

**Ms. Sarita Kamath**  
**Flat No. 82, Tower No. 5, Ashwatha CHS, Pirojshanagar, Vikhroli (E), Mumbai – 400079, Maharashtra,**  
**INDIA**

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**CONSENT LETTER FROM THE KEY MANAGERIAL PERSONNEL**

To

**Kotak Mahindra Capital Company Limited**

1st Floor, 27 BKC, Plot No. C – 27  
“G” Block, Bandra Kurla Complex  
Bandra (East)  
Mumbai 400 051  
Maharashtra, India

**Axis Capital Limited**

1st floor, Axis House  
P. B. Marg, Worli  
Mumbai 400 025  
Maharashtra, India

**BNP Paribas**

1 North Avenue, Maker Maxity  
Bandra-Kurla Complex, Bandra (E)  
Mumbai 400 051  
Maharashtra, India

**Citigroup Global Markets India Private Limited**

1202, 12th floor  
First International Financial Center  
G-Block, Bandra Kurla Complex  
Bandra (East)  
Mumbai 400 098  
Maharashtra, India

**HDFC Bank Limited**

Investment Banking Group  
Unit no. 701, 702 and 702-A  
7th floor, Tower 2 and 3, One International Centre  
Senapati Bapat Marg, Prabhadevi  
Mumbai 400 013  
Maharashtra, India

**HSBC Securities and Capital Markets (India) Private Limited**

52/60, Mahatma Gandhi Road  
Fort  
Mumbai 400 001  
Maharashtra, India

**ICICI Securities Limited**

ICICI Venture House  
Appasaheb Marathe Marg  
Prabhadevi  
Mumbai 400 025  
Maharashtra, India

**IIFL Capital Services Limited**

*(Formerly known as IIFL Securities Limited)*

24th floor, One Lodha Place

Senapati Bapat Marg, Lower Parel (West)

Mumbai 400 013

Maharashtra, India

**J.P. Morgan India Private Limited**

J.P. Morgan Tower

Off CST Road, Kalina

Santacruz (East)

Mumbai 400 098

Maharashtra, India

**SBI Capital Markets Limited**

1501, 15th floor, A & B Wing

Parinee Crescenzo Building

Bandra Kurla Complex, Bandra (East)

Mumbai 400 051

Maharashtra, India

(collectively with any other book running lead managers that may be appointed in connection with the Offer, the **"Book Running Lead Managers"**)

The Board of Directors

**Tata Capital Limited**

11<sup>th</sup> Floor, Tower A, Peninsula Business Park

Ganpatrao Kadam Marg, Lower Parel, Mumbai City

Mumbai 400013

**Re: Proposed initial public offering of equity shares of ₹ 10 each (the "Equity Shares") of Tata Capital Limited (the "Company" and such initial public offering, the "Offer")**

Dear Sir / Madam,

I hereby give my consent to my name being included as the Head – Legal and Compliance and Company Secretary of the Company, in the pre-filed draft red herring prospectus ("**Pre-DRHP**") and the updated draft red herring prospectus- I ("**UDRHP-I**"), to be filed by the Company with the Securities and Exchange Board of India, ("**SEBI**"), and any relevant stock exchange(s) where the equity shares of the Company are proposed to be listed ("**Stock Exchanges**"), updated draft red herring prospectus- II ("**UDRHP-II**") to be filed by the Company with SEBI, if required, the red herring prospectus ("**RHP**") and the prospectus ("**Prospectus**") which the Company intends to file with Registrar of Companies, Maharashtra at Mumbai ("**RoC**"), the SEBI and any relevant Stock Exchanges in respect of the Offer (collectively, the "**Offer Documents**"), and in any other Offer related material.

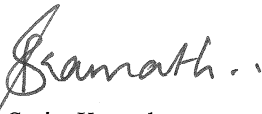
I consent to the inclusion of this letter as a part of "*Material Contracts and Documents for Inspection*" in connection with the Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date.

This letter may be relied upon by the Company, the Book Running Lead Managers and the legal advisors to each of the Company and the Book Running Lead Managers. I hereby consent to the submission and disclosure of this certificate as may be necessary to the SEBI, the Registrar of Companies, Maharashtra at Mumbai ("**RoC**"), the Stock Exchanges and any other regulatory or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.

Capitalised terms used herein but not defined shall have the same meaning as ascribed to them in the Offer Documents.



Sincerely,



**Name:** Sarita Kamath

**Designation:** Head – Legal and Compliance and Company Secretary

**Date:** April 4, 2025

Cc:

**Legal Counsel to the Company as to Indian Law**

**Cyril Amarchand Mangaldas**

5th Floor, Peninsula Chambers,  
Peninsula Corporate Park,  
Ganpatrao Kadam Marg,  
Lower Parel, Mumbai 400 013,  
Maharashtra, India

**Legal Counsel to the Book Running Lead Managers as to Indian Law**

**AZB & Partners**

AZB House, Peninsula Corporate Park  
Ganpatrao Kadam Marg, Lower Parel  
Mumbai 400 013

**International Legal Counsel to the Company as to International Law**

**Latham and Watkins LLP**

9 Raffles Place  
#42-02 Republic Plaza  
Singapore 048619

**International Legal Counsel to the Book Running Lead Managers as to International Law**

**Sidley Austin LLP**

Level 31,  
Six Battery Road,  
Singapore 049909

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(collectively with any other book running lead managers that may be appointed in connection with the Offer, the **"Book Running Lead Managers"**)

The Board of Directors  
**Tata Capital Limited**  
11<sup>th</sup> Floor, Tower A, Peninsula Business Park  
Ganpatrao Kadam Marg, Lower Parel, Mumbai City  
Mumbai 400013

**Re: Proposed initial public offering of equity shares of ₹ 10 each (the "Equity Shares") of Tata Capital Limited (the "Company" and such initial public offering, the "Offer")**

Dear Sir / Madam,

I hereby give my consent to my name being included as the Chief Legal and Compliance Officer & Company Secretary of the Company, in the updated draft red herring prospectus- I ("**UDRHP-I**"), to be filed by the Company with the Securities and Exchange Board of India, ("**SEBI**"), and any relevant stock exchange(s) where the equity shares of the Company are proposed to be listed ("**Stock Exchanges**"), updated draft red herring prospectus- II ("**UDRHP-II**") to be filed by the Company with SEBI, if required, the red herring prospectus ("**RHP**") and the prospectus ("**Prospectus**") which the Company intends to file with Registrar of Companies, Maharashtra at Mumbai ("**RoC**"), the SEBI and any relevant Stock Exchanges in respect of the Offer (collectively, the "**Offer Documents**"), and in any other Offer related material.

I consent to the inclusion of this letter as a part of "*Material Contracts and Documents for Inspection*" in connection with the Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date.

This letter may be relied upon by the Company, the Book Running Lead Managers and the legal advisors to each of the Company and the Book Running Lead Managers. I hereby consent to the submission and disclosure of this certificate as may be necessary to the SEBI, the Registrar of Companies, Maharashtra at Mumbai ("**RoC**"), the Stock Exchanges and any other regulatory or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.

Capitalised terms used herein but not defined shall have the same meaning as ascribed to them in the Offer Documents.



Sincerely,



**Name:** Sarita Kamath

**Designation:** Chief Legal and Compliance Officer & Company Secretary

**Date:** August 4, 2025

Cc:

**Legal Counsel to the Company as to Indian Law**

**Cyril Amarchand Mangaldas**

5th Floor, Peninsula Chambers,  
Peninsula Corporate Park,  
Ganpatrao Kadam Marg,  
Lower Parel, Mumbai 400 013,  
Maharashtra, India

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