



BSE Limited  
First Floor, New Trading Ring  
Rotunda Building, P J Towers,  
Dalal Street, Fort, Mumbai 400 001

Listing Compliance Department  
National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai 400 051

June 11, 2022  
Sc no - 16817

Dear Sirs,

**Sub: Notice of 77<sup>th</sup> Annual General Meeting ('AGM') of the Company for FY 2021-22**

In further reference to our letter sc no.16776 dated May 12, 2022, we wish to inform you that 77<sup>th</sup> Annual General Meeting ("AGM") of the Company will be held on **Monday, July 4, 2022 at 3:00 p.m. (IST)** via two-way Video Conference / Other Audio-Visual Means.

Pursuant to Regulation 30 read with Para A, Part A of Schedule III of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 77<sup>th</sup> AGM of Tata Motors Limited, which is being sent through electronic mode today to those Members whose e-mail addresses are registered with the Company/ Registrar & Share Transfer Agent / Depository Participant(s).

The Integrated Annual Report for the Financial Year 2021-22 along with Notice of the 77<sup>th</sup> AGM is also available on the website of the Company at [www.tatamotors.com](http://www.tatamotors.com).

This is for your information and records.

Yours faithfully,  
Tata Motors Limited

Maloy Kumar Gupta  
Company Secretary

Encl: As attached

**TATA MOTORS LIMITED**

Bombay House 24 Homi Mody Street Mumbai 400 001

Tel 91 22 6665 8282

[www.tatamotors.com](http://www.tatamotors.com) CIN L28920MH1945PLC004520

## Notice

(PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)

Dear Member,

NOTICE is hereby given that the Seventy Seventh Annual General Meeting of Tata Motors Limited will be held on Monday, July 4, 2022 at 3:00 p.m. IST through video conferencing / other audio visual means to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 together with the Report of the Auditors thereon.
3. To appoint a Director in place of Mr Mitsuhiko Yamashita (DIN: 08871753), who retires by rotation and being eligible, offers himself for re-appointment.

#### 4. Re-appointment of the Statutory Auditors

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Audit Committee, M/s. B S R & Co. LLP, Chartered Accountants, having Firm Registration No. 101248W/W-100022 be and are hereby re-appointed as the Statutory Auditors of the Company for the second consecutive term of five years, from the conclusion of this 77<sup>th</sup> Annual General Meeting till the conclusion of the 82<sup>nd</sup> Annual General Meeting to be held in the year 2027, to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

### SPECIAL BUSINESS

#### 5. Appointment of Mr Al-Noor Ramji (DIN: 00230865) as a Director and as an Independent Director

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT Mr Al-Noor Ramji (DIN: 00230865), who was appointed as an Additional Director of the Company with effect from May 1, 2022 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('Act') [including any statutory modification(s) or

re-enactment(s) thereof for the time being in force] and Article 132 of the Articles of Association of the Company, and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the appointment of Mr Al-Noor Ramji, that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of five years, i.e., from May 1, 2022 to April 30, 2027 (both days inclusive) and who would not be liable to retire by rotation, be and is hereby approved.”

#### 6. Appointment of Mr Om Prakash Bhatt (DIN: 00548091) as a Director and his re-appointment as an Independent Director for the second term

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT Mr Om Prakash Bhatt (DIN: 00548091), who was appointed as an Additional Director of the Company effective May 9, 2022 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Article 132 of the Articles of Association of the Company, and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the re-appointment of

Mr Om Prakash Bhatt, that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for re-appointment as an Independent Director of the Company, for the second consecutive term, i.e., from May 9, 2022 to March 7, 2026 (both days inclusive) and who would not be liable to retire by rotation, be and is hereby approved.”

**7. Re-appointment of Ms Hanne Birgitte Sorensen (DIN: 08035439) as an Independent Director for the second term**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act'), if any, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors), Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, and the Articles of Association of the Company, as well as based on the recommendation of the Nomination and Remuneration Committee, Ms Hanne Birgitte Sorensen (DIN: 08035439), who was appointed as an Independent Director of the Company at the 73<sup>rd</sup> Annual General Meeting of the Company for a period of five years, i.e., from January 3, 2018 to January 2, 2023, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second consecutive term of five years, i.e., from January 3, 2023 to January 2, 2028 (both days inclusive).”

**8. Material Related Party Transaction(s) between the Company and Tata Marcopolo Motors Limited, a subsidiary**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('Act')

read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and Tata Marcopolo Motors Limited ('TMML'), a subsidiary of the Company and accordingly a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and TMML, for an aggregate value not exceeding ₹1,400 crore during the financial year 2022-23, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

**9. Material Related Party Transaction(s) between the Company and Tata Technologies Limited, a subsidiary**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and Tata Technologies Limited ('TTL', a subsidiary of the Company and accordingly a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and TTL, for an aggregate value not exceeding ₹2,950 crore during the financial year 2022-23, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect."

#### 10. Material Related Party Transaction(s) between the Company and Tata Motors Passenger Vehicles Limited, a subsidiary

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and Tata Motors Passenger Vehicles Limited ('TMPVL', a subsidiary of the Company and accordingly a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and TMPVL, for an aggregate value not exceeding ₹12,500 crore during the financial year 2022-23, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that

the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect."

**11. Material Related Party Transaction(s) between the Company and Tata Cummins Private Limited, a Joint Operations Company**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and Tata Cummins Private Limited ('TCPL'), a joint operations of the Company and accordingly a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and TCPL, for an aggregate value not exceeding ₹6,550 crore during the financial year 2022-23, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties

or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect."

**12. Material Related Party Transaction(s) between the Company and Tata Capital Financial Services Limited, a subsidiary of Tata Sons Private Limited, the Promoter**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and Tata Capital Financial Services Limited ('TCFSL'), a subsidiary of Tata Sons Private Limited, the Promoter of the Company and accordingly a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and TCFSL, for an aggregate value not exceeding ₹6,500 crore during the financial year 2022-23, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters



and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect."

### 13. Material Related Party Transaction(s) of Tata Motors Passenger Vehicles Limited, a subsidiary with certain identified Related Parties of the Company

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], other applicable laws/statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between two 'Related Parties' of the Company, i.e., of Tata Motors Passenger Vehicles Limited ('TMPVL'), a subsidiary of the Company with certain identified Related Parties of the Company, viz., Fiat India Automobiles Private Limited, TACO Prestolite Electric Private Limited, Tata AutoComp Systems Limited, Tata Capital Financial Services Limited, Tata Motors Finance Limited and Tata Motors Finance Solutions Limited, on such terms and conditions as may be mutually agreed between TMPVL and the aforementioned Related Parties of the Company for an aggregate value not exceeding ₹37,000 crore, ₹1,500 crore,

₹5,500 crore, ₹3,400 crore, ₹4,200 crore and ₹4,200 crore respectively, during the financial year 2022-23, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business."

### 14. Material Related Party Transaction(s) of Tata Passenger Electric Mobility Limited, a wholly-owned subsidiary with certain identified Related Parties of the Company

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], other applicable laws/statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between two 'Related Parties' of the Company, i.e., of Tata Passenger Electric Mobility Limited ('TPEML'), a wholly-owned subsidiary of the Company with certain identified Related Parties of the Company, viz., Fiat India Automobiles Private Limited, TACO Prestolite Electric Private Limited, Tata Motors Passenger Vehicles Limited and Tata AutoComp Systems Limited, on such terms and conditions as may be mutually agreed between TPEML and the aforementioned Related Parties of the Company for an aggregate value not exceeding ₹3,500 crore, ₹1,000 crore, ₹5,600 crore and ₹2,500 crore respectively, during the financial year 2022-23, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business."

### 15. Material Related Party Transaction(s) of Tata Motors Finance Group of Companies, as subsidiaries with certain identified Related Parties of the Company

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations

and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], other applicable laws/statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between two 'Related Parties' of the Company, i.e., of Tata Motors Finance Limited ('TMFL'), Tata Motors Finance Solutions Limited ('TMFSL') and TMF Holding Limited ('TMFHL') [TMFL, TMFSL and TMFHL collectively referred to as Tata Motors Finance Group of Companies ('TMFG')] with certain identified Related Parties of the Company, viz., Tata Asset Management Private Limited and Tata Cummins Private Limited, on such terms and conditions as may be mutually agreed upon between TMFG and the aforementioned Related Parties of the Company, for an aggregate value not exceeding ₹10,360 crore, ₹7,113 crore, ₹7,113 crore and ₹4,200 crore, during the financial year 2022-23, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business."

**16. Material Related Party Transaction(s) of the Jaguar Land Rover Group of Companies, as subsidiaries with certain identified Related Parties of the Company**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term

shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between two 'Related Parties' of the Company, i.e., of the Jaguar Land Rover Group of Companies ('JLR Group'), being subsidiaries of the Company with certain identified Related Parties of the Company, viz., Chery Jaguar Land Rover Automotive Company Limited, Tata Consultancy Services Limited & its subsidiaries and Tata Motors Passenger Vehicles Limited, on such terms and conditions as may be mutually agreed between the JLR Group and the aforementioned Related Parties of the Company, for an aggregate value not exceeding ₹4,200 crore, ₹2,500 crore, ₹1,500 crore and ₹1,100 crore, during the financial year 2022-23, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business."

**17. Material Related Party Transaction(s) between Tata Cummins Private Limited, a Joint Operations Company and its Related Parties**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between two 'Related Parties' of the Company,

i.e., between Tata Cummins Private Limited ('TCPL'), a joint operations of the Company and its Related Parties, such terms and conditions as may be mutually agreed between TCPL and its Related Parties, for an aggregate value not exceeding ₹4,300 crore during the financial year 2022-23, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business."

#### 18. Amendment in Tata Motors Limited Employees Stock Option Scheme, 2018

To consider and if thought fit to pass with or without modification(s) the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the applicable Rule(s), Circular(s) and Notification(s) issued thereunder; the Articles of Association of the Company; the Foreign Exchange Management Act, 1999, the Rule(s) and Regulation(s) framed thereunder and any Rule(s), Circular(s), Notification(s), Guideline(s) and Regulation(s) issued by the Reserve Bank of India; the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'); the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; and other applicable laws, rules and regulations [including any statutory amendment(s), modification(s) or re-enactment(s) to the Act or the Regulations for the time being in force] and such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate authorities or bodies and subject to such condition(s) and modification(s) as may be prescribed or imposed by the above authorities or bodies while granting such approval(s), consent(s), permission(s) and sanction(s), consent of the Members of the Company be and is hereby accorded for amendment to the 'Tata Motors Limited Employee Stock Option Scheme 2018 ('TML ESOP Scheme 2018' / 'the Scheme') adopted by the Company, as detailed in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall be deemed to include the Nomination and Remuneration Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, obtaining requisite approval(s), statutory, contractual or otherwise in relation to the above and settle all matters arising out of and incidental thereto; to execute all deed(s),

application(s), document(s) and writing(s) that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution."

#### 19. Change in place of keeping registers and records of the Company

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of Resolution No. 9 passed by the Members at the Sixty Second Annual General Meeting of the Company held on July 9, 2007 and pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], consent of the Members of the Company be and is hereby accorded to keep and maintain the Registers as prescribed under Section 88 of the Act and copies of Annual Returns as required under Section 92 of the Act, together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, at the Registered Office of the Company and/or at the office of TSR Consultants Private Limited (formerly known as TSR Darashaw Consultants Private Limited), Registrar and Transfer Agent of the Company, at C-101, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400083, Maharashtra, India and / or at such other place within Mumbai, where the Registrar and Share Transfer Agent may shift its office from time to time."

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such things and take all such actions as may be required from time to time for giving effect to the above Resolution and matters related thereto.

#### 20. Appointment of Branch Auditors

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or



re-enactment(s) thereof for the time being in force], the Board of Directors be and is hereby authorised to appoint Branch Auditor(s) of any Branch Office of the Company, whether existing or which may be opened/acquired hereafter, outside India, any firm(s) and/or person(s) qualified to act as Branch Auditors within the provisions of Section 143(8) of the Act and to fix their remuneration, in consultation with the Statutory Auditors of the Company.”

Directors, payable to M/s Mani & Co., Cost Accountants (Firm Registration No.000004) who are appointed as Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2023.”

## 21. Ratification of Cost Auditor's Remuneration

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Company hereby ratifies the remuneration of ₹3,50,000/- (Rupees Three Lakh and Fifty Thousand Only) plus applicable taxes, travel and out-of-pocket expenses incurred in connection with the audit, as approved by the Board of

By Order of the Board of Directors

Maloy Kumar Gupta  
Company Secretary  
ACS No: 24123

Mumbai,  
May 31, 2022

**Registered Office:**

Bombay House,  
24, Homi Mody Street, Mumbai 400 001  
Tel: +91 22 6665 8282  
Email: [inv\\_rel@tatamotors.com](mailto:inv_rel@tatamotors.com)  
Website: [www.tatamotors.com](http://www.tatamotors.com)  
CIN: L28920MH1945PLC004520

NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to clarification on holding of Annual General Meeting ('AGM') through video conferencing ('VC') or other audio visual means ('OAVM') read with General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 19/2021 dated December 8, 2021 and Circular No. 2/2022 dated May 5, 2022 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' and General Circular No.02/2021 dated January 13, 2021 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015-COVID-19 pandemic' and Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ('AGM'/the Meeting') through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, the **77<sup>th</sup> AGM of the Company is being held through VC/OAVM on Monday, July 4, 2022 at 3:00 p.m. IST.** The deemed venue for the AGM will be the Registered Office of the Company-Bombay House, 24 Homi Mody Street, Mumbai 400 001.
2. As per the provisions of clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the matters of Special Business as appearing at Item Nos. 5 to 21 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
3. The Explanatory Statement pursuant to Section 102 of the Act in respect of the business under Item Nos. 4 to 21 set out above and the relevant details of the Directors seeking appointment/ re-appointment at this AGM as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('Secretarial Standard') are annexed hereto. Requisite declarations have been received from the Directors seeking appointment/ re-appointment.
4. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
5. Institutional investors and corporate Members are encouraged to attend and vote at the 77<sup>th</sup> AGM through VC/ OAVM facility. Institutional investors and corporate Members (i.e other than individuals, HUF's, NRI's etc.) intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC/ OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by email at [tml.scrutinizer@gmail.com](mailto:tml.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e other than individuals, HUF's, NRI's etc.) can also upload their Board Resolution /Power of Attorney/Authority Letter etc. by clicking on 'Upload Board Resolution/Authority Letter' displayed under 'e-Voting' tab in their login .
6. Only registered Members (including the holders of 'A' Ordinary Shares) of the Company may attend and vote at the AGM through VC/OAVM facility. The holders of the American Depository Receipts ('ADR') of the Company shall not be entitled to attend the said AGM. However, the ADR holders are entitled to give instructions for exercise of voting rights at the said Meeting through the Depository, to give or withhold such consent, to receive such notice or to otherwise take action to exercise their rights with respect to such underlying shares represented by each such ADR. A brief statement, as to the manner in which such voting instructions may be given, is being sent to the ADR holders by the Depository.
7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoter/

Promoter Group, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

10. In line with the General Circulars No. 20/2020 dated May 5, 2020 and No. 02/2021 dated January 13, 2021, issued by the MCA and the SEBI Circulars, Notice of the AGM along with the Integrated Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories/RTA, unless any Member has requested for a physical copy of the same. The Notice of AGM and Annual Report 2021-22 are available on the Company's website viz. [www.tatamotors.com](http://www.tatamotors.com) and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  11. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection. During the 77<sup>th</sup> AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act; the certificate from the Statutory Auditors of the Company stating that the Company has implemented the Tata Motors Limited Employees Stock Option Scheme 2018 and Tata Motors Limited Share-based Long Term Incentive Scheme 2021 ('Schemes') in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; and the Special Resolution passed by the Members of the Company approving the Schemes on August 3, 2018 and July 30, 2021 respectively. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at [inv\\_rel@tatamotors.com](mailto:inv_rel@tatamotors.com).
  12. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Members' Referencer available on the Company's website under Investor resources and is also available on the website of the RTA at <https://www.tcplindia.co.in/kyc-download.html>
- Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to the Company's Registrar and Transfer Agent ('RTA') in case the shares are held by them in physical form, quoting their folio number.
13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates alongwith the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
  14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
  15. Non-Resident Indian Members are requested to inform the Company's RTA immediately of:
    - a) Change in their residential status on return to India for permanent settlement.
    - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
  16. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
    - **For shares held in electronic form:** to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depositor Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.
    - **For shares held in physical form:** to the Company's RTA in prescribed Form ISR -1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 3, 2021, as per instructions mentioned in the form. The said form can be downloaded from the Members' Referencer available on the Company's website under Investor resources and is also available on the website of the RTA at <https://www.tcplindia.co.in/kyc-download.html>

Members' Referencer giving guidance on securities related matters is put on the Company's website and can be accessed at link: <https://www.tatamotors.com/investors/>

17. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Members' Referencer available on the Company's website under Investor resources and is also available on the website of the RTA at <https://www.tcplindia.co.in/kyc-download.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
18. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or TCPL, for assistance in this regard.
19. **SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S RTA.**
20. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).
21. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.
22. The Company has made special arrangement with the RTA and NSDL for registration of email addresses in terms of the MCA Circulars for Members who wish to receive the Annual Report along with the AGM Notice electronically and to cast the vote electronically.
23. Eligible Members whose email addresses are not registered with the Company/ DPs are required to provide the same to RTA on or before 5:00 p.m. IST on Friday, June 24, 2022 pursuant to which, any Member may receive on the email address provided by the Member the Notice of this AGM along with the Annual Report 2021-22 and the procedure for remote e-voting along with the login ID and password for remote e-voting.
  - (i) Process for registration of email addresses with RTA is as under:  
 Visit the link [https://tcpl.linkintime.co.in/EmailReg/email\\_register.html](https://tcpl.linkintime.co.in/EmailReg/email_register.html)
    - a) Select the name of the Company from dropdown.
    - b) Enter details in respective fields such as DP ID and Client ID (if you hold the shares in demat form)/ Folio no. and Certificate no. (if shares are held in physical form), Name of the Shareholder, PAN details, mobile number and e-mail ID.
    - c) System will send OTP on mobile number and e-mail ID.
    - d) Enter OTP received on mobile number and e-mail ID and submit.

After successful submission of the e-mail address, NSDL will email a copy of the the Notice of this AGM along with the Annual Report 2021-22 as also the remote e-Voting user ID and password on the e-mail address registered by the Member. In case of any queries, Members may write to [csg-unit@tcplindia.co.in](mailto:csg-unit@tcplindia.co.in) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - (ii) Registration of email address permanently with RTA/ DP: Members are requested to register the email address with their concerned DPs, in respect of shares held in demat mode and with RTA, in respect of shares held in physical mode, by writing to them.
  - (iii) Alternatively, those Members who have not registered their email addresses are required to send an email request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) along with the following documents for procuring user id and password for e-voting for the Resolutions set out in this Notice:
    - In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-



attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card.

- In case shares are held in demat mode, please provide DPID-Client ID (8 digit DPID + 8 digit Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card.

#### 24. VOTING BY MEMBERS:

- A. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations (as amended), MCA Circulars and the SEBI Circulars, the Company is providing its Members the facility to exercise their right to vote on Resolutions proposed to be considered at the AGM by electronic means (by using the electronic voting system provided by NSDL) either by (i) remote e-voting prior to the AGM (as explained at 'para F' herein below) or (ii) remote e-voting during the AGM (as explained at 'para G' below). Instructions for Members for attending the AGM through VC/OAVM are explained at 'para H' below.
- B. The voting rights of the Ordinary Shareholders shall be in the same proportion to the paid-up ordinary share capital and in case of voting rights on the 'A' Ordinary Shares, the holder shall be entitled to one vote for every ten 'A' Ordinary Shares held.
- C. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Monday, June 27, 2022 ('cut-off date') shall be entitled to vote in respect of the shares held, by availing the facility of remote e-voting prior to the AGM or remote e-voting during the AGM.
- D. The Members can opt for only one mode of remote e-voting i.e. either prior to the AGM or during the AGM. The Members present at the Meeting through VC/OAVM who have not already cast their vote by remote e-voting prior to the Meeting shall be able to exercise their right to cast their vote by remote e-voting during the Meeting. The Members who have cast their vote by remote e-voting prior to the AGM are eligible to attend the Meeting but shall not be entitled to cast their vote again.
- E. The Board of Directors has appointed Mr P N Parikh (Membership No. FCS 327) and failing him; Ms Jigyasa Ved (Membership No. FCS 6488) and failing her; Mr Mitesh Dhabliwala (Membership No. FCS 8331) of M/s

Parikh & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process, in a fair and transparent manner.

#### F. INSTRUCTIONS FOR REMOTE E-VOTING PRIOR TO THE AGM

Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Monday, June 27, 2022 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**The remote e-voting period starts on Thursday, June 30, 2022 (9.00 a.m. IST) and ends on Sunday, July 3, 2022 (5.00 p.m. IST).** Remote e-voting shall be disabled by NSDL at 5:00 p.m. on July 3, 2022 and Members shall not be allowed to vote through remote e-voting thereafter. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

The way to vote electronically on NSDL e-voting system consists of 'Two Steps' which are mentioned below:

##### Step 1: Access to NSDL e-voting system

#### I. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on 'e-voting facility provided by Listed Companies', individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

- For individual Members holding securities in demat mode with NSDL:
  - Existing IDeAS user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on 'Access to e-Voting' under e-voting services and you

will be able to see e-voting page. Click on Company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

- ii. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select 'Register Online for IDeAS Portal' or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>.
- iii. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.
- iv. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**

 App Store  Google Play



- Individual Shareholders holding securities in demat mode with CDSL
- (i) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The

URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.

- ii. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote.
- iii. If the user is not registered for Easi/ Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
- iv. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.

- Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login Type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 224 430
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. <a href="mailto:evoting@cdslindia.com">evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

## II. Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- i. Visit the e-voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
- ii. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholders' section.
- iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsd.com/> with your existing IDeAS login. Once you log in to NSDL eservices after using your log in credentials, click on e-voting and you can proceed to step 2 i.e. Cast your vote electronically.

### iv. Your User ID details will be as per details given below:

- a) For Members who hold shares in demat account with NSDL: 8 Character DPID followed by 8 Digit Client ID (For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*).
- b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*).
- c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the Company (For example, for Members holding Ordinary Shares, if folio number is 001\*\*\* and EVEN is 119912 then user ID is 119912001\*\*\*. For Members holding 'A' Ordinary Shares, if folio number is 001\*\*\* and EVEN is 119913 then user ID is 119913001\*\*\*).

### V. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox [evoting@nsdl.com](mailto:evoting@nsdl.com). Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:

- a) Click on 'Forgot User Details/ Password?' (If you are holding shares in your Demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- b) 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your Demataccount number/folio number, your PAN, your name and your registered address.
- d) Members can also use the One Time Password (OTP) based login for casting the votes on the e-Voting system of NSDL

- vi. After entering your password, tick on 'I hereby agree to all Terms and Conditions'.
- vii. Click on 'Login' button.

- viii. After you click on the 'Login' button, Home page of e-voting will open.

**Step 2: Cast your vote electronically on NSDL e-voting system**

- i. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle and general meeting is in active status.
- ii. Select 'EVEN' of the Company to cast your vote during the remote e-voting period or during the AGM. For joining virtual meeting, you need to click on 'VC/OAVM' link placed under 'Join General Meeting'.
  - a. EVEN for Ordinary Shares is 119912.
  - b. EVEN for 'A' Ordinary Shares is 119913.
- iii. Now you are ready for e-voting as the Voting page opens.
- iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
- v. Upon confirmation, the message 'Vote cast successfully' will be displayed and you will receive a confirmation by way of SMS on your registered mobile number.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.

**G. INSTRUCTIONS FOR REMOTE E-VOTING DURING AGM**

- i. The procedure for remote e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC/OAVM.
- ii. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting, by use of remote e-voting system for all those Members who will be present in the AGM through VC/OAVM facility but have not cast their vote on the Resolutions by availing the remote e-voting facility and are otherwise not barred from doing so. The remote e-voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

**General Guidelines for Shareholders**

Institutional/corporate Members (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter,

etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to [tml.scrutinizer@gmail.com](mailto:tml.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- In case of any queries/grievances pertaining to remote e-voting (prior to and/or during the AGM), you may refer to the Frequently Asked Questions ('FAQs') for Shareholders and e-voting user manual for Shareholders available in the 'Downloads' section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**H. INSTRUCTIONS FOR MEMBERS FOR ATTENDING AGM THROUGH VC / OAVM**

- i. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for access to NSDL e-voting system. After successful login, you can see link of 'VC/OAVM link' placed under 'Join General meeting' menu against the Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
- ii. Members are encouraged to join the Meeting through laptops for better experience. Further Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the Meeting. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.



Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company's email address [inv\\_rel@tatamotors.com](mailto:inv_rel@tatamotors.com) on or before 5.00 p.m. IST on Thursday, June 30, 2022. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [inv\\_rel@tatamotors.com](mailto:inv_rel@tatamotors.com) between Friday, June 24, 2022 (9:00 a.m. IST) and Thursday, June 30, 2022 (5:00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Members who need assistance before or during the AGM may contact NSDL on

[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or 1800 224 430 or contact Mr Amit Vishal, Assistant Vice President – NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) or call on +91 22 2499 4360.

## 25. DECLARATION OF RESULTS ON THE RESOLUTIONS:

- The Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within 2 working days from the conclusion of the AGM, submit a consolidated Scrutinizer's report of the total votes cast in favour and against the Resolution(s), invalid votes, if any, and whether the Resolution(s) has/have been carried or not, to the Chairman or a person authorized by him in writing.
- The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.tatamotors.com](http://www.tatamotors.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Ltd., where the securities of the Company are listed.
- Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. July 4, 2022.

## EXPLANATORY STATEMENT

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), given hereunder sets out all material facts relating to the special business mentioned at Item Nos. 5 to 21 of the accompanying Notice dated May 31, 2022. As an additional information, the Explanatory Statement also contains material facts pertaining to ordinary business mentioned at Item No. 4 of the said Notice.

### Item No. 4

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), though statutorily not required in terms of Section 102 of the Act.

The Members at the Seventy Second Annual General Meeting ('AGM') of the Company held on August 22, 2017, had approved appointment of B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) ('BSR'), as the Statutory Auditors of the Company to hold office from the conclusion of the Seventy Second AGM till the conclusion of the Seventy Seventh AGM of the Company to be held in the year 2022.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, proposed the reappointment of BSR, as the Statutory Auditors of the Company, for the second consecutive term of five years from the conclusion of Seventy Seventh AGM till the conclusion of Eight Second AGM of the Company to be held in the year 2027, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors.

BSR have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

BSR is a Member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India. BSR is registered in Mumbai, Gurugram, Bengaluru, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida, Jaipur, Kochi and Vijayawada. BSR audits various companies listed on stock exchanges in India.

The Company has in place a Policy for approval of services to be rendered by the Auditors ('Pre-Approval Policy') by the Audit Committee to ensure, *inter alia*, that the Statutory Auditors function in an independent manner.

BSR was paid a fee of ₹5.51 crore for the audit of standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022 plus applicable taxes and

out-of-pocket expenses not exceeding 10% of the audit fees. The increase in fee proposed to be paid to BSR for the financial year ending March 31, 2023 will be mutually agreed basis the efforts involved and shall not exceed 10% of the fee paid for the previous year. The Board, in consultation with the Audit Committee shall approve revisions in the remuneration of the Statutory Auditors for the remaining part of the tenure.

Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

The above fee excludes the proposed remuneration to be paid to overseas audit firms for the purpose of statutory audit of overseas subsidiaries and branches.

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

Electronic copy of the Pre-Approval Policy is available for inspection. Please refer to Note 11 given in the Notice on inspection of documents.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 4 of the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No.4 of the Notice for approval by the Members.

### Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board appointed Mr Al-Noor Ramji (DIN: 00230865) as an Additional Director of the Company and also an Independent Director not liable to retire by rotation, for a term of five years, i.e., from May 1, 2022 upto April 30, 2027 (both days inclusive), subject to approval by the Members.

Pursuant to the provisions of Section 161(1) of the Act and Article 132 of the Articles of Association of the Company, Mr Ramji shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing notice from a Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr Ramji are provided as Annexure to this Notice.

Mr Ramji has given his declaration to the Board, *inter alia*, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director

by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, Mr Ramji is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr Ramji on the Board of the Company and accordingly the Board recommends the appointment of Mr Ramji as an Independent Director as proposed in the Resolution set out at Item No. 5 of the accompanying Notice for approval by the Members.

Electronic copy of the terms and conditions of appointment of the Independent Directors is available for inspection. Please refer to Note 11 given in the Notice on inspection of documents.

Except for Mr Ramji and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

#### Item No. 6

Mr Om Prakash Bhatt (DIN: 00548091) was appointed as a Non-Executive Independent Director of the Company for a term of five years, i.e., from May 9, 2017 to May 8, 2022 (both days inclusive).

Pursuant to the performance evaluation of Mr Bhatt and considering that his continued association as a Member of the Board would be beneficial to the Company, based on recommendation of the NRC, the Board appointed Mr Bhatt as an Additional Director of the Company and subject to approval of the Members, re-appointed him as a Non-Executive Independent Director, not liable to retire by rotation, for the second consecutive term, i.e., from May 9, 2022 to March 7, 2026 (both days inclusive) when he attains the retirement age of 75 years, as per the terms of the Governance Guidelines for Tata Companies on Board Effectiveness. Also, Mr Bhatt will cease to be a Director of the Company with effect from March 8, 2026.

Pursuant to the provisions of Section 161(1) of the Act and Article 132 of the Articles of Association of the Company, Mr Bhatt shall hold office up to the date of this AGM. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr Bhatt are provided as Annexure to this Notice.

Mr Bhatt has given his declaration to the Board, *inter alia*, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, Mr Bhatt is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management.

Given his experience, the Board considers it desirable and in the interest of the Company to continue Mr Bhatt on the Board of the Company and accordingly the Board recommends the re-appointment of Mr Bhatt as an Independent Director as proposed in the Resolution set out at Item No. 6 for approval by the Members.

Electronic copy of the terms and conditions of appointment of the Independent Directors is available for inspection. Please refer to Note 11 given in the Notice on inspection of documents.

Except for Mr Bhatt and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

#### Item No. 7

Based on recommendation of the NRC, the Board re-appointed Ms Hanne Birgitte Sorensen (DIN: 08035439) as an Independent Director, not liable to retire by rotation, for the second consecutive term of five years, i.e., from January 3, 2023 to January 2, 2028 (both days inclusive), subject to approval of the Members.

Ms Sorensen has given her declaration to the Board, *inter alia*, that (i) she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given her consent to act as a Director.

In the opinion of the Board, Ms Sorensen is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for re-appointment as an Independent Director and she is independent of the management. The profile and specific areas of expertise of Ms Sorensen is provided as Annexure to this Notice.

Given her experience, the Board considers it desirable and in the interest of the Company to have Ms Sorensen on the Board of the Company and accordingly the Board recommends the appointment of Ms Sorensen as an Independent Director as proposed in the Resolution set out at Item No. 7 for approval by the Members.

Electronic copy of the terms and conditions of appointment of the Independent Directors is available for inspection. Please refer to Note 11 given in the Notice on inspection of documents.

Except for Ms Sorensen and/or her relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

#### Item Nos. 8 to 17

Regulation 23 of the SEBI Listing Regulations, *inter alia*, states that effective from April 1, 2022, all Material Related Party Transactions ('RPT') shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered

into individually or taken together with previous transactions during a financial year, exceeds ₹1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower. Regulation 2(1)(zc) of the SEBI Listing Regulations defines related party transaction to mean a transaction involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity, regardless of whether a price is charged or not.

In view of the afore mentioned regulatory changes the Resolutions No. 8 to 17 are placed for approval by the Members.

The Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business.

### Item No. 8

Details of the proposed RPTs between the Company and Tata Marcopolo Motors Limited ('TMML'), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Description	Details of proposed RPTs between the Company and TMML
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	TMML is a subsidiary of the Company, with the Company and Marcopolo S.A., Brazil ('Marcopolo') holding 61.86% and 38.14% in its equity share capital, respectively. The Company is Promoter of TMML. TMML is a state-of-the-art bus and coach manufacturing company headquartered at Dharwad, in the State of Karnataka, India. TMML caters to India's growing need for world class fully built buses for intra-city and inter-city transportation with international standard comfort, quality and safety. TMML produces a comprehensive range of buses, marketed under the 'Starbus' and 'Globus' brands, includes 16 to 54 seater standard buses, 18 and 45-seater luxury buses, luxury coaches and low-floor city buses. TMML is a Related Party of the Company, as on the date of this Notice.
b.	Type, material terms, monetary value and particulars of the proposed RPTs.	The Company and TMML have entered into/propose to enter into the following RPTs during FY 2022-23, for an aggregate value not exceeding ₹1,400 crore (with funding transactions not exceeding ₹300 crore and operational transactions not exceeding ₹1,100 crore): <ul style="list-style-type: none"> <li>• Purchase of goods / services (including material procurement).</li> <li>• HighBond license pass out costs.</li> <li>• Inter-corporate deposits taken / given.</li> <li>• Investments made.</li> </ul>
c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	0.50%
2.	Justification for the proposed RPTs.	Bus manufacturing in India is largely unorganised. To address issues with quality and scale, TMML was created as a Joint Venture between the Company and Marcopolo. Marcopolo is a world leader in bus manufacturing. Through this Joint Venture, the Company has access to technological developments which has aided to improve quality of products as well as meet demand expectations resulting in overall Tata Motors Group synergy and sustainability in the long run.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.	
a.	Details of the source of funds in connection with the proposed transaction.	Own share capital / Internal accruals and liquidity of the Company.
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: <ul style="list-style-type: none"> <li>- Nature of indebtedness,</li> <li>- Cost of funds and</li> <li>- Tenure.</li> </ul>	Not applicable.
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Inter-corporate Deposits taken / given aggregating to ₹200 crore: <ul style="list-style-type: none"> <li>• Lock in Period of 2 days and thereafter on 'demand to pay basis'.</li> <li>• Tenure: upto 12 months.</li> <li>• Interest rate: 5% - 7.5%; linked to the Company's short-term borrowing cost.</li> <li>• Repayment Schedule: Not Applicable.</li> <li>• The above inter-corporate deposits are under unsecured category.</li> </ul> Investments in TMML aggregating to ₹100 crore: <ul style="list-style-type: none"> <li>• The pricing is based on valuation / as per approval of the Board of Directors of the Company.</li> <li>• Tenure: Not Applicable.</li> <li>• Interest rate: Not Applicable.</li> <li>• Repayment Schedule: Not Applicable.</li> </ul>



Sr. No.	Description	Details of proposed RPTs between the Company and TMML
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet working capital requirements of TMML.
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	The pricing mechanism followed for recurring transactions is based on the past practices adopting Arm's Length Principle substantiated with report of reputed external agencies obtained by the Company and the electronic copy of the same is available for inspection. Please refer to Note 11 given in the Notice on inspection of documents. In the case of other RPTs, the pricing mechanism would be as per Arm's Length criteria based on the market price or alternative pricing method of relevant materials and/or services. Valuation report or other external report, as may be applicable, shall be obtained by the parties concerned. In the case of reimbursements / recoveries, same would be basis actual cost incurred.
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any, and the nature of their relationship.	Mr Girish Wagh, Executive Director and KMP of the Company is also a Director on the Board of TMML. His interest or concern or that of his relatives, is limited only to the extent of his holding directorship / KMP position in the Company and TMML.
6.	Any other information that may be relevant.	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

None of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 8 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 8 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 8 of the Notice, whether the entity is a Related Party to the particular transaction or not.

#### Item No. 9

Details of the proposed RPTs between the Company and Tata Technologies Limited ('TTL'), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Description	Details of proposed RPTs between the Company and TTL
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	TTL is a subsidiary of the Company. The Company is Promoter of TTL. The TTL's range of services includes IT Consultancy, SAP implementation and maintenance, providing networking solutions, CAD/CAM engineering & design consultancy. TTL is headquartered in Pune, India. TTL has five offices located at Mumbai, Lucknow, Jamshedpur, Bangalore and one branch office located in Japan that enables it to provide high quality, cost-effective services to clients. TTL is a Related Party of the Company, as on the date of this Notice.
b.	Type, material terms, monetary value and particulars of the proposed RPTs.	The Company and TTL have entered into / propose to enter into the following RPTs during FY 2022-23, for an aggregate value not exceeding ₹2,950 crore (with funding transactions not exceeding ₹1,850 crore and operational transactions not exceeding ₹1,100 crore): <ul style="list-style-type: none"> <li>• Purchase of goods.</li> <li>• Availing/ rendering of engineering and non-engineering services.</li> <li>• Investments made.</li> <li>• Inter-corporate deposits taken / given.</li> <li>• High-Bond license pass out costs.</li> </ul>
c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	1.06%
2.	Justification for the proposed RPTs.	The TTL Group provides product engineering services which caters to the global manufacturing industry; enabling ambitious manufacturing companies (including the Company) to design and build better products. Engineering and Design services provide outsourced engineering services for TTL manufacturing customers globally to help them conceive, design, develop and realize better products and Digital Enterprise Solutions help manufacturing customers identify and deploy emerging technologies, tools and solutions to manufacture, service and realize better products. The offshore capabilities of the Group in the field of engineering automation services combined with the high-end onshore strengths of subsidiaries are expected to offer a strong and seamless onshore/offshore delivery capability to the international customers in the automotive, aerospace and engineering industries. The Company has existing equity investment in TTL. In addition to this, the Company and TTL may also place ICDs with each other to earn interest income on surplus funds and support working capital requirements. The aforementioned transactions will not only help both the companies to smoothen business operations but will also ensure a consistent flow of desired quality and quantity of various facilities for uninterrupted operations and an increase in productivity. This in turn will contribute towards Tata Motors Group synergy and sustainability.

Sr. No.	Description	Details of proposed RPTs between the Company and TTL
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.	
a.	Details of the source of funds in connection with the proposed transaction.	Own share capital / Internal accruals and liquidity of the Company and TTL.
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure.	Not applicable.
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Inter-corporate deposits given & taken aggregating to, not exceeding, ₹1,850 crore: <ul style="list-style-type: none"> <li>• Lock in Period of 2 days and thereafter on 'demand to pay basis'.</li> <li>• Tenure: upto 12 months.</li> <li>• Interest rate: 5% - 7.5%; linked to the Company's short-term borrowing rate.</li> <li>• Repayment Schedule: Not Applicable.</li> <li>• The above inter-corporate deposits are under unsecured category.</li> </ul>
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet working capital requirements of TTL.
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	The pricing mechanism followed for recurring transactions is based on the past practices adopting Arm's Length Principle substantiated with report of reputed external agencies obtained by the Company and the electronic copy of the same is available for inspection. Please refer to Note 11 given in the Notice on inspection of documents. In the case of other RPTs, the pricing mechanism would be as per Arm's Length criteria based on the market price or alternative pricing method of relevant materials and/or services. Valuation report or other external report, as may be applicable, shall be obtained by the parties concerned. In the case of reimbursements / recoveries, same would be basis actual cost incurred.
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship.	Mr P B Balaji, the Tata Motors Group Chief Financial Officer and KMP of the Company is also a Director on the Board of TTL. His interest or concern or that of his relatives, is limited only to the extent of his holding directorship / KMP position in the Company and TTL.
6.	Any other information that may be relevant.	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

None of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 9 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 9 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 9 of the Notice, whether the entity is a Related Party to the particular transaction or not.

#### Item No. 10

Details of the proposed RPTs between the Company and Tata Motors Passenger Vehicles Limited ('TMPVL'), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Description	Details of proposed RPTs between the Company and TMPVL
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	TMPVL is a subsidiary of the Company. Pursuant to the Scheme of Arrangement sanctioned by the Hon'ble NCLT, Mumbai, the Company has transferred its Passenger Vehicles Undertaking to TMPVL w.e.f. January 1, 2022, to provide a differentiated focus for the Passenger Vehicle Business, realizing its potential and unlocking business value by enhanced management focus and operational flexibility. TMPVL is a Related Party of the Company, as on date of this Notice.
b.	Type, material terms, monetary value and particulars of the proposed RPTs.	The Company and TMPVL have entered into/propose to enter into the following RPTs during FY 2022-23, for an aggregate value not exceeding ₹12,500 crore (with funding transactions not exceeding ₹6,500 crore and operational transactions not exceeding ₹6,000 crore): <ul style="list-style-type: none"> <li>• Purchase of goods / services (including material procurement).</li> <li>• Availing and rendering of non-engineering Services.</li> <li>• Cross charge for ERC Projects /Capacity and Employment Services used by the Company.</li> <li>• High-Bond license pass out costs.</li> <li>• Royalty.</li> <li>• Inter-corporate deposits taken/given.</li> <li>• Investments made.</li> </ul>
c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	4.49%

Sr. No.	Description	Details of proposed RPTs between the Company and TMPVL
2.	Justification for the proposed RPTs.	The Company has existing equity investment in TMPVL. In addition to this, the Company and TMPVL may also place ICDs with each other to earn interest income on surplus funds and support working capital requirements. Further, the operational transactions which mainly consists of sale of goods / services, ERC services, corporate cross charge, licensing of Copy right, Patents, Designs etc. will support the business of both the companies in cost synergy by leveraging on the expertise / technical manpower / manufacturing facilities of each other and resulting in sustainability in the long run.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.	
a.	Details of the source of funds in connection with the proposed transaction.	Own share capital / Internal accruals and liquidity of the Company and TMPVL.
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure.	Not Applicable.
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Investment made and Inter-corporate deposits taken aggregating to, not exceeding ₹5,000 crore and Inter-corporate deposits given aggregating to, not exceeding ₹1,500 crore: <ul style="list-style-type: none"> <li>• Lock in Period of 2 days and thereafter on 'demand to pay basis'.</li> <li>• Tenure: upto 12 months.</li> <li>• Interest rate: 5% - 7.5%; linked to the Company's short-term borrowing rate</li> <li>• Repayment Schedule: Not Applicable.</li> <li>• The above inter-corporate deposits are under unsecured category.</li> <li>• ICDs would be given / taken in various tranches and outstanding balances of ICDs given / ICDs taken at any point of time would be not exceeding ₹5000 crore and ₹1500 crore respectively.</li> </ul>
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet working capital requirements of TMPVL.
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	The pricing mechanism followed for recurring transactions is based on the past practices adopting Arm's Length Principle substantiated with report of reputed external agencies obtained by the Company and the electronic copy of the same is available for inspection. Please refer to Note 11 given in the Notice on inspection of documents. In the case of other RPTs, the pricing mechanism would be as per Arm's Length criteria based on the market price or alternative pricing method of relevant materials and/or services. Valuation report or other external report, as may be applicable, shall be obtained by the parties concerned. In the case of reimbursements / recoveries, same would be basis actual cost incurred.
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship.	Mr P B Balaji, Group Chief Financial Officer and KMP of the Company is also a Director on the Board of TMPVL. His interest or concern or that of his relatives, is limited only to the extent of his holding directorship / KMP position in the Company and TMPVL.
6.	Any other information that may be relevant.	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

None of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 10 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 10 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 10 of the Notice, whether the entity is a Related Party to the particular transaction or not.

#### Item No. 11

Details of the proposed RPTs between the Company and Tata Cummins Private Limited ('TCPL'), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Description	Details of proposed RPTs between the Company and TCPL
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	TCPL is a 50:50 joint venture between the Company and Cummins Inc, USA. TCPL is engaged in the manufacture and sale of engine and its components, including trading of bought out finished components and after-market services. TCPL manufactures high performance, reliable and durable mid-range (B&L) engines in the range of 75 to 400 HP. TCPL is a Related Party of the Company, as on the date of this Notice.

Sr. No.	Description	Details of proposed RPTs between the Company and TCPL
b.	Type, material terms, monetary value and particulars of the proposed RPTs.	The Company and TCPL have entered into / propose to enter into the following RPTs during FY 2022-23, for an aggregate value not exceeding ₹6,550 crore (with funding transactions not exceeding ₹50 crore and operational transactions not exceeding ₹6,500 crore): <ul style="list-style-type: none"> <li>• Purchase of goods / services (including material procurement).</li> <li>• Inter-corporate deposits given.</li> </ul>
c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	2.35%
2.	Justification for the proposed RPTs.	One of the important objectives of the Joint Venture is to meet the business requirements of both JV partners and achieve overall efficiencies with respect to manufacture of engines. In light of above and various commercial factors, aforementioned transactions are undertaken, that will not only help both the companies to smoothen business operations but will also ensure a consistent flow of desired quality and quantity of various facilities for uninterrupted operations and an increase in productivity.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.	
a.	Details of the source of funds in connection with the proposed transaction.	Own share capital / Internal accruals and liquidity of the Company.
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: <ul style="list-style-type: none"> <li>- Nature of indebtedness,</li> <li>- Cost of funds and</li> <li>- Tenure.</li> </ul>	Not Applicable.
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Inter-corporate deposits given aggregating to, not exceeding ₹50 crore: Lock in Period of 2 days and thereafter on 'demand to pay basis'. Tenure: upto 12 months. Interest rate: 5% - 7.5%; linked to the Company's short-term borrowing rate. Repayment Schedule: Not Applicable. The above inter-corporate deposits are under unsecured category.
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet working capital requirement of TCPL.
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	The pricing mechanism followed for recurring transactions is based on the past practices adopting Arm's Length Principle substantiated with report of reputed external agencies obtained by the Company and the electronic copy of the same is available for inspection. Please refer to Note 11 given in the Notice on inspection of documents. In the case of other RPTs, the pricing mechanism would be as per Arm's Length criteria based on the market price or alternative pricing method of relevant materials and/or services. Valuation report or other external report, as may be applicable, shall be obtained by the parties concerned. In the case of reimbursements / recoveries, same would be basis actual cost incurred.
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship.	Mr Girish Wagh, Executive Director and KMP of the Company is also a director on the Board of TCPL. His interest or concern or that of his relatives, is limited only to the extent of his holding directorship / KMP position in the Company and TCPL.
6.	Any other information that may be relevant.	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

None of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 11 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No.11 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 11 of the Notice, whether the entity is a Related Party to the particular transaction or not.



**Item No. 12**

Details of the proposed RPTs between the Company and Tata Capital Financial Services Limited ('TCFSL'), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Description	Details of proposed RPTs between the Company and TCFSL
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	Tata Sons Private limited is the ultimate Holding Company of TCFSL. Tata Sons Private limited is the Promoter of the Company. Thus, TCFSL is an indirect subsidiary of Tata Sons Private Limited. TCFSL is registered with the Reserve Bank of India as a Systemically Important Non Deposit Accepting Non-Banking Financial Company (NBFC) and offers fund and fee-based financial services to its customers, under the Tata Capital brand. TCFSL is a trusted and customer-centric, one-stop financial services provider, TCFSL caters to the diverse needs of retail, corporate and institutional customers, across various areas of business namely the Commercial Finance, Infrastructure Finance, Wealth Management, Consumer Loans and distribution and marketing of Tata Cards. TCFSL has over 100 branches spanning all critical markets in India. TCFSL is a Related Party of the Company, as on the date of this Notice.
b.	Type, material terms, monetary value and particulars of the proposed RPTs.	The Company and TCFSL have entered into / propose to enter into the following RPTs pertaining during FY 2022-23, for an aggregate value for an aggregate value not exceeding ₹6,500 crore: <ul style="list-style-type: none"> <li>• Purchase of goods / services</li> <li>• Leasing Transactions including residual value risks borne by the Company</li> <li>• Assignment of Receivables (Factoring) Transaction and Interest thereon</li> <li>• Processing fees for Assignment of Receivables (Factoring)</li> <li>• BMS Facility and Interest thereon</li> </ul>
c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	2.33%
2.	Justification for the proposed RPTs.	Pursuant to the strategic alliance, TCFSL brings comprehensive and innovative, solution-oriented asset financing solutions like channel financing, Invoice discounting and leasing. TCFSL's Channel Financing program ensures timely availability of finance for channel partners with extended and convenient re-payment terms, thereby freeing up cash flow for business growth while strengthening company's distribution network. Further, Invoice Discounting solutions get early payments against outstanding invoices. Purchase Invoice Discounting will save the Company's business from the cash flow pressure. A pre-established credit line at TCFSL allows the Company to acquire the equipment on lease in minimal turnaround time. This in turn will contribute towards group synergy and sustainability in the long run for both the entities.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.	
a.	Details of the source of funds in connection with the proposed transaction.	Not applicable.
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: <ul style="list-style-type: none"> <li>- Nature of indebtedness,</li> <li>- Cost of funds and</li> <li>- Tenure.</li> </ul>	Not applicable.
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Not applicable.
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not applicable.
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	The pricing mechanism followed for recurring transactions is based on the past practices adopting Arm's Length Principle substantiated with report of reputed external agencies obtained by the Company and the electronic copy of the same is available for inspection. Please refer to Note 11 given in the Notice on inspection of documents. In the case of other RPTs, the pricing mechanism would be as per Arm's Length criteria based on the market price or alternative pricing method of relevant materials and/or services. Valuation report or other external report, as may be applicable, shall be obtained by the parties concerned. In the case of reimbursements / recoveries, same would be basis actual cost incurred.
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship.	None of the Directors or KMPs of the Company are Directors or KMPs of TCFSL.
6.	Any other information that may be relevant.	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

None of the Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 12 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 12 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 12 of the Notice, whether the entity is a Related Party to the particular transaction or not.

### Item No. 13

Details of the proposed RPTs of Tata Motors Passenger Vehicles Limited ('TMPVL') with (i) Fiat India Automobiles Private Limited ('FIAPL'); (ii) TACO Prestolite Electric Private Limited ('TPEPL'); (iii) Tata AutoComp Systems Limited ('TASL'), (iv) Tata Capital Financial Services Limited ('TCFSL'), (v) Tata Motors Finance Limited ('TMFL') and (vi) Tata Motors Finance Solutions Limited ('TMFSL'), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Description	Details of proposed RPTs of TMPVL with					
		FIAPL	TPEPL	TASL	TCFSL	TMFL	TMFSL
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.						
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	<p>TMPVL is a subsidiary of the Company. Pursuant to the Scheme of Arrangement sanctioned by the Hon'ble NCLT, Mumbai, the Company has transferred its Passenger Vehicles Undertaking to TMPVL w.e.f. January 1, 2022, to provide a differentiated focus for the Passenger Vehicle Business, realizing its potential and unlocking business value by enhanced management focus and operational flexibility.</p> <p>FIAPL is a joint operations company, established between Fiat Auto Group Automobiles S.p.A ("FIAT Auto") and the Company for the purpose of manufacturing branded motor vehicles, parts, and components thereof, in India and represents the Fiat brand in India. The JV plant operates under the name FIAPL, as an independent entity and it produces both, the Fiat and the Tata brand of cars for the Fiat India National Sales Company ('FCAIPL') and the Company, respectively. TMPVL and FIAPL are Related Parties of the Company, as on the date of this Notice.</p>	<p>TPEPL is a JV of Tata AutoComp Systems Limited ('TASL'), which is a subsidiary of Tata Sons Private Limited, the Promoter of the Company. TASL is also an Associate of the Company.</p> <p>TPEPL is a JV between TASL and Beijing-based Prestolite Electric to enter the Electric Vehicle (EV) components market and to develop powertrain solutions for the Indian EV market. TMPVL and TPEPL are Related Parties of the Company, as on date of this Notice.</p>	<p>TASL is a subsidiary of Tata Sons Private Limited, the Promoter of the Company. Furthermore, TASL is also an Associate of the Company. TASL is engaged in the business of manufacturing automotive components, including automotive interior as well as exterior plastics, and provides products and services in the automotive industry to Indian as well as global customers. TMPVL and TASL are Related Parties of the Company, as on date of this Notice.</p>	<p>Tata Sons Private limited is the ultimate Holding Company of TCFSL. Tata Sons Private limited is the Promoter of the Company. Thus, TCFSL is an indirect subsidiary of Tata Sons Private Limited.</p> <p>TCFSL is registered with the Reserve Bank of India as a Systemically Important Non Deposit Accepting Non-Banking Financial Company (NBFC) and offers fund and fee-based financial services to its customers, under the Tata Capital brand. TCFSL is a trusted and customer-centric, one-stop financial services provider, TCFSL caters to the diverse needs of retail, corporate and institutional customers, across various areas of business namely the Commercial Finance, Infrastructure Finance, Wealth Management, Consumer Loans and distribution and marketing of Tata Cards. TCFSL has over 100 branches spanning all critical markets in India. TMPVL and TCFSL are Related Party of the Company, as on the date of this Notice.</p>	<p>TMFL is a public limited company incorporated and domiciled in India and has its registered office in Mumbai, India. The company is registered as a systematically important NBFC under section 45 IA of the Reserve Bank of India, Act 1934 with effect from March 04, 1998. Tata Motors Finance Limited is a subsidiary of TMF Holdings Limited and is primarily engaged in lending activities providing vehicle financing through its wide network all over India. The Company provides loans for medium, heavy, small, and light commercial vehicles, as well as financial advisory and corporate lending services. It has undertaken transactions with various related parties as identified by TMFL.</p> <p>TMPVL and TMFL are Related Party of the Company, as on the date of this Notice.</p>	<p>TMFSL is an indirect wholly-owned subsidiary of the Company and TAMPL, a subsidiary of Tata Sons Private Limited, the Promoter of the Company. TMFSL is a public limited company incorporated and domiciled in India and has its registered office in Mumbai, India. TMFSL is registered as a Systemically Important Non-Banking Financial (Non Deposit Accepting or Holding) Company under section 45-1A of the Reserve Bank of India, Act 1934 with effect from December 8, 2003 and is engaged primarily in lending activities, providing finance: (a) for purchasing pre-owned vehicles; and (b) to corporate dealers and vendors of the ultimate parent company (referred to as 'Tata Motors Limited'), through its pan India branch network. TMPVL and TMFSL are related parties of the Company, as on the date of this Notice.</p>

Sr. No.	Description	Details of proposed RPTs of TMPVL with					
		FIAPL	TPEPL	TASL	TCFSL	TMFL	TMFSL
b.	Type, material terms, monetary value and particulars of the proposed RPTs.	TMPVL and FIAPL have entered into / propose to enter into the following RPTs during FY 2022-23, for an aggregate value not exceeding ₹37,000 crore: <ul style="list-style-type: none"> <li>• Purchase / Sale of vehicles / parts / components / services, etc.; and</li> <li>• Interest received and paid on outstanding balances.</li> </ul>	TMPVL and TPEPL have entered into / propose to enter into RPTs pertaining to the purchase of goods (various powertrain products like motors, controllers as well as drivetrain etc.) during FY 2022-23, for an aggregate value not exceeding ₹1,500 crore.	TMPVL and TASL have entered into / propose to enter into RPTs pertaining to purchase of goods (mainly batteries, auto components in nature of interior plastic bodies, accessories, supplies, dyes etc.) by TMPVL from TASL which are used in vehicles manufactured by TMPVL during FY 2022-23 for an aggregate value not exceeding ₹5,500 crore.	TMPVL and TCFSL have entered into / propose to enter into the following RPTs during FY2022-23, for an aggregate value not exceeding ₹3,400 crore: <ul style="list-style-type: none"> <li>• Purchase of goods / services</li> <li>• Leasing Transactions</li> <li>• Assignment of Receivables (Factoring) Transaction and Interest thereon</li> <li>• Processing fees for Assignment of Receivables (Factoring)</li> <li>• BMS Facility and Interest thereon</li> </ul>	TMPVL and TMFL have entered into / propose to enter into the following RPTs during FY2022-23, for an aggregate value not exceeding ₹4,200 crore: <ul style="list-style-type: none"> <li>• Purchase of goods / services</li> <li>• Leasing Transactions</li> <li>• Assignment of Receivables (Factoring) Transaction and Interest thereon</li> <li>• Processing fees for Assignment of Receivables (Factoring)</li> <li>• BMS Facility and Interest thereon</li> </ul>	TMPVL and TMFSL have entered into / propose to enter into the following RPTs during FY2022-23, for an aggregate value not exceeding ₹4,200 crore: <ul style="list-style-type: none"> <li>• Purchase of goods / services</li> <li>• Leasing Transactions</li> <li>• Assignment of Receivables (Factoring) Transaction and Interest thereon</li> <li>• Processing fees for Assignment of Receivables (Factoring)</li> <li>• BMS Facility and Interest thereon</li> </ul>
c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	13.29%	0.54%	1.98%	1.22%	1.51%	1.51%
2.	Justification for the proposed RPTs.	This is a strategic alliance, setup by the Company, for manufacturing the Tata Brand Cars. TMPVL sells to FIAPL, castings and aggregates of engines, metal bodies, etc. and these are in turn utilized by FIAPL for assembling cars, which are then sold to TMPVL. TMPVL also purchases vehicle spare parts and components from FIAPL. FIAPL has undertaken to reserve certain production capacity of its Ranjangaon Manufacturing Facility for manufacturing and supplying of motor vehicles and related spare parts to the Company.	This is an strategic alliance setup by TMPVL for sourcing part and components for its EV vehicles basis detailed negotiations resulting in overall Tata Motors Group synergy and sustainability in the long run.	This is a strategic alliance setup by TMPVL for sourcing parts and components from TASL by floating quotations amongst various vendors, adopting target based costing and detailed negotiations resulting in overall Tata Motors Group synergy and sustainability in the long run.	Pursuant to the strategic alliance, TCFSL brings comprehensive and innovative, solution-oriented asset financing solutions like channel financing, Invoice discounting and leasing. TCFSL's Channel Financing program ensures timely availability of finance for channel partners with extended and convenient re-payment terms, thereby freeing up cash flow for business growth while strengthening company's distribution network. Further, Invoice Discounting solutions get early payments against outstanding invoices. Purchase Invoice Discounting will augment Company's cash flow.	Pursuant to the strategic alliance, TMFL brings comprehensive and innovative, solution-oriented asset financing solutions. A pre-established credit line at TMFL allows TMPVL to acquire the equipment in minimal turnaround time. Further, TMFL also offers various receivable assignment services & Bill discounting service to the Vendor partners at competitive rates, thus providing financial solutions for the entire supply chain.	Pursuant to the strategic alliance, TMFSL brings comprehensive and innovative, solution-oriented asset financing solutions. A pre-established credit line at TMFSL allows TMPVL to acquire the equipment in minimal turnaround time. Further, TMFSL also offers various receivable assignment services & Bill discounting service to the Vendor partners at competitive rates thus providing financial solutions for the entire supply chain.
3.	Details of Transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:						
a.	Details of the source of funds in connection with the proposed transaction.	Not applicable					
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: <ul style="list-style-type: none"> <li>- Nature of indebtedness,</li> <li>- Cost of funds and</li> <li>- Tenure.</li> </ul>	Not applicable					

Sr. No.	Description	Details of proposed RPTs of TMPVL with					
		FIAPL	TPEPL	TASL	TCFSL	TMFL	TMFSL
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.				Not applicable		
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.				Not applicable		
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	The pricing mechanism followed for recurring transactions is based on the past practices adopting Arm's Length Principle substantiated with report of reputed external agencies obtained by the Company and the electronic copy of the same is available for inspection. Please refer to Note 11 given in the Notice on inspection of documents. In the case of other RPTs, the pricing mechanism would be as per Arm's Length criteria based on the market price or alternative pricing method of relevant materials and/or services. Valuation report or other external report, as may be applicable, shall be obtained by the parties concerned. In the case of reimbursements / recoveries, same would be basis actual cost incurred.					
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship.	Mr P B Balaji, Group Chief Financial Officer and KMP of the Company is also a Director on the Board of TMPVL.					
		None of the Directors or KMP of the Company is Director or KMP of FIAPL.	None of the Directors or KMP of the Company is Director or KMP of TPEPL.	None of the Directors or KMP of the Company is Director or KMP of TASL.	None of the Directors or KMPs of the Company are Directors or KMPs of TCFSL.	Mr P B Balaji, Group Chief Financial Officer and KMP of the Company as well as Ms Vedika Bhandarkar, an Independent Director of the Company, are also Directors on the Board of TMFL.	Mr P B Balaji, Tata Motors Group Chief Financial Officer and KMP of the Company as well as Ms Vedika Bhandarkar, an Independent Director of the Company, are also Directors on the Board of TMFSL.
6.	Any other information that may be relevant.	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.					

None of the other Directors, KMPs and / or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 13 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 13 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 13 of the Notice, whether the entity is a Related Party to the particular transaction or not.

#### Item No. 14

Details of the proposed RPTs of Tata Passenger Electric Mobility Limited ('TPEML') with (i) Fiat India Automobiles Private Limited ('FIAPL'); (ii) TACO Prestolite Electric Private Limited ('TPEPL'); (iii) Tata Motors Passenger Vehicles Limited ('TMPVL'); and (iv) Tata AutoComp Systems Limited ('TASL'), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Description	Details of proposed RPTs of TPEML with			
		FIAPL	TPEPL	TMPVL	TASL
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.				
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	TPEML was incorporated on December 21, 2021 a wholly-owned subsidiary of the Company to undertake its passenger electric mobility business. TPEML is a Related Party of the Company, as on the date of this Notice.  FIAPL is a joint operations company, established between Fiat Auto Group Automobiles S.p.A (FIAT Auto) and the Company for the purpose of manufacturing branded motor vehicles, parts, and components thereof, in India and represents the Fiat brand in India. The JV plant operates under the name FIAPL, as an independent entity and it produces both, the Fiat and the Tata brand of cars for the Fiat India National Sales Company (FCAIPL) and the Company, respectively. TPEML and FIAPL are Related Parties of the Company, as on the date of this Notice.	TPEPL is a JV of Tata AutoComp Systems Limited (TASL), which is a subsidiary of Tata Sons Private Limited, the Promoter of the Company. TASL is also an Associate of the Company. TPEPL is a JV between TASL and Beijing-based Prestolite Electric to enter the Electric Vehicle ('EV') components market and to develop powertrain solutions for the Indian EV market. TPEML and TPEPL are Related Parties of the Company, as on the date of this Notice.	TMPVL is a subsidiary of the Company. Pursuant to the Scheme of Arrangement sanctioned by the Hon'ble NCLT, Mumbai, the Company has transferred its Passenger Vehicles Undertaking to TMPVL w.e.f. January 1, 2022, to provide a differentiated focus for the Passenger Vehicle Business, realizing its potential and unlocking business value by enhanced management focus and operational flexibility. TPEML and TMPVL are Related Parties of the Company, as on the date of this Notice.	TASL is a subsidiary of Tata Sons Private Limited, the Promoter of the Company. Furthermore, TASL is also an Associate of the Company. TASL is engaged in the business of manufacturing automotive components, including automotive interior as well as exterior plastics, and provides products and services in the automotive industry to Indian as well as global customers. TPEML and TASL are Related Parties of the Company, as on the date of this Notice.
b.	Type, material terms, monetary value and particulars of the proposed RPTs.	TPEML and FIAPL have entered into / propose to enter into the following RPTs during FY 2022-23, for an aggregate value not exceeding ₹3,500 crore: • Purchase / Sale of vehicles / parts / components / services, etc.; and • Interest received and paid on outstanding balances.	TPEML and TPEPL have entered into / propose to enter into RPTs pertaining to the purchase of goods (various powertrain products like motors, controllers as well as drivetrain etc.) during FY 2022-23, for an aggregate value not exceeding ₹1,000 crore.	TPEML and TMPVL have entered into / propose to enter into the following RPTs during FY 2022-23, for an aggregate value not exceeding ₹5,600 crore (with funding transactions not exceeding Rs 500 crore and operational transactions not exceeding ₹5,100 crore): • Purchase of goods / services (including material procurement). • Availing and rendering of non-engineering Services. • Cross charge for ERC Projects /Capacity and Employment Services used by the Company. • Royalty. • Inter-corporate deposits taken/given. • Purchase / Sales of Investments in subsidiaries.	TPEML and TASL have entered into / propose to enter into RPTs pertaining to purchase of goods (mainly batteries, auto components in nature of interior plastic bodies, accessories, supplies, dyes etc.) by TPEML from TASL which are used in vehicles manufactured by TPEML during FY 2022-23 for an aggregate value not exceeding ₹2,500 crore.
c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	1.26%	0.36%	2.01%	0.90%
2.	Justification for the proposed RPTs.	TMPVL has a manufacturing arrangement with FIAPL for manufacture of engines and vehicles. The manufacturing capacity available will be shared between TMPVL and FCA based on volume commitment given by each party. Going forward, the Company's capacity entitlement shall be apportioned between TMPVL and TPEML. The existing principles of cost allocation, take or pay arrangement and true up mechanism (including for expenses and mechanism for adjustments) will apply on the same basis for CMA between TMPVL and TPEML. Considering there would be flexibility to use each other's capacities even as the year progresses, this would bring in better operational efficiency for TPEML as well as TMPVL.  The aforementioned transactions would not only help both the Companies to manage its business operations smoothly but would also ensure a consistent flow of desired quality and quantity of various facilities for uninterrupted operations and an increase in productivity. This in turn will contribute towards Tata Motors' group synergy.	This is a strategic alliance setup by TPEML for sourcing part and components for its EV vehicles basis detailed negotiations.	The Company has existing equity investment in TMPVL & TPEM. In addition to this, TPEM may place ICDs with TMPVL to earn interest income on surplus funds and support working capital requirements. Further, the operational transactions which mainly consists of sale of goods / services, ERC services, Corporate cross charge, Licensing of Copy right, Patents, Designs etc. will support the business of both the companies in cost synergy by leveraging on the expertise / technical manpower / manufacturing facilities of each other.	This is a strategic alliance setup by TPEML for sourcing parts and components from TASL by floating quotations amongst various vendors, adopting target based costing and detailed negotiations. As part of the Tata Motors Group Strategy for synergy and sustainability, these related parties enter into transactions amongst themselves to not only smoothen business operations of the companies inter-se, but also, to ensure consistent flow of desired quality and quantity of facilities and services without interruptions, thereby enhancing the scope of business synergy and revenue generation for the Tata Motors Group of companies.
3.	Details of Transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:				
a.	Details of the source of funds in connection with the proposed transaction.	Not applicable.		Own share capital / Internal accruals and liquidity of the TPEML and TMPVL.	Not applicable.



Sr. No.	Description	Details of proposed RPTs of TPEML with			
		FIAPL	TPEPL	TMPVL	TASL
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure.		Not applicable.		
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Not applicable.	Inter-corporate deposits to be made aggregating to, not exceeding ₹500 crore: • Lock in Period of 2 days and thereafter on 'demand to pay basis'. • Tenure: upto 12 months. • Interest rate: 5% - 7.5%; linked to the Company's short-term borrowing rate. • Repayment Schedule: Not Applicable. • The above inter-corporate deposits are under unsecured category. • ICDs would be made in various trenches and outstanding balances of ICDs given at any point of time would be upto ₹500 crore.	Not applicable.	
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not applicable.	To meet working capital requirements of TMPVL.	Not applicable	
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	The pricing mechanism followed for recurring transactions is based on the past practices adopting Arm's Length Principle substantiated with report of reputed external agencies obtained by the Company and the electronic copy of the same is available for inspection. Please refer to Note 11 given in the Notice on inspection of documents. In the case of other RPTs, the pricing mechanism would be as per Arm's Length criteria based on the market price or alternative pricing method of relevant materials and/or services. Valuation report or other external report, as may be applicable, shall be obtained by the parties concerned. In the case of reimbursements / recoveries, same would be basis actual cost incurred.			
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship.	Mr P B Balaji, Group Chief Financial Officer and KMP of the Company as well as Ms Vedika Bhandarkar, Independent Director are also Directors on the Board of TPEML. Mr Shailesh Chandra, Managing Director as well as Mr Aasif Malbari, Chief Financial Officer and KMP of TPEML are also Directors on the Board of FIAPL. Their interest or concern or that of their respective relatives, is limited only to the extent of their holding directorship / KMP position in TPEML and FIAPL.	None of the Directors or KMP of TPEML is Director or KMP of TPEPL.	Mr Shailesh Chandra, Managing Director of TPEML is also Managing Director on the Board of TMPVL. His interest or concern or that of his relatives, is limited only to the extent of his holding directorship / KMP position in TPEML and TMPVL.	None of the Directors or KMP of TPEML is Director or KMP of TASL.
6.	Any other information that may be relevant.	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.			

None of the other Directors, KMPs and / or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 14 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 14 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 14 of the Notice, whether the entity is a Related Party to the particular transaction or not.

## Item No. 15

Details of the proposed RPTs of Tata Motors Finance Limited ('TMFL'), Tata Motors Finance Solutions Limited ('TMFSL') and TMF Holding Limited ('TMFHL') [TMFL, TMFSL and TMFHL collectively referred to as the Tata Motors Finance Group of Companies ('TMFG')] with Tata Asset Management Private Limited ('TAMPL'); and Tata Cummins Private Limited ('TCPL'), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Description	Details of proposed RPTs between			
		TMFL and TAMPL	TMFSL and TAMPL	TMFHL and TAMPL	TMFHL and TCPL
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.				
a.	<p>Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).</p>	<p>TMFL is a wholly-owned subsidiary of the Company and TAMPL is a subsidiary of Tata Sons Private Limited, the Promoter of the Company.</p> <p>TMFL is a public limited company incorporated and domiciled in India and has its registered office in Mumbai, India. The company is registered as a systemically important NBFC under section 45 IA of the Reserve Bank of India, Act 1934 with effect from March 04, 1998. Tata Motors Finance Limited is a subsidiary of TMF Holdings Limited and is primarily engaged in lending activities providing vehicle financing through its wide network all over India. The Company provides loans for medium, heavy, small, and light commercial vehicles, as well as financial advisory and corporate lending services. It has undertaken transactions with various related parties as identified by TMFL.</p> <p>TAMPL manages investments of Tata Mutual Fund, a mutual fund registered with SEBI. The company offers a range of investment solutions for financial planning and wealth creation and manages funds across the entire risk-return spectrum. The company also offers portfolio management services to high net worth individuals and advisory services to offshore investors/funds investing in India.</p> <p>Accordingly, TMFL and TAMPL are Related Parties of the Company, as on the date of this Notice.</p>	<p>TMFSL is an indirect wholly-owned subsidiary of the Company and TAMPL, a subsidiary of Tata Sons Private Limited, the Promoter of the Company.</p> <p>TMFSL is a public limited company incorporated and domiciled in India and has its registered office in Mumbai, India. TMFSL is registered as a Systemically Important Non-Banking Financial (Non Deposit Accepting or Holding) Company under section 45-1A of the Reserve Bank of India, Act 1934 with effect from December 8, 2003 and is engaged primarily in lending activities, providing finance: (a) for purchasing pre-owned vehicles; and (b) to corporate dealers and vendors of the ultimate parent company (referred to as 'Tata Motors Limited'), through its pan India branch network.</p> <p>Accordingly, TMFSL and TAMPL are related parties of the Company, as on the date of this Notice.</p>	<p>TMFHL is a direct wholly-owned subsidiary of the Company and TAMPL is a subsidiary of Tata Sons Private Limited, the Promoter of the Company. TMFHL is registered as a Non-Banking Financial (Non Deposit Accepting or Holding) Company with the Reserve Bank of India (RBI) with effect from August 9, 2006 Pursuant to application requesting for conversion of the Group to a Core Investment Company, submitted to RBI on June 23, 2017, RBI issued a fresh Certificate of Registration of NBFC, Non Deposit taking Systemically Important Core Investment Company (CIC) dated October 12, 2017 to TMFHL. TMFHL is a subsidiary of Tata Motors Limited with effect from June 17, 2017, the name of the Company has changed to TMF Holdings Limited from Tata Motors Finance Limited. The Company is primarily a holding company, holding investments in its subsidiaries and other Group companies.</p> <p>Accordingly, TMFHL and TAMPL are related parties of the Company, as on the date of this Notice.</p>	<p>TMFHL is a wholly owned subsidiary of the Company and TCPL is a joint operations company of the Company.</p> <p>TMFHL is registered as a Non-Banking Financial (Non Deposit Accepting or Holding) Company with the Reserve Bank of India (RBI) with effect from August 9, 2006. Pursuant to application requesting for conversion of the Group to a Core Investment Company, submitted to RBI on June 23, 2017, RBI issued a fresh Certificate of Registration of NBFC Non Deposit taking Systemically Important Core Investment Company (CIC) dated October 12, 2017 to TMFHL. TMFHL is a subsidiary of Tata Motors Limited with effect from June 17, 2017, the name of the Company has changed to TMF Holdings Limited from Tata Motors Finance Limited. TMFHL is primarily a holding company, holding investments in its subsidiaries and other Group companies.</p> <p>TCPL is a 50:50 joint venture between Tata Motors Limited and Cummins Inc, USA, Further director of Tata Motors Limited is also a director of TCPL. The company is engaged in the manufacture and sale of engine and its components, including trading of bought out finished components. TCPL manufactures high performance, reliable and durable mid-range (B&amp;L) engines in the range of 75 to 400 HP. The Company purchases automotive engines manufactured by TCPL for which it needs to make payment to TCPL within a credit period of 89 days. TMFHL proposed to provide a short-term invoice financing facility (IFF) to TCPL wherein TMFHL will make a payment to TCPL against its invoices on behalf of TML. Such a payment will be made to TCPL by TMFHL on invoice date. The Company will make payment to TMFHL as per credit terms. Accordingly, TMFHL and TCPL are Related Parties of the Company, as on the date of this Notice.</p>
b.	<p>Type, material terms, monetary value and particulars of the proposed RPTs.</p>	<p>TMFL and TAMPL have entered into / propose to enter into the following RPTs during FY2022-23, for an aggregate value not exceeding ₹10,360 crore:</p> <ul style="list-style-type: none"> <li>Investment made by TMFSL in TAMPL aggregating to, not exceeding ₹6,000 crore;</li> <li>Investment received by TMFSL from TAMPL aggregating to, not exceeding ₹4,000 crore; and</li> <li>Interest receivable /payable on above investment aggregating to ₹360 crore.</li> </ul>	<p>TMFSL and TAMPL have entered into/ proposed to enter into the following RPTs during FY2022-23, for an aggregate value not exceeding ₹7,113 crore:</p> <ul style="list-style-type: none"> <li>Investment made by TMFSL in TAMPL aggregating to ₹6,000 crore.</li> <li>Investment received by TMFSL from TAMPL aggregating to ₹1,000 crore.</li> <li>Interest receivable /payable on above investment aggregating to ₹113 crore</li> </ul>	<p>TMFHL and TAMPL have entered into/ proposed to enter into the following RPTs during FY2022-23, for an aggregate value not exceeding ₹7,113 crore:</p> <ul style="list-style-type: none"> <li>Investment made by TMFHL in TAMPL aggregating to ₹6,000 crore</li> <li>Investment received by TMFHL from TAMPL aggregating to ₹1,000 crore</li> <li>Interest receivable / payable on above investment aggregating to ₹113 crore.</li> </ul>	<p>Loan given by TMFHL (Financing of invoices raised on the Company) to TCPL aggregating to ₹4,200 crore.</p>

Sr. No.	Description	Details of proposed RPTs between			
		TMFL and TAMPL	TMFSL and TAMPL	TMFHL and TAMPL	TMFHL and TCPL
c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	3.72%	2.55%	2.55%	1.51%
2.	Justification for the proposed RPTs.	The aforementioned investment arrangements between TMFL and TAMPL will help both the companies to ramp-up the expansion plans which in turn will benefit Tata Motors in its growth strategy. The Company purchases automotive engines manufactured by TCPL for which it needs to make payment to TCPL within a credit period of 89 days. TMFHL proposed to provide a short term invoice financing facility to TCPL wherein TMFHL will make a payment to TCPL against its invoices on behalf of the Company. Such a payment will be made to TCPL by TMFHL on invoice date. The Company will make payment to TMFHL as per credit terms.			
3.	Details of Transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:				
a.	Details of the source of funds in connection with the proposed transaction.	Investment made by TMFL in TAMPL aggregating to, not exceeding ₹6,000 crore:	Investment made by TMFSL in TAMPL aggregating to, not exceeding ₹6,000 crore:	Investment made by TMFHL in TAMPL aggregating to ₹6,000 crore:	Loan given by TMFHL to TCPL aggregating to ₹4,200 crore:
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments:	<ul style="list-style-type: none"> <li>Source of funds: Borrowed funds</li> <li>Tenor of Investments: upto 1 month</li> <li>Cost of funds: 8.00 %</li> <li>Tenor of indebtedness: Upto 4 years</li> <li>Nature of indebtedness: NCDs and CPs</li> </ul>	<ul style="list-style-type: none"> <li>Source of funds: Borrowed funds</li> <li>Tenor of Investments: upto 1 month</li> <li>Nature of indebtedness: NCD / CPs</li> <li>Cost of funds: 8%</li> <li>Tenor of indebtedness: Upto 4 years</li> <li>Interest Rate: 3.5 % to 6 %</li> <li>Covenants: Nil</li> <li>Nature of Funding: Unsecured</li> <li>Purpose of fund utilization by beneficiary: Not Applicable</li> </ul>	<ul style="list-style-type: none"> <li>Source of funds: Borrowed funds</li> <li>Tenor of Investments: upto 1 month</li> <li>Nature of indebtedness: NCD / CPs</li> <li>Cost of funds: 7.89%</li> <li>Tenure of the indebtedness: Upto 4 years</li> <li>Interest Rate: 3.5 % to 6%</li> <li>Covenants: Nil</li> <li>Nature of Funding: Unsecured</li> <li>Purpose of fund utilization by beneficiary: Not Applicable</li> </ul>	<ul style="list-style-type: none"> <li>Source of funds: Borrowed funds</li> <li>Nature of Indebtedness: NCD / CPs</li> <li>Cost of funds: 7.89%</li> <li>Tenure of the indebtedness: Upto 4 years</li> <li>Key terms / covenants: Recourse on TCPL for financing of invoices raised on the Company</li> <li>Tenure of investment : Upto 3 month</li> <li>Interest rate: Up to 6%</li> <li>Nature of funding: Unsecured</li> </ul>
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	<ul style="list-style-type: none"> <li>Covenants: Nil</li> <li>Nature of Funding: Unsecured</li> <li>Purpose of fund utilization by beneficiary: Not Applicable</li> </ul>	<ul style="list-style-type: none"> <li>Interest Rate: 3.5 % to 6.00 %</li> <li>Covenants: Nil</li> <li>Nature of Funding: Unsecured</li> <li>Purpose of fund utilization by beneficiary: Not Applicable</li> </ul>	<ul style="list-style-type: none"> <li>Interest Rate: 3.5 % to 6%</li> <li>Covenants: Nil</li> <li>Nature of Funding: Unsecured</li> <li>Purpose of fund utilization by beneficiary: Not Applicable</li> </ul>	
		Investment received by TMFL from TAMPL aggregating to, not exceeding ₹4,000 crore: Not applicable	Investment received by TMFSL from TAMPL aggregating to ₹500 crore: <ul style="list-style-type: none"> <li>Tenor: 12 months</li> <li>Interest rate: 4.50% - 7%</li> <li>Nature of funding: Unsecured</li> </ul>	Investment received by TMFHL from TAMPL aggregating to ₹1,000 crore: Not applicable	
			Investment received by TMFSL from TAMPL aggregating to ₹500 crore: <ul style="list-style-type: none"> <li>Tenor: 48 months</li> <li>Interest rate: 7.5% - 8%</li> <li>Nature of funding: Unsecured</li> </ul>	Investment received by TMFHL from TAMPL aggregating to ₹500 crore: <ul style="list-style-type: none"> <li>Tenor: 12 months</li> <li>Interest rate: 4.50% - 7%</li> <li>Nature of funding: Unsecured</li> </ul>	
				Investment received by TMFHL from TAMPL aggregating to ₹500 crore: <ul style="list-style-type: none"> <li>Tenor: 48 months</li> <li>Interest rate: 7.5% - 9%</li> <li>Nature of funding: Unsecured</li> </ul>	
		Please note that pricing mentioned above is indicative and it is subject to change basis market conditions			
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable			Working Capital
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	The pricing mechanism followed for recurring transactions is based on the past practices adopting Arm's Length Principle substantiated with report of reputed external agencies obtained by the Company and the electronic copy of the same is available for inspection. Please refer to Note 11 given in the Notice on inspection of documents. In the case of other RPTs, the pricing mechanism would be as per Arm's Length criteria based on the market price or alternative pricing method of relevant materials and/or services. Valuation report or other external report, as may be applicable, shall be obtained by the parties concerned. In the case of reimbursements / recoveries, same would be basis actual cost incurred.			
5.	Name of the Director or Key Managerial Personnel (KMP) who is related, if any and the nature of their relationship.	Mr P B Balaji, Group Chief Financial Officer and KMP of the Company as well as Ms Vedika Bhandarkar, an Independent Director of the Company, are also Directors on the Board of TMFL. None of the Directors or KMPs of the Company are Directors or KMPs of TAMPL.	Mr P B Balaji, Tata Motors Group Chief Financial Officer and KMP of the Company as well as Ms Vedika Bhandarkar, an Independent Director of the Company, are also Directors on the Board of TMFSL. None of the Directors or KMPs of the Company are Directors or KMPs of TAMPL.	Mr P B Balaji, Tata Motors Group Chief Financial Officer and KMP of the Company is also a Director on the Board of TMFHL. None of the Directors or KMPs of the Company are Directors or KMPs of TAMPL.	Mr P B Balaji, Tata Motors Group Chief Financial Officer and KMP of the Company is also a Director on the Board of TMFHL. Mr Girish Wagh, Executive Director and KMP of the Company is also a Director on the Board of TCPL.
6.	Any other information that may be relevant.	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.			

None of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 15 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 15 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 15 of the Notice, whether the entity is a Related Party to the particular transaction or not.

#### Item No. 16

Details of the proposed RPTs of Jaguar Land Rover Group of Companies ('JLR Group') with Chery Jaguar Land Rover Automotive Company Limited ('CJLR'), Tata Consultancy Services Limited & its subsidiaries ('TCS Group') and Tata Motors Passenger Vehicles Limited ('TMPVL'), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Description	Details of proposed RPTs between			
		JLR Group and CJLR	JLR Group and TCS Group	TMPVL and JLR	TMPVL and JLR UK
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.				
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	Jaguar Land Rover Automotive plc ('JLR') is a subsidiary of the Company. JLR is into the design, development, manufacture and marketing of high-performance luxury saloons, specialist sports cars, four-wheel drive off-road vehicles and related components. For the list of entities falling under the JLR Group, refer to <a href="https://www.tatamotors.com/investors/">https://www.tatamotors.com/investors/</a>  CJLR is a joint venture of the Company. CJLR is into manufacturing and assembly of vehicles.  JLR and CJLR are Related Parties of the Company, as on the date of this Notice	Tata Consultancy Services Limited ('TCS') is a subsidiary of Tata Sons Private Limited, the Promoter of the Company. TCS being a globally recognised provider of IT services participates in the digitization initiatives of entities within Tata group and partners in respective entities' growth and transformation journeys. For the list of entities falling under the JLR Group, refer to <a href="https://www.tatamotors.com/investors/">https://www.tatamotors.com/investors/</a>  JLR Group and TCS Group are Related Parties of the Company, as on the date of this Notice.	Jaguar Land Rover India Limited ('JLRIL'), is an indirect wholly owned subsidiary of the Company. The Principal activity of JLRIL is to act as the National Sales Company in India for JLR UK. It also acts as the entity for continuation and expansion of the Jaguar Land Rover operations in India.  TMPVL and JLRIL are Related Parties of the Company, as on the date of this Notice.	TMPVL is a subsidiary of the Company. Pursuant to the Scheme of Arrangement sanctioned by the Hon'ble NCLT, Mumbai, the Company has transferred its Passenger Vehicles Undertaking to TMPVL w.e.f. January 1, 2022, to provide a differentiated focus for the Passenger Vehicle Business, realizing its potential and unlocking business value by enhanced management focus and operational flexibility.  Jaguar Land Rover Limited, UK ('JLR UK') is a wholly-owned subsidiary of the Company based out of UK. It is in business of designing, manufacturing and selling luxury vehicles and sport utility vehicles.  TMPVL and JLR UK are Related Parties of the Company, as on the date of this Notice.
b.	Type, material terms, monetary value and particulars of the proposed RPTs.	JLR Group and CJLR have entered into / propose to enter into the following RPTs during FY 2022-23, for an aggregate value not exceeding ₹4,200 crore. • Sale of goods • Rendering of services The transactions are based on Joint Venture contracts.	JLR Group and TCS Group have entered into / propose to enter into RPTs pertaining to the rendering of services during FY 2022-23, for an aggregate value not exceeding ₹2,500 crore.	TMPVL and JLRIL propose to enter into the following RPTs during FY 2022-23, for an aggregate value not exceeding ₹1,500 crore: • Sale of goods (mainly JLR Cars). • Payment of Interest on working capital deployed for JLRIL operations.	TMPVL and JLR UK have entered into/ propose to enter into the following RPTs during FY 2022-23, for an aggregate value not exceeding ₹1,100 crore: • Purchase / Sale of vehicles parts & components / services, etc. • Purchase of tooling and dies for manufacturing JLR Cars in India.
c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	1.51%	0.90%	0.54%	0.40%

Sr. No.	Description	Details of proposed RPTs between			
		JLR Group and CJLR	JLR Group and TCS Group	TMPVL and JLRIL	TMPVL and JLR UK
2.	Justification for the proposed RPTs.	As a part of the Tata Motors Group Strategy, the group companies of the Company enter into transactions with Tata Group entities amongst themselves which not only help smoothen business operations of the companies, inter-se, but also ensures consistent flow of desired quality and quantity of facilities and services without interruptions and generation of revenue and business enhancement.	The Company manufactures JLR vehicles at its Pune facility and sells the same to JLRIL for further distribution in Indian market resulting in overall Tata Motors Group synergy and sustainability in the long run. This arrangement is being novated to TMPVL on the basis of the Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal (NCLT) for transferring the Passenger Vehicle Business Unit of the Company to TMPVL. This is strategic alliance setup by the Company for manufacturing of JLR Branded cars in India.	As part of business, JLRIL places manufacturing orders on TMPVL. TMPVL is then responsible for purchasing the requisite parts and components from JLR UK through component supply contract and engine part supply to meet its capital commitment. Thereafter, TMPVL uses the said parts and components at its manufacturing facility in Pune to manufacture JLR Brand Cars and sale the JLR Cars to JLRIL. The aforementioned transactions would not only help both the Companies to manage its business operations smoothly but would also ensure a consistent flow of desired quality and quantity of various facilities for uninterrupted operations and an increase in productivity.	
3.	Details of Transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:				
a.	Details of the source of funds in connection with the proposed transaction.	Not applicable.			
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: Nature of indebtedness, Cost of funds and Tenure.	Not applicable.			
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Not applicable.			
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not applicable.			
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	The pricing mechanism followed for proposed RPTs shall be based on Arm's Length Principle applicable as per Jurisdictional guidelines. Valuation report and/or other external report, if applicable, would be obtained and relied upon.			
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship.	Mr Thierry Bolloré, a Non-Executive Director of the Company as well as Ms Hanne Sorensen, an Independent Director of the Company, are also Directors on the Board of JLR.	Mr N Chandrasekaran, a Non-Executive Director and the Board Chairman as well as Mr Om Prakash Bhatt and Ms Hanne Sorensen, Independent Directors on the Board of Directors the Company, are also Directors on the Board of Directors of TCS.	Mr P B Balaji, Group Chief Financial Officer and KMP of the Company is also a Director on the Board of TMPVL.	None of the Directors or KMP of the Company is or KMP of JLRIL. TMPVL is a Director or KMP of JLR UK.
6.	Any other information that may be relevant.	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.			

None of the other Directors, KMPs and / or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 16 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 16 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 16 of the Notice, whether the entity is a Related Party to the particular transaction or not.



## Item No. 17

Details of the proposed RPTs between Tata Cummins Private Limited ('TCPL') and its Related Parties, including the information required to be disclosed as part of the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Description	Details of proposed RPTs between TCPL and its Related Parties
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	TCPL is a 50:50 joint venture between Tata Motors Limited and Cummins Inc, USA. TCPL is engaged in the manufacture and sale of engine and its components, including trading of bought out finished components and after-market services. TCPL manufactures high performance, reliable and durable mid-range (B&L) engines in the range of 75 to 400 HP. Cummins Inc. ('CI') is a global power leader that designs, manufactures, distributes and services diesel, natural gas, electric and hybrid powertrains and powertrain-related components including filtration, aftertreatment, turbochargers, fuel systems, controls systems, air handling systems, automated transmissions, electric power generation systems, batteries, electrified power systems, hydrogen production and fuel cell products. The Company sell their products to original equipment manufacturers (OEMs), distributors, dealers and other customers worldwide. They serve their customers through a service network of approximately 500 wholly-owned, joint venture and independent distributor locations and more than 10,000 Cummins certified dealer locations in approximately 190 countries and territories. TCPL is a Related Party of the Company, as on the date of this Notice. For the list of Related Parties of TCPL, refer to <a href="https://www.tatamotors.com/investors/">https://www.tatamotors.com/investors/</a>
b.	Type, material terms, monetary value and particulars of the proposed RPTs.	TCPL has undertaken/proposed to undertake RPTs with its Related Parties. The RPTs involves Sale of Goods, Purchase of Goods, Dividend Paid, Royalty & Tech know how Paid, Reimbursement Paid, Reimbursement Received, Services Received, Services Rendered, Warranty, Purchase of Fixed Assets, Sale of Fixed Assets, Purchase of License, Donations, during FY 2022-23 for an aggregate value not exceeding ₹4,300 crore.
c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	1.54%
2.	Justification for the proposed RPTs.	One of the important objectives of the Joint Venture is to meet the business requirements of both JV partners and achieve overall efficiencies with respect to manufacture of engines. In light of above and various commercial factors, aforementioned transactions are undertaken, that will not only help both the companies to smoothen business operations but will also ensure a consistent flow of desired quality and quantity of various facilities for uninterrupted operations and an increase in productivity.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary:	
a.	Details of the source of funds in connection with the proposed transaction.	Not Applicable.
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure.	Not Applicable.
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Not Applicable.
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable.
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	The pricing mechanism followed for proposed RPTs shall be based on Arm's Length Principle applicable as per Jurisdictional guidelines. Valuation report and/or other external report, if applicable, would be obtained and relied upon.
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship.	Mr Girish Wagh, Executive Director and KMP of the Company is also a Director on the Board of TCPL. None of the Directors or KMPs of the Company are Directors or KMPs of Cummins Inc and its related parties, except for Mr Girish Wagh, the Executive Director and KMP of the Company, who is also a Director on the Board of TCPL, a related party of Cummins Inc.
6.	Any other information that may be relevant.	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

None of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 17 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 17 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 17 of the Notice, whether the entity is a Related Party to the particular transaction or not.

### Item No. 18

At the 73<sup>rd</sup> Annual General Meeting of the Company held on August 3, 2018, the Tata Motors Limited Employees Stock Option Scheme 2018 ('TML ESOP Scheme 2018' / the Scheme') was approved by the Members by way of a Special Resolution. In terms of the Scheme, the 1<sup>st</sup> tranche of the Stock Options were vested with the Eligible Employees on June 30, 2021.

In terms of the Order dated August 24, 2021 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench, the Passenger Vehicle Undertaking of the Company was transferred to Tata Motors Passenger Vehicles Limited ('Subsidiary Company') with effect from January 1, 2022. Subsequently, the Company has incorporated a whollyowned subsidiary, viz., Tata Passenger Electric Mobility Limited to carry out its Electric Vehicle business. In addition, the Company has been engaged in various restructuring exercises in order to seize the growth opportunities and being future ready in a sustainable manner. Therefore, the employees of the Company have been / are being transferred within subsidiary(ies) / associate(es) created / to be created by the Company for this purpose. Such employees include the eligible employees of the Company to whom the aforesaid Stock Options were granted under the Scheme.

In order to extend the benefits of the Scheme to such eligible employees of the Company who have been transferred / will be transferred to the subsidiaries / associates of the Company, it is proposed to amend the Scheme as per the details given below:

Clause No. in the Scheme.	Position under the Scheme	Proposed Amendment to the Scheme
<b>3. Definitions</b>		
3.14: 'Employee'	<p>The term 'Employee' has been defined under the Scheme as follows:</p> <p>3.14. 'Employee' means:</p> <p>a) a permanent employee of the Company or Tata Motors Passenger Vehicles Limited (or such name as may be approved by Registrar of Companies, Ministry of Corporate Affairs, pursuant to this Scheme) who has been working in India or outside India; or</p> <p>b) a Director of the Company, whether a Whole Time Director or not but excluding an Independent Director</p> <p>But does not include-</p> <p>a) an employee who is a promoter or a person belonging to the promoter group; or</p> <p>b) a Director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.</p>	<p>The existing definition of 'Employee' under the Scheme shall be replaced by the following definition:</p> <p>3.14. 'Employee' means:</p> <p>a) an employee as designated by the Company, who is exclusively working in India or outside India; or</p> <p>b) a Director of the Company, whether a Whole Time Director or not, including a non-Executive Director who is not a promoter or member of the promoter group, but excluding an Independent Director; or</p> <p>c) an employee as defined in sub-clauses (a) or (b), of Tata Company, in India or outside India.</p> <p>But does not include-</p> <p>a) an employee who is a promoter or a person belonging to the promoter group; or</p> <p>b) a director who, either himself or through any body corporate, directly or indirectly, holds more than 10 percent of the outstanding equity shares of the Company.</p>
3.42: 'Tata Company'	<p>The term "Tata Company" has been defined under the Scheme as follows:</p> <p>'Tata Company' means any Company which has subscribed to the Tata Brand Equity &amp; Business Promotion Agreement.</p>	<p>The existing definition of 'Tata Company' under the Scheme shall be deleted and replaced by the following definition:</p> <p>'Tata Company' means a Company which is a subsidiary or an associate company of the Company.</p> <p>Explanation: The word 'Subsidiary' and 'Associate' shall have the same meaning as defined under the Companies Act, 2013 and the Rules framed thereunder.</p>

Clause No. in the Scheme.	Position under the Scheme	Proposed Amendment to the Scheme
15.7: On Transfer to a Tata Company	<p>The clause 'On Transfer to a Tata Company' under the Scheme states as under:</p> <p>In case the employment of the Participant with the Company is discontinued due to transfer to a Tata Company after the Grant of Option but before Vesting, then the Options would vest with the Participant on pro-rata basis for the period served with the Company, subject to the Participant continuing to serve a Tata Company on the date of Vesting. All the Vested Options shall be permitted to be exercised in accordance with Clause 14 above before the expiry of the Exercise Period as per the Scheme. Any Vested Options not exercised within this aforesaid period shall automatically lapse at the end of the aforesaid period and the contract referred to in Clause 10.3 above shall stand automatically terminated without surviving any right/ liability for the Participant or the Company in respect of such Options.</p>	<p>The existing clause of "On Transfer to a Tata Company" under the Scheme shall be deleted and replaced with the following clause:</p> <p>"In the event a Participant, who has been granted benefits under the Scheme, is transferred or deputed to a Tata Company prior to Vesting or Exercise, the Vesting and Exercise as per the terms of Grant shall continue in case of such transferred or deputed employee even after the transfer or deputation."</p>

In addition to the above, pursuant to the authority vested vide Clause 29.1 of the Scheme, the NRC had approved certain amendments to the Scheme in order to comply with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

Electronic copy of the Amended Scheme, containing the amendments approved by the NRC as well as the proposed amendments mentioned above, is available for inspection. Please refer to Note 11 given in the Notice on inspection of documents.

All eligible employees to whom the Options have been granted / to be granted under the Scheme and who will be considered as an employee as per amended definition under the Scheme shall be the beneficiaries of the proposed amendments to the Scheme. This will also ensure continuity of the benefits for these eligible employees of the Company in the event of their transfer within Tata Companies. Further, the aforesaid amendment is not considered to be prejudicial to the interests of the employees.

The Directors or Key Managerial Personnel may be deemed concerned or interested in the Resolution to the extent of the Options granted / may be granted to them and to their shareholding in the Company, if any.

None of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 18 of the accompanying Notice.

Based on the recommendation of the NRC, the Board recommends the Special Resolution set forth at Item No.18 of the Notice for approval by the Members.

#### Item No.19

Pursuant to Section 94 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, certain documents such as the Registers prescribed under Section 88 of the Act and copies of Annual Returns as required under Section 92 of the Act, together with the copies of certain other registers, certificates, documents, etc. are required

to be kept and maintained at the Registered Office of the Company. However, these documents can be kept at any other place in India in which more than one-tenth of the total Members entered in the Register of Members reside, if approved by a Special Resolution passed at a general meeting of the Company.

Pursuant to the shifting of the registered office of TSR Consultants Private Limited (formerly known as 'TSR Darashaw Consultants Private Limited') ('TSR'), the Registrar and Transfer Agent of the Company from 6-10, Haji Moosa Patrawala Industrial Estate, 20 Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011 to C-101, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083, approval of the Members is sought by way of a Special Resolution for keeping and maintaining the Registers as mentioned above together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, at the Registered Office of the Company and / or at the office of TSR mentioned in the Resolution.

The Board recommends the Special Resolution set forth at Item No. 19 of the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the said Resolution.

#### Item No. 20

In line with its global aspirations, the Company has undertaken / would undertake projects/establishments in and outside India for setting up manufacturing facilities, showrooms, service centers and offices as branch offices of the Company. Whilst generally and to the extent possible, the Company would appoint its auditors for the said branch offices, in some cases/jurisdictions it may not be possible/practical to appoint them and the Company would be required to appoint an accountant or any other person duly qualified to act as an auditor of the accounts of the said branch offices in accordance with the laws of that country. To enable the Directors to appoint Branch Auditors for the purpose of auditing the accounts of the Company's Branch Offices outside India (whether

now existing or as may be established), necessary authorisation of the Members is being obtained in accordance with the provisions of Section 143 of the Act, in terms of the Resolution at Item No. 20 of the accompanying Notice.

The Board recommends the Ordinary Resolution set out at Item No. 20 of the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

#### **Item No. 21**

Pursuant to Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company is required to have audit of its cost records for specified products conducted by a Cost Accountant. Based on the recommendation of the Audit Committee, the Board had, at its meeting held on May 12, 2022, approved the re-appointment of M/s Mani & Co. (Firm Registration No. 000004) as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company, pertaining to the relevant products prescribed under the Companies (Cost Records and Audit) Rules, 2014, for FY 2022-23 at a remuneration of ₹ 3,50,000/- (Rupees Three Lakh Fifty Thousand Only) plus applicable taxes, out-of-pocket and other expenses.

It may be noted that the records of the activities under Cost Audit is no longer prescribed for 'Motor Vehicles but applicable to certain parts and accessories thereof'. However, based on the recommendation of the Audit Committee, the Board has also approved the appointment of M/s Mani & Co. for submission of reports to the Company on cost records pertaining to these activities for a remuneration of ₹15,00,000 (Rupees Fifteen Lakh Only) plus applicable taxes, out-of-pocket and other expenses for FY 2022-23.

During FY 2021-22, the Passenger Vehicle ('PV') business of the Company has been transferred to a subsidiary, viz., Tata Motors Passenger Vehicles Limited. Consequently, the cost records

pertaining to the PV business would be adjusted by the Cost Auditors separately on the basis of mutually agreed Audit Fees.

In view of the above, the proposed Audit Fees payable to the Cost Auditors has been decreased from ₹5,00,000 for the mandatory cost audit and ₹20,00,000 for the voluntary cost audit, respectively.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, ratification for the remuneration payable to the Cost Auditors to audit the cost records of the Company for the said financial year by way of an Ordinary Resolution is being sought from the Members as set out at Item No. 21 of the Notice.

M/s Mani & Co. have furnished a certificate dated April 30, 2022 regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for previous years under the provisions of the Act.

The Board recommends the Ordinary Resolution set out at Item No. 21 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

By Order of the Board of Directors

**Maloy Kumar Gupta**  
Company Secretary  
ACS No: 24123

Mumbai, May 31, 2022

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CIN: L28920MH1945PLC004520

# ANNEXURE TO NOTICE

## DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

<b>Name of the Director</b>	<b>Mitsuhiko Yamashita</b>	<b>Al-Noor Ramji</b>	<b>Om Prakash Bhatt</b>	<b>Hanne Sorensen</b>
<b>Director Identification Number</b>	08871753	00230865	00548091	08035439
<b>Date of Birth (Age)</b>	April 17, 1953 (69 years)	May 18, 1954 (68 years)	March 7, 1951 (71 years)	September 18, 1965 (56 years)
<b>Date of first appointment on the Board</b>	September 16, 2020	May 1, 2022	May 9, 2017	January 03, 2018
<b>Educational Qualification</b>	Master's Degree in Aeronautical Engineering from Kyoto University and has also studied at Massachusetts Institute of Technology (Advanced Research).	Chartered Financial Analyst and holds a BSc in Electronics from the University of London.	Graduate degree in Science, Post Graduate degree in English Literature.	MSc in Economics and Management from the University of Aarhus.
<b>Experience (including expertise in specific functional areas) / Brief Resume</b>	Mr Yamashita brings more than 41 years of experience having worked for leading Japanese Automotive companies like Nissan Motors Company and Mitsubishi Motor Corporation in various capacities and has served on advisory panels in the Ministry of Foreign Affairs and on several committees in the Ministry of Economy, Trade and Industry. Yamashita has rich experience in various areas of design, engineering, research and development including development of electric vehicles, autonomous drive business and other automotive technologies.	Mr Ramji joined Prudential in January 2016 as Group Chief Digital Officer, is responsible for developing and executing an integrated, long-term digital strategy for the Group. He is a seasoned executive and has led several large scale digital transformation in major industries. This includes Financial Services, Telecommunications, Software and High Tech. He led the renewal and/or total change of business models onto a digital ecosystem platform to allow sustainable high growth across customer acquisition, distribution, products, marketing and sales.	Mr Bhatt has wide experience in Banking and Financial Markets. He led State Bank of India (SBI) and the State Bank Group as Executive Chairman from July 2006 till March 2011. Under his leadership SBI entered and rose on the global list rankings of Fortune 500. Mr. Bhatt has served as Chairman of Indian Banks' Association, the apex body of Indian banks. He also served as India's economic diplomacy as government's nominee on the India-US CEO Forum, Indo-French CEO Forum and Indo-Russia CEO Forum, forging links with a cross section of the world's business leaders.	Ms Sorensen, a Danish national, is on the Boards and Committees of various international companies. Previously, she has held various positions within the A.P. Moller – Maersk A/S Group in Denmark between 1994 and 2016, including as the CEO of Damco, the CEO of Maersk Tankers, and the Senior Vice-President and Chief Commercial Officer of Maersk Line.
<b>Directorships held in other companies (excluding foreign companies)</b>	NIL	NIL	<ul style="list-style-type: none"> <li>Hindustan Unilever Limited</li> <li>Tata Steel Limited</li> <li>Tata Consultancy Services Limited</li> <li>Aadhar Housing Finance Limited</li> </ul>	<ul style="list-style-type: none"> <li>Tata Consultancy Services Limited</li> </ul>
<b>Memberships / Chairmanships of Committees across companies (excluding foreign companies)</b>	<b>Tata Motors Limited:</b> Member of Safety, Health and Sustainability Committee and Risk Management Committee.	NIL	<b>Tata Motors Limited:</b> Chairman of Corporate Social Responsibility Committee and Nomination and Remuneration Committee; and Member of Audit Committee.	<b>Tata Motors Limited:</b> Chairperson of Risk Management Committee and Safety, Health and Sustainability Committee; and Member of Audit Committee. Stakeholders' Relationship Committee and Nomination and Remuneration Committee.
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Not related to any Director / Key Managerial Personnel of the Company.	Not related to any Director / Key Managerial Personnel of the Company.	Not related to any Director / Key Managerial Personnel of the Company.	Not related to any Director / Key Managerial Personnel of the Company.
<b>No. of shares held in the Company either by self or as a beneficial owner</b>	NIL	NIL	NIL	NIL
<b>Terms and Conditions of appointment / re-appointment</b>	As per the Ordinary Resolution set forth at Item No. 3 of this Notice.	As per the Special Resolution set forth at Item No. 5 of this Notice, read with the Explanatory Statement thereto.	As per the Special Resolution set forth at Item No. 6 of this Notice, read with the Explanatory Statement thereto.	As per the Special Resolution set forth at Item No. 7 of this Notice, read with the Explanatory Statement thereto.
<b>Name of listed entities from which the person has resigned in the past three years (excluding foreign Companies)</b>	NIL	NIL	NIL	NIL

For other details such as number of meetings of the Board attended during the year; remuneration last drawn & sought to be paid; and the skills and capabilities required for the role of Independent Director and the manner in which the person proposed to be appointed / re-appointed meets such requirements, etc. please refer to the Corporate Governance Report which is a part of the Annual Report.