

Board's Report

TO THE MEMBERS

The Directors are pleased to present herewith the Seventy Ninth Integrated Annual Report of Tata Motors Limited (the 'Company') along with the Audited Financial Statements for the Financial Year ('FY') ended March 31, 2024.

FINANCIAL HIGHLIGHTS

(₹ in crore)

PARTICULARS	Standalone*		Consolidated	
	FY24	FY23	FY24	FY23
Revenue from operations	73,303.08	65,757.33	437,927.77	345,966.97
Total expenditure	64,328.20	60,047.46	367,358.97	303,475.46
Operating profit	8,974.88	5,709.87	70,568.80	42,491.51
Other Income	1,149.88	820.94	5,949.92	4,633.18
Profit before interest, foreign exchange, depreciation, amortization, exceptional item and tax	10,124.76	6,530.81	76,518.72	47,124.69
Share of profit of joint venture and associates (net)	-	-	699.80	336.38
Finance cost	1,705.74	2,047.51	10,033.66	10,239.23
Profit before depreciation, amortization, exceptional item, foreign exchange and tax	8,419.02	4,483.30	67,184.86	37,221.84
Depreciation, amortization and product development/ engineering Expenses	3,121.63	2,665.92	38,228.85	35,522.32
Foreign exchange (gain)/loss (net)	254.98	279.76	23.84	(103.88)
Profit before exceptional items and tax	5,042.41	1,537.62	28,932.17	1,803.40
Exceptional Items - (gain) / loss (net)	(2,808.41)	282.82	977.06	(1,590.53)
Profit before tax	7,850.82	1,254.80	27,955.11	3,393.93
Tax expenses/ (credit) (net)	(51.26)	(1,473.33)	(3,851.64)	704.06
Profit for the year	7,902.08	2,728.13	31,806.75	2,689.87
Other comprehensive income/(loss)	438.45	(250.35)	6,323.92	(1,915.33)
Total Other comprehensive income/(loss) for the year	8,340.53	2,477.78	38,130.67	774.54
Attributable to:				
Shareholders of the Company	-	-	37,764.33	479.20
Non-controlling interest	-	-	366.34	295.34

* It includes the Company's proportionate share of income and expenditure in its joint operations, namely, Tata Cummins Private Limited.

FINANCIAL PERFORMANCE

Operating Results and Profits

Consolidated revenue of the Company from operations was ₹4,37,928 crore in FY24, which was 26.6% higher than the consolidated revenue of ₹3,45,967 crore in FY23. The consolidated EBITDA margin was at 14.3% in FY24 as compared to 10.7% in FY23. EBIT margin stood at 8.3% in FY24 as compared to 3.6% for FY23. Profit for the year stood at ₹31,807 crore in FY24 as compared to ₹2,690 crore in FY23.

The free cash flow (auto) reflects an inflow of ₹26,925 crore in FY24 as compared to the inflow of ₹7,840 crore in FY23.

Standalone revenue from operations (including joint operations) was ₹73,303 crore in FY24 which was 11.5% higher than the revenue of ₹65,757 crore in FY23. The profit before and after tax (including joint operations) for FY24 were ₹7,851 crore and ₹7,902 crore, respectively as compared to ₹1,255 crore and ₹2,728 crore, respectively for FY23.

Please refer to the paragraph on Operating Results in the Management Discussion & Analysis Report section for detailed analysis.

DIVIDEND

Declaration and Payment of Dividend

The Board is pleased to recommend declaration of a final dividend amounting to ₹6/- per fully paid-up Ordinary share of face value of ₹2/- each (i.e., 300%) and ₹6.20/- per fully paid-up 'A' Ordinary share of face value of ₹2/- each (i.e., 310%) for FY24. The said final dividend includes:

- Normal dividend of ₹3/- per fully paid-up Ordinary share of face value ₹2/- each (i.e., 150%) and ₹3.10/- per fully paid-up 'A' Ordinary share of face value ₹2/- each (i.e., 155%) for FY24; and
- Special dividend of ₹3/- per fully paid-up Ordinary share of face value of ₹2/- each (i.e., 150%) and ₹3.10/- per fully paid-up 'A' Ordinary share of face value of ₹2/- each

(i.e., 155%) for FY24, on account of the profits realized from partial divestment of the Company's investment in Tata Technologies Limited ('TTL').

The Board has recommended the dividend based on the parameters laid down in the Dividend Distribution Policy and dividend will be paid out of the profits of the year.

The said dividend, if approved by the Members at the ensuing Annual General Meeting ('the AGM') will be paid to those Members whose name appears on the register of Members (including Beneficial Owners) of the Company as at the end of Tuesday, June 11, 2024. The said dividend, if approved by the Members, would involve cash outflow of ₹2,310 crore, resulting in a payout of 29.2% of the standalone net profit of the Company for FY24.

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Members w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to the Members at prescribed rates as per the Income Tax Act, 1961.

Record Date

The Company has fixed Tuesday, June 11, 2024 as the "Record Date" for the purpose of determining the entitlement of Members to receive dividend for FY24.

Dividend Distribution Policy

Pursuant to Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Board of the Company had formulated a Dividend Distribution Policy ('the Policy'). The Policy is available on the Company's website URL: <https://www.tatamotors.com/wp-content/uploads/2023/11/dividend-distribution-policy.pdf>

TRANSFER TO RESERVES

The Board has decided to retain the entire amount of profit for FY24 in the distributable retained earnings.

An amount of ₹84.26 crore was transferred from Debenture Redemption Reserve to retained earnings in FY24.

BUSINESS PERFORMANCE

FY24 marked a dichotomous journey for the Indian Commercial Vehicle ('CV') industry as it shifted to BS6 Phase II emission norms. The first half started optimistically with a surge in sales volumes across most business segments. However, the second half saw a moderation in growth due to the combined impact of a high base, elections in five states and impending general elections. Driven by the government's focus on infrastructure development and a rise in e-commerce, construction, and mining activities, there was a consistent demand for heavy trucks and passenger carriers throughout the year, leading to a 3% and 28% increase in their sales volumes, respectively. Despite this, the overall CV industry experienced a modest growth of 2% in FY24

as demand in the ILMCV, SCV Cargo, and pick-up segments declined, highlighting the cyclical nature of industry.

With a continued emphasis on retail pull from the previous year, the CV Business aimed to further increase realizations by leveraging its superior BS6 Phase II product range, while also improving market share, especially in the HCV segment. With a synergised backend and a fully equipped front end, each business vertical is independently charting its growth path with clear milestones set to track financial and market outcomes.

CV business improved on key customer facing metrics. The business achieved the highest-ever Net Promoter Score ('NPS') of 72 while maintaining stable Brand Power. The business continues to maintain high levels on Composite Customer Satisfaction Index in FY24.

143 products and 700+ variants for passenger and cargo transportation were launched in FY24 to fulfil the growing demand for safer, smarter and greener mobility solutions.

CV exports remained subdued due to the prevailing economic situation as well as geopolitical events in most overseas markets. In FY24, the exports were 12% lower than in FY23, while revenue maintained its level of the previous year due to improved mix. Major drop was witnessed in the SAARC region (-10%) driven by Total Industry Volume ('TIV') softening, forex shortages, and liquidity crunch in the latter half of the year. MENA region witnessed 23% year-on-year ('y-o-y') in exports. The business retained and grew its market share and also sequentially improved margins across most markets.

CV business won several prestigious awards in FY24 acknowledging the excellence of products, services, solutions, initiatives and people, with few notable ones being Coveted National Energy Conservation Award from President of India, Golden Peacock National Quality Award, CII Industrial Innovation award, 7 Apollo Commercial Vehicle Magazine awards, Gunsan Grand Commerce & Industry Award and others.

Please refer to the paragraphs on Commercial Vehicles in the Management Discussion & Analysis section for detailed analysis.

Tata Motors Passenger Vehicles Limited ('TMPVL')

The Indian Passenger Vehicle ('PV') industry recorded the highest-ever annual wholesale volumes of 4.2 million units in FY24. After two strong years of growth, the industry growth moderated to 8.6% in FY24 over FY23. The growth has come on the back of strong traction for new product launches and emission-friendly powertrains, i.e., CNG vehicles and Electric vehicles. The segment shifts in the industry continues to gain momentum as the Sports Utility Vehicle ('SUV') segment grew 28% as compared to FY23 and now accounts for 51% of the overall industry volumes. The demand for hatches continues to decline as the volumes have decreased by 12% as compared to FY23.



Board's Report

In FY24, the PV business achieved the highest-ever volumes of 573,541 (including EV) units including 2,542 units of exports. The PV business further strengthened its position as the #3 player in the automobile industry. The PV business growth has been driven by the unique multi-powertrain strategy, strong response to new facelifts, reimagined front-end initiatives and manufacturing excellence.

Please refer to the paragraphs on Passenger Vehicles in the Management Discussion & Analysis section for detailed analysis.

Tata Passenger Electric Mobility Limited ('TPEML')

The Indian Electric Vehicle ('EV') industry witnessed 70% growth in FY24, with over 1 lakh units sales volume in the year as compared to 58 thousand units in FY23. The growth was driven by increased customer adoption of EVs, as barriers to adoption are increasingly being addressed. The year also saw launches of many new EV models by automobile manufacturers, as the competitive intensity in the industry continues to grow.

The EV business continues to consolidate its leadership position in the EV industry with 73,844 units of EV sales in FY24. The EV business took holistic steps to enable mainstream adoption of EVs. Tata Motors' EV product portfolio was widened with the introduction of *Punch.ev*, which opened up a new price point and bodystyle for customers. To drive a faster pace of growth for charging infrastructure, the EV Business team also conducted the first Charging Day event, which has brought about open collaboration with charging ecosystem players. The EV business also launched a new customer facing brand identity for EVs and EV-exclusive showrooms, to provide a differentiated and curated experience for EV customers. As a result of these initiatives, the EV business registered a growth of 48% in FY24 over FY23.

Please refer to the paragraphs on Passenger Vehicles in the Management Discussion & Analysis section for detailed analysis.

Jaguar Land Rover ('JLR')

JLR recorded revenue of ₹29.0 billion in FY24 compared to ₹22.8 billion in FY23 (as per IFRS). For FY24, wholesales (excluding China joint venture) were 401,303 up 24.9% y-o-y and retails were 431,733 up 21.7% y-o-y. Profit margins improved with an adjusted EBITDA margin of 15.9%, driven by higher wholesales, favourable sales mix and improved pricing. Profit before tax and exceptional items was ₹2.2 billion, in FY24, compared to a loss before tax and exceptional items of ₹(64) million in the prior financial year. Profit after tax was ₹2.6 billion, up significantly from a loss of ₹(60) million a year ago.

Some of the key highlights of FY24 were:

- Reimagine transformation strategy progressing: Waiting list for Range Rover Electric opened; Nitra to produce

electric vehicles by 2030; Halewood announced as becoming all electric production facility.

- Sustainable projects continue: JLR to generate over a quarter of its UK electricity through off-grid renewable energy plan; New ₹250 million state-of-the-art future energy lab opened at Whitley; JLR to reduce UK road freight emissions by 84% through new alternative fuel and electric powered transport fleet.
- Ratings upgrades from S&P and Moody's: 2 notch upgrade during the year from S&P, 1 notch from Moody's
- Strong production volumes during the year: Chip and other supply constraints eased with the benefit of agreements and key relationships; MLA production continued to ramp up with addition of another body shop in Solihull; Nitra continues on 3 shift pattern.
- Further strengthening of Tata Ecosystem with Agratas UK cell manufacturing facility to supply to JLR; strategic collaboration announced with TPEML.
- JLR products continue to win awards: Range Rover Sport and Defender win consumer awards; Defender 110 D300 X-Dynamic S wins What Car? Car of the Year 'Best seven-seater' award.
- ₹1.8 billion of debt repaid out of operating cash: including \$400 million of bonds tendered during the year.
- Repaid ₹1.8 billion equivalent of debt, reducing total gross debt to ₹0.7 billion as at March 31, 2024.

Please refer to the paragraph on JLR in the Management Discussion & Analysis section for detailed analysis.

Tata Technologies Limited ('TTL')

In a milestone move, TTL debuted on the stock exchanges in India viz., BSE Limited and National Stock Exchange of India Limited on November 30, 2023, marking the first Initial Public Offering ('IPO') from the Tata Group in nearly two decades. The listing occurred at an impressive premium of 140% over its issue price of ₹500. The IPO garnered overwhelming attention with over 73 lakh total applications, a massive 69.4 times over subscription. The Qualified Institutional Buyers ('QIBs') showed a record subscription of 203.4 times of their allocated quota. By the end of the first day of trading, TTL was valued at ₹ 53,820 crore (\$6.5 billion). From its humble beginnings as an automotive design division for the Company to a historic listing on the Indian stock exchanges, TTL has come a long way.

TTL is a global product engineering and digital services company. Since 2019, it has consistently held the top position among India-based automotive ER&D service providers in Zinnov Zone. In FY24, TTL achieved its highest-ever revenue of ₹5,117 crore, marking a 15.9% increase as compared to FY23, along with an Operating EBITDA of ₹942 crore.

Over the past three years, revenue from operations has demonstrated a robust 29% CAGR, while Operating EBITDA has shown an even stronger growth rate of 35% CAGR. This growth is attributed to significant demand in

both services and technology solution sectors. As of March 31, 2024, TTL had a headcount of 12,688 talented professionals.

Tata Motors Finance ('TMF')

The year had been a pivotal year for TMF with steps taken from Q4FY24 towards sourcing and growing quality book yielding the desired results. The focus during the year remained on strengthening risk guard rails to ensure prudent sourcing and targeted collection strategies to reduce delinquencies. As a result, TMF group's Assets Under Management ('AUM') reduced by 7.6% y-o-y to ₹40,060 crore, as against ₹43,338 crore in the previous year. Net Income margins on normalized basis remained range bound at 4.8% from 4.9% despite higher borrowing rates during the year. Provision coverage on gross Non-Performing Assets was maintained at 44% as of March 31, 2024 resulting in a consolidated profit before tax for FY24 of ₹88 crore as against loss of (₹993) crore in FY23.

Please refer to the paragraph on Tata and other brand vehicles- Vehicle Financing in the Management Discussion & Analysis section for detailed analysis.

Tata Daewoo Commercial Vehicle Company Limited ('TDCV')

The revenues for FY24 increased by 7.7% to ₹1,010.03 billion as compared to ₹937.89 billion in FY23. The vehicle volumes was 9,501 units in FY24 compared to 9,493 units in FY23. Domestic sales were subdued due to downturn in Korean economy, which was compensated by strong demand in exports.

Please refer to the paragraph on Tata Commercial Vehicles and Tata Passenger Vehicles- Exports in the Management Discussion & Analysis section for detailed analysis.

SHARE CAPITAL

During the year, the Company issued and allotted 23,94,676 Ordinary shares of ₹2/- each in the Company, pursuant to exercise of stock options by the eligible employees of the Company and its subsidiary companies, under the Tata Motors Limited Employees Stock Option Scheme 2018. As a result of such allotment, the paid-up share capital increased from ₹7,66,01,71,947 (comprising of 3,82,98,47,221 equity share of ₹2/- each) as on March 31, 2023 to ₹7,664,961,299 (comprising of 3,832,241,897 equity share of ₹2/- each) as on March 31, 2024. The shares so allotted rank *pari-passu* with the existing share capital of the Company. Except as stated herein, there was no other change in the share capital of the Company.

SCHEME OF ARRANGEMENT FOR THE PROPOSED REDUCTION OF SHARE CAPITAL BY CANCELLATION OF 'A' ORDINARY SHARES

The Board at its meeting held on July 25, 2023 approved a Scheme of Arrangement of the Company and its shareholders

and creditors ('Scheme'). The Scheme, *inter alia*, provides for reduction of capital through cancellation of the 'A' Ordinary Shares and the consequent issuance and allotment of the Ordinary Shares, as consideration other than cash for such reduction. The consideration payable is 7 (seven) New Ordinary Shares for every 10 (ten) 'A' Ordinary Shares cancelled ('Capital Reduction Consideration').

Implementation of the Scheme shall simplify and consolidate the Company's capital structure as well as preserve liquidity for the Company's growth; be value accretive & beneficial for the shareholders of the Company and shall allow the 'A' Ordinary Shareholders and Ordinary Shareholders to continue to participate in the Company's performance, as Ordinary Shareholders.

The Company received the 'observation letter' dated December 20, 2023 issued by BSE Limited and 'observation letter' dated December 21, 2023 issued by National Stock Exchange Limited and filed necessary application before the Hon'ble National Company Law Tribunal, Mumbai Bench ('Hon'ble NCLT') for necessary directions on January 2, 2024.

The Hon'ble NCLT vide order dated March 22, 2024 read with order dated March 28, 2024, *inter alia*, directed the Company (i) to convene and hold the meeting of the shareholders (holding Ordinary shares in the Company) on April 30, 2024; (ii) to convene and hold the meeting of the shareholders (holding 'A' Ordinary shares in the Company) on April 30, 2024; (iii) dispensed the convening and holding of the meeting of the secured creditors; and (iv) dispensed convening and holding of the meeting of the unsecured creditors (including debenture holders) ('Unsecured Creditors'). The Company in compliance with the directions of the Hon'ble NCLT, convened meetings of the Ordinary and 'A' Ordinary Shareholders on April 30, 2024 to seek shareholder approval on the Scheme. The Scheme was approved by the requisite majority by both classes of the shareholders and also approved by the majority of the minority public shareholders of both the classes.

For results of the voting by the Shareholders for both classes of meetings, please visit our website at <https://www.tatamotors.com/scheme-of-arrangement-between-tml-and-its-shareholders-and-creditors/>

DELISTING OF AMERICAN DEPOSITARY SHARES ('ADS')

The Company had on November 9, 2022 conveyed its intention to voluntarily delist the ADSs from the New York Stock Exchange ('NYSE'), effective close of trading hours on the NYSE on January 23, 2023. As a consequence thereof, the ADSs stopped trading on NYSE and no over-the-counter trading of the ADSs in the United States was allowed due to regulatory restrictions under the Indian law. Necessary intimation in this regard was communicated to the stock exchanges in India as well as to the respective ADS holders.



Board's Report

The ADS holders who wished to convert their ADSs into underlying Ordinary Shares of the Company, surrendered their ADSs to Citibank NA ('the Depository') on or before July 24, 2023 and received Ordinary Shares in the Company in the ratio of 5 Ordinary Shares of ₹2/- each for every 1 ADS held by them.

Subsequently, in accordance with the terms described in the Notice of termination of ADS facility and as provided in the Deposit Agreement, Citibank NA sold the remaining underlying Ordinary Shares corresponding to the outstanding ADSs and distributed the proceeds thereof to the ADS holders who had not converted their ADSs into Ordinary Shares in the Company, subject to deduction of prescribed withholding tax, as applicable.

Further, the Company had completed all formalities and submitted requisite Form 15F with the United States Securities Exchange Commission ('SEC') on January 24, 2024 for deregistering all its securities with the SEC and terminating its reporting obligations under the Securities Exchange Act of 1934 ('Exchange Act') which was effective from April 24, 2024, post completion of 90 days from the date of filing Form 15F.

In view of the above, the Company is no longer required to prepare its Annual Report under IFRS in Form 20F from FY24 onwards.

Detailed FAQs on the process and communications related to ADS delisting and deregistration are hosted on the website of the Company at <https://www.tatamotors.com/sec-filings/> providing necessary guidance to the ADS Holders.

FINANCE & CREDIT RATING

During FY24, owing to strong free cash flow generation and monetization of non-core investments, the Tata Motors Group continued to deliver on deleveraging plans and achieved significant reduction in net auto debt by ₹27,665 crore. The Net Auto Debt of Tata Motors Group stood at ₹16,022 crore at the end of FY24 as compared to ₹43,687 crore at the end of FY23. The Company prepaid \$349.4 million of bonds and ECB's, while JLR prepaid \$400 million equivalent long term bonds. The Group continues to maintain sufficient liquidity at all times to navigate the impact of external challenges. The Company did not raise any long-term debt in FY24. As at March 31, 2024, the Group liquidity for domestic operations was ₹10,241 crore, whereas the liquidity at JLR was £5.7 billion (including unutilized credit facility of £1.5 billion). The domestic operations turned net cash positive at ₹987 crore, whereas the net debt at JLR was £732 million.

As business performance improved sequentially, the credit ratings of the Company improved. Rating agencies have taken note of the turnaround in financial performance, deleveraging and strong business profile for each of the auto business verticals.

During the year, S&P and CARE upgraded the rating of the Company by two notches to BB+/Positive and AA+ /

Stable, respectively. Moody's, CRISIL and ICRA upgraded the rating by one notch to Ba3/Positive, AA/Positive, and AA / Stable, respectively.

Please refer to the paragraph on Credit Ratings in Corporate Governance Report and Liquidity and Capital Resources in the Management Discussion & Analysis section for detailed analysis.

MATERIAL CHANGES AND COMMITMENT AFFECTING THE FINANCIAL POSITION

There are no material changes affecting the financial position of the Company subsequent to the close of the FY24 till the date of this Report.

CONSOLIDATED FINANCIAL STATEMENT

The consolidated financial statements of the Company and its subsidiaries for FY24 have been prepared in compliance with the applicable provisions of the Companies Act, 2013 ('the Act') and as stipulated under Regulation 33 of SEBI Listing Regulations as well as in accordance with the Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015. The audited consolidated financial statements together with the Independent Auditor's Report thereon form part of this Annual Report.

Pursuant to Section 129(3) of the Act, a statement containing the salient features of the financial statements of the subsidiary companies is attached to the financial statements in Form AOC-1.

Further, pursuant to the provisions of Section 136 of the Act, the Company will make available the said financial statement of the subsidiary companies upon a request by any Member of the Company or its subsidiary companies. These financial statements of the Company and the subsidiary companies will also be kept open for inspection by Members. The Members can send an e-mail to inv_rel@tatamotors.com upto the date of the AGM and the same would also be available on the Company's website URL: <https://www.tatamotors.com/subsidiary-annual-reports/>

SUBSIDIARY, JOINT ARRANGEMENTS AND ASSOCIATE COMPANIES

The Company had 90 subsidiaries (15 direct and 75 indirect), 11 associate companies, 5 joint ventures and 2 joint operations during FY24 as disclosed in the accounts.

A diagrammatic representation of the subsidiary structure is available on the Company's website at: <https://www.tatamotors.com/annual-reports/>

During FY24, the following changes have taken place in subsidiary / associates / joint venture companies:

- The Company sold 9.9% stake in TTL through a secondary sale, by way of pre-IPO arrangement.

- The Company further divested its stake in the IPO of TTL by way of an OFS. As a result, the Company's shareholding in TTL was reduced from 64.79% to 53.39% (i.e., from 262,844,816 to 216,569,816 Equity Shares), of the issued and paid up Equity Share capital of TTL.
- The Company acquired a 26.79% stake in Freight Tiger Commerce Solutions Private Limited for ₹150 crore based on the Securities Subscription Agreement and Share Subscription Agreement.
- Tata Motors (SA) (Pty) Limited ('TMSA') ceased to be a wholly-owned step-down subsidiary of the Company following the execution of a share transfer agreement. This agreement involved TML Holdings Pte Limited, a wholly-owned subsidiary of the Company, transferring its entire investment in equity shares of TMSA to Tata Africa Holdings (SA) Proprietary Limited.
- The Hon'ble NCLT, Mumbai bench passed an Order on May 12, 2023 approving a Scheme of Arrangement between Tata Motors Finance Limited ('TMFL') (name changed from Tata Motors Finance Solutions Limited w.e.f. October 26, 2023) (Resulting Company) and TMF Business Services Limited ('TMFBSL') (name changed from Tata Motors Finance Limited w.e.f. August 7, 2023) (Demerged Company) and their respective shareholders under Section 230 to 232 and other applicable provisions of the Act, being step-down wholly owned subsidiaries of the Company, and wholly-owned subsidiaries of TMF Holdings Limited ('TMFHL'). The Scheme provided for demerger, transfer and vesting of the Demerged Undertaking from TMFBSL to TMFL on a going concern basis. The appointed date of the Scheme was April 1, 2023 and effective date was June 30, 2023. Consequent to the demerger, TMFBSL became an unlisted public company and also ceased as Non-Banking Financial Company ('NBFC').
- Tata Motors European Technical Centre plc, a step-down wholly owned subsidiary of the Company, and a wholly-owned subsidiary of Tata Passenger Electric Mobility Limited ('TPEML'), was renamed as Tata Motors Design Tech Centre plc ('TMDTC') w.e.f. December 8, 2023.

There has been no material change in the nature of the business of the Company's subsidiaries.

The policy for determining material subsidiaries of the Company is available on the Company's website URL: <https://www.tatamotors.com/wp-content/uploads/2023/11/material.pdf>

RISK MANAGEMENT

The Board of the Company has constituted a Risk Management Committee to frame, implement, monitor and review the Risk Management plan and to ensure its effectiveness.

Through an Enterprise Risk Management Program, the business units and the corporate functions address their short term, medium term and long terms risks. The Audit Committee has an additional oversight on the financial risks and controls.

Please refer paragraph on Risk Management on page no. 72 of this Integrated Report for detailed analysis.

INTERNAL FINANCIAL CONTROL SYSTEMS AND ADEQUACY

The Company's internal control systems are commensurate with the nature of its business, the size and complexity of its operations and such internal financial controls with reference to the Financial Statements are adequate.

Please refer to the paragraph on Internal Control Systems and their Adequacy in the Management Discussion & Analysis section for detailed analysis.

HUMAN RESOURCES

Please refer to the paragraph on Human Resources / Industrial Relations in the Management Discussion & Analysis section for detailed analysis.

DIVERSITY AND INCLUSION

The Company believes that Diversity, Equity and Inclusion ('DEI') in the workplace, nurture innovation by leveraging the variety of opinions and perspectives from employees who come from varied backgrounds. In order to formalize the imperative actions towards DEI, the Company has launched a dedicated DEI brand identity – DEIsha which anchors plethora of activities. One of the flagship initiative under DEIsha is – ONEderful Conversations where identified people managers underwent half day workshops driven by trained facilitators from business. As on the date of the report ~1300 people managers have undergone these workshops. DEIsha also launched its first batch of empowHER – a woman capability development program where nominated women professionals from L3 and L4 underwent a 3 month hybrid program. Pride Month and Women's Day was celebrated with great enthusiasm across locations. Our Chief Diversity Officer also joined the aforesaid programs and brought in rich experiences and meaningful value that added on to the journey of DEIsha. Overall, women development and mentoring programs have increased, with a clear focus on nurturing their career journeys, to help the Company build a pipeline of diversified women leaders in the near future.

The Company employed 11.05% women employees in FY24 against 7.64% women employees in FY23 and 4.97% in FY22.

In addition to promoting gender diversity, the Company is committed to fostering inclusivity across various dimensions, including LGBTQ individuals and Persons With Disabilities ('PWD'). On LGBTQ, the Company hired 18 trans colleagues who have joined in facility management sectors based in



Board's Report

Pune CVBU plant and Smart Mobility, North Zone. The Company is in the process of job mapping to identify suitable roles for PWD candidates, with the aim of facilitating their integration into the workforce starting from FY25 onwards.

PREVENTION OF SEXUAL HARASSMENT ('POSH')

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder. Internal Complaints Committee ('ICC') is in place for all works and offices of the Company to redress complaints received regarding sexual harassment.

During FY24, the Company has received 11 complaints on sexual harassment, of which 7 have been suitably closed in accordance with the Company's processes. The pending cases mostly comprise those registered in the last quarter of FY24 and are currently undergoing investigations at different stages. In addition, five carry forward cases of last financial year were closed suitably in FY24. The Company organized over 300 awareness workshops across various locations in order to cover flexible & temporary workforce, blue collar employees, new joiners, etc., covering approximately 14,000 resources (cumulative).

In order to ensure uniform understanding and wider coverage, a video based awareness module has been developed in local languages for blue collar and contractual employees and released for deployment across the organization in April 2023. E-module training on POSH awareness is mandatory for white collar new joiners. New POSH Scenario based assessment e-module was rolled out in March 2024, for all permanent white collar employees.

TATA MOTORS LIMITED SCHEMES ('SCHEMES')

The Company has in force the following Schemes, which were framed under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('SBEB Regulations'):

- Tata Motors Limited Employees Stock Option Scheme 2018 ('TML ESOP Scheme 2018'); and
- Tata Motors Limited Share-based Long Term Incentive Scheme 2021 ('TML SLTI Scheme 2021').

TML ESOP Scheme 2018

Pursuant to the approval of Members at the AGM held on August 3, 2018, the Company adopted TML ESOP Scheme 2018, in order to retain and incentivize key talent, for driving long term objectives of the Company and ensuring that employee payoffs match the long gestation period

of certain key initiatives whilst simultaneously fostering ownership behavior and collaboration amongst employees. The TML ESOP Scheme 2018 was implemented for grant of not exceeding 1,38,00,000 Stock Options in aggregate to entitle the grantees to acquire, in one or more tranches, not exceeding 1,38,00,000 Ordinary Shares in the Company of the face value of ₹2/- each at an Exercise price of ₹345/- per share.

During FY23, at the AGM held on July 4, 2022, the Members had approved amendment in the TML ESOP Scheme 2018. As of March 31, 2024, out of the said 81,47,633 stock options so granted, 48,58,367 stock options have been vested, out of which 34,88,016 stock options have been exercised. Further, no stock options remained unvested and 3,52,018 stock options had been treated as lapsed and forfeited.

Subsequently, the Company had allotted 23,94,676 Ordinary Shares of ₹2/- each during the period from April 1, 2023 to March 31, 2024 under the TML ESOP Scheme 2018.

TML SLTI Scheme 2021

Pursuant to the approval of Members at the AGM held on July 30, 2021, the Company adopted the TML SLTI Scheme 2021. The TML SLTI Scheme 2021 comprises of two reward mechanisms; (a) Performance Share Units, and (b) Stock Options. The objective of TML SLTI Scheme 2021 is to reward Eligible employees of the Company and its subsidiaries, to drive long term objectives of the Company, to motivate and retain employees by rewarding for their performance, to retain and incentivize key talent to drive long term objectives of the Company, to ensure that the senior management employees' compensation and benefits match the long gestation period of certain key initiatives; and to drive ownership behaviour and collaboration amongst employees.

In terms of TML SLTI Scheme 2021, (i) Not exceeding 75,00,000 Ordinary Shares of the face value of ₹2/- each fully paid up, and (ii) Not exceeding 14,00,000 Ordinary Shares of the face value of ₹2/- each fully paid up; are available for grant by the Company to the eligible employees of the Company and that of its subsidiary companies. The Eligible employees shall be granted stock options and/or performance share units, as determined by Nomination and Remuneration Committee ('NRC').

During FY24, there has been no change in the TML SLTI Scheme 2021. In FY22, 8,39,650 stock options and 9,64,569 Performance share units were granted, in FY23, 6,59,186 Performance share units were granted and in FY24, 9,86,232 Performance share units were granted. There were no performance share units vested or any shares issued on vesting during the year and 1,35,243 stock options and 1,95,448 performance share units had lapsed and forfeited.

The statutory disclosures as mandated under the SBEB Regulations and a certificate from the Secretarial Auditors confirming implementation of the above Schemes in accordance with SBEB Regulations and Members

approval, have been obtained. The same are available for electronic inspection by the Members during the AGM and are also hosted on the website of the Company URL: <https://www.tatamotors.com/esop/>.

PARTICULARS OF EMPLOYEES AND REMUNERATION

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to the Report as **Annexure-1**.

Statement containing particulars of top 10 employees and particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as a separate Annexure forming part of this report. In terms of proviso to Section 136(1) of the Act, the Report and Accounts are being sent to the Members, excluding the aforesaid Annexure. The said Statement is also open for inspection. Any Member interested in obtaining a copy of the same may write to the Company Secretary at inv_rel@tatamotors.com. None of the employees listed in the said Annexure are related to any Director of the Company.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Pursuant to Regulation 34(2)(f) of the SEBI Listing Regulations, the Business Responsibility and Sustainability Report ('BRSR') on initiatives taken from an environmental, social and governance perspective, in the prescribed format is available as a separate section of this Annual Report and is also available on the Company's website URL: <https://www.tatamotors.com/annual-reports/>

In terms of SEBI Listing Regulations, the Company has obtained, BRSR Reasonable assurance on BRSR Core Indicators from KPMG Assurance and Consulting Services LLP, Mumbai on a standalone basis.

SAFETY AND HEALTH – PERFORMANCE & INITIATIVES

The Company remains steadfast in fostering a world-class safety culture, prioritizing the well-being of its employees and stakeholders across all operational facets. Throughout FY24, the Zero Incident Plan continued to be a cornerstone, featuring 31 themes and 51 major actions led by a Senior Leader, ensuring its sustained effectiveness.

A robust governance system ensures multi-level safety reviews, with the Safety, Health and Sustainability ('SHS') Committee of the Board serving as the apex review body. Monthly evaluations by SHE Councils and Apex Committees at plant levels oversee safety performance, while focused safety

reviews are conducted in non-manufacturing areas at defined intervals, engaging Customer Service and Warehouse teams.

Continuing its commitment to enhancing safety culture, the Company engaged external experts DSS+ to fortify our approach across four pillars: Leadership and Governance, Operations and Risk, Business Partners, and People & Performance. Strategically aligned actions for FY24 focus on proactive governance and fostering a Zero Harm Culture through leadership behaviors communicated across all levels.

In Operations and Risk, the Company's Model Areas Initiative showcased exemplary safety role modeling, with leaders demonstrating adherence to safety standards. The Company's systematic approach to hazard identification and mitigation at Critical to Safety Stations led to a significant reduction in injuries. Furthermore, initiatives such as Drive Zero targeted risk areas with a focus on defensive driving and safety checks, were undertaken.

Embracing digitalization, the Company implemented various applications leveraging video analytics and AI, particularly at Jamshedpur and Sanand-1. The Company's long-term business partner strategy integrates Contractor Safety Management activities, ensuring partner accountability and utilization.

Interaction and engagement with business partners have been paramount, with initiatives like focused contractor employee safety targeting critical areas. In People and Performance, the Company's workforce is empowered through training and recognition programs, exemplified by commendable self-directed team achievements and focused training sessions on risk perception.

Despite our efforts, there were two unfortunate workplace related fatal incidents these were thoroughly investigated with systemic actions implemented across the Company. Reflecting on the Company's performance, Total Recordable Case Frequency Rate increased slightly, underscoring the need for continual improvement.

The Company remains resolute in its dedication to enhancing safety performance, as evidenced by our initiatives and recognitions during FY24.

HEALTH

Under Health and Wellness, the Company strengthened physical wellness offerings through 'Healthy Workplace' program further by implementing various prevention strategies like Secondary prevention (Cardiac risk evaluation, stress test & ensuring disease control status), Primary prevention (Tobacco cessation program, Obesity management program & pre-diabetes detection / awareness), and Primordial prevention (Canteen menu transformation).

The Company continues to provide "Employees Assistance Program"- a confidential, third party, free of cost counselling service for employees since April 2020. During FY24, 603 employees and dependents availed counselling service through helpline and offline counselling offered.



Board's Report

Under 'Business Partner dignity program' during FY24, 17,224 employees were provided free consultation & treatment at Company health centers. 1693 women employees were screened for anemia and 186 were provided with free iron supplements resulting in anemia correction. Additional 4994 business partner employees joined emotional health awareness initiatives.

As a result of focused wellness strategies and effective implementation across employee groups, the Company received the Platinum Healthy Workplaces award from Arogya World on December 8, 2023.

ENERGY & ENVIRONMENT

The Company has always been conscious of the need to conserve energy in its manufacturing plants and to the protect environment. Energy conservation is achieved through optimized consumption of power and fossil fuels and improvements in energy productivity through Energy Conservation ('ENCON') projects, which contributes in reduction in operational costs and climate change mitigation through reduction in greenhouse gases. The Company is also signatory to RE100 - a collaborative, global initiative of influential businesses committed to 100% renewable electricity and is working towards increasing the amount of renewable energy generated in-house and procured from off-site sources.

In FY24, the said ENCON efforts contributed to energy savings of 51.72 lakh kWh electricity and 19302.61 GJ of fuel, resulting into avoided emission of 4858.94 tCO₂. In FY24, the Company generated / sourced 114.05 million kWh of renewable electricity for its manufacturing operations, which amounts to 33% of the total power consumption for the Commercial Vehicle operations and contributed in avoidance of emission of 81,658 tCO₂.

The Company generates Renewable Energy ('RE') in-house through Solar photovoltaic ('Solar PV') installations, off-site captive wind farms and through procurement of off-site wind & solar power through Power Purchase Agreements ('PPA's') and International Renewable Energy Certificate ('i-REC'). As on FY24, the Company's in-house installed Solar PV installation capacity are Pimpri (Pune) – 7.35 MWp; Chinchwad (Pune) - 0.435 MWp; Jamshedpur – 8.01 MWp; Pantnagar - 16 MWp; Lucknow - 6 MWp; and Dharwad - 1 MWp.

In FY24, the Company conserved a total of 9.07 lakh m³ of water through recycling effluents and rainwater harvesting, which is 30% of total water consumption. Plants at Lucknow and Dharwad have achieved Water Positive certification and plant at Pantnagar has achieved Water Neutral certification as per CII-GBC. The remaining plants are working towards achieving the same.

In FY24, the Company sustained its efforts across Plants to divert hazardous waste from landfill / incineration and derive value from the same. Several plants divert hazardous wastes for energy recovery through co-processing at cement plants. The Company will continue this initiative to

ultimately achieve 'Zero Waste to Landfill' status for all its manufacturing operations.

CORPORATE SOCIAL RESPONSIBILITY

The brief outline of the Corporate Social Responsibility ('CSR') Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year in the format prescribed in the Companies ('CSR Policy') Rules, 2014 are set out in **Annexure - 2** of this Report. The CSR Policy is available on Company's website at URL: <https://www.tatamotors.com/corporate-responsibility/governance/>

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNING AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act, read along with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as **Annexure - 3**.

ANNUAL RETURN

Pursuant to Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return for FY24 is uploaded on the website of the Company and the same is available on <https://www.tatamotors.com/annual-reports/>

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Appointment / Re-appointment

As reported last year, Mrs Usha Sangwan (DIN: 02609263), was appointed as an Additional and Non-Executive Independent Director on the Board of the Company w.e.f May 15, 2023. At the 78th AGM held on August 8, 2023, the Members approved her appointment as an Independent Director of the Company for a period of 5 years *i.e.*, from May 15, 2023 to May 14, 2028.

The Board on the recommendation of NRC and in accordance with provisions of the Act and SEBI Listing Regulations has re-appointed Ms Vedika Bhandarkar (DIN: 00033808) as a Non-Executive Independent Director on the Board for a second term of 5 years, w.e.f. June 26, 2024, subject to approval of Members at this AGM.

The Board on the recommendation of NRC and in accordance with provisions of the Act and SEBI Listing Regulations, has appointed Mr Bharat Puri (DIN: 02173566) as an Additional and Non-Executive Independent Director on the Board for a tenure of 5 years from May 15, 2024 to May 14, 2029 (both days inclusive), subject to approval of Members at this AGM. He shall hold office as Additional Director upto the date of this AGM and is eligible for appointment as an Independent Director.

In accordance with provisions of the Act and the Articles of Association of the Company, Mr Girish Wagh, Executive Director (DIN: 03119361) is liable to retire by rotation at this AGM and is eligible for re-appointment.

Mr Mitsuhiro Yamashita (DIN:08871753), a Non-Executive Non-Independent Director, ceased to be a Director of the Company with effect from October 27, 2023, upon attaining the retirement age as per the Company's Governance Guidelines on Board Effectiveness.

The Board places on record its sincere appreciation for his contributions and extends gratitude to Mr Mitsuhiro Yamashita for his invaluable service as a Director on the Board. His insightful contributions have played a pivotal role in steering the Company's strategic direction and fostering growth.

The disclosures required pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standards ('SS')- 2 on General Meetings are given in the Notice of AGM, forming part of the Annual Report.

Independent Directors

In terms of Section 149 of the Act and the SEBI Listing Regulations, Mr O P Bhatt, Ms Hanne Sorensen, Ms Vedika Bhandarkar, Mr K V Chowdary, Mr Al-Noor Ramji and Mrs Usha Sangwan are the Independent Directors of the Company as on date of this Report.

All Independent Directors of the Company have given declarations under Section 149(7) of the Act, that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. The Independent Directors of the Company have undertaken requisite steps towards the inclusion of their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs, in terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are persons of high integrity and repute. They fulfill the conditions specified in the Act as well as the Rules made thereunder and are independent of the Management.

Key Managerial Personnel

In terms of Section 203 of the Act, the Key Managerial Personnel ('KMPs') of the Company during FY24 are:

- Mr Girish Wagh, Executive Director

- Mr P B Balaji, Group Chief Financial Officer
- Mr Maloy Kumar Gupta, Company Secretary

CORPORATE GOVERNANCE

Pursuant to Regulation 34 of the SEBI Listing Regulations, Report on Corporate Governance along with the certificate from a Practicing Company Secretary certifying compliance with conditions of Corporate Governance is annexed to this Report.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis, as required in terms of the SEBI Listing Regulations, is annexed to this Report.

MEETINGS OF THE BOARD

The Board held 7 (seven) meetings during the FY24.

For details, please refer to the Report on Corporate Governance, which forms part of this Report.

COMMITTEES OF THE BOARD

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority.

The following Committees constituted by the Board function according to their respective roles and defined scope:

- Audit Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Stakeholders' Relationship Committee
- Risk Management Committee
- Safety, Health and Sustainability Committee
- Technology Committee
- Allotment Committee

Details of composition, terms of reference and number of meetings held in FY24 for the aforementioned Committees are given in the Report on Corporate Governance, which forms a part of this Report. Further, during the year under review, all recommendations made by the various Committees have been accepted by the Board.

BOARD EVALUATION

The annual evaluation process of individual Directors, the Board and Committees was conducted in accordance with the provision of the Act and the SEBI Listing Regulations.

The Board evaluated its performance after seeking inputs from all the Directors on the basis of criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc. The performance of the Committees was evaluated by the Board after seeking inputs from the Committee Members on the basis of criteria such as



Board's Report

the composition of Committees, effectiveness of Committee meetings, etc. The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the SEBI.

The Chairman of the Board had one-on-one meetings with the Independent Directors and the Chairman of NRC had one-on-one meetings with the Executive and Non-Executive, Non-Independent Directors. These meetings were intended to obtain Directors' inputs on effectiveness of the Board / Committee processes.

The Board and the NRC reviewed the performance of individual Directors on the basis of criteria such as the contribution of the individual Director to the Board and Committee Meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of Independent Directors, performance of Non-Independent Directors and the Board as a whole was evaluated. Additionally, they also evaluated the Chairman of the Board, taking into account the views of Executive and Non-Executive Directors in the aforesaid Meeting. The Board also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The above evaluations were then discussed in the Board Meeting and performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Please refer to the Paragraph on Familiarisation Programme in the Corporate Governance Report for detailed analysis.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company's Policy on Directors' appointment and remuneration and other matters provided in Section 178(3) of the Act (salient features) has been briefly disclosed hereunder and in the Report on Corporate Governance, which is a part of this Report.

Selection and procedure for nomination and appointment of Directors

The NRC is responsible for developing competency requirements for the Board based on the industry and strategy of the Company. The Board composition analysis reflects in-depth understanding of the Company, including its strategies, environment, operations, financial condition and compliance requirements.

The NRC conducts a gap analysis to refresh the Board on a periodic basis, including each time a Director's appointment or re-appointment is required. The NRC reviews and vets the profiles of potential candidates compared to the required competencies, undertakes due diligence and meeting potential candidates, prior to making recommendations of their nomination to the Board.

Criteria for determining qualifications, positive attributes and independence of a Director

In terms of the provisions of Section 178(3) of the Act, and Regulation 19 of the SEBI Listing Regulations, the NRC has formulated the criteria for determining qualifications, positive attributes and independence of Directors, the key features of which are as follows:

- **Qualifications** - The Board nomination process encourages diversity of thought, experience, knowledge, age and gender. It also ensures that the Board has an appropriate blend of functional and industry expertise.
- **Positive Attributes** - Apart from the duties of Directors as prescribed in the Act, the Directors are expected to demonstrate high standards of ethical behavior, communication skills and independent judgment. The Directors are also expected to abide by the respective Code of Conduct as applicable to them.
- **Independence** - A Director will be considered independent if he/she meets the criteria laid down in Section 149(6) of the Act, the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations.

The Directors affirm that the remuneration paid to Directors, KMPs and employees is as per the Remuneration Policy of the Company.

The remuneration policy for directors, key managerial personnel and other employees is also available on the Company's website URL: <https://www.tatamotors.com/wp-content/uploads/2023/10/remuneration-policy.pdf>

VIGIL MECHANISM

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. In line with the Tata Code of Conduct ('TCoC'), any actual or potential violation, however insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the employees in pointing out such violations of the TCoC cannot be undermined.

Pursuant to Section 177(9) of the Act, a vigil mechanism was established for directors and employees to report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. The vigil mechanism provides multiple channels for reporting concerns including an option for escalations, if any, to the Chairperson of the Audit Committee of the Company.

The policy of vigil mechanism is available on the Company's website at URL: <https://www.tatamotors.com/wp-content/uploads/2023/11/whistle-blower-policy.pdf>

AUDIT

Statutory Audit

M/s B S R & Co. LLP, ('BSR') Chartered Accountants (ICAI Firm No. 101248W/ W-100022), were re-appointed as the Statutory Auditors of the Company for a tenure of 5 years commencing from the conclusion of the 77th AGM of the Company until the conclusion of the 82nd AGM of the Company to be held in the year 2027.

The Statutory Auditor's Report does not contain any qualifications, reservations, adverse remarks or disclaimers.

Branch Audit

The Resolution authorizing the Board to appoint Branch Auditors for the purpose of auditing the accounts maintained at the Branch offices of the Company abroad is being placed for approval of the Members in the Notice for this AGM.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Director appointed M/s Parikh & Associates, (Registration No. - P1988MH009800), a firm of Company Secretaries in Practice to conduct the Secretarial Audit of the Company for the year ended March 31, 2024. The Report of the Secretarial Audit is annexed herewith as **Annexure – 4A**. The said Secretarial Audit Report does not contain any qualification, reservations, adverse remarks and disclaimer.

Secretarial Audit Report of Material Unlisted Subsidiary

As per regulation 24(1) of SEBI Listing Regulations, the Company is required to annex the secretarial audit report of its material unlisted subsidiary to its Annual Report. TMPVL and TPEML have been identified as Material Unlisted Subsidiaries of the Company for FY24 and accordingly the Company is annexing the Secretarial Audit Reports of TMPVL and TPEML as **Annexures 4B and 4C**, respectively.

Cost Audit & Cost Records

As per Section 148 of the Act, the Company is required to have the audit of its cost records conducted by a Cost Accountant. The Board of the Company has on the recommendation of the Audit Committee, approved the appointment of M/s Mani & Co., a firm of Cost Accountants in Practice (Registration No.000004) as the Cost Auditors of the Company to conduct cost audit for relevant products prescribed under the Companies (Cost Records and Audit) Rules, 2014 for the year ending March 31, 2025. M/s Mani & Co. have, under Section 139(1) of the Act and the Rules framed thereunder furnished a certificate of their eligibility and consent for appointment.

The Board on recommendations of the Audit Committee has approved the remuneration payable to the Cost Auditor, subject to ratification of their remuneration by the Members at this AGM. The resolution approving the above proposal is being placed for approval of the Members in the Notice for this AGM.

The cost accounts and records of the Company are duly prepared and maintained as required under Section 148(1) of the Act.

OTHER DISCLOSURES

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during FY24 with related parties were on an arm's length basis and in the ordinary course of business and approved by the Audit Committee. Certain transactions, which were repetitive in nature, were approved through omnibus route.

As per the SEBI Listing Regulations, if any Related Party Transactions ('RPTs') exceeds ₹1,000 crore or 10% of the annual consolidated turnover as per the last audited financial statement whichever is lower, would be considered as material and would require Members' approval. In this regard, during the year under review, the Company has taken necessary Members' approval. However, there were no material transactions of the Company with any of its related parties as per the Act. Therefore, the disclosure of the Related Party Transactions as required under Section 134(3)(h) of the Act in AOC-2 is not applicable to the Company for FY24 and, hence, the same is not required to be provided.

The details of RPTs during FY24, including transaction with person or entity belonging to the promoter / promoter group which hold(s) 10% or more shareholding in the Company are provided in the accompanying financial statements.

During FY24, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company other than sitting fees, commission and reimbursement of expenses, as applicable. Pursuant to SEBI Listing Regulations, the Resolution for seeking approval of the Members on material related party transactions is being placed at the AGM.

Pursuant to the requirements of the Act and the SEBI Listing Regulations the Company has formulated a policy on RPTs and is available on Company's website URL: <https://www.tatamotors.com/wp-content/uploads/2023/11/rpt-policy.pdf>

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

As per Section 186, the details of Loans, Guarantees or Investments made during FY24 are given below:

Name of Companies	Nature of Transactions	₹ crore	
		Loans	Investment
TML Smart City Mobility Solutions Ltd.	Equity infusion	--	199.00
Freight Commerce Solutions Pvt. Ltd. (Freight Tiger)	Equity investment	--	61.60
	Cumulative Convertible Preference Shares	--	88.40
	Equity infusion	--	478.60
TML CV Mobility Solutions Ltd.	Equity infusion	--	478.60
TML CV Mobility Solutions Ltd.	Loan	16.00	--



Board's Report

During FY24, the Company has not given guarantees to any of its subsidiaries, joint ventures, associates companies and other body corporates and persons.

DEPOSITS FROM PUBLIC

The Company has not accepted any deposits from public during the year under review, and as such, no amount of principal or interest on deposits from public was outstanding as on the date of the balance sheet, except for unclaimed and unpaid deposits pertaining to previous years.

The Company has not accepted any deposits from public during the year under review, and as such, no amount principal or interest on deposits from public was outstanding as on the date of the balance sheet, except for unclaimed and unpaid deposits pertaining to previous years.

DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory, cost, secretarial auditors and external agencies, including audit of internal controls over financial reporting by the Statutory Auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY24.

Accordingly, pursuant to Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- b) they have selected such accounting policies and have applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively; and

- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

Please refer to the paragraph on Internal Control Systems and their Adequacy in the Management Discussion and Analysis report for detailed analysis.

SECRETARIAL STANDARDS

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

INVESTOR EDUCATION AND PROTECTION FUND ('IEPF')

Refer Corporate Governance Report para on 'Transfer of unclaimed / unpaid amounts / shares to IEPF for details on transfer of unclaimed/unpaid amount/shares to IEPF.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these items during the year under review:

- There are no significant material orders passed by the Regulators or Courts or Tribunal, which would impact the going concern status of the Company and its future operation. However, Members attention is drawn to the Statement on Contingent Liabilities and Commitments in the Notes forming part of the Financial Statement.
- No fraud has been reported by the Auditors to the Audit Committee or the Board.
- There has been no change in the nature of business of the Company.

ACKNOWLEDGEMENTS

The Directors wish to convey their appreciation to all of the Company's employees for their contribution towards the Company's performance. The Directors would also like to thank the members, employee unions, customers, dealers, suppliers, bankers, governments and all other business associates for their continuous support to the Company and their confidence in its management.

On behalf of the Board of Directors

N CHANDRASEKARAN

Chairman

DIN: 00121863

Mumbai, May 10, 2024

Annexure – 1

Details of Remuneration of Directors, Key Managerial Personnel and Employees and comparatives

[Pursuant to Section 197 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

- 1 (a). The ratio of the remuneration of each Director to the median remuneration of the employees of the Company and the percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary in the FY24:

Sr No	Name	Designation	Ratio of remuneration to median remuneration	% Increase in Remuneration
I Non-Executive Director(s)				
1	Mr N Chandrasekaran ⁽¹⁾	Chairman- Non-Executive Director	--	--
2	Mr Om Prakash Bhatt	Independent Director	10.80	12.21
3	Ms Hanne Sorensen	Independent Director	10.70	12.34
4	Ms Vedika Bhandarkar	Independent Director	10.65	13.44
5	Mr K V Chowdary	Independent Director	8.37	16.07
6	Mr Al-Noor Ramji	Independent Director	10.44	14.39
7	Mrs Usha Sangwan ⁽²⁾	Independent Director	7.29	--
8	Mr Mitsuhiko Yamashita ⁽³⁾	Non-Executive & Non-Independent Director	--	--
II Executive Director				
9	Mr Girish Wagh	Executive Director	60.21	18.91
III Key Managerial Personnel				
1	Mr P B Balaji	Group Chief Financial Officer	NA	24.19
2	Mr Maloy Kumar Gupta	Company Secretary	NA	25.49

Notes:

- 1) As a Policy, Mr N Chandrasekaran, Chairman, has abstained from receiving commission from the Company and hence not stated.
- 2) Appointed as an Independent Director of the Company, effective from May 15, 2023. Hence, her remuneration is not comparable.
- 3) Ceased to be Non-Executive Director of the Company effective October 27, 2023. Hence, his remuneration is not comparable.

- (b) A break-up median remuneration for employees is give below:

Employee Group	Median Remuneration (₹ in lakh)	Increase in the median Remuneration (%)
White Collar	17.04	13.6%
Blue Collar	10.00	9.3%

The Median Remuneration of employees for the FY24 is ₹11.57 lakh. The percentage increased in the median remuneration of employees in the financial year was 6.1%.

2. The number of permanent employees on the rolls of the Company as at March 31, 2024: 20,576



Board's Report

3. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and if there are any exceptional circumstances for increase in the managerial remuneration:

Employee Group	Average percentage increase / (decrease) in salaries for FY24 (in %)
All permanent (Blue Collar and White Collar)	10.3
White Collar	10.6
Blue Collar	8.4
Executive Directors/ Managerial Remuneration	
Girish Wagh	18.91

Note: Salaries for blue collar includes only Total Fixed Pay (as they are not given any performance linked bonus but have plant-wise wage revision at a set frequency). The annual variable / performance pay and the salary increment of managers is linked to the Company's performance in general and their individual performance for the relevant year is measured against major performance areas which are closely aligned to Company's objectives. The remuneration for white collar does not include Long Term Incentives.

4. Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company confirms that the remuneration is as per the remuneration policy of the Company.

On behalf of the Board of Directors

N Chandrasekaran
Chairman
DIN: 00121863

Mumbai, May 10, 2024

ANNEXURE-2

Annual Report on Corporate Social Responsibility ('CSR') Activities

[Pursuant to Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014]

(i) A brief outline of the CSR policy of the Company:

1. Overview:

(i) **Outline of CSR Policy:** As an integral part of our commitment to good corporate citizenship, the Company believes in actively assisting in improvement of the quality of life of people in communities, giving preference to local areas around our business operations. Towards achieving long-term stakeholder value creation, we shall always continue to respect the interests of and be responsive to our key stakeholders - the communities, especially those from socially and economically backward groups, the underprivileged and marginalized; focused on, *inter alia*, the Scheduled Castes and Scheduled Tribes and the society at large. In order to leverage the demographic dividend of our country, Company's CSR efforts shall focus on Health, Education, Environment, Employability and Rural Development interventions for relevant target groups, ensuring diversity and giving preference to needy and deserving communities in rural, semi urban and urban India. CSR at the Company shall be underpinned by 'More from Less for More People' philosophy which implies striving to achieve greater impacts, outcomes and outputs of our CSR projects and programmes by judicious investment and utilization of financial and human resources, engaging in like-minded stakeholder partnerships for higher outreach benefitting more lives.

(ii) **CSR Projects:** All the CSR projects are undertaken under four major thrust areas and the Rural Development space termed as Integrated Village Development Initiative, these are namely;

1. Aarogya (Health): Addressing child malnutrition; health awareness among females; preventive & curative health services and institutional strengthening, drinking water projects;

2. Vidyadhanam (Education): Scholarships; Special coaching classes for secondary school students; competitive exams coaching for higher secondary school students, school infrastructure improvement; co-curricular activities; financial aid;
3. Kaushalya (Employability): ITI partnership & allied-auto trades; Motor Mechanic Vehicle (MMV); Training in retail, hospitality, white goods repair, agriculture & allied trades and Drivers training – novice and refresher;
4. Vasundhara (Environment): Tree plantation, environmental awareness for school students;
5. Rural Development such as Integrated Village Development Programme ('IVDP') in Jharkhand and Maharashtra.

Additionally, our CSR interventions augmented water availability in identified districts of Maharashtra through the Amrutdhara Project.

In the year 2023-24, over one million, *i.e.*, 10,03,943 beneficiaries were covered through the Company's CSR programmes.

(iii) **Employee Volunteering:** Volunteering is one of the key initiatives that we have chosen to enable our most valuable assets, our people and are employees to give back to the society by channelizing their time and energies, towards societal good. Over and above directing professional expertise and rich experience towards pressing environmental and social issues, volunteering enhances, social cohesion and strengthens communities. Through this institutionalized volunteering initiative, employees associate and engage with important causes such as tree plantation, environment & health awareness, mentoring, etc. and create a positive impact on the lives of many. In the year 2023-24, 15,007 employees volunteered for 1,17,400 man-hours and benefitted nearly 47,145 citizens.



Board's Report

2. Composition of CSR Committee:

Sl. No.	Name of Directors	Designation/ (Nature of Directorship)	Number of meetings of CSR Committee during the year	
			Held	Attended
1	Mr K V Chowdary (Chairman) ⁽¹⁾	Chairman, Non-Executive, Independent Director	3	3
2	Mr Om Prakash Bhatt ⁽²⁾	Member, Non-Executive, Independent Director	3	3
3	Mr Girish Wagh	Member, Executive Director	3	3
4	Ms Vedika Bhandarkar ⁽³⁾	Member, Non-Executive, Independent Director	3	2
5.	Mrs Usha Sangwan ⁽⁴⁾	Member, Non-Executive, Independent Director	3	1

1. Appointed as a Chairman of the CSR Committee with effect from January 1, 2024.

2. Ceased to be a Chairman and continues to be a Member of the CSR Committee with effect from January 1, 2024.

3. Ceased to be a Member of the CSR Committee with effect from January 1, 2024.

4. Appointed as a Member with effect from May 15, 2023 and ceased to be a Member of CSR Committee with effect from January 1, 2024.

3. Web-links of Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company at:

Composition of CSR Committee : <https://www.tatamotors.com/organisation/our-leadership/>

CSR Policy: <https://www.tatamotors.com/wp-content/uploads/2024/04/csr-policy.pdf>
<https://www.tatamotors.com/corporate-responsibility/governance/>

CSR Projects: <https://www.tatamotors.com/corporate-responsibility/working-with-communities/>

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: Not applicable.

5. (a) Average Net Profit of the Company as per Section 135(5): (₹1,780.60) crore
 (b) Two percent of average net profit of the company as per Section 135(5): Not applicable.
 (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Not applicable.
 (d) Amount required to be set off for the financial year, if any: Not Applicable
 (e) Total CSR obligation for the financial year (5b+5c+5d): Nil

In view of the losses incurred by the Company in the preceding years, as per the provisions of Section 135 of the Companies Act, the Company is not mandated to incur any expenditure on CSR activities. However, as a matter of its commitment to the society and to continue and nourish the CSR activities initiated earlier, the Company spent an amount of ₹21.59 crore on CSR activities in accordance with its CSR Policy.

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹21.27 crore
 (b) Amount spent in Administrative Overheads: ₹0.32 crore
 (c) Amount spent on Impact Assessment, if applicable: Not applicable
 (d) Total amount spent for the Financial Year [6(a)+6(b)+6(c)]: ₹21.59 crore
 (e) CSR amount spent or unspent for the Financial Year:

(₹ in crore)

Total Amount Spent for the Financial Year	Amount Unspent				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
21.59			Not Applicable		

(f) Excess amount set off, if any:

		(₹ in crore)
Sr. No.	Particular	Amount
(i)	Two percent of average net profit of the company as per section 135(5)	Not applicable
(ii)	Total amount spent for the Financial Year	21.59
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

7. (a) Details of Unspent CSR amount for the preceding three financial years:

Sr. No	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135(6)	Balance Amount in Unspent CSR Account under Section 135(6)	Amount spent in the reporting Financial Year	Amount transferred to any fund specified under Schedule VII as per section 135(5), if any		Amount remaining to be spent in succeeding Financial Years. (in ₹)	Deficiency, if any
					Amount	Date of Transfer		
NIL								

8. Where any capital assets have been created or acquired through CSR amount spent in the Financial Year:

Yes No

If yes, enter the number of Capital assets created / acquired: Not Applicable

Furnish the details relating to such assets created/ acquired: Not Applicable

Furnish the details relating to such asset(s) so created or acquired through CSR amount spent in the Financial Year:

Sr. No.	Short particulars of the Property or asset(s) (including complete address and location of the property)	Pin code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner			
					CSR Registration Number, if applicable	Name	Registered address	
(1)	(2)	(3)	(4)	(5)	(6)			
NIL								

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

Mumbai, May 10, 2024

Girish Wagh
Executive Director
DIN:03119361

K V Chowdary
Chairman - CSR Committee
DIN: 08485334



Board's Report

ANNEXURE - 3

Particulars of Conservation of Energy, Technology absorption and Foreign Exchange Earnings and Outgo

Pursuant to Section 134 (3) (m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014

A. CONSERVATION OF ENERGY

The Company has always been conscious of the need to conserve energy in its Manufacturing Plants which leads to optimized consumption of non-renewable fossil fuels, energy productivity, climate change mitigation, and reduction in operational costs. The Company is also signatory to RE100 - a collaborative, global initiative of influential businesses committed to 100% renewable electricity, and is working to increase the amount of renewable energy generated in-house and procured from off-site sources.

(i) The steps taken or impact on conservation of energy:

ENCON projects have been implemented at all Plants and Offices of the Company in a planned and budgeted manner. Some of the major ENCON Projects in FY24 for Commercial Vehicle operations include:

- Jamshedpur: Optimization of running hours of ARP and Exhauster in Loop-2 Paint Booth at Paint Factory, Modification of charging fixture of G950 Counter shaft and Main shaft in SQF Furnace.
- Pimpri: VFD, LED, HVLS fan projects in manufacturing areas, fuel saving by process improvements in manufacturing area.
- Chinchwad and Maval Foundry: Reduction in electrical consumption of water cooling and recirculation system, Reduction in fuel (LPG) consumption of striko melting furnace, energy saving by yield improvement.
- Lucknow : LED migration projects.
- Pantnagar: Elimination of Baking of Sealer in Sealer oven, LED migration projects.
- Dharwad: HVLS installations, VFD for Compressor House water cooling pump

These ENCON efforts in FY24 have resulted into energy savings 51.72 lakh kWh electricity and 19302.61 GJ of fuel, resulting into avoided emission of 4858.94 tCO₂.

(ii) The steps taken by the Company for utilizing alternate sources of energy:

The Company continued to add on-site Renewable Energy (solar) generation capacity in FY24, which brings the total installed capacity to:

- 7.35 MWp Roof-top Solar PV installation at Pune (Pimpri);
- 8.01 MWp Solar PV at Jamshedpur;
- 16 MWp Solar PV installation at Pantnagar;
- 0.435 MWp Solar PV installation at Chinchwad;
- 6 MWp Solar PV installation at Lucknow
- 1 MWp Solar PV installation at Dharwad;

The Company also sources off-site renewable energy at its Pune and Dharwad Works through PPA with Third Party Wind & Solar Power Generators and Green Energy Purchase from Exchange & Discom and I-REC's.

The Company plans to continue to source off-site renewable power in line with regulatory policies / frameworks and tariffs in the States where we operate. These efforts will continue to help offset greenhouse gas emissions in the coming years.

In FY24 the Company generated / sourced 114.05 million kWh of renewable electricity for its manufacturing operations, which amounts to 33% of the total power consumption for the Commercial Vehicle operations. This contributed to avoidance emission of 81,658 tCO₂.

(iii) The capital investment on energy conservation equipment:

In FY24, the Company has invested ₹5.06 crore in various energy conservation projects.

Awards / Recognition received during the year is as below:

1. Jamshedpur Plant
 - a. Won the First Prize in the Automobile (Main) Sector in the National Energy Conservation Awards 2023 ('NECA), conducted by Bureau of Energy Efficiency ('BEE'), Ministry of Power, Govt. of India.

2. Pantnagar Plant
 - a. Excellent Energy Efficient Unit Award, CII (won 8th time in a row)
3. Lucknow Plant
 - a. Energy Efficient Unit in the 24th National Award for Excellence in Energy Management 2023 in the Automobile sector conducted by CII, Hyderabad.
4. Pimpri Plant
 - a. Won “CII-National Energy Leader Award 2023” and “ CII-Excellence in Energy Management Award-2023” for the consecutive 6th time

B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

In FY24, the Company continued with its commitment & leadership on the front of Sustainability and green technologies and has been steering the electrification journey in India for cargo and passenger transportation. The Company is amongst country’s most innovative vehicle manufacturer and its research and development facilities have consistently developed and engineered innovative mobility solutions powered by fuel efficient powertrains, alternate fuel technologies: battery electric, CNG, LNG, Hydrogen ICE and Hydrogen Fuel Cell technologies.

Application of new designs and features, manufacturing setup, supply chain processes along with downstream activities like marketing and sales are dependent on a new generation of technologies and digitalization. With its relentless efforts, The Company has been touching the pinnacle of advancement in areas like efficiency improvements, emission controls, materials technology, clean energy, powertrain options, safety, connectivity, electrification & softwarization for fostering sustainable mobility solutions.

Prioritizing environmentally conscious and sustainable development is imperative to safeguard the long term welfare of present and future generations. The Company has therefore dedicated its endeavors towards advancing the Sustainable Development Goals (‘SDGs’), with a steadfast commitment to fostering a circular economy and promoting environmentally friendly initiatives.

With its orientation towards carbon neutrality, the Company unveiled two state-of-the-art and new-age R&D facilities, for meeting its mission of offering sustainable mobility solutions. The unveilings constitute of Engine test cell for development of Hydrogen Internal Combustion Engine and the necessary infrastructure for storage and dispensing of Hydrogen fuel for the Fuel

cell technology. The Company has been investing in this technology for the last many years and continued to be committed for harnessing its maximum potential through research and product development.

Marching on its path to net zero, the Company had showcased one of the widest range of CV concepts at the Auto Expo 2023. It included the flagship Prima tractor, a heavy CV in two avatars: one with a Hydrogen Internal Combustion Engine and other with Fuel Cell Technology along with the next generation Hydrogen Fuel Cell bus. Being the pioneer in the field of zero emission technologies, the Company delivered two first-of-its-kind, technologically advanced, safer, new generation Hydrogen Fuel Cell powered buses to Indian Oil Corporation. At the first ever Bharat Mobility Global Expo, initiated under the aegis of the Govt of India earlier this year, the Company presented India’s 10 most advanced, efficient and eco-friendly CVs under Trucks, Buses, Tippers and Small truck platforms.

As part of enhancing synergy between the Group, earlier this year the Company flagged off its next-generation, green-fuel powered CVs for Tata Steel. Engineered for a variety of applications, the Tata Prima LNG range of trucks including Tippers (3530.K) and Tractors (5530.S) will be used for surface, mining, and long-haul commercial transportation. As part of the accelerated adoption of battery-electric range, 28T EV Tipper (E28.K) and 46T EV Tractor (E46.S) are being deployed for establishing real-world performance, as part of Tata Steel’s logistic movement. In addition to the zero-emission trucks, Tata Steel will also start using Tata Ultra EV buses for employee transport, across its plant locations.

On the front of Connected Vehicle services, the Company had cumulatively connected over 6.85 lakh CVs since inception of its Connected Vehicle Platform, with Fleet Edge, its dedicated connected vehicle platform designed especially for efficient fleet management. Fleet Edge uses smart technologies to increase vehicle uptime and improve road safety. The platform shares actionable insights in real time on vehicle status, health, and location and driver behavior of every vehicle connected to it. This enables owners and fleet managers to take better decisions for enhancing operational efficiency, lowering logistics costs and improving profits.

There are also new-generation, cutting edge range of gensets launched by the Company in India. Backed by the reliable and technologically advanced Central Pollution Control Board IV+ (‘CPCB IV+’) the Company’s engines and the high-performance gensets are available in 25kVA to 125kVA configurations. The new range of the Company Gensets are more fuel efficient and come with strong block loading capability, which provides lower operating costs and uninterrupted power delivery for businesses. Designed, developed and tested at in house top-notch R&D facility, the Company’s engines



Board's Report

that power these gensets are perfectly suited for diverse applications. These advanced Gensets further strengthen our commitment to empower India's industries, infrastructure and progress. The state-of-the-art gensets deliver an enhanced performance, are more fuel-efficient.

During FY24, the Company introduced its technologically advanced engine, TurboTronn 2.0, to deliver a new benchmark of excellence in trucking. Highly fuel efficient and reliable, this indigenously developed, versatile engine powers Tata trucks in 19-42 tone range for multiple applications across categories. Perfectly suited for rapidly growing e-commerce, logistics, parcel and courier segments, the TurboTronn 2.0 engine is designed to address specific needs expressed by customers, offers enhanced driving experience and is engineered to deliver robust performance with inherent benefits of lowering Total Cost of Ownership ('TCO').

These vehicle platforms are equipped also with features like tilt and telescopic steering wheels, adjustable seating, optimal ergonomics and intuitive digital displays. The revamped Prima range introduces some of India's foremost advanced active and passive safety features. The Company not only underscores the safety of the driver, passengers and cargo but also cements its position as a trailblazer in championing safer commercial vehicles.

a. Efforts made towards innovation, technology development, absorption and adaptation

- Some of the forward-looking technology programs which will help to achieve targeted net zero and circularity commitments that the Company is concentrating on are - Hydrogen IC engine base design completion for enabling performance & emission development. Re-refined oil for base engine – demonstrated up to 5% reuse and efforts continue beyond mandated 5% to increase up to 20% reuse. Engine design and material aspects for compliance to flex fuel (E20 to E85) and other emerging blends in conventional fuels such as ED5, MD5 and MD15. Developing baseline framework for ensuring circularity of powertrain.
- Launch of BS6 Phase-II products as legislative mandate from April 1, 2023 entailed additional stringency for on-road emission compliance for new vehicles apart from continuous monitoring of emission compliance through relevant hardware and software at periodic intervals for useful life as applicable to given tonnage of vehicles. These requirements are

applicable across all segments covering diesel, gasoline and CNG fuels.

- Taking forward the journey of driving safety and convenience, the Company has introduced India's first-ever ADAS system, complete with features for collision mitigation, lane departure warning, hill hold assist, tyre pressure monitoring, amongst several others. Automakers must continue to work towards building even more sophisticated, nuanced algorithms within ADAS to improve precision while striving to promote autonomous driving.

b. Innovation & IPR Generation

On the IPR front, during FY24, the Company filed an increased number of 1324 IPRs which include record number of 222 patent applications, 117 design applications, 923 Notarizations and 62 copyright applications. The Company also got a grant of 333 patents during the same period, which is again the highest in history. The filings include national jurisdiction and grant details include national and international jurisdictions. Success on this front was acknowledged by the following independent and credible acknowledgements of repute:

- 1) Best Design Portfolio at Industrial Intellectual property Awards by CII
- 2) Best Patent Portfolio, 1st Runner up at Industrial Intellectual property Awards by CII
- 3) Asia IP Elite 2023 by Intellectual Asset Management
- 4) Mobility IP Leader, by Global Intellectual Property Convention
- 5) IP Excellence Awards 2024 for Top Patent driven Industry by ASSOCHAM

Additionally, the Company also emerged amongst Top 25 innovative companies at CII Industrial Technology & Innovation Conclave, New Delhi. It is also noteworthy that besides the innovation on products, there has also been concurrent focus and innovation on process side, manufacturing, supply chain, quality, sales & marketing and also in terms of creation of new business models.

c. Benefits derived as a result of the above efforts

- The Company maintains its position as market leader in the commercial vehicle industry in India as a result of its ongoing and painstaking efforts in research and development. Major technologies are

absorbed through collaboration with worldwide technological partners.

- The Technology Creation & Development Systems ('TCDS') process has aided in the introduction of new technology and integration into planned products, as well as maintaining a competitive advantage by being first in the market.
- The Company received a wide acclamation of its efforts across its range of technologies & products through multiple awards and accolades. Few of them are listed below:

- 1) The Company's CVs won 6 awards at the 5th CII Digital Transformation Awards 2023. All of our 5 CV plants were recognized, earning 1 Most Innovative Best Practice Award & 5 Innovative Best Practice Awards. Our teams won among the 381 entries from 150+ companies across India.
- 2) The Company earned the First Auto PLI certificate in N1 Category (4W - Goods) by ARAI, following the meticulously defined SOP of the Automotive PLI scheme by Ministry of Heavy Industries ('MHI').
- 3) Society of Indian Defense Manufacturers (SIDM 2023) Championship Award for TATA LPTA 6260. This was received by TASL
- 4) TML Connected Vehicle Platform was conferred with Star award at the "World Auto Forum Group" organized in April 2023, through jury evaluation from FICCI, FADA, Jagaran New Media, ICAT and other stakeholders. This award was recommended by IIT Delhi for the Best Implementation of CVP in Innovation Category.
- 5) Two CII National Awards under the category of Most Innovative Projects in June 2023 - Industry First Paint free Sustainable plastics & Hot Spot Analysis & target setting for use of sustainable materials.
- 6) Green Building certification - Indian Green Building Council ('IGBC') Platinum Rating, certification was assigned for Advanced Development Centre (ERC) – Chinchwad

7) The Company won awards in multiple categories at Apollo CV awards 2024.

- SCV pickup of the year – Tata Intra V20 Gold
- MHCV Cargo Carrier of the year – Tata Signa 4830.T
- MHCV Tractor Head of the year – Tata Prima 5530.S 4x2
- I&LCV People Mover of the year – Tata Starbus EV 12M low entry bus
- Special Application CV of the year – Tata Ace EV garbage collector
- Communications Excellence Award.

d. Major technology absorption projects undertaken during the last year includes:

Sr. No.	Technology	Status
1	Performance improvement for EV Powertrain Aggregates	Under development
2	Aggregates/Components for fuel cell technology	Under development
3	Fuel economy improvements and connected features using ML	Under development
4	Development of high efficiency traction systems	Under development
5	In house battery pack development - Unified Architecture	Under development
6	Battery Management System (BMS)	Developed
7	Automatic EV power train configuration & actuation system	Under development
8	Hydrogen IC engines	Under development
9	Flex fuel engine development	Under development
10	Technology for Battery Cooling for SCV EV	Under development
11	ESP technology (Hydraulic Braking)	Developed
12	AC Compressor durability enhancement	Developed

Major technology imports include-

Sr. No.	Technology For	Year of Import	Status
1	Wireless Technologies for Electrification	FY23	Developed
2	Integrated Power Electronics controller	FY23	Developed
3	Advanced energy storage systems - UOT	FY23	In progress
4	Test facility for Hydrogen IC engines	FY24	Developed
5	Development of Axle system for Double decker Bus	FY24	Developed



Board's Report

e. Specific areas in which R & D was carried out by the Company

- Company's focus remains on development of extending EV product range, developing flex fuel powertrain, fuel cell EV & Hydrogen ICE with necessary strategic investments for supporting infrastructure.
- Some other areas in which R&D is being carried out are but not limited to a Wireless battery management system, wireless charging of high voltage battery, development of vehicle control strategies to improve the EV vehicle efficiency by including the multiple efficiency levers.
- Company is focusing on development of high performance and energy trucks for IB market and development of ILMCV and HCV trucks on BEV platform with various voltage architecture.

INITIATIVES TOWARDS DIGITAL PRODUCT DEVELOPMENT SYSTEMS:

Digital Excellence through New Technology Adoptions and Digitalization. These are put into effect by a dedicated function on Digital Product Development & Business Processes. The Company has been a leader in Digitalization in Engineering Space in Indian industry and an influencer in the global auto industry. Enhanced digital product development systems are contributing to design of safe, smart connected vehicles. Achievements through various initiatives are listed below:

- All commercial EVs, medium and heavy trucks and buses from the Company are Fleet Edge ready with a 4G SIM embedded in them. The Telematics Control Unit ('TSU') is AIS 140 compliant, with safety and security functions. Advanced algorithms analyze data inputs from these smart vehicles on multiple parameters to present several value-adding insights. Fleet owners and managers can accordingly take better and informed decisions as per their business need.
- Continuous adoption of new technologies in the digital product development domain to improve product design & development processes contributed to two key goals – Time to Market & World Class Quality. Front loading in design & development resulted in timely delivery and ensuring that new products are developed with lower cost impacts due to changes.
- Niche integration tools, systems and processes continue to be enhanced in the areas of CAx, Knowledge Based Engineering (KBE), Product Lifecycle Management (PLM) and Manufacturing Planning Management (MPM) for more efficient end-to-end delivery of the product development process.

- Data driven analytics using AIML / GenAI is playing big role in enhancing business operations to next level. Data analytics is providing insights of what, where and when about failure / critical events to focus on and alerts for planning corrective actions in advance.
- Simulation process and data management plays vital role in Digital Validation. DPDS developed single framework for Generation of CAE Preprocessing inputs decks for aggregates.
- Reducing physical prototypes thus reducing product cost and time to market is the sole objective of digital validation. High Performance computing ('HPC') on premise setup is deployed across various domains (Crash, Durability, Climate control, Heating Ventilation Air Conditioning, Noise Vibration Harshness) and it is heavily leveraged for robust design, 5 star safety as well as cycle time reduction through digital-physical correlation.

COMPETENCY DEVELOPMENT

- The Company has pioneered numerous innovations in the mobility sector. To continue on this journey, the Company works tirelessly to empower people to attain their full potential through the implementation of appropriate Learning and Development programs, Professional Development programs, and Industry Academic Partnerships. The Company is using a methodical approach to identify skill requirements, gaps, and training needs at the organizational level. The learning and development team is collaborating with worldwide Ed-tech platforms to design specific training and learning routes.
- In order to align the workforce with our sustainability goal, the organization has established a systematic learning method for its employees. It began with the fundamentals of sustainability and raising awareness of our mission and what it entails for each individual. With the increasing input of data, cloud connection, cyber security, and car network security are being prioritized across vehicle platforms like never before.
- The Company's employees have undergone various training programs like High Voltage System Design & Safety Precautions for EV, Artificial Intelligence & Machine Learning Program, Telematics & 5G communication technology.
- The Company is currently enhancing driving experiences through advanced connected vehicle ecosystems. Collaborating with digital experts, the Company ensures unified control across multiple networks. Moreover, the Company is actively developing robust infrastructure for FOTA to facilitate automatic software updates for the latest features, with a commitment to further improve connected vehicles in the future.

FUTURE AREAS OF FOCUS:

- Continued focus in the areas of Sustainability & Circularity through proliferation of alternate and new energy technologies like Flex Fuels, Electrification (BEVs & Fuel Cells) & Hydrogen ICE.
- The Company will aim at furthering the planning and development of the technology projects / basket for their induction in the mainstream vehicle products, leading to a promising future product portfolio.
- In anticipation of future demands, the Company is fast-tracking its digitalization efforts, both on the product and process front, in order to optimize operations and stay competitive.
- The Company will continue its endeavor in R&D space to develop technologies, skill set and competence which will help the Company meet future product portfolio requirements. This would be leveraged through multiple

avenues like live projects, development of Proof of Concepts ('PoCs'), new infrastructure/facility creation, curated training programs for relevant areas & new methods/processes.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign Exchange Earnings and Outgo in FY 2024	(₹ in crore)
Earning in Foreign Currency	3,073.96
Expenditure in Foreign Currency	1,217.86

On behalf of the Board of Directors

N Chandrasekaran

Chairman

DIN: 00121863

Mumbai, May 10, 2024



Board's Report

ANNEXURE 4A

FORM NO. MR - 3

SECRETARIAL AUDIT REPORT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

(Pursuant to section 204 (1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
Tata Motors Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Tata Motors Limited (hereinafter called the Company)**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, to the extent the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the audit period)
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 and amendments from time to time; (Not applicable to the Company during the audit period) and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)
- (vi) Other laws applicable specifically to the Company namely:

1. The Motor Vehicle Act, 1988 and the Rules made thereunder.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice for which necessary consents have been sought at the meeting, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings were taken unanimously.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company had following events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

1. The Company sold 9.9% stake in Tata Technologies through a secondary sale, with 9% transferred to TPG Rise Climate SF Pte. Ltd and 0.9% to the Ratan Tata Endowment Fund.
2. The Company further divested its stake in the Initial Public Offering of Tata Technologies Limited ('TTL') through and by way of an Offer for Sale through TTL's Initial Public Offering. As a result, the Company's shareholding in Tata Technologies Limited was reduced from 64.79% to 53.39% (i.e., from 262,844,816 to 216,569,816 Equity Shares), of the issued and paid up Equity Share capital of TTL.
3. The Company acquired a 26.79% stake in Freight Tiger Commerce Solutions Private Limited for ₹150 crore via Securities Subscription Agreement and Share Subscription Agreement.
4. TML Holdings Pte Limited, a wholly-owned subsidiary of the Company, transferring its entire investment in equity shares of Tata Motors (SA) (Pty) Limited to Tata Africa Holdings (SA) Proprietary Limited. Tata

Motors (SA) (Pty) Limited ceased to be a wholly-owned step-down subsidiary of Tata Motors Limited.

5. The Board of Directors at their meeting held on July 25, 2023 approved the Scheme of Arrangement of the Company and its shareholders and creditors ('Scheme') which, *inter alia*, provides for the reduction through cancellation of the 'A' Ordinary Shares and the consequent issuance and allotment of the Ordinary Shares, as consideration other than cash for such reduction and filed the Company Scheme Application with the Hon'ble National Company Law Tribunal, Mumbai Bench. The Hon'ble Tribunal passed order dated March 22, 2024 (i) to convene and hold the meetings of the equity shareholders consisting of Ordinary Shareholders of the Company and consisting of 'A' Ordinary Shareholders of the Company on April 30, 2024; (iii) that the convening and holding of the meeting of the secured creditors and unsecured creditors of Petitioner Company is dispensed with.
6. The Company has in aggregate allotted 23,94,676 Ordinary shares of ₹ 2/- each under Tata Motors Limited Employees Stock Option Scheme 2018. Also, during the financial year 9,86,232 Performance Share Units were granted to the eligible employees under Tata Motors Limited Share-based Long Term Incentive Scheme 2021.
7. The Company issued commercial paper aggregating to ₹6,400 crore and redeemed commercial paper aggregating to ₹6,400 crore.
8. The Company redeemed Non-Convertible Debentures aggregating to ₹1,800 crore.

For **Parikh & Associates**
Company Secretaries

P. N. Parikh

Partner

FCS No: 327

CP No: 1228

UDIN: F000327F000343934

PR No.: 1129/2021

Place: Mumbai

Date: May 10, 2024

*This Report is to be read with our letter of even date which is annexed as **Annexure A** and Forms an integral part of this report.*



Board's Report

'Annexure A'

To,
The Members
Tata Motors Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Parikh & Associates**
Company Secretaries

P. N. Parikh
Partner

FCS No: 327

CP No: 1228

UDIN: F000327F000343934

PR No.: 1129/2021

Place: Mumbai

Date: May 10, 2024

ANNEXURE 4B

Secretarial Audit Report of Tata Motors Passenger Vehicles Limited (Unlisted Material Subsidiary)

FORM NO. MR - 3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Tata Motors Passenger Vehicles Limited
Floor 3, 4, Plot-18, Nanavati Mahalaya,
Mudhana Shetty Marg, BSE Fort, Mumbai-400001

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Tata Motors Passenger Vehicles Limited (Previously Known as TML Business Analytics Services Limited)** (hereinafter called the 'Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts /statutory compliances and expressing our opinion thereon.

Auditor's Responsibility:

Our responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. We have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards requires that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has during the audit period covering from April 1, 2023 to March 31, 2024 (hereinafter called the 'Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent and in the manner reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provision of:

- (i) The Companies Act, 2013 ('the Act') and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder (External Commercial Borrowings, Overseas Direct Investments and Foreign Direct Investment is not applicable to the Company during the Audit Period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not Applicable to the Company during the Audit Period)
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (Not Applicable to the Company during the Audit Period)
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the Company during the Audit Period)
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not Applicable to the Company during the Audit Period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable to the Company during the Audit Period)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not Applicable to the Company during the Audit Period) and



Board's Report

- (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018. (Not Applicable to the Company during the Audit Period)

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder. ('Listing Regulations') (Not Applicable to the Company during the Audit Period)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards etc. made there under.

We further report that, having regard to the compliance system prevailing in the Company and on the examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with The Motor Vehicle Act, 1988 and the Rules made thereunder.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the audit period were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (except few meetings were convened at a shorter notice for which necessary approvals obtained as per applicable provisions), and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **MMJB & Associates LLP**
Company Secretaries

Omkar Dindorkar

Designated Partner

ACS: 43029

CP: 24580

PR: 2826/2022

UDIN: A043029F000292927

Date: May 2, 2024

Place: Mumbai

*This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.*

To,
The Members,
Tata Motors Passenger Vehicles Limited
Floor 3, 4, Plot-18, Nanavati Mahalaya,
Mudhana Shetty Marg, BSE Fort, Mumbai - 400001

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **MMJB & Associates LLP**
Company Secretaries

Omkar Dindorkar
Designated Partner
ACS: 43029
CP: 24580
PR: 2826/2022

UDIN: A043029F000292927

Date: May 2, 2024
Place: Mumbai



Board's Report

ANNEXURE 4C

Secretarial Audit Report of Tata Passenger Electric Mobility Limited (Unlisted Material Subsidiary)

FORM NO. MR - 3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Tata Passenger Electric Mobility Limited
Floor 3, 4, Plot-18, Nanavati Mahalaya,
Mudhana Shetty Marg, BSE Fort, Mumbai 400001

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Tata Passenger Electric Mobility Limited (hereinafter called 'the Company')**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Auditor's Responsibility:

Our responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. We have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards requires that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has during the audit period covering from April 1, 2023 to March 31, 2024 (hereinafter called the 'Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent and in the manner reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provision of:

(i) The Companies Act, 2013 ('the Act') and the rules made there under;

- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investments (External Commercial Borrowings is not applicable to the Company during the Audit Period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not Applicable to the Company during the Audit Period)
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (Not Applicable to the Company during the Audit Period)
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the Company during the Audit Period)
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not Applicable to the Company during the Audit Period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable to the Company during the Audit Period)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not Applicable to the Company during the Audit Period) and

- (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018. (Not Applicable to the Company during the Audit Period)

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder. (Not Applicable to the Company during the Audit Period)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards etc.

We further report that, having regard to the compliance system prevailing in the Company and on the examination of the relevant documents and records in pursuance thereof, on test- check basis, the Company has complied with The Motor Vehicle Act, 1988 and the Rules made thereunder.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Director. The changes in the composition of the Board of Directors that took place during the audit period were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (except few meetings which were convened at a shorter notice for which necessary approvals obtained as per applicable provisions), and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

For **MMJB & Associates LLP**
Company Secretaries

Omkar Oindorkar

Designated Partner

ACS:43029

CP: 24580

PR: 2826/2022

UDIN: A043029F000303124

Date: May 3, 2024

Place: Mumbai

*This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.*



Board's Report

'Annexure A'

To,
The Members,
Tata Passenger Electric Mobility Limited
Floor 3, 4, Plot-18, Nanavati Mahalaya,
Mudhana Shetty Marg, BSE Fort, Mumbai 400001

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **MMJB & Associates LLP**
Company Secretaries

Omkar Oindorkar
Designated Partner
ACS:43029
CP: 24580
PR: 2826/2022
UDIN: A043029F000303124

Date: May 3, 2024
Place: Mumbai