

LETTER OF OFFER
Issue of Commercial Paper (CP)
PART I

Issuer Details	Aditya Birla Capital Limited
Address	One World Center, Tower 1 18th Floor, Jupiter Mills Compound, Elphinstone Road Mumbai - 400013
Business Segment / Activity	Non Banking Financial Companies (NBFCs)
Chief Financial Officer	Ms. Pinky Mehta
Group Affiliation (If Any)	Aditya Birla Group

PART II

Issue Details	ABCL/2025-26/CP153	
ISIN	INE674K14BT4	
Proposed Date of Issue	18-Feb-26	
Amount (Rs.)	2,000,000,000.00	Two Hundred Crores Only
Tenor	365 Days	
Date of Maturity	18-Feb-27	
Proposed to be Listed / Unlisted	Proposed to be listed on National Stock Exchange of India Limited and or BSE Ltd	
End Use of CP / NCD proposed (specific details)	Working Capital Purpose / On Lending / Repayment of Debt (Term Loans / NCD's / CPs / CC / WCDD / ICB etc.)	
Market Conventions	FIMMDA Conventions	
Credit Rating Details for the Proposed Issue	Credit Rating – 1	Credit Rating – 2 (obtained if any)
Credit Rating Issuer	ICRA Limited	India Ratings (Ind Ra)
Rating	A1+	A1+
	6-Feb-26	11-Feb-26
Validity of Issuance	3 Months	60 Days
Validity period for rating	18-Feb-27	18-Feb-27
For Amount (Rs.)	₹ 20,900.00 Crs.	₹ 15,000.00 Crs.
Conditions (If Any)	Standalone	Standalone
Long term credit rating obtained by the Issuer	AAA (Stable) by CRISIL, AAA (Stable) by ICRA & AAA (Stable) by India Ratings	
Unaccepted Credit Rating assigned to the Issuer	Not Applicable	
Issuing and Paying Agent Details (Name and Address)	HDFC Bank Limited, Treasury Operations (TROPS), Lodha - I Think Techno Campus, Building - Alpha, 4th Floor - Office Near Kanjur Marg Railway Station, Kanjur Marg (E) Mumbai – 400042	
Credit Enhancement Details (If any)	Not applicable	
Description of Instrument	Commercial Paper	
Amount (Rs. In Lacs)	Not Applicable	
In Favor of		
Name and Address of the Guarantor	Not Applicable	
Net worth of the Guarantor (Rs. In Lacs)	Not Applicable	
Extent of The Guarantee Offered by the Guarantor for the Issue	Not Applicable	
Conditions under which the guarantee will be invoked	Not Applicable	
Trustee Details (Name and Address)	Not Applicable	
Whether guarantor is a group entity	Not Applicable	
	If yes,	
Names of Companies to which Guarantor has issued similar guarantees – Not applicable		

PART III
A. Issuer Financial Details

CP Borrowing	
Date of Board Resolution	13-May-25
1. Limit approved by Board	₹ 30,000 crores
2. Limit as per CRA	ICRA Limited - ₹20,900.00 crores India Ratings (Ind Ra) - ₹15,000.00 crores
3. Limit approved by Regulator concerned (if applicable)	Not Applicable

B. Details of CP / NCD and other Debt Instruments outstanding as on date of Letter of Offer CP / NCD / other Debt Instruments (Including Liabilities not redeemed on due date)
Refer Annexure

Aditya Birla Capital Limited
Corporate Office:
One World Center, Tower 1, 18th Floor, Jupiter Mill Compound,
841, Senapati Bapat Marg, Elphinstone Road, Mumbai, Maharashtra - 400 013
Tel: +91 22 6723 9101 | abc.secretarial@adityabirlacapital.com | www.adityabirlacapital.com
For customer care and other queries : care.finance@adityabirlacapital.com
Toll-free no.: 1800-270-7000

Registered Office:
Indian Rayon Compound,
Veraval, Gujarat – 362 266
Tel: +91 28762 43257
CIN: L64920GJ2007PLC058890

C. Fund-based facilities from banks/Financial institutions, if any – Refer Annexure III
D. Shareholding Details of Promoters / Details of share Pledged

Refer Annexure

E. Financial Summary (Including Net worth / Equity / Investment in subsidiaries / Affiliates)

Financial Summary (Standalone)	Amount (Rs. In Crores)				
	For the Half Year ending 30.09.2025 (IND AS)	For the Year ending 31.03.2025 (IND AS)	For the Year ending 31.03.2024(IND AS)	For the Year ending 31.03.2023 (IND AS)	For the Year ending 31.03.2022 (IND AS)
EQUITY/ CCPS	26,893.34	25,193.64	22,033.94	10,097.94	9,908.19
NET WORTH	26,829.06	25,172.42	22,046.49	10,097.94	9,908.19
INVESTMENT IN SUBSIDIARIES/AFFILIATES	6,044.77	14,288.52	11,829.59	9,817.09	9,499.30
TOTAL DEBT OUTSTANDING	122,364.34	111,135.68	92,292.14	-	-
Short Term (< 1 year)	42,277.88	40,839.81	34,988.07	-	-
Other Debt (>1 year)	80,086.46	70,295.87	57,304.07	-	-
GROSS INCOME	8,565.59	15,553.07	13,625.18	222.52	454.07
OPERATING PROFIT (PBITD)	6,587.91	12,041.96	10,373.50	185.09	420.04
GROSS PROFIT (PBTD)	2,207	4,060.60	3,904.86	185.01	419.93
NET PROFIT (POST TAX)	1,591.98	2,957.22	2,935.15	141.29	344.69
Audit Qualification (If any)	NA	NA	NA	NA	NA

Financial Summary (Consolidated)	Amount (Rs. In Crores)				
	For the Half Year ending 30.09.2025 (IND AS)	For the Year ending 31.03.2025(IND AS)	For the Year ending 31.03.2024(IND AS)	For the Year ending 31.03.2023 (IND AS)	For the Year ending 31.03.2022 (IND AS)
EQUITY/ CCPS	32,180.52	30,388.72	26,817.26	20,310.75	15,492.11
NET WORTH	32,180.52	30,388.72	26,817.26	20,310.75	15,492.11
INVESTMENT IN SUBSIDIARIES/AFFILIATES	NA	NA	NA	NA	NA
TOTAL DEBT OUTSTANDING	155,899.66	139,347.39	109,540.10	84,320.77	58,051.91
Short Term (< 1 year)	NA	49,203.41	41,704.45	29,914.54	21,159.22
Other Debt (>1 year)	NA	90,143.98	67,835.65	54,406.23	36,892.69
GROSS INCOME	20,140.16	40,723.75	34,560.58	30,201.33	22,241.35
OPERATING PROFIT (PBITD)	8,078.91	14,783.22	12,393.43	10,502.06	5,888.16
GROSS PROFIT (PBTD)	2,538.57	5,089.04	4,776.18	5,780.06	2,408.63
NET PROFIT (POST TAX)	835.08	3,332.32	3,334.98	4,795.77	1,705.97
Audit Qualification (If any)	NA	NA	NA	NA	NA

G. Details of default

in repayment of CP, NCD or any other debt instrument and other financial indebtedness including corporate guarantee issued in the past five financial years including in the current financial year. – No such default

H. Details of any other material event / development having implications for the financials /credit quality resulting in material liability, corporate restructuring event or such other matters affecting the issue or investor's decision. – Not applicable
I. Material Litigation if any: There are no material litigations as on date. However, all the pending litigations by and against the company are in the ordinary course of business.
(All ongoing and outstanding material litigation irrespective of age to be reported)
J. Regulatory Strictures, if any: There are no other regulatory strictures
(Regulatory strictures issued during the past five Financial Years to be reported. Also, any regulatory structure which continue to be applicable is to be reported)
K. An Issuer which is either an NBFC or an HFC shall disclose the residual maturity profile of its assets and liabilities in the following format:

Refer Annexure

Aditya Birla Capital Limited

Anirudh
Muchhal
Digitally signed
by Anirudh
Muchhal
Date: 2026.02.18
11:07:00 +05'30'
Vijay
Nawal
Digitally signed
by Vijay Nawal
Date: 2026.02.18
11:07:17 +05'30'

Authorised Signatories

Date: February 18, 2026

ORIGINAL / AUTHENTICATED COPY OF ANY DOCUMENT RELATED TO ABOVE INFORMATION WILL BE MADE AVAILABLE TO THE INVESTORS ON REQUEST

Aditya Birla Capital Limited
Corporate Office:
One World Center, Tower 1, 18th Floor, Jupiter Mill Compound,
841, Senapati Bapat Marg, Elphinstone Road, Mumbai, Maharashtra - 400 013
Tel: +91 22 6723 9101 | abc.secretarial@adityabirlacapital.com | www.adityabirlacapital.com
For customer care and other queries : care.finance@adityabirlacapital.com
Toll-free no.: 1800-270-7000

Registered Office:
Indian Rayon Compound,
Veraval, Gujarat - 362 266
Tel: +91 28762 43257
CIN: L64920GJ2007PLC058890

LETTER OF OFFER
Issue of Commercial Paper (CP)
PART I

Issuer Details	Aditya Birla Capital Limited
Address	One World Center, Tower 1 18th Floor, Jupiter Mills Compound, Elphinstone Road Mumbai - 400013
Business Segment / Activity	Non Banking Financial Companies (NBFCs)
Chief Financial Officer	Ms. Pinky Mehta
Group Affiliation (If Any)	Aditya Birla Group

PART II

Issue Details	ABCL/2025-26/CP153	
ISIN	INE674K14BT4	
Proposed Date of Issue	18-Feb-26	
Amount (Rs.)	2,000,000,000.00	Two Hundred Crores Only
Tenor	365 Days	
Date of Maturity	18-Feb-27	
Proposed to be Listed / Unlisted	Proposed to be listed on National Stock Exchange of India Limited and or BSE Ltd	
End Use of CP / NCD proposed (specific details)	Working Capital Purpose / On Lending / Repayment of Debt (Term Loans / NCD's / CPs / CC / WCDDL / ICB etc.)	
Market Conventions	FIMMDA Conventions	
Credit Rating Details for the Proposed Issue	Credit Rating – 1	Credit Rating – 2 (obtained if any)
Credit Rating Issuer	ICRA Limited	India Ratings (Ind Ra)
Rating	A1+	A1+
	6-Feb-26	11-Feb-26
Validity of Issuance	3 Months	60 Days
Validity period for rating	18-Feb-27	18-Feb-27
For Amount (Rs.)	₹ 20,900.00 Crs.	₹ 15,000.00 Crs.
Conditions (If Any)	Standalone	Standalone
Long term credit rating obtained by the Issuer	AAA (Stable) by CRISIL, AAA (Stable) by ICRA & AAA (Stable) by India Ratings	
Unaccepted Credit Rating assigned to the Issuer	Not Applicable	
Issuing and Paying Agent Details (Name and Address)	HDFC Bank Limited, Treasury Operations (TROPS), Lodha - I Think Techno Campus, Building - Alpha, 4th Floor - Office Near Kanjur Marg Railway Station, Kanjur Marg (E) Mumbai – 400042	
Credit Enhancement Details (If any)	Not applicable	
Description of Instrument	Commercial Paper	
Amount (Rs. In Lacs)	Not Applicable	
In Favor of		
Name and Address of the Guarantor	Not Applicable	
Net worth of the Guarantor (Rs. In Lacs)	Not Applicable	
Extent of The Guarantee Offered by the Guarantor for the Issue	Not Applicable	
Conditions under which the guarantee will be invoked	Not Applicable	
Trustee Details (Name and Address)	Not Applicable	
Whether guarantor is a group entity	Not Applicable	
	If yes,	
Names of Companies to which Guarantor has issued similar guarantees	Not applicable	

PART III
A. Issuer Financial Details

CP Borrowing	
Date of Board Resolution	13-May-25
1. Limit approved by Board	₹ 30,000 crores
2. Limit as per CRA	ICRA Limited - ₹20,900.00 crores India Ratings (Ind Ra) - ₹15,000.00 crores
3. Limit approved by Regulator concerned (if applicable)	Not Applicable

B. Details of CP / NCD and other Debt Instruments outstanding as on date of Letter of Offer CP / NCD / other Debt Instruments (Including Liabilities not redeemed on due date)
Refer Annexure

Aditya Birla Capital Limited
Corporate Office:
One World Center, Tower 1, 18th Floor, Jupiter Mill Compound,
841, Senapati Bapat Marg, Elphinstone Road, Mumbai, Maharashtra - 400 013
Tel: +91 22 6723 9101 | abc.secretarial@adityabirlacapital.com | www.adityabirlacapital.com
For customer care and other queries : care.finance@adityabirlacapital.com
Toll-free no.: 1800-270-7000

Registered Office:
Indian Rayon Compound,
Veraval, Gujarat – 362 266
Tel: +91 28762 43257
CIN: L64920GJ2007PLC058890

C. Fund-based facilities from banks/Financial institutions, if any – Refer Annexure III
D. Shareholding Details of Promoters / Details of share Pledged

Refer Annexure

E. Financial Summary (Including Net worth / Equity / Investment in subsidiaries / Affiliates)

Financial Summary (Standalone)	Amount (Rs. In Crores)				
	For the Half Year ending 30.09.2025 (IND AS)	For the Year ending 31.03.2025 (IND AS)	For the Year ending 31.03.2024(IND AS)	For the Year ending 31.03.2023 (IND AS)	For the Year ending 31.03.2022 (IND AS)
EQUITY/ CCPS	26,893.34	25,193.64	22,033.94	10,097.94	9,908.19
NET WORTH	26,829.06	25,172.42	22,046.49	10,097.94	9,908.19
INVESTMENT IN SUBSIDIARIES/AFFILIATES	6,044.77	14,288.52	11,829.59	9,817.09	9,499.30
TOTAL DEBT OUTSTANDING	122,364.34	111,135.68	92,292.14	-	-
Short Term (< 1 year)	42,277.88	40,839.81	34,988.07	-	-
Other Debt (>1 year)	80,086.46	70,295.87	57,304.07	-	-
GROSS INCOME	8,565.59	15,553.07	13,625.18	222.52	454.07
OPERATING PROFIT (PBITD)	6,587.91	12,041.96	10,373.50	185.09	420.04
GROSS PROFIT (PBTD)	2,207	4,060.60	3,904.86	185.01	419.93
NET PROFIT (POST TAX)	1,591.98	2,957.22	2,935.15	141.29	344.69
Audit Qualification (If any)	NA	NA	NA	NA	NA

Financial Summary (Consolidated)	Amount (Rs. In Crores)				
	For the Half Year ending 30.09.2025 (IND AS)	For the Year ending 31.03.2025(IND AS)	For the Year ending 31.03.2024(IND AS)	For the Year ending 31.03.2023 (IND AS)	For the Year ending 31.03.2022 (IND AS)
EQUITY/ CCPS	32,180.52	30,388.72	26,817.26	20,310.75	15,492.11
NET WORTH	32,180.52	30,388.72	26,817.26	20,310.75	15,492.11
INVESTMENT IN SUBSIDIARIES/AFFILIATES	NA	NA	NA	NA	NA
TOTAL DEBT OUTSTANDING	155,899.66	139,347.39	109,540.10	84,320.77	58,051.91
Short Term (< 1 year)	NA	49,203.41	41,704.45	29,914.54	21,159.22
Other Debt (>1 year)	NA	90,143.98	67,835.65	54,406.23	36,892.69
GROSS INCOME	20,140.16	40,723.75	34,560.58	30,201.33	22,241.35
OPERATING PROFIT (PBITD)	8,078.91	14,783.22	12,393.43	10,502.06	5,888.16
GROSS PROFIT (PBTD)	2,538.57	5,089.04	4,776.18	5,780.06	2,408.63
NET PROFIT (POST TAX)	835.08	3,332.32	3,334.98	4,795.77	1,705.97
Audit Qualification (If any)	NA	NA	NA	NA	NA

G. Details of default

in repayment of CP, NCD or any other debt instrument and other financial indebtedness including corporate guarantee issued in the past five financial years including in the current financial year. - No such default

H. Details of any other material event / development having implications for the financials /credit quality resulting in material liability, corporate restructuring event or such other matters affecting the issue or investor's decision. – Not applicable
I. Material Litigation if any: There are no material litigations as on date. However, all the pending litigations by and against the company are in the ordinary course of business.
(All ongoing and outstanding material litigation irrespective of age to be reported)
J. Regulatory Strictures, if any: There are no other regulatory strictures
(Regulatory strictures issued during the past five Financial Years to be reported. Also, any regulatory structure which continue to be applicable is to be reported)
K. An Issuer which is either an NBFC or an HFC shall disclose the residual maturity profile of its assets and liabilities in the following format:

Refer Annexure

Aditya Birla Capital Limited

Anirudh
Muchhal
Digitally signed
by Anirudh
Muchhal
Date: 2026.02.18
11:07:00 +05'30'
Vijay
Nawal
Digitally signed
by Vijay Nawal
Date: 2026.02.18
11:07:17 +05'30'

Authorised Signatories

Date: February 18, 2026

ORIGINAL / AUTHENTICATED COPY OF ANY DOCUMENT RELATED TO ABOVE INFORMATION WILL BE MADE AVAILABLE TO THE INVESTORS ON REQUEST

Aditya Birla Capital Limited
Corporate Office:
One World Center, Tower 1, 18th Floor, Jupiter Mill Compound,
841, Senapati Bapat Marg, Elphinstone Road, Mumbai, Maharashtra - 400 013
Tel: +91 22 6723 9101 | abc.secretarial@adityabirlacapital.com | www.adityabirlacapital.com
For customer care and other queries : care.finance@adityabirlacapital.com
Toll-free no.: 1800-270-7000

Registered Office:
Indian Rayon Compound,
Veraval, Gujarat - 362 266
Tel: +91 28762 43257
CIN: L64920GJ2007PLC058890