



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF
DIRECTORS OF THE COMPANY AT ITS MEETING HELD ON MARCH 27, 2025**

APPROVAL AND ADOPTION OF THE PRE-FILED DRHP IN RELATION TO THE OFFER

“RESOLVED that in furtherance of the resolution passed by the Board at its meeting held on February 25, 2025, approving the proposed Initial Public Offering of the Equity Shares of the Company (“Offer”) and the resolution passed by the Shareholders of the Company at its Extraordinary General Meeting on March 27, 2025, and subject to and in accordance with the provisions of applicable laws, including the Companies Act, 2013, and the rules and regulations made thereunder, as amended (including any statutory modifications or re-enactment thereof, for the time being in force), if any, the applicable provisions of the Securities and Exchange Board of India Act, 1992, as amended, the Securities Contracts (Regulation) Act, 1956 and the rules made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), and other regulations issued by the Securities and Exchange Board of India (**“SEBI”**), the pre-filed draft red herring prospectus (the **“Pre-filed DRHP”**), in respect of the Offer, at such price as may be determined in accordance with the book building process under the SEBI ICDR Regulations, as amended, and as agreed to by the Company in consultation with the book running lead managers to the Offer (the **“BRLMs”**), placed at the meeting containing the requisite information as prescribed by applicable laws and regulations, subject to it being duly signed by the Board, the Chief Financial Officer of the Company, and the Selling Shareholders (or their duly authorised representatives) be and is hereby approved and adopted for filing with the SEBI, the BSE Limited and the National Stock Exchange of India Limited (collectively referred to as the **“Stock Exchanges”**) and such other authorities or persons as may be required.”

“RESOLVED FURTHER that the Pre-filed DRHP proposed to be filed under Chapter IIA of the SEBI ICDR Regulations shall not be made available in the public domain and information about the Offer and the filing of the Pre-filed DRHP should be kept strictly confidential.”

“RESOLVED FURTHER that the Pre-filed DRHP is hereby recommended for signing by each of the directors of the Company and the Chief Financial Officer of the Company and each such person be and is hereby authorised to sign the declaration page of the Pre-filed DRHP for and on behalf of the Company.”

“RESOLVED FURTHER that the Key Managerial Personnel of the Company, be and are hereby severally authorised to make corrections or alterations, if any, and to finalise and date the Pre-filed DRHP for purposes of filing with SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may

TATA CAPITAL LIMITED

Corporate Identity Number U65990MH1991PLC060670

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

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



be required and do all acts, deeds, matters and undertake such other necessary steps to implement the above resolution.”

“**RESOLVED FURTHER** that the IPO Committee is hereby authorised to undertake, approve and adopt any subsequent changes, correction, updates, alterations, revisions, modifications or amendments in the draft Pre-filed DRHP in accordance with the applicable laws and regulations prior to filing with the SEBI and Stock Exchanges, including to determining the number of shares and/or the amount proposed to be raised, issue such certificates and confirmations as may be required and to do all acts, deeds, matters and things and undertake such other necessary steps to implement the above resolution, including without limitation, to settle any questions, difficulties or doubts that may arise in relation thereto.”

**Certified True Copy
For Tata Capital Limited**

SARITA
GANESH
KAMATH

Digitally signed by
SARITA GANESH
KAMATH
Date: 2025.03.28
22:44:27 +05'30'

Sarita Kamath

Head – Legal & Compliance and Company Secretary

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