

## CONSENT LETTER FROM THE REGISTRAR TO THE OFFER

To,

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

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

Dear Sir /Madam

We, **MUFG Intime India Private Limited** (Formerly Link Intime India Private Limited), hereby consent to act as Registrar to the Offer and to our name and the following details being inserted as Registrar to the Offer, in the pre-filed draft red herring prospectus (“**Pre-filed DRHP**”), and the updated draft red herring prospectus - I (“**UDRHP-I**”), which the Company intends to file, with the Securities and Exchange Board of India (“**SEBI**”), and the stock exchanges where the Equity Shares are proposed to be listed (“**Stock Exchanges**”), the updated draft red herring prospectus- II (“**UDRHP-II**”) to be filed by the Company with SEBI, if required, and the red herring prospectus (“**RHP**”) and the prospectus (“**Prospectus**”) (collectively, the “**Offer Documents**”) which the Company intends to file with SEBI, Registrar of Companies, Maharashtra at Mumbai (“**RoC**”) and the Stock Exchanges, as applicable and any other documents in relation to the Offer.

The following details with respect to us may be disclosed in the Offer Documents and any other documents in relation to the Offer:

Name: MUFG Intime India Private Limited (*Formerly Link Intime India Private Limited*)



Logo:

Address: C-101, 247 Park, 1st Floor, L B S Marg, Vikhroli (West), Mumbai 400083, (Maharashtra), India

Telephone Number: +91 810 811 4949

Website: [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com)

E-mail: [tatacapital.ipo@in.mpms.mufg.com](mailto:tatacapital.ipo@in.mpms.mufg.com)

Investor Grievance Email: [tatacapital.ipo@in.mpms.mufg.com](mailto:tatacapital.ipo@in.mpms.mufg.com)

Contact Person: Shanti Gopalkrishnan

URL of SEBI website: [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10)

SEBI Registration No.: INR000004058

CIN: U67190MH1999PTC118368

We enclose a copy of our registration certificate and declaration regarding our registration with SEBI, as **Annexure A**, in the required format. We also certify that our registration is valid as on date and that we have not been prohibited by SEBI from acting as an intermediary in capital market issues. We also confirm that we have not been debarred from functioning by any regulatory authority, court or tribunal.

We further confirm that the information in this certificate is true, fair, complete, correct, accurate and adequate, and not misleading in any respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well informed decision.

We undertake to keep the details of the Offer and contents of the Offer Documents strictly confidential.

We confirm that we will immediately communicate any changes to the above information in writing to the Company and the book running lead managers to the Offer (“**Book Running Lead Managers**”) until the date when the Equity Shares allotted and transferred in the Offer, commence trading on the Stock Exchanges. In the absence of any such communication from us, the Book Running Lead Managers and the legal advisors, each to the Company and the Book Running Lead Managers, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

We also 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 including through online means on the website of the Company.

This consent letter including any annexures hereto 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. We hereby consent to the submission and disclosure of this consent letter as may be necessary to the SEBI, the 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.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents, as the case may be.

Yours faithfully,

**For and on behalf of MUFG Intime India Private Limited**  
(Formerly Link Intime India Private Limited)



**Authorized signatory**

Name: Dhawal Adalja

Date: 18 March, 2025

Designation: Vice President – Primary Market

**Encl:** As above

Cc:

**Book Running Lead Managers**

**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**”)

**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

### Annexure A

Date: 18 March, 2025

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

|  |   |
|--|---|
| 1. Registration number:  | INR000004058  |
| 2. Date of registration / renewal of registration:   | 05.12.2024  |
| 3. Date of expiry of registration:   | NA  |
| 4. If applied for renewal, date of application:  | NA  |
| 5. Any communication from SEBI prohibiting MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) from acting as registrars and share transfer agent to the Offer: | None  |
| 6. Any enquiry/investigation being conducted by SEBI:  | None  |
| 7. Period up to which registration/ renewal fees has been paid:  | Permanent Registration / May 05, 2026   |
| 8. Details of any penalty imposed  | It has a clean track record and no penalty has been imposed upon it by SEBI in the past except below cases: Adjudication order no. Order/BM/JR/2022-23/23296 –23297 dated January 31, 2023 in the matter of complaint by Pushpaben Rasiklal Patel.<br>Adjudication Order No. Order/AN/SM/2024-25/31090 dated 30.12.2024 passed by the Adjudicating Officer in the matter of Link Intime India Private Limited levying a monetary penalty amount of Rs. 1 Lakh. The penalty amount was paid on 10 January 2025.<br>Adjudication Order No. Order/NH/YK/2024-25/31191 dated 11.02.2025 passed by the Adjudicating Officer in respect of Link Intime India Private Limited (Noticee) in the matter of TSR Consultants Private Limited levying a monetary penalty amount of Rs. 1 Lakh. The penalty amount was paid on 20 February 2025. |



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|--|---|--|
| <b>निर्गम रजिस्ट्रार और<br/>शेयर अंतरण अभिकर्ता</b>  | <b>भारतीय प्रतिभूति और विनियम बोर्ड</b> | <b>REGISTRARS TO AN ISSUE<br/>AND<br/>SHARE TRANSFER AGENTS</b>  |
| <b>SECURITIES AND EXCHANGE BOARD OF INDIA</b>  |   |  |
| <b>[निर्गम-रजिस्ट्रार और शेयर अंतरण अभिकर्ता] विनियम, 1993</b>   |   |  |
| <b>(Registrars to an issue and Share transfer agents) Regulations, 1993</b>  |   |  |
| <b>(विनियम 8)</b>  |   |  |
| <b>(Regulation 8)</b>  |   |  |
| <b>00 1450</b>   |   |  |
| <b>रजिस्ट्रीकरण का प्रमाणपत्र</b>  |   |  |
| <b>CERTIFICATE OF REGISTRATION</b>   |   |  |
| <p>I. बोर्ड, भारतीय प्रतिभूति और विनियम अधिनियम, 1992 के अधीन बनाये गए नियमों और विनियमों के साथ चर्चित उस अधिनियम की धारा 12 की उपधारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए प्रवर्ग-I में निर्गम-रजिस्ट्रार और शेयर अंतरण अभिकर्ता/प्रवर्ग-II में निर्गम-रजिस्ट्रार/शेयर अंतरण अभिकर्ता के रूप में</p> <p>I. In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992 read with the rules and regulations made thereunder, the Board hereby grants a certificate of registration to</p> |   |  |
| <p><b>MUFG INTIME INDIA PRIVATE LIMITED</b><br/> <b>C-101 1ST FLOOR, 247 PARK,</b><br/> <b>LBS MARG, VIKHROLI WEST</b><br/> <b>MUMBAI - 400083, MAHARASHTRA INDIA</b></p>  |   |  |
| <p>को नियमों की शर्तों के अधीन रहते हुए और विनियमों के अनुसार क्रियकलाप करते के लिए, जैसे उसमें विनिर्दिष्ट है, इसके द्वारा रजिस्ट्रीकरण का प्रमाणपत्र देता है।</p> <p>as registrars to an issue and share transfer agent in Category I*/"registrar to an issue"/"share transfer agent" in Category II, subject to the conditions in the rules and in accordance with the regulations to carry out the activities as specified therein.</p>  |   |  |
| <p><b>II. निर्गम-रजिस्ट्रार और शेयर अंतरण अभिकर्ता का रजिस्ट्रीकरण कोड</b></p>   |   |  |
| <p>II. Registration Code for the registrar to an issue and share transfer agent is</p>   |   | <p><b>INR000004058</b></p>   |
| <p><b>This certificate of Registration shall be valid from 05/12/2024, unless<br/>Suspended or cancelled by the Board (Certificate re-issued w.e.f 29.01.2025)</b></p>   |   |  |
| <p>III. जब तक नवीकृत न किया जाए रजिस्ट्रीकरण प्रमाणपत्र लक्ष विधिमान्य है।</p> <p>III. Unless renewed, the certificate of registration is valid from</p>   |   |  |
| <p>स्थान Place</p>   | <p><b>Mumbai</b></p>                    |  |
| <p>तारीख Date</p>  | <p><b>January 29, 2025</b></p>          |  |
| <p>*को लागू न हो उसे काट दें। *Delete whichever is not applicable</p>  |   |  |
|   |   | <p>आदेश से<br/> <b>भारतीय प्रतिभूति और विनियम बोर्ड</b><br/>         के लिए और उसकी ओर से<br/>         By order<br/>         For and on behalf of<br/> <b>Securities and Exchange Board of India</b></p> |
|  |   |   |
|  |   | <p><b>Narendra Rawat</b><br/>         प्राधिकृत हस्ताक्षरकर्ता / Authorised Signatory</p>  |