



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS
OF THE COMPANY AT ITS MEETING HELD ON OCTOBER 08, 2025**

ADOPTION OF PROSPECTUS

"RESOLVED that in connection with the initial public offering of the Equity Shares of the Company ("Offer") and pursuant to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and other applicable laws and in furtherance of the resolution passed by the Board at its meeting held on September 26 2025, approving the filing of the Red Herring Prospectus with the Registrar of Companies, Maharashtra at Mumbai ("ROC") and the Securities and Exchange Board of India ("SEBI"), the prospectus dated October 08, 2025 (the "Prospectus") in respect of the Offer, comprising a fresh issue of 210,000,000 Equity Shares ("Fresh Issue") and an offer for sale of 265,824,280 Equity Shares, by certain existing shareholders of the Company, and containing requisite information as prescribed under applicable provisions of the SEBI ICDR Regulations, the Companies Act, 2013 read with the rules made there under, or any statutory modification(s) or re-enactment(s) thereof, as amended and other applicable laws and regulations, as placed before the Board, be and is hereby approved for filing with the Registrar of Companies ("ROC") Maharashtra at Mumbai, submission with the SEBI, the Stock Exchanges and such other authorities or persons as may be required under the applicable laws."

"RESOLVED FURTHER that the international wrap dated October 8, 2025 as placed before the Board in respect of the Offer, be and is hereby approved."

"RESOLVED FURTHER that any Director and Key Managerial Personnel of the Company, be and are hereby severally authorised to make any further or subsequent alterations, additions, omissions, variations, amendments or corrections to the Prospectus and/or the international wrap, if any, and to finalise the Prospectus and to submit the same with the ROC, SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and undertake such other necessary steps to implement the above resolution."

"RESOLVED FURTHER that each of the Directors of the Company and the Chief Financial Officer of the Company be and are hereby severally authorized to sign the Prospectus for and on behalf of the Company."

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 Key Managerial Personnel of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds and things as may be required, necessary, expedient or incidental to give effect to the above resolutions, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company in accordance with the applicable laws and regulations and in consultation with the legal advisors and the Book Running Lead Managers appointed in this respect.”

**Certified True Copy
For Tata Capital Limited**


Sarita Kamath
Chief Legal and Compliance Officer & Company Secretary

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