



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

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No.C/1, G Block,
Bandra-Kurla Complex
Bandra (East), Mumbai 400 051
Listing Department

September 1, 2024
Sc no. 18422

Dear Sirs/Madam,

Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is with reference to our earlier letter bearing reference sc no.18404 dated August 19, 2024, regarding fixing of Sunday, September 1, 2024 as the 'Record Date' for the purpose of determining the names of the holders of 'A' Ordinary Shares who shall be entitled to receive the consideration as per the Scheme of Arrangement of Tata Motors Limited ("**the Company**") and its shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 for reduction of share capital of the Company through cancellation and extinguishment of the 'A' Ordinary Share Capital and issuance of New Ordinary Shares as consideration ("**Scheme**") sanctioned by the Hon'ble National Company Law Tribunal, Mumbai Bench vide Order dated August 2, 2024.

In this regard, we wish to inform you that the Company has filed the certified copy of the aforesaid Order in e-Form INC-28 with the Registrar of Companies, Mumbai, Maharashtra today, i.e., on September 1, 2024 to make the Scheme effective from Sunday, September 1, 2024 ("**Effective Date**"). The Appointed Date, as per the Scheme, is the Effective Date.

Upon effectiveness of the Scheme, the entire 'A' Ordinary Share Capital consisting of 50,85,02,896 shares of ₹2 each fully paid-up amounting to ₹1,01,70,05,792 stands cancelled and extinguished. Also, the Memorandum of Association ('MoA') and Articles of Association ('AoA') of the Company stands modified as mentioned under the Scheme.

In terms of Para A.14 of Part A of Schedule III of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2014 read with SEBI Circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023-123 dated July 13, 2023 a summary of the amendment to the MoA and AoA of the Company is enclosed herewith and marked as **Annexure A**.

We request the Stock Exchanges to take the aforesaid disclosure in their records.

Thanking You.

Yours faithfully,
Tata Motors Limited

Maloy Kumar Gupta
Company Secretary

Encl. as above

TATA MOTORS LIMITED

Bombay House 24 Homi Mody Street Mumbai 400 001

Tel 91 22 6665 8282

www.tatamotors.com CIN L28920MH1945PLC004520



Annexure A

Summary of the amendment to the Memorandum of Association (“MoA”) and Articles of Association (“AoA”) of the Company pursuant to the Scheme

Sr. No.	Particulars	Disclosures
1	Alteration of the Memorandum of Association	<p>Amendment through replacement of the existing Clause V (Capital Clause) of the MoA with the following Clause V as below:</p> <p><i>"V. The authorized share capital of the Company is INR 10,00,00,00,000 (Indian Rupees One Thousand Crore only) Ordinary Shares divided into 5,00,00,00,000 (Five Hundred Crore) Ordinary Shares of INR 2 (Indian Rupees Two only) each and 30,00,00,000 (Thirty Crore) Convertible Cumulative Preference Shares of INR 100/- (Indian Rupees One Hundred only) each."</i></p>
2	Alteration of the Articles of Association	<p>(i) Deletion of clauses "7A: Issue of 'A' Ordinary Shares" and "67A: Provisions in case of 'A' Ordinary Shares" contained in the AoA of the Company.</p> <p>(ii) Replacement of clause 67B of the AoA of the Company as below:</p> <p><i>"67B Issue of Convertible Cumulative Preference Shares</i></p> <p><i>The Convertible Cumulative Preference Shares for the time being in the capital of the Company may be issued either with the sanction of the Company in General Meeting or by the Board.</i></p> <p><i>The rights, privileges and conditions attached to the Convertible Cumulative Preference Shares of Rs. 100/- each shall be as follows:-</i></p> <p>(a) <i>The Convertible Cumulative Preference Shares shall confer on the holders thereof, the right to a fixed preferential dividend at a rate as may be determined by the Board at the time of the issue, on the capital for the time being paid up and/ or credited as and from time to time paid up thereon.</i></p> <p>(b) <i>The Convertible Cumulative Preference Shares shall rank for capital and dividend (including all dividends undeclared upto the commencement of winding up) and for repayment of capital in a winding up, pari passu inter se and in priority to the Ordinary Shares of the Company but shall not confer any further or other right to participate either in profits or assets and that preferential</i></p>

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		<p><i>rights shall automatically cease on conversion of these shares into Ordinary Shares.</i></p> <p><i>(c)The Convertible Cumulative Preference Shares shall be converted into Ordinary Shares as per the terms determined by the Board at the time of issue; as and when converted, such Ordinary Shares shall rank pari passu with the then existing Ordinary Shares of the Company in all respects as the case may be.</i></p> <p><i>(d)The holders of the Convertible Cumulative Preference Shares shall have the right to receive all notices of general meetings of the Company, but will not have the right to vote at any meetings of the Company, except to the extent and in the manner provided in the Act.</i></p> <p><i>(e)The Convertible Cumulative Preference Shares shall not confer any right on the holders thereof, to participate in any offer or invitation by way of rights or otherwise to subscribe for additional Ordinary Shares in the Company, nor shall the Convertible Cumulative Preference Shares confer on the holders thereof any right to participate in any issue of bonus shares or shares issued by way of capitalization of reserves (except that the conversion price would be appropriately adjusted in the event of bonus/rights issues).</i></p> <p><i>(f) The Board shall be authorised to fix the terms and conditions of the Convertible Cumulative Preference Shares including but not limited to the terms pertaining to dividend, conversion and/ or redemption, if any. The rights and terms attached to the Convertible Cumulative Preference Shares may be modified or dealt with by the Board in accordance with the provisions of the Articles of Association of the Company."</i></p>
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