

REVISED MEMORANDUM AND
ARTICLES OF ASSOCIATION OF
TATA MOTORS LIMITED

(Formerly known as TML Commercial
Vehicles Limited)

CIN: L29102MH2024PLC427506



Certified to be true

A handwritten signature in blue ink, appearing to read 'Sudipto Kumar Das'.

Sudipto Kumar Das
Company Secretary
ACS No. 63781



**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

Central Registration Centre

Certificate of Incorporation

[Pursuant to sub-section (2) of section 7 and sub-section (1) of section 8 of the Companies Act, 2013 (18 of 2013) and rule 18 of the Companies (Incorporation) Rules, 2014]

I hereby certify that TML COMMERCIAL VEHICLES LIMITED is incorporated on this TWENTY THIRD day of JUNE TWO THOUSAND TWENTY FOUR under the Companies Act, 2013 (18 of 2013) and that the company is Company limited by shares

The Corporate Identity Number of the company is **U29102MH2024PLC427506**

The Permanent Account Number (PAN) of the company is **AALCT0864B***

The Tax Deduction and Collection Account Number (TAN) of the company is **MUMT29599D***

Given under my hand at Manesar this TWENTY THIRD day of JUNE TWO THOUSAND TWENTY FOUR

Document certified by DS MINISTRY OF CORPORATE
AFFAIRS , CRC MANESAR 1 <RC@CRC@MCA.GOV.IN>

Digitally signed by
DS MINISTRY OF CORPORATE
AFFAIRS , CRC MANESAR 1
Date: 2024.06.23 11:38:06 IST

Pankaj Srivastava

Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies

For and on behalf of the Jurisdictional Registrar of Companies

Registrar of Companies

Central Registration Centre

Disclaimer: This certificate only evidences incorporation of the company on the basis of documents and declarations of the applicant(s). This certificate is neither a license nor permission to conduct business or solicit deposits or funds from public. Permission of sector regulator is necessary wherever required. Registration status and other details of the company can be verified on mca.gov.in

Mailing Address as per record available in Registrar of Companies office:

TML COMMERCIAL VEHICLES LIMITED

E Flr 2nd 24 Bombay House, Homi Modi Street, Fort, Stock Exchange, Mumbai, Mumbai- 400001, Maharashtra

*as issued by Income tax Department





सत्यमेव जयते

**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

Office of the Central Processing Centre

Plot No. 6,7, 8, Sector 5, IMT Manesar, Manesar, Haryana, India, 122050

Certificate of Incorporation pursuant to change of name

[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN): **U29102MH2024PLC427506**

I hereby certify that the name of the company has been changed from TML COMMERCIAL VEHICLES LIMITED to TATA MOTORS LIMITED with effect from the date of this certificate and that the company is Company limited by shares.

Company was originally incorporated with the name TML COMMERCIAL VEHICLES LIMITED

Given under my hand at ROC, CPC this TWENTY NINETH day of OCTOBER TWO THOUSAND TWENTY FIVE

Document certified by *.mca.gov.in.

Digitally signed by
*.mca.gov.in

Date: 2025.10.29 14:40:48 IST

Dhirendra Singh

Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies

Central Processing Centre

Note: The corresponding form has been approved by Dhirendra Singh, Central Processing Centre, and this order has been digitally signed by the Registrar of Companies through a system generated digital signature under rule 9(2) of the Companies (Registration Offices and Fees) Rules, 2014.

Mailing Address as per record available in Registrar of Companies office:

TATA MOTORS LIMITED

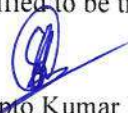
Bombay House, 24 Homi Mody Street, Stock Exchange, Mumbai, Mumbai- 400001, Maharashtra, India

Note: This certificate of incorporation is in pursuance to change of name by the Company and does not affects the rights and liabilities of stakeholders pursuant to such change of name. It is obligatory on the part of the Company to display the old name for a period of two years along with its new name at all places wherever a Company is required to display its name in terms of Section 12 of the Act. All stakeholders are advised to verify the latest status of the Company and its Directors etc and view public documents of the Company on the website of the Ministry www.mca.gov.in/MCA21



THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
TATA MOTORS LIMITED ⁽⁷⁾

Certified to be true


Sudipto Kumar Das
Company Secretary
ACS No. 63781

- I. The name of the Company is **TATA MOTORS LIMITED⁽⁷⁾**
- II. The Registered Office of the Company will be situated in the State of Maharashtra i.e. within the jurisdiction of the Registrar of Companies, Maharashtra at Mumbai.
- III. THE OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:
- (A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON INCORPORATION :
1. ⁽¹⁾ "To carry on the business of designing, developing, manufacturing, producing, assembling, altering, improving, repairing, installing, importing, exporting, buying, selling, re-selling, refurbishing, marketing, financing, leasing, letting on hire, distributing, consulting, servicing, provision of engineering and all kinds of services, related thereto, including sustainability and circularity related activities or otherwise dealing in any manner with vehicles of all kinds (including motor vehicles, motor cars, motor jeeps, motor wagons, motor vans, utility vehicles and conveyance of all types and description for propulsion on land including agricultural, construction equipment, defense vehicles, mass transport vehicles, whether propelled, moved, drawn or assisted by means of motor, petrol, diesel oil, power oil, spirit, steam, gas, vapour, electricity, battery, solar energy, atomic energy, or any other mechanical or power devices whatsoever), engines (including internal combustion engines), motors, parts, components, accessories and related equipment thereof, as well as activities required for, adjacent to or in relation to undertaking the aforementioned activities including providing battery and battery charging infrastructure and all machinery equipment, utensils, appliances, apparatus, lubricants, enamels, tools, and all things capable of being used therewith or in the manufacture, maintenance and working thereof, in each case whether in relation to commercial vehicles or otherwise, whether through online or offline channels."
- (B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:
1. To enter into agreement, arrangement or understanding with any company or persons for obtaining any right and benefits to further the objects of the company, including to obtain financial and/or technical information, know how and expert guidance for the conduct of the Company's business in India and abroad and to bind the Company with certain obligations and liabilities and to arrange facilities for training of technical personnel by them and to pay for the same by cash or otherwise and where necessary apply to the Reserve Bank of India.

⁽¹⁾ Replaced vide a Special Resolution passed by the Members at the Extra-Ordinary General Meeting held on July 25, 2024

⁽⁷⁾ Name Changed pursuant to National Company Law Tribunal Orders dated August 25, 2025 and September 10, 2025 sanctioning the Composite Scheme of Arrangement amongst Tata Motors Limited, TML Commercial Vehicles Limited, Tata Motors Passenger Vehicles Limited and its shareholders under Sections 230 - 232 of the Companies Act, 2013. The Scheme was effective from October 1, 2025.



2. To train or pay for the training in India or abroad of any of the Company's employees or to recruit and employ Indian or foreign experts in the interest of or in furtherance of the objects of the Company.
3. To organize, establish, conduct, manage and maintain engineering repair shops, workshops, service stations, service centres, testing centres and assembling shops of all kinds.
4. To establish, provide, maintain and conduct or otherwise subsidise laboratories and experimental workshops for scientific and technical research, experiments and to undertake and carry on all scientific and technical research, experiments and tests of all kinds and to promote studies, and research both scientific and technical, investigation and invention, by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or subsidizing the remuneration of scientific and technical professors and teachers and providing for the award of exhibition, scholarship, prizes, grants to students, or otherwise, and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered to assist the main business of the company.
5. ⁽²⁾To develop, apply for, purchase, acquire, protect, defend, prolong, renew, license, sub-license, assign, transfer or dispose (whether on an exclusive or non-exclusive basis) whether in India or elsewhere any inventions (whether patentable or not), patents, patent-rights, (whether for products or processes) licenses, protections, trademarks (whether registered or unregistered), know-how, original works (whether protected by copyright or not), copyrights, confidential information, trade secret, designs, concessions, communications, software, domain names or other systems, semi-conductor and integrated circuits, intellectual property of all kinds and the like conferring any exclusive or non-exclusive or limited rights to their use, or any inventions, secrets or other information, process or privilege which may seem capable of being used for any of the purposes of the Company or the acquisition of which may be directly or indirectly to benefit for the Company, and to use, exercise, develop, manufacture under or grant licenses or privileges in respect of, or otherwise turn to account the patents, property, rights or information, use or assist in any experiments, investigations, researches and opportunities for time share in communication, software of other systems likely to prove beneficial to the Company, inventions, secrets or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
6. To adopt such means of making known any goods and products dealt in by the Company as may seem expedient; to purchase and exhibit works of art or interest, to register and establish or license from any other company and protect trademarks, to publish books and periodicals and to participate in national and international exhibitions and in other similar manner.
7. To enter into any arrangement with any Government or Authority (Central, State, Municipal, Local, Panchayat or otherwise) or any corporation, company, limited liability partnership, general partnership (whether registered or unregistered), association of persons or any other natural or juridical person that may seem conducive to the attainment of the Company's objects, or any of them., and to obtain from such any and all of such persons any charters, contract, decrees, rights, privileges and concessions and to make commitments, bind themselves by obligations, liabilities, as deemed expedient.

⁽²⁾ Replaced vide a Special Resolution passed by the Members at the Extra-Ordinary General Meeting held on July 25, 2024



8. To enter into partnership or any arrangement for sharing profits, technological know-how, resources, amalgamation, union of interests, cooperation, joint venture, joint operation, reciprocal concession, or otherwise with any person (whether natural or juridical) or company carrying on or engaged in any business or transaction which is required for or ancillary to the objects of the Company or to amalgamate with, demerge into, dispose of the whole or part of the business or assets of the Company into or sell, deal, dispose of shares, debentures and securities of the Company to any such person or acquire by way of amalgamation, demerger, business transfer, asset transfer/ unit transfer the whole or part of the business or assets of any other company.
9. Subject to the provisions of the Companies Act, 2013, to give any class or section of those who have dealings with the Company any rights over or in relation to any fund or funds, or a right to participate in the profits of the Company or in the profits of any particular branch or part of the business, or any other special privileges, advantages or benefits.
10. To acquire and undertake the whole or any part of the goodwill, business, concern, undertaking, property rights, assets and liabilities of any person firm, association, society, company or corporation carrying on any business which the Company is authorized to carry on or possessed of property suitable for the purpose of this Company or by cash or otherwise, or partly in one way and partly in another or other, and to conduct, expand and develop or wind up and liquidate such business and to purchase and take such steps for the acquisition of existing and new licenses in connection with the main business of the Company.
11. To establish, maintain and conduct or discontinue or close agencies and branches, appointment of representatives, agents, stockiest, distributors, dealers and brokers in any part of the world for the conduct of business of the Company or for the purchase, sale or hire either for ready delivery or future, all types of vehicles, merchandise, commodities, goods, wares, materials, produce, products, articles and things and to discontinue the same if and when not required.
12. To employ, engage or appoint persons experts or agents or to utilize the service of the directors or employees of the Company in any part of the world to manage various aspects of the day to day affairs of the Company, its businesses or assets, investigate and examine conditions, prospects, value, character and circumstances of any business, concerns, and undertakings and generally of any assets, properties or rights and if considered expedient to carry on all or any of the business carried on by the Company.
13. To employ, or otherwise appoint or engage technical experts, engineers, administrative and executive personnel, mechanics, foremen, skilled, semi-skilled and unskilled labour for any of the purpose of the business of the Company, and where necessary to apply to any government or agency of any government to obtain permits allowing the employment of non-resident Indians.
14. To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities (including land of any tenure in any part of the world and shares, stocks or securities of any other company) and in such manner as is expedient and to dispose of or vary any such investments or securities.
15. To lend and advance money or give credit to such persons, firms or companies on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give or receive guarantees or security of movable and immovable properties and other assets (whether



through mortgage, pledge, hypothecation or otherwise) for any such persons, firms or companies, whenever it is necessary or advantageous to do so in the interest of the Company, provided that the Company shall not carry on the business of banking.

16. Subject to any legislation for the time being in force, to borrow from any banks, financial institution, non-banking financial institutions, public or from any other source or raise funds or secure repayment of money, or to receive money for any of the purposes of the Company, and at such time or times as may be thought fit, by promissory notes or by taking credits in or opening current accounts with any person, firm, bank or Company, whether with or without security for any such money so borrowed, raised, received and/or any such debentures or debenture-stock so issued, to mortgage, pledge, or charge the whole or any part of the property and assets of the Company, both present and future, including its uncalled capital, by special assignment or otherwise, or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient, and to purchase, redeem or pay off any such securities.
17. To create any reserve fund, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company, or for other purpose conducive to the interests of the Company.
18. To pay all expenses incurred in connection with the promotion, formation and incorporation of the Company.
19. To stand guarantors and be surety or answerable for the debts, or defaults of any person, firm or company arising on contracts for payment or repayment of moneys or loans or the fulfillment of any obligations or performances by any such person, firm or company, and to enter into contracts of indemnity or guarantee with such terms and conditions as may seem necessary or expedient for effecting the same.
20. ⁽³⁾ To open and operate current, overdraft, loan, cash, credit, escrow/nodal or deposit account or accounts including pre-paid financial instruments and obtaining and providing payment aggregation facilities and services with/from any bank, company, firm or person.
21. To indemnify officers, Directors, promoters and/or servants, employees or consultants of the Company against the proceedings, costs, charges, interests, damages, claims and demands, in respect of anything done, or ordered to be done, for and in the interests of the Company, or for any loss or damages or misfortunes whatsoever which occurred in the execution of the duties of their office or relation thereto.
22. To refer any claims, disputes or any other questions by or against the Company or in which the Company is interested or concerned and whether between the Company and the member or his or their representatives or between the Company and third parties to arbitration in India or at any place outside India and to observe, perform and to do all acts, deeds, matters and things to carry out or enforce the awards. To institute or defend legal proceedings by or against the Company or its predecessors at various courts, tribunals, judicial and quasi-judicial authorities, administrative and executive bodies, whether of civil or criminal nature, including and filing necessary documentation, thereto and receiving summons, notices and such other communication

⁽³⁾ Replaced vide a Special Resolution passed by the Members at the Extra-Ordinary General Meeting held on July 25, 2024



23. In the event of winding up, to distribute among the members of the Company in specie or in kind any property of the Company subject to the provisions of the Companies Act, 2013 or any other law for the time being in force and the Articles of Association of the Company.
24. To take part in the formation, subsidizing, supervision of or control of any business or operations of any company or undertaking and for that purpose to act as or appoint as its own nominee, officers, directors, trustees, administrators, managers and accountants, or other employees, experts or agents.
25. To sell, let, dispose of or grant rights over all or any property or undertaking of the Company.
26. To provide for the welfare of the employees or ex-employees of the Company and wives, widows, families or dependents or connections of such persons by building or contributing to the building of houses, dwellings or by grant of money, pensions, gratuity, bonus payment towards insurance or other payment or by creating from time to time, subscribing or contributing to, adding or supporting, provident funds or trusts or conveniences and by providing or subscribing or contributing towards places of instruction or recreation, hospitals and dispensaries, medical and other attendance and other assistance.
27. To establish a trust or trusts and/or appoint trustees there of from time to time and vest funds or any property in the trustees who shall hold and deal with such funds or property in such manner as the Company may decide.
28. To grant employee stock options in accordance with the provisions of the Companies Act, 2013 and other regulations applicable to the Company.
29. To receive moneys or deposits with or without interest subject to Section 73 of the Companies Act, 2013 and rules thereunder and directions of Reserve Bank of India.
30. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, letters of credit, circular notes, warrants, debentures, and other negotiable transferable instruments.
31. To act as advisors, consultants, experts, rendering service or advice in India or abroad in the field which the Company has developed the expertise and deems competent to render such advice or other service.
32. To arrange combined participation of Industries in the state fairs and exhibitions in India and abroad subject to the provisions of the Law.
33. To insure any of the properties, undertakings, contracts, guarantees, or obligations of the Company of every nature and kind in any manner whatsoever.
34. To carry on the business of hiring of hire purchase of all kinds of equipment, appliances, vehicles and tractors of all types and description.
35. To act as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others, and so that the word "company" in this Memorandum when applied otherwise than to this Company shall be deemed to include any authority, partnership, limited liability partnership, trust (whether public or private) or other body or persons, whether incorporated or not incorporated, whether in India or abroad and the intention is that the objects set forth in each of the several paragraphs of this Clause shall have the widest possible construction

and shall be in no way limited or restricted by reference to or inference from the terms of any other paragraph of this Clause or the name of the Company.

36. ⁽⁴⁾ To undertake business activities including importing, exporting, buying, selling, re-selling, marketing, financing, leasing, letting on hire, distributing, consulting, servicing, provision of engineering and other services through online or offline channels.
37. To design, develop, use, operate, host, maintain computer software, computer software applications, websites and applications as the case may be, which may deploy any technology (including cloud services, data and analytics, cybersecurity and encryption, Internet of Things (IoT), artificial intelligence, machine learning) and associated hardware for enabling or carrying out or entering into any business or activity specified in these objects or for the sale or marketing of existing or future goods sold or services rendered by being a facilitator between market participants and act as a e-commerce platform, m-commerce platform, or aggregator for purchase, sale, marketing or exchange of all kinds of products, goods, services and information.
38. To undertake the business of providing data, data analytics, data aggregation, and strategic services related to customer and vehicle usage data to enterprises in diversified sectors, including technology expertise in business processes, data processing, and management information systems and to deliver value-added services such as predictive and prescriptive analytics, enterprise decision management, marketing optimization and data collection and analysis to support customized product development.
39. To establish, support and/or aid in the establishment of one or more institutes(s) involved in automotive skill development to impart technical/other training.
40. ⁽⁵⁾ To undertake all such acts, deeds and things as maybe required for, ancillary or incidental to which are in relation to or which maybe considered desirable to further the main objects or objects that are ancillary or incidental to the objects specified above.

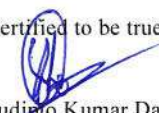
IV. The liability of the members is limited.

V. ⁽⁶⁾ Share Capital

The authorized share capital of the Company is INR 40,00,00,00,000 (Indian Rupees Four Thousand Crore only) divided into 5,00,00,00,000 (Five Hundred Crore) Equity Shares of INR 2 (Indian Rupees Two only) each and 30,00,00,000 (Thirty Crore) Convertible Cumulative Preference Shares of INR 100/- (Indian Rupees One Hundred only) each.

- ⁽⁴⁾ Clause no. 36 to 39 newly inserted vide a Special Resolution passed by the Members at the Extra-Ordinary General Meeting held on July 25, 2024.
- ⁽⁵⁾ Renumbered the existing clause bearing serial no. 36 in Clause III(B) as serial no. 40 vide a Special Resolution passed by the Members at the Extra-Ordinary General Meeting held on July 25, 2024.
- ⁽⁶⁾ Amended vide an Ordinary Resolution passed by the Members at the Annual General Meeting held on September 26, 2025.

Certified to be true


Sudipto Kumar Das
Company Secretary
ACS No. 63781



We, the several persons, whose names and address are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set against our respective names:

Subscriber Details					
S. N o.	*Name, Address, Description and Occupation	DIN / PAN / Passport number	No. of shares taken	DSC	Dated
1	Ashish Choraria Jointly with Tata Motors Limited S/o Nirmal Kumar Choraria, Add: 302, Aum Sai, Plot no 23C, Near Kharghar, Police Station, Sector 7, Kharghar, PO: Kharghar, DIST: Raigad, Maharashtra 410210 Occupation: Service	10377202	1 Equity, 0 Preference	Sd/-	22/06/2024
2	Vishal Badshah Jointly with Tata Motors Limited S/o. Vikram Dave Add. BUNGALOW NO- 18 Vijaya Garden, near Mercy Hospital, Jamhedhpur, Purbi Singhbum Jharkhand-831017 Occupation: Service	10106666	1 Equity, 0 Preference	Sd/-	22/06/2024
3	Anand Srinivasagopalan Jointly with Tata Motors Limited S/o Srinivasagopalan Sarangapani, Add: S1, Yuga Homes, No 28, Vembuliaman Kail Street, Near Vani Vidyalaya School, Virugambakkam, Chennai - 600092, Tamil Nadu, India Occupation: Service	10612257	1 Equity, 0 Preference	Sd/-	22/06/2024
4	Tata Motors Limited Bombay House, 24 Homi Mody Street, Mumbai 400001 Occupation- Business Rep by Mr. Maloy Kumar Gupta S/o Late Kalipada Gupta, Address - Flat No. 18C, 18th floor, Sagar Sangeet CHS, 58 SBS Road, Colaba, Mumbai 400005 Occ: Company Secretary Authorised by BM held on 04.06.2024	05315284	499994 Equity, 0 Preference	Sd/-	22/06/2024
5	Prakash Pandey Jointly with Tata Motors Limited S/o Vinay Kumar Pandey, Add: 46, Saraswatipuram, Khargapur, Gomtinagar, Lucknow, Uttar Pradesh, 226010 Occupation: Service	AMUPP4926A	1 Equity, 0 Preference	Sd/-	22/06/2024



6	Sudipto Kumar Das Jointly with Tata Motors Limited S/o Sakti Ranjan Das, Add: A1/01, Balaji Krupa, Plot No. 3A, Sec-28, Nerul West, Navi Mumbai- 400706, Maharashtra Occupation: Service	ADYDPD4788M	1 Equity, 0 Preference	Sd/-	22/06/2024
7	Mitesh Gadhiya Jointly with Tata Motors Limited S/o Girish Gadhiya, Add: Flat No. C-08, Indra Amrut Apartment, Orange City, Paithan Raod, Behind Best Price Mall. Aurangabad, Maharashtra- 431005 Occupation: Service	AKCPG8516F	1 Equity, 0 Preference	Sd/-	22/06/2024
Total shares taken			500000 Equity, 0 Preference		

Signed Before me					
Membership type of the witness (ACA/FCA/ACS/FCS/AC MA/FCMA)	Name of the witness	Address, Description and Occupation	DIN / PAN / Passport number / Membership number	Signature	Dated
FCS	MOHAMMAD PILLIKANDLU	PARIKH AND ASSOCIATES 111, 11TH FLOOR, SAI DWAR CHS LTD, SAB TV LANE, OFF LINK ROAD, ANDHERI WEST, MUMBAI 400053 Occ: Practising Company secretary	10619	Sd/-	22-06- 24

Certified to be true,

Sudipto Kumar Das
Company Secretary
ACS No. 63781



AMENDMENT TO THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION- SPECIAL RESOLUTION PASSED BY THE MEMBERS OF THE COMPANY AT THE EXTRA-ORDINARY GENERAL MEETING HELD ON JULY 25, 2024

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder and subject to the approval of the Registrar of Companies, Mumbai and all other regulatory authorities concerned, the consent of the Members, be and is hereby accorded to amend the main objects under Clause III (A) under the heading 'THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:' of the Memorandum of Association of the Company, by replacing the existing Clause 1 with the following clause:

1. "To carry on the business of designing, developing, manufacturing, producing, assembling, altering, improving, repairing, installing, importing, exporting, buying, selling, re-selling, refurbishing, marketing, financing, leasing, letting on hire, distributing, consulting, servicing, provision of engineering and all kinds of services, related thereto, including sustainability and circularity related activities or otherwise dealing in any manner with vehicles of all kinds (including motor vehicles, motor cars, motor jeeps, motor wagons, motor vans, utility vehicles and conveyance of all types and description for propulsion on land including agricultural, construction equipment, defense vehicles, mass transport vehicles, whether propelled, moved, drawn or assisted by means of motor, petrol, diesel oil, power oil, spirit, steam, gas, vapour, electricity, battery, solar energy, atomic energy, or any other mechanical or power devices whatsoever), engines (including internal combustion engines), motors, parts, components, accessories and related equipment thereof, as well as activities required for, adjacent to or in relation to undertaking the aforementioned activities including providing battery and battery charging infrastructure and all machinery equipment, utensils, appliances, apparatus, lubricants, enamels, tools, and all things capable of being used therewith or in the manufacture, maintenance and working thereof, in each case whether in relation to commercial vehicles or otherwise, whether through online or offline channels."

RESOLVED FURTHER THAT the existing Clause 5 and Clause 20 be replaced in the Memorandum of Association of the Company in Clause III (B) under the heading 'THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE' with the following clauses respectively:

5. To develop, apply for, purchase, acquire, protect, defend, prolong, renew, license, sub-license, assign, transfer or dispose (whether on an exclusive or non-exclusive basis) whether in India or elsewhere any inventions (whether patentable or not), patents, patent-rights, (whether for products or processes) licenses, protections, trademarks (whether registered or unregistered), know-how, original works (whether protected by copyright or not), copyrights, confidential information, trade secret, designs, concessions, communications, software, domain names or other systems, semi-conductor and integrated circuits, intellectual property of all kinds and the like conferring any exclusive or non-exclusive or limited rights to their use, or any inventions, secrets or other information, process or privilege which may seem capable of being used for any of the purposes of the Company or the acquisition of which may be directly or indirectly to benefit for the Company, and to use, exercise, develop, manufacture under or grant licenses or privileges in respect of, or otherwise turn to account the patents, property, rights or information, use or assist in any experiments, investigations, researches and opportunities for time share in communication, software of other systems likely to prove beneficial to the Company, inventions, secrets or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
20. To open and operate current, overdraft, loan, cash, credit, escrow/nodal or deposit account or accounts including pre-paid financial instruments and obtaining and providing payment aggregation facilities and services with/from any bank, company, firm or person.



RESOLVED FURTHER THAT the following new clauses be added after the clause 35 in the Memorandum of Association of the Company in Clause III (B) under the heading 'THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:

36. To undertake business activities including importing, exporting, buying, selling, re-selling, marketing, financing, leasing, letting on hire, distributing, consulting, servicing, provision of engineering and other services through online or offline channels.
37. To design, develop, use, operate, host, maintain computer software, computer software applications, websites and applications as the case may be, which may deploy any technology (including cloud services, data and analytics, cybersecurity and encryption, Internet of Things (IoT), artificial intelligence, machine learning) and associated hardware for enabling or carrying out or entering into any business or activity specified in these objects or for the sale or marketing of existing or future goods sold or services rendered by being a facilitator between market participants and act as a e-commerce platform, m-commerce platform, or aggregator for purchase, sale, marketing or exchange of all kinds of products, goods, services and information.
38. To undertake the business of providing data, data analytics, data aggregation, and strategic services related to customer and vehicle usage data to enterprises in diversified sectors, including technology expertise in business processes, data processing, and management information systems and to deliver value-added services such as predictive and prescriptive analytics, enterprise decision management, marketing optimization and data collection and analysis to support customized product development.
39. To establish, support and/or aid in the establishment of one or more institutes(s) involved in automotive skill development to impart technical/other training.

RESOLVED FURTHER THAT existing Clause 36 be re-numbered as Clause 40 in the Memorandum of Association of the Company in Clause III (B) under the heading 'THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE'

RESOLVED FURTHER THAT any Director of the Company, be and are hereby, severally authorized to sign on behalf of the Company and file necessary e-forms, applications, affidavits, letters, documents and such other writings, as may be necessary and required with any statutory / regulatory authority, including making any modifications / amendments thereto as may be suggested or prescribed by such Authority and to take all such steps as may be necessary and expedient to give effect to this Resolution."

AMENDMENT TO THE SHARE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION-ORDINARY RESOLUTION PASSED BY THE MEMBERS OF THE COMPANY AT THE ANNUAL GENERAL MEETING HELD ON SEPTEMBER 26, 2025

"RESOLVED THAT pursuant to the provisions of Sections 13, 61(1)(a), 64, and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and the rules framed thereunder, the approval of the members of the Company, be and is hereby accorded to increase the Authorized Share Capital of the Company from ₹50,00,000 (Rupees Fifty Lakh) divided into 25,00,000 (Twenty Five Lakh) Equity Shares of ₹2 each (Rupees 2) to ₹40,00,00,00,000 (Rupees Four Thousand Crore) divided into 5,00,00,00,000 (Five Hundred Crore) Equity Shares of ₹2 each (Rupees 2) each, amounting to ₹10,00,00,00,000 (Rupees One Thousand Crore) and 30,00,00,00,000 (Thirty Crore) Convertible Cumulative Preference Shares of ₹100 each amounting to ₹ 30,00,00,00,000 (Rupees Three Thousand Crore) ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded to substitute Clause V of the Memorandum of Association of the Company accordingly:

- V. The authorized share capital of the Company is INR 40,00,00,00,000 (Indian Rupees Four Thousand Crore only) divided into 5,00,00,00,000 (Five Hundred Crore) Equity Shares of INR 2



(Indian Rupees Two only) each and 30,00,00,000 (Thirty Crore) Convertible Cumulative Preference Shares of INR 100/- (Indian Rupees One Hundred only) each.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to do all such acts, deeds, and things as may be necessary and incidental to give effect to this Resolution.”

Certified to be true



Sudipto Kumar Das
Company Secretary



Certified to be true,


Sudipto Kumar Das
Company Secretary
ACS No. 63781

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

TATA MOTORS LIMITED⁽¹⁾

Table F as notified under Schedule I of the Companies Act, 2013 is applicable to the Company

I.

INTERPRETATION

(1) In these regulations --

- (a) "the Act" means the Companies Act, 2013,
- (b) "the seal" means the common seal of the company.

(2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

II.

SHARE CAPITAL AND VARIATION OF RIGHTS

1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, --
 - (a) one certificate for all his shares without payment of any charges; or
 - (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
- (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
- (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders
3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
- (ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.

(1) Name Changed pursuant to National Company Law Tribunal Orders dated August 25, 2025 and September 10, 2025 sanctioning the Composite Scheme of Arrangement amongst Tata Motors Limited, TML Commercial Vehicles Limited, Tata Motors Passenger Vehicles Limited and its shareholders under Sections 230 - 232 of the Companies Act, 2013. The Scheme was effective from October 1, 2025.



4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
5.
 - (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
 - (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
 - (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
6.
 - (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
 - (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

LIEN

9.
 - (i) The company shall have a first and paramount lien --
 - (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

 - (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:
Provided that no sale shall be made --
 - (a) unless a sum in respect of which the lien exists is presently payable; or



- (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:
- Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.
- (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
- (iii) A call may be revoked or postponed at the discretion of the Board.
14. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
17. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.



18. The Board –
- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
 - (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

TRANSFER OF SHARES

19. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
- (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
20. The Board may, subject to the right of appeal conferred by section 58 decline to register –
- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
 - (b) any transfer of shares on which the company has a lien.
21. The Board may decline to recognise any instrument of transfer unless –
- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
 - (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
 - (c) the instrument of transfer is in respect of only one class of shares.
22. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

TRANSMISSION OF SHARES

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares
- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either –
- (a) to be registered himself as holder of the share; or



- (b) to make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

FORFEITURE OF SHARES

28. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
28. The notice aforesaid shall –
- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
- (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
29. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
30. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

31. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
32. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- (iii) The transferee shall thereupon be registered as the holder of the share; and
- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
33. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

DEMATERIALISATION OF SECURITIES

- 33(A). (i) For the purpose of this Article :-

'Beneficial Owner' means a person or persons whose name is recorded as such with a depository;

'SEBI' means the Securities and Exchange Board of India;

'Depository' means a company formed and registered under the Companies Act, 2013, and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992; and

'Security' means such security as may be specified by SEBI from time to time

- (ii) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996;
- (iii) Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by the law, in respect of any security in the manner provided by the Depositories Act, and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificate of Securities.
- If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.
- (iv) All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C, 372 and 372A of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owner.



- (v)
- (a) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner;
 - (b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
 - (c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.
- (vi) Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.
- (vii) Nothing contained in Section 108 of the Act or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.
- (viii) Notwithstanding anything in the Act or these Articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities
- (ix) Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a depository.

ALTERATION OF CAPITAL

34. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
35. Subject to the provisions of section 61, the company may, by ordinary resolution, --
- (d) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (e) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - (f) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - (g) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
36. Where shares are converted into stock, --



- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:
- Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
- (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.
37. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law, --
- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

CAPITALISATION OF PROFITS

38. (i) The company in general meeting may, upon the recommendation of the Board, resolve --
- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
- (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards --
- (a) paying up any amounts for the time being unpaid on any shares held by such members respectively;
- (b) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
- (c) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
- (d) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
- (e) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.



39. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall –
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
 - (b) generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power --
- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

BUY-BACK OF SHARES

40. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

GENERAL MEETINGS

41. All general meetings other than annual general meeting shall be called extraordinary general meeting.
42. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

PROCEEDINGS AT GENERAL MEETINGS

43. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
44. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
45. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

46. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

ADJOURNMENT OF MEETING

47. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING RIGHTS

48. Subject to any rights or restrictions for the time being attached to any class or classes of shares, --
- (a) on a show of hands, every member present in person shall have one vote; and
- (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
50. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
51. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
52. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
53. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid
54. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

PROXY



55. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105
57. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:
Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

58. i) Until otherwise determined by a general meeting, the number of directors shall not be less than 3 or more than 15.
- (ii) The First Directors of the Company are:-
- a. Mr Vishal Badshah
 - b. Mr Anand Srinivasagopalan
 - c. Mr Ashish Choraria
59. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them –
- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
 - (b) in connection with the business of the company.
60. The Board may pay all expenses incurred in getting up and registering the company.
61. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
62. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine
63. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.



64. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

PROCEEDINGS OF BOARD

65. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
66. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
67. (i) The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
- (ii) The number of directors who shall constitute a valid quorum for the purpose of any meeting of the board of directors or committees formed by the board of directors shall at all times, be in accordance with the Act.
68. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
69. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
- (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
70. (i) A committee may elect a Chairperson of its meetings.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
71. (i) A committee may meet and adjourn as it thinks fit.



- (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
72. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
73. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

**MANAGING DIRECTOR, CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR
CHIEF FINANCIAL OFFICER**

74. Subject to the provisions of the Act, --
- (i) A managing director, chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any managing director, chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
- (ii) A director may be appointed as managing director, chief executive officer, manager, company secretary or chief financial officer
75. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and managing director, chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, managing director, chief executive officer, manager, company secretary or chief financial officer.

SEAL

76. (i) The Board shall provide for the safe custody of the seal.
- (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

DIVIDEND AND RESERVES

77. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
78. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
79. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like



discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve
80. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
 - (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
81. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
82. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
83. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
84. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
85. No dividend shall bear interest against the company.

ACCOUNTS

86. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
- (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

WINDING UP

87. Subject to the provisions of Chapter XX of the Act and rules made thereunder –
- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind,

the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

- (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

88. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

Certified to be true,


Sudipto Kumar Das
Company Secretary
ACS No. 63781



We the several persons, whose name and addresses are subscribed below are desirous of being formed into a Company in pursuance of these Articles of Association:

Subscriber Details					
S. No.	*Name, Address, Description and Occupation	DIN / PAN / Passport number	*Place	DSC	Dated
1	Anand Srinivasagopalan Jointly with Tata Motors Limited S/o Srinivasagopalan Sarangapani, Add: S1, Yuga Homes, No 28, Vembuliaman Kail Street, Near Vani Vidyalaya School, Virugambakkam, Chennai - 600092, Tamil Nadu, India Occupation: Service	10612257	Mumbai	Sd/-	22/06/2024
2	Tata Motors Limited Bombay House, 24 Homi Mody Street, Mumbai 400001 Occupation- Business Rep by Mr. Maloy Kumar Gupta S/o Late Kalipada Gupta, Address - Flat No. 18C, 18th floor, Sagar Sangeet CHS, 58 SBS Road, Colaba, Mumbai 400005 Occ: Company Secretary Authorised by BM held on 04.06.2024	05315284	Mumbai	Sd/-	22/06/2024
3	Prakash Pandey Jointly with Tata Motors Limited S/o Vinay Kumar Pandey, Add: 46, Saraswatipuram, Khargapur, Gomtinagar, Lucknow, Uttar Pradesh, 226010 Occupation: Service	AMUPP4926A	Mumbai	Sd/-	22/06/2024



4	Sudipto Kumar Das Jointly with Tata Motors Limited S/o Sakti Ranjan Das, Add: A1/01, Balaji Krupa, Plot No. 3A, Sec- 28, Nerul West, Navi Mumbai- 400706, Maharashtra Occupation: Service	ADYPD4788M	Mumbai	Sd/-	22/06/2024
5	Mitesh Gadhiya Jointly with Tata Motors Limited S/o Girish Gadhiya, Add: Flat No. C-08, Indra Amrut Apartment, Orange City, Paithan Raod, Behind Best Price Mall. Aurangabad, Maharashtra-431005 Occupation: Service	AKCPG8516F	Mumbai	Sd/-	22/06/2024
6	Ashish Choraria Jointly with Tata Motors Limited S/o Nirmal Kumar Choraria, Add: 302, Aum Sai, Plot no 23C, Near Kharghar, Police Station, Sector 7, Kharghar, PO: Kharghar, DIST: Raigad, Maharashtra 410210 Occupation: Service	10377202	Mumbai	Sd/-	22/06/2024
7	Vishal Badshah Jointly with Tata Motors Limited S/o. Vikram Dave Add. BUNGALOW NO- 18 Vijaya Garden, near Mercy Hospital, Jamhedhpur, Purbi Singhbum Jharkhand- 831017 Occupation: Service	10106666	Mumbai	Sd/-	22/06/2024

Certified to be true,

Sudipto Kumar Das
Company Secretary
ACS No. 63781



Signed Before me					
Membership type of the witness (ACA/FCA/ACS/FCS/ACMA/FCMA)	Name of the witness	Address, Description and Occupation	DIN / PAN / Passport number / Membership number	Signature	Dated
FCS	MOHAMMAD PILLIKANDLU	PARIKH AND ASSOCIATES 111, 11TH FLOOR, SAI DWAR CHS LTD, SAB TV LANE, OFF LINK ROAD, ANDHERI WEST, MUMBAI 400053 Occ: Practising Company secretary	10619	Sd/-	22-06- 24

Certified to be true,


Sudipto Kumar Das
Company Secretary
ACS No. 63781

