TMF HOLDINGS LIMITED

A Tata Enterprise

ANNUAL REPORT

MARCH 31, 2026

BOARD OF DIRECTORS

Mrs. Varsha Purandare
Independent Director

Dr. Vaijayanti Pandit,
Independent Director

Mr. Asim Kumar Mukhopadhyay
Non-Executive Director

Mr. Prakash Pandey,
Non-Executive Director

Mr. Sudeep Bhalla
Non-Executive Director

MANAGER & KMP
Mr. Vishwanathan N

CHIEF FINANCIAL OFFICER
Mr. Mohit Agarwal

COMPANY SECERETARY
Mr. Neeraj Dwivedi

STATUTORY AUDITORS
M/s. B. R. Maheswari & Co,
Chartered Accountants

CORPORATE INDENTIFICATION NUMBER (CIN)
U65923MH2006PLC162503

REGISTERED OFFICE:
Nanavati Mahalaya, Floor 3 & 4,
Plot 18 Mudhana Shetty Marg, Nr
BSE, Fort, Mumbai City, Mumbai,
Maharashtra, India, 400001
Website: www.cv.tatamotors.com
CIN: U65923MH2006PLC162503

REGISTRAR AND SHARE TRANSFER AGENT

MUFG Intime India Private Limited
A part of MUFG Corporate Markets, a division of MUFG Pension & Market Services
(Formerly Link Intime India Private Limited)

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DEBENTURE TRUSTEES

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400001
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LISTED AT (Debt Securities)
National Stock Exchange of India
Limited (NCDs)

TMF HOLDINGS LIMITED

DIRECTORS' REPORT
MARCH 31, 2026

To,
THE MEMBERS
TMF HOLDINGS LIMITED

The Directors feel privileged to present the 20th Annual Report on the business and operations of the company and the statement of accounts for the year ended March 31, 2026.

1. BACKGROUND

TMF Holdings Limited (hereinafter referred as 'TMFHL' or 'Company'), is a subsidiary of Tata Motors Limited.

The Company is a 'Systemically Important, Non-Deposit taking Non-Banking Finance Company' (NBFC) and classified as Core Investment Company (CIC- ND- SI) vide registration No. N-13.01836 dated October 11, 2017.

2. FINANCIAL RESULTS

(Rs. in Crore)

Particulars	**F.Y. 2025-26**	**F.Y. 2024-25**
Total Income	91.41	107.79
Less:		
Finance Costs	257.97	268.77
Impairment of financial instruments and other assets	0.02	-2.97
Net loss on fair value changes	2,417.62	-
Other expenses	2.68	3.91
Depreciation / Amortization	0.36	0.36
Profit/(loss) Before Exceptional Item	**-2,587.24**	**-162.28**
Exceptional item (Gain)	5	641.07
Profit/(loss) Before Tax	**2,582.24**	**478.79**
Less: Tax Expense/ (credit)	(104.37)	104.37
Profit/(loss) After Tax	**(2,477.87)**	**374.42**
Other comprehensive income	-	-
Total comprehensive income for the year	**(2,477.87)**	**374.42**
Balance brought forward from previous year (distributable)	-284.31	-440.49
Amount Available for Appropriations	-42.64	-66.07
Appropriations		
Statutory Reserve*	-	(74.89)
Distributions made to holders of instruments entirely equity in nature	159.11	143.35
Surplus carried to Balance Sheet	-2,921.29	-284.31

*In the absence of profit for FY2026, the Company was not required to transfer any amount to Statutory Reserve.

3. DIVIDEND

The Company has not declared dividend for FY 2025-26 on Equity Shares in view of losses.

4. OPERATIONS

The Company is primarily engaged in the business of investing, granting of loans, guarantees, and other forms of finance to its subsidiaries and Tata Motors group companies and to carry such other activities as may be permitted under the CIC guidelines. During the year, the Company recorded a total income of Rs.91.41 crores (as against Rs.107.79 crores for previous year) and profit/ (loss) before tax of Rs. (2,582.24) crores (as against loss before tax of Rs. 478.79 crores in FY25). Consequent to Board approval of January 29, 2026, the Company has filed Scheme of arrangement with respect to merger of itself with Tata Motors Limited i.e., 100% Holding Company.

5. PERFORMANCE OF SUBSIDIARIES

TMF Business Services Limited (TMFBSL)

During the year, the Company recorded a total income of Rs. 39.50 crores and profit before tax of Rs.80.97 crores. Profit after tax for the year was at Rs. 59.58 crores.

8. FINANCE

The total borrowings as of March 31, 2026 stood at Rs. 3,469.84 crores comprising mainly of Non-Convertible Debentures and Inter-Corporate Deposits. The Debt / Equity ratio as on March 31, 2026 is 1.15. The Company complies with all the regulatory ratios applicable to Core Investment Company (CIC) as per RBI Guidelines.

9. CREDIT RATING

The ratings assigned to the Company in respect of borrowings are as follows:

No.	Instrument	CRISIL@
1	Non-Convertible Debenture	CRISIL AA+/ Stable
2	Perpetual Bonds	CRISIL AA+/ Stable

@ Rating & Outlook upgraded w.e.f. May 19, 2025

10. SHARE CAPITAL

The Authorised Share Capital of the Company as on March 31, 2026 is Rs.37,50,00,00,000 (Rupees Three Thousand Seven Hundred and Fifty Crore) and Paid-Up Share Capital is Rs.2491,59,34,420/- (Rupees Two Thousand Four hundred ninety one crore Fifty Nine Lakhs Thirty-Four Thousand Four Hundred and Twenty) consisting of 249,15,93,442 equity shares of Rs. 10/- each.

11. NUMBER OF MEETINGS OF THE BOARD s

Ten meetings of the Board were held during the year under review. For details of meetings of the Board, please refer to the Corporate Governance Report, which forms part of this report.

12. COMMITTEES OF THE BOARD

The Company has constituted following Committees of the Board of Directors:

a. Audit Committee;
b. Nomination and Remuneration Committee;
c. Corporate Social Responsibility Committee;
d. Risk Management Committee;
e. Assets Liability Supervisory Committee;

The details including composition of the committee (terms of reference, attendance) are included in the Corporate Governance Report, which forms part of this report.

13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company, being a Non-Banking Finance Company is exempt from the provisions as applicable to loans, guarantees, security and investments under Section 186 of the Act. Therefore, no details are provided.

14. INFORMATION TECHNOLOGY/ DIGITAL STRATEGY

The Company has adequate Information Technology (IT) structure/ Digital Strategy (DS) commensurate with its size and operations.

15. COMPLIANCE & REGULATORY FRAMEWORK

The Company has complied with all applicable laws, rules, regulations, guidelines. The compliance requirements across various department are communicated comprehensively through regular communications. The Company uses web-based tool as a repository of compliance tasks which are updated as required by the Regulators. The compilations of these reports are reviewed by the Audit Committee/Board.

16. REGULATORY ACTION

There are no significant or material orders passed by the regulators or courts or tribunals impacting the going concern status and operations of the Company in future.

18. DEPOSITS FROM PUBLIC

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public is outstanding as on the date of the balance sheet.

19. EXTRACT OF THE ANNUAL RETURN

As per the requirements of Section 92(3) of the Act and Rules framed thereunder, the Annual Return in Form MGT-7 for FY 2025-26 is available on the website at www.tatamotors.com.

20. ACCOUNTS AND ACCOUNTING STANDARDS

The financial statements for the year ended March 31, 2026 are prepared in accordance with Ind AS as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013 (the "Act").

21. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company being a Non-Banking Finance Company (NBFC) and not being involved in any industrial or manufacturing activities, there is no material information on technology absorption to be furnished. The Company continues to adopt and use the latest technologies to improve the efficiency and effectiveness of its business operations.

Foreign Exchange earned in terms of actual inflows during the year under review was nil and the Foreign Exchange Outgo during the year under review in terms of actual outflow was nil.

22. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Company had appointed Dr. Vaijayanti Pandit (DIN- 06742237) as an independent Director on the Board with effect from June 9, 2025. Mr. Asim Kumar Mukhopadhyay (DIN: 06520288) and Mr. Sudeep Bhalla (DIN: 11160825) were appointed as Non- Executive Directors during the year, consequent to RBI's approval with effect from January 19, 2026.

Pursuant to the provisions of Section 149 of the Act, the Independent Directors have submitted declarations that each of them meets the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). There has been no change in the circumstances affecting their status as independent directors of the Company. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. The Directors have also disclosed their fit and proper status in accordance with the guidelines of RBI. The Board is of the opinion that the independent Directors of the Company have the required integrity, expertise, and experience (including the proficiency).

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/Committee of the Company.

The following are the KMPs of Company as on March 31, 2026:

- Mr. Vishwanathan Nallepalli, Manager and KMP.
- Mr. Neeraj Dwivedi, Company Secretary.
- Mr. Mohit Agarwal, Chief Financial Officer.

23. EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act and SEBI Listing Regulations. The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

In a separate meeting of independent directors, performance of non-independent directors, the Board as a whole and the Chairman of the Company was evaluated, taking into account the views of executive directors and non-executive directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

The performance of the Board, its committees, and individual directors was discussed at the Board Meeting. Performance evaluation of Independent Directors was done by the entire board, excluding the Independent Directors.

24. POLICY ON APPOINTMENT OF DIRECTORS & REMUNERATION POLICY AND OTHER DETAILS

The Nomination and Remuneration Committee (NRC) based on the requirements of the Company, recommends the appointment of Directors (Independent / Non – Executive) to the Board, as and when required.

The Company has adopted the Remuneration Policy for Directors, Key Managerial Personnel, and other employees of the Company pursuant to the provisions of Section 178(3) of the Companies Act, 2013. The Policy on Board Diversity and Director Attributes has been framed to encourage diversity of thought, experience, knowledge, perspective, age, and gender in the Board. The Remuneration Policy for Directors, Key Managerial Personnel and all other employees is aligned to the philosophy on the commitment of fostering a culture of growth with trust.

The Company has also adopted a ‘Fit and Proper’ Policy for ascertaining the ‘fit and proper’ criteria at the time of appointment of directors and on continuous basis, pursuant to the RBI Master Directions for NBFCs.

25. INTERNAL AUDIT FUNCTION

The Company has adequate Internal Audit Function commensurate with its size and operations.

26. INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal controls for ensuring the orderly and efficient conduct of the business, including adherence to the Companies' policies, safeguarding of assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures. The Company has adopted 'Committee of Sponsoring Organizations (COSO) 2013' as its internal controls framework which covers all the essential components of internal controls as stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by The Institute of Chartered Accountants of India and as required by the Companies Act, 2013.

Company has adopted Tata Motors Group's 'One Control Framework' and controls testing for the TML Group entities is performed by Group Control Tower (GCT). The Company's Internal Financial Controls were adequate and effective during the financial reporting as of March 31, 2026.

27. RISK AND CONCERNS

The company has been proactively enhancing its Risk Management Framework in response to its business growth. This involves a thorough, consistent review of all critical risks through its enterprise risk management framework, led by the Risk Management Committee. The Asset Liability Supervisory Committee plays a crucial role in ensuring assets and liabilities are properly aligned, while the Risk Management Committee offers a comprehensive review of the company's risk portfolio, regularly discussed with the Board of Directors.

28. VIGIL MECHANISM/ WHISTLE BLOWER POLICY

As required under Section 177 of the Companies Act, 2013, the Board has adopted the Whistle-Blower Policy which provides a formal mechanism for all employees of the Company to approach the Management/ Audit Committee and make protective disclosures to the Management about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct as guided by policies pertaining to Consequence Management, Anti Bribery and Corruption, Conflict of Interest etc. The disclosures reported are addressed in the manner and within the time frames prescribed in the Policy. No employee of the Company has been denied access to the Audit Committee. The Whistle Blower Policy of the Company is placed on the website of the company i.e. www.tatamotors.com.

29. DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has a Policy on prevention, prohibition, and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under for prevention and redressal of complaints of sexual harassment at workplace. The Company has not received any complaint on sexual harassment during the year.

30. STATUTORY AUDITORS

The Company has appointed M/s B R Maheshwari & Co. LLP as Statutory Auditors of the Company for FY 2025 to 2027.

31. SECRETARIAL AUDITORS

The Company had appointed M/s.SG & Associates, Practicing Company Secretary as Secretarial Auditor of the Company in terms of the provisions of Section 204 of the Companies Act, 2013 for conducting the secretarial audit of the Company for the FY 2025-26. Secretarial Audit report issued by M/s. SG & Associates, Practicing Company Secretary, forming part of the Directors' Report for the year ended March 31, 2026 is enclosed as Annexure "1" to this Report. The Company has reappointed M/s. SG & Associates, Practicing Company Secretary as Secretarial Auditor of the Company in terms of the provisions of section 204 of the Companies Act, 2013 for conducting the secretarial audit of the Company for FY 2026-27.

32. EXPLANATION ON STATUTORY AUDITOR'S REPORT AND SECRETARIAL AUDIT REPORT

There is no qualification, reservation or adverse remark or disclaimer made by the Statutory Auditors in their Reports on the Financial Statements of the Company for FY 2025-26. Further, the secretarial audit report also does not contain any qualifications, reservations, or adverse remarks or disclaimer for the F.Y. 2025-26.

33. INFORMATION ON MATERIAL CHANGES AND COMMITMENTS

There are no material changes or commitments affecting the financial position of the Company which have occurred upto the date of Board Report.

34. RELATED PARTY TRANSACTIONS

In line with the requirements of the Companies Act, 2013 and the Listing Regulations, the Company has formulated a Policy on Related Party Transactions and the same can be accessed on the Company's website at www.tatamotors.com. All contracts / arrangements / transactions entered by the Company during the financial year with related parties were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act. There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

Details of Related Party Transactions, as required to be disclosed by Indian Accounting Standard –24 on "Related Party Disclosures" specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, are given in the Notes to the Financial Statements. Further, there were no transaction requiring disclosure under section 134(3)(h) of the Act. Hence, the prescribed Form AOC–2 does not form a part of this report.

35. CORPORATE GOVERNANCE REPORT

The Corporate Governance Report prepared in accordance with the Part C of Schedule V of SEBI Listing Regulations forms part of this Report and attached as Annexure- "2" along with following certificates/declarations:

- Compliance certificate by Practicing Company Secretary for compliance of Corporate Governance during the period under review as required under Part E -Schedule V of SEBI Listing Regulations

- Certificate by Practicing Company Secretary pursuant to Schedule V Part C clause (10)(i) of the SEBI Listing Regulations

- Declaration from Manager / Chief Financial Officer in respect of financial statements and Cash Flow Statement pursuant to regulation 17 (8) of SEBI Listing Regulations for the financial year ended March 31, 2026

- Declaration by Manager on Code of Conduct as required under Part D- Schedule V

36. DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory auditors and secretarial auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2025-26. Accordingly, pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
b) the directors had selected accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
d) the directors had prepared the annual accounts on a going concern basis;
e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

37. OTHER DISCLOSURES

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

Section 136 of the Act and the Rules framed thereunder allows the Company to send its Financial Statements by electronic mode to such Members whose shareholding is in dematerialized format and whose email addresses are registered with the Depositories for communication purposes. Shareholders/ Debenture holders who have not registered their email address with the Depositories are requested to register the same. Further, in accordance with the Circular No. 2/2022 dated May 5, 2022 read with Circular No. 02/2021 dated January 13, 2021 and Circular No. 20/2020 dated May 5, 2020 issued by the Ministry of Corporate Affairs, the Notice of the AGM including the Annual Report of the Company is being sent only through electronic mode to all the Members/ Debenture holders whose e-mail addresses are registered with the Depositories.

A copy of Annual Report along with the Financial Statements for FY 2025-26 of the Company is also available on the website of the Company, www.tatamotors.com.

38. ACKNOWLEDGEMENTS

The Directors would like to place on record their gratitude for support received from the Reserve Bank of India and other Government and regulatory agencies and to convey their appreciation to Tata Motors Limited, bankers, lenders, and all other business associates for the continuous support given by them to the Company. The Directors also place on record their appreciation of all employees of its holding Company who have rendered their services to the Company and for their team work and professionalism.

On behalf of the Board of Directors of
TMF HOLDINGS LIMITED
S/d
CHAIRPERSON

April 28, 2026

Corporate Governance Report **Annexure- 2**

I. Company's Philosophy on Corporate Governance

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

Strong leadership and effective corporate governance practices have been the Company's hallmark inherited from the Tata culture and ethos. The Company has a strong legacy of fair, transparent and ethical governance practices.

The Company has adopted the Governance Guidelines on Board Effectiveness, Code of Conduct for its employees. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors which includes Code of Conduct for Independent Directors which suitably incorporates the duties of Independent Directors as laid down in the Companies Act, 2013 ("the Act"). The Company's corporate governance philosophy has been further strengthened through the Tata Business Excellence Model, Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices ("Insider Trading Code"), Vigil Mechanism, Fair Practices Code, Policy against Sexual Harassment in the Workplace. The Company has in place an Information Security Policy that ensures proper utilization of IT resources.

The Company has signed the Tata Brand Equity and Business Promotion (BEBP) Agreement with Tata Sons Private Limited for subscribing to the TATA BEBP Scheme. The Company abides by the Tata Code of Conduct and the norms for using the Tata Brand identity.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable, with regard to corporate governance.

II. Board of Directors

As on March 31, 2026, the Company has five (5) Directors viz., Mrs. Varsha Purandare, Independent Director, Dr. Vaijayanti Pandit, Independent Director, Mr. Asim Kumar Mukhopadhyay, Non-Executive Director, Mr. Sudeep Bhalla, Non-Executive Director and Mr. Prakash Pandey, Non- Executive Director.

Notes:

i. None of the Directors on the Board holds directorships in more than 10 public companies. None of the Independent Directors serves as an Independent Director on more than 7 listed entities. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2026 have been made by the Directors. None of the Director is related to each other.

ii. Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or

may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management. Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

iii. 10 (ten) Board Meetings were held during the year under review and the gap between two meetings did not exceed one hundred and twenty days. The said meetings were held on May 2, 2025, May 10, 2025, June 26, 2025, July 10, 2025, July 25, 2025, September 29, 2025, October 29, 2025, November 7, 2025, January 22, 2026 and January 29, 2026. The necessary quorum was present for all the meetings.

During the year under review, all the Board members were compliant to the ceilings of their respective Directorships and membership / Chairmanship of various Committees where they are / were members / Chairman.

III. Committees of the Board

The Board has constituted various Committees with specific terms of reference to focus on specific issues and ensure expedient resolution of diverse matters. These include the Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility (CSR) Committee, Asset Liability Supervisory Committee and Risk Management Committee.

The Company Secretary is the Secretary of all the Committees. The Board of Directors and the Committees also take decisions by circular resolutions which are noted by the Board / respective Committees at their next meetings. The Minutes of meetings of all Committees of the Board are circulated to the Board of Directors for noting.

i) Audit Committee

As on March 31, 2026, the Audit Committee comprises Three (3) Directors viz., Dr. Vaijayanti Pandit, Independent Director, Mrs. Varsha Purandare, Independent Director and Mr. Prakash Pandey, Non-Executive Director.

The composition of the Audit Committee is in line with the provisions of Section 177 of the Act and SEBI (LODR) Regulations, 2015. All the Members have the ability to read and understand financial statements and have relevant finance and/or audit experience.

The Board has adopted the Corporate Governance Guidelines which defines the composition of the Audit Committee, its authority, role, responsibilities and powers and reporting functions in accordance with the Act and Guidelines issued by the SEBI and RBI. Given below, *inter alia*, is a gist of the responsibilities of the Audit Committee.

The Audit Committee shall act in accordance with the terms of reference specified in writing by the Board which shall, inter alia, include—

- the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- review and monitor the auditor's independence and performance, and effectiveness of audit process;
- examination of the financial statement and the auditors' report thereon;

- approval or any subsequent modification of transactions of the company with related parties;
- approval or any subsequent modification of transactions of the company with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the company, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- monitoring the end use of funds raised through public offers and related matter;
- The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company;
- Establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed.

As per Regulation 18 of SEBI (LODR) Regulations, 2015:

The role of the Audit Committee shall include the following:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financialstatement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company; (as also provided in the Act)
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing with the management, the annual financial statements and auditor's report thereon (as also provided in the Act) before submission to the board for approval, with particular reference to:
    - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
    - Changes, if any, in accounting policies and practices and reasons for the same
    - Major accounting entries involving estimates based on the exercise of judgment by management
    - 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 any related party transactions
    - Qualification in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.) (as also provided in the Act), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process; (as also provided in the Act)
- Approval or any subsequent modification of transactions of the company with related parties; (as also provided in the Act)

- Scrutiny of inter-corporate loans and investments; (as also provided in the Act)
- Valuation of undertakings or assets of the company, wherever it is necessary; (as also provided in the Act)
- Evaluation of internal financial controls and risk management systems; (as also provided in the Act)
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing andseniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

Additionally, the Audit Committee of the Board of a Tata company will also need to

- Oversee financial reporting controls and process for material subsidiaries.
- Oversee compliance with legal and regulatory requirements including the Tata Code of Conduct (“TCoC”) for the company and its material subsidiaries.
- consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- The Audit Committee must ensure that an Information System Audit of the internal systems and processes is conducted at least once in two years to assess operational risks faced by the applicable NBFCs.

During the year under review, Eight (8) meetings were held on May 2, 2025, May 10, 2025, June 26, 2025, July 25, 2025, October 29, 2025, January 22, 2026, January 29, 2026 and March 26, 2026.

The Board has accepted all the recommendations made by the Audit Committee during the year. The invitees for Audit Committee meetings are Manager, Statutory Auditors, Chief Financial Officer and Company Secretary. The minutes of the Audit Committee meetings forms part of the Board papers

circulated for Board Meetings. The Chairman of the Audit Committee briefs the Board members about significant discussions at Audit Committee meetings. The Audit Committee of the Board meets the Head Internal Auditor at least once in a quarter without the presence of the MD or Senior Management.

ii) Nomination and Remuneration Committee (NRC)

The Nomination and Remuneration Committee of Directors has been constituted to ensure appointment of Directors with 'fit and proper' credentials and to review the performance and to decide commission payable to the Directors, to formulate and administer Long Term Incentive Plans, if any and to review employee compensation vis-à-vis industry practices and trends.

As on March 31, 2026, the Nomination and Remuneration Committee comprises of Three (3) Directors namely Mrs. Varsha Purandare (Chairperson), Dr. Vaijayanti Pandit, Independent Directors and Mr. Asim Mukhopadhyay, Non-Executive Director.

Performance Evaluation Criteria for Independent Directors:
The performance evaluation criteria for Independent Directors is determined by the Nomination and Remuneration Committee. An indicative list of factors on which evaluation was carried out includes participation and contribution by a Director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behavior and judgment.

NRC/Remuneration Policy:

The philosophy for remuneration of Directors, Key Managerial Personnel ("KMP") and all other employees of TMF Holdings Limited ("the Company") is based on the commitment of fostering a culture of Leadership with Trust. The remuneration policy is aligned to this philosophy.

The remuneration policy has been prepared pursuant to the provisions of Section 178(3) of the Companies Act, 2013 ("Act"). While formulating this policy, the Nomination and Remuneration Committee ("NRC") has considered the factors laid down under Section 178(4) of the Act, which are as under:

(a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
(b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
(c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, decides the remuneration payable to other Directors and the Executive Directors out of the profits for the financial year and within the ceilings prescribed under the Act, based on the Board evaluation process considering the criteria such as the performance of the Company as well as that of the Director.

The Company pays sitting fees to Independent Directors and Non-Executive Directors who are not in employment in Tata Group Companies, as approved by the Board of Directors.

iii) Asset Liability Supervisory Committee (ALCO)

The Asset Liability Supervisory Committee manages the liquidity risk and asset liability management of the Company. As of March 31, 2026, ALOC comprises the senior management executives of the Company has 4 meetings happened during the year under review.

iv) Risk Management Committee (RMC)

The Risk Management Committee of Directors manages the integrated risks of the Company. As of March 31, 2026, Risk Management Committee comprises Three (3) Directors namely Mrs. Varsha Purandare (Chairperson), Mr. Prakash Pandey, Mr. Asim Mukhopadhyay and Mr. Sudeep Bhalla.

During FY 2025-26, Four (4) meetings of the RMC were held.

v) Corporate Social Responsibility (CSR) Committee

The Tata Group's ethos is deeply ingrained in the philosophy of societal development and is especially focused upon the engagement and upliftment of the disadvantaged sections of the society. The Company is committed to a policy of inclusive and sustainable growth for communities. The Company shares the Group's belief that our society can only truly progress, if every individual can be included and empowered. The Company has constituted the 'Corporate Social Responsibility' (CSR) Committee to formulate and recommend to the Board, a CSR policy, recommend the amount of expenditure to be incurred on the activities and monitor CSR activities of the Company.

During FY 2025-26, no meeting of the CSR Committee was held in view of non-availability of mandatory CSR spends in terms of CSR provisions of the Companies Act, 2013.

Stakeholders – other details

In accordance with Regulation 6 of the Listing Regulations, the Board had appointed Mr. Vinay Lavannis, Company Secretary as the Compliance Officer.

Name, designation and address of Compliance Officer:
Mr. Neeraj Dwivedi
Company Secretary
Email: neeraj.dwivedi@tatamotors.com

a. Details of Investor Complaints received and redressed during FY 2025-2026 are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
Nil	Nil	Nil	Nil

Other Disclosures

Particulars	Regulations	Details	Website link for details/policy
Related party transactions	Regulation 23 of SEBI Listing Regulations and as defined under the Act	There are no material related party transactions during the year that have conflict with the interest of the Company. Transactions entered into with related parties during the financial year were in the ordinary course of business and at arms' length basis and were approved by the Audit	www.tatamotors.com

		Committee. The Board's approved policy for related party transactions is uploaded on the website of the Company.	
Details of non - compliance by the Company, penalty, strictures imposed on the Company by the stock exchange, or Securities and Exchange Board of India ('SEBI') or any statutory authority on any matter related to capital markets	Schedule V (C) 10(b) to the SEBI Listing Regulations	There were no cases of non-compliance during the last three financial years.	NA
Whistle Blower Policy and Vigil Mechanism	Regulation 22 of SEBI Listing Regulations	The Company has a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees to report concerns about unethical behaviour. No person has been denied access to the Chairman of the Audit Committee. The said policy has been uploaded on the website of the Company.	www.tatamotors.com
Discretionary requirements	Schedule II Part E of the SEBI Listing Regulations	a. Mrs. Varsha Purandare, Chairperson does not maintain any separate office. b. The auditors' report on financial statements of the Company are unqualified. c. The Company is having separate posts of Chairman and the Manager. Chairperson is an Independent Director and not related to Manager. d. Chief Internal Auditor has direct functional reporting to Audit Committee.	NA
Subsidiary Companies	Regulation 24 of the SEBI Listing Regulations	The audit committee reviews the consolidated financial statements of the Company and the investments made by its subsidiary companies. The minutes of the Board meetings along with a report on significant developments of the subsidiary companies are periodically placed before the Board of Directors of the Company.	NA
Policy on Archival and Preservation of Documents	Regulation 9 of SEBI Listing Regulations	The Company has adopted a Policy on Archival and Preservation of Documents.	www.tatamotors.com

Code of Conduct	Regulation 17 of the SEBI Listing Regulations	The members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them during the year ended March 31, 2025. The Annual Report of the Company contains a certificate by the Manager & KMP, on the compliance declarations received from Independent Directors, Non-Executive Directors and Senior Management.	www.tatamotors.com
Terms of Appointment of Independent Directors	Regulation 62 (1A) of SEBI Listing Regulations and Section 149 read with Schedule IV of the Act	Terms and conditions of appointment/ re-appointment of Independent Directors are available on the Company's website.	www.tatamotors.com
Familiarization Program	Regulations 25(7) and 62 (1A) (i) of SEBI Listing Regulations	The Company conducts induction programme for Directors.	The details will be uploaded at www.tatamotors.com as and when any Director joins the Board.
Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2018	Clause l Part C Schedule V of SEBI LODR	No complaint was filed during the year under this Policy.	NA
Disclosure of 'Loans and advances in the nature of loans to firms/companies in which directors are interested	Clause m Part C Schedule V of SEBI LODR	Nil	NA

IV. Means of Communication

The quarterly, half-yearly and annual financial results of the Company are published in leading newspapers in India which include The Free Press Journal (English newspaper). The results are also displayed on the Company's website i.e. www.tatamotors.com. Financial Results, Statutory Notices and Press Releases after the declaration of the quarterly, half-yearly and annual results are submitted to the National Stock Exchange of India Limited (NSE) as well as uploaded on the Company's website.

V. General shareholder information

i. **Financial Calendar**

Year ending: April 1 to March 31
Dividend Payment: NA

ii. **Date of Book Closure / Record Date**: NA

iii. **Listing on Stock Exchanges** :

Non-Convertible Debentures and Commercial Papers are listed on below Stock Exchange:

National Stock Exchange of India Ltd (NSE)
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051

iv. **Stock Codes/Symbol**

NSE : Nil

The Company has paid Annual Listing fees for FY 2025-26 to the National Stock Exchange (NSE) where the Company's securities are listed.

v. **Corporate Identity Number (CIN) of the Company:** U65923MH2006PLC162503

vi. **Market Price Data:** Not applicable since Company's Equity shares are not listed.

vii. Registrars and Transfer Agents
Name and Address:
MUFG Intime India Private Limited
(Formerly Link Intime India Private Limited)
C-101, 1st Floor, 247 Park
L.B.S. Marg, Vikhroli (West)
Mumbai - 400083

viii. **Securities Transfer System**:

All transfer, transmission or transposition of securities, are conducted in accordance with the provisions of Companies Act, 2013, Regulation 40, Regulation 61 and Schedule VII of the SEBI Listing Regulations and other applicable statues. All requests for transfer and/or dematerialisation of securities held in physical form, if any, should be lodged with the office of the Company's Registrar & Share Transfer Agent, TSR Consultants Private Limited, Mumbai or at their branch offices or at the registered office of the Company for dematerialisation. Transfers of equity shares in electronic form are affected through the depositories with no involvement of the Company. All request to approve transfers of Equity shares are noted at subsequent Board Meetings/ Stakeholders relationship committee.

The following compliances pertain to share transfers, grievances, etc.:

(1) Pursuant to Regulation 7(3) of the SEBI Listing Regulations, certificates are filed with the stock exchanges on yearly basis by the Compliance Officer and the representative of the Registrar and Share Transfer Agent for maintenance of an appropriate Securities

transfer facility.

(2) Pursuant to Regulation 13 of the SEBI Listing Regulations, a statement on pending investor complaints is filed with the stock exchanges and placed before the Board of Directors on a quarterly basis.

(3) Pursuant to Regulation 61(4) read together with Regulation 40(9) of the SEBI Listing Regulations, a Certificate by the Company Secretary-in-Practice is filed with the stock exchanges within one month from the end of the financial year, certifying that since all the Debentures were issued by the Company in Demat form, no physical debenture certificate were required to be delivered during the period from April 1, 2023 to March 31, 2024 pursuant to Regulation 61(4) read with Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ix. Shareholders as on March 31, 2026:

a. Distribution of equity shareholding as on March 31, 2026: Not Applicable as Equity shares are not listed

b. Categories of equity shareholding as on March 31, 2026

Category	Percentage of holding
Promoters	100
Other Entities of the Promoter Group	Nil
Mutual Funds & UTI	Nil
Banks, Financial Institutions, States and Central Government	Nil
Insurance Companies	Nil
Foreign Institutional Investors and Foreign Portfolio Investors – Corporate	Nil
NRI's / OCB's / Foreign Nationals	Nil
Corporate Bodies / Trust	Nil
Indian Public & Others	Nil
Alternate Investment Fund	Nil
IEPF account	Nil
GRAND TOTAL	**100**

Transfer of Unclaimed/Unpaid Amounts to the Investor Education and Protection Fund:

Pursuant to Sections 124 and 125 of the Act read with the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”) to be read with Clause 61A of SEBI (LODR), all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as principal amount of debentures and deposits, sale proceeds of fractional shares, redemption amount of preference shares, etc. pertaining to the Company remaining unpaid or unclaimed for a period of 7 years from the date they became due for payment, have to be transferred to the IEPF Authority, established by the Central Government. Furthermore, the IEPF Rules mandate companies to transfer shares of

shareholders whose dividends remain unpaid / unclaimed for a period of 7 consecutive years to the demat account of the IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of the Court, Tribunal or Statutory Authority, restraining any transfer of shares.

In the interest of the securities holders, the Company sends periodical reminders to the securities holders to claim their dividends/ interest/ principal amount in order to avoid transfer of dividends/interest/ principal amount on NCDs to IEPF Authority.

On behalf of the Board of Directors of

TMF HOLDINGS LIMITED
S/d
Chairperson

Declaration by the Manager on Code of Conduct as required by Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

I, Vishwanathan Nallepalli, Manager of the Company hereby declare that all the members of Board of Directors and Senior Management Personnel have affirmed compliance with Code of Conduct, as applicable to them, in respect of the financial year 2025-26.

For **TMF HOLDINGS LIMITED**
S/d
Vishwanathan Nallepalli
Manager

Date: April 28, 2026
Place: Mumbai

MANAGER /CFO Certification in respect of Financial Statements and Cash Flow Statement (pursuant to regulation 17 (8) of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 For the Financial Year ended March 31, 2026

We have reviewed the Financial Statements and the Cash Flow Statement for the year ended 31st March 2026 and we hereby certify and confirm to the best of our knowledge and belief the following:

a. The Financial Statements and Cash Flow statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.

b. The Financial Statements and the Cash Flow Statement together present a true and fair view of the affairs of the Company and are in compliance with existing accounting standards, applicable laws and regulations.

c. There are no transactions entered in to by the Company during the year ended 31st March 2026 which are fraudulent, illegal or violative of Company's Code of Conduct.

d. We accept responsibility for establishing and maintaining internal controls for Financial Reporting and we have evaluated the effectiveness of these internal control systems of the Company pertaining to financial reporting. Deficiencies noted, if any, are discussed with the Auditors and Audit Committee, as appropriate, and suitable actions are taken to rectify the same.

e. There have been no significant changes in the above-mentioned internal controls over financial reporting during the relevant period.

f. That there have been no significant changes in the accounting policies during the relevant period.

g. We have not noticed any significant fraud particularly those involving the, management or an employee having a significant role in the Company's internal control system over Financial Reporting.

S/d
Vishwanathan Nallepalli
Manager

S/d
Mohit Agarwal
Chief Financial Officer

Date: April 28, 2026
Place: Mumbai

Annexure-1

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amount in Rs for the F.Y. 2025-26)

TMF Business Services Limited (Formerly Tata Motors Finance Limited):

(Rs. in Lakhs)

Sl. No.	Particulars	Details
1	Name of the subsidiary	TMF Business Services Limited (Formerly Tata Motors Finance Limited)
2	The date since when subsidiary was acquired	29/03/2016
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not applicable
5	Share capital	37,22.71
6	Reserves & surplus	(1,387.33)
7	Total assets	5,436.54
8	Total Liabilities	3,101.16
9	Investments	-
10	Turnover*	2,914.77
11	Profit / (loss) before taxation	8,097.69
12	Provision for taxation	(2,138.94)
13	Profit / (loss) after taxation	5,958.75
14	Proposed Dividend	-
15	Extent of shareholding as on date (in percentage)	100%

**Represents Revenue from Operations.*

Note that all the figures are rounded off to lakhs of rupees.

1. Names of subsidiaries which are yet to commence operations - NIL
2. Names of subsidiaries which have been liquidated or sold during the year.- NIL

On behalf of the Board of Directors of

TMF HOLDINGS LIMITED
S/d
Chairperson

Date: April 28, 2026

FORM NO. MR 3

SECRETERIAL AUDIT REPORT

[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule no 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

For the Financial Year Ended 31st March, 2026

To,

The Members,

TMF HOLDINGS LIMITED

We have conducted the Secretarial Audit of the Compliance of applicable statutory provisions and the adherence to good corporate practices by TMF Holdings Limited (hereinafter called the Company).

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the TMF Holdings Limited's Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2026 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made thereunder;
ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the Audit Period),

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable to the Company during the Audit Period),

S & ASSOCIATES ACS NO. 12122 CP NO. 5722 MUMBAI COMPANY SECRETARIES

Office Address : 203, 2nd Floor, Mahek Plaza, Above Mehsana Co-op Bank Limited, Maharashtra Nagar, Borivali (W) Mumbai - 92.
E-mail : suhas62@yahoo.com
E-mail : sg.sgfirm@gmail.com
+91 98200 57999

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015,

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, (Not applicable to the Company during the Audit Period);

e) SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with SEBI OPERATIONAL CIRCULAR SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021, as amended from time to time.

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client. (Not applicable during the Audit Period).

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period) and

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period)

i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied with the following laws applicable specifically to the Company.

1. The Reserve Bank of India Act,1934, and

2. RBI's NBFC Directions and Guidelines, Circulars etc. issued by RBI from time to time, applicable on NBFCs,

Additionally, a declaration on compliance of various statues duly signed by the Manager & KMP, Chief Financial Officer and Chief Compliance Officer is submitted to the Board on quarterly basis.

We have also examined compliance with the Applicable clauses of the following:

i. Secretarial Standards issued by The Institute of Company Secretaries of India,

We further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.



- Mr. Mohit Agarwal was appointed as Chief Financial Officer (CFO) of the Company w.e.f April 15, 2025.
- Mr. Amit Mittal ceased to be Chief Financial Officer (CFO) w.e.f April 15, 2025 due to resignation.
- Mr. Vaijayanti Ajit Pandit was appointed as Additional Director of the Company w.e.f June 9, 2025.
- Mr. Nasser Mukhtar Munjee ceased to be a Director of the Company w.e.f June 11, 2025.
- Mr. Narumanchi Venkata Sivakumar ceased to be a Director of the Company w.e.f June 11, 2025.
- Mr. Pathamadai Balachandran Balaji ceased to be a Director of the Company w.e.f June 10, 2025.
- Mr. Vishwanathan Natarajan Nallepalli was appointed as Manager and Key Managerial Personnel of the Company w.e.f June 26, 2025.
- Mr. Prakash Pandey was regularised at Director of the Company at its Annual General Meeting of the Company held on September 04, 2025.
- Ms. Vaijayanti Ajit Pandit was regularized as Director of the Company at its Annual General Meeting of the Company held on September 04, 2025.
- Mr. Asim Kumar Mukhopadhyay was appointed as Additional Director of the Company w.e.f June 09, 2025.
- Mr. Sudeep Bhalla was appointed as Additional Director of the Company w.e.f June 09, 2025.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda are sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the Meeting.

All the decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the Minutes of the Meetings of the Board of Directors or Committee of the Board as case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

We further report that during the audit period following events have occurred in the company:

- The Company has allotted 75,00,00,000 Equity Shares through circular resolution on November 4, 2025 Tata Motors Limited, holding Company on a Right Issue basis.
- Annual General Meeting was held on September 4, 2025 for the Financial Year 2024-25 wherein ordinary business was transacted.
- The Company has approved scheme of amalgamation under Section 230 to 232 and other applicable provisions of Companies Act, 2013 between Tata Motors Limited (formerly TML Commercial Vehicles Limited) ("TML" or "Amalgamated Company") and TMF Holdings Limited (the "Company" or "TMFHL" or "Amalgamating Company 1") and



TMF Business Services Limited ("TMFBSL" or "Amalgamating Company 2" collectively with the Amalgamating Company 1, the "Amalgamating Companies") at its Board meeting held on January 29, 2026.

For SG & Associates

SG & ASSOCIATES
COMPANY SECRETARIES
SUHAS S. GANPULE
PROPRIETOR
C.P. NO. 5722

Suhas Ganpule
Proprietor
Practicing Company Secretary
Membership No A12122
C. P. No 5722
UDIN: A012122H001837682

Place: Mumbai

SG & ASSOCIATES
ACS NO. 12122
CP NO. 5722
MUMBAI
COMPANY SECRETARIES

Annexure 'A'

To
The Members,
TMF HOLDINGS LIMITED

Our report of even date is to be read along with this letter:

I) Maintenance of secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on my audit.

II) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial record. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. We believe that the practices and processes, we followed provide a reasonable basis for our opinion.

III) We have not verified the correctness and appropriateness of Financial records and books of accounts of the company.

IV) Wherever required, we have obtained Management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.

V) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, norms and standards is the responsibility of Management. Our examination was limited to the verification of procedure on test basis.

VI) The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For SG & Associates

SG & ASSOCIATES
COMPANY SECRETARIES
SUHAS S. GANPULE
PROPRIETOR
C.P. NO. 5722

Suhas Ganpule
Proprietor
Practicing Company Secretary
Membership No A12122
C. P. No. 5722
UDIN: A012122H001837682

Place: Mumbai

SG & ASSOCIATES
ACS NO. 12122
CP NO. 5722
MUMBAI
COMPANY SECRETARIES

B R MAHESWARI & CO LLP
CHARTERED ACCOUNTANTS

M-118, Connaught Circus,
New Delhi-110001
Phone : +91 (11) 4340 2222
Email: brmc@brmco.com

Independent Auditor's Report
To the Members of
TMF Holdings Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of TMF Holdings Limited ("the Company"), which comprise the Standalone Balance Sheet as at March 31, 2026, and the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including material accounting policy information and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Standalone Financial Statements" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

Emphasis of matter

5. We draw attention to Note 37(r) to the financial statements, which describes the proposed scheme of amalgamation under which the Company is in the process of being merged, subject to



receipt of requisite statutory and regulatory approvals. Our opinion is not modified in respect of this matter.

Other Information

6. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

   Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

   In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

   When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

Responsibilities of management and those charged with governance for the standalone financial statements

7. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the standalone financial position, standalone financial performance, changes in equity and standalone cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

8. In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.



Auditor's responsibilities for the audit of the standalone financial statements

9. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

10. As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

11. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

12. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all



relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

13. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

14. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

15. As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in paragraph 15(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).

(c) The standalone Balance Sheet, the standalone Statement of Profit and Loss (including other comprehensive income), the standalone Statement of Changes in Equity and the standalone Statement of Cash Flows dealt with by this report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors as on March 31, 2026, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164(2) of the Act.

(f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our remarks in paragraph 15(b) above on reporting under Section 143(3)(b) and paragraph 15(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).

(g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".



(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 30 to the standalone financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There were no amounts due to be transferred to the Investor Education and Protection Fund by the Company;

iv. (a) The management has represented that, to the best of its knowledge and belief, other than as those disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the Notes to accounts to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances; nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. The company has not declared and paid any dividend during the year.

vi. Based on our examination which included test checks, the company has used accounting software for maintaining its books of account for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that no audit trail facility/feature was enabled at the database level to log any direct changes. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. The Audit Trail has been maintained as per the statutory requirements for records retention as per proviso to Rule 3(1) of the companies (Accounts Rules) 2014.



Additionally, the audit trail that was enabled and operated has been preserved by the companies as per the statutory requirements for record retention.

16. In our opinion and to the best of our knowledge and according to the information and explanations provided to us, the Company has not paid any managerial remuneration during the year; accordingly, reporting under the provisions of Section 197 read with Schedule V to the Act is not applicable.

For **B R Maheswari & Co LLP**
Chartered Accountants
Firm Registration Number: 001035N/N500050

Akshay Maheshwari
Partner
Membership Number:

UDIN: 26504704KBAISO1998

Place: Delhi
Date: April 28, 2026

Annexure A to Independent Auditor's Report

(Referred to in paragraph 15 (g) of the Independent Auditor's Report of even date to the members of TMF Holdings Limited on the standalone financial statements for the year ended March 31, 2026)

Report on the Internal Financial Controls with reference to Standalone Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to financial statements of TMF Holdings Limited ("the Company") as of March 31, 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.



Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

For **B R Maheswari & Co LLP**
Chartered Accountants
Firm Registration Number:001035N/N500050





Akshay Maheshwari
Partner
Membership Number:

UDIN: 26504704KBAISO1998

Place: Delhi
Date: April 28, 2026

Annexure B to Independent Auditors' Report

(Referred to in paragraph 14 of the Independent Auditors' Report of even date to the members of TMF Holdings Limited on the standalone financial statements as of and for the year ended March 31, 2026)

In terms of the information and explanations sought by us and furnished by the Company, and the books of account and records examined by us during the course of our audit, and to the best of our knowledge and belief, we report that:

i. (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment.

(B) The Company does not have any intangible assets. Accordingly, paragraph 3(i)(a)(B) of the Order is not applicable to the Company.

(b) The Property, Plant and Equipment of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.

(c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in the standalone financial statements, are held in the name of the Company.

(d) The Company has not revalued its Property, Plant and Equipment during the year. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment does not arise. The Company does not have any Right of Use assets and intangible assets. Accordingly, paragraph 3(i)(d) of the Order is not applicable to that extent.

(e) Based on the information and explanations furnished to us, no proceedings have been initiated on or pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in the standalone financial statements does not arise.

ii. (a) The Company is in the business of rendering services and, consequently, does not hold any inventory. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable to the Company.

(b) During the year, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, at any point of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable to the Company.

iii. (a) Based on our examination and the information and explanations given to us, reporting under clause 3(iii)(a) of the Order is not applicable to the Company as it is a non-banking financial company registered with the Reserve Bank of India engaged in the business of granting loans.



(b) Based on our examination and the information and explanations given to us, in respect of the aforesaid investments / loans, in our opinion, the terms and conditions under which such loans were granted/ investments were made are not prejudicial to the Company's interest. The Company has not made an advance in loans / given any guarantee / provided any securities.

(c) In respect of the aforesaid loans, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are regular as per stipulation.

(d) In respect of the loans, there does not exist any overdue amount remaining outstanding as at March 31, 2026.

(e) Based on our examination and the information and explanations given to us, reporting under clause 3(iii)(e) of the Order is not applicable to the Company as it is a non-banking financial company registered with the Reserve Bank of India, engaged in the business of granting loans.

(f) The loans granted during the year, including to promoters/related parties had stipulated the scheduled repayment of principal and payment of interest and the same were repayable on demand, details of which are mentioned below:

(Amount in Cr.)

Particulars	**All Parties**	**Promoters**	**Related parties**
Aggregate amount of loans/ advances in nature of loans			
- Repayable on demand (A)	5	-	5
- Agreement does not specify any terms or period of repayment (B)	-	-	-
Total (A+B)	5	-	5
Percentage of loans/ advances in nature of loans to the total loans			

iv. In our opinion, during the year, the Company has neither provided any loans, guarantees, nor securities in connection with any loan extended to its directors or to any other persons in whom the directors are interested. Accordingly, the provisions of Section 185 of the Companies Act, 2013 ('the Act') are not applicable to the Company. The provisions of sub-sections (2) to (11) of Section 186 are not applicable to the Company as it is a non-banking financial company registered with the RBI, engaged in the business of granting loans.

v. The Company has not accepted any deposits or amounts which are deemed to be deposits referred in Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified. Further, the provisions of sub-section (1) of Section 73 are not applicable to the Company as it is a non-banking financial company registered with RBI, engaged in the business of granting loans.

vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the services of the Company. Accordingly, reporting under clause 3(vi) of the Order is not applicable to the Company.



vii. (a) In our opinion, the Company is generally regular in depositing undisputed statutory dues, including goods and services tax, income tax, cess, and other statutory dues, as applicable, with the appropriate authorities.

(b) According to the information and explanation given to us, there are no dues of income tax, goods and service tax, cess and other statutory dues outstanding on account of any dispute by the company.

viii. There are no transactions previously unrecorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.

(b) On the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion, the Company has not availed for any term loan. Accordingly, paragraph 3(ix)(c) of the Order is not applicable to the Company.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the standalone financial statements of the Company, we report that no funds raised on short-term basis have been utilised for long-term purposes by the Company.

(e) On an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiary.

x. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable to the Company.

xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of such case by the Management.

(b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 (as amended) was not required to be filed with the Central Government.



Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.

(c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, the Company has not received any whistle-blower complaints during the year.

xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.

xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of related party transactions have been disclosed in the standalone financial statements as required under Indian Accounting Standard 24 "Related Party Disclosures" specified under Section 133 of the Act. Refer note 32 to the standalone financial statements.

xiv. (a) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) The reports of the Internal Auditor for the period under audit have been considered by us.

xv. In our opinion, the Company has not entered into any non-cash transactions with its directors or persons connected with them. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.

xvi. (a) The Company is required to and has been registered under Section 45-IA of the Reserve Bank of India Act, 1934.

(b) The Company has conducted non-banking financial activities during the year and the Company holds a valid Certificate of Registration from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

(c) The Company is a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India and has obtained registration with RBI as per the Core Investment Companies (Reserve Bank) Directions 2016. The Company has complied with all the directions provided in the Core Investment Companies (Reserve Bank) Directions 2016 as updated from time to time along with periodical filings with RBI.

(d) Based on the information and explanations provided by the management of the Company, the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) ("the group") has four CIC which are registered with the Reserve Bank of India (RBI) and one CIC which is not required to be registered with the RBI.

xvii. The Company has incurred cash losses of ₹169.24 crore during the current financial year and ₹164.89 crore in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors of the Company during the year.

xix. On the basis of the financial to the Standalone Financial Statements, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the



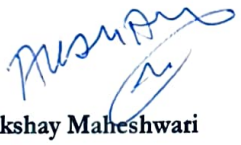
assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due.

xx. (a) There are no other than ongoing projects, as at balance sheet date, the Company does not have any amount remaining unspent under Section 135(5) of the Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable.

(b) As at balance sheet date, the Company does not have any amount remaining unspent under Section 135(5) of the Act. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable.

xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For **B R Maheswari LLP**
Chartered Accountants
Firm Registration Number: 001035N/N500050





Akshay Maheshwari
Partner
Membership Number:

UDIN: 26504704KBAISO1998

Place: Delhi
Date: April 28, 2026

TMF HOLDINGS LIMITED
STANDALONE BALANCE SHEET

(₹ in crores)

	Notes	As at March 31, 2026	As at March 31, 2025
I ASSETS			
1 Financial assets			
(a) Cash and cash equivalents	4	45.96	2.81
(b) Loans	5	4.98	145.23
(c) Investments	6	6,279.86	656.13
(d) Other financial assets	7	31.18	8,048.53
		6,361.98	8,852.72
2 Non-financial assets			
(a) Current tax assets		129.30	121.35
(b) Investment Property	8	17.01	17.37
(c) Property, plant and equipment	9	0.39	0.39
(d) Other non-financial assets	10	0.16	0.24
		146.86	139.35
Total assets		6,508.84	8,992.07
II LIABILITIES AND EQUITY			
1 Financial liabilities			
(a) Trade Payables	11		
(i) total outstanding dues of micro enterprises and small enterprises		0.09	0.11
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		0.28	0.28
(b) Debt securities	12	803.84	1,116.08
(c) Borrowings (Other than debt securities)	13	2,666.00	2,145.00
(d) Other financial liabilities	14	26.04	26.04
		3,496.25	3,287.51
2 Non-financial liabilities			
(a) Current tax liabilities		2.87	3.83
(b) Provisions	15	0.35	0.07
(c) Deferred tax liabilities (net)		-	104.37
(d) Other non-financial liabilities	16	2.90	2.80
		6.12	111.07
3 Equity			
(a) Equity share capital	17	2,491.59	1,741.59
(b) Instruments entirely equity in nature	18	1,100.00	1,800.00
(c) Other equity		(585.12)	2,051.90
		3,006.47	5,593.49
Total liabilities and equity		6,508.84	8,992.07

See accompanying notes forming part of audited standalone financial statements

As per our report of even date attached
For B R Maheswari & Co LLP
Chartered Accountants
Firm Registration Number: 001035N/N500050

B R MAHESWARI & CO. LLP ★ Chartered Accountants ★ M-118 Conn. Circus New Delhi

Akshay Maheshwari
Partner
Membership No. 504704

Place: Delhi
Date: April 28, 2026

For and on behalf of the Board of Directors

Varsha Purandare
Director
(DIN - 05288076)

Mohit Agarwal
Chief Financial Officer

Place: Mumbai
Date: April 28, 2026

Prakash Pandey
Director
(DIN - 10850813)

Neeraj Dwivedi
Company Secretary
Membership No :- ACS20874

TMF HOLDINGS LIMITED
STANDALONE STATEMENT OF PROFIT AND LOSS

(₹ in crores)

	Notes	For the year ended March 31, 2026	For the year ended March 31, 2025
I Revenue from operations			
(a) Interest income	20	77.00	89.63
(b) Dividend income		7.72	-
(c) Rental income		4.54	4.54
(d) Net gain on fair value changes	21	2.15	10.56
Total Revenue from operations		91.41	104.73
II Other Income	22	-	3.06
III Total income		91.41	107.79
IV Expenses:			
(a) Finance cost	23	257.97	268.77
(b) Net (gain)/loss on fair value changes	21	2,417.62	-
(c) Impairment of financial instruments and other assets	24	0.02	(2.97)
(d) Depreciation expense	8,9	0.36	0.36
(e) Other expenses	25	2.68	3.91
Total expenses		2,678.65	270.07
V Profit / (Loss) before exceptional items and tax (III - IV)		(2,587.24)	(162.28)
VI Exceptional items		(5.00)	129.78
Provision for impairment of investments and loans in a subsidiary company			
Marked-to-market (gain)/ loss on account of merger of Tata Motors Finance Limited to Tata Capital Limited [Refer Note 40(q)]		-	(770.85)
VII Profit / (Loss) before tax (V - VI)		(2,582.24)	478.79
VII Tax expense	25		
(a) Current tax		-	-
(b) Deferred tax		(104.37)	104.37
Total tax expense		(104.37)	104.37
VIII Profit / (Loss) for the year (IV - V)		(2,477.87)	374.42
IX Total comprehensive income/ (loss) for the year		(2,477.87)	374.42
X Earnings per share of (Face value ₹ 10 each)	27		
Basic (in ₹)		(12.89)	1.33
Diluted (in ₹)		(12.89)	1.33

See accompanying notes forming part of audited standalone financial statements

As per our report of even date attached
For B R Maheswari & Co LLP
Chartered Accountants
Firm Registration Number: 001035N/N500050

B.R. MAHESWARI & CO. LLP ★ Chartered Accountants ★ M-118 Conn. Circus New Delhi

Akshay Maheshwari
Partner
Membership No 504704

Place: Delhi
Date: April 28, 2026

For and on behalf of the Board of Directors

Varsha Purandare
Director
(DIN - 05288076)

Mohit Agarwal
Chief Financial Officer

Place: Mumbai
Date: April 28, 2026

Prakash Pandey
Director
(DIN - 10850813)

Neeraj Dwivedi
Company Secretary
Membership No :- ACS20874

TMF HOLDINGS LIMITED
STANDALONE STATEMENT OF CASH FLOW

(₹ in crores)

	For the year ended March 31, 2026	For the year ended March 31, 2025
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit/ (loss) before tax	(2,582.24)	478.79
Adjustments for:		
Interest income on loans, deposits and investments	(77.00)	(89.63)
Balance written back	-	(0.10)
Finance costs	257.97	268.77
Depreciation expense	0.36	0.36
Gain on sale of investments	(2.26)	(10.92)
Net (gain)/loss on fair value changes (unrealised)	2,417.73	-
Dividend income	(7.72)	-
Allowances/ (reversals) for loan losses (net)	0.02	(2.97)
Provision for diminution in the value of investment and loan (exceptional item)	(5.00)	129.78
Marked-to-Market gain on account of merger of Tata Motors Finance Limited to Tata Capital Limited (Refer Note 40(g)) (exceptional item)	-	(770.85)
(Profit)/ Loss on sale of property, plant and equipment	-	(0.02)
Operating cash flow before working capital changes	1.86	3.21
Movements in working capital		
Trade and other receivables	-	0.58
Trade and other payables	(0.02)	(0.36)
Other financial assets	0.13	-
Other non-financial assets	0.08	-
Provision for expenses	0.28	(0.02)
Other non-financial liabilities	0.10	1.41
Cash (used in) operations	2.43	4.82
Finance costs paid	(180.89)	(257.71)
Dividend income	7.72	-
Interest income received on loans, deposits and investments	77.60	94.50
	(95.57)	(163.21)
Income taxes (paid) (net)	(8.91)	(9.16)
Net cash (used in) / generated from operating activities	(102.05)	(167.55)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Recovery of channel finance	-	363.95
Inter corporate deposit placed	(100.65)	(221.65)
Inter corporate deposit repaid	245.90	403.00
(Purchase)/ Redemption of mutual fund units (net)	58.27	(45.22)
Investment in equity shares of a other company	(80.85)	(0.01)
Deposits (made)/ withdrawn with more than 3 months maturity	-	100.00
Net cash (used in) / generated from investing activities	122.67	600.07
C. CASH FLOW FROM FINANCING ACTIVITIES		
Distributions made to holders of instruments entirely equity in nature	(159.11)	(143.35)
Proceeds from borrowings (other than debt securities)	2,666.00	2,940.00
Repayment of borrowings (other than debt securities)	(2,145.00)	(880.00)
Proceeds from issue of debt securities	-	490.60
Repayment of debt securities	(389.32)	(2,846.17)
Redemption of perpetual debt	(700.00)	-
Proceeds from right issue(net)	749.96	-
Net cash generated / (used in) financing activities	22.53	(438.92)
Net increase/ (decrease) in cash and cash equivalents (A + B + C)	43.15	(6.40)
Cash and cash equivalents at the beginning of the year	2.81	9.21
Cash and cash equivalents at the end of the year	45.96	2.81
Net increase/ (decrease) in cash and cash equivalents (A + B + C)	43.15	(6.40)

Note-1. Finance costs, Dividend Income and interest income received on loans, deposit and investment has been considered as arising from operating activities in view of the nature of the Company's business.

2 The Statement of Cash Flows has been presented using indirect method as per the requirements of Ind AS 7, "Statement of Cash Flows".

As per our report of even date attached

For B R Maheswari & Co LLP
Chartered Accountants
Firm Registration Number: 001036N/N500050

B R MAHESWARI & CO. LLP. M-118 Conn. Circus New Delhi Chartered Accountants

Akshay Maheshwari
Partner
Membership No. 504704

Place: Delhi
Date: April 28, 2026

For and on behalf of the Board of Directors

Varsha Purandare
Director
(DIN - 05288076)

Mohit Agarwal
Chief Financial Officer

Place: Mumbai
Date: April 28, 2026

Prakash Pandey
Director
(DIN - 10850813)

Neeraj Dwivedi
Company Secretary
Membership No - ACS20874

TMF HOLDINGS LIMITED
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2026

A. Equity share capital

	As at March 31, 2026		As at March 31, 2025	
	Number	(₹ in crores)	Number	(₹ in crores)
Shares outstanding at the beginning of the Year	1,741,593,442	1,741.59	1,741,593,442	1,741.59
Shares issued during the Year	750,000,000	750.00	-	-
Shares outstanding at the end of the Year	2,491,593,442	24,91.59	1,741,593,442	1,741.59

B. Instruments entirely equity in nature

	As at March 31, 2026		As at March 31, 2025	
	Number	(₹ in crores)	Number	(₹ in crores)
Balance at the beginning of the Year	18,000	1,800.00	18,000	1,800.00
Redemption during the Year	(7,000)	(700.00)	-	-
Balance at the end of the Year	11,000	11,00.00	18,000	1,800.00

C. Other equity

(₹ in crores)

	Reserve and surplus					Total
	Special reserve*	Securities premium account	Capital reserve	Retained earnings		
				Undistributable (IndAS 101)	Distributable	
Balance as at April 1, 2025	332.72	1,947.05	50.91	5.53	(284.31)	2,051.90
Profit/ (Loss) for the Year	-	-	-	-	(2,477.87)	(2,477.87)
Distributions made to holders of instruments entirely equity in nature	-	-	-	-	(159.11)	(159.11)
Issue expenses pertaining to instrument entirely equity in nature	-	(0.04)	-	-	-	(0.04)
Balance as at March 31, 2026	332.72	1,947.01	50.91	5.53	(2,921.29)	(585.12)

(₹ in crores)

	Reserve and surplus					Total
	Special reserve*	Securities premium account	Capital reserve	Retained earnings		
				Undistributable (IndAS 101)	Distributable	
Balance as at April 1, 2024	257.83	1,947.05	50.91	5.53	(440.49)	1,820.83
Profit/ (Loss) for the Year	-	-	-	-	374.42	374.42
Distributions made to holders of instruments entirely equity in nature	-	-	-	-	(143.35)	(143.35)
Transfer to Special Reserve	74.89				(74.89)	-
Balance as at March 31, 2025	332.72	1,947.05	50.91	5.53	(284.31)	2,051.90

*Transfer to special reserve: As per Section 45-IC of Reserve Bank of India Act, 1934, the Company is required to create a reserve fund and transfer therein a sum not less than 20% of its net profit every year before any dividend is declared. No appropriation of any sum from the reserve fund can be made by the Company except for the purpose as may be specified by the Reserve Bank of India from time to time and every such appropriation shall be reported to the Reserve Bank of India within twenty-one days from the date of such withdrawal.

See accompanying notes forming part of audited standalone financial statements

As per our report of even date attached
For B R Maheswari & Co LLP
Chartered Accountants
Firm Registration Number: 001035N/N500050

Akshay Maheshwari
Partner
Membership No. 504704

Place: Delhi
Date: April 28, 2026

For and on behalf of the Board of Directors

Varsha Purandare
Director
(DIN - 05288076)

Mohit Agarwal
Chief Financial Officer

Place: Mumbai
Date: April 28, 2026

Prakash Pandey
Director
(DIN - 10850813)

Neeraj Dwivedi
Company Secretary
Membership No :- ACS20874

1 Company information

TMF Holdings Limited (the "Company") having CIN - U65923MH2006PLC162503 is registered as a Non-Banking Financial (Non-Deposit Accepting or Holding) Company ("NBFC") under section 45-IA of the Reserve Bank of India (RBI) Act 1934 with effect from August 9, 2006. Pursuant to application requesting for conversion of the Company to a Core Investment Company, submitted to RBI on June 23, 2017, RBI issued a fresh Certificate of Registration of NBFC - Non-Deposit taking - Systemically Important - Core Investment Company (CIC) dated October 12, 2017, to the Company. With effect from June 17, 2017, the name of the Company had changed to TMF Holdings Limited from Tata Motors Finance Limited.

The board of directors of Tata Motors Passenger Vehicles Ltd (Formerly Tata Motors Ltd), on August 1, 2024, approved a Composite Scheme of Arrangement amongst Tata Motors
Ltd (Presently Tata Motors Passenger Vehicles Ltd), TML Commercial Vehicles Ltd (Presently Tata Motors Ltd), Tata Motors Passenger Vehicles Ltd and their respective shareholders
under Sections 230-232 of the Companies Act, 2013, which, inter alia, provides for:

- demerger, transfer and vesting of the commercial vehicles business of Tata Motors Ltd (Presently Tata Motors Passenger Vehicles Ltd) along with related investments ("demerged
undertaking") to the Company on a going concern basis, and

- amalgamation of Tata Motors Passenger Vehicles Ltd with Tata Motors Ltd (Presently Tata Motors Passenger Vehicles Ltd) with an objective of consolidating the passenger vehicles
business.

The above Composite Scheme of Arrangement was approved by NCLT ("Scheme") on August 25, 2025 and is effective from October 1, 2025 with appointed date of July 1, 2025.

The Company is primarily a holding company, holding investments in its subsidiaries and other Group companies.

The condensed standalone financial statements were approved by the Board of Directors and authorized for issue on April 28, 2026.

2 Basis of preparation of standalone financial statements

Statement of compliance

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards ('Ind AS') prescribed under section 133 of the Companies Act, 2013 (the 'Act') read with relevant rules issued thereunder and the other accounting principles generally accepted in India. Any application guidance/ clarifications/ directions issued by the Reserve Bank of India or other regulators are implemented as and when they are issued/ applicable.

The preparation of financial statements requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosed amount of contingent liabilities. Areas involving a higher degree of judgement or complexity, or areas where assumptions are material to the Company are discussed in Note 3(i) - material accounting judgements, estimates and assumptions.

The standalone financial statements are presented in Indian Rupees (INR) and all values are rounded to the nearest crores, except when otherwise indicated. "0" refers to value rounded below rounding off norms.

2.2 Historical cost convention

The standalone financial statements have been prepared on historical cost basis except for certain financial instruments, which are measured at fair value at the end of each reporting period as explained in the accounting policies below.

2.3 Presentation of standalone financial statements

The standalone financial statements of the Company are presented as per Schedule III (Division III) of the Companies Act, 2013 applicable to NBFCs, as notified by the Ministry of Corporate Affairs (MCA). The Statement of Cash Flows has been presented using indirect method as per the requirements of Ind AS 7 Statement of Cash Flows.

3 Material Accounting Policies

The principal accounting policies applied in the preparation of these standalone financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(i) Use of estimates and judgments

The preparation of the standalone financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities and disclosures of contingent liabilities at the date of these standalone financial statements and reported amounts of income and expenses for the years presented. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future period affected.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the standalone financial statements are included in following notes:

a) Note 3(ii) - Recognition of interest income/expenses using Effective Interest Rate (EIR) method.

b) Note 3(iii) - Recognition of deferred tax assets

c) Note 3(v) - Useful lives of property, plant and equipment

d) Note 3(vi) - Measurement and recognition of provisions and contingencies.

e) Note 3(ix)- Business model assessment for classification and measurement of financial assets

f) Note 3(ix) - Impairment of financial assets based on the expected credit loss model

g) Note 3(ix)- Effective Interest Rate (EIR) methodology that represents the best estimate of a constant rate of return over the expected behavioral life of financial instruments

h) Note 3(x) and 36 - Fair value measurement of financial instruments.

(ii) Revenue recognition

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(A) Revenue from operations
Interest Income

Interest income is recognised by applying the Effective Interest Rate (EIR) to the gross carrying amount of financial assets other than credit-impaired assets. When a financial asset becomes credit-impaired, the Company calculates interest income by applying the effective interest rate to the net amortized cost of the financial asset.

The EIR in case of a financial asset is computed

- The rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.

- By considering all the contractual terms of the financial instrument in estimating the cash flows.

- Including all fees/service charges and incentives paid and received between parties to the contract that are an integral part of the effective interest rate, transaction costs, and all other premiums or discounts.

Any subsequent changes in the estimation of the future cash flows is recognized in interest income with the corresponding adjustment to the carrying amount of the assets.

(iii) Income Taxes

Income tax expense comprises current and deferred taxes. Income tax expense is recognised in the Statement of Profit & Loss.

Current income taxes are determined based on respective taxable income of the Company and tax rules applicable for respective tax jurisdictions.

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Such deferred tax assets and liabilities are computed separately. Deferred tax assets are recognised to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Current and deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current and deferred tax assets and liabilities on a net basis.

(iv) Investment Property

Property that is held for long-term rental yield or for capital appreciation or both, and that is not occupied by the Company, is classified as Investment property. Investment property is measured initially at cost including related transactions cost. Subsequent expenditure is capitalized to the assets carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the entity and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. Investment properties other than land are depreciated as per the estimated useful life of assets prescribed by the Schedule II to the Companies Act 2013 i.e. 60 years for office premises.

(v) Provisions and Contingent Liabilities

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to the net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

A present obligation that arises from past events, where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company.

Claims against the Company, where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities. Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

Contingent assets are disclosed where an inflow of economic benefits is probable. Contingent assets are not recognized in the standalone financial statements.

(vi) Investment in Subsidiaries

Investments in Subsidiaries are measured at cost as per Ind AS 27 – Separate Financial Statements.

(vii) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments are recognized when the Company becomes a party to the contractual provisions of the instrument.

(A) Financial Assets

Initial recognition and measurement

All financial assets are recognized initially at fair value. However, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset are added to the fair value. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognised in profit or loss.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset."

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Classification and Subsequent measurement

For the purposes of initial recognition, financial assets are classified in the following categories:

(a) at amortized cost, or
(b) at fair value through other comprehensive income (FVTOCI), or
(c) at fair value through profit or loss (FVTPL)

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The above classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flow.

(I) Debt Instruments

Initial classification of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments.

(a) At amortised cost:

A debt instrument is measured at amortised cost, if both the following conditions are satisfied/ fulfilled

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to finance receivables and investments.

(b) At FVTOCI:

A debt instrument is classified at FVTOCI, if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets; and

- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the OCI. However, the Company recognises interest income, impairment losses and reversals in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to the Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

(c) At FVTPL:

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorisation as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortised cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Derivatives embedded in a host contract that is an asset within the scope of Ind AS 109 are not separated. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

(II) Equity Instruments/Investments

Investments in equity instruments are measured at fair value. Equity instruments, which are held for trading, are classified as at FVTPL. For equity instruments, other than held for trading, the Company has irrevocable option to present in OCI subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

Where the Company classifies equity instruments as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

(III) Impairment of financial assets

"The Company applies the Expected Credit Loss (ECL) model in accordance with Ind AS 109 for recognising impairment loss on financial assets except for

- equity instruments which are not subject to impairment under Ind AS 109, and

- other debt financial assets held at fair value through profit or loss (FVTPL)"

The ECL allowance is based on the credit losses expected to arise from all possible default events over the expected life of the financial assets ('lifetime ECL'), unless there had been no significant increase in credit risk of a default occurring since origination or initial recognition, in which case, the impairment allowance is based on the 12-month ECL. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL (both lifetime and 12 months) are calculated on a collective basis considering the homogeneous nature of the underlying portfolio of financial assets. For stage 1 and stage 2 assets, the company makes provision at higher of requirement as per ECL model and as per RBI norms.

The impairment methodology applies depends on whether there has been significant increase in credit risk. When determining whether credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, including on historical experience and forward-looking information.

The expected credit loss is a product of exposure at default ('EAD'), probability of default ('PD') and loss given default ('LGD'). The Company has devised an internal model to evaluate the PD and LGD based on the parameters set out in Ind AS 109. Accordingly, the financial assets have been segmented into three stages based on the risk profiles. The three stages reflect the general pattern of credit deterioration of a financial assets. The Company categorises financial assets at the reporting date into stages based on the days past due ('DPD') status as under:

- Stage 1: Low credit risk, i.e. 0 to 30 days past due

- Stage 2: Significant increase in credit risk, i.e. 31 to 90 days past due

- Stage 3: Credit Impaired assets, i.e. more than 90 days past due or cases where the Company suspects fraud and legal proceedings are initiated.

Definition of default

The Company considers a financial asset to be in "default" and therefore Stage 3 (credit-impaired) for ECL calculations when the borrower becomes 90 days past due on its contractual payments.

LGD is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the Company would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD.

PD is defined as the probability of whether the borrowers will default on their obligations in the future. For assets which are in Stage 1, a 12-month PD is required. For Stage 2 assets a lifetime PD is required while Stage 3 assets are considered as default. PD estimation process is carried out based on historical internal data available with the Company.

EAD represents gross carrying amount at the reporting date in case of Stage 1 and Stage 2. In case of Stage 3 loans EAD represents gross carrying amount at the time when the default occurred for 1st time.

Forward looking information

While estimating the expected credit losses, the Company reviews macro-economic developments occurring in the economy and market it operates in. On a periodic basis, the Company analyses if there is any relationship between key economic trends like GDP, Brent rates, unemployment rates, benchmark rates set by the Reserve Bank of India, inflation etc. with the estimate of PD, determined by the Company based on its internal data. While the internal estimates of PD, rates by the Company may not be always reflective of such relationships, temporary overlays, if any, are embedded in the methodology to reflect such macro-economic trends reasonably.

Based on the consideration of external actual and forecast information, the Company forms a 'base case' view of the future direction of relevant economic variables. This process involves developing two or more additional economic scenarios and considering the relative probabilities of each outcome. The base case represents a most likely outcome while the other scenarios represent more optimistic and more pessimistic outcomes.

ECL on Debt instruments measured at amortised cost

The ECLs for debt instruments measured at amortised cost reduce the gross carrying amount of these financial assets in the balance sheet.

ECL on Debt instruments measured at fair value through OCI

The ECLs for debt instruments measured at FVOCI do not reduce the gross carrying amount of these financial assets in the balance sheet, which remains at fair value. Instead, an amount equal to the allowance that would arise if the assets were measured at amortised cost is recognised in OCI as an accumulated impairment amount, with a corresponding charge to profit or loss. The accumulated loss recognised in OCI is recycled to the profit and loss upon derecognition of the assets.

Write-off

The gross carrying amount of a financial assets is written- off (either partially or fully) to the extent that there is no reasonable expectation of recovering the asset in its entirety or a portion thereof. However, financial assets that are written off could still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any subsequent recoveries against such financial assets are credited to the statement of profit and loss.

(IV) Derecognition of financial assets

The Company de-recognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises an associated liability as collateralised borrowing for the proceeds received.

On de-recognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in OCI, and accumulated in equity is recognised in the Statement of Profit and Loss.

(B) <u>Financial liabilities and equity instruments</u>

Classification as debt or equity

Debt and equity instruments, issued by the Company, are classified as either financial liabilities or as equity, in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

<u>(I) Financial liabilities</u>

Initial recognition and measurement

All financial liabilities are recognised initially at fair value. However, in the case of financial liabilities not recorded at fair value through profit or loss, transaction costs that are directly attributable to the issue of financial liabilities are deducted from the fair value of financial liabilities. The transaction costs directly attributable to the issue of financial liabilities at fair value through profit or loss are immediately recognised in profit or loss.

The Company's financial liabilities majorly comprise of trade and other payables, loans and borrowings, including bank overdrafts and cash credit facility and derivative financial instruments.

Subsequent measurement

All financial liabilities are subsequently measured at amortised cost using the effective interest rate (EIR) method or at fair value through profit or loss (FVTPL).

(a) At FVTPL:

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL. Financial liabilities are classified as held for trading, if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company, that are not designated and effective as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading, unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Financial liabilities, designated upon initial recognition at FVTPL, are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

(b) At amortised cost:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest expenses in the profit or loss.

Derecognition of financial liabilities:

The Company de-recognises financial liabilities when and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability de-recognised and the consideration paid and payable is recognised in Statement of Profit and Loss.

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Chartered Accountants
New Delhi

Modification/Renegotiation that do not result in derecognition

Changes to the carrying amount of a financial liability as a result of renegotiation or modification of terms that do not result in derecognition of the financial liability, is recognised in the Statement of Profit and Loss. Any subsequent changes in the estimation of the future cash flows of financial liability is recognised under finance cost in the statement of profit or loss with the corresponding adjustment to the carrying amount of the financial liability

(II) Equity Instrument

An equity instrument is any contract that evidences residual interests in the assets of the Company after deducting all of its liabilities

Incremental costs incurred which are directly attributable to the issue of new shares are shown in equity as deduction, net of tax, from the proceeds

(III) Instruments entirely equity in nature

The Company recognises hybrid perpetual non convertible debentures as equity, if terms of the instrument with regards to periodic coupon payments is such that coupon payments are at the discretion of the Company and the instrument is of non redeemable in nature, thus such terms of the instruments evidences residual interest in the assets of the Company after deducting all of its liabilities

(IV) Compound financial instrument

The components of compound financial instruments issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and definitions of a financial liability and an equity instrument. A conversion option that will be settled by exchange of fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non convertible instruments. This amount is recognised as a liability on an amortised cost basis using the effective interest rate method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of liability component from the fair value of the compound financial instruments as a whole. This is recognised and included in equity, net of tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to other component of equity. When the conversion option remains unexercised at the maturity date, the balance recognised in equity will be transferred to retained earnings. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

Transaction costs that relate to the issue of the convertible instrument are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognised directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortised over the life of the convertible instrument using effective interest rate method.

(viii) Fair value measurement

The Company measures financial instruments, such as investments and derivatives at fair values at each Balance Sheet date

The fair value of a financial instrument on initial recognition is normally the transaction price (fair value of the consideration given or received). Subsequent to initial recognition, the Company determines the fair value of financial instruments that are quoted in active markets using the quoted bid prices (financial assets held) or quoted ask prices (financial liabilities held) and using valuation techniques for other instruments. Valuation techniques include discounted cash flow method and other valuation models

(ix) Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2026, MCA has notified certain amendments to Ind AS 21 - Effects of changes in Foreign Exchange Rates, Ind AS 1 - Presentation of Financial Statements, Ind AS 7 – Statement of Cash Flows and Ind AS 107 – Financial Instruments (Supplier Finance Arrangement) and Ind AS 12 – International Tax Reform – Pillar Two Model Rules which are applicable from April 1, 2025.
The Company has evaluated all these amendments and has determined that it does not have any significant impact on its financial statements.

4 Cash and cash equivalents

(₹ in crores)

	As at March 31, 2026	As at March 31, 2025
(a) Balance with banks	1.96	2.81
(b) Bank deposit with original maturity of less than 3 months	44.00	-
Total	45.96	2.81

5 Loans

(₹ in crores)

	As at March 31, 2026	As at March 31, 2025
(A) At amortised cost		
Inter corporate deposits (repayable on demand)	5.00	205.65
Total (A) - Gross	5.00	205.65
Less: Impairment loss allowance	(0.02)	(60.40)
Total (A) - Net	4.98	145.25
(B) Unsecured	5.00	205.65
Total (B) - Gross	5.00	205.65
Less: Impairment loss allowance	(0.02)	(60.40)
Total (B) - Net	4.98	145.25
(C) Loans in India		
(a) Public Sector	-	-
(b) Others	5.00	205.65
Total (C) - Gross	5.00	205.65
Less: Impairment loss allowance	(0.02)	(60.40)
Total (C) - Net	4.98	145.25

(i) The Company has not given loans or advances to promoters, directors and KMPs (as defined under the Companies Act, 2013), either severally or jointly with any other person that are repayable on demand or without specifying any terms or period of repayment

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(₹ in crores)

Particulars	For the year ended March 31, 2026		For the year ended March 31, 2025	
	Amount of loan or advance in the nature of loan outstanding	% to the total Loans and Advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding	% to the total Loans and Advances in the nature of loans
Related parties	5.00	100.00%	205.65	100.00%

6 Investments

(₹ in crores)

Particulars	As at March 31,2026				As at March 31,2025			
	At fair value through profit or loss	Amortised cost	Others (at cost)	Total	At fair value through profit or loss	Amortised cost	Others (at cost)	Total
Mutual Funds	-	-	-	-	56.13	-	-	56.13
Debt securities	-	600.00	-	600.00	-	600.00	-	600.00
Equity instruments								
-Subsidiaries	-	-	69.38	69.38	-	-	69.38	69.38
-Others	5,679.86	-	-	5,679.86	-	-	-	-
Total (A) - Gross	5,679.86	600.00	69.38	6,349.24	56.13	600.00	69.38	725.51
Investments in India	5,679.86	600.00	69.38	6,349.24	56.13	600.00	69.38	725.51
Investments outside India	-	-	-	-	-	-	-	-
Total (B)	5,679.86	600.00	69.38	6,349.24	56.13	600.00	69.38	725.51
Less: Allowance for impairment loss (C)	-	-	(69.38)	(69.38)	-	-	(69.38)	(69.38)
Total (D) = (A+C)	5,679.86	600.00	-	6,279.86	56.13	600.00	-	656.13

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Annexure I

	As at March 31,2026 Quantity	(₹ in crores)	As at March 31,2025 Quantity	(₹ in crores)
a) Investments measured at fair value through profit and loss				
(i) Mutual fund	-	-	-	56.13
(ii) Equity instruments				
Others - Quoted				
Tata Capital Limited (Face Value ₹ 10/-) (Refer note below)	186,224,770	5,679.86	-	-
Total		5,679.86		56.13
(b) Investments measured at Amortised Cost				
(i) Debt Securities (quoted)				
Fully paid unsecured subordinated non-convertible debentures (Refer note below)				
Tata Capital Limited - (Coupon rate - 9.95%)	2,000	200.00	2,000	200.00
Subtotal		200.00		200.00
-				
(ii) Debt Securities (unquoted)				
Fully paid unsecured subordinated non-convertible debentures (Refer note below)				
Tata Capital Limited (Coupon rate - 9%)	2,000	200.00	2,000	200.00
Tata Capital Limited (Coupon rate - 10%)	1,000	100.00	1,000	100.00
Tata Capital Limited (Coupon rate - 10.25%)	1,000	100.00	1,000	100.00
Subtotal		400.00		400.00
(iii) Fully paid unsecured optionally convertible zero coupon debentures				
Loginomic Tech Solutions Private Limited ("TruckEasy")	835,000	-	835,000	-
Subtotal		-		-
Total (i + ii + iii)		600.00		600.00
(c) Investments measured at Cost				
Equity instruments				
(i) Subsidiaries				
TMF Business Services Limited (Face Value ₹ 3.80/-)	97,965,962	-*	97,965,962	-*
Subtotal		-		0.00
(ii) Joint Venture				
Loginomic Tech Solutions Private Limited ("TruckEasy") (Face Value ₹10/-)	31,200		31,200	
Subtotal		-		-
Total (i + ii)		-		0.00

* During the year ended March 31, 2025, the Company has evaluated its investments in equity instrument of TMF Business Services Limited (formerly known as Tata Motors Finance Limited)("TMFBSL") for indicators of impairment, and accordingly considered allowance for impairment loss of ₹ 69.38 crores.
Note

Note - The National Company Law Tribunal "NCLT" has sanctioned the Scheme of Arrangement of amalgamation of Tata Motors Finance Limited (formerly known as Tata Motors Finance Solutions Limited) "TMFL" into Tata Capital Limited "TCL"on May 01, 2025. The scheme is effective from May 8, 2025, with appointed date being April 1, 2024. Pursuant to the scheme, TMFL has ceased to be a wholly subsidiary of the Company, as at April 1, 2024. On May 20, 2025, the Company has received equity shares in the ratio of 37.100, i.e. 18,38,67,495 equity shares having face value of ₹ 100 each of TCL in lieu of 49,69,39,176 equity shares having face value of ₹ 100/- of TMFL. The aforesaid amalgamation has resulted in transfer of investments in debt securities from TMFL to TCL.

In July 2025, the company had received an offer from TCL to subscribe on 'Rights Basis' in the ratio of 1:78 (1 new Equity Share of ₹10/- each for every 78 Equity Shares of TCL held). The Company has applied for rights issue, subscribing 23,57,275 fully paid-up equity shares of ₹10 each, at a price not exceeding ₹343 per share.

7 Other financial assets

(₹ in crores)

		As at March 31, 2026	As at March 31, 2025
(a)	Deposits	0.21	0.34
(b)	Interest accrued on investments	30.97	31.57
(c)	Others- Investment in Tata Capital Limited (Refer note below)	-	8,016.62
	Total	31.18	8,048.53

Note - The NCLT has sanctioned the Scheme of Arrangement of amalgamation of TMFL into TCL on May 01, 2025. Pursuant to the scheme, the Company was to receive equity shares in the ratio of 37.100, i.e. 18,38,67,495 equity shares having face value of ₹ 100 each of TCL in lieu of 49,69,39,176 equity shares having face value of ₹ 100/- of TMFL, which the Company has accounted at fair value through profit and loss recording an increase in value by ₹ 770.85 crores basis the fair valuation done as on March 31, 2025. On May 20, 2025, the Company has received equity shares, thereby transferred the balance, recording under Investments.

9 Investment Property

(₹ in crores)

	Buildings	Total
Cost as at April 1, 2025	22.46	22.46
Additions	-	-
Cost as at March 31, 2026	22.46	22.46
Accumulated depreciation as at April 1, 2025	(5.09)	(5.09)
Depreciation for the year	(0.27)	(0.27)
Accumulated depreciation as at March 31, 2026	(5.36)	(5.36)
Net carrying amount as at March 31, 2026	17.10	17.10
Cost as at April 1, 2024	22.46	22.46
Additions	-	-

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Cost as at March 31, 2025	22.46	22.46
Accumulated depreciation as at April 1, 2024	(4.73)	(4.73)
Depreciation for the year	(0.36)	(0.36)
Accumulated depreciation as at March 31, 2025	(5.09)	(5.09)
Net carrying amount as at March 31, 2025	17.37	17.37

10 Property, plant and equipment

(₹ in crores)

	Furniture, fixtures and office equipment	Total
Cost as at April 1, 2025	7.75	7.75
Disposal/Adjustments	-	-
Cost as at March 31, 2026	7.75	7.75
Accumulated depreciation as at April 1, 2025	(7.36)	(7.36)
Depreciation for the year	-	-
Accumulated depreciation as at March 31, 2026	(7.36)	(7.36)
Net carrying amount as at March 31, 2026	0.39	0.39
Cost as at April 1, 2024	8.21	8.21
Disposal/Adjustments	(0.46)	(0.46)
Cost as at March 31, 2025	7.75	7.75
Accumulated depreciation as at April 1, 2024	(7.79)	(7.79)
Depreciation for the year	-	-
Disposal/Adjustments	0.43	0.43
Accumulated depreciation as at March 31, 2025	(7.36)	(7.36)
Net carrying amount as at March 31, 2025	0.39	0.39

10 Other non-financial assets

(₹ in crores)

	As at March 31, 2026	As at March 31, 2025
(a) Deposits with statutory authorities	0.04	0.04
(b) Prepaid expenses	-	0.01
(c) Taxes recoverable and dues from government	0.08	0.14
(d) Taxes paid under protest	0.01	0.01
(e) Others	0.03	0.04
Total	0.16	0.24

11 Payables

(₹ in crores)

	As at March 31, 2026	As at March 31, 2025
Trade Payables		
(i) Total outstanding dues of micro enterprises and small enterprises	0.09	0.11
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	0.28	0.28
Total	0.37	0.39

(₹ in crores)

	As at March 31, 2026	As at March 31, 2025
a) Principal amount not due	0.09	0.11
b) Principal amount due	-	-
c) Interest due on above	-	-
d) Amount of interest paid in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-
e) Amount of interest due and payable for the period of delay	-	-
f) Amount of interest accrued and remaining unpaid as at year end	-	-
g) Amount of further remaining due and payable in the succeeding year	-	-
Total	-	-

Trade Payables aging schedule

(₹ in crores)

	As at March 31, 2026						
			Outstanding for following periods from due date of payment				
	Not due	Unbilled	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	0.09	-	-	-	-	-	0.09
(ii) Others	-	-	0.25	0.02	-	-	0.27
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	0.09	-	0.25	0.02	-	-	0.36

Note: All the amount of MSME vendors are paid within due dates and there is no interest accrued during the current year.

(₹ in crores)

As at March 31, 2025

	Not due	Unbilled	Outstanding for following periods from due date of payment				Total
			Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	0.11	-	-	-	-	-	0.11
(ii) Others	0.14	-	0.14	-	-	-	0.28
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	0.25	-	0.14	-	-	-	0.39

Note: All the amount of MSME vendors are paid within due dates and there is no interest accrued during the previous year

12 Debt securities

(₹ in crores)

	As at March 31, 2026	As at March 31, 2025
Unsecured		
Privately placed non-convertible debentures	803.84	1,116.08
Total (A)	803.84	1,116.08
(i)Debt securities in India	803.84	1,116.08
Total (B)	803.84	1,116.08

Details of non-convertible debentures (Unsecured)

(₹ in crores)

	As at March 31, 2026		As at March 31, 2025	
From Balance sheet Date	Interest Rate Range	Amount	Interest Rate Range	Amount
Issued on private placement basis				
Maturing within 1 Year	8.53%	831.33	7.69%	389.32
Maturing between 1 year to 3 Years		-	8.53%	831.33
Maturing between 3 Years to 5 Years				
Total Face Value		831.33		1,220.65
Less: Unamortised borrowing cost		27.49		104.57
Total Amortised cost		803.84		1,116.08

13 Borrowings - Other than debt securities

(₹ in crores)

	As at March 31, 2026	As at March 31, 2025
Inter corporate deposits from related parties (unsecured)	2,666.00	2,145.00
Total (A)	2,666.00	2,145.00
(i) Borrowings in India	2,666.00	2,145.00
(ii) Borrowings outside India	-	-
Total (B)	2,666.00	2,145.00

Note: The borrowings have not been guaranteed by directors or others. Also the Company has not defaulted in repayment of principal and interest

Details of Inter corporate deposits (ICDs)

(₹ in crores)

	As at March 31, 2026		As at March 31, 2025	
From Balance sheet Date	Interest Rate Range	Amount	Interest Rate Range	Amount
Issued on private placement basis				
Maturing within 1 Year	7.15% to 7.50%	2,666.00	8.25% to 8.92%	2,145.00
Total Face Value		2,666.00		2,145.00
Less: Unamortised borrowing cost		-		-
Total Amortised cost		2,666.00		2,145.00

14 Other financials liabilities

(₹ in crores)

	As at March 31, 2026	As at March 31, 2025
Others	26.04	26.04
Total	26.04	26.04

15 Provisions

(₹ in crores)

	As at March 31, 2026	As at March 31, 2025
Provision for expenses	0.35	0.07
Total	0.35	0.07

16 Other non-financial liabilities

(₹ in crores)

	As at March 31, 2026	As at March 31, 2025
Statutory dues	2.90	2.80
Total	2.90	2.80

17 Share Capital

(₹ in crores)

	As at March 31, 2026	As at March 31, 2025
Authorised		
3,00,00,00,000 Ordinary equity shares of ₹10 each	3,000.00	3,000.00
(as at March 31, 2025: 3,00,00,00,000 Ordinary shares of ₹10 each)		
7,50,00,000 Compulsory convertible preference shares of ₹100 each	750.00	750.00
(as at March 31, 2025: 7,50,00,000 Ordinary shares of ₹100 each)		
Issued, Subscribed and Fully Paid up		
2,49,15,93,442 Ordinary equity shares of ₹10 each	2,491.59	1,741.59
(as at March 31, 2025: 1,74,15,93,442 Ordinary shares of ₹10 each)		
Total	2,491.59	1,741.59

a) Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting year

	As at March 31, 2026		As at March 31, 2025	
	No. of shares	(₹ in crores)	No. of shares	(₹ in crores)
Shares outstanding at the beginning of the year	1,741,593,442	1,741.59	1,741,593,442	1,741.59
Equity shares issued during the year	750,000,000	750.00	-	-
Shares outstanding at the end of the year	2,491,593,442	2,491.59	1,741,593,442	1,741.59

b) Details of equity shares held by holding company and its subsidiaries:

	As at March 31, 2026		As at March 31, 2025	
	No. of shares	% of issued share capital	No. of shares	% of issued share capital
Equity shares with voting rights				
Tata Motors Limited	2,491,593,442	100%	1,741,593,442	100%

c) Details of equity shares held by Promoters:

Promoter name	As at March 31, 2026			As at March 31, 2025		
	No. of Shares	% of total shares	% Change during the period	No. of Shares	% of total shares	% Change during the year
Tata Motors Limited	2,491,593,442	100%	Nil	1,741,593,442	100%	Nil

d) Terms / rights attached to equity shares:

The Company has single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time subject to payment of dividend to preference shareholders. The voting rights of an equity shareholder on a poll are in proportion to its share of the paid-up equity capital of the Company. On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of the equity shares held.

18 Instruments entirely equity in nature

	As at March 31, 2026		As at March 31, 2025	
	Number	(₹ in crores)	Number	(₹ in crores)
Balance as at beginning of the period/ year	18,000	1,800.00	18,000	1,800.00
Redemption during the period/ year	(7,000)	(700.00)		
Balance as at end of the period/ year	11,000	1,100.00	18,000	1,800.00

The Company has issued 18,000 subordinated, listed, unsecured, rated perpetual securities of face value of ₹ 10 crores each aggregating to ₹ 1,800.00 crores. The coupon on these securities ranges between 7.2962% p.a. to 8.7551% p.a.

These securities are perpetual in nature with no maturity or redemption and are callable only at the option of the Company. There is a step-up provision of 100 bps over the respective coupon rate if the securities are not called by the issuer at the end of 10 years from the date of allotment. The payment of any Coupon may be cancelled or suspended at the discretion of the Board of Directors.

During the year ended the company exercised its option to redeemed following series of perpetual securities.

Debenture Series	Coupon (Annual)	Amount	Allotment Date	Original Redemption Date	Actual Redemption date
Series A	8.7551%	195	11th August, 2020	11th August, 2030	26th December, 2025
Series B	8.7551%	305	18th August, 2020	18th August, 2030	26th December, 2025
Series C	7.7475%	100	30th December, 2020	30th December, 2030	26th December, 2025
Series D	7.7499%	100	30th December, 2020	30th December, 2030	26th December, 2025

The Coupon on these instruments shall not be cumulative except where the Company shall not be liable to pay Coupon and may defer the payment of Coupon, if i. it's adjusted net worth to aggregate risk weighted assets ratio ("ANW Ratio") is below the minimum regulatory requirement prescribed by RBI under the CIC Directions, or ii. the impact of such payment results in the Company's ANW Ratio falling below or remaining below the minimum regulatory requirement prescribed by RBI under the CIC Directions.

As these securities are perpetual in nature and the Company does not have any redemption obligation, these are classified as equity.

Tata Motors Ltd formerly known as TML Commercial Vehicles Limited (i.e. Parent Company) has written put option to purchase these instruments from the investors on respective option exercise dates as specified below

Options Exercisable Date	Amount (₹ in crores)	Status of Options Exercised by Tata Motors Limited
11th August, 2024	195.00	Exercised
16th August, 2024	305.00	Exercised
04th November, 2025	100.00	Exercised
2nd November, 2025	100.00	Exercised
2nd December, 2025	150.00	Exercised
30th December, 2025	150.00	Exercised
15th September, 2026	100.00	Not due
28th September, 2026	100.00	Not due
30th September, 2026	150.00	Not due
30th June, 2027	200.00	Not due
30th September, 2027	250.00	Not due

19 Notes to reserves

(i) Special reserve

As per Section 45-IC of the Reserve Bank of India Act, 1934, every non-banking financial company shall create a reserve fund and transfer therein a sum not less than twenty per cent of its net profit every year as disclosed in the Statement of Profit and Loss and before any dividend is declared. No appropriation of any sum from the reserve fund shall be made by the non-banking financial company except for the purpose as may be specified by the Reserve Bank of India from time to time and every such appropriation shall be reported to the Reserve Bank of India within twenty-one days from the date of such withdrawal. The Company transfer said amount at the end of the financial year

(ii) Securities premium account

The amount received in excess of face value of the equity shares is recognised in Securities Premium Account. Also, all "eligible" issue expenses in respect of new equity infusion and CCPS infusion is recognised in Securities Premium Account

(iii) Capital reserve

The Capital Reserve represents the compensating reversal adjustment relating to amortisation of discount on the Zero-Coupon Debentures which were charged against the Securities Premium Reserve earlier which is not allowed as per the Companies Act, 2013. This separate rate reserve head is created based on the Frequently Asked Questions (FAQ) issued by the Ind AS Transition Facilitation Group.

(iv) Retained earnings

Retained earnings are the profits that the Company has earned till date

20 Interest Income

(₹ in crores)

	For the year ended March 31, 2026	For the year ended March 31, 2025
On financial assets measured at amortised cost		
(a) Interest on loans	-	1.90
(b) Interest income from investments	58.15	58.13
(c) Interest on deposits with banks	5.39	5.10
(d) Other interest income	13.46	24.50
Total	77.00	89.63

21 Net gain/(loss) on fair value changes

(₹ in crores)

	For the year ended March 31, 2026	For the year ended March 31, 2025
Net gain/(loss) on fair value changes	(2,415.47)	10.56
	(2,415.47)	10.56
Net gain/(loss) on Fair Value changes:		
(a) Realised	2.26	10.45
(b) Unrealised	(2,417.73)	0.11
Total	(2,415.47)	10.56

22 Other Income

(₹ in crores)

	For the year ended March 31, 2026	For the year ended March 31, 2025
(a) Balances written back	-	0.10
(b) Net gain on derecognition of property, plant and equipment	-	0.02
(c) Interest on Income tax refund	-	2.94
Total	-	3.06

23 Finance Costs

(₹ in crores)

	For the year ended March 31, 2026	For the year ended March 31, 2025
(a) Interest on borrowings	180.86	49.78
(b) Interest on debt securities	77.09	218.99
(c) Other finance charges	0.02	-
Total	257.97	268.77

24 Impairment on financial instruments and other assets

(₹ in crores)

	For the year ended March 31, 2026	For the year ended March 31, 2025
Impairment on financial assets		
Loans (at amortised cost)		
Allowance for loan losses	0.02	(3.00)
Other financial assets		
Allowance for doubtful assets	-	-
Other Written off	-	0.03
Total	0.02	(2.97)

25 Other expenses

(₹ in crores)

	For the year ended March 31, 2026	For the year ended March 31, 2025
(a) Rent, taxes and energy costs	0.21	0.16
(b) Repairs and maintenance	0.37	0.38
(c) Director's fees, allowances and expenses	0.26	0.31
(d) Auditor's fees and expenses (refer note below)	0.25	0.28
(e) Legal and professional charges	0.96	1.25
(f) Insurance	0.01	0.04
(f) Service provider fees	0.07	1.05
(h) Other expenses (refer note below)	0.55	0.44
Total	2.68	3.91

Note -

(i) Auditors' remuneration (excluding Goods & Service Tax):

(₹ in crores)

	For the year ended March 31, 2026	For the year ended March 31, 2025
(a) As auditors - Statutory audit	0.17	0.18
(b) As auditors - Tax audit	0.02	0.01
(c) For other services	0.04	0.07
(d) Reimbursement of out of pocket expenses	0.02	0.02
Total	0.25	0.28

(ii) Corporate social responsibility

The prescribed CSR expenditure required to be spent during the year ended March 31, 2026 and 2025 as per the Companies Act, 2013 is Nil. In view of average net profits of the Company being Nil (under section 198 of the Act) for three immediately preceding financial years. No amount has been spent by the Company on construction / acquisition of an asset. There were no CSR transactions with or contributions to any related parties listed in Note 34.

26 Income taxes

a) Income tax expense recognised in statement of profit and loss

(₹ in crores)

	For the year ended March 31, 2026	For the year ended March 31, 2025
Income tax expense		
Current tax		
Current tax on profits for the year	-	-
Adjustments for current tax of prior periods	-	-
Total current tax expense	-	-
Deferred tax		
Decrease/ (increase) in deferred tax assets	-	-
(Decrease)/ increase in deferred tax liabilities	(104.37)	104.37
Total deferred tax expense/(benefit)	(104.37)	104.37
Income Tax expense	(104.37)	104.37

b) Reconciliation of the income tax expenses and accounting profit

Reconciliation of the income tax expense and the accounting profit multiplied by India's tax rate:

(₹ in crores)

	For the year ended March 31, 2026	For the year ended March 31, 2025
Profit before taxes	(2,582.24)	478.79
Statutory tax rate	25.168%	25.168%
Income tax expenses calculated at statutory tax rate	(649.90)	120.50
Tax effect of the amount which are not taxable in calculating taxable income :		
- Deferred tax assets not recognised because realization is not probable	649.90	(120.50)
- Others	(104.37)	104.37
Income tax expense/(credit) recognised for the year at effective tax rate	(104.37)	104.37

c) Significant components of deferred tax assets and liabilities for the year ended March 31, 2026

(₹ in crores)

	Opening balance	Recognised in statement of profit and loss	Closing balance

Deferred tax assets:			
Total deferred tax assets	-	-	-
Deferred tax liabilities:			-
Income to be taxed on actual receipt basis	104.37	(104.37)	-
Total deferred tax liabilities	104.37	(104.37)	-
Net assets/(liabilities)	(104.37)	104.37	-

d) Amounts recognised directly in equity

There was no income or expenses for current year and previous year for which tax impact has been routed through reserve.

e) Tax losses

As at March 31, 2026, unrecognised deferred tax assets amounted to ₹ 10.59 (As at March 31, 2025 - ₹ Nil crores) which can be carried forward indefinitely and ₹ 349.66 crores (As at March 31, 2025 - ₹ 286.39 crores) which can be carried forward upto a specified period. These relate primarily to depreciation carry forwards and business losses. The deferred tax asset has not been recognised on the basis that its recovery is not probable in the foreseeable future.

Unrecognized deferred tax assets expire unutilized based on the year of origination as follows:

	Amount (₹ in crores)
March 31, 2027	14.23
March 31, 2028	8.18
March 31, 2029	34.16
March 31, 2030	23.45
March 31, 2031	46.42
March 31, 2032	67.21
March 31, 2033	74.15
March 31, 2034	81.86
Thereafter	-
Total	349.66

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Earnings per share

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
	(₹ in crores), except per share data)	
Basic		
Net profit / (loss) attributable to equity share holders (Refer Note i)	(2,636.98)	231.07
Weighted average no. of equity shares outstanding	2,045,703,031	1,741,593,442
Basic earnings per share (₹)	(12.89)	1.33
Diluted		
Net profit / (loss) attributable to equity share holders (Refer Note i)	(2,636.98)	231.07
Weighted average no. of equity shares outstanding	2,045,703,031	1,741,593,442
Diluted earnings per share (₹)	(12.89)	1.33
Face value per share (₹)	10.00	10.00
Note (i) - Calculation of net profit attributable to equity share holders		
Profit / (loss) after tax as per statement of profit and loss	(2,477.87)	374.42
Less - Distribution made to holders of perpetual instruments	(159.11)	(143.35)
Net profit / (loss) attributable to equity share holders	(2,636.98)	231.07

28 Segment

The Company, being a Core Investment Company has been operating only in one segment vis investing activities and the operations being only in India, the disclosure requirements of Ind AS 108 Segment Reporting are not applicable.

29 Disclosure in respect of Operating leases

Company as lessor- Operating Leases

The Company has given office premises under operating lease. The Company has recognised lease rental income from leasing of office premises amounting to **₹ 4.54 crores** (March 31, 2025: ₹ 4.54 crores) in the Statement of Profit and Loss. Although the risks associated with rights that the Company retains in underlying assets are not considered to be significant, the Company employs strategies to further minimize these risks. For example, ensuring all contracts include clauses requiring the lessee to compensate the Company when a property has been subjected to excess wear and tear during the lease term.

30 Contingent liabilities and commitments

(i) As at March 31, 2026, the company does not have any contingent liabilities. (As at March 31, 2025: Nil).
(ii) Commitments: Loan commitment as at March 31, 2026, is **₹ 10.00 crores** (As at March 31, 2025: ₹ 794.35 crores).

31 Other Statutory Information

i. There is no proceedings initiated/pending against the Company for benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder as at March 31, 2025, and as at March 31, 2024.

ii. As at March 31, 2025, borrowings from banks or financial institutions on the basis of security of current assets is Nil (March 31, 2024: nil).

iii. The Company has not been declared as willful defaulter by any bank or financial institution or any lender.

iv. During the year ended March 31, 2025 and March 31, 2024, the Company did not have any transactions with the companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956.

v. There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period as at March 31, 2025, and at March 31, 2024.

vi. As per Companies (Restriction on number of layers) Rules, 2017, Non-Banking Financial Companies are exempted from restriction on number of layers.

vii. The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

viii. The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

32 Related party disclosures

(a) Related parties and their relationship (as defined under Ind AS -24 Related Party Disclosure)

I. **Holding Company:**
Tata Motors Passenger Vehicles Limited (Formerly, Tata Motors Limited) (upto June 30, 2025)
Tata Motors Limited (Formerly , TML Commercial Vehicles Limited) (w.e.f. July 01, 2025)

II. **Subsidiary Company**
TMF Business Services Limited

III. **Other related parties with whom transactions have taken place during the current and previous period/ year**

(i) **Joint arrangements within the Group**
Tata Motors Global Services Limited (Formerly known as TML Business Services Limited)

IV. **Directors and Key Management personnel:**

Mrs. Varsha Purandare - Independent Director
Dr. Vaijayanti Pandit - Independent Director (w.e.f. June 9, 2025)
Mr. Prakash Pandey - Non-Executive Director (w.e.f. April 3, 2025)

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Mr Sudeep Bhalla - Non-Executive Director (w.e.f. January 19, 2026)
Mr Asim Mukhopadhyay - Non-Executive Director (w.e.f. January 19, 2026)
Mr Vishwanathan Nallepalli -Manager (upto June 26, 2025)
Mr Nasser Munjee, Independent Director and Chairman (upto June 11, 2025)
Mr P B Balaji - Non-Executive Director (upto June 10, 2025)
Mr N V Sivakumar - Independent Director (upto June 11, 2025)
Mr Mohit Agarwal – Chief Financial Officer (w.e.f April 15, 2025)
Mr Neeraj Dwivedi – Company Secretary (w.e.f. April 1, 2025)

(b) The following table summarizes related-party transactions and balances for the year ended as at March 31, 2026

(₹ in crores)

	Holding Company	Subsidiaries	Other Related Parties	Total
a) Transactions during the yerar				
Interest income on channel financing / Loan / bonds	-	-	-	-
Expenses for support services (incl. reimbursement of expenses)	0.02	-	0.43	0.45
Other expenses	-	-	-	-
Inter corporate deposits placed	-	(100.65)	-	(100.65)
Inter corporate deposits recovered	-	245.90	-	245.90
Interest income on inter corporate deposits placed	-	13.46	-	13.46
Redemption of perpetual bonds	700.00	-	-	700.00
Interest expense on inter corporate deposits accepted	180.86	-	-	180.86
Inter corporate deposits accepted	2,666.00	-	-	2,666.00
Inter corporate deposits repaid	(2,145.00)	-	-	(2,145.00)
b) Closing Balance				
Amount receivable in respect of inter corporate deposits	-	5.00	-	5.00
Amount payable in respect of inter company deposit	2,666.00	-	-	2,666.00
Amount payable others	28.71	-	0.19	28.90

(c) The following table summarises related-party transactions for the year ended and the balances as at March 31, 2025.

(₹ in crores)

	Holding Company	Subsidiaries	Other Related Parties	Total
a) Transactions during the yerar				
Rent income	-	0.02	-	0.02
Interest income on channel financing / Loan	-	-	1.90	1.90
Expenses for support services (incl. reimbursement of expenses)	0.10	-	0.47	0.57
Loans and advances recovered	-	-	365.56	365.56
Inter corporate deposits placed	-	221.65	-	221.65
Inter corporate deposits recovered	118.00	285.00	-	403.00
Interest income on inter corporate deposits placed	1.21	23.30	-	24.51
Investment in equity share capital		0.01	-	0.01
Exercise of put option on hybrid perpetual bonds	500.00	-	-	500.00
Interest expense on inter corporate deposits accepted	49.26	-	-	49.26
Inter-Corporate Deposits repaid	795.00	-	-	795.00
Inter corporate deposits accepted	2,940.00	-	-	2,940.00
b) Closing Balance				
Amount receivable in respect of inter corporate deposits	-	205.65	-	205.65
Amount payable in respect of inter corporate deposits	2,145.00	-	-	2,145.00
Amount payable others	0.15	-	0.01	0.16

Terms and conditions of transaction with related parties:
The transaction with related parties are made in the normal course of business and on terms equivalent to those that prevail in arm's length transactions.

(d) Director fees/ Key management personnel remuneration:

(₹ in crores)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Sitting fees paid to independent directors	0.26	0.31

33 Fair value measurements

Financial Instruments by categories

(₹ in crores)

Particulars	As at March 31, 2026		As at March 31, 2025	
	FVTPL	Amortised cost	FVTPL	Amortised cost
Financial Assets:				
(a) Investments				
- Mutual funds	-	-	56.13	-
- Debt securities	-	600.00	-	600.00
- Equity instrument	5,679.86	-	-	-

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(b) Loans	-	4.98	-	145.25
(c) Cash and cash equivalents	-	45.96	-	2.81
(d) Trade Receivables	-	-	-	-
(e) Other financial assets	-	31.18	-	8,048.53
Total	5,679.86	682.12	56.13	8,796.59
Financial liabilities:				
(a) Borrowings (Other than Debt securities)	-	2,666.00	-	2,145.00
(b) Debt securities	-	803.84	-	1,116.08
(c) Trade payables	-	0.37	-	0.39
(d) Other financial liabilities	-	26.04	-	26.04
Total	-	3,496.25	-	3,287.51

Fair value hierarchy

Set out below, is a comparison by class of carrying amounts and fair value of the Company's financial assets/liabilities, other than those with the carrying amounts that are reasonable approximations of fair values

(₹ in crores)

Particulars	As at March 31, 2026					
	Carrying value	Fair value	Level 1	Level 2	Level 3	Total
(a) Financial liabilities measured at amortised cost for which fair value is disclosed						
(i) Borrowings	2,666.00	2,666.00	-	2,666.00	-	2,666.00
(ii) Debt Securities	803.84	831.33	-	831.33	-	831.33
Total	3,469.84	3,497.33	-	3,497.33	-	3,497.33
(b) Financial assets measured at fair value through profit & loss						
(i) Mutual funds	-	-	-	-	-	-
(ii) Investments in equity shares	5,679.86	5,679.86	5,679.86	-	-	5,679.86
Total	5,679.86	5,679.86	5,679.86	-	-	5,679.86
(c) Financial assets measured at amortised cost for which fair value is disclosed						
Loans	4.98	4.98	-	4.98	-	4.98
Total	4.98	4.98	-	4.98	-	4.98

(₹ in crores)

Particulars	As at March 31, 2025					
	Carrying value	Fair value	Level 1	Level 2	Level 3	Total
(a) Financial liabilities measured at amortised cost for which fair value is disclosed						
(i) Borrowings	2,145.00	2,145.00	-	2,145.00	-	2,145.00
(ii) Debt Securities	1,116.08	1,119.81	-	1,119.81	-	1,119.81
Total	3,261.08	3,264.81	-	3,264.81	-	3,264.81
(b) Financial assets measured at fair value through profit & loss						
Investments						
(i) Mutual funds	56.13	56.13	56.13	-	-	56.13
(ii) Other financial assets	8,016.62	8,016.62	-	-	8,016.62	8,016.62
Total	8,072.75	8,072.75	56.13	-	8,016.62	8,072.75
(c) Financial assets measured at amortised cost for which fair value is disclosed						
Loans	145.25	145.25	-	145.25		145.25
Total	145.25	145.25	-	145.25	-	145.25

The categories used are as follows:

Quoted prices in an active market (Level 1). This level of hierarchy includes financial assets that are measured by reference to quoted prices in active markets for identical assets or liabilities. This category consists of mutual fund investments

Valuation techniques with observable inputs (Level 2). This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e.: as prices) or indirectly (i.e.: derived from prices).

Valuation techniques with significant unobservable inputs (Level 3). This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

During a year other financials assets reclassified to investment in equity share capital on account of listing of tata capital limited (TCL) shares in October 2025, investment in equity share capital classified as level 1.

Valuation technique used to determine fair value of financial instruments

The fair value of borrowings is estimated by discounting expected future cash flows, using a discount rate equivalent to the risk-free rate of return, adjusted for the credit spread considered by the lenders for instruments of similar maturity and credit quality are classified in level 2

Management uses its best judgment in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of all the amounts that the Company could have realised or paid in sale transactions as of respective dates. As such, the fair value of the financial instruments subsequent to the respective reporting dates may be different from the amounts reported at each year end.

Fair value of financial assets/liabilities measured at amortised cost

The carrying amounts of financial assets and financial liabilities other than those disclosed in table above are considered to be the same as their fair values due to the short-term maturities of instruments or no material differences in the values.

34 Maturity Analysis of Assets and Liabilities

The table below shows the maturity analysis of assets and liabilities according to when they are expected to be recovered or settled.

(₹ in crores)

Particulars	As at March 31, 2026			As at March 31, 2025		
	Current	Non current	Total	Current	Non current	Total
ASSETS						
Financial assets						
Cash and cash equivalents	45.96	-	45.96	2.81	-	2.81
Trade receivables	-	-	-	-	-	-
Loans	4.98	-	4.98	145.25	-	145.25
Investments	-	6,279.86	6,279.86	-	656.13	656.13
Other financial assets	30.97	0.21	31.18	8,048.19	0.34	8,048.53
Non-financial assets						
Current tax assets (net)	-	129.30	129.30	-	121.35	121.35
Investment Property	-	17.01	17.01	-	17.37	17.37
Property, plant and equipment	-	0.39	0.39	-	0.39	0.39
Other non-financial assets	0.11	0.05	0.16	0.19	0.05	0.24
Total assets	82.02	6,426.82	6,508.84	8,196.44	795.63	8,992.07
LIABILITIES AND EQUITY						
Financial liabilities						
Trade payables						
total outstanding dues of micro enterprises and small enterprises	0.09	-	0.09	0.11	-	0.11
total outstanding dues of creditors other than micro enterprises and small enterprises	0.28	-	0.28	0.28	-	0.28
Debt securities	803.84	-	803.84	375.39	740.69	1,116.08
Borrowings (Other than debt securities)	2,666.00	-	2,666.00	2,145.00	-	2,145.00
Other financials liabilities	-	26.04	26.04	-	26.04	26.04
Non-financial liabilities			-			
Current tax liabilities (net)	2.87	-	2.87	3.83	-	3.83
Provisions	0.35	-	0.35	0.07	-	0.07
Deferred tax liabilities (net)	-	-	-	104.37	-	104.37
Other non-financial liabilities	2.90	-	2.90	2.80	-	2.80
Total liabilities	3,476.33	26.04	3,502.37	2,631.85	766.73	3,398.58
Net	(3,394.31)	6,400.78	3,006.47	5,564.60	28.90	5,593.49

35 Financial risk management

The Company's activities expose it to market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The Company's risk management strategies focus on the un-predictability of these elements and seek to minimise the potential adverse effects on its financial performance. Centralised treasury department and risk management department advises on financial risks and the appropriate financial risk governance framework for the Company and provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

(A) Credit Risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its

- Operating activities, primarily loans arising from financing activities.
- Investing activities, including primarily investments in debt securities, preference shares, equity shares and mutual fund schemes; and
- Financing activities, including term deposits and balances with banks and financial institutions and other financial instruments.

Exposure to Credit Risk

The carrying amount of financial assets represents the maximum credit exposure, being the total of the carrying amount of balances with banks, time deposits with banks, loans arising from financing activities, investment in debt instruments, derivative instruments, trade receivables and other financial assets excluding equity investments.

Financial assets that are neither past due or impaired

Credit risk on cash and cash equivalents and deposits with banks/financial institutions is generally low as the said deposits have been made with banks/financial institution who have been assigned high credit rating by international/domestic rating agencies. Credit risk on derivative instruments is generally low as the Company enters into derivative contracts with reputed banks.

Investments of surplus funds are made only with internally approved financial institutions/counter party and primarily include investments in mutual funds and bank deposit

None of the Company's cash equivalents, including time deposits with banks, are past due or impaired. Regarding the trade receivables, other receivables, investment in preference shares and other receivables are neither impaired nor past due, there were no indications as at March 31, 2026, that defaults in payment obligations will occur.

Loans arising from financing activities and others - Credit quality of financial assets and impairment loss

The carrying amount of loans represent the maximum credit exposure net of provision for impairment. The maximum exposure to credit risk was ₹ 5 crores as of March 31, 2026 (March 31, 2025 - ₹ 205.65 crores)

Credit risk for loans is managed by the Company through credit approvals, establishing credit limits and periodic monitoring of the creditworthiness of its customers to which the Company grants credit terms in the normal course of business. Loans are unsecured and are derived from customers located in India.

On account of adoption of Ind AS 109, the Company uses the 3 staging Expected Credit Loss (ECL) model to assess the impairment gain or loss. The model takes into account a continuing credit evaluation of Company's customers' financial condition, ageing of loans, the value and adequacy of collateral received from the customers, the Company's historical loss experience, and adjusted for forward looking information. The Company defines default as an event when there is no reasonable expectation of recovery.

The Company makes allowances for losses on its portfolio of loans on the basis of expected future collection from receivables. The future collection are estimated on the basis of past collection trend which are adjusted for changes in current circumstances as well as expected changes in collection on account of future with respect to certain macro economic factors.

(B) Management of Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as and when required. The Company manages the liquidity risk by maintaining adequate cash reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. The Company invests its surplus funds in bank fixed deposit and liquid schemes of mutual funds, which carry no/negligible mark to market risks.

The table below provides details regarding the contractual maturities of financial liabilities, including estimated interest payments as at March 31, 2026:

(₹ in crores)

	Carrying amount	Due in 1st year	Due in 2nd year	Due in 3rd to 5th year	Due after 5th year	Total contractual cashflows
Non-derivatives						
Borrowings	2,666.00	2,666.00	-	-	-	2,666.00
Debt securities	803.84	831.33	-	-	-	831.33
Trade & Other payables	0.37	0.37	-	-	-	0.37
Other financial liabilities	26.04	-	-	-	26.04	26.04
Total	3,496.25	3,497.70	-	-	26.04	3,523.74

The table below provides details regarding the contractual maturities of financial liabilities, including estimated interest payments as at March 31, 2025:

(₹ in crores)

	Carrying amount	Due in 1st year	Due in 2nd year	Due in 3rd to 5th year	Due after 5th year	Total contractual cashflows
Non-derivatives						
Borrowings	2,145.00	2,145.00	-	-	-	2,145.00
Debt securities	1,116.08	389.32	831.33		-	1,220.65
Trade and Other payables	0.28	0.28	-	-	-	0.28
Other financial liabilities	26.04	-	-	-	26.04	26.04
Total	3,287.40	2,534.60	831.33	-	26.04	3,391.97

As per Liquidity Risk Management Framework, Core Investments Companies are exempt from the applicability of Liquidity Risk Coverage norms.

(C) Management of Market Risk

Market risk comprises of foreign currency risk and interest rate risk. Interest rate risk arises from variable rate borrowings that expose the Company's financial performance, financial position and cash flows to the movement in market rates of interest.

Foreign currency risk

The company is not exposed to foreign currency exchange risk as all the financial instruments are denominated in the functional currency of the company i.e. Indian Rupees (INR).

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apital management

he Company's capital management is intended to create value for shareholders by facilitating the meeting of long-term and short-term goals of the Company.

The Company determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through equity, convertible and non-convertible debt securities and other long-term/short-term borrowings. The Company's policy is aimed at combination of short-term and long-term borrowings. The Company monitors the capital structure on the basis of regulatory capital ratio viz. Capital to Risk-weighted Assets Ratio (CRAR).

The management monitors the return on capital as well as the level of dividends to shareholders. The Company's goal is to continue to be able to provide return to shareholders by continuing to distribute dividends in future periods.

Total debt includes all long and short-term borrowings as disclosed in notes 12 and 13 to the financial statements.

Below are the key regulatory capital ratios at the year end dates

(₹ in crores)

	As at March 31, 2026	As at March 31, 2025
CRAR (%)	30.05%	41.40%
CRAR - Tier I capital (%)	30.05%	41.40%
CRAR - Tier II capital (%)	0.00%	0.00%
Amount of Subordinated Debt raised as Tier II Capital (₹ in crores)	-	-
Amount raised by issue of Perpetual Debt Instruments (₹ in crores)	-	-
Liquidity Coverage Ratio	NA	NA

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36 Additional disclosures given in terms of the (Non Banking Financial Companies - Statements: Presentation disclosure) direction, 2025 (updated as on April 1,2026) and reserve bank of india (core investment company) Directions, 2025 (Updated as on March 10, 2026) applicable for all Core Investment Companies.

(A) Core Investment Company (CIC) Compliance Ratios

		As at March 31, 2026	As at March 31, 2025
1	Investments & loans to group companies as a proportion of Net Assets (%)	99.23%	99.43%
2	Investments in equity shares and compulsorily convertible instruments of group companies as a proportion of Net Assets (%)	89.68%	90.98%
3	Capital Adequacy Ratio (%) [Adjusted Net Worth / Risk Weighted Assets]	30.05%	41.40%
4	Leverage Ratio (times) [Outside liabilities / Adjusted Net worth]	2.41	1.37

(B) Asset Liability Maturity Pattern of certain items of assets and liabilities

(₹ in crores)

		Period	1 to 7 days	8 to 14 days	15 days to 30 / 31 days	Over 1 month up to 2 months	Over 2 months up to 3 months	Over 3 month & up to 6 months	Over 6 months & up to 1 year	Over 1 year & up to 3 years	Over 3 years & up to 5 years	Over 5 years	Total
1	Deposits	March 31, 2026	-	-	-	-	-	-	-	-	-	-	-
		March 31, 2025	-	-	-	-	-	-	-	-	-	-	-
2	Advances	March 31, 2026	-	-	-	-	-	-	4.98	-	-	-	4.98
		March 31, 2025	-	-	-	-	-	30.00	115.25	-	-	-	145.25
3	Investments	March 31, 2026	-	-	-	-	-	-	-	5,979.86	300.00	-	6,279.86
		March 31, 2025	-	-	-	56.13	-	-	-	200.00	400.00	-	656.13
4	Borrowings	March 31, 2026	-	-	-	-	-	1,339.84	2,130.00	-	-	-	3,469.84
		March 31, 2025	-	-	-	-	-	375.38	2,145.00	740.69	-	-	3,261.07



(C) Components of ANW and other related information

		As at March 31, 2026	As at March 31, 2025
1	ANW as a % of Risk Weighted Assets	30.05%	41.40%
2	Unrealized appreciation in the book value of quoted investments (₹ in crores)	(2,417.73)	0.11
3	Diminution in the aggregate book value of quoted investments (₹ in crores)	-	-
4	Leverage Ratio	2.41	1.37

(D) Investment in other CICs

(i) Total amount representing any direct or indirect capital contribution made by one CIC in another CIC (including name of CICs): Not Applicable
(ii) Number of CICs with their names wherein the direct or indirect capital contribution exceeds 10% of Owned Funds: Not Applicable
(iii) Number of CICs with their names wherein the direct or indirect capital contribution is less than 10% of Owned Funds: Not Applicable

(E) Off balance sheet exposure

		As at March 31, 2026	As at March 31, 2025
1	Off balance sheet exposure (₹ in crores)	10.00	294.35
2	Financial Guarantee as a % of total off-balance sheet exposure	100%	100%
3	Non-Financial Guarantee as a% of total off-balance sheet exposure	Nil	Nil
4	Off balance sheet exposure to overseas subsidiaries	Not Applicable	Not Applicable
5	Letter of Comfort issued to any subsidiary	Nil	Nil

(F) Investments

(₹ in crores)

		As at March 31, 2026	As at March 31, 2025
1	Value of Investments		
	(i) Gross Value of Investments	6,349.24	725.51
	a) In India	-	-
	b) Outside India		
	(ii) Provisions for Depreciation	-	69.38
	a) In India	-	
	b) Outside India		
	(iii) Net Value of Investments	6,349.24	656.13
	a) In India	-	-
	b) Outside India	-	
2	Movement of provisions held towards depreciation on investments		
	(i) Opening balance	69.38	-
	(ii) Add : Provisions made during the year	-	69.38
	(iii) Less : Write-off / write-back of excess provisions during the year	-	-
	(iv) Closing balance	69.38	69.38

(G) Business Ratios

		As at March 31, 2026	As at March 31, 2025
1	Return on Equity (RoE)	(82.42%)	0.07
2	Return on Assets (RoA)	(39.12%)	0.04
3	Net profit per employee (₹ in crores)	0.00	0.00

For the computation of RoA, net assets have been considered. Net Assets have been derived in line with the guidance in paragraph 3 (xviii) of the RBI Master Direction - Core Investment Companies (Reserve Bank) Directions, 2016 dated August 25, 2016 (updated as on October 5, 2021).

(H) Provisions and Contingencies

Break up of 'Provisions and Contingencies' shown in the statement of profit and loss

(₹ in crores)

	For the year ended 2026	For the year ended 2025
Allowances for loan losses	0.02	57.40
Allowance for investments	-	69.38
Investments written off	-	-
Allowance for doubtful assets	-	-
Other write off	-	0.03

(I) Concentration of NPAs

(₹ in crores)

	Amount	Exposure as a % of total assets
Total Exposure to top five NPA accounts	Nil	Nil

(J) Ratings assigned by credit rating agencies and migrations of ratings in respect of all credit facilities and debt instruments during the year:

Year	Instruments

	Rating agency		Long-term bank facilities	Short-term bank facilities	Secured Non-convertible debentures	Unsecured NCDs	Commercial papers	Perpetual debt
1	CRISIL	March 31, 2026	N.A	N.A	N.A	CRISIL AA+/STABLE	N.A	CRISIL AA+/STABLE
		March 31, 2025	N.A	N.A	N.A	CRISIL AA+/POSITIVE	CRISIL A1+	CRISIL AA+/POSITIVE
2	ICRA	March 31, 2026	N.A	N.A	N.A	N.A	N.A	N.A
		March 31, 2025	ICRA AA+ / STABLE	N.A	N.A	ICRA AA +/ STABLE	ICRA A1+	N.A
3	CARE	March 31, 2026	N.A	N.A	N.A	N.A	N.A	N.A
		March 31, 2025	CARE AA+/ STABLE	CARE A1+	N.A	N.A	CARE A1+	N.A

(K) Sectoral exposure

Sectors	As at March 31, 2026			As at March 31, 2025		
	Total Exposure (Includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (Includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector
1 Agriculture and Allied Activities	-	-	-	-	-	-
2 Industry	-	-	-	-	-	-
Total	-	-	-	-	-	-
3 Services	415.00	-	-	900.00	-	-
Total	415.00	-	-	900.00	-	-
4 Personal Loans	-	-	-	-	-	-
Total	-	-	-	-	-	-
5 Others, if any	-	-	-	-	-	-

L) Exposure to Capital Market

(₹ in crores)

Particulars	As at March 31, 2026	As at March 31, 2025
(i) Direct investment in equity shares, convertible bonds, convertible debentures and units of equity oriented mutual funds the corpus of which is not exclusively invested in corporate debt;	5,679.86	-
(ii) Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity oriented mutual funds;	-	-
(iii) Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;	-	-
(iv) Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds does not fully cover the advances;	-	-
(v) Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;	-	-
(vi) Loans sanctioned to corporate against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources;	-	-
(vii) Bridge loans to companies against expected equity flows / issues;	-	-
(viii) Underwriting commitments taken up by the banks in respect of primary issue of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds;	-	-
(ix) Financing to stockbrokers for margin trading;	-	-
(x) All exposures to Alternative Investment Funds: (i) Category I (ii) Category II (iii) Category III	-	-
Total exposure to capital market	5,679.86	-

M) Disclosure on liquidity risk under RBI/2019-20/88 DOR.NBFC (PD) CC. No.102/03.10.001/2019-20 dated November 04, 2019 on Liquidity Risk Management Framework for Non-Banking Financial Companies and Core Investment Companies.

I. Funding Concentration based on significant counterparty (both deposits and borrowings)

No. of Significant Counterparties	(₹ in crores)	% of Total Deposits	% of Total Liabilities
Five (5 Nos)	3,469.84	NA	99.07%

II. Top 20 large deposits (% of Total Deposits)

Not Applicable

III. Top 10 Borrowings (as a % of Total Borrowings)

Particulars	(₹ in crores)	% of Total Borrowings
Ten (10 Nos)	3,469.84	100.00%

iv. Funding Concentration based on significant instrument / product

Name of the Instrument	(₹ in crores)	% of Total Liabilities
Commercial Paper (CP)	-	0.00%
Non Convertible Debentures (NCDs)	803.84	22.95%
Inter-Corporate Deposits (ICD)	2,666.00	76.12%
Total	3,469.84	99.07%

v. Stock Ratios

(₹ in crores)

Particulars	Total Public Funds	Total Liabilities	Total Assets
Commercial papers as a % of	0.00%	0.00%	0.00%
Non Convertible Debentures (original maturity of less than one year) as a % of	NA	NA	NA
Other short-term liabilities as a % of	58.48%	76.31%	41.06%

Note:
Interest accrued but not due has been excluded from Borrowings/Total Public funds

vi. Institutional set-up for liquidity risk management

TMF Holdings Limited (TMFHL) has constituted an Asset Liability Supervisory Committee (ALCO), to oversee liquidity risk management. ALCO consists of Non-Executive Directors, Manager (KMP), Chief Financial Officer, Chief Digital and Marketing Officer, Chief Credit Officer, Chief Risk Officer and Head - Treasury. The ALCO meetings are held every quarter. TMFHL has a Risk Management Committee (RMC), a sub-committee of the Board, which oversees overall risks to which the Company is exposed including liquidity risk management (LRM). ALCO's views on liquidity and asset liability management are presented to RMC for its independent review on a quarterly basis. The ALCO and RMC also updates the Board at regular intervals.

For the previous year i.e. Financial Year 2024-25

(i) Funding Concentration based on significant counterparty (both deposits and borrowings)

No. of Significant Counterparties	(₹ in crores)	% of Total Deposits	% of Total Liabilities
Eleven (11 Nos)	3,261.08	NA	95.95%

(ii) Top 20 large deposits (% of Total Deposits)

Not Applicable

(iii) Top 10 Borrowings (as a % of Total Borrowings)

Particulars	(₹ in crores)	% of Total Borrowings
Ten (10 nos.)	3,135.94	96.16%

(iv) Funding Concentration based on significant instrument / product

Name of the Instrument	(₹ in crores)	% of Total Liabilities
Commercial Paper (CP)	-	0.00%
Non Convertible Debentures (NCDs)	1,116.08	32.84%
Inter-Corporate Deposits (ICD)	2,145.00	63.11%
Total	3,261.08	95.95%

(v) Stock Ratios

(₹ in crores)

Particulars	Total Public Funds	Total Liabilities	Total Assets
Commercial papers as a % of	0.00%	0.00%	0.00%
Non Convertible Debentures (original maturity of less than one year) as a % of	NA	NA	NA
Other short-term liabilities as a % of	40.58%	66.39%	25.09%

Note:
Interest accrued but not due has been excluded from Borrowings/Total Public funds

(vi) Institutional set-up for liquidity risk management

TMF Holdings Limited (TMFHL) has an Asset Liability Supervisory Committee (ALCO), a Board level Sub-committee to oversee liquidity risk management. ALCO consists of Independent Director, Managing Director and Group Chief Financial Officer. The ALCO meetings are held once in 3 months. TMFHL has a Risk Management Committee (RMC), a sub-committee of the Board, which oversees overall risks to which the Company is exposed including liquidity risk management. ALCO's views on liquidity and asset liability management are presented to RMC for its independent review on a quarterly basis. The ALCO and RMC also updates the Board at regular intervals.

B.R. MAHESWARI & CO. LLP * Chartered Accountants * New Delhi

(N) Disclosure on Asset Classification and Provisions as per RBI notification RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated 13th March 2020 (as amended)

Asset Classification as per RBI Norms for financial year 2025-26	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
1	2	3	4	5=3-4	6	7=4-6
Performing Asset						
Standard Asset	Stage-1	5.00	0.02	4.98	0.02	-
	Stage-2	-	-	-	-	-
Subtotal		5.00	0.02	4.98	0.02	-
Non-Performing Asset (NPA)						
SubStandard	Stage-3	-	-	-	-	-
Doubtful up to 1 Year	Stage-3	-	-	-	-	-
1 to 3 Years	Stage-3	-	-	-	-	-
More than 3 Years	Stage-3	-	-	-	-	-
Subtotal of Doubtful		-	-	-	-	-
Loss	Stage-3	-	-	-	-	-
Subtotal of NPA		-	-	-	-	-
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage-1	-	-	-	-	-
	Stage-2	-	-	-	-	-
	Stage-3	-	-	-	-	-
Subtotal		-	-	-	-	-
TOTAL	Stage-1	5.00	0.02	4.98	0.02	-
	Stage-2	-	-	-	-	-
	Stage-3	-	-	-	-	-
		5.00	0.02	4.98	0.02	-

Asset Classification as per RBI Norms for financial year 2024-25	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
1	2	3	4	5=3-4	6	7=4-6
Performing Asset						
Standard Asset	Stage-1	205.65	60.40	145.25	0.82	59.58
	Stage-2	-	-	-	-	-
Subtotal		205.65	60.40	145.25	0.82	59.58
Non-Performing Asset (NPA)						
SubStandard	Stage-3	-	-	-	-	-
Doubtful up to 1 Year	Stage-3	-	-	-	-	-
1 to 3 Years	Stage-3	-	-	-	-	-
More than 3 Years	Stage-3	-	-	-	-	-
Subtotal of Doubtful		-	-	-	-	-
Loss	Stage-3	-	-	-	-	-
Subtotal of NPA		-	-	-	-	-
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage-1	-	-	-	-	-
	Stage-2	-	-	-	-	-
	Stage-3	-	-	-	-	-
Subtotal		-	-	-	-	-
TOTAL	Stage-1	205.65	60.40	145.25	0.82	59.58
	Stage-2	-	-	-	-	-
	Stage-3	-	-	-	-	-
		205.65	60.40	145.25	0.82	59.58

37 Other disclosures

(a) No penalties were imposed by RBI and other regulators during the year ended March 31, 2026. (year ended March 31, 2025: ₹ Nil)

(b) The Company does not have any exposure in real estate sector during the year ended March 31, 2026. (year ended March 31, 2025: ₹ Nil)

(c) The Company being CIC, the prudential exposure limits in respect to single borrower limit / group borrower limit is not applicable.

(d) The Company is registered with Reserve Bank of India as a Systemically Important Non-Deposit Taking Non-Banking Financial Company(NBFC-ND-SI).Classified under the middle layer in accordance with the scale based regulation (SBR) for NBFCs, and operate as Core Investment Company (CIC).

(e) The Company has not entered into any derivative contracts during the year ended March 31, 2026 or holds any exposure in respect of derivative transactions as on March 31, 2026. (year ended March 31, 2025: ₹ Nil)

(f) The Company has not drawn down any amounts from the reserves during the year ended March 31, 2026 except as disclosed in Statement of Changes in Equity (year ended March 31, 2025: ₹ Nil).

(g) The Company has not sold any Financial Assets to Securitisation / Reconstruction Company for Asset Reconstruction during the year ended March 31, 2026. (year ended March 31, 2025: ₹ Nil)

(h) There are no loans to directors and its relatives, entities associated with directors and their relatives & senior officers and their relatives.

(i) The Company has not purchased any non-performing financial assets during the year ended March 31, 2026. (year ended March 31, 2025: ₹ Nil)

(j) Overseas assets (for those with joint ventures and subsidiaries abroad). The Company does not have any joint venture or subsidiary abroad, hence not applicable.

(k) **Customer Complaints:**

The were nil customer complaints during the year due to no customer interaction.

(l) The amount of unsecured advances stood at **₹ 4.98** (March 31, 2025: ₹ 145.25 crores). Further, the Company has not granted unsecured advances against collateral of intangible securities such as charge over the rights, licenses or authority.

(m) The Company has not obtained any Registration/ licence/ authorisation, by whatever name called, from other financial sector regulators.

(n) The Company has not traded/invested in crypto currency or virtual currency for the year ended March 31, 2026 and March 31, 2025.

(o) There is no unhedged foreign currency exposure as on March 31, 2026 and March 31, 2025.

(p) There is no breach of covenant for any borrowings undertaken by the Company.

(q) The Board of Directors of TMFL, a wholly-owned subsidiary of the Company, at its meeting held on June 4, 2024, approved a Scheme of Arrangement for amalgamation of the TMFL with and into TCL with appointed date of April 1, 2024. The Scheme has been approved by the NCLT, Mumbai Bench on May 1, 2025. TMFL and TCL has received all other necessary regulatory approvals and the scheme is effective from May 8, 2025. The Company received equity shares in the ratio of 37:100, i.e. 18,38,67,495 equity shares having face value of ₹ 10 each of Tata Capital Limited in lieu of 49,69,39,176 equity shares having face value of ₹ 100/- of TMFL.The Company has accounted for transfer of net assets in accordance with the accounting principles generally accepted in India and has recognised the excess of consideration received (Investment value) over the carrying value of net assets transferred as at April 1, 2024, amounting to **₹ 770.85 crores** in statement of profit or loss.

(r) The Board of Directors at its meeting held on January 29, 2026 had approved (subject to other requisite approvals) a Composite Scheme of Amalgamation involving merger of the Company and it's wholly owned subsidiary TMF Business Services Limited with Tata Motors Limited (Formerly, TML Commercial Vehicles Limited).

(s) The Company has reported **₹ 5 crores** under exceptional items of income and expenditure during the year ended March 31, 2026, and **₹ 129.78 crores** during the year ended March 31, 2025: is towards provision of impairment of loans and investment in TMFBSL and **₹ 770.85 crores** is towards disposal on account of merger of TMFL to TCL.

(t) The company does not have any divergence in provisioning and gross NPA reported by company and assessed by RBI.

(u) No modified opinion(s) or other reservation(s) has been mentioned in the audit report in respect of the financial results of any previous financial year or quarter which has an impact on the profit or loss of the reportable period.

(v) There are no transactions which are not recorded in the books of account and have been surrendered or disclosed as income during the year ended March 31, 2026 and March 31, 2025 in the tax assessments under the Income Tax Act, 1961.

(w) Previous figures are reclassified and regrouped.

As per our report of even date attached
For B R Maheswari & Co LLP
Chartered Accountants
Firm Registration Number: 001035N/N500050

Akshay Maheshwari
Partner
Membership No. 504704

Place: Delhi
Date: April 28, 2026

For and on behalf of the Board of Directors

Varsha Purandare
Director
(DIN - 05288076)

Mohit Agarwal
Chief Financial Officer

Place: Mumbai
Date: April 28, 2026

Prakash Pandey
Director
(DIN - 10850813)

Neeraj Dwivedi
Company Secretary
Membership No - ACS20874

TMF HOLDINGS LIMITED
NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Schedule to the
Balance Sheet of a non-deposit taking Core Investment Company
(Disclosure as per Annexure II of Master Direction - Core Investment Companies (Reserve Bank) Directions, 2016)

(₹ in crores)

Liabilities side:	Amount outstanding	Amount overdue
(1)Loans and advances availed by the CIC inclusive of interest accrued thereon but not paid:		
(a) Debentures Secured	-	-
Unsecured (Note 1)	803.84	-
(other than falling within the meaning of public deposits)	-	-
(b) Deferred Credits	-	-
(c) Term Loans	2,666.00	-
(d) Inter-corporate loans and borrowings	-	-
(e) Commercial Papers	-	-
(f) Other Loans	-	-
- Working capital demand loan	-	-
- Cash Credit	-	-
- From banks	-	-
- From others	-	-
- Liability Component of compound financial instruments	-	-

Assets side:	Amount Outstanding
(2)Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:	-
(a)Secured	4.98
(b)Unsecured	
(3)Break up of Leased Assets and stock on hire and other assets towards AFC activities	
(i) Lease assets including lease rentals under sundry debtors	-
(a) Financial lease	-
(b) Operating lease	
(ii) Stock on hire including hire charges under sundry debtors:	-
(a) Assets on hire	-
(b) Repossessed Assets	
(iii)Other loans counting towards AFC activities	-
(a) Loans where assets have been repossessed	-
(b) Loans other than (a) above	
(4)Break-up of Investments:	
Current Investments:	
1 Quoted	-
(i) Shares: (a) Equity	-
(b) Preference	200.00
(ii) Debentures and Bonds	-
(iii) Units of mutual funds	-
(iv) Government Securities	-
(v) Others	
2 Unquoted:	-
(i) Shares: (a) Equity	-
(b) Preference	-
(ii) Debentures and Bonds	-
(iii) Units of mutual funds	-
(iv) Government Securities	-
(v) Others	
Long Term Investments:	
1 Quoted	5,679.86
(i) Shares: (a) Equity	-
(b) Preference	-
(ii) Debentures and Bonds	-
(iii) Units of mutual funds	-
(iv) Government Securities	-
(v) Others	
2 Unquoted:	-
(i) Shares: (a) Equity	-
(b) Preference	400.00
(ii) Debentures and Bonds	-
(iii) Units of mutual funds	-
(iv) Government Securities	-
(v) Others	

B.R. MAHESWARI & CO. LLP
Chartered Accountants
Connaught Circus
New Delhi

(5)Borrower group-wise classification of assets financed as in (2) and (3) above:

(₹ in crores)

Category	Amount net of provisions		
	Secured	Unsecured	Total
1 Related Parties			
(a) Subsidiaries	-	4.98	4.98
(b) Companies in the same group	-	-	-
(c) Other related parties	-	-	-
		-	-
2 Other than Related Parties	-	4.98	4.98
Total	-		

(6)Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

(₹ in crores)

	Market Value/ Break up or fair value or NAV	Book Value (Net of Provision)
1 Related Parties	-	-
(a) Subsidiaries	-	-
(b) Companies in the same group	-	-
(c) Other related parties		
2 Other than Related Parties	6,279.86	600.00
Total	6,279.86	600.00

(7)Other information

(₹ in crores)

Particulars	Amount
(i) Gross Non-Performing Assets	-
(a) Related parties	-
(b) Other than related parties	
(ii) Net Non-Performing Assets	-
(a) Related parties	-
(b) Other than related parties	
(iii) Assets acquired in satisfaction of debt	-

Note 1 Represents Zero coupon debentures which are gross of accreted value of premium on redemption and net of unamortised borrowing cost of ₹ 178.98 crores

As per our report of even date attached
For B R Maheswari & Co LLP
Chartered Accountants
Firm Registration Number: 001035N/N500050

Akshay Maheshwari
Partner
Membership No. 504704

Place: Delhi
Date: April 28, 2026

For and on behalf of the Board of Directors

Varsha Purandare
Director
(DIN - 05288076)

Mohit Agarwal
Chief Financial Officer

Place: Mumbai
Date: April 28, 2026

Prakash Pandey
Director
(DIN - 10850813)

Neeraj Dwivedi
Company Secretary
Membership No. - ACS20874

B R MAHESWARI & CO LLP
CHARTERED ACCOUNTANTS

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New Delhi-110001
Phone : +91 (11) 4340 2222
Email: brmc@brmco.com

INDEPENDENT AUDITOR'S REPORT

To the Members of TMF Holdings Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of TMF Holdings Limited (hereinafter referred to as the "Holding Company") and its subsidiary (Holding Company and its subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2026, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, material accounting policy information and other explanatory information (hereinafter referred to as "the consolidated financial statements").

2. In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statement of such subsidiary as were audited by other auditor, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at March 31, 2026, and consolidated total comprehensive income (comprising of profit and other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph 18 of the Other Matters section below, is sufficient and appropriate to provide a basis for our opinion.



Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

Emphasis of matter

5. We draw attention to Note 37 to the financial statements, which describes the proposed scheme of amalgamation under which the Company is in the process of being merged, subject to receipt of requisite statutory and regulatory approvals. Our opinion is not modified in respect of this matter.

Other Matters

6. The consolidated financial statements include the financial statements of a subsidiary, whose financial statements reflect total assets of ₹54.37 crores as at March 31, 2026, total revenue of ₹39.50 crores, net profit after tax of ₹59.59 crores, and total comprehensive income of Nil for the year then ended. These financial statements have been audited by another firm of Chartered Accountants, whose report has been furnished to us by Management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the said subsidiary, and our report in terms of sub-section (3) of Section 143 of the Companies Act, 2013, including the report on Other Information, is based solely on the report of the other auditor.

   Our opinion on the consolidated financial statements is not modified in respect of this matter.

Other Information

7. The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report but does not include the consolidated financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

   In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.



Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

8. The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

9. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

10. The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

11. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

12. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

    - Identify and assess the risks of material misstatement of the consolidated financial

statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.



13. We communicate with those charged with governance of the Holding Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

14. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

16. As required by paragraph 3(xxi) of the Companies (Auditor's Report) Order, 2020 ("CARO 2020"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

17. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors except for the matters stated in paragraph 17 (h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account and records maintained for the purpose of preparation of the consolidated financial statements.



(d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2026 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the Group companies, incorporated in India is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164(2) of the Act.

(f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our remarks in paragraph 17 (b) above on reporting under Section 143(3)(b) and paragraph 17 (h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).

(g) With respect to the adequacy of internal financial controls with reference to consolidated financial statements of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A".

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated financial statements disclose the impact, if any, of pending litigations on the consolidated financial position of the Group – Refer Note 31 to the consolidated financial statements.

ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts as at March 31, 2026.

iii. There were no amounts due to be transferred to the Investor Education and Protection Fund by the Holding Company. Based on the report of the other auditor, the subsidiary is not required to transfer any amounts to the investor education and protection fund.

iv. (a) The respective Managements of the Holding Company and its subsidiary, which is company incorporated in India, whose financial statements have been audited under the Act have represented to us and the other auditor of such subsidiary respectively that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding



Company or its subsidiary to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or its subsidiary or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The respective Managements of the Holding Company and its subsidiary which is company incorporated in India, whose financial statements have been audited under the Act have represented to us and the other auditor of such subsidiary respectively that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Holding Company or its subsidiary from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures, that has been considered reasonable and appropriate in the circumstances, performed by us and those performed by the auditor of the subsidiary, which is a company incorporated in India, whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditor to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.

v. The group has not declared or paid any dividend during the year. Hence, compliance with section 123 of the Act is not applicable.

vi. Based on our examination which included test checks, the company has used accounting software for maintaining its books of account for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that no audit trail facility/feature was enabled at the database level to log any direct changes. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. The Audit Trail has been maintained as per the statutory requirements for records retention as per proviso to Rule 3(1) of the companies (Accounts Rules) 2014.

Additionally, the audit trail that was enabled and operated has been preserved by the companies as per the statutory requirements for record retention.



18. In our opinion and to the best of our knowledge and according to the information and explanations provided to us, the group has not paid any managerial remuneration during the year; accordingly, reporting under the provisions of Section 197 read with Schedule V to the Act is not applicable.

For **B R Maheswari & Co LLP**
Chartered Accountants
Firm Registration Number:001035N/N500050

Akshay Maheshwari
Partner
Membership Number: 504704

UDIN: 26504704BWDZRA7519

Place: Delhi
Date: April 28, 2026

Annexure "A" to the Independent Auditors' Report
(Referred to in Paragraph 16 under the heading "Report on other legal and regulatory requirements" of our report of even date)

In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have unfavourable remarks, qualification or adverse remarks given by the respective auditors in their reports under the Companies (Auditor's Report) Order, 2020 (CARO):

Sr. No.	Name of the entities	CIN	Holding Company/ Subsidiary/ JV/ Associate	Clause number of the CARO report which is unfavourable or qualified or adverse
1	TMF Business Services Limited	U45200MH1989PLC050444	Subsidiary	Clause(i)(b) Clause(vii)(b)



Annexure "B" to the Independent Auditor's Report (Referred to in paragraph 17(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

1. In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2026, we have audited the internal financial controls with reference to financial statements of TMF Holdings Limited (hereinafter referred to as "the Holding Company") and its subsidiary company, which is a company incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

2. The respective Board of Directors of the Holding Company and its subsidiary company, to whom reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls with reference to financial statements is applicable, which is a company incorporated in India, are responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial



statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system with reference to consolidated financial statements.

Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Holding Company and its subsidiary company, which is a company incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2026, based on the internal



control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

9. Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to one subsidiary company, which is a company incorporated in India, is based on the corresponding report of the auditor of such company incorporated in India. Our opinion is not modified in respect of this matter.

For **B R Maheswari & Co LLP**
Chartered Accountants
Firm Registration Number: 001035N/N500050



Akshay Maheshwari
Partner
Membership Number: 504704

UDIN: 26504704BWDZRA7519

Place: Delhi
Date: April 28, 2026

TMF HOLDINGS LIMITED
Consolidated Balance Sheet as at March 31, 2026

(₹ in crores)

	Particulars	Notes	As at March 31 2026	As at March 31 2025
I	**ASSETS**			
1	**Financial assets**			
(a)	Cash and cash equivalents	5	69.84	6.19
(b)	Receivables			
	i Trade receivables	6	-	7.34
	ii Other receivables	7	-	0.01
(d)	Investments	8	6,279.87	661.14
(e)	Other financial assets	9	31.19	8,048.53
			6,380.90	8,723.21
2	**Non-financial assets**			
(a)	Current tax assets (net)		150.00	189.45
(b)	Property, plant and equipment	11	19.11	102.08
(c)	Other intangible assets	12	0.25	0.33
(d)	Other non-financial assets	13	8.01	20.90
			177.37	312.76
	Total assets		6,558.27	9,035.97
II	**LIABILITIES AND EQUITY**			
1	**Financial liabilities**	14		
(a)	Payables			
	(i) Trade payables			
	- total outstanding dues of micro enterprises and small enterprises		0.30	0.17
	- total outstanding dues of creditors other than micro enterprises and small		0.78	0.66
	(ii) Other payables		-	-
	- total outstanding dues of micro enterprises and small		0.05	0.05
	- total outstanding dues of creditors other than micro enterprises and small	15	803.85	1,116.08
(b)	Debt securities	16	2,666.00	2,145.00
(c)	Borrowings (Other than debt securities)	17	38.43	42.22
(d)	Other financial liabilities		3,509.41	3,304.18
2	**Non-financial liabilities**			
(a)	Current tax liabilities (net)		2.87	3.87
(b)	Deferred tax liabilities (net)	10	-	104.37
(c)	Provisions	18	0.38	0.10
(d)	Other non-financial liabilities	19	15.76	5.79
			19.01	114.13
3	**Equity**			
(a)	Equity share capital	20A	2,491.59	1,741.59
(b)	Instruments entirely equity in nature	20B	1,100.00	1,800.00
(c)	Other equity		(561.74)	2,076.07
			3,029.85	5,617.66
	Total liabilities and equity		6,558.27	9,035.97

See accompanying notes forming part of the consolidated financial statements

As per our report of even date attached

For B R Maheswari & Co LLP
Chartered Accountants
Firm Registration Number: 001035N/N500050

AKSHAY MAHESHWARI
Partner
Membership No. 504704

Place : Delhi
Date: April 28, 2026

For and on behalf of the Board of Directors

Varsha Purandare
Director
(DIN - 05288076)

Mohit Agarwal
Chief Financial Officer

Place : Mumbai
Date: April 28, 2026

Prakash Pandey
Director
(DIN - 10850813)

Neeraj Dwivedi
Company Secretary
Membership No :- ACS20874

TMF HOLDINGS LIMITED

Consolidated Statement of Profit & Loss for the year ended March 31, 2026

(₹ in crores)

	Particulars	Notes	For the year ended March 31 2026	For the year ended March 31 2025
	Revenue from operations			
	(a) Interest income	21	73.28	66.43
	(b) Dividend income		7.72	-
	(c) Rental income		33.36	48.86
	(d) Net gain on fair value changes	22	2.45	11.17
	(e) Fees and commission income	23	-	0.03
I	**Total Revenue from operations**		116.81	126.49
II	Other Income	24	6.02	7.80
III	**Total Income (I + II)**		122.83	134.29
IV	**Expenses:**			
	(a) Finance cost	25	257.98	268.81
	(b) Net (gain)/loss on fair value changes		2,417.62	-
	(c) Impairment/ (reversal of impairment) of financial instruments	26	1.97	(8.22)
	(d) Employee benefits expenses	27	-	0.29
	(e) Depreciation and amortization	13 & 14B	26.23	40.63
	(f) Other expenses	28	11.26	21.33
	Total expenses		2,715.06	322.84
V	**Profit/(Loss) before exceptional items and tax (III - IV)**		(2,592.23)	(188.55)
VI	**Exceptional items**		(30.59)	-
	Gain on sale of assets		-	32.00
	Impairment of buisness		(2,561.64)	(220.55)
VII	**Profit/(Loss) for the year before tax (V - VI)**			
VIII	**Tax expense**	10		
	Current tax		21.38	-
	Deferred tax		(104.37)	5.28
	Total tax expense/ (credit) (net)		(82.99)	5.28
IX	**Profit (Loss) for the period from continuing operations (VII - VIII)**		(2,478.65)	(225.83)
X	**Profit/(loss) from discontinued operations**	40	-	4,073.33
XI	**Tax expense of discontinued operations**	40	-	104.37
XII	**Profit/(loss) from discontinued operations (after tax) (X - XI)**		-	3,968.96
XIII	**Profit/(Loss) for the year after tax and total comprehensive income (IX + XII)**		(2,478.65)	3,743.13
XVI	**Earnings per equity share of ₹ 100 each**	29		
	(I) from continuing operations			
	Basic (in ₹)		(12.89)	(2.12)
	Diluted (in ₹)		(12.89)	(2.12)
	(II) from discontinued operations			
	Basic (in ₹)		-	22.79
	Diluted (in ₹)		-	22.79

See accompanying notes forming part of the consolidated financial statements

As per our report of even date attached
For B R Maheswari & Co LLP
Chartered Accountants
Firm Registration Number: 001035N/N500050

B R MAHESWARI & CO. LLP M-118 Conn. Circus New Delhi Chartered Accountants

AKSHAY MAHESHWARI
Partner
Membership No. 504704

Place: Delhi
Date: April 28, 2026

For and on behalf of the Board of Directors

Varsha Purandare
Director
(DIN - 05288076)

Prakash Pandey
Director
(DIN - 10850813)

Mohit Agarwal
Chief Financial Officer

Neeraj Dwivedi
Company Secretary
Membership No :- ACS20874

Place: Mumbai
Date: April 28, 2026

TMF HOLDINGS LIMITED

Consolidated Statement of Changes in Equity for the year ended March 31, 2026

A Equity share capital

(₹ in crores)

Particulars	As at March 31 2026		As at March 31 2025	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	1,741,593,442	2,491.59	1,741,593,442	2,491.59
Shares issued during the year	750,000,000	750.00	-	-
Shares outstanding at the end of the year	2,491,593,442	3,241.59	1,741,593,442	2,491.59

B Instruments entirely equity in nature

(₹ in crores)

Particulars	As at March 31 2026		As at March 31 2025	
	Number	₹	Number	₹
Balance as at beginning of the year	18,000	1,800	18,000	1,800
Redemption during year	(7,000)	(700)	-	-
Balance as at end of the year	**11,000**	**1,100**	**18,000**	**1,800**

C Other equity

(₹ in crores)

Particulars	Reserve & surplus				Other components of equity				Total
	Special reserve	Securities Premium Account	Capital reserve	Retained earnings	Equity instruments through OCI	Debt instruments through OCI	Cost of hedging Reserve	Hedging Reserve	
Balance as at April 1, 2025	332.71	1,947.05	50.91	(254.60)	-	-	-	-	2,076.07
Profit for the year	-	-	-	(2,478.65)	-	-	-	-	(2,478.65)
Total Comprehensive income/(loss) for the year	332.71	1,947.05	50.91	(2,733.25)	-	-	-	-	(402.58)
Distributions made to holders of Instruments entirely equity in nature	-	-	-	(159.12)	-	-	-	-	(159.12)
Issue expenses pertaining to instrument entirely equity in nature	-	(0.04)	-	-	-	-	-	-	(0.04)
equity in nature	332.71	1,947.01	50.91	(2,892.37)	-	-	-	-	(561.74)

B R MAHESHWARI & CO. LLP
M-11
Conn. Circus
New Delhi
Chartered Accountants

TMF HOLDINGS LIMITED
Consolidated Statement of Changes in Equity for the year ended March 31, 2026

C Other equity

(₹ in crores)

Particulars	Reserve & surplus				Other components of equity				
	Special reserve	Securities Premium Account	Capital reserve	Retained earnings	Equity instruments through OCI	Debt instruments through OCI	Cost of hedging Reserve	Hedging Reserve	Total
Balance as at April 1, 2024	534.29	1,790.33	241.73	(3,779.50)	178.54	325.71	15.05	16.41	(677.44)
Disposal on account of merger of Tata Motors Finance Limited to Tata Capital Limited (Refer Note 40)	(276.46)	156.72	(190.82)	-	(178.54)	(325.71)	(15.05)	(16.41)	(846.27)
	257.83	**1,947.05**	**50.91**	**(3,779.50)**	-	-	-	-	**(1,523.71)**
Profit / (Loss) for the year from continuing operations	-	-	-	(225.83)	-	-	-	-	(225.83)
Profit / (Loss) for the year from discontinued operations				3,968.96					3,968.96
Total Comprehensive Income/(loss) for the year	-	-	-	**3,743.13**	-	-	-	-	**3,743.13**
Distributions made to holders of instruments entirely equity in nature	-	-	-	(143.35)	-	-	-	-	(143.35)
Transfer to special reserve	74.88	-	-	(74.88)	-	-	-	-	-
Balance as at March 31, 2025	**332.71**	**1,947.05**	**50.91**	**(254.60)**	-	-	-	-	**2,076.07**

See accompanying notes forming part of the consolidated financial statements

As per our report of even date attached

For B R Maheswari & Co LLP
Chartered Accountants
Firm Registration Number: 001035N/N500050

B R MAHESWARI & CO. LLP ★ Chartered Accountants ★ M-118 Conn. Circus New Delhi

AKSHAY MAHESHWARI
Partner
Membership No. 504704

Place : Delhi
Date: April 28, 2026

For and on behalf of the Board of Directors

Varsha Purandare
Director
(DIN - 05288076)

Mohit Agarwal
Chief Financial Officer

Place: Mumbai
Date: April 28, 2026

Prakash Pandey
Director
(DIN - 10850813)

Neeraj Dwivedi
Company Secretary
Membership No :- ACS20874

TMF HOLDINGS LIMITED

Consolidated Statement of Cash Flow for the year ended March 31, 2026

(₹ in crores)

Particulars	For the year ended March 31 2026	For the year ended March 31 2025
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit/(loss) for the year from continuing operations	(2,478.65)	(225.83)
Net profit/(loss) for the year from discontinued operations	-	3,968.96
Adjustments for:		
Interest income on loans, deposits and investments	(73.28)	(66.43)
Balances written back	-	(0.10)
Finance costs (other than interest expense on assets taken on lease)	257.97	268.81
Tax expense/ (reversal)	(82.99)	109.65
Allowance/ (reversal) for loan losses (net of writeoff)	0.02	(2.98)
Allowance/ (reversal) for doubtful loans and advances (others)(net of write off)	-	(5.24)
Provision for Dimunition in the value of investment and loan (exceptional item)	-	-
Gain on sale of investments (net)	(2.26)	(0.61)
Dividend Income	(7.72)	-
Mark-to-market (MTM) on investments measured at fair value through profit or loss	2,417.74	(10.92)
Depreciation and amortization expense	26.23	40.63
Loss on sale of property, plant and equipments (including assets scrapped/ written off) (net)	(0.34)	13.52
Exceptional items	-	-
Impairment of business	(30.59)	32.00
Fair value (gain)/ loss on account of merger of Tata Motors Finance Limited to Tata Capital Limited	-	(3,968.96)
Operating cash flow before working capital changes and discounting charges	**26.13**	**152.50**
Movements in working capital		
Trade and other receivables	7.35	7.26
Other financial assets	0.13	-
Trade and other payables	0.19	(1.91)
Other non-financial assets	12.45	(1.54)
Other financial liabilities	(3.79)	4.60
Provision for expenses	0.28	(0.13)
Other non-financial liabilities	9.89	0.96
	52.63	**161.74**
Finance costs paid	(194.35)	(281.03)
Dividend income	7.72	-
Current/Income taxes paid/ (refund) (net)	27.04	(50.40)
Net cash used in operating activities	**(106.96)**	**(169.71)**
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipments and intangible assets	-	(43.54)
Proceeds from sale of property, plant and equipments	87.78	14.81
(Purchase)/ Redemption of mutual fund units (net)	63.57	(45.59)
Interest income received on loans, deposits and investments	77.60	94.60
Investment in equity shares of a other company	(80.85)	-
Realisation of deposits/restricted deposits with banks	-	100.00
Recovery in channel finance	-	363.95
Inter corporate deposit (placed)/repaid (net)	-	118.00
Net cash generated from investing activities	**148.10**	**602.23**

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New Delhi
Chartered Accountants

TMF HOLDINGS LIMITED

Consolidated Statement of Cash Flow for the year ended March 31, 2026

(₹ in crores)

Particulars	For the year ended March 31 2026	For the year ended March 31 2025
C. CASH FLOW FROM FINANCING ACTIVITIES		
Distributions made to holders of Instruments entirely equity in nature	(159.12)	(143.35)
Proceeds from debt securities	-	490.60
Repayment of debt securities	(389.32)	(2,846.17)
Redemption of perpetual debt	(700.00)	-
Proceeds from right issue(net)	749.96	-
Proceeds from borrowings (other than debt securities)	520.99	2,952.00
Repayment of borrowings (other than debt securities)	-	(892.00)
Net cash used in financing activities	**22.51**	**(438.92)**
Net decrease in cash and cash equivalents (A + B + C)	**63.65**	**(6.40)**

(₹ in crores)

Particulars	For the year ended March 31 2026	For the year ended March 31 2025
Cash and cash equivalents at the beginning of the year	6.19	3,013.85
Disposal on account of merger of Tata Motors Finance Limited to Tata Capital Limited (Refer Note 40)	-	3,001.27
Cash and cash equivalents at the end of the year	69.84	6.19
Net decrease in cash and cash equivalents	**63.65**	**(6.40)**

See accompanying notes forming part of the consolidated financial statements

Notes:

Finance costs has been considered as arising from operating activities in view of the nature of the group's business

The Statement of Cash Flows has been presented using indirect method as per the requirements of Ind AS 7 Statement of Cash Flows.

As per our report of even date attached

For B R Maheswari & Co LLP
Chartered Accountants
Firm Registration Number: 001035N/N500050

AKSHAY MAHESHWARI
Partner
Membership No. 504704

B R MAHESWARI & CO. LLP * Chartered Accountants * M-118 Conn. Circus New Delhi

Place: Delhi
Date: April 28, 2026

For and on behalf of the Board of Directors

Varsha Purandare
Director
(DIN - 05288076)

Prakash Pandey
Director
(DIN - 10850813)

Mohit Agarwal
Chief Financial Office

Neeraj Dwivedi
Company Secretary
Membership No :- ACS20874

Place: Mumbai
Date: April 28, 2026

1 Background and operations

TMF Holdings Limited (the ""Company"") having CIN - U65923MH2006PLC162503 is registered as a Non-Banking Financial (Non-Deposit Accepting or Holding) Company (""NBFC"") under section 45 IA of the Reserve Bank of India (RBI), Act 1934 with effect from August 9, 2006. Pursuant to application requesting for conversion of the Company to a Core Investment Company, submitted to RBI on June 23, 2017, RBI issued a fresh Certificate of Registration of NBFC - Non-Deposit taking - Systemically Important - Core Investment Company (CIC) dated October 12, 2017, to the Company. With effect from June 17, 2017, the name of the Company had changed to TMF Holdings Limited from Tata Motors Finance Limited.

The board of directors of Tata Motors Passenger Vehicles Ltd (Formerly Tata Motors Ltd), on August 1, 2024, approved a Composite Scheme of Arrangement amongst Tata Motors
Ltd (Presently Tata Motors Passenger Vehicles Ltd), TML Commercial Vehicles Ltd (Presently Tata Motors Ltd), Tata Motors Passenger Vehicles Ltd and their respective shareholders
under Sections 230-232 of the Companies Act, 2013, which, inter alia, provides for:

- demerger, transfer and vesting of the commercial vehicles business of Tata Motors Ltd (Presently Tata Motors Passenger Vehicles Ltd) along with related investments ("demerged
undertaking") to the Company on a going concern basis, and

- amalgamation of Tata Motors Passenger Vehicles Ltd with Tata Motors Ltd (Presently Tata Motors Passenger Vehicles Ltd) with an objective of consolidating the passenger vehicles
business.

The above Composite Scheme of Arrangement was approved by NCLT ("Scheme") on August 25, 2025 and is effective from October 1, 2025 with appointed date of July 1, 2025.
The Company is primarily a holding company, holding investments in its subsidiaries and other Group companies.
The consolidated financial statements were approved by the Board of Directors and authorised for issue on April 28, 2026.

2 Basis of preparation of financial statements

2.1 Statement of compliance

The financial statements of the Group have been prepared in accordance with Indian Accounting Standards ('Ind AS') prescribed under section 133 of the Companies Act, 2013 (the 'Act') read with relevant rules issued thereunder and the other accounting principles generally accepted in India. Any application guidance/ clarifications/ directions issued by the Reserve Bank of India or other regulators are implemented as and when they are issued/ applicable.

The preparation of financial statements requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosed amount of contingent liabilities. Areas involving a higher degree of judgement or complexity, or areas where assumptions are material to the Group are discussed in para 3(iii) - Use of estimates and judgements.
The financial statements are presented in Indian Rupees (INR) and all values are rounded to the nearest crores, except when otherwise indicated.

2.2 Historical cost convention

The financial statements have been prepared on historical cost basis except for certain financial instruments and plan assets of defined benefit plans, which are measured at fair value at the end of each reporting period as explained in the accounting policies below.

2.3 Presentation of financial statements

The financial statements of the Group are presented as per Schedule III (Division III) of the Companies Act, 2013 applicable to NBFCs, as notified by the Ministry of Corporate Affairs (MCA). The Statement of Cash Flows has been presented using indirect method as per the requirements of Ind AS 7 Statement of Cash Flows.

3 MATERIAL ACCOUNTING POLICIES

The material accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(i) Basis of Consolidation

Subsidiaries

The consolidated financial statements include the Company and its subsidiaries. Subsidiaries are entities controlled by the Group. Control exists when the Group
(a) has power over the investee,
(b) it is exposed, or has rights, to variable returns from its involvement with the investee and
(c) has the ability to affect those returns through its power over the investee.
The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements listed above. In assessing control, potential voting rights that currently are exercisable are taken into account.
The results of subsidiaries acquired or disposed off during the year are included in the consolidated financial statements from the effective date of acquisition and up to the effective date of disposal, as appropriate.
The financial statements of the Group and its subsidiary companies have been consolidated on a line-by-line basis by adding together of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions and resulting unrealised profit or losses, unless cost cannot be recovered, as per the applicable Accounting Standard in India. Accounting policies of the respective subsidiaries entities are aligned wherever necessary, so as to ensure consistency with the accounting policies that are adopted by the Group under Ind AS.
Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity and attributed to owners of the Group.



When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109 Financial Instruments. Recognition and Measurement or, when applicable, the cost on initial recognition of an investment in an associate or jointly controlled entity

(iii) Use of estimates and judgments

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities and disclosures of contingent liabilities at the date of these financial statements and reported amounts of income and expenses for the years presented. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimates is revised and future period affected.

In particular, information about material areas of estimation uncertainty and critical judgments in applying accounting policies that have the most material effect on the amounts recognized in the financial statements are included in following notes :

a) Note 3(x) - Recognition of interest income/expenses using Effective Interest Rate (EIR) method.
c) Note 3(vi) - Useful lives of property, plant and equipment.
e) Note 3(x)- Business model assessment for classification and measurement of financial assets
f) Note 3(x) - Impairment of financial assets based on the expected credit loss model
g) Note 3(x)- Effective Interest Rate (EIR) methodology that represents the best estimate of a constant rate of return over the expected behavioral life of financial
instruments.
h) Note 3(xii) and 32 - Fair value measurement of financial instruments.

(iii) Revenue recognition

Interest Income

Interest income is recognised by applying the Effective Interest Rate (EIR) to the gross carrying amount of financial assets other than credit-impaired assets. When a
financial asset becomes credit-impaired, the Company calculates interest income by applying the effective interest rate to the net amortized cost of the financial asset.

The EIR in case of a financial asset is computed
- The rate that exactly discounts estimated future cash receipts through The expected life of The financial asset to The gross carrying amount of A financial asset.
-By considering all the contractual terms of the financial instrument in estimating the cash flows.
- Including all fees/service charges and incentives paid and received between parties to the contract that are an integral part of the effective interest rate, transaction costs, and all other premiums or discounts.
Any subsequent changes in the estimation of the future cash flows is recognized in interest income with the corresponding adjustment to the carrying amount of the assets.

Lease Income

Revenue from operating leases is recognised on a straight-line basis throughout the lease term. This income is reported under "Sale of Service" in the statement of profit or loss.

(iv) Income Taxes

Income tax expense comprises current and deferred taxes. Income tax expense is recognised in the statement of profit & loss except when they relate to items that are recognised outside the consolidated statement of profit and loss (whether in other comprehensive income or directly in equity), in which case tax is also recognised outside the consolidated statement of profit and loss.

Current income taxes are determined based on respective taxable income of Group and tax rules applicable for respective tax jurisdictions.

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilised business loss and depreciation carry-forwards and tax credits. Such deferred tax assets and liabilities are computed separately. Deferred tax assets are recognised to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.
Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Current and deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current and deferred tax assets and liabilities on a net basis.

(v) Property, Plant and equipment (PPE)

Property, plant and equipment are stated at cost of acquisition less accumulated depreciation and impairment, if any. Cost includes purchase price, non-refundable taxes and levies and other directly attributable costs of bringing the assets to its location and working condition for its intended use.



Depreciation is provided on the straight-line method over the useful lives of the assets considering the nature, estimated usage, operating conditions, past history of replacement and anticipated technological changes.
Schedule II to the Companies Act 2013 ('Schedule') prescribes the useful lives for various class of assets. For certain class of assets, based on technical evaluation and assessment, Management believes that, the useful lives adopted by it reflects the periods over which these assets are expected to be used. Accordingly for those assets, the useful lives estimated by the management are different from those prescribed in the Schedule. Management's estimates of the useful lives for various class of PPE are as given below:

Type of Asset	Estimated useful life
Building	19 and 60 Years
Data Processing Machines	3 Years
Furniture and Fixture	5 and 10 Years
Office Equipment	2 to 10 Years
Motor Vehicles	4 and 5 Years
Vehicles on Operating Lease	4 and 6 Years

The useful lives and method of depreciation is reviewed at least at each year-end. Changes in expected useful lives are treated as change in accounting estimates.

However, leasehold improvements and PPE located in leasehold premises are depreciated on a straight-line method over shorter of their respective useful lives or the tenure of the lease arrangement.
Individual assets costing less than ₹. 5,000/- are expensed off at the time of purchase.

(vi) Other intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is its fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment, whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the consolidated statement of profit and loss unless such expenditure forms part of carrying value of another asset. Intangible assets are amortised on a straight-line basis over their estimated useful lives.

Intangible Assets and their Useful Lives are as under

Type of Assets	Estimated useful life
Software	5 years

(vii) Leases

Contracts/arrangements, or part of a contract/arrangement meeting the definition of "lease" and falling within the scope of Ind AS 116 "Leases" to follow accounting mentioned below

(A) Group is a Lessee - Assets taken on lease

(i) Right of use of assets

The Group recognises right- of- use assets at the commencement date of the lease. Right-of-use assets are measured at cost, less accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and lease term. Right-of-use assets are subject to impairment.

(ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) and variable lease payment that depend on a index or rate less any lease incentives receivable. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate.
The variable lease payments that do not depend on an index or a rate are recognised in the consolidated statement of profit and loss as an expense in the period on which the event or condition that triggers the payment occurs.

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In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest with corresponding amount recognised in finance cost under the consolidated statement of profit and loss and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in substance fixed lease payments or a change in the assessment to purchase the underlying asset.

(iii) Short-term leases and leases of low-value assets

The Group applies recognition exemption of not to recognise right-of-use assets and lease liabilities for short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option) and low-value assets that are considered of low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense in the consolidated statement of profit and loss on a straight-line basis over the lease term.

(B) Group as a Lessor

Lease classification is made at the inception date and is reassessed only if there is a lease modification. Changes in estimates (for example, changes in estimates of the economic life or of the residual value of the underlying asset), or changes in circumstances (for example, default by the lessee), is not a lease modification do not give rise to a new classification of a lease for accounting purposes.

Assets given on operating lease

The Group has given vehicles on lease where it has substantially retained the risks and rewards incidental to ownership of an vehicle and hence these are classified as operating lease. These assets given on operating lease are included in Property Plant and Equipment (PPE). Depreciation on the vehicle are recognized as an expense in the consolidated statement of profit and loss and initial direct cost incurred in obtaining an operating lease are added to the carrying amount of the vehicle and are recognised in consolidated statement of profit and loss in the form of depreciation over the operating lease term.
Lease rental income is recognised in the consolidated statement of profit and loss as per contractual rental unless another systematic basis is more representative of the time pattern in which the benefit derived from the leased asset is diminished.

(viii) Impairment of Non financial assets

Property, plant and equipment and other intangible assets

At each balance sheet date, the Group assesses whether there is any indication that any property, plant and equipment and intangible assets with finite lives may be impaired. If any such impairment exists the recoverable amount of an asset is estimated to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.
Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the consolidated statement of profit and loss.



(ix) Provisions and contingent liabilities

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to the net present value using an appropriate pre tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

A present obligation that arises from past events, where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Group.

Claims against the Group, where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities. Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

Contingent assets are disclosed where an inflow of economic benefits is probable. Contingent assets are not recognised in the financial statements.

(x) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments are recognised when the Group becomes a party to the contractual provisions of the instrument.

(A) Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value. However, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset are added to the fair value. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognised in profit or loss.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Classification and subsequent measurement

For the purposes of initial recognition, financial assets are classified in the following categories

a. at amortised cost, or

b. at fair value through other comprehensive income (FVTOCI), or

c. at fair value through profit or loss (FVTPL)

The above classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flow.

(I) Debt instruments

Initial classification of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments.

(a) At amortised cost:

A debt instrument is measured at amortised cost, if both the following conditions are satisfied/ fulfilled

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to finance receivables and investments.

(b) At FVTOCI:

A debt instrument is classified at FVTOCI, if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets; and

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- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the OCI. However, the Group recognises interest income, impairment losses and reversals in the consolidated statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to the consolidated statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

(c) At FVTPL:

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorisation as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortised cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the consolidated statement of profit and loss.

Derivatives embedded in a host contract that is an asset within the scope of Ind AS 109 are not separated. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

(II) Equity Instruments/Investments

Investments in equity instruments are measured at fair value. Equity instruments, which are held for trading, are classified as at FVTPL. For equity instruments, other than held for trading, the Group has irrevocable option to present in OCI subsequent changes in the fair value. the Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

Where the Group classifies equity instruments as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to consolidated statement of profit and loss, even on sale of investment.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the consolidated statement of profit and loss.

(III) Impairment of financial assets

The Group applies the Expected Credit Loss (ECL) model in accordance with Ind AS 109 for recognising impairment loss on financial assets except for

- equity instruments which are not subject to impairment under Ind AS 109, and
- other debt financial assets held at fair value through profit or loss (FVTPL)

The ECL allowance is based on the credit losses expected to arise from all possible default events over the expected life of the financial assets ('lifetime ECL), unless there had been no material increase in credit risk of a default occurring since origination or initial recognition, in which case, the impairment allowance is based on the 12-month ECL. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL (both life time and 12 months) are calculated on a collective basis considering the homogeneous nature of the underlying portfolio of financial assets. In case of TMFHL, for stage 1 and stage 2 assets, the company makes provision at higher of requirement as per ECL Model and as per RBI norms.

The impairment methodology applies depends on whether there has been material increase in credit risk. When determining whether credit risk of a financial asset has increased materially since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, including on historical experience and forward-looking information.

The expected credit loss is a product of exposure at default ('EAD'), probability of default ('PD') and loss given default ('LGD'). The Group has devised an internal model to evaluate the PD and LGD based on the parameters set out in Ind AS 109. Accordingly, the financial assets have been segmented into three stages based on the risk profiles. The three stages reflect the general pattern of credit deterioration of a financial assets. The Group categorises financial assets at the reporting date into stages based on the days past due ('DPD') status as under:

- Stage 1: Low credit risk, i.e. 0 to 30 days past due
- Stage 2: material increase in credit risk, i.e. 31 to 90 days past due
- Stage 3: Credit impaired assets, i.e. more than 90 days past due or cases where the group suspects fraud and legal proceedings are initiated.

For restructured cases which are not getting covered under any specific regulatory package issued by RBI, as a part of qualitative assessment of whether a customer is in default (i.e. credit impaired), the Company carefully considers and assesses various instances to determine whether the restructuring of a loan or advance should result in treating the customer as defaulted and therefore assessed as stage 3 for ECL calculations.

Definition of default

The Group considers a financial asset to be in "default" and therefore Stage 3 (credit impaired) for ECL calculations when the borrower becomes 90 days past due on its contractual payments.



LGD is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the Group would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD.

PD is defined as the probability of whether the borrowers will default on their obligations in the future. For assets which are in Stage 1, a 12-month PD is required. For Stage 2 assets a lifetime PD is required while Stage 3 assets are considered to have a 100% PD. PD estimation process is done based on historical internal data available with the Group.

EAD represents gross carrying amount at the reporting date in case of Stage 1 and Stage 2. In case of Stage 3 loans EAD represents gross carrying amount at the time when the default occurred for 1st time.

Forward looking information
While estimating the expected credit losses, the Group reviews macro-economic developments occurring in the economy and market it operates in. On a periodic basis, the group analyses if there is any relationship between key economic trends like GDP, Brent rates, benchmark rates set by the Reserve Bank of India, inflation etc. with the estimate of PD, determined by the Group based on its internal data. While the internal estimates of PD, LGD rates by the Group may not be always reflective of such relationships, temporary overlays, if any, are embedded in the methodology to reflect such macro-economic trends reasonably.

Based on the consideration of external actual and forecast information, the group forms a 'base case' view of the future direction of relevant economic variables. This process involves developing two or more additional economic scenarios and considering the relative probabilities of each outcome. The base case represents a most likely outcome while the other scenarios represent more optimistic and more pessimistic outcomes.

Collateral valuation:
The Group creates & secures first and exclusive collateral charge at the time of loan origination on all vehicles for which vehicle financing loans are given. Hypothecation endorsement is obtained in favour of the Group in the Registration Certificate of the Vehicle funded under the vehicle finance category. Any surplus remaining after settlement of outstanding loan by way of sale of vehicle (collateral) is returned to the customer. Also, the Group secures portion of the loss against loans financed to customers by obtaining third party credit guarantees. For the corporate lending loan exposure, wherever required the Group obtains security cover in the form of immoveable properties by creating charge over the collateral.

The measurement of impairment losses across all the categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a material increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances. The Group's ECL calculations are outputs of complex models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. The inputs and models used for calculating ECLs may not always capture all characteristics of the market at the date of financial statements. The Group regularly reviews its models in the context of actual loss experience and makes adjustments when such differences are materially material.

The amount of ECL (or reversal) at the reporting date is recognised as an impairment loss/(gain) in the consolidated statement of profit and loss.

ECL on Debt instruments measured at amortised cost
The ECLs for debt instruments measured at amortised cost is reduced from the gross carrying amount of these financial assets in the balance sheet.

ECL on Debt instruments measured at fair value through OCI
The ECLs for debt instruments measured at FVOCI do not reduce the gross carrying amount of these financial assets in the balance sheet, which remains at fair value. Instead, an amount equal to the allowance that would arise if the assets were measured at amortised cost is recognised in OCI as an accumulated impairment amount, with a corresponding charge to profit or loss. The accumulated loss recognised in OCI is recycled to the profit and loss upon derecognition of the assets.

Write-off
The gross carrying amount of a financial assets is written- off (either partially or fully) to the extent that there is no reasonable expectation of recovering the asset in its entirety or a portion thereof. However, financial assets that are written off could still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any subsequent recoveries against such financial assets are credited to the consolidated statement of profit and loss.

(IV) Derecognition of financial assets
The Group de-recognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises an associated liability as collateralised borrowing for the proceeds received.

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On de-recognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in OCI, and accumulated in equity is recognised in the consolidated statement of profit and loss.

(B) Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments, issued by the Group, are classified as either financial liabilities or as equity, in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

(I) Financial liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value. However, in the case of financial liabilities not recorded at fair value through profit or loss, transaction costs that are directly attributable to the issue of financial liabilities are deducted from the fair value of financial liabilities. The transaction costs directly attributable to the issue of financial liabilities at fair value through profit or loss are immediately recognised in profit or loss.

The Group's financial liabilities majorly comprise of trade and other payables, loans and borrowings, including bank overdrafts and cash credit facility and derivative financial instruments.

Subsequent measurement

All financial liabilities are subsequently measured at amortised cost using the effective interest rate (EIR) method or at fair value through profit or loss (FVTPL).

(a) At FVTPL:

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL. Financial liabilities are classified as held for trading, if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group, that are not designated and effective as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading, unless they are designated as effective hedging instruments.

Financial liabilities, designated upon initial recognition at FVTPL, are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

(b) At amortised cost:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance cost in the profit or loss.

Derecognition of financial liabilities:

The Group de-recognises financial liabilities when and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability de-recognised and the consideration paid and payable is recognised in consolidated statement of profit and loss.

Modification/Renegotiation that do not result in derecognition

Changes to the carrying amount of a financial liability as a result of renegotiation or modification of terms that do not result in derecognition of the financial liability, is recognised in the consolidated statement of profit and loss. Any subsequent changes in the estimation of the future cash flows of financial liability is recognised under finance cost in the statement of profit or loss with the corresponding adjustment to the carrying amount of the financial liability.

(II) Equity Instrument

An equity instrument is any contract that evidences residual interests in the assets of the Group after deducting all of its liabilities.

Incremental costs incurred which are directly attributable to the issue of new shares are shown in equity as deduction, net of tax, from the proceeds.



TMF HOLDINGS LIMITED

Notes forming part of Consolidated Financial Statements for the year ended March 31, 2026

4A Group Information

Particulars of subsidiaries and joint venture which have been considered in the preparation of the consolidated financial statements:

Sr.no	Name of the Company	Country of Incorporation	% of holding either directly or through subsidiaries	
			As at March 31 2026	As at March 31 2025
	Subsidiaries			
1	TMF Business Services Limited (Formerly known as Tata Motors Finance Limited) "TMFBSL"	India	100	100
	Joint Venture			
	Loginomic Tech Solutions Private Limited	India	26	26

4B Additional information as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary /Joint Ventures

(₹ in crores)

Sr. No	Name of the Company	As % of consolidated net assets	Net Assets (total assets minus total liabilities)	As % of consolidated profit / (loss)	Share of profit / (loss)	As % of other comprehensive income	Share of OCI	As % of total comprehensive income	Share of total comprehensive income
	Parent								
	TMF Holdings Limited	99%	3,006.46	100%	(2,477.87)	-	-	100%	(2,477.87)
	Subsidiary								
	TMF Business Services Limited	1%	23.37	(2%)	59.60	-	-	(2%)	59.60
	Adjustments arising out of consolidation	0%	0.02	2%	(60.38)	-	-	2%	(60.38)
		100%	**3,029.85**	**100%**	**(2,478.65)**	**-**	**-**	**100%**	**(2,478.65)**



5 Cash and cash equivalents

(₹ in crores)

Particulars	As at March 31 2026	As at March 31 2025
(a) Balance with banks	25.84	6.19
(b) Bank deposit with original maturity of less than 3 months	44.00	-
Total	**69.84**	**6.19**

6 Trade Receivables

(₹ in crores)

Particulars	As at March 31 2026	As at March 31 2025
Receivables considered good - Unsecured	4.68	10.05
Impairment loss allowance-Trade Receivable	(4.68)	(2.71)
Total	**-**	**7.34**

No trade receivable are due from directors or other officers of the group either severally or jointly with any other person. Nor any trade receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

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Ageing of trade receivable at March 31, 2026 is given below-

(₹ in crores)

Particulars	As at March 31, 2026 Outstanding for following periods from due date of payment							
	Not due	Unbilled	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Undisputed Trade receivables – considered good	-	-	-	-	-	-	-	-
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	4.68	-	-	-	4.68
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
Total	-	-	-	4.68	-	-	-	4.68
Less : Allowance for receivables considered good								-
Less: Allowance for credit impaired balances								(4.68)
Total								-

Ageing of trade receivable at March 31, 2025 is given below-

(₹ in crores)

Particulars	As at March 31, 2025 Outstanding for following periods from due date of payment							
	Not due	Unbilled	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Undisputed Trade receivables – considered good	5.78	-	-	-	-	-	-	5.78
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	1.71	-	-	-	-	-	1.71
(iii) Undisputed Trade Receivables – credit impaired	-	0.42	0.50	1.16	-	-	-	2.08
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	0.17	-	-	-	-	-	0.32	0.49
Total	**5.95**	**2.13**	**0.49**	**1.16**	**-**	**-**	**0.32**	**10.06**
Less : Allowance for receivables considered good								**(0.14)**
Less: Allowance for credit impaired balances								**(2.58)**
Total								**7.34**

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7 Other Receivables

(₹ in crores)

Particulars	As at March 31 2026	As at March 31 2025
Other Receivables considered good - Unsecured	-	0.01
Total	-	0.01

No other receivable are due from directors or other officers of the group either severally or jointly with any other person. Nor any other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.



TMF HOLDINGS LIMITED

Notes forming part of Consolidated Financial Statements for the year ended March 31, 2026

8 Investments

(₹ in crores)

Particulars	As at March 31 2026						As at March 31 2025					
	Amortized cost	At fair value Through OCI	At fair value Through profit or loss	Sub total	Others (at Cost)	Total	Amortized cost	At fair value Through OCI	At fair value Through profit or loss	Sub total	Others (at Cost)	Total
	(1)	(2)	(3)	(4=2+3)	(5)	(6=1+4+5)	(7)	(8)	(9)	(10=8+9)	(11)	(12=7+10+11)
i. Mutual funds	-	-	-	-	-	-	-	-	61.14	61.14	-	61.14
iii. Debt securities	600.00	-	-	-	-	600.00	600.00	-	-	-	-	600.00
iv. Equity instruments	-	-	5,679.87	5,679.87	-	5,679.87	-	-	-	-	-	-
Total (A) - Gross	600.00	-	5,679.87	5,679.87	-	6,279.87	600.00	-	61.14	61.14	-	661.14
i. Investments outside India	-	-	-	-	-	-	-	-	-	-	-	-
ii. Investments in India	600.00	-	5,679.87	5,679.87	-	6,279.87	600.00	-	61.14	61.14	-	661.14
Total (B)	600.00	-	5,679.87	5,679.87	-	6,279.87	600.00	-	61.14	61.14	-	661.14
Less: Allowance for impairment loss (C)	-	-	-	-	-	-	-	-	-	-	-	-
Total (D) = (A + C)	600.00	-	5,679.87	5,679.87	-	6,279.87	600.00	-	61.14	61.14	-	661.14



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Notes forming part of Consolidated Financial Statements for the year ended March 31, 2026

Annexure to Note 8 - Details of investments

(₹ in crores)

Description	Quantity (in nos.) as at March 31 2026	As at Mar 31 2026	Quantity (in nos.) as at March 31 2025	As at March 31 2025
(a) Investments measured at fair value through profit and loss				
I Investment in equity shares				
(i) Quoted				
Tata Capital Limited	186,224,770	5,679.86	-	-
		5,679.86		-
II Investment in mutual funds		-	-	61.14
		-		**61.14**
Subtotal (a)		**5,679.86**		**61.14**
II Investments in Debentures and Bonds				
(i) Fully paid unsecured subordinated non-convertible debentures (quoted)				
9.95% Tata Capial Limited	2,000	**200.00**	2,000	**200.00**
		200.00		**200.00**
(ii) Fully paid unsecured subordinated non-convertible debentures (unquoted)				
9% Tata capital Limited	2,000	**200.00**	2,000	**200.00**
10% Tata capital Limited	1,000	**100.00**	1,000	**100.00**
10.25% Tata capital Limited	1,000	**100.00**	1,000	**100.00**
		400.00		**400.00**
(iii) Fully paid unsecured optionally convertible zero coupon debentures				
Loginomic Tech Solutions Private Limited ("TruckEasy")	835,000	-	835,000	-
		-		-
Subtotal (b)		**600.00**		**600.00**
(d) Investments measured at cost				
Equity instruments				
Joint Venture				
Loginomic Tech Solutions Private Limited ("TruckEasy")	31,200	-	31,200	-
Subtotal (d)		-		-
Total (a + b)		**6,279.86**		**661.14**



9 Other financial assets

(₹ in crores)

Particulars	As at March 31 2026	As at March 31 2025
(a) Deposits	0.22	0.34
(b) Interest accrued on investments	30.97	31.57
(c) Receivable on Disposal due to merger of Tata Motors Finance Ltd with Tata Capital Ltd (Refer note below)	-	8,016.62
Total	31.19	8,048.53

Note - The NCLT has sanctioned the Scheme of Arrangement of amalgamation of TMFL into TCL on May 01, 2025. Pursuant to the scheme, the Company will receive equity shares in the ratio of 37:100, i.e. 18,38,67,495 equity shares having face value of ₹ 100 each of TCL in lieu of 49,69,39,176 equity shares having face value of ₹ 100/- of TMFL, which the Group has accounted at fair value through profit and loss @ ₹ 436 per share.

10 Income taxes

a) Income tax expense recognised in statement of profit and loss

(₹ in crores)

Particulars	For the year ended March 31 2026	For the year ended March 31 2025
Income tax expense		
Current tax		
Current tax on profits for the year	21.38	-
Adjustments for current tax of prior years	-	-
Total current tax expense	**21.38**	**-**
Deferred tax		
Decrease (increase) in deferred tax assets	-	5.28
(Decrease) increase in deferred tax liabilities	(104.37)	104.37
Total deferred tax expense/(benefit)	**(104.37)**	**109.65**
Income Tax expense	**(82.99)**	**109.65**

b) Reconciliation of the income tax expenses and accounting profit

Reconciliation of the income tax expense and the accounting profit multiplied by India's tax rate:

(₹ in crores)

Particulars	For the year ended March 31 2026	For the year ended March 31 2025
Profit/(Loss) before taxes	(2,561.64)	3,852.78
Income tax expense at statutory tax rates applicable to individual respective entities	**(644.71)**	**969.67**
Tax effect of the amount which are not taxable in calculating taxable income :		
- Utilisation/credit of unrecognised tax losses, unabsorbed depreciation and other tax benefits	-	(0.22)
- Deferred tax assets not recognised because realization is not probable	644.68	(1.25)
- Previously unrecognised and unused tax losses now utilised	20.41	-
- Previously recognised deferred tax liablity now reversed	(104.37)	-
- Previously recognised deferred tax assets now reversed	-	5.28
Other	1.00	
- Disposal on account of merger of Tata Motors Finance Limited to Tata Capital Limited (Refer Note 40)	-	(863.83)
Income tax expense/(credit) recognised for the year at effective tax rate	**(82.99)**	**109.65**



c) Deferred tax assets/liabilities (net)

Significant components of deferred tax assets and liabilities for the year ended March 31, 2026 are as follows:

(₹ in crores)

Particulars	As at April 01, 2025	Through profit and loss	Through other comprehensive income	As at March 31, 2025
Deferred tax liabilities :				
- Disposal of investments in a subsidiary company	(104.37)	104.37	-	-
Total deferred tax liabilities	**(104.37)**	**104.37**		

Significant components of deferred tax assets and liabilities for the year ended March 31, 2025 are as follows:

(₹ in crores)

Particulars	As at April 01, 2025	Disposal on account of merger of Tata Motors Finance Limited to Tata Capital Limited (Refer Note 40)	Through profit and loss	Through other comprehensive income	As at March 31, 2025
Deferred tax liabilities :					
- Fair Valuation of financial assets measured at FVTOCI and FVTPL	234.14	(234.14)	-	-	-
- Disposal of investments in a subsidiary company	-	-	(104.37)	-	(104.37)
- Income to be taxed on actual receipt basis	83.81	(83.81)	-	-	-
- Sourcing commission claimed on incurrence basis	40.08	(40.08)	-	-	-
Total deferred tax liabilities	**358.03**	**(358.03)**	**(104.37)**	-	**(104.37)**
Deferred tax asset :					
- Property, plant & equipment & Intangible assets- Accumulated depreciation/Amortisation	12.42	(8.04)	(4.38)	-	-
- Expenses deductible in future years:		-		-	-
Provisions for impairment allowances on financial assets	303.45	(302.55)	(0.90)	-	-
Compensated absences and retirement benefits allowable on payment basis	6.14	(6.14)	-	-	-
- Unabsorbed depreciation under tax book	43.88	(43.88)	-	-	-
- Others	9.06	(9.06)	-	-	-
Total deferred tax assets	**374.95**	**(369.67)**	**(5.28)**	-	**104.37**
Net deferred tax asset/(liabilities)	**16.92**	**(11.64)**	**(109.65)**	-	

d) Amounts recognised directly in equity

There was no income or expenses for current and previous year for which tax impact has been routed through reserve.

e) Tax losses

As at March 31, 2026, unrecognized deferred tax assets amount to ₹ 354.04 crores (As at March 31, 2025 - ₹ 306.56 crores) which can be carried forward indefinitely and up to a specified period, respectively. These relate primarily to business losses, depreciation carry forwards and other deductible temporary differences. The deferred tax asset has not been recognized on the basis that its recovery is not probable in the foreseeable future.

Unrecognized deferred tax assets expire unutilized based on the year of origination as follows:

	₹ In crores
March 31,	
2027	14.23
2028	8.18
2029	34.16
2030	23.45
2031	46.42
2032	71.59
2033	74.15
2034	81.86
Total	**354.04**

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11 Property, plant and equipment

	Particulars	Gross Block				Accumulated Depreciation				Net Block
		Balance as at April 1, 2025	Additions	Deletions	Balance as at March 31, 2026	Balance as at April 1, 2025	Depreciation for the year	Deletions	Balance as at March 31, 2026	Balance as at March 31, 2026
(a)	Building	23.11			23.11	5.75	0.27		6.02	17.09
(b)	Data processing machines	4.51	-	-	4.51	4.51	-	-	4.51	-
(c)	Furniture and fixtures	27.33			27.33	27.12			27.12	0.21
(d)	Vehicles	0.52	-	-	0.52	0.52	-	-	0.52	(0.00)
(e)	Office equipments	12.54			12.54	12.36			12.36	0.18
(f)	Right of Use Assets	17.11			17.11	17.09			17.09	0.02
(g)	Vehicles - given on lease	185.16	0.03	(169.12)	16.07	100.85	25.88	(112.27)	14.46	1.60
(h)	Leasehold improvements	0.65	-	-	0.65	0.65	-	-	0.65	-
	Total	**270.93**	**0.03**	**(169.12)**	**101.84**	**168.85**	**26.15**	**(112.27)**	**82.73**	**19.11**

(₹ in crores)

	Particulars	Gross Block				Accumulated Depreciation					Net Block
		Balance as at April 1, 2024	Additions	Deletions	Disposal on account of merger of Tata Motors Finance Limited to Tata Capital Limited (Refer Note 40)	Balance as at March 31, 2025	Balance as at April 1, 2024	Depreciation for the year	Deletions	Impairment	Disposal on account of merger of Tata Motors Finance Limited to Tata Capital Limited (Refer Note 40)	Balance as at March 31, 2025	Balance as at March 31, 2025
(a)	Building	24.02	-	-	(0.91)	23.11	5.49	0.36	-	-	(0.10)	5.75	17.36
(b)	Data processing machines	26.08	-	-	(21.57)	4.51	14.07	-	-	-	(9.56)	4.51	-
(c)	Furniture and fixtures	32.30	-	(0.46)	(4.51)	27.33	28.82	0.00	(0.44)	-	(1.26)	27.12	0.21
(d)	Vehicles	21.52	-	-	(21.00)	0.52	4.53	-	-	-	(4.01)	0.52	-
(e)	Office equipments	22.10	-	-	(9.56)	12.54	16.03	-	-	-	(3.67)	12.36	0.18
(f)	Right of Use Assets	117.48	-	-	(100.37)	17.11	46.52	-	-	-	(29.43)	17.09	0.02
(g)	Vehicles - given on lease	234.87	57.18	(106.89)	-	185.16	107.18	40.20	(78.52)	32.00	-	100.85	84.31
(h)	Leasehold improvements	4.49	-	-	(3.84)	0.65	2.30	-	-	-	(1.65)	0.65	-
	Total	**482.86**	**57.18**	**(107.35)**	**(161.76)**	**270.93**	**224.94**	**40.56**	**(78.96)**	**32.00**	**(49.68)**	**168.85**	**102.08**



TMF HOLDINGS LIMITED

Notes forming part of Consolidated Financial Statements for the year ended March 31, 2026

12 Other intangible assets

(₹ in crores)

Particulars	Gross Block				Accumulated Amortisation				Net Block
	Balance as at April 1, 2025	Additions	Deletions	Balance as at March 31, 2026	Balance as at April 1, 2025	Amortisation during the year	Deletions	Balance as at March 31, 2026	Balance as at March 31, 2026
Computer Software	23.80	-	-	23.80	23.46	0.08	-	23.54	0.25
Net carrying amount as at March 31,	**23.80**	**-**	**-**	**23.80**	**23.46**	**0.08**	**-**	**23.54**	**0.25**

(₹ in crores)

Particulars	Gross Block					Accumulated Amortisation						Net Block
	Balance as at April 1, 2024	Additions	Deletions	Disposal on account of merger of Tata Motors Finance Limited to Tata Capital Limited (Refer Note 40)	Balance as at March 31, 2025	Balance as at April 1, 2024	Amortisation during the year	Deletions	Impairment	Disposal on account of merger of Tata Motors Finance Limited to Tata Capital Limited (Refer Note 40)	Balance as at March 31, 2025	Balance as at March 31, 2025
Computer Software	36.55	0.40	-	(13.15)	23.80	29.30	0.07	-		(5.91)	23.46	0.33
Net carrying amount as at March 31,	**36.55**	**0.40**	**-**	**(13.15)**	**23.80**	**29.30**	**0.07**	**-**	**-**	**(5.91)**	**23.46**	**0.33**

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13 Other non-financial assets

(₹ in crores)

	Particulars	As at March 31 2026	As at March 31 2025
(a)	Capital advances	0.01	0.04
(b)	Deposits with statutory authorities	0.04	0.04
(c)	Deposits paid under protest	1.71	1.71
(d)	Prepaid expenses	-	0.06
(e)	Taxes recoverable and dues from government	6.21	19.01
(f)	Others non-financial assets	0.04	0.04
	Total	**8.01**	**20.90**



14 Payables

(₹ in crores)

Particulars	As at March 31 2026	As at March 31 2025
(a) Trade Payables		
(i) total outstanding dues of micro enterprises and small enterprises	0.30	0.17
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	0.78	0.66
Total (A)	1.08	0.83
(b) Other Payables		
(i) total outstanding dues of micro enterprises and small enterprises	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	0.05	0.05
Total (B)	0.05	0.05
Total (A+B)	1.13	0.88

Note: According to the information available with the management, on the basis of intimation received from its suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006, the Group has amounts due to micro and small enterprises under the said Act as at March 31, 2026 and 2025 as follows :

(₹ in crores)

Particulars	As at March 31 2026	As at March 31 2025
(a) Principal amount due	0.30	0.17
(b) Interest due on above	-	-
(c) Amount of interest paid in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-
(d) Amount of interest due and payable for the period of delay	-	-
(e) Amount of interest accrued and remaining unpaid as at year end	-	-
(f) Amount of further remaining due and payable in the succeeding year	-	-

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14 Payables

Trade Payables aging schedule

Ageing of trade payable at March 31, 2026 is given below:

(₹ in crores)

Particulars	Not due	Unbilled	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
As at March 31, 2026							
(i) MSME	0.30	-	-	-	-	-	0.30
(ii) Others	-	-	0.76	0.02	-	-	0.78
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	**0.30**	**-**	**0.76**	**0.02**	**-**	**-**	**1.08**

Ageing of trade payable at March 31, 2025 is given below:

(₹ in crores)

Particulars	Not due	Unbilled	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
As at March 31, 2025							
(i) MSME	0.16	-	0.01	-	-	-	0.17
(ii) Others	0.46	-	0.20	-	-	-	0.66
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	**0.62**	**-**	**0.21**	**-**	**-**	**-**	**0.83**



15 Debt securities (at amortised cost)

(₹ in crores)

Particulars	As at March 31 2026	As at March 31 2025
(a) Privately placed non-convertible debentures		
Unsecured	803.85	1,116.08
Total (A)	803.85	1,116.08
i. Debt securities in India	803.85	1,116.08
ii. Debt securities outside India	-	-
Total (B)	803.85	1,116.08

Details of non cumulative debentures (unsecured)

(₹ in crores)

Particulars	As at March 31, 2026		As at March 31, 2025	
	Interest Rate Range	Amount	Interest Rate Range	Amount
Issued on private placement basis				
Repayable on Maturity:				
Maturing within 1 Year		-	7.69%	389.32
Maturing between 1 year to 3 Years	8.53%	831.33	8.53%	831.33
Maturing between 3 Years to 5 Years		-		-
Total Face Value		831.33		1,220.65
Less: Unamortised borrowing cost		27.48		104.57
Total Amortised cost		803.85		1,116.08

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16 Borrowings (Other than debt securities) (at amortised cost)

(₹ in crores)

Particulars	As at March 31 2026	As at March 31 2025
(a) Inter corporate deposits from related parties (unsecured)	2,666.00	2,145.00
Total (A)	**2,666.00**	**2,145.00**
i. Borrowings in India	2,666.00	2,145.00
ii. Borrowings outside India	-	-
Total (B)	**2,666.00**	**2,145.00**

Note

The borrowings have not been guaranteed by directors or others. Also the Group has not defaulted in repayment of principal and interest.

Details of Inter corporate deposits from related parties (unsecured)

(₹ in crores)

Particulars	As at March 31, 2026		As at March 31, 2025	
	Interest Rate Range	Amount	Interest Rate Range	Amount
Repayable on Maturity:				
Maturing within 1 Year	7.15% to 7.50%	2,666.00	8.25% to 8.92%	2,145
Maturing between 1 year to 3 Years		-		-
Maturing between 3 Years to 5 Years		-		-
Total		**2,666.00**		**21,45.00**
Less: Unamortised borrowing costs		-		-
Net		**2,666.00**		**21,45.00**

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17 Other financials liabilities

(₹ in crores)

Particulars	As at March 31 2026	As at March 31 2025
(a) Interest payable on others	26.04	26.04
(b) Deposits	12.39	16.18
Total	**38.43**	**42.22**

18 Provisions

(₹ in crores)

Particulars	As at March 31 2026	As at March 31 2025
(a) Provision for leave encashment	0.02	0.02
(b) Provision for indirect taxes	0.01	0.01
(c) Provision for expenses	0.35	0.07
Total	**0.38**	**0.10**

19 Other non-financial liabilities

(₹ in crores)

Particulars	As at March 31 2026	As at March 31 2025
Statutory dues	15.43	5.42
Others	0.33	0.37
Total	**15.76**	**5.79**

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TMF HOLDINGS LIMITED

Notes forming part of Consolidated Financial Statements for the year ended March 31, 2026

20A Equity Share Capital

(₹ in crores)

	Particulars	As at March 31 2026		As at March 31 2025	
		No. of shares	₹	No. of shares	₹
A	**Authorised**				
	Equity Shares of Rs.10 each with voting rights	3,000,000,000	3,000.00	3,000,000,000	3,000.00
			3,000.00		**3,000.00**
	Preference shares of ₹ 100 each	75,000,000.00	750.00	75,000,000.00	750.00
			750.00		**750.00**
B	**Issued, Subscribed and Fully Paid up**				
	Equity shares of Rs. 10 each	2,491,593,442	2,491.59	1,741,593,442	1,741.59
	Total		**2,491.59**		**1,741.59**

a) Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting year

(₹ in crores)

	Particulars	As at March 31 2026		As at March 31 2025	
		No. of shares	₹	No. of shares	₹
(a)	Shares outstanding at the beginning of the year	1,741,593,442	1,741.59	1,741,593,442	1,741.59
(b)	Shares issued during the year	750,000,000	750.00	-	-
	Shares outstanding at the end of the year	**2,491,593,442**	**2,491.59**	**1,741,593,442**	**1,741.59**

b) Details of shares held by holding company and its subsidiaries:

Particulars	As at March 31 2026		As at March 31 2025	
	No. of shares	% of Issued Share Capital	No. of shares	% of Issued Share Capital
Equity shares with voting rights				
Tata Motors Limited	2,491,593,442	100%	1,741,593,442	100%

c) Details of shares held by each shareholder holding more than 5 percent of the issued share capital:

Particulars	As at March 31 2026		As at March 31 2025	
	No. of shares	% of Issued Share Capital	No. of shares	% of Issued Share Capital
Equity Share with voting rights				
Tata Motors Limited	2,491,593,442	100%	1,741,593,442	100%

d) Terms / rights attached to equity shares:

The Company has single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the company's residual assets. The equity shares are entitled to receive dividend as declared from time to time subject to payment of dividend to preference shareholders. The voting rights o an equity shareholder on a poll are in proportion to its share of the paid-up equity capital of the Company. On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the numbe of the equity shares held.

e) Information regarding issue of shares in the last five years

i. The Company has not issued any shares without payment being received in cash.

ii. The Company has not issued any bonus shares.

iii. The Company has not undertaken any buy-back of shares.

f) Dividends not recognised at the end of the reporting year

The Company has not declared dividends during the financial year ended March 31, 2026 and March 31, 2025



20B Instruments entirely equity in nature	As at March 31 2026		As at March 31 2025	
	Number	(₹ in crores)	Number	(₹ in crores)
Balance as at beginning of the year	18,000	1,800.00	18,000	1,800.00
Redemption during the year	(7,000)	(700.00)	-	-
Balance as at end of the year	11,000	1,100.00	18,000	1,800.00

Details of instruments entirely equity in nature held by :

Particulars	As at March 31 2026		As at March 31 2025	
	Number	₹	Number	₹
Others	8,000	800.00	13,000	1,300.00
Tata Motors Limited	3,000	300.00	5,000	500.00
Total	11,000	1,100.00	18,000	1,800.00

The Company has issued 18,000 subordinated, listed, unsecured, rated perpetual securities of face value of ₹ 10 lakhs each aggregating to ₹ 1800.00 crores. The coupon on these securities ranges between 7.2962% p.a. to 8.7551% p.a.

These securities are perpetual in nature with no maturity or redemption and are callable only at the option of the Company. There is a step up provision of 100 bps over the respective coupon rate if the securities are not called by the issuer at the end of 10 years from the date of allotment. The payment of any Coupon may be cancelled or suspended at the discretion of the Board of Directors.

During the year ended the company exercised its option to redeemed following series of perpetual securities:

Debenture Series	Coupon (Annual)	Amount	Allotment Date	Original Redemption Date	Actual Redemption date
Series A	8.7551%	195	11th August, 2020	11th August, 2030	26th December, 2025
Series B	8.7551%	305	18th August, 2020	18th August, 2030	26th December, 2025
Series C	7.7475%	100	30th December, 2020	30th December, 2030	26th December, 2025
Series D	7.7499%	100	30th December, 2020	30th December, 2030	26th December, 2025

The Coupon on these instruments shall not be cumulative except where the Company shall not be liable to pay Coupon and may defer the payment of Coupon, if

i. it's adjusted net worth to aggregate risk weighted assets ratio ("ANW Ratio") is below the minimum regulatory requirement prescribed by RBI under the CIC Directions; or

ii. the impact of such payment results in the Company's ANW Ratio falling below or remaining below the minimum regulatory requirement prescribed by RBI under the CIC Directions.

As these securities are perpetual in nature and the Company does not have any redemption obligation, these are classified as equity.
Tata Motors Limited has written put option to purchase these instruments from the investors on respective option exercise dates as specified below:

Options Exercisable Date	Amount (₹ in crores)	Status of Options Exercised by Tata Motors Limited
11th August, 2024	195	Exercised
18th August, 2024	305	Exercised
04th November, 2025	100	Exercised
27th November, 2025	100	Exercised
2nd December, 2025	150	Exercised
30th December, 2025	150	Exercised
15th September, 2026	100	Not due
28th September, 2026	100	Not due
30th September, 2026	150	Not due
30th June, 2027	200	Not due
30th September, 2027	250	Not due

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21A Revenue from operations:

(₹ in crores)

	Particulars	For the year ended March 31 2026	For the year ended March 31 2025
(a)	Sale of services	28.39	44.34
(b)	Other operating revenues	0.75	8.40
		29.15	52.74

21B Interest Income

(₹ in crores)

	Particulars	For the year ended March 31 2026	For the year ended March 31 2025
	On Financial Assets measured at Amortised Cost		
(a)	Interest on loans	-	1.90
(b)	Interest income from investments	58.15	58.13
(c)	Interest on deposits with banks	5.39	5.19
(d)	Other interest income	-	1.21
	Others		
(a)	Interest income on income tax refund	9.74	-
	Total	73.28	66.43

22 Net gain on fair value changes

(₹ in crores)

	Particulars	For the year ended March 31 2026	For the year ended March 31 2025
(a)	Net gain on financial instruments at fair value through profit or loss	(2,415.17)	11.17
	Total	(2,415.17)	11.17
	Fair value changes:		
(a)	Realised	2.56	11.05
(b)	Unrealised	(2,417.73)	0.12
	Total	(2,415.17)	11.17

23 Fees and commission income

(₹ in crores)

Particulars	For the year ended March 31 2026	For the year ended March 31 2025
Other fees & charges	-	0.03
Total	-	0.03

24 Other Income

(₹ in crores)

	Particulars	For the year ended March 31 2026	For the year ended March 31 2025
(a)	Balances written back	-	0.10
(b)	Net gain on derecognition of property, plant and equipment	6.02	1.61
(c)	Miscellaneous income	-	6.09
	Total	6.02	7.80

25 Finance Costs (on financial liabilities measured at amortised cost)

(₹ in crores)

	Particulars	For the year ended March 31 2026	For the year ended March 31 2025
(a)	Interest on borrowings	180.87	49.81
(b)	Interest on debt securities	77.09	219.00
(d)	Other finance charges	0.02	-
	Total	257.98	268.81

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26 Impairment/ (reversal of impairment) on financial instruments

(₹ in crores)

	Particulars	For the year ended March 31 2026	For the year ended March 31 2025
	Loans (at amortised cost)		
(a)	Allowance for loan losses	-	(3.00)
(b)	Loans written off	-	(4.25)
	Other financial assets		
(a)	Allowance for doubtful assets	1.97	(0.99)
(b)	Balances written off	-	0.02
	Total	**1.97**	**(8.22)**

27 Employee Benefits Expenses

(₹ in crores)

	Particulars	For the year ended March 31 2026	For the year ended March 31 2025
(a)	Salaries	-	0.27
(b)	Contribution to provident and other funds	-	0.02
	Total	**-**	**0.29**

28 Other expenses

(₹ in crores)

	Particulars	For the year ended March 31 2026	For the year ended March 31 2025
(a)	Rent, taxes and energy costs	2.34	0.16
(b)	Repairs and maintenance	0.37	0.38
(c)	Advertisement and publicity	0.02	-
(d)	Director's fees, allowances and expenses	0.35	0.57
(e)	Auditor's fees and expenses (refer note (i))	0.38	0.36
(f)	Legal and Professional charges	1.78	2.30
(g)	Insurance	0.01	0.04
(h)	Cenvat credit reversal	0.22	0.32
(i)	Service Provider Fees	0.12	1.92
(j)	Net loss on derecognition of property, plant and equipment	5.38	15.14
(k)	Others expenses	0.29	0.13
	Total	**11.26**	**21.33**

(i) Auditors' remuneration (excluding Goods and Service Tax):

(₹ in crores)

	Particulars	For the year ended March 31 2026	For the year ended March 31 2025
(a)	As auditors - statutory audit	0.29	0.24
(b)	Tax audit	0.04	0.03
(c)	For other services	0.03	0.07
(d)	Reimbursement of out of pocket expenses	0.02	0.02
	Total	**0.38**	**0.36**

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29 **Earnings per share**

Basic and diluted earnings per equity share are computed in accordance with Ind AS 33 – Earnings per share. Basic earnings per equity share are computed by dividing the net profit attributable to equity holders by the weighted average number of equity shares outstanding during the year (including Ordinary shares that will be issued upon conversion of a mandatorily convertible instrument).

Diluted EPS is calculated by dividing the net profit attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

The following table sets forth, for the years indicated, the computation of earnings per share.

Particulars	For the year ended March 31 2026	For the year ended March 31 2025
Basic		
Basic earnings per share (₹) from continuing operations	(12.89	(2.12
Basic earnings per share (₹) from discontinued operations	-	22.79
Net profit attributable to equity share holders from continuing operations (refer note 1)	(2,637.77)	(369.18)
Net profit attributable to equity share holders from discontinued operations	-	3,968.96
Weighted average no. of equity shares outstanding	2,045,703,031	1,741,593,442
Diluted		
Diluted earnings per share (₹) from continuing operations	(12.89	(2.12
Diluted earnings per share (₹) from discontinued operations	-	22.79
Net profit attributable to equity share holders from continuing operations (refer note 1)	(2,637.77)	(369.18)
Net profit attributable to equity share holders from discontinued operations	-	3,968.96
Weighted average no. of equity shares outstanding	2,045,703,031	1,741,593,442
Face value per share (₹)	10.00	10.00
Note 1 - Calculation of net profit attributable to equity share holders		
Profit after tax as per statement of profit and loss	(2,478.65)	(225.83)
Less - Distribution made to holders of perpetual instruments	(159.12)	(143.35)
Net profit/ (Loss) **attributable to** equity **share holders**	(2,637.77)	(369.18)

30 **Segment reporting**

The Group primarily operates in one reportable segment of financing and hence there are no separate reportable operating segments to be reported as per the IndAS 108 - Segment Reporting.

31 **Contingent liabilities and commitments :-**

As at March 31, 2026, the company does not have any contingent liabilities. (As at March 31, 2025: Nil).



31 Related party disclosures

(A) Related parties and their relationship

(I) Holding Company

Tata Motors Passenger Vehicles Limited (Formerly, Tata Motors Limited) (upto June 30, 2025)
Tata Motors Limited (Formerly , TML Commercial Vehicles Limited) (w.e.f July 01, 2025)

(II) Subsidiaries

TMF Business Services Limited

(III) Joint ventures

Loginomic Tech Solutions Private limited

(IV) Other related parties with whom transactions have taken place

(i) Fellow subsidiaries, associates and Joint arrangements within the Group

Tata Motors Global Services Limited (formerly known as TML Business Services Limited)
Tata Motors Insurance Broking And Advisory Services Limited
Tata Cummins Private Limited

(ii) Tata Sons and its subsidiaries and Joint arrangements

Tata Sons Private Limited
Tata AIG General Insurance Company Limited

(iii) Directors and key management personnel :

Mrs. Varsha Purandare - Independent Director
Dr. Vaijayanti Pandit - Independent Director (w.e.f. June 9, 2025)
Mr. Prakash Pandey - Non-Executive Director (w.e.f. April 3, 2025)
Mr. Sudeep Bhalla - Non-Executive Director (w.e.f. January 19, 2026)
Mr. Asim Mukhopadhyay - Non-Executive Director (w.e.f. January 19, 2026)
Mr. Vishwanathan Nallepalli -Manager (upto June 26, 2025)
Mr. Nasser Munjee, Independent Director and Chairman (upto June 11, 2025)
Mr. P. B. Balaji - Non-Executive Director (upto June 10, 2025)
Mr. N. V. Sivakumar - Independent Director (upto June 11, 2025)
Mr. Mohit Agarwal – Chief Financial Officer (w.e.f April 15, 2025)
Mr. Neeraj Dwivedi – Company Secretary (w.e.f. April 1, 2025)



31 Related party disclosures

(B) Transactions/Balances with Related parties

The following table summarizes related-party transactions for the year ended and balances as at March 31, 2026

(₹ in crores)

Transactions	Holding Company	Other Related parties	Total
a) Transactions during the year			
Expenses for support services (incl. reimbursement of expenses)	0.02	0.74	0.76
Exercise of put option on Hybrid perpetual bonds	700	-	700.00
Interest expense on inter corporate deposits accepted	180.86	-	180.86
Inter corporate deposits accepted	2,666.00	-	2,666.00
Inter corporate deposits repaid	(2,145.00)	-	(2,145.00)
b) Balances as at			
Amount payable in respect of inter corporate deposits	2,666.00	-	2,666.00
Amount payable	28.71	0.25	28.96

The following table summarizes related-party transactions for the year ended and balances as at March 31, 2025

(₹ in crores)

Transactions	Holding Company	Other Related parties	Total
a) Transactions during the year			
Rent income	0.05	2.38	2.41
Interest income on channel financing / Loan / bonds	-	1.90	1.90
Expenses for support services (incl. reimbursement of expenses)	0.10	0.95	1.05
Loans and advances recovered	-	365.56	365.56
Inter corporate deposits recovered	118.00	-	118.00
Interest income on inter corporate deposits placed	1.21	-	1.21
Exercise of put option on Hybrid perpetual bonds	500.00	-	500.00
Interest expense on inter corporate deposits accepted	49.26	-	49.26
Inter corporate deposits accepted	2,940.00	-	2,940.00
Inter corporate deposits repaid	795.00	-	795.00
b) Balances as at			
Amount payable in respect of inter corporate deposits	2,145.00	-	2,145.00
Amount receivable	-	2.66	2.66
Amount payable	0.22	0.60	0.82

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31 Related party disclosures

Key management personnel remuneration

(₹ in crores)

Particulars	For the year ended March 31 2026	For the year ended March 31 2025
Short term employee benefits (refer note below)	0.26	0.31

Note:

1) Expenses towards provision for gratuity and leave encashment which are determined actuarial basis at an overall Company level are not included in the above information.
2) Includes sitting fees paid to non-executive directors is ₹ 0.26 crores and ₹ 0.31 crores for the year ended March 31, 2026 and 2025, respectively.

Terms and conditions of transaction with related parties:
The transaction with related parties are made in the normal course of business and on terms equivalent to those that prevail in arm's length transactions.

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32 Fair value measurements

Financial Instruments by categories

The following table presents the carrying amounts of each category of financial assets and liabilities as at March 31, 2026:

(₹ in crores)

Financial assets	Amortised cost	FVTOCI	FVTPL	Derivative instruments in hedging relationship	Derivative instruments not in hedging relationship	Total carrying value
Investments	600.00	-	5,679.86	-	-	6,279.86
Trade & other receivables	-	-	-	-	-	-
Cash and cash equivalents	69.84	-	-	-	-	69.84
Other financial assets	31.19	-	-	-	-	31.19
Total	701.03	-	5,679.86	-	-	6,380.89

(₹ in crores)

Financial liabilities	Amortised Cost	FVTOCI	FVTPL	Derivative instruments in hedging relationship	Derivative instruments not in hedging relationship	Total carrying value
Borrowings	2,666.00	-	-	-	-	2,666.00
Debt securities	803.85	-	-	-	-	803.85
Trade & other payables	1.13	-	-	-	-	1.13
Other financial liabilities	38.43	-	-	-	-	38.43
Total	**3,509.41**	-	-	-	-	**3,509.41**

The following table presents the carrying amounts of each category of financial assets and liabilities as at March 31, 2025:

(₹ in crores)

Financial assets	Amortised cost	FVTOCI	FVTPL	Derivative instruments in hedging relationship	Derivative instruments not in hedging relationship	Total carrying value
Investments	600.00	-	61.14	-	-	661.14
Trade & other receivables	7.34	-	-	-	-	7.34
Cash and cash equivalents	6.19	-	-	-	-	6.19
Other financial assets	8,048.53	-	-	-	-	8,048.53
Total	**8,662.06**	-	**61.14**	-	-	**8,723.20**

(₹ in crores)

Financial liabilities	Amortised cost	FVTOCI	FVTPL	Derivative instruments in hedging relationship	Derivative instruments not in hedging relationship	Total carrying value
Borrowings	2,145.00	-	-	-	-	2,145.00
Debt securities	1,116.08	-	-	-	-	1,116.08
Trade & other payables	0.88	-	-	-	-	0.88
Subordinated liabilities	-	-	-	-	-	-
Derivative financial instruments	-	-	-	-	-	-
Other financial liabilities	42.22	-	-	-	-	42.22
Total	**3,304.18**	-	-	-	-	**3,304.18**

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Fair value hierarchy

Set out below, is a comparison by class of carrying amounts and fair value of the Group's financial assets/liabilities, other than those with the carrying amounts that are reasonable approximations of fair values:

(₹ in crores)

Particulars	As at March 31, 2026					
	Carrying value	Fair value	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value						
Investments	5,679.86	5,679.86	5,679.86	-	-	5,679.86
Total	**5,679.86**	**5,679.86**	**5,679.86**	-	-	5,679.86

(₹ in crores)

Particulars	As at March 31, 2026					
	Carrying value	Fair value	Level 1	Level 2	Level 3	Total
Financial liabilities measured at amortised cost for which fair value is disclosed						
Borrowings	26,66.00	26,66.00	-	26,66.00	-	26,66.00
Debt securities	8,03.85	8,33.33	-	8,33.33	-	8,33.33
Total	3,469.85	3,499.33	-	3,499.33	-	3,499.33

Fair valuation of financial liabilities that are of short term in nature is equal to it's carrying value

The following table presents the carrying amounts of each category of financial assets and liabilities as at March 31, 2025

(₹ in crores)

Particulars	As at March 31, 2025					
	Carrying value	Fair value	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value						
Investments	61.14	61.14	61.14	-	-	61.14
Other financial assets	8,016.62	8,016.62	-	-	8,016.62	8,016.62
Total	**8,077.76**	**8,077.76**	**61.14**	-	**8,016.62**	**8,077.76**

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New Delhi

(₹ in crores)

Particulars	As at March 31, 2025					
	Carrying value	Fair value	Level 1	Level 2	Level 3	Total
Financial liabilities measured at amortised cost for which fair value is disclosed						
Borrowings	2,145.00	2,145	-	2,145.00	-	2,145.00
Debt securities	1,116.08	1,120	-	1,119.81	-	1,119.81
Total	3,261.08	3,264.81	-	3,264.81	-	3,264.81

Quoted prices in an active market (Level 1): This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of quoted equity shares and mutual fund investments.

Valuation techniques with observable inputs (Level 2): This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e; as prices) or indirectly (i.e; derived from prices). This level of hierarchy include Group's over-the-counter (OTC) derivative contracts.

Valuation techniques with significant unobservable inputs (Level 3): This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. This level of hierarchy include investments in certain unquoted equity shares.

There has been no transfers between level 1, level 2 and level 3 for the year ended March 31, 2025. During the year, other financials assets reclassified to investment in equity share capital measured at FVTPL on account of listing of tata capital limited (TCL) shares in October 2025, investment in equity share capital classified as level 1.

Fair value of financial assets/liabilities measured at amortised cost

The carrying amounts of other financial assets and other financial liabilities other than those disclosed in table above valued at level 2 and level 3 are considered to be the same as their fair values due to the short term maturities of instruments and no material differences in the values.

33 Group as a Lessor

The Group has given passenger and commercial vehicles under operating lease.

The Group has recognised lease rental income from leasing of these assets amounting to ₹ 28.39 (March 31, 2025: ₹ 44.34 crores) in the Consolidated Statement of Profit and Loss. There are no variable lease rentals recognized during the year.

Although the risks associated with rights that the Group retains in underlying assets are not considered to be significant, the Group employs strategies to further minimise these risks. For example, ensuring all contracts include clauses requiring the lessee to compensate the Group when a property has been subjected to excess wear-and-tear during the lease term.

The undiscounted maturity analysis of future lease receivables is as follows-

(₹ in crores)

Particulars	As at March 31, 2026	As at March 31, 2025
Within 1 year		23.56
1-2 years		12.79
2-3 years		3.72
3-4 years		0.49
4-5 years		-
Above 5 years		-
Total	-	**40.56**

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TMF HOLDINGS LIMITED

Notes forming part of Consolidated Financial Statements for the year ended March 31, 2026

34 Maturity Analysis of Assets and Liabilities

The table below shows the maturity analysis of assets and liabilities according to when they are expected to be recovered or settled

(₹ in crores)

Particulars	As at March 31, 2026			As at March 31, 2025		
	Current	Non current	Total	Current	Non current	Total
I ASSETS						
1 Financial assets						
(a) Cash and cash equivalents	69.84	-	69.84	6.19	-	6.19
(b) Receivables	-	-		-	-	-
i. Trade receivables	-	-	-	7.34	-	7.34
ii. Other receivables	-	-	-	0.01	-	0.01
(c) Investments	0.01	6,279.86	6,279.87	61.14	600.00	661.14
(d) Other financial assets	30.97	0.22	31.19	31.57	8,016.96	8,048.53
2 Non-financial assets						
(a) Current tax assets (net)	20.71	129.29	150.00	-	189.45	189.45
(b) Property, plant and equipment	-	19.11	19.11	-	102.08	102.08
(c) Other intangible assets	-	0.25	0.25	-	0.33	0.33
(d) Other non-financial assets	6.25	1.76	8.01	19.11	1.79	20.90
Total assets	**127.78**	**6,430.49**	**6,558.27**	**125.36**	**8,910.61**	**9,035.97**
II LIABILITIES						
1 Financial liabilities						
(b) Payables						
i. Trade payables						
- total outstanding dues of micro enterprises and small enterprises	0.30	-	0.30	0.17	-	0.17
- total outstanding dues of creditors other than micro enterprises and small enterprises	0.78	-	0.78	0.66	-	0.66
ii. Other payables						-
- total outstanding dues of micro enterprises and small enterprises	-	-		-	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises	0.05	-	0.05	0.05	-	0.05
(c) Debt securities	803.85	-	803.85	375.39	740.69	1,116.08
(d) Borrowings (Other than debt securities)	2,666.00	-	2,666.00	2,145.00		2,145.00
(f) Other financials liabilities	12.69	25.74	38.43	12.69	29.53	42.22
2 Non-financial liabilities						
(a) Current tax liabilities (net)	2.87	-	2.87	3.87	-	3.87
(b) Deferred tax liabilities (net)	-	-	-	-	104.37	104.37
(c) Provisions	0.35	0.03	0.38	0.07	0.03	0.10
(d) Other non-financial liabilities	2.91	12.85	15.76	2.80	2.99	5.79
Total liabilities	**3,489.80**	**38.62**	**3,528.42**	**2,540.70**	**877.61**	**3,418.31**
Net	**(3,362.02)**	**6,391.87**	**3,029.85**	**(2,415.34)**	**8,033.00**	**5,617.66**

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New Delhi
Chartered Accountants

Financial risk management

The Group's activities expose it to market risk, credit risk and liquidity risk. The Group's risk management strategies focus on the un-predictability of these elements and seek to minimize the potential adverse effects on its financial performance. Centralised treasury department and risk management department advises on financial risks and the appropriate financial risk governance framework for The Group's and provides assurance to the Group's senior management that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives.

All hedging activities are carried out by Centralised treasury department possessing the appropriate skills, experience and supervision. The Group's policy is to hedge the exposure by taking derivative instruments and not to trade in derivatives for speculative purposes.

(A) Credit Risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its

-operating activities,
- Investing activities, including primarily investments in debt securities, preference shares, equity shares and mutual fund schemes; and
- financing activities, including term deposits and balances with banks and financial institutions and other financial instruments.

Exposure to Credit Risk

The carrying amount of financial assets represents the maximum credit exposure, being the total of the carrying amount of balances with banks, time deposits with banks, loans arising from financing activities, Investment in debt instruments, derivative instruments, trade receivables and other financial assets excluding equity investments.

Financial assets that are neither past due or impaired

Credit risk on cash and cash equivalents and deposits with banks/financial institutions is generally low as the said deposits have been made with banks/financial institution who have been assigned high credit rating by international/domestic rating agencies.

None of the Group's cash equivalents, including time deposits with banks, are past due or impaired. Regarding the derivative contracts, trade receivables and other financial assets are neither impaired nor past due, there were no indications as at March 31, 2025, that defaults in payment obligations will occur.

The Group exposure to market risk is a function of asset liability management activities. The Group continuously monitors these risks and manages them through appropriate risk limits. The Asset Liability Management Committee (ALCO) reviews market-related trends and risks and adopts various strategies related to assets and liabilities, in line with the Company's risk management framework. ALCO activities are in turn monitored and reviewed by a board sub-committee.

(B) Management of Liquidity risk

Liquidity risk is the risk that The Group's will not be able to meet its financial obligations as they become due. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as and when required.

The Group manages the liquidity risk by maintaining adequate cash reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. The Group invests its surplus funds in bank fixed deposit and liquid schemes of mutual funds, which carry no/negligible mark to market risks.

The below table analyses The Group's non-derivative and derivative financial liabilities as at the reporting date, into relevant maturity groupings based on the remaining period (as at that date) to the contractual maturity date. The amounts disclosed in the below table are the contractual un-discounted cash flows.

The table below provides details regarding the contractual maturities of financial liabilities, including estimated/contractual interest payments as at March 31, 2026:

(₹ in crores)

	Particulars	Carrying amount	Due in 1st year	Due in 2nd year	Due in 3rd to 5th year	Due after 5th year	Total contractual cashflows
	Non derivatives						
(a)	Borrowings	2,666.00	2,666.00	-	-	-	2,666.00
(b)	Trade and other payables	1.13	1.13	-	-	-	1.13
(c)	Debt securities	803.85	803.85		-	-	803.85
(d)	Other financial liabilities	38.43	38.43				38.43
	Total	**3,509.41**	**3,509.41**	**-**	**-**	**-**	**3,509.41**

The table below provides details regarding the contractual maturities of financial liabilities, including estimated/contractual interest payments as at March 31, 2025:

(₹ in crores)

	Particulars	Carrying amount	Due in 1st year	Due in 2nd year	Due in 3rd to 5th year	Due after 5th year	Total contractual cashflows
	Non derivatives						
(a)	Borrowings	2,145.00	2,145.00	-	-	-	2,145.00
(b)	Trade and other payables	0.88	0.88	-	-	-	0.88
(c)	Debt securities	1,116.08	389.32	831.33	-	-	1,220.65
(d)	Other financial liabilities	42.22	12.64	1.82	1.72	26.04	42.22
	Total	**3,304.18**	**2,547.84**	**833.14**	**1.73**	**26.04**	**3,408.75**

(C) Management of Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk, such as equity price risk. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes. Financial instruments affected by market risk include borrowings, investments and derivative financial instruments.

The Group exposure to market risk is a function of asset liability management activities. The Group continuously monitors these risks and manages them through appropriate risk limits. The Asset Liability Management Committee (ALCO) reviews market-related trends and risks and adopts various strategies related to assets and liabilities, in line with the Group's risk management framework. ALCO activities are in turn monitored and reviewed by a board sub-committee.



Equity price risk

Equity price risk is related to the change in market reference price of the investments in equity securities.

The fair value of some of the Group's investments measured at fair value through profit and loss exposes the Group to equity price risks. These investments are subject to changes in the market price of securities. The fair value of Group's investment in equity securities as at March 31, 2026 and March 31, 2025 was ₹ 5,679 crores and ₹ Nil respectively.

(₹ in crores)

Particulars	Impact on profit/ (loss) for the year	
	March 31, 2026	March 31, 2025
Equity price Sensitivity		
Increase in equity price by 10 %	567.69	-
Decrease in equity price by 10 %	(567.69)	-

(Note: The impact is indicated on equity before consequential tax impact, if any).

Capital management

The capital structure of the Group consists of net debt and total equity of the Group. The Group manages its capital to maximise the return to stakeholders through an optimum mix of debt and equity within the overall capital structure. The Group's risk management committee reviews the capital structure of the Group considering the cost of capital and the risks associated with each class of capital.

In addition the Group has financial covenants relating to the borrowing facilities that it has taken from the lenders which is monitored and complied by the Group.

37 The Board of Directors at its meeting held on January 29, 2026 had approved (subject to other requisite approvals) a Composite Scheme of Amalgmation involving merger of the Company and it's wholly owned subsidary TMF Buisness Services Limited with Tata Motors Limited (Formerly, TML Comemrcial Vechicles Limited).

38 Figures of previous period have been regrouped / reclassified wherever required.

As per our report of even date attached

For B R Maheswari & Co LLP
Chartered Accountants
Firm Registration Number: 001035N/N500050

B.R. MAHESWARI & CO. LLP ★ Chartered Accountants ★ M-118 Conn. Circus New Delhi

AKSHAY MAHESHWARI
Partner
Membership No. 504704

Place : Delhi
Date: April 28, 2026

For and on behalf of the Board of Directors

Varsha Purandare
Director

Prakash Pandey
Director

Mohit **Agarwal**
Chief Financial Officer

Neeraj Dwivedi
Company Secretary
Membership No :- ACS20874

Place : Mumbai
Date: April 28, 2026