

AUDIT COMMITTEE CHARTER OF TATA MOTORS LIMITED

1. Principles and Objectives

- 1.1 The role of the Audit Committee ("Committee") flows from the Board of Directors' ("Board") overview function on corporate governance, which holds the management accountable to the Board and the Board in turn, accountable to the shareholders.
- 1.2 The primary role of the Committee of TML Commercial Vehicles Limited ("the Company") is that of assisting the Board in:
- a. Review and exercising oversight on the accounts, finance and audit functions of the Company as well as transactions having a significant/material financial implication for the Company:-
 - b. Review (in conjunction with management) of the financial statements, both standalone financial statements and consolidated financial statements including the quality and integrity of such statements and the auditor's report thereon together with any significant financial reporting judgments contained in them as well as the adherence of these financial statements to Accounting Standards.
 - c. Oversight of financial reporting controls and processes for the Company and its subsidiaries.
 - d. Oversight of timely and accurate disclosures and communications with stakeholders.
 - e. Review of the adequacy and reliability of the internal control systems and risk management system.
 - f. Recommendation for appointment, remuneration and terms of appointment of statutory and internal auditors of the Company and valuers.
 - g. Review of policy and compliance therewith in matters related to auditors, their independence, scope of work, performance and effectiveness of the audit process.
 - h. Review of the efficacy of the whistle blowing mechanism for stakeholders, employees & Directors and the functioning of the same.
 - i. Approval or any subsequent modification of transactions of the Company with related parties.
 - j. Scrutiny of inter-corporate loans and investments.
 - k. Valuation of undertakings or assets of the Company, wherever it is necessary.
 - l. Review of reasons for defaults in the payments to the depositors, debenture holders, shareholders and creditors.
 - m. Oversight of compliance with legal and regulatory requirements including the Tata Code of Conduct ("TCoC") for the Company and its subsidiaries.
 - n. Performing such other duties and responsibilities as may be mandated under the Companies Act, 2013 and other applicable regulations and the directions of the Board.
- 1.3 The Committee will report periodically to the Board on its activities.

2. Composition

- 2.1 The Committee shall be appointed by the Board and shall comprise at least three Directors as members, all of whom shall be Independent Directors.
- 2.2 The members of the Committee shall elect a Chairman from amongst themselves. The Chairman of the Board, as far as possible, shall not be a member of the Committee.
- 2.3 All members of Audit Committee shall be 'financially literate' (which at minimum means possessing a working familiarity with the basic finance and accounting practices) and at least one member shall, in the judgement of the Board, be an audit committee 'financial expert' having accounting or related financial management expertise.

The Company Secretary shall act as the Secretary to the Committee.

3. Meetings and Quorum

- 3.1 The Committee shall meet at least 4 times in a year, and not more than 120 days shall elapse between two successive meetings.
- 3.2 The Committee may, at its discretion, invite other directors/such executives including the finance director and/or head of the finance and accounts function, head of internal audit and a representative of the statutory auditor to be present at the meetings of the Committee.
- 3.3 The quorum necessary for transacting business at a meeting of the Committee shall be two members or one-third of the total number of members of the Committee; whichever is greater, but there should be a minimum of two Independent Directors present.
- 3.4 A duly convened meeting of the Committee at which the requisite quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 3.5 The Chairperson of the Committee shall be present at Annual General Meeting to answer shareholder queries.
- 3.6 The Committee shall have a direct and independent line of reporting by the Head of Internal Audit function of the Company.
- 3.7 While invitees to the Committee shall have a right to be heard at the meetings, they shall not have a right to vote. The right to vote shall vest only with the members of the Committee.
- 3.8 The Committee may meet with the representatives of the Company's subsidiaries (especially those whose shares are not listed) and shall review their financial statements (in particular the investments made by them). The Committee may additionally review the system of internal control and financial reporting present in these subsidiaries for their integrity and adequacy. additionally review the system of internal control and financial reporting present in these subsidiaries for their integrity and adequacy.
- 3.9 The Committee shall meet periodically with management, the internal auditor and the external auditor, in separate executive sessions, as deemed fit by it.
- 3.10 The Committee shall meet the Credit Rating Agencies (CRAs) registered with SEBI, at least once in a year, to discuss issues including related party transactions, internal financial control and other material disclosures made by the management, which have a bearing on rating of the listed NCDs.

4. Authority and Power

- 4.1 The Committee shall, subject to the approval of the Board, have the power to:
 - Investigate any activity within the scope of this Charter or referred to it by the Board for this purpose
 - Requisition the presence of and seek information from any employee.
 - Obtain professional advice from external sources.
 - Secure attendance of outsiders with relevant expertise, if it considers necessary.
 - Have full access to information contained in the records of the Company.
 - To determine the provision of appropriate funding by the Company for compensation to the external auditors, other advisors/experts that the Committee chooses to engage and other ordinary administrative expenses of the Committee.

5. Functions

The functions of the Committee shall include the following:

5.1 Financial Statements

- a. Oversight of the Company's financial reporting process and disclosure of its financial information, to ensure that the financial statements are correct, sufficient & credible.
- b. Discuss and review with the management and auditors the annual / half yearly / quarterly financial statements and auditor's report thereon before submission to the Board, with particular reference to:
 - ~ Matters required to be included in the Directors' Responsibility Statement in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013.
 - ~ Disclosure under Management Discussion and Analysis of financial condition and results of operations.
 - ~ Review of accounting policies, practices & standards and reasons for change, if any.
 - ~ Major accounting entries involving estimates based on exercise of judgment by management.
 - ~ Qualifications/ modified opinion in the draft audit report.
 - ~ Significant adjustments made in the financial statements arising out of audit findings.
 - ~ Compliance with listing and other legal requirements relating to financial statements.
 - ~ Disclosure of related party transactions.
 - ~ The effect of regulatory and accounting initiatives as well as off-balance sheet structures, on the financial statements.
 - ~ Company's earnings press releases, as well as financial information and earnings guidance, if any, provided to analysts and rating agencies.
- c. Scrutinize inter-corporate loans and investments.
- d. Review the statement of uses/applications of funds by major category and the statement of funds utilized for purposes other than as mentioned in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights or private placement issue, deviations, if any from disclosures made in the offer documents under Regulations 32 (1) and 32 (7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and make appropriate recommendations to the Board to take up steps in this matter. These reviews are to be conducted till the money raised through the issue has been fully spent.
- e. Provide approval for appointment of the CFO (i.e. whole-time Finance Director or any other person leading the Finance function or discharging responsibilities related to that function) after assessing the qualifications, experience and background, etc. of the candidate.
- f. Review financial information required to be provided to any government body or public constituencies including media and the analyst community.
- g. Disclosures from the Chief Executive Officer and Chief Financial Officer made in connection with the certifications as regards the Company's quarterly and annual reports filed with the SEC under Section 302 of the Sarbanes-Oxley Act of 2002 of:-
 - ~ all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial data; and

~ any fraud, whether or not material, that involves management or other employees who have significant role in the Company's internal controls.

- h. Review utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- i. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.
- j. Review the system for storage, retrieval, display or printout of books of accounts maintained in electronic mode during the required period under law.

5.2 External / Independent / Statutory Auditors

- a. Provide recommendations to the Board for the appointment, re-appointment, remuneration and terms of appointment of the auditors of the Company. This would involve recommending the name of an individual or a firm as an external statutory auditor for consideration by the Board and further recommendation to the shareholders. While making recommendations, the Committee shall consider:
 - ~ whether the qualifications and experience of the auditors are commensurate with the size and requirements of the Company.
 - ~ any order or pending proceeding relating to matters of professional conduct against the proposed auditor before the Institute of Chartered Accountants of India or any competent authority or any Court.

To make these recommendations, the Committee may also call for any information from the proposed auditors as it may deem fit.

- b. Review and monitor the auditor's independence and performance and effectiveness of the audit process.
- c. Hold timely discussions with external/ statutory auditors regarding:
 - o The nature, scope and staffing of Audit as well as post-Audit discussion / review for dealing with any area of concern prior to commencement of audit.
 - All critical accounting policies and practices.
 - Significant financial reporting issues and judgments made in connection with preparation of the Company's financial statements.
 - o Other material written communications between the external auditors and the management, including, but not limited to, the management letter and schedule of unadjusted differences.
- d. Provide for Pre-approval of all audit and non-audit services to be rendered by the external auditors of the Company
 - To adopt a policy for review and pre-approval of all audit and non-audit services to be provided by the external auditors, so as to ensure their independence and to monitor adherence to the said Policy.
 - o The authority to grant pre approvals may be delegated to one or more designated members of the Audit Committee whose decisions will be presented to the full Audit Committee at its forthcoming meeting.
- e. Provide approval of payment to statutory auditors for any other services rendered by the statutory auditors.

- f. Review, with the management, the auditor's report on the annual financial statements covering the
- Assessment of the accounting principles used and the significant estimates made by management,
 - Compliance with accounting and auditing standards,
 - Evaluation of the overall financial statement presentation,
 - Observations or comments of the auditors on financial transactions or matters which have any adverse effect on the functioning of the Company,
 - Matters arising out of disqualification of any Director as per legal and regulatory provisions,
 - Any qualification, reservation or adverse remark in the auditor's report relating to the maintenance of accounts and other connected matters,
 - Adequacy and operating effectiveness of internal financial control systems, o Other matters which are required to be included in the audit report as per regulatory and legal provisions.
- g. Review, with the external auditors, certain information relating to the auditor's judgments about the quality, of the Company's accounting principles as applied to its financial reporting. This review would typically include discussion on : o such matters as the consistency of application of Company's accounting policies, clarity & completeness of the Company's financial statements and any related disclosures. o such items that have a significant impact on the representational faithfulness, verifiability & neutrality of the accounting information included in the financial statements.
- h. Review and suitably reply to the report(s) forwarded by the auditors on the matters where the auditors have sufficient reasons to believe that an offence involving fraud is being or has been committed against the Company by officers or employees of the Company.
- i. Review with the external auditor, any audit problems or difficulties and the management's response thereto.
- j. Resolve any disagreements of the external auditor with the management regarding financial reporting.
- k. Preferably review on an annual basis (in conjunction with management of the Company) a report by the external auditors, describing:
- The internal quality control procedures followed by the external auditor.
 - Any material issues raised by the most recent internal quality control review or peer review of the external audit firm, or by any inquiry or investigation conducted by any governmental / professional authorities, within the preceding 5 years, with respect to one or more independent audits carried on by the firm and the steps taken to deal with such issues.
 - Nature of any relationship existing between the Company and the external auditor and assessment of independence.
- l. Establish clear hiring policies for employees or former employees of external auditors and monitor the implementation of such policies.

5.3 Internal Audit

- a. Review the adequacy of the internal audit function, if any, including the structure of the internal audit department including appointment of outsourced internal audit firms, staffing and seniority of the official heading the department, the reporting structure, coverage and budget, scope, coverage and frequency of internal audit.

- b. Review the performance of the internal audit department, including the objectivity and authority of its reporting obligation and results of internal audit.
- c. Discuss with internal auditors including outsourced internal audit firms any significant findings and follow-up thereon.
- d. Review findings of internal investigations by internal auditors into matters where there is suspected fraud, irregularity or failure of internal control systems of a material nature and report the matter to the Board.
- e. Review the appointment, removal, performance and terms of remuneration of the Chief Internal Auditor, including outsourced internal audit firms.
- f. Review the regular internal reports to management prepared by the internal audit department and outsourced internal audit firms and management's response thereto.
- g. Review internal audit reports relating to internal control weaknesses.
- h. Pre-approve any non-audit related work allotment which may conflict with the role and independence of the Chief Internal Auditor, internal audit team members and outsourced firms.

5.4 Cost Audit

- a. Recommend to the Board the appointment, re-appointment and removal of cost auditors, fixation of audit fee, nature and scope of cost audit and approve other services and related fees, ensuring independence and arm's length relationship as per Section 148 of the Companies Act, 2013.
- b. Review and recommend the cost audit report to the Board.

5.5 Internal Control

- a. Review, with the management, external and internal auditors and the outsourced internal audit firms, the quality, adequacy and effectiveness of the Company's internal control system and any significant deficiencies or material weakness in the internal controls.
- b. Review management letters or letters of internal control weaknesses issued by statutory auditors.
- c. Evaluation of internal financial controls.
- d. Review management's report on internal control and statutory auditor's attestation on management's assertion.

5.6 Risk Management

- a. Evaluate on a regular basis the adequacy and efficacy of the risk management systems.

b. Discuss with the management and provide oversight in regard to the Company's enterprise-wide risk assessment and management, including appropriate guidelines to govern the process. Specifically:

- On a regular basis there should be a review of the enterprise risks including strategic, financial, operational and environmental risks and mitigation strategies deployed to manage and bring these risks to an acceptable level.
- There should be a review and endorsement of the treasury policy that defines the Company's major financial risk exposures and appetite for financial risks and outlines appropriate mitigation strategies to minimize risks arising out of foreign currency transactions, interest fluctuations, borrowings, etc. There should be a review of the risk disclosure statements in all public documents or disclosures.

5.7 Whistleblowing / Vigil Mechanism

a. The Committee shall maintain oversight of the adequacy of the whistleblowing or vigil mechanisms. It shall review the Company's arrangements for its employees, stakeholders and directors to raise concerns, in confidence, about suspected wrongdoing in the Company on matters including those related to ethics, compliance, financial reporting, accounting and auditing.

b. The Committee shall ensure that these arrangements allow independent investigation of such matters and appropriate follow up action.

c. The whistleblower mechanism shall provide adequate safeguards against victimisation of persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

5.8 Compliance with Regulatory Requirements and Policies

a. Review the reasons for substantial defaults in payments to depositors, debenture holders, shareholders in case of non-payment of declared dividends and creditors.

b. Review the valuation of undertakings or assets of the Company wherever necessary.

c. Oversee compliance with legal and regulatory requirements and also the Tata Code of Conduct for the Company and its subsidiaries.

d. The Committee shall be provided reports by management on legal and compliance matters as statutorily required, any material reports or inquiries from regulatory or governmental agencies on the financial statements of the Company and such matters shall be reviewed with internal or external counsel as deemed appropriate.

e. Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up including disciplinary action for any instances of non-compliance.

f. Review the findings of any examinations by regulatory agencies and auditor observations.

g. Review at periodic intervals all pending litigations initiated by or against the Company.

5.9 Related Party Transactions

a. Provide prior approval for proposed transactions or any subsequent material modification of transactions of the Company with related parties.

b. Define material modifications of such transactions and disclose the same as part of the policy on materiality of related party transactions and dealing with related party transactions.

5.10 Subsidiary Company Oversight

a. Review the financial statements, in particular the investments made by unlisted subsidiary companies.

b. The Chief Internal Auditor of the Company shall also be responsible for internal audit and risk management of all subsidiary companies and shall report thereon to the Committee through periodic assessments either directly or through an outsourced or co-sourced arrangement.

c. The following functions shall be reviewed by the Committee of a material subsidiary company along with the holding company's Audit Committee:

- Statutory Audit:
 - Appointment of auditors
 - Fixing of remuneration
 - Pre-approval of services
 - Compliance regarding prohibited services as defined in policy
 - Financial statements
 - Investments and significant transactions
 - Review and oversight of work done by auditors
- Internal Audit:
 - Review adequacy of structure and function of internal audit and status of audit plan and execution
 - Review key internal audit observations along with management response
- Review status of compliance with the Tata Code of Conduct
- Review adequacy of risk management and control environment

5.11 Other Functions

a. Perform other activities related to this Charter as requested by the Board of Directors.

b. Review compliance with provisions of these regulations at least once in a financial year and verify that systems for internal control are adequate and operating effectively.

6 Reporting

6.1 The annual report of the Company shall disclose the composition of the Committee, brief description of scope of the Committee Charter, names of members, Chairperson, meetings, attendance, etc.

6.2 The Committee will report and update the Board periodically on various matters considered including quality or integrity of financial statements, compliance with legal or regulatory requirements, performance of external auditor and internal audit function and findings of any internal investigations by internal auditors into suspected fraud, irregularity or failure of internal control systems of a material nature.

6.3 The Audit Committee will record its recommendations to the Board which will be incorporated in the information placed before the Board. If the Board does not accept any recommendation, the same shall be disclosed in the Board's report along with reasons.

7 Compensation

7.1 Members of the Committee may receive sitting fees or commission for their services as Committee members as determined by the Board.

8 Evaluation

8.1 The Committee shall undergo an annual self-evaluation of its performance and report the result to the Board and recommend any changes for approval. It shall confirm annually that responsibilities outlined have been carried out.

8.2 Indicative areas for evaluation include effectiveness of the committee, structure of committee and meetings, independence from the Board and contribution to Board decisions.

9 Subsidiary Companies

9.1 Listed subsidiary companies shall also form Audit Committees as applicable and may adopt policies, procedures and processes of the holding company where required. Critical issues may be referred to the holding company's Audit Committee.

9.2 Minutes of the Audit Committee of material subsidiary companies may be provided to members of the holding company's Audit Committee for information and guidance.

10 Review of Charter

10.1 The adequacy of this Charter shall be reviewed at least annually and recommendations shall be made to the Board to update it based on regulatory amendments or other changes.

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