

# TMF Holdings Limited

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

National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> 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 amongst Tata Motors Limited (Amalgamated Company), TMF Holdings Limited (Amalgamating Company 1) and TMF Business Services Limited (Amalgamating Company 2) and their respective shareholders and creditors.**

It is hereby certified that the scheme of amalgamation amongst Tata Motors Limited (formerly TML Commercial Vehicles Limited), TMF Holdings Limited and TMF Business Services Limited and their respective shareholders under Sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Act and the Rules framed thereunder ('Scheme') does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sr. No.	Particulars	Whether Complied (Yes/ No)	Remarks
1.	Regulation 11 of SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 - Compliance with securities law	Yes	
2.	Submission of Valuation Report	Yes	
3.	Submission of Fairness opinion	Yes	
4.	Submission of documents to Stock Exchange(s)	Yes	
5.	Disclosures in the Scheme of Arrangement	Yes	
6.	Provision of approval of holders of NCDs/ NCRPS through e-voting	To be complied	Will be complied as per guidance given by NCLT
7.	Grievance redress/ Report on Complaints/ Comments	To be complied	Will be submitted as per timelines
8.	Conditions for schemes of arrangement involving unlisted entities	Yes	

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9.	Auditor's certificate regarding payment/ repayment capability compliance with Accounting Standards	Yes	
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*Neeraj Dwivedi*

Neeraj Dwivedi  
Company Secretary  
ACS: 20874



*Prakash Pandey*

Prakash Pandey  
Director  
DIN: 10850813

Certified that the transactions/ accounting treatment provided in the draft scheme of amalgamation involving Tata Motors Limited (formerly TML Commercial Vehicles Limited), TMF Holdings Limited and TMF Business Services Limited are in compliance with all the Accounting Standards applicable to a listed entity (the Company).

*Mohit Agarwal*

Mohit Agarwal  
Chief Financial Officer



*Prakash Pandey*

Prakash Pandey  
Director  
DIN: 10850813

Date: 13/02/2026