## Choice

# IPO Report

"Subscribe For Long Term" to TATA Capital Ltd.

Strong brand positioning the only positive, while high valuations stay a concern



Strong brand positioning the only positive, while high valuations stay a concern

Choice

03rd Oct. 2025

#### Salient features of the IPO:

- TATA Capital Ltd. (TCL), the flagship financial services arm of the Tata Group and a wholly owned subsidiary of Tata Sons Pvt. Ltd., is categorized by the RBI as an Upper Layer NBFC. It is the third-largest diversified NBFC in India and ranks among the fastest-growing players in its segment, with total gross loans expanding at a CAGR of 37.3% between March 31, 2023 and March 31, 2025. Since commencing its lending operations in 2007, the company has served over 7.3mn customers as of June 30, 2025. Backed by a comprehensive suite of more than 25 lending products, TCL caters to a wide customer base that includes salaried and self-employed individuals, entrepreneurs, small businesses, SMEs, and corporates.
- The IPO is a combination of fresh issue (Rs.6,510.0 6,846.0cr) and OFS portion (of Rs. 8,240.6 8,665.9cr). The company will not receive any proceeds from the OFS portion. The net proceeds from the fresh issue will be utilized to augment the Company's Tier-I capital base, to meets its future capital requirements, including onward lending.

#### **Key competitive strengths:**

- Flagship financial services company of the Tata group, with a legacy of over 150 years
- Third largest diversified NBFC in India, with the most comprehensive lending product suite
- Omni-channel distribution model, comprising pan-India branch network, partnerships and digital platforms
- Prudent risk culture and robust credit underwriting and collections capabilities, resulting in stable asset quality
- Digital and analytics at the core of the business, driving high quality experience and business outcomes
- Highest credit rating with a diverse liability profile

#### **Business Strategy:**

- Continue the growth trajectory by enhancing the product offerings and strengthening the distribution network
- To strengthen the risk management framework, credit underwriting and collections infrastructure to maintain high asset quality
- Leveraging technology and data analytics to drive efficiency, lower costs, enhance customer experience, and strengthen risk management
- To maintain the credit ratings and a diversified liability mix to optimise the borrowing costs
- Continue to attract, train and retain talented employees
- Leveraging the TMFL merger to become a full-stack vehicle finance provider and drive superior business outcomes

#### Risk and concerns:

- General slowdown in the global economic activities
- Business may be adversely affected by seasonal trends in the Indian economy
- The company's financial performance is sensitive to interest rate fluctuations
- The company operates under strict regulations governing India's financial services industry
- Competition

#### **Valuation Overview and IPO Rating**

At the upper price band, the issue is valued at a Adj. P/BV of 3.6x (post-issue BVPS), broadly in line with peers, making it fully priced. The company has reported steady growth in interest income on the back of loan book expansion and widening branch network across India. However, its RoE and RoA remain lower than peers, which is a concern. Backed by a strong brand and the proposed merger with TMFL that will enhance its customer base, the company is well-positioned for long-term growth. However, considering the near-term operational challenges, we assign a "Subscribe for Long Term" rating to the issue.

	03 <sup>rd</sup> Oct. 2025
Issue details	
Price band	Rs. 310 - 326 per share
Face value	Rs. 10
Shares for fresh issue	21cr shares
Shares for OFS	26.582cr shares
Fresh issue size	Rs. 6,510.0 - 6,846.0cr
OFS issue size	Rs. 8,240.6 - 8,665.9cr
Total issue size	47.582cr shares (Rs. 14,750.55 - 15,511.87cr)
Employee reservation	0.12cr shares
Employee reservation	Rs. 37.2 - 39.12cr
Net issue size	47.462cr shares (Rs. 14,713.35 - 15,472.75cr)
Bidding date	06 <sup>th</sup> Oct 08 <sup>th</sup> Oct. 2025
Implied MCAP at higher price band	Rs. 1,38,382.7cr
Implied enterprise value at higher price band	Rs. 3,36,932.6cr
Book running lead manager	Kotak Mahindra Capital Company Ltd., Axis Capital Ltd., BNP Paribas, Citigroup Global Markets India Pvt. Ltd., HDFC Bank Ltd., HSBC Securities and Capital Markets (India) Pvt. Ltd., ICICI Securities Ltd., IIFL Capital Services Ltd., J.P. Morgan India Pvt. Ltd., and SBI Capital Markets Ltd.
Registrar	MUFG Intime India Pvt. Ltd.
Sector	Non-Banking financial company
Promoters	TATA Sons Pvt. Ltd.

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Category	Percent of issue (%)	Number	of shares	
QIB portion	50%	23.731	cr shares	
Non institutional portion (Big)	10%	4.746c	r shares	
Non institutional portion (Small)	5%	2.373c	r shares	
Retail portion	35%	16.612	cr shares	
Indicative IPO proces	s time line			
Finalization of basis o	f allotment	09th Oct	. 2025	
Unblocking of ASBA	account	10 <sup>th</sup> Oct	. 2025	
Credit to demat acco	unts	10 <sup>th</sup> Oct. 2025		
Commencement of tr	13 <sup>th</sup> Oct	. 2025		
Pre and post - issue s	hareholding patte	ern		
		Pre-issue	Post-issue	

Promoter & promoter group	95.56%	85.41%
Public	3.74%	13.92%
Shares held by Employee Trusts	0.70%	0.67%
Total	100.00%	100.00%
Retail application money at higher co	ut-off price pe	r lot

Number of shares per lot

Application money

Rs. 14,996 per lot

Research Analyst: Rajnath Yadav Email: rajnath.yadav@choiceindia.com

Ph: +91 6707 9999; Ext: 912

#### Key highlights of the company (Contd...):

Companies	CMP (Rs/sh)	Face Value	Market Cap	6M (%)	12M (%)	Cost of borrowin gs (%)	Yield on advances (%)	FY25 NIM (%)	GNPA (%)	NNPA (%)	PCR (%)
TATA Capital Ltd.	326	10	1,38,382.7	-	-	7.8%	12.3%	5.2%	2.1%	1.0%	53.9%
HDB Financial Services Ltd	770	10	63,876.6	-	-	7.9%	14.6%	7.8%	2.6%	1.1%	56.7%
Bajaj Finance Ltd	988	1	6,14,781.2	13.3%	28.2%	7.6%	16.7%	9.9%	1.0%	0.5%	51.9%
Sundaram Finance Ltd	4,385	10	48,719.0	-3.7%	-16.0%	7.5%	11.9%	4.9%	1.9%	1.1%	44.0%
L&T Finance Ltd	259	10	64,746.6	68.2%	37.4%	7.1%	16.7%	9.9%	3.3%	1.0%	71.0%
Cholamandalam Investment & Finance Company Ltd	1,606	2	1,35,128.7	10.5%	1.5%	8.1%	14.5%	6.9%	4.3%	2.9%	34.4%
Shriram Finance Ltd	649	2	1,22,077.4	-0.8%	-9.2%	8.8%	17.8%	9.6%	4.5%	2.6%	44.3%
Average						7.8%	15.4%	8.2%	2.9%	1.5%	50.4%

Companies	PAT (Rs.cr)	Gross Loan Book (R.cr)	AUM (Rs.cr)	Total Assets	EV	Net worth	Debt	D/Ex
TATA Capital Ltd.	4,224	2,33,399	2,33,399	2,52,254	3,36,932.6	38,227	2,11,852	5.5
HDB Financial Services Ltd	2,176	1,06,878	1,07,262	1,08,663	1,47,790	18,320	87,398	4.8
Bajaj Finance Ltd	17,633	4,16,661	4,16,661	4,66,127	8,91,083	96,693	2,89,846	3.0
Sundaram Finance Ltd	1,920	51,401	51,401	75,337	98,994	13,197	52,406	4.0
L&T Finance Ltd	2,659	97,701	97,701	1,20,384	1,46,286	25,564	92,372	3.6
Cholamandalam Investment & Finance Company Ltd	4,453	1,84,746	1,84,746	2,01,887	3,00,664	23,668	1,75,036	7.4
Shriram Finance Ltd	9,705	2,59,916	2,63,190	2,93,722	2,78,823	56,470	1,78,111	3.2
Average								4.3

Companies	Adj. P/BV (x)	P/E (x)	EV/Loan Book	Mcap/ Loan Book	BVPS (Rs/sh)	EPS (Rs/sh)	RoE (%)	RoA (%)	CAR (%)	C/I(%)
TATA Capital Ltd.	3.6	32.8	1.4	0.6	90.1	10.0	11.0%	1.7%	16.6%	42.1%
HDB Financial Services Ltd	3.5	29.4	1.4	0.6	220.8	26.2	11.9%	2.0%	20.2%	49.1%
Bajaj Finance Ltd	6.4	34.9	2.1	1.5	155.4	28.3	18.2%	3.8%	22.0%	33.2%
Sundaram Finance Ltd	3.7	25.4	1.9	0.9	1187.8	172.8	14.5%	2.5%	20.0%	37.8%
L&T Finance Ltd	2.5	24.3	1.5	0.7	102.3	10.6	10.4%	2.2%	20.7%	40.1%
Cholamandalam Investment & Finance Company Ltd	5.7	30.3	1.6	0.7	281.3	52.9	18.8%	2.2%	20.0%	39.7%
Shriram Finance Ltd	2.2	12.6	1.1	0.5	300.2	51.6	17.2%	3.3%	20.8%	30.5%
Average	4.0	26.1	1.6	0.8			15.2%	2.7%	20.6%	38.4%

Note: Considered financials for the period during FY25 and Q1FY26 (with IPO adjustments); Source: Choice Broking Research

- TCL's loan portfolio is well-diversified and granular, with ticket sizes ranging from Rs. 10,000 to over Rs. 1 bn. As of June 30, 2025, over 98% of loan accounts were below Rs. 10 mn, 80% of total gross loans were secured, and the organic book contributed more than 99% of the portfolio.
- Through the merger of Tata Motors Finance Ltd. (TMFL), Tata Capital Ltd. (TCL) has strengthened its presence in commercial vehicle and passenger car financing, consolidating its lending businesses into a larger, unified financial services entity with stronger capital, assets, and wider geographical reach. The merger has enabled TCL to scale operations, diversify its portfolio, and unlock business synergies, particularly in auto finance.
- Post-merger, as of March 31, 2025, TMFL contributed 92.5% of Commercial Vehicle Loans, 16.8% of Car Loans, and 12.8% of Supply Chain Finance to TCL's gross loans. This integrated product offering positions TCL to address the entire auto financing market, valued at Rs. 18.4 trillion (CRISIL Report). TMFL's pan-India network of 353 branches across 27 States and UTs further enhances TCL's positioning as a leading full-spectrum auto finance provider.
- TCL enjoys the highest possible credit ratings for NBFCs in India, with "AAA/Stable" from CRISIL, ICRA, CARE, and India Ratings, and "A1+" for its commercial papers from CRISIL, ICRA, and India Ratings (as of June 30, 2025). The company had borrowings outstanding from multiple lenders, including 21 commercial banks (10 from the private sector). Backed by strong ratings, a diversified funding mix, and long-standing lender relationships, TCL maintained a competitive average cost of borrowings of 7.8% in FY2025 and Q1FY2026.
- TCL follows an omni-channel distribution model integrating its branch network, partner ecosystem, and digital platforms to deliver a seamless customer experience. As of June 30, 2025, it operated 1,516 branches across 27 States and Union Territories, staffed with in-house teams for acquisition, processing, documentation, and servicing. The branch network expanded at a CAGR of 58.3% from March 31, 2023 to June 30, 2025, driven by consistent additions over the past three years. This physical presence is complemented by proprietary digital platforms (website and mobile app) under its 'phygital' strategy, along with partnerships with direct selling agents (DSAs), original equipment manufacturers (OEMs), dealers, and digital partners to enhance reach.

#### Key highlights of the company (Contd...):

- Tata Capital's branch network forms a key pillar of its market expansion strategy, with a pan-India presence across location tiers, regions, and customer segments. As of June 30, 2025, the company operated 1,516 branches across India, of which 1,508 were leased and 8 were owned. Regionally, 42.1% of branches were in the South, 22.6% in the North, 19.3% in the East, and 16.0% in the West.
- TCL operates in both lending and non-lending segments. The lending business, which accounts for ~97% of total income, includes loans to retail, SME, and corporate customers. The non-lending segment (~3% of income) covers distribution of third-party products (insurance, credit cards), wealth management services, and sponsorship/management of PE funds.
- As of June 30, 2025, Retail Finance accounted for 61.3% of total gross loans at Rs. 1,43,095.4cr, growing at a CAGR of 39.0% from March 31, 2023, with Gross Stage 3 Loans at 3.0%, Net Stage 3 Loans at 1.5% and PCR at 52.1%. SME Finance contributed 26.2% with gross loans of Rs. 61,227.5cr, reporting 21.9% CAGR, Gross Stage 3 Loans at 0.7%, Net Stage 3 Loans at 0.2% and PCR at 68.6%. Corporate Finance formed 12.5% of total loans at Rs. 29,075.6cr, growing at a CAGR of 44.0%, with the lowest asset quality risks reflected in Gross Stage 3 Loans of 0.2%, Net Stage 3 Loans of 0.1% and PCR of 71.2%.
- The company's interest income grew strongly from Rs. 11,910.9cr in FY23 to Rs. 25,719.8cr in FY25, registering a CAGR of 46.9%, driven by an expansion in the gross loan book from Rs. 1,20,196.9cr to Rs. 2,26,553cr (CAGR: 37.3%). PAT increased from Rs. 2,945.8cr in FY23 to Rs. 3,655cr in FY25, reflecting a CAGR of 11.4%. However, profitability ratios moderated, with ROE declining to 12.6% in FY25 (from 20.6% in FY23) and ROA to 1.8% (from 2.9%). As of June 30, 2025, total borrowings stood at Rs. 2,11,851.6cr, translating into a high debt-to-equity ratio of 5.4x, supporting loan book growth through leveraged, cost-efficient funding.

Gross Loan Mix (Rs.cr)	FY23	FY24	FY25	Q1FY25	Q1FY26	CAGR FY23 - FY25
Retail Finance	68,187.9	95,031.7	1,41,114.2	1,27,565.2	1,43,095.4	43.9%
% to gross loan book	56.7%	58.9%	62.3%	64.2%	61.3%	
SME Finance	39,202.8	46,761.5	59,463.0	50,903.0	61,227.5	23.2%
% to gross loan book	32.6%	29.0%	26.2%	25.6%	26.2%	
Corporate Finance	12,806.1	19,437.9	25,975.8	20,318.5	29,075.6	42.4%
% to gross loan book	10.7%	12.1%	11.5%	10.2%	12.5%	
Total Gross Loans	1,20,196.9	1,61,231.1	2,26,553.0	1,98,786.7	2,33,398.6	37.3%

#### **Financial statements:**

		Restate	d Consolidated p	rofit and loss statem	ent (Rs. cr)			
	FY23	FY24	FY25	For the period ended June 30, 2024	For the period ended June 30, 2025	ттм	CAGR over FY22-25	Annual growth over FY24
Interest Income	11,910.9	16,366.5	25,719.8	5,995.2	6,931.8	26,656.4	46.9%	57.1%
Growth (%)		37.4%	57.1%		15.6%			
Interest Expended	6,600.6	9,568.2	15,029.6	3,541.2	4,065.6	15,554.1	50.9%	57.1%
Growth (%)		45.0%	57.1%		14.8%			
Net Interest Income	5,310.3	6,798.2	10,690.1	2,454.0	2,866.2	11,102.3	41.9%	57.2%
Net Interest Margin (%)	5.1%	5.1%	5.0%	5.2%	5.2%			
Other Income	1,726.6	1,831.9	2,650.1	562.2	759.8	2,847.7	23.9%	44.7%
% of Interest Income	14.5%	11.2%	10.3%	9.4%	11.0%	10.7%		
Total Income	7,036.9	8,630.2	13,340.2	3,016.2	3,626.0	13,950.0	37.7%	54.6%
Growth (%)		22.6%	54.6%		20.2%			
Operating & Other expenses	2,665.1	3,624.2	5,615.6	1,434.9	1,334.7	5,515.4	45.2%	54.9%
Pre-Prov. Operating Profit	4,371.8	5,006.0	7,724.6	1,581.3	2,291.3	8,434.6	32.9%	54.3%
Provisions and contigencies	581.9	602.4	2,803.5	936.7	908.6	2,775.4	119.5%	365.4%
Operating Profit before Tax & Exceptional Items	3,789.9	4,403.6	4,921.1	644.7	1,382.7	5,659.2	14.0%	11.8%
Share in profit & loss of associates	146.7	(11.6)	(2.6)	(3.0)	(0.6)	(0.1)		-77.7%
PBT	3,936.6	4,392.0	4,918.6	641.6	1,382.2	5,659.1	11.8%	12.0%
Growth (%)		11.6%	12.0%		115.4%			
Pre-tax Margin (%)	55.9%	50.9%	36.9%	21.3%	38.1%	40.6%		
Tax	990.8	1,065.1	1,263.5	169.4	341.3	1,435.4	12.9%	18.6%
% of PBT	25.2%	24.3%	25.7%	26.4%	24.7%	25.4%		
Reported PAT	2,945.8	3,327.0	3,655.0	472.2	1,040.9	4,223.7	11.4%	9.9%
Net Profit Margin (%)	41.9%	38.6%	27.4%	15.7%	28.7%	30.3%		
Growth (%)		12.9%	9.9%		120.4%			

		Cons	solidated balance	sheet statement (R	s. cr)		
	FY23	FY24	FY25	For the period ended June 30, 2024	For the period ended June 30, 2025	CAGR over FY22-25	Annual growth over FY24
Capital	3,507.1	3,703.1	3,762.4	3,703.6	3,951.4	3.6%	1.6%
Shares pending for issuance	71.7	0.0	4,162.8	4,162.8	0.0	662.2%	
Instruments entirely equity in nature	0.0	0.0	1,808.0	1,808.0	1,203.0		
Reserves and Surplus	13,761.1	19,714.1	23,458.6	19,198.2	28,434.5	30.6%	19.0%
Non-controlling interest	8.808	1,165.0	1,178.8	1,173.7	1,238.7	20.7%	1.2%
Provisions	103.9	113.7	280.2	271.1	259.2	64.2%	146.5%
Borrowings	1,13,335.9	1,48,185.3	2,08,414.9	1,83,166.6	2,11,851.6	35.6%	40.6%
Other financial liabilities	4,037.7	3,812.9	5,399.2	5,253.5	5,316.0	15.6%	41.6%
Total Liabilities	1,35,626.1	1,76,694.0	2,48,465.0	2,18,737.4	2,52,254.3	35.4%	40.6%
Cash and balance	3,316.7	6,995.6	10,443.1	6,627.7	6,455.8	77.4%	49.3%
Loans	1,16,788.7	1,57,760.6	2,21,950.4	1,94,588.0	2,28,578.8	37.9%	40.7%
Investment	12,659.0	7,902.0	8,717.8	10,012.5	9,212.9	-17.0%	10.3%
Fixed assets	732.8	1,195.6	2,016.0	1,483.4	2,208.3	65.9%	68.6%
Deferred tax assets (Net)	381.1	466.5	1,388.2	1,182.6	1,459.8	90.9%	197.6%
Other assets	1,747.9	2,373.8	3,949.6	4,843.4	4,338.6	50.3%	66.4%
Total assets	1,35,626.1	1,76,694.0	2,48,465.0	2,18,737.4	2,52,254.3	35.4%	40.6%

Source: Choice Equity Broking

### Financial statements (Contd...):

		Financial Ratios			
Particulars	FY23	FY24	FY25	For the period ended June 30, 2024	For the period ended June 30, 2025
Return / Profitability Ratios (%)					
Net interest margin (NIM)	5.1%	5.0%	5.2%	5.2%	5.1%
Avg Cost of borrowings	6.6%	7.3%	7.8%	7.8%	7.8%
Avg Yield on loans	11.5%	11.9%	12.6%	12.6%	12.3%
RoA	2.9%	2.3%	1.8%	1.0%	1.8%
RoE	20.6%	15.5%	12.6%	6.9%	12.5%
Business Ratios (%)					
AUM (Rs cr)	1,20,196.9	1,61,013.8	2,26,356.8	1,98,573.0	2,33,147.1
Gross Loan (Rs.cr)	1,20,196.9	1,61,013.8	2,26,356.8	1,98,573.0	2,33,147.1
Disbursements (Rs cr)	74,766.7	1,04,994.4	1,42,301.7	30,804.1	34,714.3
CAR (Basel III)		16.7%	16.9%	16.6%	16.6%
Assets / Equity	7.85	7.55	8.56	8.85	7.51
AUM / Assets	88.6%	91.1%	91.1%	90.8%	92.4%
Cost/Income	37.9%	42.0%	42.1%	46.8%	36.8%
Asset Quality ratios (%)					
PCR	77.1%	74.1%	58.5%	63.5%	53.9%
GNPA	1.7%	1.5%	1.9%	1.7%	2.1%
NNPA	0.4%	0.4%	0.8%	0.6%	1.0%
Per Share Data (Rs)					
EPS (Diluted)	6.9	7.8	8.6	1.1	2.5
BVPS	40.7	55.2	68.4	58.2	79.1
Valuation ratios (x)					
P/E (x)	47.0	41.6	37.9		
P/BV (x)	8.0	5.9	4.8		
Growth ratios (%)					
AUM		33.96%	40.58%		17.41%
NII		28.02%	57.25%		16.80%
PAT		12.94%	9.86%		120.44%

Source: Choice Equity Broking

#### **IPO** rating rationale

Subscribe: An IPO with strong growth prospects and valuation comfort.

Subscribe for Long Term: Relatively better growth prospects but with valuation discomfort.

Avoid: Concerns on both fundamentals and demanded valuation.

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