◬ Governance

In consonance with the Tata Group's enduring legacy of ethical governance, Tata Motors' corporate philosophy derives and exercises its commitment to ethical, transparent and accountable governance practices through its Corporate Governance framework. This framework underscores its commitment to upholding accountability and transparent governance practices. The Board, together with its committees, ensures that the Company is able to conduct its business responsibly and uphold the best interests of its diverse stakeholders.

Corporate philosophy

We maintain and ensure ethical, fair, and transparent governance practices. Aligned with international standards, the Board and its committees follow transparency and independence in all decisions, reflecting our commitment to sound corporate governance.

Corporate governance framework

Tata Motors Limited Stakeholders

Board of Directors

Audit Committee

Nomination and Remuneration Committee

Stakeholders' Relationship Committee

Corporate Social Responsibility Committee

Risk Management Committee

Safety, Health and Sustainability Committee

Technology Committee

Executive Director

Control/assurance

Risks/opportunities

Disclosures

Transparency | Ethics | Accountability

Board responsibilities

Our Board supervises and helps the Company through the value-creation process by focusing on key areas:

| Oversee, guide, and make recommendations to streamline the performance of the Company

| Assess the progress of the Company as per the laid out strategic roadmap

| Monitor the duties delegated to Board Committees

| Safeguard strong adherence to governance principles and control the Company's activities

| Determine and monitor the risk management process for the Company

| Closely scrutinise the financial, non-financial and the ESG functioning of the Company

Board Committees and their responsibilities

Audit Committee

| Review the financial statements, the adequacy of internal control systems and the internal audit findings. It ensures the transparent and independent participation of auditors

| Ensure compliance with accounting standards and changes in accounting policies and practices

Nomination and Remuneration Committee

| Recommend the set up and composition of the Board and its Committees

| Carry out evaluation of the Board and its Committees and every Director's performance in support to the Board

| Devise and review policy on Board diversity, appointment and renumeration

Stakeholders' Relationship Committee

| Review and ensure compliances related to issuance of duplicate certificate, dividend payments, etc.

| Review measures for effective exercise of voting rights by shareholders and the performance of the Registrar and Transfer Agents

Corporate Social Responsibility Committee

| Supervises activities, budgets, and expenditures for CSR according to the CSR policy

Risk Management Committee

| Device and review the risk management process, controls, and risk tolerance

| Recommend risk mitigation and review risk governance system

Safety, Health and Sustainability Committee

| Reviews execution of safety, health and sustainability-related aspects, including ESG and the implementation of appropriate policies and approaches

Technology Committee

| Governs the technology roadmap of the Company

For a comprehensive understanding of each committee's roles and responsibilities, please refer to our Report on Corporate Governance
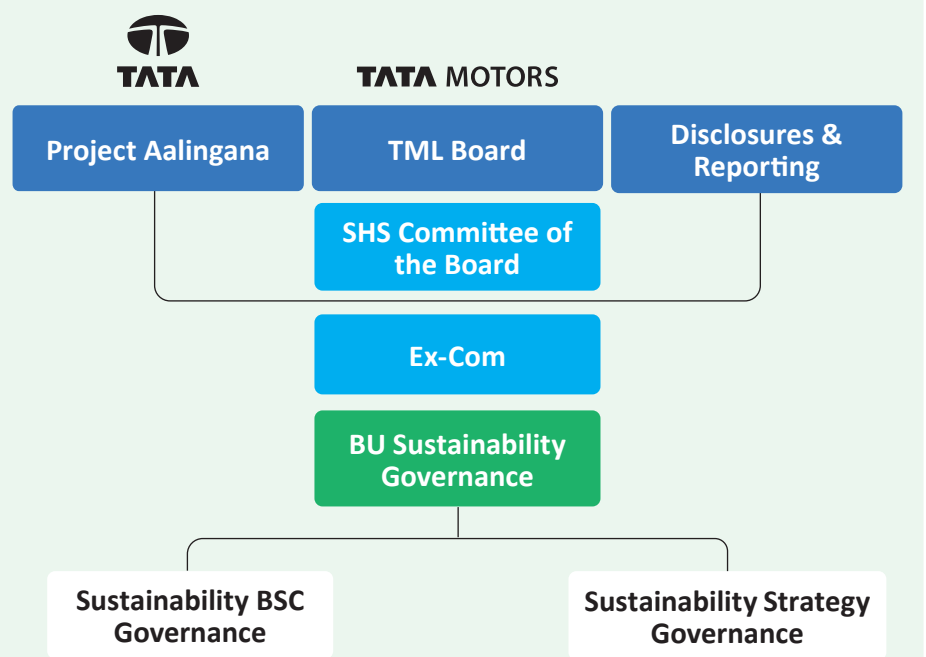
Sustainability governance

With sustainability becoming central to our organisational ethos, it has ceased to be a top-down initiative and become more embedded in our everyday operations. This shift reflects our commitment to integrating sustainable practices across all levels of the organisation.

Our sustainability governance framework

TATA

TATA MOTORS

| Project Aalingana | TML Board | Disclosures & Reporting |

SHS Committee of the Board

Ex-Com

BU Sustainability Governance

Sustainability BSC Governance

Sustainability Strategy Governance

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CONSOLIDATED FINANCIALS   262

STANDALONE FINANCIALS   383

TATA

Code of conduct

Tata Motors has adopted the ethos from the legacy of the Tata Group's core values of ethics, transparency, integrity, and responsibility, which are embedded into our systems through the Tata Code of Conduct (TCoC). The TCoC represents the values and core principles guiding every aspect of our business. It lays down ethical standards for all their stakeholders viz. employees, customers, communities, business associates thereby ensuring alignment with best practices and international standards. We have established robust mechanisms for reporting non-compliances, ensuring transparency and accountability.

Whistle-blower cases

	Closed	Received
FY24	143	150
FY23	102	142
FY22	85	112

──○── Closed   ──○── Received
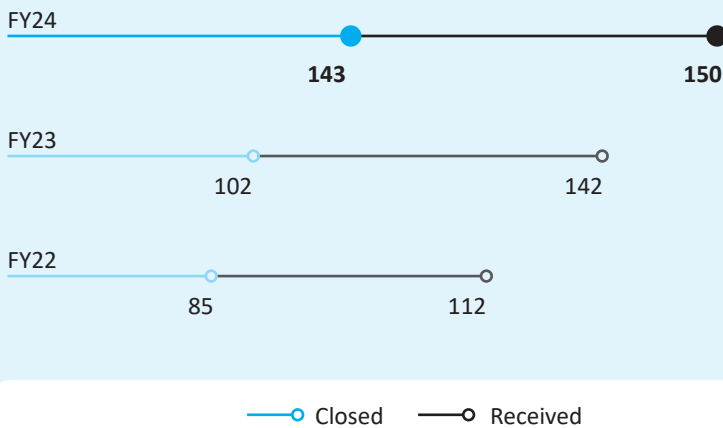
Core policies

Safety and Health Policy

Quality Policy

Environmental Policy

Sustainability Policy

Other policies

| Tata Code of Conduct

| Governance Guidelines

| Climate Change Policy

| Dividend Distribution Policy

| Corporate Social Responsibility Policy

| Anti-Bribery and Anti-Corruption Policy

Explore our website for access to all our policies here
https://www.tatamotors.com/corporate-responsibility/governance/

Evaluation of effectiveness

The Board of Directors are evaluated based on these indicative areas:

| Degree of fulfilment of key responsibilities

| Board structure and composition

| Establishment and delineation of responsibilities to Committees

| Effectiveness of Board processes, information and functioning

| Board culture and dynamics

| Quality of relationship between Board and the management

| Efficacy of communication with various stakeholders

| Related Party Transactions

| Whistle Blower Policy

| Tata Code of Conduct for Non-Executive and Independent Directors

| Remuneration Policy for Directors, Key Managerial Personnel and Employees

| Supplier and Dealer Code of Conduct

Board meeting and attendance

ATTENDANCE	MEMBERS	MEETINGS
Board		
98%*	**8**	**7**
Audit Committee		
95%*	**6**	**8**
Nomination and Remuneration Committee		
100%	**3**	**3**
Stakeholders' Relationship Committee		
100%*	**3**	**2**
Corporate Social Responsibility Committee		
100%*	**4**	**3**
Risk Management Committee		
91%*	**4**	**3**
Safety, Health and Sustainability Committee		
100%*	**3**	**3**
Technology Committee		
92%*	**4**	**4**

* Changes in Board and Committee memberships are considered when calculating attendance to ensure fair and accurate representation of each member's participation relative to their tenure.

TATA

Responsible value chain

At TML, our commitment to sustainability extends throughout our supply chain. Launched in 2017, the 'Sustainable Supply Chain Initiative' sets a robust framework with a Supplier Code of Conduct, Environmental Procurement Policy, and Sustainability Guidelines. These ensure our partners prioritise ethical sourcing, environmental responsibility, and social well-being. This year, we leveraged the collaborative platform 'AIKYAM' (launched in 2024) to streamline these efforts. We assessed 483 suppliers against our ESG criteria, gaining valuable insights into their performance. Furthermore, the 2019 Dealer Sustainability Guidelines ensure our dealerships align with our goals. By actively evaluating and training suppliers and dealerships (353 assessed last year), we're building a responsible and sustainable supply chain ecosystem that underpins our vision for sustainable mobility.

AIKYAM

We have initiated a transformative journey alongside our suppliers known as 'AIKYAM', derived from the Sanskrit word for 'Unity'. This initiative serves as a testament to our commitment to sustainability by bringing together our vast network of suppliers under one cohesive framework to drive positive change.

At the core of 'AIKYAM' are our 'Apex Chapters', strategically positioned to prioritise and spearhead flagship projects aimed at pioneering sustainability solutions within our industry. Within each 'Apex Chapter', our 'Affiliate Chapters' delve deep into specific sustainability hotspots, taking targeted actions to address key challenges. Alongside them, our 'Associated Members' actively engage with our initiatives, benefiting from communication channels that disseminate valuable insights and case studies.

Articles of AIKYAM

Article I
Collaborative approach to complex challenges

Article II
Innovation in sustainability practices

Article III
Synergy in our resources from sustainable objective

Article IV
Capability enhancement for sustainability

Article V
Empowerment for sustainable transformation

AIKYAM structure

AIKYAM Secretariat

The secretariat ensures seamless communication across chapters. They proactively identify and champion pilot programmes, while ensuring strong governance through measurable KPIs and clearly defined success criteria.

Apex chapter

Leads sustainability initiatives, sets direction, and supports chapters and Secretariat.

CV: 17 members

PV: 14 members

Affiliate chapters

Focus on local sustainability issues within their regions, taking targeted actions.

CV: 4 chapters | 45 members

PV: 6 chapters | 50 members

Associated members

Engage through communication, receiving case studies and activity updates.

CV: 300 members

PV: 100 members

Prioritising cybersecurity in a transforming world

As a leading global innovator, Tata Motors recognises the critical importance of robust cybersecurity. We leverage technology to safeguard information assets, ensure customer privacy, and minimise human risk. Ever vigilant of evolving cyber-threats, our efforts proactively minimise information security vulnerabilities while enhancing customer experiences and shareholder value.

Our commitment to cyber resilience

| **Documented and tested:** A comprehensive Business Continuity Plan and Incident Response Procedure are in place, reinforced by biannual disaster recovery drills ensuring effectiveness

| **ISO-certified excellence:** Our ISO 27001 certification reflects our commitment to information security

We maintain 21 Information Security Management System (ISMS) policies subject to annual review and audit. Furthermore, the iProtect awareness and E-module training on cyber-security awareness campaign empowers employees to actively participate in information security

| **Customer privacy first:** Customer privacy is paramount, governed by the EU's GDPR principles, and Indian DPDP Act with a detailed privacy notice outlining data handling procedures, applicable to all personal data received from the European Economic Area (EEA)

Cybersecurity governance

Tata Motors prioritises strong governance structures for cybersecurity. Cyber security governance includes a board member overseeing the cybersecurity strategy, and the executive management team, including the CDIO, CISO, CTO and CSO, are accountable for managing cybersecurity. The Management Information Security Forum, led by the Group CFO, includes senior leadership from Tata Motors and its IT team to manage related issues. In addition to that, Risk Management Committee of Tata Motors track all the recent happenings related to cyber security risks on an ongoing and periodical basis.

ZERO
Incidents of IT security breaches

ZERO
Breaches of customer privacy