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advisors india private limited

To,
Deepak Sachdeva
Tata Motors Limited

19th May 2026

Subject: Review of proposed related party transactions with Tata Cummins Private Limited from an arm's length perspective under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Background

Pursuant to the engagement letter dated March 28, 2025 ("EL"), Dhruva Advisors India Private Limited ("the Firm") has been engaged by Tata Motors Limited ("TML" or "the Company") to review the proposed related party transactions proposed to be undertaken by the Company with Tata Cummins Private Limited ("TCPL") for FY 2026-27 and to provide an independent expert opinion in relation to the arm's length nature, fairness and appropriateness of such transactions from the standpoint of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

The review has been undertaken in the context of the requirement for obtaining prior approval of shareholders for material related party transactions under Regulation 23 of the SEBI LODR.

1. Our comments

For the purpose of this review, the Firm has obtained an understanding of the proposed transaction arrangements, commercial rationale, pricing framework and historical conduct of the transactions from the management of TML and has relied upon the information, explanations, documents and representations provided by the management of TML.

We have carried out an independent review of the proposed related party transactions between TML and TCPL having regard to, inter alia, the applicable framework under the Act and the SEBI LODR, the principles emanating from the OECD Transfer Pricing Guidelines, 2022 and the Indian transfer pricing regulations, the commercial and contractual framework governing the transactions, the historical conduct and recurring nature of the arrangement, the pricing methodology adopted for the transactions, and the benchmarking and corroborative analysis undertaken in relation thereto.

The detailed analysis and our observations have been set out in the enclosed report titled "*Report on Arm's Length Nature of Related Party Transactions with Tata Cummins Private Limited for Shareholders' Approval – May 2026*".

Based on our review and subject to the limitations set out below and in the enclosed report, it is our considered professional view that the proposed transactions between TML and TCPL for FY 2026-27 are on an arm's length basis and are fair, appropriate and in the interest of the Company and its shareholders, including minority shareholders. Further, based on management representation, we understand that the aforesaid transactions are in the ordinary course of the business.

Our review has been undertaken solely for the limited purpose of providing an independent expert opinion in connection with the approvals proposed to be sought under the SEBI LODR and should be read together with the detailed report enclosed herewith. The information and documents required to be maintained in relation to the proposed transactions, including disclosures, regulatory compliances and approvals under applicable law, remain the responsibility of the management of TML.

2. Scope limitation

In using this report and this covering letter, the following limitations on the scope of services rendered by us should be noted:

- This report is based on the completeness and accuracy of facts, information, explanations and representations made available to us by the management of TML. We have relied upon such information and representations without independently verifying the completeness or accuracy thereof. If any of the information provided to us is incomplete, inaccurate or subsequently changes, the conclusions expressed herein may require reconsideration.
- The comments and conclusions set out in the report are based on the statutory laws, regulations, judicial precedents, regulatory guidance and administrative interpretations prevailing as on the date of the report. Any change in such laws, regulations or interpretations, including with retrospective effect, may impact the conclusions expressed herein.
- Our scope did not include carrying out an audit, assurance engagement or independent verification of the financial or operational information provided to us. Accordingly, nothing contained in the report should be construed as an audit opinion, fairness opinion, valuation opinion or legal opinion.
- With respect to the identified transactions, we have relied upon the management's representations and explanations in relation to the commercial rationale, business necessity, ordinary course character and expected transaction values.
- We have analysed only those transaction categories and arrangements which were specifically identified by TML and shared with us as part of the engagement. Unless specifically requested by TML, we undertake no obligation to update the report or this letter for events, circumstances or developments occurring after the date hereof.
- The conclusions expressed in the report represent our professional judgment based on the information made available to us and should not be construed as binding on any regulatory, judicial or tax authority. Accordingly, there can be no assurance that any regulatory authority, stock exchange or other stakeholder would concur with the views expressed in the report.
- This report and the accompanying letter are intended solely for the benefit of TML, its Audit Committee, Board of Directors, Independent Directors and shareholders in connection with the proposed approvals under applicable law. They should not be relied upon by any other person for any other purpose without our prior written consent, except to the extent disclosure is required under applicable law or regulatory requirements.

The detailed terms of the engagement shall continue to be governed by the terms of the EL.

Please feel free to contact us should you have any questions or require any clarification.

Sincerely,

ADITYA Digitally signed
by ADITYA HANS
HANS Date: 2026.05.19
18:48:20 +05'30'

Aditya Hans
Partner


Ashish Jain
Associate Partner