

Prospectus)

TATA CAPITAL

TATA CAPITAL LIMITED

Our Company was incorporated as 'Primal Investments & Finance Limited' as a public limited company under the Companies Act, 1956, pursuant to the certificate of incorporation dated March 8, 1991, issued by the Additional Registrar of Companies, Maharashtra at Bombay and commenced its operations pursuant to a certificate for commencement of business dated April 1, 1991, issued by the Additional Registrar of Companies, Maharashtra at Bombay. Subsequently, the name of our Company was changed to 'Tata Capital Limited' and a fresh certificate of incorporation consequent to name change dated May 8, 2007, issued by the Registrar of Companies, Maharashtra at Mumbai. For further details of changes in the name of our Company and the registered office, see "History and Certain Corporate Matters — Brief History of our Company" on page 369 of the prospectus dated October 8, 2025 ("Prospectus") filed with the RoC.

Registered and Corporate Office: 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400 013, Maharashtra, India;

Tel: +91 022 6606 9000; Website: www.tatacapital.com; Contact person: Ms. Sarita Kamath, Chief Legal and Compliance Officer & Company Secretary of our Company; E-mail: investors@tatacapital.com; Corporate Identity Number: U65990MH1991PLC060670

THE PROMOTER OF OUR COMPANY: TATA SONS PRIVATE LIMITED

Our Company has filed the Prospectus dated October 8, 2025 with the RoC, the SEBI and the Stock Exchanges and the Equity Shares (as defined below) are proposed to be listed on the Main Board platform of the Stock Exchanges and the trading will commence on October 13, 2025.

BASIS OF ALLOTMENT

INITIAL PUBLIC OFFERING OF 475,824,280 EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") OF TATA CAPITAL LIMITED (OUR "COMPANY" OR THE "COMPANY") FOR CASH AT A PRICE OF ₹326.0 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹316.0 PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING TO ₹155,118.7 MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF 210,000,000 EQUITY SHARES OF FACE VALUE OF ₹10 EACH AGGREGATING TO ₹68,460.0 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF 265,824,280 EQUITY SHARES OF FACE VALUE OF ₹10 EACH AGGREGATING TO ₹74,980.0 MILLION BY TATA SONS PRIVATE LIMITED ("PROMOTER SELLING SHAREHOLDER") AND 35,824,280 EQUITY SHARES OF FACE VALUE OF ₹10 EACH AGGREGATING TO ₹11,678.7 MILLION BY INTERNATIONAL FINANCE CORPORATION ("INVESTOR SELLING SHAREHOLDER") (THE PROMOTER SELLING SHAREHOLDER ALONG WITH THE INVESTOR SELLING SHAREHOLDER, COLLECTIVELY REFERRED TO AS THE "SELLING SHAREHOLDERS" AND SUCH EQUITY SHARES, THE "OFFERED SHARES").

THIS OFFER INCLUDED A RESERVATION OF 1,200,000 EQUITY SHARES OF FACE VALUE OF ₹10 EACH AGGREGATING TO ₹391.2 MILLION FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER EACH CONSTITUTED 11.2% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY, RESPECTIVELY.

ANCHOR INVESTOR OFFER PRICE: ₹326 PER EQUITY SHARE OF FACE VALUE OF ₹10 EACH
OFFER PRICE: ₹326 PER EQUITY SHARE OF FACE VALUE OF ₹10 EACH
THE OFFER PRICE IS 32.6 TIMES THE FACE VALUE OF THE EQUITY SHARES

RISK TO INVESTORS

For details refer to section titled "Risk Factors" on page 49 of the Prospectus

<u>Risk of non-payment or default by our customers</u>: Non-payment or default by our customers may adversely affect
our business, results of operations, cash flows and financial condition. The table below provides a breakdown of
Gross Stage 3 Loans and Net Stage 3 Loans in percentages of the Total Gross Loans as at the dates indicated.

	TC	L	TCL (ex-TMFL)		TCL			
Particulars	As at June 30,		As at March 31,					
	2025	2024	2025	2025	2024	2023		
Gross Stage 3 Loans(1)	2.1%	1.7%	1.5%	1.9%	1.5%	1.7%		
Net Stage 3 Loans(2)	1.0%	0.6%	0.5%	0.8%	0.4%	0.4%		

- (1) **Gross Stage 3 Loans Ratio**: Ratio of Gross Stage 3 Loans as a percentage of Total Gross Loans as at the last day of the relevant Fiscal/ period.
- (2) **Net Stage 3 Loans Ratio**: Gross Stage 3 Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as a percentage of Total Gross Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as at the last day of the relevant Fiscal/period.
- Risk relating to provisioning: Our inability to provide adequate provisioning coverage for non-performing assets may adversely affect our business, results of operations, cash flows and financial condition. The following table provides our Provision Coverage Ratio as at the dates indicated.

	TCL		TCL (ex-TMFL)	TCL			
Particulars	As at June 30,		As at March 31,				
	2025	2024	2025	2025	2024	2023	
Provision Coverage Ratio (%) ⁽¹⁾	53.9%	63.5%	65.8%	58.5%	74.1%	77.1%	

Note:

- (1) **Provision Coverage Ratio**: Impairment allowances provided on Gross Stage 3 Loans as a percentage to Gross Stage 3 Loans as at the last day of the relevant Fiscal/ period
- Recovery and default risk in unsecured loans: Unsecured Gross Loans comprised 20.0%, 22.4%, 21.0%, 24.5% and 23.1% of our Total Gross Loans as at June 30, 2025, June 30, 2024, March 31, 2025, March 31, 2024 and March 31, 2023, respectively. Failure to recover such receivables in a timely manner or at all may adversely affect our business, results of operations, cash flows and financial condition.
- Risk of change in loan mix: Our loan-mix represents the proportion of our Total Gross Loans across our Lending
 Business verticals, comprising Retail Finance, SME Finance and Corporate Finance. Changes in our loan-mix may
 adversely affect our financial metrics and asset quality, which could adversely affect our business, financial condition,
 results of operations and cash flows. The table below shows the changes in our loan-mix as at the dates indicated:

	As at J	une 30,	As at March 31,				
Particulars	2025	2024	2025	2024	2023		
	(percentage of Total Gross Loans)						
Retail Finance	61.3%	64.2%	62.3%	58.9%	56.7%		
SME Finance	26.2%	25.6%	26.2%	29.0%	32.6%		
Corporate Finance	12.5%	10.2%	11.5%	12.1%	10.7%		

- Recoverability and enforcement of collaterals: We offer various secured loans to our Retail, SME and Corporate
 customers. Our Secured Gross Loans comprised 80.0%, 77.6%, 79.0%, 75.5% and 76.9% of our Total Gross Loans
 as at June 30, 2025, June 30, 2024, March 31, 2025, March 31, 2024 and March 31, 2023, respectively. We are
 exposed to potential losses in connection with recovery of the value of security or enforcement of collaterals.
- Risk in relation to Retail Finance: Retail Finance comprised 61.3%, 64.2%, 62.3%, 58.9% and 56.7% of Total Gross
 Loans as at June 30, 2025, June 30, 2024, March 31, 2025, March 31, 2024 and March 31, 2023, respectively. Any
 adverse developments that reduce demand for loans amongst retail customers and/or increase loan default rates
 amongst retail customers will adversely affect our business, results of operations and prospects.
- Exposure to real estate sector: Home Loans, Loans Against Property and Developer Finance together amounted to 34.7%, 32.2%, 33.8%, 37.4% and 37.3% of our Total Gross Loans as at June 30, 2025, June 30, 2024, March 31, 2025, March 31, 2024 and March 31, 2023, respectively. In relation to our Home Loans, Loans Against Property and Developer Finance, we have significant exposure to the real estate sector and any negative trends affecting this sector could adversely affect our business and result of operations.

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

	As at J	une 30,	As at March 31,				
Particulars	2025	2024	2025	2024	2023		
	(percentage of Total Gross Loans)						
Home Loans Gross Loans	17.2%	16.6%	17.0%	19.1%	18.4%		
Loans Against Property Gross Loans	11.9%	10.9%	11.7%	12.5%	13.5%		
Developer Finance Gross Loans	5.5%	4.7%	5.1%	5.8%	5.5%		

Interest rate risk associated with asset-liability profile: Our fixed interest rate loans comprised 36.3%, 40.5%, 38.6%, 32.0% and 32.6% of our Total Gross Loans and our fixed interest rate borrowings comprised 55.0%, 48.0%, 54.0%, 53.0% and 51.0% of our Total Borrowings as at June 30, 2025, June 30, 2024, March 31, 2025, March 31, 2024 and March 31, 2023, respectively. Any adverse changes in interest rates could impact our Average Cost of Borrowings Ratio and adversely impact our Net Interest Margin Ratio, demand for loans and profitability and cause a decrease in our Net Interest Income, any of which could adversely affect our business, results of operations, cash flows and financial condition.

- Risk of regulatory action: Certain issuances of non-convertible debentures by Tata Motors Finance Limited (formerly known as Tata Motors Finance Solutions Limited) ("TMFL") and some of our CRPS issuances have been down sold by successful applicants in the past, leading to the number of holders of such securities exceeding the prescribed limits under the applicable laws. Accordingly, we may be subject to regulatory action, including penal action, which may adversely affect our business and reputation. The settlement applications filed by TMFL and our Company under the Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018 are pending as on the date of the Prospectus.
- Risk related to average cost of borrowings: Our Average Cost of Borrowings Ratio was 7.8%, 7.8%, 7.8%, 7.3% and 6.6% for the three months period ended June 30, 2025 and June 30, 2024 and Fiscals 2025, 2024 and 2023, respectively. If we are unable to secure funding on acceptable terms and at competitive rates when needed, including due to any downgrade in our credit ratings, it could have a material adverse effect on our business, results of operations, cash flows and financial condition.
- Risk arising from volatility in interest rates: The interest rate changes on our Total Gross Loans and our Total Borrowings affect our interest income and Average Cost of Borrowings Ratio.
- The Offer includes an Offer for sale of up to 265,824,280 Equity Shares, the proceeds of which will not be available
 to the Company.
- The average cost of acquisition of Equity Shares for Selling Shareholders as on the date of Prospectus is as hereunder, however the Offer Price at upper end of the Price Band is ₹ 326:

Particulars	Average cost of acquisition per Equity Share (in ₹)*
Tata Sons Private Limited (Promoter Selling Shareholder)	34.0
International Finance Corporation (Investor Selling Shareholder)	25.0#

*Certified by Manian & Rao, Chartered Accountants, pursuant to their certificate dated October 8, 2025.

- * Pursuant to merger of TCCL into our Company with effect from January 1, 2024, International Finance Corporation was allotted Equity Shares of our Company in the ratio of four Equity Shares of our Company for every five equity shares of TCCL held by International Finance Corporation. The consideration paid by International Finance Corporation for the acquisition of equity shares of TCCL has been considered as the consideration paid for the acquisition of Equity Shares of our Company.
- The Price to Earnings ratio based on diluted EPS for financial year ended 2025 for the Company at the upper end of the Price band is as high as 35.1 times as compared to the average industry peer group P/E ratio of 26.6 times.
- Weighted Average Return on Net Worth for Financial Year ended 2025, 2024 and 2023 is 12.9% and return on net worth for the three months period ended June 30, 2025 is 3.0% (not annualised).
- The 10 Book Running Lead Managers associated with the Offer have handled 131 public issues in the past three Financial Years, out of which 34 issues closed below the issue price on the listing date:

Name of the BRLMs	Total Public Issues	Issues closed below IPO price on listing date
Kotak Mahindra Capital Company Limited*	7	3
Axis Capital Limited*	12	2
BNP Paribas*	-	-
Citigroup Global Markets India Private Limited*	1	-
HDFC Bank Limited*	2	1
HSBC Securities and Capital Markets (India) Private Limited*	-	-
ICICI Securities Limited*	14	3
IIFL Capital Services Limited (formerly known as IIFL Securities Limited)*	12	4
J.P. Morgan India Private Limited*	-	-
SBI Capital Markets Limited*	8	2
Common issues of above BRLMs	74	19
Total	131	34

*Issues handled where there were no common BRLMs

• Weighted average cost of acquisition of all shares transacted in one year, eighteen months and three years immediately preceding the Prospectus:

Period	Weighted Average Cost of Acquisition (in ₹) ^{A\$}	Cap Price is 'X' times the Weighted Average Cost of Acquisition^	Range of acquisition price: Lowest Price - Highest Price (in ₹)^^\$	
Last one year	284.9	1.1	270.3 to 343.0	
Last eighteen months	284.9	1.1	270.3 to 343.0	
Last three years	211.7#	1.5	25.0# to 343.0	

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

\$ Pursuant to the TMFL Scheme of Arrangement, TMF Holdings Limited was allotted equity shares of our Company in the ratio of 37 Equity Shares of face value of ₹10 each of our Company for every 100 equity shares of face value of ₹100 of TMFL held by TMF Holdings Limited. The consideration paid by TMF Holdings Limited for the acquisition of equity shares of TMFL has been considered as the consideration paid for the acquisition of Equity Shares of our Company.

^As certified by Manian & Rao, Chartered Accountants, pursuant to their certificate dated October 8, 2025.

BID/OFFER PERIOD:

ANCHOR INVESTOR BIDDING DATE OPENED AND CLOSED ON: OCTOBER 03, 2025 **BID/OFFER OPENED ON: OCTOBER 06, 2025 BID/OFFER CLOSED ON: OCTOBER 08, 2025**

The Offer was made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Offer was allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs") ("QIB Portion"), provided that our Company, in consultation with the Book Running Lead Managers allocated 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), of which one-third was reserved for domestic Mutual Funds. subject to valid Bids having been received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. Further, 5% of the QIB Portion less the number of Equity Shares allocated to the Anchor Investors ("Net QIB Portion") was made available for allocation on a proportionate basis only to Mutual Funds, subject to valid Bids having been received at or above the Offer Price, and the remainder of the Net QIB Portion will be available for allocation on a proportionate basis to all QIBs, including Mutual Funds subject to valid Bids having been received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares made available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to all QIBs. Further, not less than 15% of the Net Offer was made available for allocation to Non-Institutional Bidders and not less than 35% of the Net Offer was made available for allocation to Retail Individual Bidders ("RIBs") in accordance with the SEBI ICDR Regulations, subject to valid Bids having been received at or above the Offer Price. One-third of the Non-Institutional Portion was made available for allocation to Non-Institutional Bidders with a Bid size of more than ₹200.000 and up to ₹1.000.000 and two-thirds of the Non-Institutional Portion shall be available for allocation to Non-Institutional Bidders with a Bid size of more than ₹1.0 million provided that under-subscription in either of these two sub-categories of the Non-Institutional Portion shall be allocated to Non-Institutional Bidders in the other sub-category of Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids having been received at or above the Offer Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids having been received from them at or above the Offer Price. All Bidders (except Anchor Investors) were mandatorily required to participate in the Offer through the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA accounts and UPI ID in case of UPI Bidders, as applicable, pursuant to which their corresponding Bid Amount was blocked by the Self Certified Syndicate Banks ("SCSBs") or by the Sponsor Bank(s) under the UPI Mechanism, as the case may be, to the extent of the respective Bid Amounts. Anchor Investors were not permitted to participate in the Offer through the ASBA process. For details, see "Offer Procedure" beginning on page 759 of the Prospectus.

The bidding for Anchor Investors opened and closed on October 3, 2025. The company received 135 Anchor Investor Application Forms from 90 Anchor Investors for 14,60,33,394 Equity Shares. The Anchor investor price was finalized at ₹ 326 per Equity Share. A total of 14,23,87,284 shares were allocated under the Anchor Investor Portion aggregating to ₹ 46,41,82,54,584.00/-.

The Offer received 23,95,833 applications for 65,40,95,206 Equity Shares (prior to rejections) resulting in 1.96 times subscription. The details of the applications received in the Offer from various categories are as under: (before rejections)

SI. No.	Category	No. of Applications received	No. of Equity Shares applied	No. of Equity Shares reserved as per Prospectus	No. of times Subscribed	Amount (₹)
Α	Retail Individual Investors	22,93,119	18,65,04,240	16,61,18,498	1.12	60,82,13,70,798
В	Non-Institutional Investors - More than ₹0.20 million Up to ₹1.00 million	66,239	5,12,63,412	2,37,31,214	2.16	16,71,08,98,262
С	Non-Institutional Investors - Above ₹1.00 million	22,072	9,09,11,042	4,74,62,428	1.91	29,63,76,37,482
D	Employee Reservation	14,261	18,49,246	12,00,000	1.54	60,28,55,898
Е	QIBs (excluding Anchors Investors)	142	32,35,67,266	9,49,24,856	3.41	1,05,48,29,28,716
	Total	23,95,833	65,40,95,206	33,34,36,996	1.96	2,13,25,56,91,156

Final Demand

Sr. No.	Bid Price (₹)	No. of Equity Shares	% to Total	Cumulative Total	Cumulative % of Total
1	310	18,95,430	0.27	18,95,430	0.27
2	311	2,01,342	0.03	20,96,772	0.30
3	312	1,28,846	0.02	22,25,618	0.32
4	313	41,952	0.01	22,67,570	0.32
5	314	25,990	0.00	22,93,560	0.33
6	315	6,23,806	0.09	29,17,366	0.42
7	316	1,06,490	0.02	30,23,856	0.43
8	317	32,982	0.00	30,56,838	0.44
9	318	2,08,656	0.03	32,65,494	0.47
10	319	33,442	0.00	32,98,936	0.47
11	320	7,29,560	0.10	40,28,496	0.58
12	321	76,176	0.01	41,04,672	0.59
13	322	72,174	0.01	41,76,846	0.60
14	323	48,622	0.01	42,25,468	0.60
15	324	2,76,414	0.04	45,01,882	0.64
16	325	5,48,274	0.08	50,50,156	0.72
17	326	51,12,04,072	73.02	51,62,54,228	73.74
18	CUT-OFF	18,38,23,544	26.26	70,00,77,772	100.00
	TOTAL	70,00,77,772	100.00		

The Basis of Allotment was finalized in consultation with the Designated Stock Exchange, being NSE on October 9, 2025.

A. Allotment to Retail Individual Investors (After Rejections) (including ASBA Applications)

The Basis of Allotment to the Retail Individual Investors, who have bid at the Cut-Off Price or at the Offer Price of ₹ 326 per Equity Share, was finalized in consultation with the NSE. This category has been subscribed to the extent of 1.06 times. The total number of Equity Shares Allotted in Retail Portion is 16,61,92,219 Equity Shares to 21,73,070 successful Retail Individual Investors. The category-wise details of the Basis of Allotment are as under

Sr. No.	Category	No. of Applications Received	% of Total	Total No. of Equity Shares Applied	% to Total	No. of Equity Shares Allotted per Bidder	Ratio	Total No. of Equity Shares Allotted
1	46	17,15,809	78.96	7,89,27,214	44.64	46	1:1	7,89,27,214
2	92	2,05,298	9.45	1,88,87,416	10.68	85	1:1	1,74,50,330
		1 ADDIT	IONAL SHAR	E FOR CATEGORY	/ 92	1	29:51	1,16,736
3	138	73,774	3.39	1,01,80,812	5.76	125	1:1	92,21,750
4	184	31,801	1.46	58,51,384	3.31	165	1:1	52,47,165
5	230	30,349	1.40	69,80,270	3.95	205	1:1	62,21,545
6	276	14,099	0.65	38,91,324	2.20	244	1:1	34,40,156
7	322	18,238	0.84	58,72,636	3.32	284	1:1	51,79,592
8	368	4,007	0.18	14,74,576	0.83	323	1:1	12,94,261
9	414	2,730	0.13	11,30,220	0.64	363	1:1	9,90,990
10	460	14,550	0.67	66,93,000	3.79	403	1:1	58,63,650
11	506	2,811	0.13	14,22,366	0.80	442	1:1	12,42,462
12	552	2,923	0.13	16,13,496	0.91	482	1:1	14,08,886
13	598	56,681	2.61	3,38,95,238	19.17	522	1:1	2,95,87,482
	TOTAL	21,73,070	100.00	17,68,19,952	100.00			16,61,92,219

This includes 73,721 Equity Shares spilled over from Eligible Employees category.

2,622

0.01

B. Allotment to Non-Institutional Investors (More than ₹0.20 million Up to ₹1.00 million) (After Rejections) (including ASBA Applications) The Basis of Allotment to the Non-Institutional Investors (more than ₹0.20 million Up to ₹1.00 million), who have bid at the Offer Price of ₹ 326 per Equity Share or above, was finalized in consultation with NSE. This category has been subscribed to the extent of 2.08 times. The total

Sr. No.	Category	No. of Applications Received	% of Total	Total No. of Equity Shares Applied	% to Total	No. of Equity Shares Allotted per Bidder	Ratio	Total No. of Equity Shares Allotted
1	644	51827	80.77	3,33,76,588	67.46	644	158:275	1,91,76,388
2	690	2020	3.15	13,93,800	2.82	644	23:40	7,47,684
3	736	478	0.74	3,51,808	0.71	644	23:40	1,77,100
4	782	475	0.74	3,71,450	0.75	644	23:40	1,75,812
5	828	277	0.43	2,29,356	0.46	644	23:40	1,02,396
6	874	106	0.17	92,644	0.19	644	61:106	39,284
7	920	1592	2.48	14,64,640	2.96	644	23:40	5,89,260
8	966	346	0.54	3,34,236	0.68	644	23:40	1,28,156
9	1,012	506	0.79	5,12,072	1.04	644	23:40	1,87,404
10	1,058	130	0.20	1,37,540	0.28	644	75:130	48,300
11	1,104	137	0.21	1,51,248	0.31	644	79:137	50,876
12	1,150	289	0.45	3,32,350	0.67	644	23:40	1,06,904
13	1,196	171	0.27	2,04,516	0.41	644	98:171	63,112
14	1,242	343	0.53	4,26,006	0.86	644	23:40	1,26,868
15	1,288	398	0.62	5,12,624	1.04	644	23:40	1,47,476
16	1,334	45	0.07	60,030	0.12	644	26:45	16,744
17	1,380	454	0.71	6,26,520	1.27	644	23:40	1,68,084
18	1,426	46	0.07	65,596	0.13	644	26:46	16,744
19	1,472	110	0.17	1,61,920	0.33	644	63:110	40,572
20	1,518	1919	2.99	29,13,042	5.89	644	23:40	7,09,688
21	1,564	430	0.67	6,72,520	1.36	644	23:40	1,59,068
22	1,610	132	0.21	2,12,520	0.43	644	76:132	48,944
23	1,656	46	0.07	76,176	0.15	644	26:46	16,744
24	1,702	24	0.04	40,848	0.08	644	14:24	9,016
25	1,748	15	0.02	26,220	0.05	644	9:15	5,796
26	1,794	22	0.03	39,468	0.08	644	13:22	8,372
27	1,840	219	0.34	4,02,960	0.81	644	23:40	81,144
28	1,886	29	0.05	54,694	0.11	644	17:29	10,948
29	1,932	67	0.10	1,29,444	0.26	644	38:67	24,472
30	1,978	18	0.03	35,604	0.07	644	10:18	6,440
31	2,024	57	0.09	1,15,368	0.23	644	33:57	21,252
32	2,070	42	0.07	86,940	0.18	644	24:42	15,456
33	2,116	28	0.04	59,248	0.12	644	16:28	10,304
34	2,162	40	0.06	86,480	0.17	644	23:40	14,812
35	2,208	8	0.01	17,664	0.04	644	5:8	3,220
36	2,254	9	0.01	20,286	0.04	644	5:9	3,220
37	2,300	239	0.37	5,49,700	1.11	644	23:40	88,228
38	2,346	17	0.03	39,882	0.08	644	10:17	6,440
39	2,392	13	0.02	31,096	0.06	644	7:13	4,508
40	2,438	27	0.04	65,826	0.13	644	15:27	9,660
41	2,484	34	0.05	84,456	0.17	644	19:34	12,236
42	2,530	19	0.03	48,070	0.10	644	11:19	7,084
43	2,576	39	0.06	1,00,464	0.20	644	22:39	14,168
			_		_			

0.02

10,488

644

2:4

1,288

Sr. No.	Category	No. of Applications Received	% of Total	Total No. of Equity Shares Applied	% to Total	No. of Equity Shares Allotted per Bidder	Ratio	Total No. of Equity Shares Allotted
45	2,668	2	0.00	5,336	0.01	644	1:2	644
46	2,714	4	0.01	10,856	0.02	644	2:4	1,288
47	2,760	89	0.14	2,45,640	0.50	644	51:89	32,844
48	2,806	15	0.02	42,090	0.09	644	9:15	5,796
49	2,852	13	0.02	37,076	0.07	644	7:13	4,508
50	2,898	26	0.04	75,348	0.15	644	15:26	9,660
51	2,944	8	0.01	23,552	0.05	644	5:8	3,220
52	2,990	76	0.12	2,27,240	0.46	644	44:76	28,336
53	3,036	686	1.07	20,82,696	4.21	644	23:40	2,53,736
54		7,089 Allottees f	rom Serial no	2 to 53 Additional 1	(one) share	1	42:7089	42
	TOTAL	64,166	100.00	4,94,74,242	100.00			2,37,41,746

This includes 10.532 Equity Shares spilled over from Eligible Employees category

C. Allotment to Non-Institutional Investors (more than ₹1.00 million) (After Rejections) (including ASBA Applications)

The Basis of Allotment to the Non-Institutional Investors (more than ₹1.00 million), who have bid at the Offer Price of ₹ 326 per Equity Share or above, was finalized in consultation with NSE. This category has been subscribed to the extent of 1.88 times. The total number of Equity Shares allotted in this category is 4,74,83,491 Equity Shares to 21,639 successful applicants. The category-wise details of the Basis of Allotment are as under: (Sample)

Sr. No.	Category	No. of Applications Received	% of Total	Total No. of Equity Shares Applied	% to Total	No. of Equity Shares Allotted per Bidder	Ratio	Total No. of Equity Shares Allotted
1	3,082	19,205	88.75	5,91,89,810	66.45	1,732	1:1	3,32,63,060
		1 ADDITIO	DNAL SHARE	FOR CATEGORY	1	59:134	8,455	
2	3,128	303	1.40	9,47,784	1.06	1,753	1:1	5,31,159
3	3,174	60	0.28	1,90,440	0.21	1,774	1:1	1,06,440
4	3,220	311	1.44	10,01,420	1.12	1,794	1:1	5,57,934
125	11,500	4	0.02	46,000	0.05	5,491	1:1	21,964
126	11,546	1	0.00	11,546	0.01	5,511	1:1	5,511
127	11,960	1	0.00	11,960	0.01	5,696	1:1	5,696
128	12,190	2	0.01	24,380	0.03	5,799	1:1	11,598
129	12,236	12	0.06	1,46,832	0.16	5,819	1:1	69,828
250	6,13,410	1	0.00	6,13,410	0.69	2,74,212	1:1	2,74,212
251	8,56,796	1	0.00	8,56,796	0.96	3,82,871	1:1	3,82,871
252	23,00,598	1	0.00	23,00,598	2.58	10,27,453	1:1	10,27,453
253	30,67,464	1	0.00	30,67,464	3.44	13,69,818	1:1	13,69,818
	TOTAL	21,639	100.00	8,90,79,782	100.00			4,74,83,491

This includes 21,063 Equity Shares spilled over from Eligible Employees category.

D. Allotment to Employee Reservation (After Rejections) (including ASBA Applications)

The Basis of Allotment to the Eliqible Employee Portion, who have bid at the Offer Price of ₹ 326 per Equity Share was finalized in consultation with NSE. This category has been subscribed to the extent of 0.82 times. The total number of Equity Shares allotted in this category is 9,89,368

Sr. No.	Category	No. of Applications Received	% of Total	Total No. of Equity Shares Applied	% to Total	No. of Equity Shares Allotted per Bidder	Ratio	Total No. of Equity Shares Allotted
1	46	1,255	36.21	57,730	5.84	46	1:1	57,730
2	92	522	15.06	48,024	4.85	92	1:1	48,024
3	138	257	7.41	35,466	3.58	138	1:1	35,466
4	184	169	4.88	31,096	3.14	184	1:1	31,096
5	230	145	4.18	33,350	3.37	230	1:1	33,350
6	276	112	3.23	30,912	3.12	276	1:1	30,912
7	322	161	4.65	51,842	5.24	322	1:1	51,842
8	368	35	1.01	12,880	1.30	368	1:1	12,880
9	414	25	0.72	10,350	1.05	414	1:1	10,350
10	460	103	2.97	47,380	4.79	460	1:1	47,380
11	506	20	0.58	10,120	1.02	506	1:1	10,120
12	552	23	0.66	12,696	1.28	552	1:1	12,696
13	598	224	6.46	1,33,952	13.54	598	1:1	1,33,952
14	644	83	2.39	53,452	5.40	644	1:1	53,452
15	690	22	0.63	15,180	1.53	690	1:1	15,180
16	736	8	0.23	5,888	0.60	736	1:1	5,888
17	782	13	0.38	10,166	1.03	782	1:1	10,166
18	828	6	0.17	4,968	0.50	828	1:1	4,968
19	920	38	1.10	34,960	3.53	920	1:1	34,960
20	966	10	0.29	9,660	0.98	966	1:1	9,660
21	1,012	10	0.29	10,120	1.02	1,012	1:1	10,120
22	1,058	4	0.12	4,232	0.43	1,058	1:1	4,232
23	1,104	2	0.06	2,208	0.22	1,104	1:1	2,208
24	1,150	5	0.14	5,750	0.58	1,150	1:1	5,750
25	1,196	7	0.20	8,372	0.85	1,196	1:1	8,372
26	1,242	10	0.29	12,420	1.26	1,242	1:1	12,420
27	1,288	4	0.12	5,152	0.52	1,288	1:1	5,152
28	1,334	3	0.09	4,002	0.40	1,334	1:1	4,002
29	1,380	7	0.20	9,660	0.98	1,380	1:1	9,660
30	1,426	2	0.06	2,852	0.29	1,426	1:1	2,852
31	1,472	5	0.14	7,360	0.74	1,472	1:1	7,360
32	1,518	176	5.08	2,67,168	27.00	1,518	1:1	2,67,168
	TOTAL	3,466	100.00	9,89,368	100.00			9,89,368

The unsubscribed portion of 2,10,632 Equity Shares of Eligible Employees category have been spilled over to QIB Portion, Non-Institutional

E. Allotment to Net QIB portion (After Rejections)

Allotment to QIBs, who have Bid at the Offer Price of ₹ 326 per Equity Share, has been done on a proportionate basis in consultation with the NSE. This category has been subscribed to the extent of 3.41 times of QIB Portion. As per the SEBI Regulations, Mutual Funds were Allotted 5% of the Equity Shares of QIB Portion available i.e., 47,51,509 Equity Shares and other QIBs were Allotted the remaining available Equity Shares i.e., 9,02,78,663 Equity Shares on a proportionate basis. The total number of Equity Shares Allotted in the QIB Portion is 9,50,30,172 Equity Shares which were allotted to 35 successful QIB Investors. The category-wise details of the Basis of Allotment are as under:

onares which were allotted to be successful QID investors. The bategory-wise details of the basis of Allottherical distinct.										
CATEGORY	FIS/BANKS	MF'S	IC'S	NBFC'S	AIF	FPC	PROV FUND	TOTAL		
ALLOTMENT	54,72,254	1,81,10,456	1,01,67,923	16,93,974	8,79,919	5,32,77,628	54,28,018	9,50,30,172		

This includes 1,05,316 Equity Shares spilled over from Eligible Employees category.

F. Allotment to Anchor Investors

Application Forms (including 18 domestic mutual funds through 59 Mutual Fund schemes) at the Anchor Investor Offer Price of ₹ 326 per Equity Share in accordance with the SEBI Regulations. This represents 60% of the QIB Portion.

CATEGORY	FIS/BANKS	MF'S	IC'S	NBFC'S	AIF	FPC	PROV FUND	TOTAL	
ALLOTMENT	-	5,06,25,668	3,05,60,468	23,29,825	6,13,611	5,13,53,802	69,03,910	14,23,87,284	
The Company on October 9, 2025 has taken on record the Basis of Allotment of Equity Shares approved by the Designated Stock Exchange,									
being NSE and has allotted the Equity Shares to various successful Bidders. The Allotment Advice-cum-Intimations and/or notices have been dispatched to the address of the investors as registered with the depositories. Further, the instructions to the Self Certified Syndicate Banks for									
unblocking of funds, transfer to Public Offer Account have been issued on October 9, 2025 and payment to non-Syndicate brokers have been									
issued on October 10, 2025. In case the same is not received within ten days, investors may contact the Registrar to the Offer at the address									
given below. The Equity Shares Allotted to the successful Allottees have been uploaded on October 10, 2025 for credit into the respective beneficiary accounts subject to validation of the account details with the depositories concerned. The Company has filed the Listing application									
							nas flied the List and NSE and		

commence on October 13, 2025. Note: All capitalised terms used and not specifically defined herein shall have the same meaning as ascribed to them in the Prospectus.

INVESTORS PLEASE NOTE

The details of the allotment made will be hosted on the website of the Registrar to the Offer, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) at www.in.mpms.mufg.com

All future correspondence in this regard may kindly be addressed to the Registrar to the Offer quoting full name of the First/sole Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, PAN, date of submission of Bid-cum-Application Form, address of the Bidder, number of Equity Shares applied for, the name of the member of the Syndicate, the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder and a copy of the Acknowledgment Slip received from the Designated Intermediary at the address given below



MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) C-101, Embassy 247, L.B.S. Marg, Vikhroli West Mumbai - 400 083, Maharashtra, India Telephone: +91 810 811 4949

Investor Grievance ID: tatacapital.ipo@in.mpms.mufg.com Website: www.in.mpms.mufg.com Contact Person: Shanti Gopalkrishnan SEBI Registration Number: INR000004058

For TATA CAPITAL LIMITED On behalf of the Board of Directors Sd/-

Place: Mumbai Date: October 10, 2025

Ms. Sarita Kamath Chief Legal and Compliance Officer & Company Secretary

THE LEVEL OF SUBSCRIPTION SHOULD NOT BE TAKEN TO BE INDICATIVE OF EITHER THE MARKET PRICE OF THE EQUITY SHARES ON LISTING OR THE BUSINESS PROSPECTS OF TATA CAPITAL LIMITED.

TATA CAPITAL LIMITED has filed the Prospectus with RoC. The Prospectus is available on the website of SEBI at www.sebi.gov.in. as well as on the websites of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com, respectively, on the website of the Company at www.tatacapital.com; and on the websites of the BRLMs, i.e. Kotak Mahindra Capital Company Limited, Axis Capital Limited. BNP Paribas, Citigroup Global Markets India Private Limited, HDFC Bank Limited, HSBC Securities and Capital Markets (India) Private Limited, ICICI Securities Limited, IIFL Capital Services Limited (formerly known as IIFL Securities Limited), J.P. Morgan India Private Limited and SBI Capital Markets Limited at https://investmentbank.kotak.com, www.axiscapital.co.in, www.bnpparibas.co.in, www.online.citibank.co.in/rhtm/ citigroupglobalscreen1.htm, www.hdfcbank.com, www.business.hsbc.co.in, www.icicisecurities.com, www.iiflcap.com, www.jpmipl.com and www.sbicaps.com, respectively. Any potential investors should note that investment in equity shares involves a high degree of risk and for details relating to such risk, see 'Risk Factors' on page 49 of the Prospectus.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or

any state securities laws in the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws in the United States. Accordingly, the Equity Shares are being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) in transactions exempt from or not subject to the registration requirements under the U.S. Securities Act, and (ii) outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. There will be no public offering of the Equity Shares in the United States.