



BSE Limited
First Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort
Mumbai 400 001

National Stock Exchange of India Ltd.
Listing Compliance Department
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai 400 051

May 6, 2025
Sc no.- 18656

Dear Sirs/Madam,

Re: Summary of Proceedings and Voting Results of the Meeting of the Equity Shareholders of Tata Motors Limited ("the Company") convened as per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") held on Tuesday, May 6, 2025

In continuation to our letter bearing sc no. 18635 dated April 4, 2025 and pursuant to the Order dated March 25, 2025 ("**Order**") passed by the Hon'ble NCLT and in compliance with applicable provisions of the Companies Act, 2013 ("**the Act**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), each as amended from time to time, we would like to inform that the Meeting of the Equity Shareholders of the Company ("**Meeting**") was held on Tuesday, May 6, 2025 at 3.00 p.m. (IST) through two-way video conferencing ("**VC**")/ other audio visual means ("**OAVM**") to transact the business contained in the Notice dated April 4, 2025 ("**Notice**"), for approval to the Composite Scheme of Arrangement amongst the Company, TML Commercial Vehicles Limited, Tata Motors Passenger Vehicles Limited and their respective shareholders ("**the Scheme**"). The Company also facilitated the live webcast of the proceedings of the Meeting. We would like to inform that the business contained in the Notice was transacted and passed by the Equity Shareholders with requisite majority.

In this regard, we are enclosing herewith the following:

- i) Summary of the proceedings of the Meeting of the Company, as required under Regulation 30 and Part A of Schedule III of the SEBI Listing Regulations, marked as **Annexure A**.
- ii) Results of the remote e-voting (prior to the Meeting as well as during the Meeting), in relation to the item of business transacted at the said Meeting, as required under Regulation 44(3) of the SEBI Listing Regulations, marked as **Annexure B**.
- iii) The Scrutinizer's Report dated May 6, 2025, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, marked as **Annexure C**.

The Meeting concluded at 4:45 p.m. (IST).

The voting results along with the Scrutinizer's Report is being made available simultaneously on the Company's website at www.tatamotors.com and the National Securities Depository Limited at www.evoting.nsdl.com.

You are requested to kindly take the same on record.

Yours faithfully,
Tata Motors Limited

Maloy Kumar Gupta
Company Secretary

Encl.: as above

TATA MOTORS LIMITED

Bombay House 24 Homi Mody Street Mumbai 400 001

Tel 91 22 6665 8282

www.tatamotors.com CIN L28920MH1945PLC004520



Annexure A

Summary of proceedings of the Meeting of the Equity Shareholders of Tata Motors Limited ('the Company') convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench on Tuesday, May 6, 2025

The Meeting of the Equity Shareholders of Tata Motors Limited ("**the Company**") convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ("**NCLT**"), was held on Tuesday, May 6, 2025 at 3:00 p.m. (IST) through two-way Video Conferencing ("**VC**")/Other Audio Visual Means ("**OAVM**") ("**Meeting**"). The Meeting was conducted in compliance with the provisions of the Companies Act, 2013 ("**Act**"), read with the applicable general circulars issued by the Ministry of Corporate Affairs for holding general meetings through VC/OAVM, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), other applicable SEBI Circulars and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ("**SS-2**").

Mr Sitaram Kunte, Retd. IAS and Former Chief Secretary, Government of Maharashtra, appointed as Chairperson to conduct the Meeting as directed by the Hon'ble NCLT chaired the Meeting. He welcomed the Members to the Meeting. He further informed that the Meeting was convened pursuant to the Order of the Hon'ble NCLT in the matter of the Composite Scheme of Arrangement amongst the Company, TML Commercial Vehicles Limited, Tata Motors Passenger Vehicles Limited and their respective shareholders ("**the Scheme**"). The requisite quorum being present, the Chairperson called the Meeting to order. He welcomed the Directors and requested them to introduce themselves to the Members. He then introduced the Group Chief Financial Officer and Company Secretary present with him at the common venue. He further informed that Mr Natarajan Chandrasekaran and Mr Al Noor Ramji are not present due to prior commitments. The representatives of the Company's Statutory Auditors, Secretarial Auditors and Mr Keval Mahendra Shah, Scrutinizer appointed by the Hon'ble NCLT were also present at the Meeting through VC.

At the request of the Chairperson, Mr Maloy Kumar Gupta, Company Secretary, welcomed the Equity Shareholders to the Meeting and provided them with the necessary details relating to their participation in the Meeting through VC/OAVM. He informed that the Company had provided its Members with the facility to cast their votes prior to the Meeting, through remote e-voting electronically, using the facility provided by National Securities Depository Limited ('NSDL'). He further informed that the voting facility was also made available during the Meeting for the benefit of Equity Shareholders who were present during the Meeting and had not cast their votes earlier through remote e-voting. Since there was no requirement of physical attendance of Equity Shareholders, he informed the Equity Shareholders that the requirement of appointing proxies was not applicable. Further, he informed to the Equity Shareholders that the documents that were referred to in the Notice were available for inspection.

The Chairperson thanked Mr Gupta and informed that (a) the Notice convening the Meeting, (b) the Statement under Section 102 read with Section 230 to Section 232 of the Companies Act, 2013, the Rules framed thereunder, SEBI Listing Regulations, Secretarial Standards and other applicable SEBI Circulars, (c) Composite Scheme of Arrangement and (d) other relevant documents in connection with the said Scheme and as referred to in the Notice had been dispatched to the Equity Shareholders through electronic means. In addition, the advertisements containing the details of the Meeting, despatch of the Notice and details on e-voting, were duly published in The Financial Express in English language and Loksatta in Marathi language, in accordance with the directions of the Hon'ble NCLT. He further informed the Equity Shareholders that the proceedings of the Meeting was video recorded and a live streaming was being webcast on the website of NSDL. The Company had taken all the requisite steps to enable Equity Shareholders to participate and vote on the items of businesses considered at the Meeting.

The details of authorized representations received from corporate Shareholders were informed to the Equity Shareholders.



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At the request of the Chairperson, Mr P B Balaji, Group Chief Financial Officer made a brief presentation to the Members highlighting the salient features and rationale behind the Scheme. He also mentioned the expected timeline for effectiveness for the Scheme

The Chairperson then invited the Equity Shareholders to express their views, ask questions and seek clarifications on the Scheme. After the Equity Shareholders spoke, the Chairperson requested Mr P B Balaji to respond to their queries, which was done to the satisfaction of the speaker Shareholders.

The Chairperson then authorized Mr Gupta to conduct the voting procedure and conclude the Meeting. He informed that Mr Keval Mahendra Shah, Chartered Accountant, Membership no. 191638, who was appointed by Hon'ble NCLT as the Scrutinizer would scrutinize the remote e-voting process in a fair and transparent manner. He thanked the Equity Shareholders for their continuing support and participating in the Meeting. At this juncture, the Chairperson, the other Board members and Mr P B Balaji left the Meeting.

The following Special Resolution set out in the Notice convening the Meeting was put up to the Equity Shareholders for voting:

Item No.	Details of the Agenda
1.	Approval to the Composite Scheme of Arrangement amongst Tata Motors Limited ("the Company"), TML Commercial Vehicles Limited, Tata Motors Passenger Vehicles Limited and their respective shareholders

After 15 minutes, Mr Gupta informed the Equity Shareholders that the voting results along with the scrutinizers report would be disseminated through the stock exchanges, placed on the websites of the Company viz. www.tatamotors.com and the NSDL viz. www.evoting.nsdl.com within two working days from the conclusion of the Meeting.

The Meeting concluded at 4:45 p.m.

The Scrutinizer's Report was received after the conclusion of the Meeting on May 6, 2025 and as set out therein, the aforesaid Resolution was declared carried with requisite majority.

Yours faithfully,
Tata Motors Limited

Maloy Kumar Gupta
Company Secretary



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Annexure B**Tata Motors Limited- Voting Results**

Date of the Meeting	Tuesday, May 6, 2025
Total number of Equity shareholders on cut-off date (April 29, 2025)	7,101,902
No. of shareholders present in the Meeting either in person or through proxy:	N.A. No arrangement for physical meeting or appointment of proxy was made as the meeting as the Meeting was held through VC/OAVM
Promoters and Promoter Group:	
Public:	
No. of shareholders attended the Meeting through Video Conferencing:	272
Promoters and Promoter Group:	7
Public:	265



Tata Motors Limited - Ordinary Shares

Resolution Required :Special			1 - Composite Scheme of Arrangement between Tata Motors Limited, TML Commercial Vehicles Limited and Tata Motors Passenger Vehicles Limited and their respective shareholders.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	1567368597	1567368597	100.0000	1567368597	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1567368597	100.0000	1567368597	0	100.0000	0.0000
Public Institutions	E-Voting	1266143277	1092919016	86.3187	1092919016	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1092919016	86.3187	1092919016	0	100.0000	0.0000
Public Non Institutions	E-Voting	847836868	70588245	8.3257	70574529	13716	99.9806	0.0194
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		70588245	8.3257	70574529	13716	99.9806	0.0194
Total		3681348742	2730875858	74.1814	2730862142	13716	99.9995	0.0005



CA KEVAL MAHENDRA SHAH

Chartered Accountant

Membership Number: 191638

To

The Chairperson appointed for the meeting of the Equity Shareholders

TATA MOTORS LIMITED

CIN: L28920MH1945PLC004520

Bombay House, 24 Homi Mody Street,

Mumbai 400001

Sub: Scrutinizer's Report on the results of voting by the Equity Shareholders of Tata Motors Limited ('the Company') through remote e-voting process prior to and e-voting process during the meeting, at the meeting convened in accordance with the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ('Hon'ble Tribunal' or 'Hon'ble NCLT') vide Order dated March 25, 2025, in Company Scheme Application CA (CAA) No. 61/MB/2025 in the matter of the Composite Scheme of Arrangement amongst Tata Motors Limited and TML Commercial Vehicles Limited and Tata Motors Passenger Vehicles Limited and their respective shareholders under Sections 230-232 and other applicable provisions of the Companies Act, 2013 held on Tuesday, May 06, 2025, at 3:00 p.m. IST, through video conferencing/ other audio-visual means ('Meeting').

Dear Sir,

I, Mr. Keval Mahendra Shah, Chartered Accountant (Membership No. 191638), have been appointed by the Hon'ble NCLT, vide its Order dated March 25, 2025, in Company Scheme Application CA(CAA) No. 61/MB/2025 ('Order'), as the Scrutinizer for the purpose of scrutinizing the remote e-voting process prior to Meeting and e-voting process during the Meeting, in a fair and transparent manner, at the Meeting convened pursuant to the provisions of the Section 230 to 232 of the Companies Act, 2013 ('Act') read with any other applicable provisions of the Act, along with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with the applicable general circulars issued by the Ministry of Corporate Affairs, Regulation 44 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), other applicable SEBI circulars and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ('SS-2'), in each case including any statutory modifications(s), or re-enactment thereof, for the time being in force, on the resolution seeking approval of the Equity Shareholders of Tata Motors Limited for the Composite Scheme of Arrangement amongst Tata Motors limited and TML Commercial Vehicles Limited and Tata Motors Passenger Vehicles Limited and their respective shareholders under Sections 230-232 and other applicable provisions of the Companies Act, 2013 ('Scheme'), in terms of the Notice dated April 04, 2025, convening the said Meeting.

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Mumbai 400067, Maharashtra, India; Email ID- kevalshah_001@yahoo.co.in
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CA KEVAL MAHENDRA SHAH

Chartered Accountant

Membership Number: 191638

I do hereby submit my report as under:

1. The Company had provided its members the facility to exercise their right to vote on the resolution proposed to be considered at the Meeting by electronic means (by using the electronic voting system provided by National Securities Depository Limited (NSDL) by (i) remote e-voting prior to the Meeting; (ii) e-voting during the Meeting.
2. The voting period for the remote e-voting prior to the Meeting commenced on **Friday, May 02, 2025 at 9:00 a.m. (IST) and ended on Monday, May 05, 2025 at 5:00 p.m. (IST)**. The remote e-voting was disabled thereafter.
3. The Company had also provided e-voting facility to the Equity Shareholders present at the Meeting through video conferencing / other audio-visual means and who had not cast their votes through remote e-voting prior to the Meeting. The remote e-voting module during the Meeting was disabled by NSDL for voting after 15 minutes of the conclusion of the Meeting.
4. The **cut-off date was Tuesday, April 29, 2025**, for the purpose of determining the shareholders entitled to vote through remote e-voting and e-voting conducted at the Meeting on the resolution seeking their approval.
5. As confirmed by the Company, the Notice dated April 04, 2025 convening the Meeting of the Equity Shareholders of the Company along with a copy of the Scheme and the Statement under Section 102, Sections 230 to 232 of the Act ('Scheme') read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, was sent to the Equity Shareholders in respect of the resolution to be passed at the Meeting through electronic mode via e-mail to those Equity Shareholders whose e-mail addresses were registered with the Company/ Depositories as per details shared by the Registrar and Transfer Agent ('RTA') of the Company as on March 28, 2025 in compliance with the MCA General Circular Nos., 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and the subsequent circulars issued in this regard the latest being 09/2024 dated September 19, 2024 ("MCA Circulars") and applicable SEBI Circulars.
6. After the closure of the voting at the Meeting, the report on the e-voting done at the Meeting and the votes cast under remote e-voting facility prior to the Meeting were unblocked and counted.

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Chartered Accountant

Membership Number: 191638

7. I have scrutinized and reviewed the remote e-voting and e-voting during the Meeting and votes tendered therein based on the data downloaded from the NSDL e-voting system. The downloaded data was reconciled with the records maintained by the Company's RTA and the authorisations lodged with the Company/ Company's RTA.
8. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules thereunder and the SEBI Listing Regulations relating to voting through remote e-voting, and e-voting during the Meeting on the resolution contained in the Notice of Meeting of the Equity Shareholders.
9. My responsibility as the Scrutinizer for the remote e-voting process prior to the Meeting, and e-voting during the Meeting is restricted to scrutinize remote e-voting process prior to Meeting and e-voting process during the Meeting in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast 'in favour' or 'against' the Resolution and 'invalid' votes, based on the reports generated from the remote e-voting system, and e-voting at the Meeting provided by NSDL.
10. The Resolution placed before the shareholders and the result of the voting on the same through remote e-voting prior to Meeting and e-voting process during the Meeting seeking approval of the Equity Shareholders of the Company are given below:

Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (**“Act”**) read with the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 applicable circulars and notifications issued by the Ministry of Corporate Affairs, the Securities Exchange Board of India Act, 1992 and the Regulations thereunder including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the SEBI Master Circular No. SEBI/ HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, Chapter XII of the SEBI Master Circular no. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2024/48 dated May 21, 2024, other applicable SEBI circulars and other applicable provisions, in each case as maybe amended or restated from time to time, the Observation Letters issued by BSE Limited and National Stock Exchange of India Limited on February 24, 2025 and February 25, 2025, respectively, relevant provisions of the Memorandum of Association and Articles of Association of Tata Motors Limited (the **“Company”** or **“TML”**), and subject to the sanction

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CA KEVAL MAHENDRA SHAH

Chartered Accountant

Membership Number: 191638

of the National Company Law Tribunal, Mumbai Bench (hereinafter referred to as “Hon’ble Tribunal” or “NCLT”) and such other approvals, permissions and sanctions of any other relevant statutory or regulatory authorities as may be required, and subject to such conditions and modifications as may be prescribed or imposed by the Hon’ble Tribunal, or by any statutory or regulatory authority(ies), while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted/ to be constituted by the Board or any other person authorized by it to exercise its powers including the powers conferred by this Resolution), the proposed arrangement embodied in the Composite Scheme of Arrangement amongst TML, TML Commercial Vehicles Limited and Tata Motors Passenger Vehicles Limited and their respective shareholders (“Scheme”), as annexed to this Notice of the NCLT convened Meeting of the equity shareholders, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem desirable, appropriate or necessary, to give effect to this Resolution and effectively implement the Scheme or any other transactions that are incidental or ancillary thereto and to accept such directions, modifications, amendments, limitations and/or conditions, if any, at any time and for any reason whatsoever, which may be required and/or imposed by the Hon’ble Tribunal or its appellate authority(ies) while sanctioning the arrangement embodied in the Scheme or by any regulatory or statutory authority(ies), or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing such accounting entries or making adjustments in the books of accounts of TML as considered necessary, while giving effect to the Scheme, as the Board may deem fit and proper, without being required to seek any further approval of the equity shareholders and the equity shareholders shall be deemed to have given their approval thereto expressly by authority under this Resolution.

RESOLVED FURTHER THAT the Board may delegate all or any of its powers herein conferred to any Director(s) and/or officer(s) of the Company to give effect to these Resolutions, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from shareholders of TML.”

11. The results of votes cast by all the Equity Shareholders through remote e-voting prior to Meeting and e-voting process during the Meeting of the Company is as under:

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(i) Voted **in favour** of the resolution:

Mode of voting	No. of shareholders that voted	No. of shares held by such shareholders	% of total no. of shares of valid vote cast
Remote E-Voting	4,727	2,73,08,42,477	100.00% (Rounded off to nearest integer)
E-Voting at the time of Meeting	61	19,665	0.00% (Rounded off to nearest integer)
Total	4,788	2,73,08,62,142	100.00% (Rounded off)

(ii) Voted **against** the resolution:

Mode of voting	No. of shareholders that voted	No. of shares held by such shareholders	% of total no. of shares of valid vote cast
Remote E-Voting	67	8,364	0.00% (Rounded off to nearest integer)
E-Voting at the time of Meeting	3	5,352	0.00% (Rounded off to nearest integer)
Total	70	13,716	0.00% (Rounded off to nearest integer)

(iii) Invalid votes:

Mode of voting	No. of shareholders whose votes were declared invalid	No. of shares held by such shareholders
Remote E-Voting	0	0
E-Voting at the time of Meeting	0	0
Total	0	0

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Membership Number: 191638

12. All registers, relevant records and other incidental papers related to remote e-voting prior to as well as during the Meeting were handed over to the Company Secretary of the Company for safe keeping.

Thanking you,
Yours faithfully,

Keval
Mahendra
Shah

Digitally signed by
Keval Mahendra
Shah
Date: 2025.05.06
20:00:42 +05'30'

CA Keval Mahendra Shah
Chartered Accountant
(Membership No. 191638)
UDIN: 25191638BMLJOR7659

Place: Mumbai
Dated: 06.05.2025



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