

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

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
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 ₹ 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.

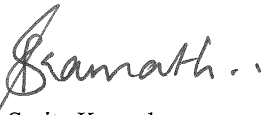
I consent to the inclusion of this letter as a part of "*Material Contracts and Documents for Inspection*" in connection with the Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date.

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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Mumbai 400013

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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,
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