



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, 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 (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	

TATA MOTORS LIMITED

Formerly **TML Commercial Vehicles Limited**

Bombay House 24 Homi Mody Street Fort Mumbai 400001


Tel 91 22 6665 8282 cv.tatamotors.com CIN L29102MH2024PLC427506



9.	Auditor's certificate regarding payment/ repayment capability compliance with Accounting Standards	Yes		
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Sudipto Kumar Das
Company Secretary




Girish Wagh
Managing Director and CEO
DIN: 03119361

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.


G V Ramanan
Chief Financial Officer




Girish Wagh
Managing Director & CEO
DIN: 03119361

Date: February 13, 2026