



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

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

April 30, 2024
Sc no - 18247

Dear Sirs,

Re: Summary of Proceedings and Voting Results of the Meeting of the Ordinary Shareholders of Tata Motors Limited (“the Company”) convened as per the direction of the Hon’ble National Company Law Tribunal, Mumbai Bench (“NCLT”) held on Tuesday, April 30, 2024

In continuation to our letter bearing sc no. 18201 dated March 29, 2024 and pursuant to the Orders dated March 22, 2024 and March 28, 2024 (“**Orders**”) passed by the Hon’ble National Company Law Tribunal, Mumbai Bench (“**Hon’ble Tribunal**” or “**NCLT**”) and in compliance with applicable provisions of the Companies Act, 2013 (“**the Act**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), each as amended from time to time, we would like to inform that the Meeting of the Ordinary Shareholders of the Company (“**Meeting**”) was held on Tuesday, April 30, 2024 at 2.30 p.m. (IST) through two-way video conferencing (“**VC**”)/ other audio visual means (“**OAVM**”) to transact the business contained in the Notice dated March 29, 2024 (“**Notice**”), for approval to the Scheme of Arrangement between the Company and its Shareholders and Creditors (“**the Scheme**”). The Company also facilitated the live webcast of the proceedings of the Meeting. We would like to inform that the business contained in the Notice was transacted and passed by the Ordinary Shareholders with requisite majority.

In this regard, we are enclosing herewith the following:

- i) Summary of the proceedings of the Meeting of the Company, as required under Regulation 30 and Part A of Schedule III of the SEBI Listing Regulations, marked as **Annexure A**.
- ii) Results of the remote e-voting (prior to the Meeting as well as during the Meeting), in relation to the item of business transacted at the said Meeting, as required under Regulation 44(3) of the SEBI Listing Regulations, marked as **Annexure B**.
- iii) The Scrutinizer’s Report dated April 30, 2024, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, marked as **Annexure C**.

The Meeting concluded at 4:05 p.m. (IST).

The voting results along with the Scrutinizer’s Report is being made available simultaneously on the Company’s website at www.tatamotors.com and the National Securities Depository Limited at www.evoting.nsdl.com.

You are requested to kindly take the same on record.

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 proceedings of the Meeting of the Ordinary Shareholders of Tata Motors Limited ('the Company') convened pursuant to the directions of the Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench on Tuesday, April 30, 2024

The Meeting of the Ordinary Shareholders of Tata Motors Limited ("**Company**") convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ("**NCLT**") was held on Tuesday, April 30, 2024 at 2:30 p.m. (IST) through two-way Video Conferencing ("**VC**")/Other Audio Visual Means ("**OAVM**") ("**Meeting**"). The Meeting was conducted in compliance with the provisions of the Companies Act, 2013 ("**Act**"), read with the applicable general circulars issued by the Ministry of Corporate Affairs for holding general meetings through VC/OAVM, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), other applicable SEBI Circulars and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ("**SS-2**").

Mr Om Prakash Bhatt, Independent Director, appointed as Chairman to conduct the Meeting as directed by NCLT chaired the Meeting. He welcomed the Members to the Meeting. He further informed that the Meeting was convened pursuant to the Orders of NCLT in the matter of the Scheme of Arrangement between the Company and its Shareholders and Creditors ("**the Scheme**"). The requisite quorum being present, the Chairman called the Meeting to order. The Chairman informed that all the Directors of the Company except Mr N Chandrasekaran and Ms Vedika Bhandarkar attended the Meeting. He welcomed all the Directors and requested them to introduce themselves to the Members. He then introduced the Executive Director and other Senior Management Personnel present with him at the common venue. The representatives of the Company's Statutory Auditors and Secretarial Auditors were also present at the Meeting through VC.

At the request of the Chairman, Mr Maloy Kumar Gupta, Company Secretary, welcomed the Ordinary Shareholders to the Meeting and provided them with the necessary details relating to their participation in the Meeting through VC/OAVM. He informed that the Company had provided its Members with the facility to cast their votes prior to the Meeting, through remote e-voting electronically, using the facility provided by National Securities Depository Limited ("**NSDL**"). He further informed that the voting facility was also made available during the Meeting for the benefit of Ordinary Shareholders who were present during the Meeting and had not cast their votes earlier through remote e-voting. Since there was no requirement of physical attendance of Ordinary Shareholders, he informed the Ordinary Shareholders that the requirement of appointing proxies was not applicable. Further, he informed to the Ordinary Shareholders that the documents that were referred to in the Notice were available for inspection.

The Chairman thanked Mr Gupta and informed that (a) the Notice convening the Meeting, (b) the Statement under Section 102 read with Section 230 to Section 232 of the Companies Act, 2013, the Rules framed thereunder, SEBI Listing Regulations, Secretarial Standards and other applicable SEBI Circulars, (c) Scheme of Arrangement and (d) other relevant documents in connection with the said Scheme and as referred to in the Notice had been dispatched to the Ordinary Shareholders through electronic means. In addition, the advertisements containing the details of the Meeting, despatch of the Notice and details on e-voting, were duly published in The Financial Express in English language and Loksatta in Marathi language, in accordance with the directions of the NCLT. He further informed the Ordinary Shareholders that the proceedings of the Meeting was video recorded and a live streaming was being webcast on the website of NSDL. The Company had taken all the requisite steps to enable Ordinary Shareholders to participate and vote on the items of businesses considered at the Meeting.

The details of authorized representations received from corporate shareholders were informed to the Ordinary Shareholders.

At the request of the Chairman, Mr P B Balaji, Group Chief Financial Officer made a brief presentation to the Members highlighting the salient feature and rationale behind the Scheme.

TATA MOTORS LIMITED

Bombay House, 24 Horni Mody Street, Mumbai 400 001

Tel: 91 22 6665 8282

www.tatamotors.com CIN L28920MH1945PLC04520





The Chairman then invited the Ordinary Shareholders to express their views, ask questions and seek clarifications on the Scheme. After the Ordinary Shareholders spoke, the Chairman requested Mr P B Balaji to respond to their queries, which was done to the satisfaction of the speaker shareholders.

The Chairman then authorized Mr Gupta to conduct the voting procedure and conclude the Meeting. He requested the Ordinary Shareholders, who were present at the Meeting but had not cast their votes through remote e-voting prior to the Meeting, to cast their vote at the Meeting. He also informed that Mr P N Parikh of M/s Parikh & Associates, Practicing Company Secretaries who was appointed by NCLT as the Scrutinizer will scrutinize the remote e-voting process in an independent and fair manner. He thanked the Ordinary Shareholders for their continuing support and for attending and participating in the Meeting. At this juncture, the Chairman, the other Board members, Mr P B Balaji and Mr Shailesh Chandra left the Meeting.

The following Resolution set out in the Notice convening the Meeting was put up to the 'A' Ordinary Shareholders for voting:

Item No.	Details of the Agenda
1.	Approval for the Scheme of Arrangement between Tata Motors Limited ("the Company") and its shareholders and creditors

After 15 minutes, Mr Gupta informed the Ordinary Shareholders that the voting results along with the scrutinizers report would be disseminated through the stock exchanges, placed on the websites of the Company viz. www.tatamotors.com and the NSDL viz. www.evoting.nsdl.com within two working days from the conclusion of the Meeting.

The Meeting concluded at 4:05 p.m.

The Scrutinizer's Report was received after the conclusion of the Meeting on April 30, 2024 and as set out therein, the said resolution was declared carried with the requisite majority.

Yours faithfully,
Tata Motors Limited

Maloy Kumar Gupta
Company Secretary

TATA MOTORS LIMITED

Bombay House 24 Homi Mody Street Mumbai 400 001

Tel 91 22 6665 8282

www.tatamotors.com CIN L28920MH1945PLC004520

Tata Motors Limited- Voting Results

Date of the Meeting	Tuesday, April 30, 2024
Total number of Ordinary shareholders on cut-off date (April 23, 2024)	4,835,836
No. of shareholders present in the Meeting either in person or through proxy:	
Promoters and Promoter Group:	N.A. No arrangement for physical meeting or appointment of proxy was made as the meeting as the Meeting was held through VC/OAVM
Public:	
No. of shareholders attended the Meeting Video Conferencing:	122
Promoters and Promoter Group:	2
Public:	120



Tata Motors Limited - Ordinary Shares

Resolution Required :Special		To approve the Scheme of Arrangement of Tata Motors Limited and its shareholders and creditors						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	1540885009	1466555502	95.18	1466555502	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		1466555502	95.18	1466555502	0	100.00	0.00
Public Institutions	E-Voting	1163183361	986621479	84.82	981955765	4665714	99.53	0.47
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		986621479	84.82	981955765	4665714	99.53	0.47
Public Non Institutions	E-Voting	619670631	64817298	10.46	64783602	33696	99.95	0.05
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		64817298	10.46	64783602	33696	99.95	0.05
Total		3323739001	2517994279	75.76	2513294869	4699410	99.81	0.19





To
The Chairman for the meeting of Equity Shareholders
(consisting of Ordinary Shareholders) of Tata Motors Limited.

TATA MOTORS LIMITED

CIN: L28920MH1945PLC004520

Bombay House, 24, Homi Mody Street,
Mumbai 400001

Sub: Consolidated Scrutinizer's report on the results of voting by the Equity Shareholders (consisting of 'Ordinary Shareholders') ('Ordinary Shareholders') of Tata Motors Limited through remote e- voting process (prior to the meeting and e-voting during the meeting) of the Ordinary Shareholders convened by the Hon'ble National Company Law Tribunal, Mumbai Bench ('Hon'ble Tribunal' 'NCLT') of Tata Motors Limited('Company') held on Tuesday, April 30, 2024 at 2.30 p.m. IST, through video conferencing/other audio visual means('Meeting'), pursuant to Sections 230-232 of the Companies Act, 2013 ('Act') and other relevant provisions of the Act read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ('Arrangement Rules'), and Rule 20 of Companies (Management and Administration) Rules, 2014 ('Management Rules') as amended from time to time, read with the applicable general circulars issued by the Ministry of Corporate Affairs, ('MCA') Regulation 44 and other applicable provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') read with SEBI master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ('SEBI Scheme Circular') and SEBI circular no. SEBI/HO/DDHS/POD1/P/CIR/2023/108 dated July 29, 2022 ('SEBI Scheme Circular - Debt') (together referred to as 'SEBI Scheme Circulars'), and any other applicable circulars issued by Securities Exchange Board of India ('SEBI') and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ('SS-2'), each as amended and as per the directions issued by the Hon'ble Tribunal vide orders dated March 22, 2024 read with March 28, 2024 passed in Company Scheme Application No. CA (CAA) 09/MB/2024.

Dear Sir,

I, P. N. Parikh (FCS 327) of M/s. Parikh and Associates, Practicing Company Secretaries have been appointed by the Hon'ble Tribunal, by its orders dated March 22, 2024 and March 28, 2024 in Company Scheme Application No. CA (CAA) 09/MB/2024 (hereinafter collectively referred to as "Orders"), as Scrutinizer for the purpose of scrutinizing remote e-voting process prior to Meeting and e-voting process during the Meeting, in a fair and transparent manner, at the meeting of the Ordinary Shareholders of Company by the said Orders and held on Tuesday, April 30, 2024 at 02.30 p.m. IST ("Meeting") through video conferencing ("VC") /other audio visual means ("OAVM"), convened pursuant to the provisions of the Section 230-232 of the Companies Act, 2013 ('the Act') read with Arrangement Rules and Sections 108 of the Act read with Management Rules read with the applicable general circulars issued by the MCA, Regulation 44 of SEBI Listing Regulations, other applicable SEBI circulars and SS-2, on the resolution seeking approval of the Ordinary Shareholders to the Scheme of



Arrangement of the Company and its shareholders and creditors, under Sections 230 to 232 and other applicable provisions of the Act ("Scheme").

I do hereby submit my report as under:

1. The Company had provided its members the facility to exercise their right to vote on the resolution proposed to be considered at the Meeting through electronic means (by using the electronic voting system provided by National Securities Depository Limited ("NSDL") by (i) remote e-voting prior to the Meeting; (ii) e-voting during the Meeting.
2. The voting period for remote e-voting prior to the Meeting commenced on Friday, April 26, 2024 at 9.00 a.m. (IST) and ended on Monday, April 29, 2024 at 5.00 p.m. (IST).
3. The Company had also provided e-voting facility to the Ordinary Shareholders present at the Meeting through VC/OAVM and who had not cast their votes on resolution earlier by availing the remote e-voting facility prior to the Meeting. The remote e-voting module during the Meeting was disabled by NSDL for voting after 15 minutes of the conclusion of the Meeting.
4. Voting rights of the Ordinary Shareholders were in proportion to their shareholding in the Company as on the close of business hours of Tuesday, April 23, 2024 ("Cut Off Date"). Ordinary Shareholders, whose names were recorded in the register of members maintained by the Company/Registrar and Transfer Agents ("RTA") or in the register of Beneficial Owners maintained by the NSDL as on Cut-Off Date were entitled to attend the Meeting (either in person or by Authorised Representative under Sections 112 and 113 of the Act) through VC/OAVM and vote through electronic means.
5. As confirmed by the Company, the notice dated March 29, 2024 along with the Scheme and explanatory statement disclosing all material facts as required under Sections 230(3), 232(1), 232(2) read with section 102 and other applicable provisions of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other annexures ("Notice") was sent by NSDL through e-mail on March 29, 2024 to the Ordinary Shareholders whose e-mail addresses were registered / available with the Company and or with Depository Participant /or its RTA in respect of the resolution passed at the Meeting in compliance with the MCA General Circular Nos., 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and the subsequent circulars issued in this regard the latest being 09/2023 dated September 25, 2023 ("MCA Circulars") and SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023.



In addition, as directed by the Orders, the Company has on March 30, 2024 published a notice by way of joint advertisement intimating, the convening and holding of the Meeting and dispensation of the separate meetings of the secured creditors and unsecured creditors of the Company and passing of the Orders, in "Financial Express" in English and "Loksatta" in Marathi language, being the newspapers both having wide circulation. Also as directed the Company had provided an access to download the said notice from the website of the Company to the Ordinary Shareholders of the Company, (i) whose email address or postal addresses were not available; or (ii) who may not have received the said notice, as specified in the aforesaid joint advertisement containing notice of the Meeting.

6. After the closure of the voting at the Meeting of the Ordinary Shareholders, votes cast by e-voting during the Meeting and the votes cast under remote e-voting facility prior to the Meeting were unblocked and counted.
7. I have scrutinized and reviewed the remote e-voting prior to and e-voting at the Meeting and votes tendered therein based on the data downloaded from the NSDL e-voting system. The downloaded data was reconciled with the records maintained by the RTA and the authorisations with the Company/ RTA.
8. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and rules framed thereunder and the SEBI Listing Regulations as applicable relating to voting through remote e-voting and e-voting during the Meeting on the resolution mentioned in the Notice convening the Meeting of the Ordinary Shareholders.
9. My responsibility as the Scrutinizer for the remote e-voting process prior to the Meeting, and e-voting during the Meeting is restricted to scrutinize the remote e-voting process prior to and during the Meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution and "invalid" votes, based on the reports generated from the remote e-voting system and e-voting system during the Meeting provided by NSDL.
10. The resolution placed before the shareholders and the consolidated result of the voting on the same through remote e-voting prior to and e-voting during the Meeting seeking approval of the Ordinary Shareholders of the Company are given below (Resolution).



Resolution:

“RESOLVED THAT pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016) (including any statutory modification or re-enactment thereof) applicable circulars and notifications issued by the Ministry of Corporate Affairs, the Securities Exchange Board of India Act, 1992 and the Regulations thereunder including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with the SEBI Master Circular No. SEBI/ HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, circular no. SEBI/HO/ DDHS/PoD1/P/CIR/2023/108 dated July 29, 2022 issued by SEBI, and other applicable SEBI circulars, the Observation letter(s) issued by BSE Limited and National Stock Exchange of India Limited on December 20, 2023 and December 21, 2023, respectively, the provisions of the Memorandum of Association and Articles of Association of Tata Motors Limited (the “Company”), and subject to the approval of the Hon’ble National Company Law Tribunal, Mumbai Bench (hereinafter referred to as “Hon’ble Tribunal” or “NCLT”) and such other approvals, permissions and sanctions of any other relevant statutory or regulatory authorities as may be required, and subject to such conditions and modifications as may be prescribed or imposed by the Hon’ble Tribunal, or by any statutory or regulatory authority(ies), while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted/ to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the proposed arrangement embodied in the Scheme of Arrangement amongst the Company and its shareholders and creditors (“Scheme”), as enclosed with the Notice of the NCLT convened Meeting of the Ordinary Shareholders, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem desirable, appropriate or necessary, to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, at any time and for any reason whatsoever, which may be required and/or imposed by the Hon’ble Tribunal or its appellate authority(ies) while sanctioning the arrangement embodied in the Scheme or by any regulatory or statutory authority(ies), or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing such accounting entries or making adjustments in the books of accounts of the Company as considered necessary, while giving effect to the Scheme, as the Board may deem fit and proper, without being required to seek any further approval of the Ordinary Shareholders and the Ordinary Shareholders shall be deemed to have given their approval thereto expressly by authority under this Resolution.

RESOLVED FURTHER THAT the Board may delegate all or any of its powers herein conferred to any director(s) and/or officer(s) of the Company, to give effect to this Resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from shareholders of the Company.”



A. Votes cast by public shareholders (excluding promoter & promoter group, subsidiaries and associates of the Company) as required under Part 1(A)(10)(b) of the SEBI Scheme Circular

(i) Voted in favour of the Resolution:

Number of Public Shareholders voted	% of the total number of public shareholders voted	Number of valid votes cast by them (in terms of number of shares held)	% of total number of valid votes cast by them (in terms of number of shares held)
4271	97.16	1,04,67,39,367	99.55

(ii) Voted against the Resolution:

Number of public shareholders voted	% of the total number of public shareholders voted	Number of valid votes cast by them (in terms of number of shares held)	% of total number of valid votes cast by them (in terms of number of shares held)
125	2.84	46,99,410	0.45

(iii) Invalid votes:

Number of public shareholders voted	Number of votes cast by them (in terms of number of shares held)
Nil	Nil



B. Votes cast by Ordinary Shareholders

(i) Voted in favour of the Resolution

Number of shareholders voted	% of the total number of shareholders voted	Number of valid votes cast by them (in terms of number of shares held)	% of total number of valid votes cast by them (in terms of number of shares held)
4286	97.17	2,51,32,94,869	99.81

(ii) Voted against the Resolution

Number of shareholders voted	% of the total number of shareholders voted	Number of valid votes cast by them (in terms of number of shares held)	% of total number of valid votes cast by them (in terms of number of shares held)
125	2.83	46,99,410	0.19

(iii) Invalid Votes

Number of shareholders voted	Number of votes cast by them (in terms of number of shares held)
Nil	Nil

For the Shareholders who have split their votes into "Assent" as well as "Dissent", while their votes are taken as cast, they have been counted only once for the purpose of their presence, for this limited purpose, the votes cast have been counted under the head "Assent".

11. All registers, relevant records and other incidental papers related to remote e-voting prior to and e-voting during the Meeting were handed over to the Company Secretary of the Company for safe keeping.

Thanking you,
Yours faithfully,

Pravinchandra
Nahalchand Parikh

Digitally signed by Pravinchandra Nahalchand Parikh
DN: cn=Pravinchandra Nahalchand Parikh, o=Tata Motors Limited, ou=Shareholders, email=pravinchandra.nahalchand.parikh@tata.com, c=IN
138265c8c4b6938ed1_pantaCode=40010A_n=Maharashtra
serialNumber=66A5D9E1W5F1E37E370E19043FC39E1A9A54E3
c=IN, o=Tata Motors Limited, ou=Shareholders, cn=Pravinchandra Nahalchand Parikh
Date: 2024.04.30 18:47:17 +05'30'

P. N. Parikh
Parikh & Associates
Practising Company Secretaries
FCS: 327 CP No.: 1228
UDIN: F000327F000279716
111, 11th Floor, Sai Dwar CHS Ltd.,
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri (West), Mumbai - 400053
Place: Mumbai
Dated: 30.04.2024

