.30** | 0.69 |
| | | **Liabilities** | | |
| | | Other Payables | **0.01** | - |
| 131 | TP Jalpura Khurja Power Transmission Limited (w.e.f. 05.04.2024) | **Income** | | |
| | | Interest Income on Finance Lease | **0.00** | - |
| | | * Other Income | **0.00** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **0.06** | - |
| | | Finance Lease Facility repayment received during the period | **0.01** | - |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.05** | - |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 132 | TP Northern Odisha Distribution Limited | **Income** | | |
| | | * Interest Income on Finance Lease | **0.00** | 0.04 |
| | | **Expenses** | | |
| | | Electricity expenses | **0.01** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **0.02** | 0.04 |
| | | Finance Lease Facility repayment received during the period | **0.03** | 0.10 |
| | | **Assets** | | |
| | | Assigned receivables | **-** | 4.25 |
| | | Finance Lease Facility receivable | **0.02** | 0.18 |
| | | **Liabilities** | | |
| | | * Other Payables | **0.00** | - |
| 133 | TP Renewable Microgrid Limited | **Income** | | |
| | | * Interest Income on Finance Lease | **0.00** | 0.00 |
| | | **Other transactions** | | |
| | | Finance Lease Facility repayment received during the period | **0.01** | 0.01 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **-** | 0.02 |
| 134 | TP Southern Odisha Distribution Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.03** | 0.02 |
| | | **Expenses** | | |
| | | * Electricity expenses | **0.00** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **-** | 0.07 |
| | | Finance Lease Facility repayment received during the period | **0.11** | 0.02 |
| | | **Assets** | | |
| | | Assigned receivables | **-** | 3.91 |
| | | Finance Lease Facility receivable | **0.06** | 0.19 |
| | | **Liabilities** | | |
| | | * Other Payables | **0.00** | - |
| 135 | TP Western Odisha Distribution Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.05** | 0.09 |
| | | **Expenses** | | |
| | | Electricity expenses | **0.01** | - |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **-** | 0.28 |
| | | Finance Lease Facility repayment received during the period | **0.14** | 0.20 |
| | | **Assets** | | |
| | | Assigned receivables | **-** | 11.72 |
| | | Finance Lease Facility receivable | **0.14** | 0.46 |
| | | **Liabilities** | | |
| | | * Other Payables | **0.00** | - |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 136 | TPL - IAV VOZ CPRR Joint Venture | **Income** | | |
| | | Interest Income on Finance Lease | **0.31** | 0.34 |
| | | Operating Lease rental | **8.88** | 1.10 |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **0.15** | 3.47 |
| | | Finance Lease Facility repayment received during the period | **1.04** | 0.53 |
| | | Security deposit repaid / adjusted during the period | **1.19** | - |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **2.11** | 3.12 |
| | | Other Receivables | **1.64** | - |
| 137 | Trent Limited | **Other transactions** | | |
| | | Payments towards Net Settlement Reward points | **3.43** | 2.94 |
| 138 | TVS Emerald Limited (Formely Known as Emerald Haven Realty Limited) | **Income** | | |
| | | Interest Income on Loan | **8.78** | 10.95 |
| | | **Other transactions** | | |
| | | Loan repayment received during the period | **20.30** | 39.85 |
| | | **Assets** | | |
| | | Loan balance receivables | **50.31** | 70.72 |
| 139 | United Hotels Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.03** | 0.04 |
| | | **Other transactions** | | |
| | | * Finance Lease Facility provided during the period | **-** | 0.00 |
| | | Finance Lease Facility repayment received during the period | **0.12** | 0.07 |
| | | **Assets** | | |
| | | Finance Lease Facility receivable | **0.08** | 0.22 |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 140 | Voltas Limited | **Income** | | |
| | | Interest Income on Finance Lease | **0.06** | - |
| | | * Other Income | **-** | 0.00 |
| | | **Expenses** | | |
| | | Commission expenses | **-** | 0.10 |
| | | Dividend paid on Cumulative Redeemable Preference shares | **2.14** | 3.66 |
| | | Electricity expenses | **0.13** | - |
| | | Rent expenses | **0.77** | - |
| | | Repairs and Maintenance | **0.72** | 0.23 |
| | | **Other transactions** | | |
| | | Finance Lease Facility provided during the period | **0.76** | - |
| | | Finance Lease Facility repayment received during the period | **0.47** | - |
| | | Interest paid on Non Convertible Debentures | **5.75** | - |
| | | Paid towards Redemption of Cumulative Redeemable Preference shares | **30.00** | - |
| | | Purchase of Fixed Assets | **1.46** | 3.53 |
| | | **Assets** | | |
| | | Assigned receivables | **-** | 0.90 |
| | | Finance Lease Facility receivable | **0.25** | 0.76 |
| | | Other Receivables | **0.12** | - |
| | | Security deposit receivable | **0.35** | - |
| | | **Liabilities** | | |
| | | Cumulative Redeemable Preference shares held | **20.00** | 50.00 |
| | | Other Payables | **0.36** | 0.45 |
| | | Payable towards Non Convertible Debentures | **50.00** | - |
| | | **Commitments** | | |
| | | Off balance sheet exposure | **-** | 1.23 |
| 141 | Walwhan Renewable Energy Limited (Merged with Tata Power Renewable Energy Limited w.e.f. 01.10.2024) | **Income** | | |
| | | * Other Income | **-** | 0.00 |
| 142 | Rallis India Limited Provident Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **0.29** | 0.29 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **2.90** | 2.90 |
| 143 | Taj Residency Employees Provident fund Trust (Bangalore unit) | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **0.05** | 0.05 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **0.50** | 0.50 |

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 144 | Tata Chemicals Limited Provident Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **1.74** | 1.56 |
| | | Paid towards redemption of Non Convertible Debentures | **0.30** | 2.00 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **17.90** | 17.90 |
| 145 | Tata Coffee Staff Provident Fund Trust (Ceased w.e.f. 28.02.2024) | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **-** | 0.53 |
| 146 | Tata Communications Employee's Provident Fund Trust | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **0.98** | 0.78 |
| | | Paid towards redemption of Non Convertible Debentures | **-** | 4.50 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **10.40** | 10.40 |
| 147 | Tata Consultancy Services Employees' Gratuity Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **4.85** | - |
| | | Paid towards redemption of Non Convertible Debentures | **50.00** | - |
| 148 | Tata Elxsi (India) Limited Employees Provident Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **1.96** | 1.81 |
| | | Paid towards redemption of Non Convertible Debentures | **0.80** | - |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **22.70** | 23.50 |
| 149 | Tata Industries Superannuation Fund Trust | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **0.05** | 0.17 |
| | | Paid towards redemption of Non Convertible Debentures | **-** | 1.40 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **0.60** | 0.60 |
| 150 | Tata International Limited Gratuity Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **0.20** | 0.20 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **2.00** | 2.00 |
| 151 | Tata Investment Corporation Limited- Provident Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **0.05** | 0.05 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **0.50** | 0.50 |
| 152 | Tata Metaliks Limited Employees Provident fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **-** | 0.02 |
| | | Paid towards redemption of Non Convertible Debentures | **-** | 0.15 |
| 153 | Tata Power Consolidated Provident Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **1.42** | 1.42 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **16.30** | 16.30 |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 154 | Tata Sons Consolidated Provident Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **0.28** | 0.28 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **2.80** | 2.80 |
| 155 | Tata Sons Consolidated Superannuation Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **-** | 0.26 |
| | | Paid towards redemption of Non Convertible Debentures | **-** | 2.35 |
| 156 | Tata Sons Limited H.O. Employees' Gratuity Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **0.01** | 0.01 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **0.10** | 0.10 |
| 157 | Tata Steel Limited Provident Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **1.59** | 0.47 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **17.30** | 17.30 |
| 158 | Tata Steel Long product Limited employees providend fund trust | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **0.22** | 0.22 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **2.30** | 2.30 |
| 159 | Tata Tea Limited Staff Pension Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **1.68** | 0.77 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **18.40** | 17.20 |
| 160 | TCE Employees' Providend Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **0.09** | 0.09 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **1.00** | 1.00 |
| 161 | The Indian Hotels Company Limited Employees Provident Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **0.03** | 0.03 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **0.30** | 0.30 |
| 162 | The Provident Fund of The Tinplate Company of India Limited | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **0.14** | 0.14 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **1.60** | 1.60 |
| 163 | The Tinplate Company Executive Staff Superannuation Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **0.04** | 0.04 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **0.50** | 0.50 |

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 164 | The Tinplate Company of India Limited Gratuity Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **0.10** | 0.10 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **1.10** | 1.10 |
| 165 | Titan Industries Gratuity Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **1.90** | 1.48 |
| | | Paid towards redemption of Non Convertible Debentures | **5.90** | - |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **15.50** | 17.10 |
| 166 | Titan Watches Provident Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **3.08** | 2.68 |
| | | Paid towards redemption of Non Convertible Debentures | **5.30** | - |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **31.60** | 32.80 |
| 167 | Voltas Limited Employees' Superannuation Scheme | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **0.25** | 0.01 |
| | | Paid towards redemption of Non Convertible Debentures | **1.00** | - |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **1.80** | 1.80 |
| 168 | Voltas Limited Managerial Staff Gratuity Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **0.21** | - |
| | | Paid towards redemption of Non Convertible Debentures | **2.00** | - |
| 169 | Voltas Limited Provident Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **0.26** | 0.06 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **3.10** | 2.10 |
| 170 | Voltas Managerial Staff Provident Fund | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **1.61** | 0.90 |
| | | Paid towards redemption of Non Convertible Debentures | **4.00** | - |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **13.50** | 11.30 |
| 171 | KMP Of Holding Company | **Other transactions** | | |
| | | Equity shares issued (including Securities Premium) | **0.49** | - |
| | | **Liabilities** | | |
| | | Equity shares held | **1.20** | - |
| | | Payable towards Non Convertible Debentures | **6.00** | - |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Sr No | Party Name | Nature of Transactions | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 172 | Relative's of KMP | **Other transactions** | | |
| | | Interest paid on Non Convertible Debentures | **0.06** | 0.03 |
| | | Paid towards redemption of Non Convertible Debentures | **0.04** | 0.05 |
| | | **Liabilities** | | |
| | | Payable towards Non Convertible Debentures | **0.60** | 0.24 |
| 173 | Key managerial personnel (KMP) | **Remuneration to KMP** | | |
| | | Post Employment Benefits | **0.52** | 0.49 |
| | | Short Term Employee Benefits | **40.68** | 28.26 |
| | | **Expenses** | | |
| | | Dividend paid on Cumulative Redeemable Preference shares | **-** | 0.04 |
| | | Dividend paid on equity shares | **0.01** | 0.01 |
| | | **Other transactions** | | |
| | | Share based payments (No. of Shares) | | |
| | | Options granted till date | **1,03,31,670** | 1,00,10,545 |
| | | Options exercised till date | **18,14,426.00** | 8,19,518.00 |
| | | Equity shares issued (including Securities Premium) | **0.48** | 0.28 |
| | | Interest paid on Non Convertible Debentures | **0.15** | 0.05 |
| | | **Liabilities** | | |
| | | Cumulative Redeemable Preference shares held | **-** | 0.50 |
| | | Equity shares held | **1.21** | 0.80 |
| | | Payable towards Non Convertible Debentures | **0.02** | 0.52 |

**Notes:**

a) * less than ₹ 1 lakh

b) Expected credit loss provision 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.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**44. Earnings per Share (EPS):**

| Particulars | | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|---|
| Profit after tax | ₹ in crore | **2,594.28** | 2,492.45 |
| Profit after tax attributable to parent company | ₹ in crore | **2,594.28** | 2,492.45 |
| Weighted average number of equity shares in computing Basic / Diluted earnings per share | Nos. | **3,931,887,578** | 3,676,472,629 |
| Face value of equity shares | ₹ | **10** | 10 |
| **Earnings per share (Basic and Diluted)** | ₹ | **6.60** | **6.78** |

**45. Movemennt in provisions**

**A Movement in provisions against loans, off balance sheet exposure and provision for buyer's credit facilities during the year is as under :**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Opening Balance | **1,206.12** | 1,214.71 |
| Add : Additions during the year | **1,226.53** | 721.16 |
| Less : Utilised during the year | **(713.06)** | (729.75) |
| Closing Balance | **1,719.58** | **1,206.12** |

**B Movement in provisions for indirect taxes, consumer disputes during the year is as under :**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Opening Balance | **6.86** | 4.41 |
| Add : Additions during the year (net) | **121.35** | 2.45 |
| Closing Balance | **128.21** | **6.86** |

**46. Movement in employee benefit provisions during the year is as under:**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Opening Balance | **30.57** | 23.56 |
| Add : Additions during the year (net) | **47.83** | 7.01 |
| Closing Balance | **78.40** | **30.57** |

**47.** The company has earned commission from non-life insurance companies amounting to ₹ 68.67 crore (March 31, 2024 : ₹ 41.56 crore) and from life insurance companies amounting to ₹ 209.21 crore (March 31, 2024 : ₹ 75.74 crore)

**48.** The value of a unhedged foreign currency transaction for Letter of Credit and Buyers Credit as on March 31, 2025 is ₹ 0.27 crore (March 31, 2024 : Rs 0.37 crore) is on account of assets acquired to be given on operating lease/finance lease/synthetic lease to the customers.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**49.** The figures for the year ended March 31, 2025 includes the effect of meger of Tata Motors Finance Limited with the Company and are therefore not comparable with figures for the year ended March 31, 2024.

**50. The disclosures as required by the NBFC Master Directions and Disclosures in Financial Statements- Notes to Accounts of NBFCs as issued by RBI (Disclosures are made as per Ind AS financial statements except otherwise stated)**

**Disclosure of details as required by Notification No. RBI/DoR/2023-24/106 Master Direction DoR. FIN.REC.No.45/03.10.119/2023-24 dated October 19, 2023 as amended under Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023**

**a) Capital to Risk Assets Ratio (CRAR)**

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| CRAR (%) | **16.91%** | 16.72% |
| CRAR – Tier I Capital (%) | **12.80%** | 11.86% |
| CRAR – Tier II Capital (%) | **4.11%** | 4.86% |
| Amount of subordinated debt raised as Tier-II Capital | **1,165.00** | 1,491.03 |
| Amount raised by issue of Perpetual Debt Instruments | **-** | - |

**b) Asset Liability Management**

Maturity pattern of certain items of Assets and Liabilities.

**As on March 31, 2025**

(₹ in crore)

| Particulars | Liabilities | | | Assets | | |
|---|---|---|---|---|---|---|
| | Borrowings from Banks | Market Borrowings | Foreign Currency Borrowings | Advances | Investments | Foreign Currency Assets |
| 1 day to 7 days | 157.96 | 18.29 | 238.76 | 4,060.59 | 5,892.61 | - |
| 8 days to 14 days | 126.02 | - | 6.97 | 1,951.48 | - | - |
| 15 days to 30 / 31 days | 5,225.15 | 2,081.07 | 430.40 | 6,011.94 | - | - |
| Over One months to 2 months | 3,241.94 | 5,538.27 | 437.90 | 9,738.94 | - | - |
| Over 2 months upto 3 months | 6,516.01 | 1,106.63 | 134.27 | 6,781.25 | - | - |
| Over 3 months to 6 months | 6,107.18 | 3,097.53 | 2,023.83 | 16,376.91 | - | - |
| Over 6 months to 1 year | 11,323.76 | 7,623.01 | 1,909.21 | 28,345.17 | - | - |
| Over 1 year to 3 years | 29,548.11 | 19,437.35 | 12,351.35 | 42,706.52 | 3.97 | - |
| Over 3 years to 5 years | 4,674.95 | 6,876.88 | 3,989.52 | 20,304.83 | - | - |
| Over 5 years | 2,154.48 | 10,961.12 | - | 19,345.93 | 5,496.01 | 108.07 |
| **Total** | **69,075.56** | **56,740.15** | **21,522.21** | **155,623.56** | **11,392.59** | **108.07** |

Classification of assets and liabilities under the different maturity buckets is based on the same estimates and assumptions as used by the company for Compiling the return submitted to RBI

**As on March 31, 2024**

(₹ in crore)

| Particulars | Liability | | | Assets | | |
|---|---|---|---|---|---|---|
| | Borrowings from Banks | Market Borrowings | Other Financial liabilities | Advances | Investments | Other Financial asset |
| 1 day to 7 days | 121.59 | 47.87 | - | 2,904.25 | 3,103.61 | - |
| 8 days to 14 days | 120.67 | - | 9.60 | 1,486.57 | - | - |
| 15 days to 30 / 31 days | 992.87 | 954.16 | 26.56 | 3,656.95 | - | - |
| Over One months to 2 months | 1,406.41 | 2,777.53 | 139.64 | 6,413.30 | - | - |
| Over 2 months upto 3 months | 3,880.98 | 3,144.34 | 7.67 | 3,039.63 | - | - |
| Over 3 months to 6 months | 7,454.81 | 3,777.77 | 1.12 | 6,871.83 | - | - |
| Over 6 months to 1 year | 7,612.22 | 3,349.79 | 76.35 | 15,609.69 | - | - |
| Over 1 year to 3 years | 18,320.56 | 13,203.51 | 9,115.18 | 27,720.16 | 26.76 | - |
| Over 3 years to 5 years | 2,070.76 | 8,345.30 | 563.33 | 12,698.97 | - | - |
| Over 5 years | 2,725.77 | 10,667.95 | - | 26,035.57 | 6,362.60 | 108.07 |
| **Total** | **44,706.64** | **46,268.22** | **9,939.45** | **106,436.92** | **9,492.97** | **108.07** |

Classification of assets and liabilities under the different maturity buckets is based on the same estimates and assumptions as used by the company for Compiling the return submitted to RBI

**c) The disclosures as required by the Master Direction - Monitoring of frauds in NBFCs issued by RBI dated 29 September 2016**

The company has reported 39 frauds aggregating ₹ 21.20 crore (March 31, 2024 : 13 frauds aggregating ₹ 11.80 crore) based on management reporting to risk committee and to the RBI through prescribed returns. The nature of fraud involved is misappropriation of funds, cheating and forgery

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**50 The disclosures as required in terms of paragraph 31 of Reserve Bank of India Non-Banking Financial Company Scale Based Regulation Directions 2023, issued by Reserve Bank of India dated October 19, 2023 as amended vide circular No. RBI/DoR/2023-24/106DoR.FIN. REC.NO.45 /03.10.119/2023 24 (the "RBI Master Directions") (Continued)**

**d) Disclosure of details as required by Notification No. RBI/DNBR/2016-17/45 Master Direction DNBR.PD.008/03.10.119/2016-17 dated September 01, 2016 as amended under Master Direction – Non-Banking Financial Company – Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 :**

**Liabilities Side:**

(₹ in crore)

| Particulars | Amount Outstanding | | Amount Overdue | |
|---|---|---|---|---|
| | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2025 | As at March 31, 2024 |
| 1) Loans and advances availed by NBFC inclusive of interest accrued thereon but not due | | | | |
| a) Debentures: (other than those falling within the meaning of public deposit) | | | | |
| - Secured | **35,241.39** | **30,258.54** | - | - |
| - Unsecured | **13,919.31** | **9,197.50** | - | - |
| b) Cumulative Redeemable Preference Shares | **330.52** | **795.39** | | |
| c) Term Loans | **80,068.92** | **51,062.49** | - | - |
| d) Inter-corporate loans and borrowing | **25.51** | **40.96** | - | - |
| e) Commercial Paper | **10,641.76** | **5,975.83** | - | - |
| f) Other loans (Compulsorily Convertible Cumulative Preference share) | **-** | **-** | - | - |
| g) Loan from Bank | **-** | **-** | - | - |
| - Working Capital Demand Loan | **7,060.39** | **3,583.60** | - | - |
| - Overdraft | **50.12** | **-** | - | - |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**Assets side:**

(₹ in crore)

| Particulars | Amount Outstanding | |
|---|---|---|
| | 2024-25 | 2023-24 |
| 2) Break up of loans and advances including bills receivables # (other than those included in (3) below) | | |
| - Secured (Gross) | **59,306.28** | 49,414.61 |
| - Unsecured (Gross) | **45,412.80** | 37,365.42 |
| 3) Break up of Leased Assets and stock on hire and other assets counting towards AFC activities | | |
| a) Lease assets including lease rentals under sundry debtors: | | |
| - Financial Lease | **2,889.51** | 2,283.83 |
| - Operating Lease | **1,166.94** | 523.72 |
| b) Stock on hire including hire charges under sundry debtors | | |
| - Financial Lease | **-** | - |
| - Repossessed assets | **-** | - |
| c) Other loans counting towards Asset Financing Company activities | | |
| - Loans where assets have been repossessed | **-** | - |
| - Other loans | **52,065.96** | 20,201.57 |

# Breakup of loans and advances does not include unamortised loan sourcing costs amounting to ₹ 498.63 crore (March 31, 2024 : ₹ 349.40 crore) and revenue received in advance ₹ 685.36 crore (March 31, 2024 : ₹ 545.30 crore) .

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Particulars | Amount Outstanding | |
|---|---|---|
| | 2024-25 | 2023-24 |
| **4) Break up of Investments** | | |
| Current Investments: | | |
| a) **Quoted:** | | |
| - Shares: Equity | **3.22** | 8.93 |
| Preference | **-** | - |
| - Units of Mutual Funds | **701.16** | 75.56 |
| - Others (Treasury bills and TREPS) | **798.73** | 77.75 |
| b) **Unquoted:** | **-** | - |
| - Shares: Equity | **-** | - |
| Preference | **-** | - |
| - Debentures and Bonds | **-** | - |
| - Units of Mutual Funds | **-** | - |
| - Government Securities | **-** | - |
| - Others (Pass through certificate) | **-** | - |
| Long-Term Investments: | **-** | - |
| a) **Quoted:** | **-** | - |
| - Shares: Equity | **653.40** | 32.82 |
| Preference | **-** | - |
| - Units of Mutual Funds | **33.75** | 26.76 |
| - Government Securities | **4,362.94** | 2,950.30 |
| b) **Unquoted:** | **-** | - |
| - Shares: Equity | **4,555.52** | 5,964.57 |
| Preference | **20.38** | 20.00 |
| - Units of Mutual Funds | **-** | - |
| - Others (Venture Capital/AIF units) | **371.56** | 336.28 |

5) Borrower group-wise classification of assets financed as in (2) and (3) above

(₹ in crore)

| Particulars | Secured | | Unsecured | | Total | |
|---|---|---|---|---|---|---|
| | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2025 | As at March 31, 2024 |
| a) Related parties | | | | | | |
| (i) Subsidiaries | **-** | **-** | **74.06** | 74.06 | **74.06** | 74.06 |
| (ii) Companies in the same group | **922.31** | **466.69** | **24.64** | 135.68 | **946.95** | 602.37 |
| (iii) Other related parties | **-** | **-** | **-** | - | **-** | - |
| b) Other than related parties | **113,339.44** | **71,433.32** | **44,987.51** | 37,155.68 | **158,653.54** | 108,589.00 |
| **TOTAL** | **114,261.75** | **71,900.01** | **45,412.80** | **37,365.42** | **159,674.55** | **109,265.43** |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**6) Investor group-wise classification of all investments (current and long-term) in shares and securities (both quoted and unquoted)**

(₹ in crore)

| Particulars | Market Value/Break up or fair value or NAV | | Book Value (Net of Provisions) | |
|---|---|---|---|---|
| | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2025 | As at March 31, 2024 |
| **a) Related parties** | | | | |
| i) Subsidiaries | **9,755.01** | 7,953.33 | **4,669.48** | 4,070.56 |
| ii) Companies in the same group | **814.89** | 2,192.21 | **814.89** | 2,190.84 |
| b) Other than related parties | **6,058.40** | 3,190.74 | **6,016.29** | 3,231.57 |
| **TOTAL** | **16,628.30** | **13,336.28** | **11,500.66** | **9,492.97** |

**7) Other Information**

(₹ in crore)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| a) Gross Non-Performing Assets | | |
| 1) Related parties | **-** | - |
| 2) Other than related parties | **3,721.75** | 1,870.43 |
| b) Net Non-Performing Assets | | |
| 1) Related parties | **-** | - |
| 2) Other than related parties | **1,540.75** | 404.51 |
| c) Assets acquired in satisfaction of debt | **-** | - |

**e) Disclosure of Restructured Accounts As on March 31, 2025**

(₹ in crore)

| Sr. No | Type of Restructuring | | Under CDR Mechanism | Under SME Debt Restructuring Mechanism | Others | | | | | Total | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Asset Classification | | Total | Total | Standard | Sub-standard | Doubtful | Loss | Total | Standard | Sub-standard | Doubtful | Loss | Total |
| | Details | | | | | | | | | | | | | |
| 1 | Restructured accounts as on 1st April, 2024 (Opening figures)* | No. of borrowers[1] | - | - | 21,623 | 4,434 | 21,060 | 1 | 47,118 | 21,623 | 4,434 | 21,060 | 1 | **47,118** |
| | | Amt. outstanding[2] | - | - | 1,235.65 | 150.28 | 193.75 | 0.74 | 1,580.42 | 1,235.65 | 150.28 | 193.75 | 0.74 | **1,580.42** |
| | | Provision thereon | - | - | 123.08 | 61.25 | 185.08 | 0.74 | 370.15 | 123.08 | 61.25 | 185.08 | 0.74 | **370.15** |
| 2 | Fresh restructuring during the year | No. of borrowers | - | - | - | 115 | 5 | - | 120 | - | 115 | 5 | - | **120** |
| | | Amt. outstanding | - | - | 2.00 | 7.60 | 0.85 | - | 10.45 | 2.00 | 7.60 | 0.85 | - | **10.45** |
| | | Provision thereon[3] | - | - | 7.78 | 16.78 | 32.18 | - | 56.74 | 7.78 | 16.78 | 32.18 | - | **56.74** |
| 3 | Upgradations of restructured accounts to Standard category | No. of borrowers | - | - | 24 | (20) | (4) | - | - | 24 | (20) | (4) | - | **-** |
| | | Amt. outstanding | - | - | 15.46 | (11.25) | (5.05) | - | (0.84) | 15.46 | (11.25) | (5.05) | - | **(0.84)** |
| | | Provision thereon | - | - | 2.23 | (4.44) | (4.80) | - | (7.01) | 2.23 | (4.44) | (4.80) | - | **(7.01)** |
| 4 | Restructured advances which ceases to attract higher provisioning and/ or additional risk weight at the end of the FY and hence need not be shown as restructured standard advances at the beginning of the next FY | No. of borrowers | - | - | (2,954) | (55) | (28) | - | (3,037) | (2,954) | (55) | (28) | - | **(3,037)** |
| | | Amt. outstanding | - | - | (146.64) | (6.05) | (1.74) | - | (154.43) | (146.64) | (6.05) | (1.74) | - | **(154.43)** |
| | | Provision thereon | - | - | (39.20) | (4.83) | (1.64) | - | (45.67) | (39.20) | (4.83) | (1.64) | - | **(45.67)** |
| 5 | Downgradations / upgradations of restructured accounts during the FY | No. of borrowers | - | - | (1,795) | (599) | 2,394 | - | - | (1,795) | (599) | 2,394 | - | **-** |
| | | Amt. outstanding | - | - | (84.92) | 3.36 | 61.61 | - | (19.95) | (84.92) | 3.36 | 61.61 | - | **(19.95)** |
| | | Provision thereon | - | - | (5.54) | 2.95 | 26.92 | - | 24.33 | (5.54) | 2.95 | 26.92 | - | **24.33** |
| 6 | Write-offs / settlements / recoveries of restructured accounts during the FY | No. of borrowers | - | - | (7,918) | (2,025) | (3,539) | (1) | (13,483) | (7,918) | (2,025) | (3,539) | (1) | **(13,483)** |
| | | Amt. outstanding | - | - | (452.36) | (67.87) | (118.85) | (0.74) | (639.82) | (452.36) | (67.87) | (118.85) | (0.74) | **(639.82)** |
| | | Provision thereon | - | - | (35.90) | (35.98) | (115.91) | (0.74) | (188.53) | (35.90) | (35.98) | (115.91) | (0.74) | **(188.53)** |
| 7 | Restructured accounts as on 31st Mar, 2025 (Closing figures)* | No. of borrowers | - | - | **8,980** | **1,850** | **19,888** | **-** | **30,718** | **8,980** | **1,850** | **19,888** | **-** | **30,718** |
| | | Amt. outstanding | - | - | **569.19** | **76.07** | **130.57** | **-** | **775.83** | **569.19** | **76.07** | **130.57** | **-** | **775.83** |
| | | Provision thereon | - | - | **52.45** | **35.73** | **121.83** | **-** | **210.01** | **52.45** | **35.73** | **121.83** | **-** | **210.01** |

* Excluding the figures of Standard Restructured Advances which do not attract higher provisioning or risk weight (if applicable)

NOTES

i. No of borrowers includes 16,887 (Standard), 3,465 (Substandard) & 19,422 (Doubtful) accounts acquired under business combination

ii. Amt. outstanding includes ₹ 495.80 crore (Standard), ₹ 62.38 crore (Substandard), ₹ 3.43 crore (Doubtful) acquired under business combination

iii. Provision includes ₹ 7.78 crore (Standard), ₹ 11.22 crore (Substandard), ₹ 31.41 crore (Doubtful) year-end ECL (net of repyaments in FY 24-25) on account of portfolio acquired in business combination.

iv. Fresh Restructuring during the year' includes ₹ 2.18 crore of fresh / additional sanction (10 accounts and 0.19 crore provision thereto also) to existing restructured accounts.

v. Write offs of restructured accounts' includes ₹ 516.85 crore (9,137 accounts with provision of 65.56 crore ) of reduction from existing restructured accounts by way of sale / recovery.

vi. The above disclosure includes restructuring granted pursuant to Reserve Bank of India notification RBI/2020-21/16 DOR.No.BP.BC/3/21.04.048/2020-21 dated August 06, 2020 pertaining to Resolution Framework for COVID-19-related Stress (Refer Note 50 (i) ).

f) Disclosure of details as required by Notification No. RBI/DoR/2023-24/106 Master Direction DoR.FIN.REC.No.45/03.10.119/2023-24 dated October 19, 2023 as amended under Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(i) The Company has following Registrations effective as on March 31, 2025 :

| Issuing Authority | Registration No., if any | Date of registration | Valid upto | Registered as |
|---|---|---|---|---|
| Reserve Bank of India | N-13.02012 | 2-Aug-24 | - | NBFC ICC |
| Reserve Bank of India | N-13.02489 | 6-Aug-24 | - | Factoring Business |
| Reserve Bank of India | - | - | - | Permission for marketing and distribution of credit cards |
| Association of Mutual Fund of India | ARN No. 51479 | 3-Jan-24 | 2-Jan-27 | Distributor of MF products (ARN) |
| Insurance Regulatory and Development Authority of India | CA 0896 | 22-Jan-24 | 21-Jan-27 | Corporate Agent |

(ii) Ratings assigned by credit rating agencies and migration of ratings during the year

| | |
|---|---|
| (i) Rating Assigned to | Short Term Debt, Long Term Debt, Perpetual Debt, Tier II Debt |
| (ii) Date of Rating | ICRA- February 5, 2025, CARE- January 8, 2025, CRISIL- September 2, 2024, India Rating - October 28, 2024, Fitch - January 25, 2024, S&P Global - February 18, 2024. |
| (iii) Rating Valid up to | Till the Date of reaffirmation |
| (iv) Name of the Rating Agency | ICRA Limited (ICRA), CRISIL Limited (CRISIL), Credit Analysis and Research Limited (CARE), India Ratings & Research Private Limited (IND), S&P Global and Fitch |
| (v) Rating of products | |
| (a) Commercial Paper | ICRA A1+ , CRISIL A1+ , IND A1+ (no change in the rating) |
| (b) Debentures | Secured/Unsecured Non Convertible Debentures<br>Current year : ICRA AAA (Stable), CRISIL AAA (Stable) and CARE AAA (Stable)<br>(No change in rating)<br>Secured Non Convertible Debentures - MLD<br>Current year : CRISIL PP-MLD AAA (Stable)<br>Tier II Debentures<br>Current year :ICRA AAA (Stable), CRISIL AAA (Stable) and CARE AAA (Stable)<br>(No change in rating)<br>Perpetual Debentures<br>Current year : CRISIL AA+(Stable), CARE AA+(Stable) and ICRA AA+(Stable)<br>(No change in rating) |
| (c) Preference Shares | CRISIL AAA (Stable) |
| (d) Others | Short Term Bank Loans<br>ICRA A1+ and IND AAA (Stable) (no change in the rating)<br>Long Term Bank Loans<br>Current year : ICRA AAA (Stable) and CRISIL AAA (Stable)<br>(No change in rating) |
| (vi) International Rating | Long-term foreign and local-currency issuer default ratings - Fitch BBB- (Stable)<br>Long-term issuer credit ratings - S&P Global BBB- (Stable)<br>Short-term issuer credit ratings - S&P Global A-3 (Stable) |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(iii) **Participation in currency futures & currency options**
The Company has undertaken currency options transaction during the current year (Previous year: Nil).

(iv) **Net profit or loss for the period, prior period items and changes in accounting policies**
There are no prior period items which are impacting Company's current year profit and loss.

(v) No fines or penalties has been levied on the company for the year ended March 31, 2025

(vi) **Provisions and Contingencies**

| **Break up of 'Provisions and Contingencies' shown under the head Expenditure in the Statement of Profit and Loss ( refer Note 1)** | **For the year ended March 31, 2025** | **For the year ended March 31, 2024** |
|---|---|---|
| Provision for depreciation on Investments (net of fair value changes) | **(23.59)** | 1.35 |
| Impairment loss allowance ( refer Note 2) | **715.07** | 219.77 |
| Provision against assets held for sale | **-** | (31.30) |
| Provision against trade receivables | **(10.26)** | 23.13 |
| Provision against other financial asset | **16.41** | - |
| Provision against derivative current credit exposure | **1.12** | 0.10 |
| Provision made towards Income tax | **781.10** | 716.18 |
| Other Provision and Contingencies (with details): | | |
| - Provision for Employee Benefits | **47.83** | 7.01 |
| - Provision for Standard Assets | **510.08** | (7.44) |
| **Total** | **2,037.76** | **928.80** |

**Note :**

1. The Company has assessed its obligations arising in the normal course of business, including pending litigations, proceedings pending with tax authorities and other contracts including derivative and long term contracts. In accordance with the provisions of IndAS 37 on 'Provisions, Contingent Liabilities and Contingent Assets', the Company 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 separately as contingent liabilities in the notes to the accounts forming part of the financial statements (refer Note no 42(i)). The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial statements.

2. The Company has not availed relief in the classification and provision for non-performing assets against the exposure to micro, small and medium borrowers registered under Goods and Service Tax as provided by RBI through its circular no. RBI/2017-18/129 DBR.No.BP.BC.100/21.04.048/2017-18 dated February 7, 2018.

**(vii) Concentration of Advances & Exposures stood as follows:**

Advances# (₹ in crore)

| **Particulars** | **FY 24-25** | **FY 23-24** |
|---|---|---|
| Total Advances to twenty largest borrowers | **15,230.43** | 11,428.15 |
| Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC | **9.54%** | 10.46% |

# Includes Loans, Advances & Credit Substitutes (Advance includes interest accrued but not due)

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Exposure^ (₹ in crore)

| Particulars | As on March 31, 2025 | As on March 31, 2024 |
|---|---|---|
| Total Exposure to twenty largest borrowers | **19,963.06** | 16,584.51 |
| Percentage of Exposure to twenty largest borrowers to Total Exposure of the NBFC ** | **10.85%** | 13.00% |

^Includes Loans, Advances, Credit Substitutes & Investment in Equity Shares, Preference Shares, Security Receipts & Mutual Funds (including sanctioned part disbursed)
** Total Exposure includes off balance sheet exposure and interest accrued but not due refer note 42.

(viii) Overseas Assets

| Name of Subsidiary | Country | As on March 31, 2025 | As on March 31, 2024 |
|---|---|---|---|
| Tata Capital Pte. Limited | Singapore | **$ 83.98 million** | $ 86.56 million |

The Company has not sponsored any SPVs. Accordingly there is no disclosure applicable

**(ix) Details of loans transferred / acquired under the RBI Master Direction on Transfer of Loan Exposures dated September 24, 2021:**

(a) Details of loans not in default acquired as given below :

(₹ in crore)

| S No. | Particulars | FY 24-25 | FY 23-24 |
|---|---|---|---|
| 1 | Aggregate amount of Loan acquired (in crore) | **26.53** | - |
| 2 | Weighted average residual maturity (in months) | **31** | - |
| 3 | Weighted average holding period by originator (in months) | **10** | - |
| 4 | Retention of beneficial economic interest by the originator | **0.10** | - |
| 5 | Tangible security coverage | **0%** | - |
| 6 | Rating-wise distribution of rated loans | **NA** | - |

(b) Details of loans not in default transferred as given below :

(₹ in crore)

| S No. | Particulars | FY 24-25 | FY 23-24 |
|---|---|---|---|
| 1 | Aggregate amount of Loan acquired (in crore) | **6,217.41** | 529.07 |
| 2 | Weighted average residual maturity (in months) | **125** | 83 |
| 3 | Weighted average holding period by originator (in months) | **8** | 3 |
| 4 | Retention of beneficial economic interest by the originator | **0-75%** | 2-92% |
| 5 | Tangible security coverage | **100%** | 100% |
| 6 | Rating-wise distribution of rated loans | **A, A-, BBB, BBB+, BBB- ,BB+** | AA, BBB+ |

Note:
a. Out of Total Loans Transferred during the FY 2024-25 amounting to Rs.6217.41 Crs, loan amounting of ₹ 1440 Crs were transferred by way of Novation.
b. Ratings from respective rating agencies :ICRA, CARE, CRISIL.

(x) (a) Non Performing Assets purchased during the year - ₹ Nil (Previous Year : ₹ Nil).
(b) Details of Non Performing Assets sold during the year - ₹ Nil (Previous Year : ₹ Nil).

(xi) No Parent Company Products are financed during the year (Previous Year : ₹ Nil).

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(xii) The Exposure to a single borrower and group of borrower does not exceed the limit stipulated by the RBI Concentration norms applicable to NBFCs.

(xiii) The Exposure to Unsecured Advances is ₹ 44,987.51 crore (Year ended March, 31, 2024 : ₹ 37,365.42 crore) constituting 28.17% of the Total Loans and Advances. The Exposure to Secured Loans includes ₹ Nil towards a Loan given against security in the nature of intangible asset.

(xiv) Concentration of NPAs

(₹ in crore)

| Particulars | March 31, 2025 | March 31, 2024 |
|---|---|---|
| Total Exposure to top four NPA accounts | **114.74** | 141.89 |

**(xv) Sector-wise NPAs**

| Sl. No. | Sector | Percentage of NPAs to Total Advances in that sector | |
|---|---|---|---|
| | | March 31, 2025 | March 31, 2024 |
| 1 | Agriculture & allied activities (refer Note 1) | **100.00%** | 96.70% |
| 2 | MSME (refer Note 2) | **1.27%** | 1.31% |
| 3 | Corporate borrowers (refer Note 3) | **0.31%** | 0.55% |
| 4 | Services (refer Note 4) | **0.23%** | 0.32% |
| 5 | Unsecured personal loans (refer Note 5) | **5.26%** | 4.33% |
| 6 | Auto loans (refer Note 6) | **4.07%** | 0.63% |
| 7 | Other personal loans (refer Note 7) | **1.66%** | 2.38% |

**Note:**

1) includes tractor and agri-allied loans (discontinued business).
2) includes borrowers classified as per the Master Direction FIDD.MSME & NFS. BC.No.3/06.02.31/2020-21 dated July 02, 2020.
3) includes borrowers classified as Industry excluding the MSME.
4) includes borrowers classified as Services excluding the MSME.
5) unsecured Personal loans include: Business Loans, Micro Loans, Personal loans, Rural Individual loan, Education loan unsecured
6) auto loans include: Auto New, Auto used, Two-wheeler Loans and Corporate CV
7) other Personal Loans include : Loan against Property, Loan against Shares, Consumer Durables and Education loan secured

(xvi) Since the Company does not have significant uncertainties pending resolutions as at March 31, 2025, revenue recognition has not been postponed.

(xvii) Drawdown of reserves made as below:

| Sl No. | Particulars | FY 24-25 | FY 23-24 |
|---|---|---|---|
| 1 | Dividend on equity shares | **78.67** | 74.76 |
| 2 | Share issue expenses | **7.15** | - |
| 3 | Distribution made to holders of Instruments entirely equity in nature (net of tax) | **169.26** | - |
| 4 | Effect of business combination | **1,012.96** | - |
| | **Total** | **1,268.04** | 74.76 |

(xviii) The disclosure of the Concentration of Deposits taken is not applicable since the Company is not in the

business of accepting deposits being a Systemically Important Non Deposit Accepting NBFC.

**(xix) Derivative Instruments Exposures:**

Derivative positions open as at March 31, 2025 and March 31, 2024 in the form of foreign currency forward exchange contract, cross currency swap, options and interest rate swap are disclosed below. These transactions were undertaken to act as economic hedges for the Company's exposures to various risks in foreign exchange markets and qualify or can be designated as hedging instruments. The accounting for these transactions is stated in note 2 (xiii).

The Company does not hold any derivative instrument which are intended for trading or speculation as on the reporting date.

Outstanding foreign exchange forward contracts, cross currency swap, options and interest rate swap entered into by the Company: -

| Particulars | Buy / Sell | For the Year ended March 31, 2025 | | | | | For the Year ended March 31, 2024 | | |
|---|---|---|---|---|---|---|---|---|---|
| | | USD (Mio) | JPY (Mio) | EURO (Mio) | AED (Mio) | ₹ In crore | USD (Mio) | JPY (Mio) | ₹ In crore |
| Foreign exchange forward contracts i.e. Notional principal of Swap Agreements (Foreign currency amount payable at future date *Closing exchange rate) | **Buy** | **1,172.61** | **17,755.92** | **119.85** | **183.50** | **12,566.09** | 132.28 | 10,294.43 | 1,669.47 |
| "Interest rate swap contract i.e. Notional principal of Swap Agreements (Foreign Currency borrowings*Closing exchange rate)" | **Buy** | **-** | **-** | | | **-** | - | - | - |
| "Cross currency swap contract i.e. Notional principal of Swap Agreements (Foreign Currency borrowings*Closing exchange rate)" | **Buy** | **985.00** | **-** | **-** | **-** | **8,417.66** | 985.00 | - | 8,209.64 |
| Options i.e. Notional principal of Option Agreements (Foreign Currency borrowings*Closing exchange rate) | **Buy / Sell** | **200.00** | **-** | **-** | **-** | **1,709.17** | - | - | - |
| Losses which would be incurred if counterparties failed to fulfil their obligations under the agreements | **Buy** | **-** | **-** | | | **-** | - | - | - |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

| Particulars | Buy / Sell | For the Year ended March 31, 2025 | | | | | For the Year ended March 31, 2024 | | |
|---|---|---|---|---|---|---|---|---|---|
| | | USD (Mio) | JPY (Mio) | EURO (Mio) | AED (Mio) | ₹ In crore | USD (Mio) | JPY (Mio) | ₹ In crore |
| Collateral required by the NBFC upon entering into swaps | **Buy** | **-** | **-** | | | **-** | - | - | - |
| Concentration of credit risk arising from the swaps $ | **Buy** | **-** | **-** | | | **-** | - | - | - |
| The fair value gain/ (loss) of the swap book | **Buy / Sell** | **NA** | **NA** | **NA** | **NA** | **(75.07)** | NA | NA | 29.20 |

**Disclosures on Risk Exposure in Derivatives**

**A. Qualitative Disclosure**

The Company has a risk management policy to enter into derivatives to manage the risk associated with external commercial borrowings. The following table highlights the key aspects of the policy:

a) Treasury and Risk function is authorised to elect appropriate derivative instrument:,

b) The Company shall fully hedge the risk on account of foreign currency fluctuation and change interest rate towards external commercial borrowing;

c) The Company has put in place a reporting and monitoring mechanism for the risk associated with the derivative transaction;

d) Company has a hedging policy in place which mandates to have a hedge relation established before a derivative transaction is entered into. The Company ensures that the hedging effectiveness is monitored continuously during the life of the derivative contract;

e) The company has put in place accounting policy covering recording hedge and non-hedge transactions, recognition of income, premiums and discounts; valuation of outstanding contracts; provisioning and credit risk mitigation. (refer note 2 (xiii))

**B. Quantitative Disclosure**

(₹ in crore)

| Particulars | Currency Derivatives | | Interest Rate Derivatives | |
|---|---|---|---|---|
| | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2025 | As at March 31, 2024 |
| (i) Derivatives (Notional Principal Amount) | **2,692.92** | 9,879.11 | **-** | - |
| (ii) Marked to Market Positions | | | | |
| (a) Assets (+) | **471.02** | 165.52 | **2.11** | 26.92 |
| (b) Liability (-) | **(222.51)** | (39.75) | **(9.84)** | - |
| (iii) Credit Exposure [2] | **-** | - | **-** | - |
| (iv) Unhedged Exposures | **-** | - | **-** | - |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**(xx) NPA Movement during the year**

(₹ in crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| **(i) Net NPAs to Net Advances (%)** | **0.98%** | **0.38%** |
| **(ii) Movement of NPAs (Gross)** | | |
| (a) Opening balance | **1,870.43** | 1,474.52 |
| (b) Portfolio acquired under business combination | **554.50** | - |
| (c) Reinstated balance as on April 1, 2024 | **2,424.93** | - |
| (d) Additions during the year | **2,919.04** | 1,067.67 |
| (e) Reductions during the year | **(1,622.22)** | (671.76) |
| (f) Closing balance | **3,721.75** | 1,870.43 |
| **(iii) Movement of provisions for NPAs (excluding provision on standard assets)** | | |
| (a) Opening balance | **1,465.92** | 1,238.88 |
| (b) Portfolio acquired under business combination | **-** | - |
| (c) Additions during the year* | **1,811.21** | 822.88 |
| (d) Write-off / write-back of excess provisions | **(1,096.13)** | (595.84) |
| (e) Closing balance | **2,181.00** | 1,465.92 |
| **(iv) Movement of Net NPAs** | | |
| (a) Opening balance | **404.51** | 235.64 |
| (b) Portfolio acquired under business combination | **554.50** | - |
| (c) Reinstated balannce as on April 1, 2024 | **959.01** | - |
| (d) Additions during the year | **1,107.83** | 244.79 |
| (e) Reductions during the year | **(526.09)** | (75.92) |
| (f) Closing balance | **1,540.75** | 404.51 |

**Note:**

*Additions during the year include provision of Rs 447.41 crores on account of business combination

The movement of Gross NPA, Provisions for NPA and Net NPA presented above excludes NPA identified and regularized in the same financial year.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

### (xxi) Investments

(₹ in crore)

| Particulars | FY 24-25 | FY 23-24 |
|---|---|---|
| **(1) Value of Investments** | | |
| (i) Gross Value of Investments | **11,562.47** | 9,578.37 |
| (a) In India | **11,454.40** | 9,470.30 |
| (b) Outside India | **108.07** | 108.07 |
| (ii) Provision for Depreciation | **61.81** | 85.40 |
| (a) In India | **61.81** | 85.40 |
| (b) Outside India | **-** | - |
| (iii) Net value of investments | **11,500.66** | 9,492.97 |
| (a) In India | **11,392.59** | 9,384.90 |
| (b) Outside India | **108.07** | 108.07 |
| **(2) Movement of Provisions held towards depreciation on investments** | | |
| (i) Opening Balance | **85.40** | 77.77 |
| (ii) Add: Provision during the year | **34.07** | 7.63 |
| (iii) Less: Write-back of excess provisions during the year | **57.66** | 0.00 |
| (iv) Closing balance | **61.81** | 85.40 |

### (xxii) Exposure to real estate sector

(₹ in crore)

| Category | As on March 31, 2025 | As on March 31, 2024 |
|---|---|---|
| **i) Direct exposure** | | |
| **a) Residential Mortgages -** | | |
| Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented. Exposure would also include non-fund based (NFB) limits. | **6,303.96** | 5,116.76 |
| **b) Commercial Real Estate -** | | |
| Lending secured by mortgages on commercial real estate (office buildings, retail space, multipurpose commercial premises, multifamily residential buildings, multi tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.). Exposure would also include non-fund based (NFB) limits. | **8,244.82** | 6,720.78 |
| **c) Investments in Mortgage-Backed Securities (MBS) and other securitized exposures -** | | |
| 1) Residential | **-** | - |
| 2) Commercial Real Estate | **-** | - |
| **ii) Indirect Exposure** | | |
| Fund based and non-fund-based exposures on National Housing Bank and Housing Finance Companies. | **4,467.43** | 3,944.60 |
| **Total Exposure to Real Estate Sector** | **19,016.21** | **15,782.14** |

**Note:**

Exposure to Real Estate Sector includes:

a) Limits given to Borrowers but part un-utilised of ₹ 964.20 crore (March 31, 2024 : 830.65).

b) Pursuant to RBI circular no RBI/2009-10/151 DBOD.BP.BC.No.42/08.12.01/2009-10 dated September 9, 2009, an exposure is classified as real estate exposure if the cash flows are primarily dependant on the buy/sell/renting of the real estate property.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

### (xxiii) Exposure to capital market

(₹ in crore)

| Particulars | | As on March 31, 2025 | As on March 31, 2024 |
|---|---|---|---|
| i) | Direct investment in equity shares, convertible bonds, convertible debentures and units of equity oriented mutual funds the corpus of which is not exclusively invested in corporate debt | **5,575.83** | 6,705.48 |
| ii) | Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity oriented mutual funds | **4,122.67** | 2,393.32 |
| iii) | Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security | **8,919.38** | 6,673.76 |
| iv) | Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds does not fully cover the advances | **-** | - |
| v) | Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers | **937.93** | 1,100.57 |
| vi) | Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources | **-** | - |
| vii) | Bridge loans to companies against expected equity flows / issues | **-** | - |
| viii) | Underwriting commitments taken up by the NBFCs in respect of primary issue of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds | **-** | - |
| ix) | Financing to stockbrokers for margin trading | **-** | - |
| x) | All exposures to Alternative Investment Funds: | | |
| | (i) Category I | **-** | - |
| | (ii) Category II | **-** | - |
| | (iii) Category III | **31.89** | 32.69 |
| **Total exposure to capital market** | | **19,587.70** | **16,905.82** |

**Notes:**

Exposure to Capital Market includes:

a) Limits given to Borrowers but part un-utilised of ₹ 1,239.03 crore (March 31, 2023 : ₹ 892.23 crore).

b) Investment in equity shares of ₹ 4,205.96 crore in a Commercial Real Estate customer i.e. Tata Capital Housing Finance Limited (March, 31, 2024 : ₹ 3,606 crore).

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## (xxiv) Sectoral exposure

(₹ in crore)

| Sectors | As on March 31, 2025 | | | As on March 31, 2024 | | |
|---|---|---|---|---|---|---|
| **Particulars** | **Total Exposure (includes on balance sheet and off-balance sheet exposure)** | **Gross NPAs** | **Percentage of Gross NPAs to total exposure in that sector** | **Total Exposure (includes on balance sheet and off-balance sheet exposure)** | **Gross NPAs** | **Percentage of Gross NPAs to total exposure in that sector** |
| **1. Agriculture and Allied Activities** | **0.08** | **0.08** | **100.00%** | **1.16** | **1.12** | **96.55%** |
| **2. Industry** | | | | | | |
| 2.1. Micro and Small | **4,570.25** | **62.63** | **1.37%** | 4,309.42 | 54.74 | 1.27% |
| 2.2. Medium | **4,174.89** | **58.68** | **1.41%** | 3,909.64 | 46.13 | 1.18% |
| 2.3. Large | **34,749.34** | **85.40** | **0.25%** | 29,574.37 | 134.40 | 0.45% |
| **Total of Industry (2)** | **43,494.48** | **206.71** | **0.48%** | **37,793.43** | **235.27** | **0.62%** |
| **3. Services** | | | | | | |
| 3.1.Transport Operators | **365.76** | **4.53** | **1.24%** | 399.92 | 3.63 | 0.91% |
| 3.2.Computer Software | **490.62** | **1.27** | **0.26%** | 503.31 | 4.00 | 0.79% |
| 3.3. Tourism, Hotels and Restaurants | **153.96** | **0.00** | **0.00%** | 114.66 | 0.00 | 0.00% |
| 3.4. Shipping | **47.68** | **0.00** | **0.00%** | 47.12 | 0.00 | 0.00% |
| 3.5. Aviation | **0.00** | **0.00** | **0.00%** | 7.37 | 0.00 | 0.00% |
| 3.6. Professional Services | **1,029.73** | **11.84** | **1.15%** | 698.46 | 0.00 | 0.00% |
| 3.7. Trade | **11,681.69** | **130.82** | **1.12%** | 9,049.45 | 146.98 | 1.62% |
| 3.7.1. Wholesale Trade (other than food procurement) | **5,025.98** | **54.05** | **1.08%** | 2,857.65 | 62.86 | 2.20% |
| 3.7.2. Retail Trade | **6,655.70** | **76.77** | **1.15%** | 6,191.80 | 84.11 | 1.36% |
| 3.8. Commercial Real Estate | **4,605.73** | **0.42** | **0.01%** | 3,145.10 | 0.00 | 0.00% |
| 3.9. Non-Banking Financial Companies (NBFCs) of which, | **8,411.14** | **24.09** | **0.29%** | 7,370.12 | 0.00 | 0.00% |
| 3.9.1. Housing Finance Companies (HFCs) | **222.66** | **0.00** | **0.00%** | 257.60 | 0.00 | 0.00% |
| 3.9.2. Public Financial Institutions (PFIs) | **0.00** | **0.00** | **0.00%** | 0.00 | 0.00 | 0.00% |
| 3.10. Other Services | **22,097.30** | **82.62** | **0.37%** | 13,513.27 | 82.63 | 0.61% |
| **Total of Services (3)** | **48,883.61** | **255.59** | **0.52%** | **34,848.78** | **237.24** | **0.68%** |
| **4. Personal Loans** | | | | | | |
| 4.1. Consumer Durables | **0.63** | **0.63** | **100.00%** | 2.50 | 1.63 | 65.20% |
| 4.2. Housing (Including Priority Sector Housing) | **0.00** | **0.00** | **0.00%** | 0.00 | 0.00 | 0.00% |
| 4.3. Advances against Fixed Deposits (Including FCNR (B), NRNR Deposits etc.) | **0.00** | **0.00** | **0.00%** | 0.00 | 0.00 | 0.00% |
| 4.4. Advances to Individuals against share, bonds, etc. | **5,027.05** | **0.05** | **0.00%** | 3,554.21 | 0.00 | 0.00% |
| 4.5. Credit Card Outstanding | **0.00** | **0.00** | **0.00%** | 0.00 | 0.00 | 0.00% |
| 4.6. Education | **590.40** | **0.00** | **0.00%** | 90.44 | 0.00 | 0.00% |
| 4.7. Vehicle Loans | **39,332.57** | **1,583.52** | **4.03%** | 11,319.92 | 243.18 | 2.15% |
| 4.8. Loans against gold jewellery | **0.00** | **0.00** | **0.00%** | 0.00 | 0.00 | 0.00% |
| 4.9. Other Personal Loans | **30,027.82** | **1,454.78** | **4.84%** | 26,944.29 | 886.05 | 3.29% |
| 4.10.Others | **10,596.75** | **220.39** | **2.08%** | 9,002.41 | 265.93 | 2.95% |
| **Total of Personal Loans (4)** | **85,575.22** | **3,259.37** | **3.81%** | **50,913.77** | **1,396.79** | **2.74%** |
| **5. Others, if any (please specify)** | **-** | **-** | **-** | **-** | **-** | **-** |
| **Total** | **1,77,953.39** | **3,721.75** | **2.09%** | **1,23,557.14** | **1,870.42** | **1.51%** |

**Notes :**

a) "4.7. Vehicle Loans" includes Auto New, Auto used, Two wheeler Loans, Corporate CV and vehicle products of Motor Finance (TMFL).

b) "4.9. Other Personal Loans" includes Micro finance loans, Personal Loans,Business Loans & Rural Individual Loans.

c) "4.10.Others" includes Loan against property.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**(xxv) Intra-group exposures**

(₹ in crore)

| Particulars | As on March 31, 2025 | As on March 31, 2024 |
|---|---|---|
| i) Total amount of intra-group exposures | **6,624.59** | 5,006.91 |
| ii) Total amount of top 20 intra-group exposures | **6,560.85** | 4,904.85 |
| iii) Percentage of intra-group exposures to total exposure of the NBFC on borrowers/customers | **3.60%** | 4.22% |

(xxvi) There were no unhedged foreign currency transactions during current year. Refer Note No. 36 C (ii) for policies to manage currency induced risk.

**(xxvii) Related Party Disclosure**

**As on March 31, 2025**

(₹ in crore)

| Nature of transaction | Parent (as per ownership or control) | | Subsidiaries | | Associates & Joint Venture | | Key Management Personnel# | | Relatives of Key Management Personnel# | | Subsidiary of Holding Company | | Associate of Holding Company | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | As on date / for the year | Maximum | As on date / for the year | Maximum | As on date / for the year | Maximum | As on date / for the year | Maximum | As on date / for the year | Maximum | As on date / for the year | Maximum | As on date / for the year | Maximum |
| Borrowings | - | - | - | 600.00 | - | - | 0.02 | 1.02 | 0.60 | 0.60 | - | - | - | - |
| Deposits | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Placement of deposits | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Advances | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Investments | - | - | 4,728.57 | 4,728.57 | 20.01 | 28.81 | - | - | - | - | - | - | - | - |
| Purchase of fixed/other assets | - | NA | 0.25 | NA | - | NA | - | NA | - | NA | - | NA | - | NA |
| Sale of fixed/other assets | - | NA | 0.29 | NA | - | NA | - | NA | - | NA | - | NA | - | NA |
| Interest Paid | - | NA | 0.61 | NA | - | NA | 0.15 | NA | 0.06 | NA | - | NA | - | NA |
| Interest Received | - | NA | - | NA | - | NA | - | NA | - | NA | - | NA | - | NA |
| Others : | | | | | | | | | | | | | | |
| Equity shares held | 3,528.68 | NA | - | NA | - | NA | - | NA | - | NA | - | NA | - | NA |
| Infusion in Equity Share (inclusive of premium)* | 1,432.14 | NA | - | NA | - | NA | - | NA | - | NA | - | NA | - | NA |
| Receivables Factored during the period* | - | NA | - | NA | - | NA | - | NA | - | NA | - | NA | 7,815.46 | NA |
| Other Loans given* | - | NA | - | NA | - | NA | - | NA | - | NA | - | NA | - | NA |
| Other Loans repayment received* | - | NA | - | NA | - | NA | - | NA | - | NA | - | NA | - | NA |
| Other Borrowings received* | - | NA | 1,025.00 | NA | - | NA | - | NA | - | NA | - | NA | - | NA |
| Other Borrowings repaid* | - | NA | 1,025.00 | NA | - | NA | - | NA | - | NA | - | NA | - | NA |
| Proceeds from divestment* | 2,122.09 | NA | - | NA | - | NA | - | NA | - | NA | - | NA | - | NA |

* Transactions during the year.
# Transactions by directors and relatives of directors.

## (xxvii) Related Party Disclosure

**As on March 31, 2024**

(₹ in crore)

| Nature of transaction | Parent (as per ownership or control) | | Subsidiaries | | Associates & Joint Venture | | Key Management Personnel# | | Relatives of Key Management Personnel# | | Subsidiary of Holding Company | | Associate of Holding Company | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | As on date / for the year | Maximum | As on date / for the year | Maximum | As on date / for the year | Maximum | As on date / for the year | Maximum | As on date / for the year | Maximum | As on date / for the year | Maximum | As on date / for the year | Maximum |
| Borrowings | - | - | - | - | - | - | 1.02 | 1.02 | 0.24 | 0.29 | - | - | - | - |
| Deposits | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Placement of deposits | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Advances | - | - | - | 507.30 | 96.45 | 835.85 | - | - | - | - | - | - | - | - |
| Investments | - | - | 4,070.56 | 4,070.56 | 28.81 | 125.81 | - | - | - | - | 2,158.14 | 2,565.46 | - | - |
| "Purchase of fixed/other assets" | - | NA | 0.18 | NA | - | NA | - | NA | - | NA | - | NA | - | NA |
| Sale of fixed/other assets | - | NA | - | NA | - | NA | - | NA | - | NA | - | NA | - | NA |
| Interest Paid | - | NA | - | NA | - | NA | 0.05 | NA | 0.03 | NA | - | NA | - | NA |
| Interest Received | - | NA | - | NA | 11.29 | NA | - | NA | - | NA | - | NA | - | NA |
| Others : | | | | | | | | | | | | | | |
| Equity shares held | 3,477.72 | NA | - | NA | - | NA | - | NA | - | NA | - | NA | - | NA |
| Infusion in Equity Share (inclusive of premium)* | 1,905.28 | NA | - | NA | - | NA | - | NA | - | NA | - | NA | - | NA |
| Inter-Corporate Deposit received* | - | NA | - | NA | - | NA | - | NA | - | NA | - | NA | - | NA |
| Inter-Corporate Deposit repaid* | - | NA | - | NA | - | NA | - | NA | - | NA | - | NA | - | NA |
| Other Loans given* | - | NA | 1,355.00 | NA | - | NA | - | NA | - | NA | - | NA | 1,443.48 | NA |
| Other Loans repayment received* | - | NA | 1,798.67 | NA | - | NA | - | NA | - | NA | 914.39 | NA | - | NA |
| Investment in Equity shares during period* | - | NA | 730.00 | NA | - | NA | - | NA | - | NA | - | NA | - | NA |
| Proceeds from divestment* | 909.88 | NA | - | NA | - | NA | - | NA | - | NA | - | NA | - | NA |

Transactions during the year.

# Transactions by directors and relatives of directors.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**(xxviii) Disclosure of complaints**

**1) Summary information on complaints received by the NBFCs from customers and from the Offices of Ombudsman**

| Sr. No | Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|---|
| | **Complaints received by the NBFC from its customers** | | |
| 1 | Number of complaints pending at beginning of the year* | **791** | 18 |
| 2 | Number of complaints received during the year | **11,358** | 4,785 |
| 3 | Number of complaints disposed during the year | **11,418** | 4,734 |
| 3.1 | Of which, number of complaints rejected by the NBFC | **3,263** | 1,531 |
| 4 | Number of complaints pending at the end of the year | **731** | 69 |
| | **Maintainable complaints received by the NBFC from Office of Ombudsman** | | |
| 5 | Number of maintainable complaints received by the NBFC from Office of Ombudsman | **1408** | 953 |
| 5.1 | Of 5, number of complaints resolved in favour of the NBFC by Office of Ombudsman | **1387** | 953 |
| 5.2 | Of 5, number of complaints resolved through conciliation/ mediation/advisories issued by Office of Ombudsman** | **21** | 11 |
| 5.3 | Of 5, number of complaints resolved after passing of Awards by Office of Ombudsman against the NBFC | **-** | - |
| 6 | Number of Awards unimplemented within the stipulated time (other than those appealed) | **-** | - |

* Includes 722 complaints related to Tata Motors Finance Limited

** Of the 16 advisories received in FY 2024-25, 3 are for cases received and reported in FY 2023-24.

**2) Top five grounds of complaints received by the NBFCs from customers**

| Grounds of complaints, (i.e. complaints relating to) | Number of complaints pending at the beginning of the year | Number of complaints received during the year | % increase/ decrease in the number of complaints received over the previous year* | Number of complaints pending at the end of the year | Of 5, number of complaints pending beyond 30 days |
|---|---|---|---|---|---|
| 1 | 2 | 3 | 4 | 5 | 6 |
| **For the year ended March 31, 2025** | | | | | |
| Collections Related | 78 | 3,701 | 130% | 128 | 3 |
| Any Notice / request from Advocates/ RTO | 607 | 1,877 | -** | 498 | 498 |
| Bureau related | 29 | 1,779 | -** | 25 | - |
| Communication to Third Party | 6 | 601 | (8%) | 18 | - |
| Fraud Related | 4 | 303 | 75% | 8 | - |
| Others | 67 | 3,097 | 88% | 54 | 5 |
| **Total** | **791** | **11,358** | **-** | **731** | **506** |
| **For the year ended March 31, 2024** | | | | | |
| Collections Related | 7 | 1,606 | - | 40 | - |
| Communication to Third Party | - | 652 | - | 6 | - |
| DND Related | - | 373 | - | 2 | - |
| Disbursement related | - | 335 | - | 4 | 2 |
| Fraud Related | - | 173 | - | 4 | |
| Others | 11 | 1,646 | - | 13 | |
| **Total** | **18** | **4,785** | **-** | **69** | **2** |

*Number of complaints received during the year includes complaints received by Tata Motors Finance Limited

** % increase/(decrease) cannot be calculated since ground of complaint was not applicable for the year ended March 31, 2024.

(xxix) There is no breach of covenant of loan availed or debt securities issued.

(xxx) There is no divergence in asset classification and provisioning.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(xxxi) **Disclosures for Loans or advances granted to promoters, directors and the related parties:**

(₹ in crore)

| Type of Borrowers | Amount of loan or advance in the nature of loan outstanding | Percentage to the total Loans and Advances in the nature of loans | Remarks |
|---|---|---|---|
| Promoter | - | - | - |
| Directors | - | - | - |
| KMPs | - | - | - |
| Related Parties | 1,021.01 | 0.64% | - |

**(xxxii) Disclosure of details as required by Master Direction - Non-Banking Financial Company - Scale Based Regulation Directions, 2023 as amended**

**Loans to Directors, Senior Officers and Relatives of Directors:**

(₹ in crore)

| Particulars | Aggregate amount of such sanctioned loans and advances | |
|---|---|---|
| | As at March 31, 2025 | As at March 31, 2024 |
| Directors and their relatives | - | - |
| Entities associated with directors and their relatives* | 890.00 | - |
| Senior Officers and their relatives | 0.45 | 2.62 |

* includes operating lease facility sanctioned during the year

**(xxxiii)** The company is taking necessary steps in complying with the requirements of Scale Based Regulations (SBR) as applicable.

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## g) Disclosure pursuant to Reserve Bank of India notification DOR (NBFC).CC.PD.No.109 /22.10.106/2019-20 dated March 13, 2020 pertaining to Asset Classification as per RBI Norms

**As at March 31, 2025** (₹ in crore)

| Asset Classification as per RBI Norms | Asset classification as per Ind AS 109 | Gross Carrying Amount as per Ind AS | Loss Allowances (Provisions) as required under Ind AS 109 | Net Carrying Amount | Provisions required as per IRACP norms | Difference between Ind As 109 Provisions and IRACP norms |
|---|---|---|---|---|---|---|
| (1) | (2) | (3) | (4) | (5)=(3)-(4) | (6) | (7) = (4)-(6) |
| **Performing Assets** | | | | | | |
| Standard | Stage 1 | 1,52,592.47 | 1,159.24 | 1,51,433.23 | 674.13 | 485.11 |
| | Stage 2 | 3,360.33 | 524.02 | 2,836.31 | 27.27 | 496.75 |
| **Subtotal** | | **1,55,952.80** | **1,683.26** | **1,54,269.54** | **701.40** | **981.86** |
| **Non-Performing Assets (NPA)** | | | | | | |
| Substandard | Stage 3 | 2,902.77 | 1,537.46 | 1,365.31 | 266.74 | 1,270.72 |
| Doubtful - up to 1 year | Stage 3 | 459.64 | 355.62 | 104.02 | 334.19 | 21.43 |
| 1 to 3 years | Stage 3 | 271.09 | 220.62 | 50.47 | 177.97 | 42.65 |
| More than 3 years | Stage 3 | 86.67 | 65.87 | 20.80 | 60.25 | 5.62 |
| Subtotal for doubtful | | 817.40 | 642.11 | 175.29 | 572.41 | 69.70 |
| Loss | Stage 3 | 1.58 | 1.42 | 0.16 | 1.31 | 0.11 |
| **Subtotal for NPA** | | **3,721.75** | **2,181.00** | **1,540.76** | **840.46** | **1,340.53** |
| Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms | Stage 1 | 18,266.58 | 34.82 | 18,231.76 | - | 34.82 |
| | Stage 2 | 12.25 | 1.19 | 11.06 | - | 1.19 |
| | Stage 3 | - | - | - | - | - |
| **Subtotal** | | **18,278.83** | **36.01** | **18,242.82** | **-** | **36.01** |
| **Total** | **Stage 1** | **1,70,859.05** | **1,194.06** | **1,69,664.99** | **674.13** | **519.93** |
| | **Stage 2** | **3,372.58** | **525.21** | **2,847.37** | **27.27** | **497.94** |
| | **Stage 3** | **3,721.75** | **2,181.00** | **1,540.76** | **840.46** | **1,340.53** |
| | **Total** | **1,77,953.38** | **3,900.27** | **1,74,053.12** | **1,541.86** | **2,358.40** |

1. Stage I includes impairment allowance towards loan designated as FVTOCI amounting to ₹ 1.40 crore.
2. Net Carrying Amount for Loss classification has been recovered by way of claims received from Credit Guarantee Fund Trust for Micro and Small Enterprises (CGTMSE).

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**As at March 31, 2024** (₹ in crore)

| Asset Classification as per RBI Norms | Asset classification as per Ind AS 109 | Gross Carrying Amount as per Ind AS | Loss Allowances (Provisions) as required under Ind AS 109 | Net Carrying Amount | Provisions required as per IRACP norms | Difference between Ind As 109 Provisions and IRACP norms |
|---|---|---|---|---|---|---|
| (1) | (2) | (3) | (4) | (5)=(3)-(4) | (6) | (7) = (4)-(6) |
| **Performing Assets** | | | | | | |
| Standard | Stage 1 | 1,05,675.51 | 887.19 | 1,04,788.32 | 447.16 | 440.03 |
| | Stage 2 | 1,719.49 | 279.49 | 1,440.00 | 95.99 | 183.50 |
| **Subtotal** | | **1,07,395.00** | **1,166.68** | **1,06,228.32** | **543.15** | **623.53** |
| **Non-Performing Assets (NPA)** | | | | | | |
| Substandard | Stage 3 | 997.55 | 653.45 | 344.10 | 100.49 | 552.96 |
| Doubtful - up to 1 year | Stage 3 | 481.17 | 463.39 | 17.78 | 396.21 | 67.18 |
| 1 to 3 years | Stage 3 | 283.24 | 258.39 | 24.85 | 198.88 | 59.51 |
| More than 3 years | Stage 3 | 90.68 | 72.91 | 17.77 | 57.42 | 15.49 |
| Subtotal for doubtful | | 855.09 | 794.69 | 60.40 | 652.51 | 142.18 |
| Loss | Stage 3 | 17.78 | 17.78 | - | 17.78 | - |
| **Subtotal for NPA** | | **1,870.42** | **1,465.92** | **404.50** | **770.78** | **695.14** |
| Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms | Stage 1 | 14,262.16 | 37.16 | 14,225.00 | - | 37.16 |
| | Stage 2 | 29.56 | 1.63 | 27.93 | - | 1.63 |
| | Stage 3 | - | - | - | - | - |
| **Subtotal** | | **14,291.72** | **38.79** | **14,252.93** | **-** | **38.79** |
| **Total** | **Stage 1** | **1,19,937.67** | **924.35** | **1,19,013.32** | **447.16** | **477.19** |
| | **Stage 2** | **1,749.05** | **281.12** | **1,467.93** | **95.99** | **185.13** |
| | **Stage 3** | **1,870.42** | **1,465.93** | **404.50** | **770.78** | **695.14** |
| | **Total** | **1,23,557.14** | **2,671.40** | **1,20,885.75** | **1,313.93** | **1,357.46** |

1. Stage I includes impairment allowance towards loan designated as FVTOCI amounting to ₹ 4.79 crore.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**h) Disclosure pursuant to Reserve Bank of India Circular DOR.NBFC (PD) CC. No.102/03.10.001 /2019-20 dated November 4, 2019 pertaining to Liquidity Risk Management Framework for Non-Banking Financial Companies.**

**Following disclosures (point (i) to (vii)) are prepared without giving the effect of business combination.**

**(i) Funding Concentration based on significant counterparty (borrowings)**

(₹ in crore)

| Sr. No | Number of Significant Counterparties | Amount | % of Total deposits | % of Total Liabilities |
|---|---|---|---|---|
| 1 | 23 | 71,293.94* | 0% | 58.32% |

* Principal amount outstanding as on March 31, 2025

**(ii) Top 20 Large Deposits**

| Sr. No | Counterparty | Amount | % of total deposits |
|---|---|---|---|
| Nil | | | |

**(iii) Top 10 Borrowing (amounts to ₹ 49,255.75 crore and 42.26% of total borrowings)**

| Sr. No. | Amount (₹ In crore) | % of total borrowings |
|---|---|---|
| 1 | 49,255.75* | 42.26% |

* Face Value of outstanding amount considered

**(iv) Funding Concentration based on significant instrument/product**

(₹ in crore)

| Sr. No | Name of the instrument/product | Amount * | % of total liabilities |
|---|---|---|---|
| 1 | Non Convertible Debenture | 42,351.42 | 34.64% |
| 2 | Bank Loans | 48,959.04 | 40.05% |
| 3 | Commercial paper | 5,915.00 | 4.84% |
| 4 | External Commercial Borrowing and Mediam term notes | 18,972.87 | 15.52% |
| 5 | Inter Corporate Deposit | 25.00 | 0.02% |
| 6 | Cumulative Redemable preference shares | 330.52 | 0.27% |
| | **Total** | **116,553.85** | |

* Principal amount outstanding as on March 31, 2025

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**(v) Stock Ratios**

| Particulars | % |
|---|---|
| (a) Commercial papers as a % of total public funds | 4.98% |
| (a) Commercial papers as a % of total liabilities | 4.84% |
| (a) Commercial papers as a % of total assets | 4.06% |
| (b) Non-convertible debentures (original maturity less than 1 year) as a % of total public funds | 0.00% |
| (b) Non-convertible debentures (original maturity less than 1 year) as a % of total liabilities | 0.00% |
| (b) Non-convertible debentures (original maturity less than 1 year) as a % of total assets | 0.00% |
| (c) Other Short-term liabilities as a % of total public funds | 33.85% |
| (c) Other Short-term liabilities as a % of total Liabilities | 32.86% |
| (c) Other Short-term liabilities as a % of total Assets | 27.54% |

(vi) The Company's Board of Directors has the overall responsibility for overseeing the risk management framework. The Company's risk management policies are established to identify, analyse and mitigate the risks faced by the Company. The risk management policies are established to set the appropriate limits, controls, and monitoring of risks and are regularly reviewed to reflect changing market conditions and company activities. To manage the liquidity risk and Interest rate risk, the Board has delegated the responsibility to Asset Liability Management committee (ALCO), a management level committee established in accordance with its charter. The company's Asset Liability Management Policy (ALM Policy) is approved by the Board , as recommended by ALCO to ensure the effective risk management practices.

**Notes :**

1 For the purpose of above disclosure, "Public Funds" i.e. Commercial papers and NCD's are shown at Face Value whereas total assets and total liabilities are shown at Carrying values.

2 Total Liabilities refer to Total outside liabilities i.e. Balance sheet total excluding Share Capital and Reserves.

3 Other Short term liabilities include Financial Liabilities and non financial liabilities payable within an year (Excluding CP maturity, ICD maturity and NCD maturity of original tenor less than 1 year).

(vii) LCR framework under the liquidity risk management of the Tata Capital Ltd. (TCL) is undertaken by the Market risk department in the Risk group under the central oversight of the Asset Liability Management Committee (ALCO) in accordance with the Board approved policies.

As per the RBI circular dated 4th Nov 2019 circular no RBI/2019-20/88 DOR.NBFC (PD) CC. No.102/03.10.001/2019-20 all non-deposit taking NBFCs with asset size of ₹10,000 crore and above, and all deposit taking NBFCs irrespective of their asset size, shall maintain a liquidity buffer in terms of LCR which will promote resilience of NBFCs to potential liquidity disruptions by ensuring that they have sufficient High Quality Liquid Asset (HQLA) to survive any acute liquidity stress scenario lasting for 30 days. Road Map for NBFCs to adhere the LCR is as per the table (as prescribed by RBI).

| From | 01-Dec-20 | 01-Dec-21 | 01-Dec-22 | 01-Dec-23 | 01-Dec-24 |
|---|---|---|---|---|---|
| Minimum LCR | 50% | 60% | 70% | 85% | 100% |

As per the above requirement, Tata Capital Ltd is required to maintain LCR from December 1, 2020. Therefore, for the year ended March 31, 2025, the Company has disclosed the LCR as a simple average of all days in 3 months within a quarter for all four quarters of FY 2024-25.

LCR maintained: Starting in December 2020, LCR has been computed as per methodology prescribed in the RBI circular dated 4 November 2019. For the quarter ended March 2025, the simple average of all days in the past three months was observed at 116% (HQLA- ₹ 3,495.43 Crs) against the requirement of minimum 100% (HQLA - ₹ 3,015.77 Crs). For the year FY 2024-25, the company has been consistently compliant with LCR framework for all 4 quarters.

Main drivers to the LCR numbers: All significant outflows and inflows determined in accordance with RBI guidelines are included in the prescribed LCR computation.

Intra-period changes and changes over time: As per RBI guidelines, the company has been monitoring the LCR on a daily basis for the period of April 2024 to March 2025. For Q4 FY 2024-25, the maximum and minimum required HQLA observed for regulatory compliance was ₹ 3,516.10 Crs and ₹ 2,527.34 Crs respectively.

Composition of HQLA: The HQLA maintained by TCL comprises Government securities (including SDL and Treasury bills) and cash balance maintained in current account.

The details are given below.

For the period Q4 FY25 between January to March 2025, the average HQLA of (₹ 3,495.43 Crs) comprised of ₹ 250.94 Crs in cash and remaining ₹ 3,244.49 Crs from Government securities and T bill.

Concentration of funding sources:
The company maintains diversified sources of funding comprising short/long term loans from banks, NCDs, sub-ordinated and perpetual debt, ECBs and CPs. The funding pattern is reviewed regularly by the management.

Derivative exposures and potential collateral calls:
The company has fully hedged interest and principal outflows on the foreign currency ECBs. ECBs constitutes no more than 16% of the total borrowings as on March 31, 2025.

Currency mismatch in LCR: There is NIL mismatch to be reported in LCR as on March 31, 2025 since FCY ECBs are fully hedged for the corresponding interest and principal components.

With respect to Letters of credits and buyers credit, the Company does a monthly assessment to evaluate the net outflows or inflows and if material the same is considered in the LCR computation. For the month of March 25, the Company has assessed the impact to be immaterial.

Other inflows and outflows in the LCR calculation that are not captured in the LCR common template but which the institution considers to be relevant for its liquidity profile. Nil as on March 31, 2025.

Detailed LCR template is presented below according to the format given in RBI circular mentioned above under Appendix I.

(₹ in crore)

| Sr. No. | Description | Three months ended Mar 31, 2025 | | Three months ended Dec 31, 2024 | | Three months ended Sep 30, 2024 | | Three months ended June 30, 2024 | |
|---|---|---|---|---|---|---|---|---|---|
| | | Total Unweighted Value (average) | Total weighted Value (average) | Total Unweighted Value | Total weighted Value | Total Unweighted Value | Total weighted Value | Total Unweighted Value | Total weighted Value |
| **High Quality Assets** | | | | | | | | | |
| 1 | Total High Quality Assets (HQLA) | 3,495.43 | 3,495.43 | 3,170.08 | 3,170.08 | 3,153.57 | 3,153.57 | 3,015.16 | 3,015.16 |
| **Cash Outflows** | | | | | | | | | |
| 2 | Deposits (for deposit taking companies) | - | - | - | - | - | - | - | - |
| 3 | Unsecured wholesale funding | 2,160.80 | 2,484.92 | 1,807.01 | 2,078.06 | 1,502.94 | 1,728.38 | 1,549.23 | 1,781.61 |
| 4 | Secured wholesale funding | 1,535.09 | 1,765.35 | 2,130.21 | 2,449.74 | 3,144.42 | 3,616.09 | 2,425.18 | 2,788.96 |
| 5 | Additional requirements, of which | 5,040.57 | 5,796.65 | 4,435.68 | 5,101.03 | 5,138.53 | 5,909.31 | 4,843.45 | 5,569.96 |
| (i) | *Outflows related to derivative exposures and other collateral requirements* | - | - | - | - | - | - | - | - |
| (ii) | *Outflows related to loss of funding on debt products* | - | - | - | - | - | - | - | - |
| (iii) | *Credit and liquidity facilities* | 5,040.57 | 5,796.65 | 4,435.68 | 5,101.03 | 5,138.53 | 5,909.31 | 4,843.45 | 5,569.96 |
| 6 | Other contractual funding obligations | 1,725.40 | 1,984.21 | 1,424.53 | 1,638.21 | 1,568.12 | 1,803.33 | 1,444.89 | 1,661.62 |
| 7 | Other contingent funding obligations | 27.79 | 31.96 | 71.75 | 82.51 | 43.87 | 50.45 | 35.30 | 40.59 |
| **8** | **TOTAL CASH OUTFLOWS** | **10,489.65** | **12,063.09** | **9,869.18** | **11,349.55** | **11,397.88** | **13,107.56** | **10,298.05** | **11,842.74** |
| **Cash Inflows** | | | | | | | | | |
| 9 | Secured lending | - | - | - | - | - | - | - | - |
| 10 | Inflows from fully performing exposures | 10,652.84 | 7,989.63 | 9,911.60 | 7,433.70 | 8,381.00 | 6,285.75 | 7,975.54 | 5,981.65 |
| 11 | Other cash inflows | 22,056.88 | 16,542.66 | 16,415.95 | 12,311.96 | 13,762.72 | 10,322.04 | 14,852.10 | 11,139.07 |
| **12** | **TOTAL CASH INFLOWS** | **32,709.72** | **24,532.29** | **26,327.55** | **19,745.66** | **22,143.72** | **16,607.79** | **22,827.64** | **17,120.72** |
| **Total Adjusted Value** | | | | | | | | | |
| **13** | **TOTAL NET CASH OUTFLOWS** | | **3,015.77** | | **2,837.39** | | **3,276.89** | | **2,960.69** |
| **14** | **TOTAL HQLA (Maintained)** | | **3,495.43** | | **3,170.08** | | **3,153.57** | | **3,015.16** |
| **15** | **LIQUIDITY COVERAGE RATIO (%)** | | **116%** | | | | | | |

* Inflows from fully performing exposures includes both secured and unsecured lending.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**i) Details of resolution plan implemented under the Resolution Framework for COVID - 19-related Stress as per RBI circular dated August 06, 2020 (Resolution Framework 1.0) and May 05, 2021 (Resolution Framework 2.0), as at March 31, 2025 are given below:**

(₹ in crore except number of accounts)

| Type of borrower | Exposure to accounts classified as Standard consequent to implementation of resolution plan - Position as at the end of September 30, 2024 (A)$ | Of (A), aggregate debt that slipped into NPA during the half-year | Of (A) amount written off during the half-year | Of (A) amount paid by the borrowers during the half-year ** | Exposure to accounts classified as Standard consequent to implementation of resolution plan - Position as at the end of this half-year i.e. March 31, 2025 #*^ |
|---|---|---|---|---|---|
| Personal Loans | 392.67 | 13.19 | 8.66 | 79.32 | 328.66 |
| Corporate persons* | 42.39 | 2.47 | 0.16 | 8.74 | 33.54 |
| Of which MSMEs | - | - | - | - | - |
| Others | 188.33 | 8.99 | 1.19 | 79.11 | 117.43 |
| **Total** | **623.39** | **24.65** | **10.01** | **167.17** | **479.63** |

*$ Balance as on September 30, 2024 includes acquired portfolio of Rs 134.15 crores.*
**As defined in Section 3(7) of the Insolvency and Bankruptcy Code, 2016*
*# excludes other facilities to the borrowers which have not been restructured.*
*^ includes additions due to interest capitalisation.*
*** includes amounts paid by borrower towards interest capitalised during the half year.*

**j) Disclosure pursuant to Reserve Bank of India notification RBI/2018-19/100 DBR.No.BP. BC/18/21.04.048/2018-19 dated January 01, 2019 pertaining to Micro, Small and Medium Enterprises (MSME) Sector-Restructuring of Advances**

| No of Accounts restructured | Amount (₹ in crore) |
|---|---|
| 208 | 100.87 |

Note: Out of the above 52 accounts with exposure of 31.72 crores are classified as Non-performing Assets (NPA) as on March 31, 2025.

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## 51. 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 ₹ 10/- each of Amalgamated Company shall be issued and allotted as fully paid up for every 100 equity shares of the face value of ₹ 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". On Business Combination, purchase consideration has been allocated on a provisional basis, pending final determination of the fair value of the acquired assets and liabilities. The difference between the purchase consideration and provisional 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.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**1 The provisional amounts recognised as of the acquisition date for each major class of assets acquired and liabilities assumed**

(₹ in crore)

| Particulars | As at April 1, 2024 |
|---|---|
| **ASSETS** | |
| Cash and cash equivalents | 3,204.53 |
| Bank balances other than Cash and cash equivalents | 3.86 |
| Derivative financial instruments | 98.46 |
| Receivables | 39.08 |
| Loans | 29,561.55 |
| Investments | 2,582.01 |
| Other financial assets | 999.87 |
| Current tax assets | 112.38 |
| Deferred tax assets (net) | 521.63 |
| Investment Property | 0.31 |
| Property, plant and equipment | 42.85 |
| Other Intangible assets | 7.23 |
| Right of use assets | 81.82 |
| Other non-financial assets | 184.43 |
| Total Assets (a) | 37,440.01 |
| **LIABILITIES** | |
| Derivative financial instruments | 49.58 |
| Payables | 429.82 |
| Debt securities | 3,901.32 |
| Borrowings (other than debt securities) | 25,605.04 |
| Subordinated liabilities | 1,150.49 |
| Lease liabilities | 81.82 |
| Other financial liabilities | 1,041.76 |
| Current tax liabilities | 0.19 |
| Provisions | 152.65 |
| Other non-financial liabilities | 69.78 |
| Total Liabilities (b) | 32,482.45 |
| **Net identifiable assets acquired (a)-(b)** | **4,957.56** |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**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** | **(₹ in crore)** |
|---|---|
| Purchase consideration (being acquisition date fair values) | |
| - Equity shared issued | 4,162.76 |
| - perpetual instrument (classified as Equity as per IndAS 32) | 1,808.00 |
| -Settlement of Pre existing relationship (refer point 4) | (0.24) |
| Less: Net identifiable assets acquired (refer point 1) | (4,957.56) |
| **Provisional goodwill arising on Amalgamation#** | **1,012.96** |

#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** | **(₹ in crore)** |
|---|---|
| Provisional fair value of acquired receivable | 39.08 |
| Gross contractual amount of receivable | 53.47 |
| Contractual cashflow not expected to be collected | 14.39 |

## 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 | (₹ in crore) |
|---|---|
| **In the books of TMFL** | |
| Trade receivables | 0.24 |

## 5 Acquisition related cost

| Particulars | (₹ in crore) |
|---|---|
| Acquisition related costs recognised in the Statement of Profit and Loss. | 6.78 |

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 | (₹ in crore) |
|---|---|
| Total income | 4,802.98 |
| Profit before tax | (80.60) |

# NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

## 51. Business Combination:

### B. Acquisition of Tata Capital Financial Services Limited ("TCFSL") and Tata Cleantech Capital Limited ("TCCL") ( FY 2023-24)

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.

In view of the Scheme becoming effective and as per its terms:

(1) 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.

(2) 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.

(3) 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.

(4) 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.

In accordance with the scheme, the Company has taken over following assets, liabilities and other equity of subsidiaries at their respective book value and Capital reserve created on account of common business control transaction has been adjusted with the securities premium as per the scheme.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

### 1 Tata Capital Financial Services Limited- Statement of assets and liabilities

(₹ in crore)

| Particulars | As at March 31, 2023 | As at April 1, 2022 |
|---|---|---|
| **ASSETS** | | |
| **(1) Financial assets** | | |
| (a) Cash and cash equivalents | 2,211.03 | 1,117.22 |
| (b) Bank balances other than (a) above | 237.76 | 1.78 |
| (c) Derivative financial instruments | 167.59 | 9.87 |
| (d) Receivables | | |
| (i) Trade receivables | 47.76 | 9.26 |
| (ii) Other receivables | - | - |
| (e) Loans | 69,648.04 | 53,798.96 |
| (f) Investments | 4,137.55 | 2,674.16 |
| (g) Other financial assets | 386.20 | 302.40 |
| **Total financial assets** | **76,835.93** | **57,913.65** |
| **(2) Non-financial assets** | | |
| (a) Current tax assets | 124.79 | 119.32 |
| (b) Deferred tax assets (net) | 717.35 | 656.90 |
| (c) Investment property | - | - |
| (d) Property, plant and equipment | 373.44 | 469.96 |
| (e) Capital work-in-progress | 1.15 | 0.22 |
| (f) Intangible assets under development | 6.99 | 5.69 |
| (g) Other intangible assets | 20.99 | 18.67 |
| (h) Right of use assets | 161.12 | 78.01 |
| (i) Other non-financial assets | 257.54 | 190.90 |
| **Total non-financial assets** | **1,663.37** | **1,539.67** |
| **Total** | **78,499.30** | **59,453.32** |
| **LIABILITIES** | | |
| **(1) Financial liabilities** | | |
| (a) Derivative financial instruments | 2.64 | 289.87 |
| (b) Payables | | |
| (i) Trade payables | | |
| - Total outstanding dues of micro enterprises and small enterprises | 4.67 | 0.68 |
| - Total outstanding dues of creditors other than micro enterprises and small enterprises | 1,005.18 | 842.61 |
| (ii) Other payables | | |
| - Total outstanding dues of micro enterprises and small enterprises | - | - |
| - Total outstanding dues of creditors other than micro enterprises and small enterprises | - | - |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Particulars | As at March 31, 2023 | As at April 1, 2022 |
|---|---|---|
| (c) Debt securities | 28,852.62 | 22,906.71 |
| (d) Borrowings (other than debt securities) | 31,993.38 | 21,855.06 |
| (e) Subordinated liabilities | 4,322.53 | 4,320.60 |
| (f) Lease liabilities | 154.30 | 85.11 |
| (g) Other financial liabilities | 1,493.52 | 999.08 |
| **Total financial liabilities** | **67,828.84** | **51,299.72** |
| **(2) Non-Financial liabilities** | | |
| (a) Current tax liabilities | 228.20 | 267.19 |
| (b) Provisions | 53.51 | 33.65 |
| (c) Other non-financial liabilities | 130.56 | 90.02 |
| **Total non-financial liabilities** | **412.27** | **390.86** |
| (3) Other equity | 8,539.34 | 6,102.87 |
| **Total** | **76,780.45** | **57,793.45** |
| **Total Capital reserve on amalgamation** | **-** | **4,027.68** |

**2 Tata Cleantech Capital Limited- Statement of assets and liabilities**

(₹ in crore)

| Particulars | As at March 31, 2023 | As at April 1, 2022 |
|---|---|---|
| **ASSETS** | | |
| **(1) Financial assets** | | |
| (a) Cash and cash equivalents | 52.87 | 150.53 |
| (b) Bank balances other than (a) above | - | - |
| (c) Derivative financial instruments | 16.86 | 24.75 |
| (d) Receivables | | |
| (i) Trade receivables | - | 0.04 |
| (ii) Other receivables | - | - |
| (e) Loans | 10,268.01 | 7,693.42 |
| (f) Investments | 851.83 | 560.57 |
| (g) Other financial assets | 1.83 | 3.14 |
| **Total financial assets** | **11,191.40** | **8,432.45** |
| **(2) Non-financial assets** | | |
| (a) Current tax assets | - | 19.03 |
| (b) Deferred tax assets (net) | 38.97 | 30.77 |
| (c) Investment property | 1.91 | 2.01 |
| (d) Property, plant and equipment | 1.08 | 0.91 |
| (e) Capital work-in-progress | - | - |
| (f) Intangible assets under development | 1.56 | 0.02 |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(₹ in crore)

| Particulars | As at March 31, 2023 | As at April 1, 2022 |
|---|---|---|
| (g) Other intangible assets | 0.10 | 0.07 |
| (h) Right of use assets | 2.12 | 0.32 |
| (i) Other non-financial assets | 1.31 | 1.30 |
| **Total non-financial assets** | **47.05** | **54.43** |
| **Total** | **11,238.45** | **8,486.88** |
| **LIABILITIES** | | |
| **(1) Financial liabilities** | | |
| (a) Derivative financial instruments | 58.32 | 41.76 |
| (b) Payables | | |
| (i) Trade payables | | |
| - Total outstanding dues of micro enterprises and small enterprises | 0.08 | 0.08 |
| - Total outstanding dues of creditors other than micro enterprises and small enterprises | 11.45 | 7.37 |
| (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 | 2,912.03 | 2,425.55 |
| (d) Borrowings (other than debt securities) | 5,745.07 | 3,780.70 |
| (e) Subordinated liabilities | 527.95 | 528.07 |
| (f) Lease liabilities | 1.52 | 0.29 |
| (g) Other financial liabilities | 10.84 | 9.29 |
| **Total financial liabilities** | **9,267.26** | **6,793.11** |
| **(2) Non-Financial liabilities** | | |
| (a) Current tax liabilities | 4.59 | 8.54 |
| (b) Provisions | 5.50 | 6.09 |
| (c) Other non-financial liabilities | 4.11 | 2.32 |
| **Total non-financial liabilities** | **14.20** | **16.95** |
| **(3) Equity** | | |
| (a) Other equity | 1,497.70 | 1,217.53 |
| **Total** | **10,779.16** | **8,027.59** |
| Share capital issued | - | **71.65** |
| Capital reserve | - | **281.71** |
| **Total Capital reserve on amalgamation** | - | **353.36** |

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**52.A. Details of transactions with companies struck off under section 248 of the Companies Act, 2013:**

(₹ in crore)

| Sr. No. | Name of Struck off Company | Nature of transactions | As at March 31, 2025 | As at March 31, 2024 | Relationship with the struck off company |
|---|---|---|---|---|---|
| 1 | Safna Consultancy Pvt Ltd | Debenture | NA | 0.27 | Debenture Holder |
| 2 | Manak Realtors Pvt Ltd | Loan | NA | 0.18 | Borrower |
| 3 | First Office Solutions India Private Limited | Loan | 0.02 | 0.05 | Borrower |
| 4 | Uark Entertainment Opc Private Limited | Loan | NA | 0.02 | Borrower |
| 5 | Mahaveerer Fabs Private Limited | Loan | 0.40 | NA | Borrower |
| 6 | Reliable Enterprise | Loan | 0.01 | NA | Borrower |
| 7 | R. S Caterers And Restaurants LLP | Loan | 0.32 | NA | Borrower |
| 8 | Ideal Hi-Tech Engineering Equipment Pvt Ltd | Loan | 3.38 | NA | Borrower |
| 9 | Anant Crushers Private Limited | Loan | 0.02 | NA | Borrower |
| 10 | ELV Supply Chain Solutions (Opc) Private Limited | Loan | 0.12 | NA | Borrower |
| 11 | Vintage Motors Private Limited* | Loan | - | NA | Borrower |
| 12 | Flying Peregrine Falcon Logistics Private Limited | Loan | 0.08 | NA | Borrower |
| 13 | Atadco Trading Private Limited | Loan | 0.02 | NA | Borrower |

* Amount less than Rs 50,000/-

The above disclosure has been prepared basis the relevant information compiled by the Company on best effort basis.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

**52B. Analytical Ratios as per Ministry of Corporate Affairs ("MCA") notification dated 24th March 2021:**

| Ratio | Numerator | Denominator | As at March 31, 2025 | As at March 31, 2024 | % Variance | Reason for variance (if above 25%) |
|---|---|---|---|---|---|---|
| Capital to risk-weighted assets ratio (CRAR) | Total capital funds | Total risk weighted assets | 16.91% | 16.72% | 1.14% | NA |
| Tier I CRAR | Capital funds - Tier I | Total risk weighted assets | 12.80% | 11.86% | 7.93% | NA |
| Tier II CRAR | Capital funds - Tier II | Total risk weighted assets | 4.11% | 4.86% | -15.43% | NA |
| Liquidity Coverage Ratio. | Total HQLA (Maintained) | Total Net Cash Outflows | 116.00% | 112.00% | 3.57% | NA |

53. 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. Accordingly, the figures and disclosures for the quarter ended December 31, 2024 have been restated / recast taking into account the effect of the scheme.

In view of the Scheme becoming effective and as per its terms:

(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

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

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.

54. The Company 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 Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

    The Company 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.

55. The Board of Directors have recommended a final dividend of Re. 0.42 per equity share for the financial year 2024-25 (resulting in total dividend of ₹ 167.32 crore), subject to approval of the shareholders in the forthcoming Annual General Meeting of the Company.

56. The disclosure on the following matters required under Schedule III as amended not being relevant or applicable in case of the Company, same are not covered:

    a) The Company has not traded or invested in crypto currency or virtual currency during the period

    b) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder

    c) The Company 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 period in the tax assessments under the Income Tax Act, 1961.

In terms of our report attached,

**M S K A & Associates**
*Chartered Accountants*
ICAI Firm's Registration No: 105047W

**Swapnil Kale**
*(Partner)*
Membership No: 117812

**M. P. Chitale & Co.**
*Chartered Accountants*
ICAI Firm's Registration No: 101851W

**Murtuza Vajihi**
*(Partner)*
Membership No: 112555

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**
*(Head - Legal and Compliance & Company Secretary)*

Date: May 13, 2025
Place: Mumbai

**TATA CAPITAL LIMITED**
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