



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF
DIRECTORS OF THE COMPANY AT ITS MEETING HELD ON AUGUST 04, 2025**

**APPROVAL AND ADOPTION OF THE UPDATED DRAFT RED HERRING
PROSPECTUS – I**

“RESOLVED that, in furtherance of the resolution passed by the Board on February 25, 2025 authorizing the proposed initial public offering and the resolution passed by the shareholders of the Company on March 27, 2025 authorising the Fresh Issue and the resolution passed by the Board on March 27, 2025 approving the draft of the Pre-filed Draft Red Herring Prospectus (“PDRHP”), the Company has responded to the observations of Securities and Exchange Board of India (“SEBI”) on the PDRHP vide final SEBI observation letter bearing reference no. SEBI/CFD/RAC/DIL-2/P/OW/16743/2025 dated June 23, 2025, after incorporating the necessary updates and changes, and providing such additional information as advised by SEBI and the Updated Draft Red Herring Prospectus - I (“UDRHP – I”) proposed to be filed with SEBI and subject to and in accordance with provisions of applicable laws, including the Companies Act, 2013, and the rules and regulations made thereunder (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”), and in furtherance of the pre-filed draft red herring prospectus dated April 4, 2025, in respect of the Offer, at such price as may be determined in accordance with the book building process under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, modified and updated pursuant to the applicable observation letters issued by SEBI and the stock exchanges and as agreed to by the Company and Selling Shareholders, in consultation with the book running lead managers to the Offer (the “BRLMs”), tabled 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 authorized 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.”

TATA CAPITAL LIMITED

Corporate Identity Number U65990MH1991PLC060670

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

Tel 91 22 6606 9000 Web www.tatacapital.com

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




“RESOLVED FURTHER that the Board hereby notes that the UDRHP-I proposed to be filed under Chapter IIA of the SEBI ICDR Regulations shall be made public for comments, if any, for a period of at least twenty one days from the date of publication of the public announcement disclosing the fact of filing of the UDRHP-I, by hosting it on the websites of the Company, the SEBI, the stock exchanges where the specified securities are proposed to be listed and that of the BRLMs associated with the issue.

“RESOLVED FURTHER that the UDRHP-I 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 authorized to sign the declaration page of the UDRHP-I for and on behalf of the Company.”

“RESOLVED FURTHER that any member of the IPO Committee and/or the Chief Legal and Compliance Officer & Company Secretary and the Chief Financial Officer of the Company be and are hereby severally authorised to do all such deeds and acts as necessary to give effect to such resolution, including to make corrections or modifications, if any, and to finalise the UDRHP-I 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 be required and do all acts, deeds, matters and things and to settle any questions, difficulties or doubts that may arise in relation thereto.”

“RESOLVED FURTHER that any of the Directors and/or Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action.”

**Certified True Copy
For Tata Capital Limited**

SARITA  Digitally signed
by SARITA
GANESH KAMATH
Date: 2025.08.04
KAMATH 14:32:08 +05'30'

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

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