

Disclosures pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 read with SEBI circular no. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 for the financial year ended March 31, 2026

As at March 31, 2026, the Company has in place the Tata Motors Limited Share-based Long Term Incentive Scheme ("TML SLTI"), details as set out below. The said scheme was formulated and approved pursuant to the effectiveness of the Composite Scheme of Arrangement amongst Tata Motors Limited (presently Tata Motors Passenger Vehicles Limited), TML Commercial Vehicles Limited (presently Tata Motors Limited), and Tata Motors Passenger Vehicles Limited (Amalgamating Company) and their respective shareholders, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme of Arrangement").

The Scheme of Arrangement was approved by the Hon'ble National Company Law Tribunal, Mumbai Bench, vide its orders dated August 25, 2025 and September 10, 2025, and became effective on October 1, 2025 ("Effective Date of Demerger").

The Scheme has been formulated pursuant to clause 9 of the Scheme of Arrangement, with respect to PSUs granted under (i) Tata Motors Limited Share-based Long Term Incentive Scheme, 2021; (ii) Tata Motors Limited Share-based Long Term Incentive Scheme 2024; and/or (iii) any other share-based incentive schemes to be introduced by the Demerged Company. ("Demerged Company Incentive Scheme") to the Eligible Employees, consequent upon the Demerger.

Accordingly, the disclosures pertaining to stock options granted by the Company under the aforesaid Scheme and as required under the applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, are provided herein below.

Sr. No	Particulars	Details
1.	Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant accounting standards as prescribed from time to time.	Disclosed in Notes to Accounts – Note 33 to Standalone financial statements for the year ended March 31, 2026, page nos 412 and 413 of the Annual Report. (Disclosures are provided in accordance with Ind AS 102, Share-based payment)
2	Diluted EPS on issue of shares pursuant to the Schemes disclosed in accordance with 'Accounting Standard 20-Earning Per Share' issued by Central Government or any other relevant accounting standards as prescribed from time to time.	Diluted EPS for the year ended March 31, 2026 is disclosed in Note 40, page no. 424 of the Annual report. Diluted earnings per share has been computed using the weighted average number of shares and dilutive potential shares, except where the result would be antidilutive.

3.	Details related to TML SLTI Scheme																					
i.	A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including	<ul style="list-style-type: none"> Tata Motors Limited Share-based Long Term Incentive Scheme 																				
	a) Date of shareholders' approval	Pursuant to the Order dated March 25, 2025 passed by the Hon'ble NCLT and in compliance with the applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, a Meeting of the Equity Shareholders of the Demerged Company was held on Tuesday, May 6, 2025 at 3.00 p.m. (IST) through two-way video conferencing/ other audio visual means to transact the business contained in the Notice dated April 4, 2025, for approval to the Composite Scheme.																				
	b) Total number of Options/Performance Share Units (PSUs) approved under the Scheme	<p>To issue and allot 23,07,647 (Twenty Three Lakhs Seven Thousand Three Hundred and Forty-Seven Only) Ordinary Shares of Rs. 2 each under the relevant Demerged Company Incentive Schemes as bifurcated hereunder:</p> <table border="1" data-bbox="630 940 1409 1386"> <thead> <tr> <th>Name of the Scheme</th> <th>Type</th> <th>PSUs vested but not exercised</th> <th>PSUs granted but not vested</th> </tr> </thead> <tbody> <tr> <td>Tata Motors Limited Share-based Long Term Incentive Scheme 2021</td> <td>PSUs</td> <td>3,15,253</td> <td>10,72,463</td> </tr> <tr> <td>Tata Motors Limited Share-based Long Term Incentive Scheme 2024</td> <td>PSUs</td> <td>-</td> <td>9,19,931</td> </tr> <tr> <td colspan="2">Sub-Total</td> <td>3,15,253</td> <td>19,92,394</td> </tr> <tr> <td colspan="2">Total</td> <td colspan="2">23,07,647</td> </tr> </tbody> </table>	Name of the Scheme	Type	PSUs vested but not exercised	PSUs granted but not vested	Tata Motors Limited Share-based Long Term Incentive Scheme 2021	PSUs	3,15,253	10,72,463	Tata Motors Limited Share-based Long Term Incentive Scheme 2024	PSUs	-	9,19,931	Sub-Total		3,15,253	19,92,394	Total		23,07,647	
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	c) Vesting requirements	<p>All the unvested PSUs to be vested under TML SLTI Scheme shall continue to vest in the same manner and within the same remaining vesting period as mentioned in the Original Grant Letter issued under the relevant Demerged Company Incentive Schemes.</p> <p>For determining the minimum vesting period required for PSUs that may be granted by the Company under the Scheme to the Eligible Employees, the period during which the Eligible Employees held corresponding Stock PSUs granted under the <i>Demerged Company Incentive Schemes</i> prior to the Grant of the PSUs by the Company, shall be adjusted against the minimum vesting period required under the sub-clause subject to Applicable laws.</p>																				

	d) Exercise price or pricing formula	The Exercise Price per PSU shall be ₹ 2/- (Rupees Two Only) i.e. at the face value of the underlying Share of the Company, and set out in the New Grant Letter, based on the fair and reasonable adjustments made to the PSUs granted to the Eligible Employees under the Demerged Company Incentive Schemes. Provided that the Exercise Price per PSUs shall not be less than the face value of the Shares at any time.
	e) Maximum term of options granted	All the unvested PSUs to be vested under this Scheme shall continue to vest in the same manner and within the same remaining vesting period as mentioned in the Original Grant Letter issued under the relevant Demerged Company Incentive Schemes. For determining the minimum vesting period required for PSUs that may be granted by the Company under the Scheme to the Eligible Employees, the period during which the Eligible Employees held corresponding Stock PSUs granted under the <i>Demerged Company Incentive Schemes</i> prior to the Grant of the PSUs by the Company, shall be adjusted against the minimum vesting period required under the sub-clause subject to Applicable laws.
	f) Source of shares (primary, secondary or combination)	TML STLI Scheme : Primary
	g) Variation in terms of options	Not applicable
ii.	Method used to account for the Schemes (Intrinsic or fair value):	The Company recognizes compensation expense relating to share based payments in accordance with Ind AS 102 Share-based Payment. Stock options granted by the Company to its employees are accounted as equity settled options. Accordingly, the estimated fair value of options granted that is determined on the date of grant, is charged to statement of Profit and Loss on a straight line basis over the vesting period of options which is the requisite service period, with a corresponding increase in equity.
iii	Where the Company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and EPS of the	Not applicable.

	Company shall also be disclosed.	
iv.	Option movement during the year (for each of the Schemes):	Not applicable.
v.	Weighted-average exercise prices and weighted-average fair values of options for options whose exercise price either equals or exceeds or is less than the market price of the stock.	The Exercise Price per PSU shall be ₹ 2/- (Rupees Two Only) i.e. at the face value of the underlying Share of the Company, and set out in the New Grant Letter, based on the fair and reasonable adjustments made to the PSUs granted to the Eligible Employees under the Demerged Company Incentive Schemes. Provided that the Exercise Price per PSUs shall not be less than the face value of the Shares at any time.
vi.	Employee wise details of options granted to:	Refer Annexure 2 below
Vii	A description of the method and significant assumptions used during the year to estimate the fair value of Options/PSUs	Refer Annexure 1 below

Annexure 1

A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

The Company has estimated fair value of options using Black Scholes model. The following assumptions were used for calculation of fair value of options for the year ended March 31, 2026:

Particulars	Tata Motors Limited Share-based Long Term Incentive Scheme
Assumption factor	Estimates
Risk free rate	5.3%-6.9%
Expected life of option	4 years
Expected volatility	33%-52%

Annexure 2

Details of grant made during FY 2025-26 to Senior Managerial Personnel (including Key Managerial Personnel):

Tata Motors Limited Share-based Long Term Incentive Scheme

SI No	Name	Designation	No. of options granted	No. of PSUs granted*	Exercise Price per Option (in ₹)	Exercise Price per PSUs (in ₹)
1	Girish Wagh	Managing Director & CEO	-	21,004	-	2
2	G V Ramanan	Chief Financial Officer	-	6,945	-	2
3	Sudipto Kumar Das	Company Secretary	-	-	-	
3	Sitaram Kandi	Chief Human Resource Officer	-	8,402	-	2
4	Rajesh Kaul	Business Head, Trucks Business	-	6,041	-	2
5	Pinaki Halдар	Business Head, SCV and Pickups Business	-	5,502	-	2
6	Anand s	Business Head, Passenger Business	-	2,974	-	2
7	Jaykumar Chuttar	Chief Purchase Officer, Purchase & Supply Chain	-	4,647	-	2
8	Aniruddha Kulkarni	Vice President - Engineering	-	3,124	-	2
9	Vikram Agarwal	Senior General Manager, Spares and Non-Vehicle Business	-	2,628	-	2
10	Asif Shamim	Senior General Manager, International Business & Strategy	-	2,328	-	2

*granted under the Demerged Company Incentive Schemes

Note: No other employee was granted shares (including cash-settled) in the year amounting to 5% or more of the total options granted during the year. Similarly, there was no grant (including cash-settled) in the year that was equal to or exceeding 1% of the issued capital of the Company.