



Private & Confidential

29 January 2026

To,
Board of Directors
Tata Motors Limited
Bombay House
24 Homi Mody Street
Stock Exchange
Mumbai – 400001

Board of Directors
TMF Holdings Limited
14, 4th floor
Sir H.C. Dinshaw Building
16 Horniman Circle
Fort, Mumbai – 400001

Dear Sir/ Madam,

Subject: Recommendation of fair non-convertible debenture ('NCD') entitlement ratio for the proposed amalgamation of TMF Holdings Limited with and into Tata Motors Limited

We refer to our engagement letter dated 23 January 2026 whereby Tata Motors Limited and TMF Holdings Limited (hereinafter together referred to as 'you' or 'Clients' or 'Companies'), have appointed PwC Business Consulting Services LLP ('PwC BCS') to recommend a fair NCD entitlement ratio ('NCD Entitlement Ratio' or 'Ratio') for the proposed amalgamation of TMF Holdings Limited ('TMFHL' or 'Amalgamating Company 1') with and into Tata Motors Limited ('TML' or 'Amalgamated Company'), pursuant to a composite scheme of amalgamation ('Scheme'). The Scheme envisages amalgamation of TMFHL and TMF Business Services Limited ('TMFBSL') with and into TML.

NCD Entitlement Ratio means the ratio in which the NCD holders of TMFHL shall be entitled to receive NCDs issued by TML upon amalgamation of TMFHL with and into TML. TMFBSL does not have any outstanding NCDs.

PwC BCS has been hereinafter referred to as the 'Valuer' or 'we' or 'us' in this NCD entitlement ratio report ('Report' or 'Valuation Report').

BACKGROUND OF COMPANIES

Tata Motors Limited (formerly known as TML Commercial Vehicles Limited), is a public limited company incorporated under the laws of India bearing corporate identification number L29102MH2024PLC427506 and is engaged in the commercial vehicle business. The equity shares and NCDs of TML are listed on the National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE').

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TMF Holdings Limited is a public limited company incorporated under the laws of India bearing corporate identification number U65923MH2006PLC162503. TMFHL, a wholly owned subsidiary of TML, is registered as a systemically important, non-deposit taking core investment company (CIC-ND-SI) with the Reserve Bank of India ('RBI') and is primarily engaged in the business of investing, granting of loans, guarantees and other forms of finance to its subsidiaries and/ or group companies. While the NCDs of TMFHL are listed on NSE, the equity shares of TMFHL are not listed on any recognised stock exchange.

TMF Business Services Limited is a public limited company incorporated under the laws of India bearing corporate identification number U45200MH1989PLC050444. TMFBSL, a wholly owned subsidiary of TMFHL, is engaged in the business of leasing of vehicles manufactured by TML and its group companies. The equity shares of TMFBSL are not listed on any recognised stock exchange.

SCOPE AND PURPOSE OF THIS REPORT

We understand that the management of TML and TMFHL ('Management') envisages amalgamation of TMFHL and TMFBSL with and into TML ('Proposed Transaction' or 'Proposed Amalgamation'), in accordance with provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, together with the applicable rules and regulations made thereunder, and in accordance with Section 2(1B) and other relevant provisions of the Income Tax Act, 1961. The Proposed Transaction is being implemented through a scheme of amalgamation.

As per the proposed Scheme, we understand that the appointed date for the Proposed Amalgamation is 1 April 2026.

In accordance with the provisions of the proposed Scheme, all outstanding debt instruments of TMFHL and TMFBSL (including NCDs issued by TMFHL) shall be transferred to and vested in TML on the same terms and conditions (including coupon rate, tenure, redemption price and quantum) as applicable to TMFHL and TMFBSL as on the record date and all rights, powers, duties and obligations in relation thereto shall be and stand transferred to and vested in TML, as if it were the issuers of these NCDs. TMFBSL does not have any outstanding NCDs.

For the aforesaid purpose, the Board of Directors of TML and TMFHL (referred to as 'Board of Directors' or 'BoD') have appointed PwC BCS to submit a Registered Valuer Report recommending an NCD Entitlement Ratio in accordance with Regulation 59A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including all circulars and notifications issued thereunder, as amended from time to time ('SEBI LODR Regulations') read with the Para 5 of Part I of Chapter XII of SEBI Master Circular No. SEBI/HO/DDHS/DDHS-PoD-/P/CIR/2025/0000000103 dated 11 July 2025 ('SEBI Scheme Debt Circular') (together referred to as 'SEBI Regulations'), for the consideration of the Board of Directors (including audit committees and committees of Independent Directors, as applicable).

It is clarified that any reference to this Report in any document and/ or filing with any tribunal/ judicial/ regulatory authorities/ government authorities/ stock exchanges/ courts/ shareholders/ professional advisors/ merchant bankers, in connection with the Proposed Transaction, shall not be deemed to be an acceptance by the Valuer of any responsibility or liability to any person/ party other than the Board of Directors of TML and TMFHL.

The Report will be placed before the Audit Committee, Committee of Independent Directors and the Board of Director of TML and TMFHL, as applicable. As per the relevant SEBI circulars, and, to the extent mandatorily required under applicable laws of India, this report maybe produced before the judicial regulatory or governmental authorities, stock exchanges, NCD holders in connection with the Proposed Transaction.





The Report will be used by TML and TMFHL only for the purpose, as indicated in this Report, for which we have been appointed. The Report cannot be used or relied by the Clients for any other purpose or by any other party for any purpose whatsoever. We are not responsible to any other person/ party for any decision of such person/ party based on this Report.

This Report is our deliverable for the above engagement. This Report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such, the Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

We understand that the Report is not required for compliance with any statutory or regulatory requirement (other than as specified in the earlier paragraph) in India or any other jurisdiction. Our deliverable should not be used to determine the carrying value of the relevant assets/ (liabilities) in any financial statement that PricewaterhouseCoopers ('PwC') network entities would be auditing.

SOURCES OF INFORMATION AND PROCEDURES ADOPTED

In connection with this exercise, we have used the following information shared with us by/ on behalf of the Management during the course of the engagement:

- Considered the draft composite scheme of amalgamation for the Proposed Transaction;
- Consider the terms of NCDs, applicable coupon rate, interest coupon basis (floating/ fixed), coupon reset period, residual tenor of NCDs, etc., issued by TMFHL;
- Consider the terms of NCDs, applicable coupon rate, interest coupon basis (floating/ fixed), coupon reset period, residual tenor of NCDs, etc to be issued by TML as per the proposed Scheme;
- Consider the credit ratings of existing NCDs of TMFHL and TML;
- Considered, as appropriate, interest yield related information as provided by Fixed Income Money Market and Derivatives Association of India ('FIMMDA');
- Discussions and correspondence with the Management, to obtain requisite explanations and clarifications on the data provided; and
- Analysis of other facts and data considered pertinent to the valuation analysis to arrive at a conclusion.

SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

This Report is subject to the limitations detailed in our Engagement Letter. As such, the Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made.

Provision of opinions and consideration of the issues described herein are areas of our regular practice. The services do not represent accounting, assurance, accounting/ tax due diligence, consulting or tax related services that may otherwise be provided by us or other PwC network firms.

An analysis of this nature is necessarily based on the prevailing stock market, financial, economic, industry and other conditions in general and information made available to us as of the valuation date. Events occurring after the valuation date may affect this Report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report.

In accordance with the terms of our engagement, we have assumed and relied upon, without independent verification, (i) the accuracy of the information that was publicly available and formed a substantial basis for this Report and (ii) the accuracy of information made available to us by the Management. With respect to explanations and information sought from the Clients, we have been given to understand that they have not omitted any relevant and material factors and that they have checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Our conclusions are based on the assumptions and information given by/on behalf of the Clients. The Management has indicated to us that they have





understood that any omissions, inaccuracies or misstatements may materially affect our analysis/ results. Accordingly, we assume no responsibility for any errors in the information furnished by the Management and their impact on the Report. However, nothing has come to our attention to indicate that the information provided was materially mis-stated/ incorrect or would not afford reasonable grounds upon which to base the Report.

We have also used available market data, from our respective subscribed databases and public domain sources, where appropriate, for which we are not responsible in terms of content and accuracy. However, reasonable care has been taken to ensure that such has been correctly extracted from those sources and/ or reproduced in its proper form and context.

This Report assumes that both TMFHL and TML comply fully with the relevant laws and regulations applicable in all their areas of operations unless otherwise stated, and that these companies would be managed in a competent and responsible manner. This Report gives no consideration to the matters of legal nature, including issues of legal title/ eligibility and compliance with local laws, and litigations and other contingent liabilities that are not disclosed in the audited/ unaudited balance sheet of TMFHL and TML. No investigation of TMFHL and TML's claim to title of assets has been made for the purpose of this Report and TMFHL and TML's claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature. We have not carried out any physical verification of the assets and liabilities of the companies and take no responsibility for the identification of such assets and liabilities.

This Report does not look into the business/ commercial reasons behind the Proposed Transaction, nor the likely benefits arising out of it. Similarly, it does not address the relative merits of the Proposed Transaction as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available. This Report is restricted to the recommendation of the NCD Entitlement Ratio for the Proposed Transaction only. Further, the decision to carry out the transaction lies entirely with the Board of Directors of our Clients and the work, and the findings shall not constitute a recommendation as to whether or not the Board of Directors of our Clients should carry out the transaction.

In the event of a transaction, the actual transaction value achieved may be higher or lower than our valuation depending upon the circumstances of the transaction. The knowledge, negotiability and motivations of the buyers and sellers will also affect actual price achieved. Accordingly, our valuation will not necessarily be the price at which any agreement proceeds. The final transaction price is something on which the parties themselves have to agree. We also emphasize that our opinion is not the only factor that should be considered by the parties in agreeing the transaction price.

This Report has been prepared for the purposes stated herein and should not be relied upon for any other purpose. Clients are the only authorised users of this Report and the Report is restricted for the purpose indicated in our Engagement Letter and should not be copied or reproduced without obtaining our approval for any purpose other than the purpose for which it is prepared. This restriction does not preclude the Clients from providing a copy of the Report to third-party advisors whose review would be consistent with the intended use. We do not take responsibility for the unauthorised use of this Report. We owe responsibility only to the Clients that have appointed us under the terms of our Engagement Letter and nobody else. We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of or advice given by any other to the Companies, their directors, employees or agents. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or wilful default on part of the Companies, their directors, employees or agent. In no circumstances shall the liability of PwC BCS, its partners, its directors or employees, relating to the services provided in connection with the engagement set out in this Report shall exceed the amount paid to us in respect of the fees charged by it for these services.

Neither the Report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement, or other agreement or document given to the third parties





other than in connection with the Proposed Transaction, without our prior written consent except for disclosures to be made to relevant regulatory/ statutory authorities, to be read with covenants mentioned above. It is clarified that reference to this Report in any document and/ or filing with any recipient, in connection with the Proposed Transaction, shall not be deemed to be an acceptance by us of any responsibility or liability to any person/ party other than our Clients. In addition, we express no opinion or recommendation as how the shareholders of the Companies should vote at any shareholders' meeting to be held in connection with the Proposed Transaction.

The recommendation(s) rendered in this Report only represent our recommendation(s) based upon information till the date of this Report, furnished by the Management (or its representatives) and the said recommendation(s) shall be considered to be in the nature of non-binding advice. Any person/ party intending to provide finance/ invest in the shares/ businesses of the Companies/ their holding companies/ subsidiaries/ joint ventures/ associates/ investee/ group companies, if any, shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision. If any person/ party (other than the Clients) chooses to place reliance upon any matters included in the Report, they shall do so at their own risk and without recourse to us.

It is understood that this analysis does not represent a fairness opinion. This Report is not a substitute for the third party's own due diligence/ appraisal/ enquiries/ independent advice that the third party should undertake for his purpose.

The valuation analysis and results are governed by the concept of materiality.

This Report is subject to the laws of India.

SHARE CAPITAL DETAILS OF THE COMPANIES

Tata Motors Limited

As represented by the Management, the issued and subscribed equity share capital of TML as of 28 January 2026 is ~INR 736.5 crore consisting of 3,682,331,373 equity shares of face value of INR 2/- each fully paid up.

The equity shareholding pattern of TML is as follows

Shareholders	Number of shares	% Share Holding
Promoter and Group	1,567,369,812	42.6%
Public	2,114,961,561	57.4%
Grand Total	3,682,331,373	100.0%

Source: Based on information provided by Management as of 28 January 2026

Further, TML has outstanding NCDs of INR ~2,300 crores as of 28 January 2026. The details of outstanding NCDs are as follows:

Details of NCD	Number of NCDs	Face Value
E-28B Tranche I	2,500	1,000,000
E-28B Tranche II	2,500	1,000,000
E30-A	5,000	1,000,000
E31-A Tranche I	50,000	100,000
E31-A Tranche III	80,000	100,000

Note: All the aforementioned NCDs are listed.





Source: Based on information provided by Management

TMF Holdings Limited

TMF Holdings Limited is a wholly owned subsidiary of Tata Motors Limited. As represented by the Management, the paid-up equity share capital of TMFHL as of 28 January 2026 is ~INR 2,491.6 crore consisting of 2,491,593,442 equity shares of face value of INR 10/- each fully paid up.

Further, TMFHL has outstanding NCDs of INR ~1,700 crores as of 28 January 2026. The details of outstanding NCDs are as follows:

Details of NCD	Number of NCDs	Face Value
Series E FY20-21	1,500	1,000,000
Series F FY20-21	1,500	1,000,000
Series G FY20-21	1,500	1,000,000
Series H FY20-21	1,000	1,000,000
Series I FY20-21	1,000	1,000,000
Series A FY21-22	2,500	1,000,000
Series B FY21-22	2,000	1,000,000
NCD A FY22-23 (Zero Coupon Debentures)	6,000	1,000,000

Note: All the aforementioned NCDs are listed.

Source: Based on information provided by Management

The Management has informed us that, without approval of the shareholders, there would not be any variation in the equity capital of companies till the proposed Scheme becomes effective.

BASIS OF RECOMMENDATION

For the purpose of arriving at the NCD Entitlement Ratio under the proposed Scheme, we have examined, considered and placed reliance on various details, data, documents, statements furnished and explanations and information given to us and have proceeded to recommend the NCD Entitlement Ratio on a consideration of the following factors:

- The Proposed Transaction contemplates the amalgamation of TMFHL and TMFBSL with and into TML. While TMFHL has outstanding NCDs, TMFBSL does not have any outstanding NCDs.
- Pursuant to the proposed Scheme, the NCDs of TMFHL shall be transferred to and vested in TML on the same terms and conditions (including coupon rate, tenure, redemption price and quantum) as applicable to TMFHL as on the record date and all rights, powers, duties and obligations in relation thereto shall be and stand transferred to and vested in TML, as if it were the issuers of these NCDs and such NCDs shall continue to remain listed, with TML recognized as the issuer in place of TMFHL.
- TMFHL is an investment holding company with no operations of its own. TMFHL's ability to service its NCDs is underpinned by parent (TML) support and investment portfolio performance. Upon amalgamation, TML, an operating company with stable revenues and margins, will assume these NCDs, thereby enhancing the serviceability of the NCDs. Considering the quantum of NCDs to be vested in TML, along with its net worth and margins, the credit rating of the NCDs is expected to remain unchanged.

Since the NCDs of TMHFL will be transferred and vested into TML on the same terms and conditions applicable to TMFHL as on the record date and the credit ratings of NCDs of both companies are expected to remain unchanged upon the proposed Scheme coming into effect, the overall economic interest of NCD holders will not be adversely affected by the proposed Scheme.





NCD ENTITLEMENT RATIO

Considering the above, in our opinion the fair ratio of entitlement for NCDs would be as follows:

1 (one) NCD of TML of equivalent face and paid-up value, coupon rate, tenure, redemption price and quantum and nature of security offered etc, for every 1 (One) NCD of TMFHL.

Valuation Approach	TMFHL		TML	
	Value per NCD (INR)	Weight	Value per NCD (INR)	Weight
Income Approach	NA	-	NA	-
Market Approach	NA	-	NA	-
Asset Approach	NA	-	NA	-
Relative Value per NCD	NA	-	NA	-
NCD Entitlement Ratio	NA			

We have not applied any of the valuation methods to arrive at value per NCD, since the NCD holders of TMFHL would hold same instruments in TML and there will be no change in the value of the NCD. Hence, computation of fair /relative value per NCD is not relevant.

By its very nature, Valuation work cannot be regarded as an exact science and the conclusions arrived at in many cases will of necessity be subjective and dependent on the exercise of individual judgment. While we have provided our recommendation of the NCD Entitlement Ratio based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion as to the NCD Entitlement Ratio. The final responsibility for the determination of the NCD Entitlement Ratio at which the Proposed Transaction shall take place will be with the Board of Directors of the respective companies who should take into account other factors such as their own assessment of the proposed Scheme and input of other advisors.

Respectfully submitted,

PwC Business Consulting Services LLP

Registered Valuer Entity (Securities or Financial Assets & Plant and Machinery)

Registration Number: IBBI/RV-E/02/2022/158

Neeraj Garg

Partner

IBBI Membership No: IBBI/RV/02/2021/14036

Date: 29 January 2026

Place: Mumbai

VRN: IOVRVF/PWC/2025-2026/6552



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

Dear Sir/Madam,

Sub: Application under Regulation 59A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") for the proposed Scheme of Amalgamation of amongst amalgamation amongst Tata Motors Limited (formerly TML Commercial Vehicles Limited) ("Amalgamated Company"), TMF Holdings Limited ("Amalgamating Company 1") and TMF Business Services Limited ("Amalgamating Company 2") and their respective shareholders and creditors.

In connection with the above application, we hereby confirm that:

- a) There are No material event impacting the valuation has occurred during the intervening period of filing the scheme documents with the Stock Exchanges and period under consideration for valuation.

Yours Faithfully,
Tata Motors Limited
(formerly TML Commercial Vehicles Limited)


Sudipto Kumar Das
Company Secretary



Encl: As attached.

Date:

TATA MOTORS LIMITED

Formerly **TML Commercial Vehicles Limited**

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