BSE Limited
First Floor, New Trading Ring
Rotunda Building, P J Towers,
Dalal Street, Fort, Mumbai 400 001
Kind Attn: Mr Khushro A. Bulsara
General Manager & Head
Listing Compliance & Legal Regulatory

Listing Compliance Department
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai 400 051
Kind Attn: Mr Lokesh Bhandari
Senior Manager
Listing & Compliance

June 28, 2021

Sc no.16412
Dear Sirs,

Re: Annual Report (Integrated) for the Financial Year 2020-21 and Notice convening the 76th Annual General Meeting

This is with further reference to our letter no. Sc 16409 dated June 23, 2021 pursuant to Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report (Integrated) for the Financial Year 2020-21 along with Notice convening the 76th Annual General Meeting of the Company scheduled to be held on July 30, 2021 at 3.00 p.m. (IST) via two way video conferencing or other audio visual means. The 76th Annual Report (Integrated) for the FY2020-21 is also available on the Company's website at www.tatamotors.com.

This is for the information of the exchange and the members.

Yours faithfully,
Tata Motors Limited

Hoshang K Sethna
Company Secretary

TATA MOTORS

76th Integrated Annual Report 2020-21



Notice

(PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)

Dear Member,

NOTICE IS HEREBY GIVEN THAT THE SEVENTY SIXTH ANNUAL GENERAL MEETING OF TATA MOTORS LIMITED will be held on Friday, July 30, 2021 at 3:00 p.m. IST through video conferencing / other audio visual means to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 together with the Report of the Auditors thereon.
3. To appoint a Director in place of Mr N Chandrasekaran (DIN: 00121863) who, retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. Appointment of Mr Mitsuhiko Yamashita (DIN: 08871753) as a Director

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that Mr Mitsuhiko Yamashita (DIN: 08871753), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company w.e.f. September 16, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Article 132 of the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

5. Appointment of Mr Thierry Bolloré (DIN: 08935293) as a Director

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that Mr Thierry Bolloré (DIN: 08935293), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company w.e.f October 27, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Article 132 of the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

6. Appointment of Mr Kosaraju V Chowdary (DIN: 08485334) as a Director and as an Independent Director

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that Mr Kosaraju V Chowdary (DIN: 08485334), who was appointed as an Additional Director of the Company with effect from October 27, 2020 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Article 132 of the Articles of Association of the Company, but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') the appointment of Mr Kosaraju V Chowdary, that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of five years commencing from October 27, 2020 up to October 26, 2025 and who would not be liable to retire by rotation, be and is hereby approved."

7. Re-appointment of Mr Guenter Butschek (DIN: 07427375) as the Chief Executive Officer and Managing Director and payment of remuneration for the period February 15, 2021 to June 30, 2021

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED that based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read alongwith Schedule V of the Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and subject to the approval of the Central Government and on such conditions and modifications as may be prescribed or imposed, if any, whilst granting such

approval, the consent of the Members be and is hereby accorded to the re-appointment and terms of remuneration of Mr Guenter Butschek (DIN: 07427375) as the Chief Executive Officer and Managing Director of the Company ('MD') for a period from February 15, 2021 upto June 30, 2021, upon the following terms and conditions, including the remuneration to be paid in the event of loss or inadequacy of profits, calculated under Section 198 of the Act, in any financial year during his tenure, with liberty to the Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Directors and Mr Butschek:

I. NATURE OF DUTIES:

The MD shall, devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him. Subject to the superintendence, control and directions of the Board, the MD be entrusted with substantial powers of management which are in connection with and in the best interests of the business of the Company and the business of any one or more of its subsidiaries and/or associate companies, including performing duties as assigned by the Board from time to time by serving on the boards of such associate companies and/or subsidiaries or any other executive body or any committee of such a company.

II. REMUNERATION:

a) **Basic Salary:** €27,500 per month

b) **Benefits, Perquisites and Allowances:**

Details of Benefits, Perquisites and Allowances are as follows:

(i) Living allowance of €110,000 per month intended to support the transition for Mr Butschek (who is a German citizen) to India.

(ii) Rent-free residential accommodation (furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation.

(iii) Reimbursement of hospitalization and major medical expenses incurred as per rules of the Company.

(iv) Two Company maintained cars with drivers as per Company Policy.

(v) Telecommunication facility as per rules of the Company.

(vi) Other perquisites and allowances given below:-

- Medical Insurance Plan with global cover for self and spouse.
- Business Class travel, four times a year for self and spouse to Austria.
- Personal Accident Insurance Premium.
- Premium towards policy for compensating loss of life.
- Annual club membership fees.

(vii) Retirement benefits will be limited to contributions to Provident Fund and Gratuity Fund only as per the Rules of the Company.

(viii) Additional payment of €204,000 per annum in lieu of loss of pension in home country. This payment will be made after adjusting for contributions made towards elements of pension in India, listed in (vii) above.

(ix) Leave entitlement as per rules of the Company. Unavailed leave would lapse if not availed during the said term.

(x) Relocation expenses from Mumbai to his hometown at the end of his above tenure.

c) **Incentive Remuneration** in the form of:

(i) **Performance Linked Bonus:** The target performance linked bonus will be €5,50,000 per annum upto a maximum of €8,25,000 per annum. This performance linked bonus would be payable subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board which will be payable after the Annual Accounts have been approved. An indicative list of factors that may be considered for determining the extent of performance linked bonus by the Board as recommended by the Nomination and Remuneration Committee of Directors are:

- Company performance on certain defined qualitative and quantitative parameters as may be decided by the Board from time to time.
- Industry benchmarks of remuneration.
- Performance of the individual.

(ii) **Long Term Incentive:** With the objective of achieving long term value creation through retention and continuity of the leadership, it is intended that a long term incentive plan would be made available. The value of the long term incentive plan is intended to be a target of €5,50,000 per annum but not exceeding €8,25,000 per annum. This incentive would be payable subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board. No amount would be payable if termination of the agreement is initiated by the MD prior to completion of the term.

III. FOREIGN EXCHANGE CONVERSION AND TAXES:

The above remuneration would be paid in rupee equivalent according to the prevalent €/₹ rate at the time of each payment and would be subject to deduction of all applicable taxes at source. All applicable taxes would be payable by and to the account of Mr Butschek, except for certain categories of benefits and perquisites.

IV. MINIMUM REMUNERATION:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the MD, the Company has no profits or its profits are inadequate, the Company will pay to the MD remuneration by way of basic salary, benefits, perquisites and allowances, incentive remuneration and retirement benefits as specified above.

V. OTHER TERMS OF APPOINTMENT:

i. The terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the MD, subject to such approvals as may be required.

ii. The MD shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.

iii. The Contract with the MD may be terminated earlier, without any cause by either party giving to the other party three months' notice of such termination or the Company paying three months' remuneration which shall be limited to provision of basic salary, benefits, perquisites and allowances (including Living Allowance) and any pro-rated incentive remuneration, in lieu of such notice. Additionally, in case of termination initiated by the Company before the end of the Term for the reasons other than Tata Code of Conduct ('TCoC'), the MD shall be entitled to severance pay for balance term of the agreement and which shall be limited to provision of basic salary, living allowance and any pro-rated incentive remuneration.

iv. This appointment may not be terminated by the Company without notice or payment in lieu of notice except for reasons of breach of TCoC. In case of breach of TCoC, MD shall not be entitled to Severance.

v. In the event the MD is not in a position to discharge his official duties due to any physical or mental incapacity, he shall be entitled to receive notice pay and the severance as mentioned above and this contract shall stand terminated.

vi. Upon the termination by whatever means of employment of the MD:

- the MD shall immediately cease to hold offices held by him in any subsidiaries or associate companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall resign as trustee of any trust connected with the Company.
- the MD shall not without the consent of the Board at any time thereafter represent himself as connected with the Company or any of its subsidiaries or associate companies.

vii. All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the MD, unless specifically provided otherwise.

viii. If and when the Agreement expires or is terminated for any reason whatsoever, the appointee will cease to be the Chief Executive Officer and MD and also cease to be a Director. If at any time, the appointee ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the MD and the Agreement shall forthwith terminate. If at any time, the appointee ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and Chief Executive Officer and MD of the Company.

ix. The terms and conditions of appointment with the MD also include clauses pertaining to adherence with the TCoC, no conflict of interest with the Company, protection and use of Intellectual Properties, non-solicitation post termination of agreement and maintenance of confidentiality.

RESOLVED FURTHER that the Board of Directors or a Committee thereof, be and is hereby, authorized to take all such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things that may be necessary, proper, expedient or incidental for giving effect to this Resolution."

8. Appointment of Mr Girish Wagh (DIN: 03119361) as a Director

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that Mr Girish Wagh (DIN: 03119361), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company w.e.f. July 1, 2021 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Article 132 of the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

9. Appointment of Mr Girish Wagh (DIN: 03119361) as Executive Director and payment of remuneration

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED that based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Members be and is hereby accorded to the appointment and terms of remuneration of Mr Girish Wagh (DIN: 03119361) as the Executive Director of the Company for a period of 5 years with effect from July 1, 2021 upto June 30, 2026, upon the following terms and conditions, including the remuneration to be paid in the event of loss or inadequacy of profits, as calculated under Section 198 of the Act, in any financial year during his tenure, with liberty to the Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Directors and Mr Wagh:

I. NATURE OF DUTIES:

The Executive Director shall, devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and / or subsidiaries, including performing duties as assigned to the Executive Director from time to time by serving on the boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company.

II. REMUNERATION:

a) Basic Salary: ₹7,50,000/- per month; upto a maximum of ₹15,00,000/- per month.

The annual increment which will be effective 1st April each year, will be decided by the Board based on the recommendation of the Nomination and Remuneration Committee ('NRC') in consonance with individual performance and the performance of the Company, within the aforementioned maximum basic salary limit. The annual increment that would be effective on 1st April every year, would be limited upto an amount not exceeding 20% of the basic salary as may be decided by the Board in the above manner.

b) Benefits, Perquisites and Allowances:

Details of Benefits, Perquisites and Allowances are as per the rules of the Company, as follows:

- House Rent and Maintenance Allowance of 50% of Basic Salary; Medical insurance cover and domiciliary expenses; Life insurance cover; Car facility; Telecommunication facility; Club Membership; Leave and encashment of unavailed leave.
- Other perquisites and allowances given below:

a)	Leave Travel Concession/Allowance	8% of basic salary
b)	Other Allowances	100% of basic salary

- Retirement benefits: Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity Fund as per the rules of the Company.

c) Performance Linked Bonus:

The target performance linked bonus will be 150% of basic salary per annum upto a maximum of 225% of basic salary per annum. This Performance Linked Bonus would be payable subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board which will be payable annually after the Annual Accounts have been approved.

An indicative list of factors that may be considered for determining the extent of performance linked bonus, by the Board (recommended by the NRC) are:

- Company performance on certain defined qualitative and quantitative parameters as may be decided by the Board from time to time.
- Industry benchmarks of remuneration.
- Performance of the individual.

d) Employees Stock Option Plan ('ESOP') or Performance Share Award Plan ('PSP') and such other Long Term Incentive Plan ('LTIP') as per rules of the Company.

III. MINIMUM REMUNERATION:

Notwithstanding anything to the contrary herein contained, where in any financial year during the period of 3 years in the currency of the tenure of the Executive Director, the Company has no profits or its profits are inadequate, the Company will pay to the Executive Director remuneration by way of basic salary, benefits, perquisites and allowances, performance bonus (not exceeding 187.5% of basic salary) and Long Term incentive plan and retirement benefits, as specified above.

IV. OTHER TERMS OF APPOINTMENT:

a) The terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Executive Director, subject to such approvals as may be required.

b) The Executive Director shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.

c) This appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration, which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any Incentive Remuneration, including Stock Option plans, Performance Share plans (paid at the discretion of the Board), in lieu of such notice.

d) The employment of the Executive Director, may be terminated by the Company without notice or payment in lieu of notice:

- if the Executive Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associate company to which he is required by the Agreement to render services; or
- in the event of any serious repeated or continuing breach (after prior warning) or non-observance by the Executive Director, of any of the stipulations contained in the Agreement to be executed between the Company and the Executive Director; or
- in the event the Board expresses its loss of confidence in the Executive Director.

e) in the event the Executive Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.

f) Upon the termination by whatever means of employment of the Executive Director:

- the Executive Director shall immediately cease to hold offices held by him in any holding company, subsidiaries or associate companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall resign as trustee of any trust connected with the Company.
- the Executive Director shall not without the consent of the Board at any time thereafter represent himself as connected with the Company or any of its subsidiaries or associate companies.

g) All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the Executive Director, unless specifically provided otherwise.

h) If and when the Agreement expires or is terminated for any reason whatsoever, the appointee will cease to be the Executive Director and also cease to be a Director. If at any time, the appointee ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Executive Director and the Agreement shall forthwith terminate. If at any time, the appointee ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and Executive Director of the Company.

i) The terms and conditions of appointment with the Executive Director also include clauses pertaining to adherence with the Tata Code of Conduct, no conflict of interest with the Company, protection and use of Intellectual Properties, non-solicitation post termination of agreement and maintenance of confidentiality.

RESOLVED FURTHER that the Board of Directors or a Committee thereof, be and is hereby, authorized to take all such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things that may be necessary, proper, expedient or incidental for giving effect to this Resolution."

10. Remuneration to Non-Executive Directors (including Independent Directors)

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that in partial modification of the resolution at Item No. 5 passed by the Members at the Annual General Meeting held on July 30, 2019, based on the recommendation of the Nomination and Remuneration of Committee ('NRC') and pursuant to the provisions of Sections 149, 197, Schedule V and other applicable provisions of the Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') as amended from time to time, read with the Articles of Association of the Company, consent of the Company be and is hereby accorded for payment of remuneration to the Non-Executive Directors, including Independent Directors, of the Company (i.e. Directors other than the Managing Director and/or Whole Time Directors) in case of no / inadequate profits, as calculated under Section 198 of the Act, for the three Financial Years 2020-21, 2021-22 and 2022-23, in accordance with the limits prescribed under Schedule V of the Act and the same be paid and distributed amongst such Directors in such a manner as the Board of Directors may from time to time determine."

11. Tata Motors Limited Share-based Long Term Incentive Scheme 2021 and grant of stock options and / or performance share units to the Eligible Employees under the Scheme

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED that based on the recommendations of the Nomination and Remuneration of Committee ('NRC') and pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 ('Act') read with relevant rules made thereunder, provisions of Foreign Exchange Management Act, 1999, the rules and regulations framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by the Reserve Bank of India ('FEMA'), provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('SBEB Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), provisions of any regulations/ guidelines prescribed by the Securities and Exchange Board of India ('SEBI') and other applicable laws for the time being in force (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), relevant provisions of Memorandum of Association and Articles of Association of the Company and subject to any applicable approval, consent, permission and sanction of any authority(ies) and also any condition(s) and modification(s) as may be prescribed or imposed by such authority(ies) while granting any such approval, consent, permission and sanction, and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include NRC or their delegated authority to exercise its powers, including the powers conferred by this Resolution), the consent of the Members be and is hereby accorded to the Board to adopt and implement the 'Tata Motors Limited Share-based Long Term Incentive Scheme 2021' ('TML SLTI Scheme 2021' / 'the Scheme') (the salient features of the Scheme are furnished in the Explanatory Statement to this Notice) and to create, offer and grant such number of performance share units and/or stock options (hereinafter referred to as PSUs and/or 'Options') and to issue and allot such number of Ordinary Shares not exceeding 75,00,000 (Seventy Five Lakh Only) PSUs, representing in the aggregate 0.198% of the issued share capital of the Company and not exceeding 14,00,000 (Fourteen Lakh Only) Options, representing in the aggregate 0.037% of the issued share capital, from time to time, to the permanent employees of the Company, whether working in India or out of India, present or future, and to any whole-time director as may be decided by the Board and permitted under the SBEB Regulations, but does not include an employee who is a promoter or a person belonging to the promoter group, independent directors and a director who either by himself or through his relative or through any body corporate, holds directly or indirectly more than 10% of the outstanding equity shares of the Company ('Eligible Employees'), with each PSUs and/or 'Options' giving a right, but not an obligation, to the Eligible Employees to subscribe to one fully paid-up Ordinary Share of the face value of ₹2/- (Rupees Two Only), (a) at a price of

₹2/- (Rupees Two Only) per Ordinary Share in case of PSUs; and (b) at a price of ₹338/- (Rupees Three Hundred and Thirty Eight Only) per Ordinary Share in case of Options, and that the grant of PSUs and/or Options, vesting and exercise thereof shall be in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Scheme, the accounting policies, SBEB Regulations and in due compliance with the applicable laws and regulations in force.

RESOLVED FURTHER that the Ordinary Shares to be issued pursuant to the Scheme shall rank *pari passu* in all respects with the existing Ordinary Shares of the Company.

RESOLVED FURTHER that in case of any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, change in capital structure, merger, sale of division/ undertaking or other re-organization, the outstanding PSUs and/ or Options to be granted under the Scheme shall be suitably adjusted for the number of PSUs and/or Options as well as their exercise price, as applicable and that the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the Scheme are passed on to the Eligible Employees.

RESOLVED FURTHER that the Board be and is hereby authorized to approve the grant letter, application form, Performance Share Unit / Stock Option agreement and other related documents, to grant PSUs and/or 'Options' to the Eligible Employees (including deciding the number of PSUs and/or 'Options' to be granted to Eligible Employees at same work level), to allot Ordinary Shares upon exercise of PSUs and/or 'Options' by the Eligible Employees, to take necessary steps for listing of the Ordinary Shares allotted under the Scheme on the stock exchanges, to make any modifications/changes/variations/alterations/ revisions in the Scheme or suspend/ withdraw/revive the Scheme from time to time in conformity with the applicable laws, Memorandum of Association and Articles of Association of the Company as may be required, in case of any change in applicable laws or as specified by any statutory authority, without being required to seek any further consent or approval of the Members to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution provided that such change is not detrimental to the interest of the Eligible Employees, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to the implementation, administration and evolution of the Scheme.

RESOLVED FURTHER that the Company shall conform to the accounting policies prescribed from time to time under SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the TML SLTI Scheme 2021."

12. Extending the Tata Motors Share-based Long Term Incentive Scheme 2021 to eligible employees of certain subsidiary companies of the Company.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED that based on the recommendation of the Nomination and Remuneration of Committee ('NRC') and pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 ('Act') read with relevant rules made thereunder, provisions of Foreign Exchange Management Act, 1999, the rules and regulations framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by the Reserve Bank of India ('FEMA'), provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('SBEB Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), provisions of any regulations/guidelines prescribed by the Securities and Exchange Board of India ('SEBI') and other applicable laws for the time being in force (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), relevant provisions of Memorandum of Association and the Articles of Association of the Company and subject to any applicable approval, consent, permission and sanction of any authority(ies) and also any condition(s) and modification(s) as may be prescribed or imposed by such authority(ies) while granting such approval, consent, permission and sanction, and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include NRC or their delegated authority to exercise its powers, including the powers conferred by this Resolution), the consent of the Members be and is hereby accorded to the Board to extend the benefit and coverage of the 'Tata Motors Limited Share-based Long Term Incentive Scheme 2021' ('TML SLTI Scheme 2021'/'the Scheme') referred to in resolution under Item No. 11 of this Notice, for issue of performance share units and/or Options to such Eligible Employees (as defined in the TML SLTI Scheme 2021), of any present and future subsidiary companies of the Company ('Eligible Employees of subsidiary companies'), selected on the basis of criteria decided by the Board thereof in the manner, including the exercise price.

RESOLVED FURTHER that the Board be and is hereby authorized to approve the grant letter, application form, Performance Share Unit / Stock Option agreement and other related documents, to grant PSUs and/or Options to the Eligible Employees of subsidiary companies (including deciding the number of PSUs and/or Options to be granted to Eligible Employees of subsidiary companies at same work level), to allot Ordinary Shares upon exercise of PSUs and/or Options by the Eligible Employees of subsidiary companies, to take necessary steps for listing of the Ordinary Shares allotted under the Scheme on the stock exchanges, to make any modifications/changes/variations/ alterations/revisions in the Scheme or suspend/withdraw/revive the Scheme from time to time, in conformity with the applicable laws, Memorandum of Association and Articles of Association of the Company as may be required, in case of any change in applicable laws or as specified by any statutory authority, without being required to seek any further consent or approval of the Members to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution provided that such change is not detrimental to the interest of the Eligible Employees of subsidiary companies, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to the implementation, administration and evolution of the Scheme."

13. Appointment of Branch Auditors

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment(s)

thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Board of Directors be and is hereby authorised to appoint Branch Auditor(s) of any Branch Office of the Company, whether existing or which may be opened/acquired hereafter, outside India, in consultation with the Company's Auditors, any persons, qualified to act as Branch Auditors within the provisions of Section 143(8) of the Act and to fix their remuneration."

14. Ratification of Cost Auditor's Remuneration

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹5,00,000/- (Rupees Five Lakhs Only) plus applicable taxes, travel and out-of-pocket expenses incurred in connection with the audit, as approved by the Board of Directors, payable to M/s Mani & Co., Cost Accountants (Firm Registration No. 000004) who are appointed as Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2022."

By Order of the Board of Directors

HOSHANG K SETHNA
Company Secretary
FCS No: 3507

Mumbai, June 23, 2021

Registered Office:
Bombay House, 24, Homi Mody Street, Mumbai 400 001
Tel: +91 22 6665 8282
Email: inv_rel@tatamotors.com; Website: www.tatamotors.com
CIN: L28920MH1945PLC004520

NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to clarification on holding of annual general meeting ('AGM') through video conferencing ('VC') or other audio visual means ('OAVM') read with General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020 and No. 10/2021 dated June 23, 2021 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' and General Circular No.02/2021 dated January 13, 2021 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – COVID-19 pandemic' and circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ('AGM'/'the Meeting') through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, **the 76th AGM of the Company is being held through VC/OAVM on Friday, July 30, 2021 at 3.00 p.m. IST.** The deemed venue for the AGM will be the Registered Office of the Company Bombay House, 24 Homi Mody Street, Mumbai 400 001.
2. As per the provisions of clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the matters of Special Business as appearing at Item Nos. 4 to 14 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
3. The Explanatory Statement pursuant to Section 102 of the Act in respect of the business under Item Nos. 4 to 14 set out above and the relevant details of the Directors seeking appointment/ re- appointment at this AGM as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('Secretarial Standard') are annexed hereto. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
4. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
5. Institutional investors and corporate Members are encouraged to attend and vote at the 76th AGM through VC/ OAVM facility. Institutional investors and corporate Members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC/ OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by email at tml.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
6. Only registered Members (including the holders of 'A' Ordinary Shares) of the Company may attend and vote at the AGM through VC/OAVM facility. The holders of the American Depositary Receipts ('ADR') of the Company shall not be entitled to attend the said AGM. However, the ADR holders are entitled to give instructions for exercise of voting rights at the said Meeting through the Depositary, to give or withhold such consent, to receive such notice or to otherwise take action to exercise their rights with respect to such underlying shares represented by each such ADR. A brief statement, as to the manner in which such voting instructions may be given, is being sent to the ADR holders by the Depositary.
7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis

as per the MCA Circulars. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoter/ Promoter Group, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

10. In line with the General Circulars No. 20/2020 dated May 5, 2020 and No. 02/2021 dated January 13, 2021, issued by the MCA and the SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/RTA. The Notice of AGM and Annual Report 2020-21 are available on the Company's website viz. www.tatamotors.com and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com

11. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection. During the 76th AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act; the certificate from the Statutory Auditors of the Company stating that the Company has implemented the Tata Motors Limited Employees Stock Option Scheme 2018 ('Scheme') in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; and the special resolution passed by the Members of the Company approving the Scheme on August 3, 2018. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at inv_rel@tatamotors.com

12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Members' Referencer available on the Company's website under Investor resources. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in electronic form and to the Company's Registrar and Transfer Agent ('RTA') in case the shares are held by them in physical form, quoting their folio number.

13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

15. Non-Resident Indian Members are requested to inform the Company's RTA immediately of:

    a) Change in their residential status on return to India for permanent settlement.

    b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

16. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details/NECS/ mandates, nominations, power of attorney, change of address/name, Permanent Account Number ('PAN') details, etc. to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.

    In case of Members holding shares in physical form, such information is required to be provided to the Company's RTA in physical mode, after restoring normalcy or in electronic mode at csg-unit@tpclindia.co.in, as per instructions mentioned in the form. The said form can be downloaded from the Members' Referencer available on the Company's website under Investor resources.

    Members' Referencer giving guidance on securities related matters is put on the Company's website and can be accessed at link: https://www.tatamotors.com/investors/

17. **SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S RTA.**

18. As per Regulation 40 of the SEBI Listing Regulations, as amended, transfer of securities would be carried out in dematerialised form only with effect from April 1, 2019, except in case of transmission or transposition of securities. However, Members can continue to hold shares in physical form. In view of the same and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's RTA for assistance in this regard.

19. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in.

20. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.

21. The Company has made special arrangement with the RTA and NSDL for registration of email addresses in terms of the MCA Circulars for Members who wish to receive the Annual Report along with the AGM Notice electronically and to cast the vote electronically.

Eligible Members whose email addresses are not registered with the Company/ DPs are required to provide the same to RTA on or before 5:00 p.m. IST on Tuesday, July 20, 2021 pursuant to which, any Member may receive on the email address provided by the Member the Notice of this AGM along with the Annual Report 2020-21 and the procedure for remote e-voting along with the login ID and password for remote e-voting.

(i) Process for registration of email addresses with RTA is as under:

a) Visit the link https://tcpl.linkintime.co.in/EmailReg/email_register.html

b) Select the name of the Company from dropdown.

c) Enter details in respective fields such as DP ID and Client ID (if you hold the shares in demat form) / Folio no. and Certificate no. (if shares are held in physical form), Name of the Shareholder, PAN details, mobile number and e-mail ID.

d) System will send OTP on mobile number and e-mail ID.

e) Enter OTP received on mobile number and e-mail ID and submit.

After successful submission of the e-mail address, NSDL will email a copy of the the Notice of this AGM along with the Annual Report 2020-21 as also the remote e-Voting user ID and password on the e-mail address registered by the Member. In case of any queries, Members may write to csg-unit@tpclindia.co.in or evoting@nsdl.co.in.

(ii) Registration of email address permanently with RTA/DP: Members are requested to register the email address with their concerned DPs, in respect of shares held in demat mode and with RTA, in respect of shares held in physical mode, by writing to them.

(iii) Alternatively, those Members who have not registered their email addresses are required to send an email request to evoting@nsdl.co.in along with the following documents for procuring user id and password for e-voting for the resolutions set out in this Notice:

- In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card.
- In case shares are held in demat mode, please provide DPID-Client ID (8 digit DPID + 8 digit Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card.

22. VOTING BY MEMBERS:

A. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations (as amended), MCA Circulars and the SEBI Circulars, the Company is providing its Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means (by using the electronic voting system provided by NSDL) either by (i) remote e-voting prior to the AGM (as explained at 'para F' herein below) or (ii) remote e-voting during the AGM (as explained at 'para G' below). Instructions for Members for attending the AGM through VC/OAVM are explained at 'para H' below.

B. The voting rights of the Ordinary Shareholders shall be in the same proportion to the paid-up ordinary share capital and in case of voting rights on the 'A' Ordinary Shares, the holder shall be entitled to one vote for every ten 'A' Ordinary Shares held.

C. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday, July 23, 2021 ('cut-off date') shall be entitled to vote in respect of the shares held, by availing the facility of remote e-voting prior to the AGM or remote e-voting during the AGM.

D. The Members can opt for only one mode of remote e-voting i.e. either prior to the AGM or during the AGM. The Members present at the Meeting through VC/OAVM who have not already cast their vote by remote e-voting prior to the Meeting shall be able to exercise their right to cast their vote by remote e-voting during the Meeting. The Members who have cast their vote by remote e-voting prior to the AGM are eligible to attend the Meeting but shall not be entitled to cast their vote again.

E. The Board of Directors has appointed Mr P N Parikh (Membership No. FCS 327) and failing him; Ms Jigyasa Ved (Membership No. FCS 6488) and failing her; Mr Mitesh Dhabliwala (Membership No. FCS 8331) of M/s Parikh & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process, in a fair and transparent manner.

F. INSTRUCTIONS FOR REMOTE E-VOTING PRIOR TO THE AGM

Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Friday, July 23, 2021 may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

The remote e-voting period starts on Tuesday, July 27, 2021 (9.00 a.m. IST) and ends on Thursday, July 29, 2021 (5.00 p.m. IST). Remote e-voting shall be disabled by NSDL at 5:00 p.m. on July 29, 2021 and Members shall not be allowed to vote through remote e-voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

The way to vote electronically on NSDL e-voting system consists of 'Two Steps' which are mentioned below:

Step 1: Access to NSDL e-voting system

I. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

- For individual Members holding securities in demat mode with NSDL:

i. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on 'Access to e-Voting' under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

ii. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select 'Register Online for IDeAS Portal' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

iii. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

iv. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

App Store Google Play

- Individual Shareholders holding securities in demat mode with CDSL

i. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.

ii. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote.

iii. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

iv. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.

- Individual Shareholders (holding securities in demat mode) login through their depository participants

  You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

II. Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

i. Visit the e-voting website of NSDL. Open web browser by typing the URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

ii. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholders' section.

iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you log in to NSDL eservices after using your log in credentials, click on e-voting and you can proceed to step 2 i.e. Cast your vote electronically.

iv. Your User ID details will be as per details given below:

a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******).

b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12********** then your user ID is 12**********).

c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the Company (For example, for Members holding Ordinary Shares, if folio number is 001*** and EVEN is 116056 then user ID is 116056001***. For Members holding 'A' Ordinary Shares, if folio number is 001*** and EVEN is 116057 then user ID is 116057001***).

v. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:

a) Click on 'Forgot User Details/ Password?' (If you are holding shares in your Demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on www. evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your Demat account number/folio number, your PAN, your name and your registered address.

d) Members can also use the One Time Password (OTP) based login for casting the votes on the e-Voting system of NSDL

vi. After entering your password, tick on 'I hereby agree to all Terms and Conditions'.

vii. Click on 'Login' button.

viii. After you click on the 'Login' button, Home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system

i. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle and General Meeting is in active status.

ii. Select 'EVEN' of the Company to cast your vote during the remote e-voting period or during the AGM. For joining virtual meeting, you need to click on 'VC/OAVM' link placed under 'Join General Meeting'.

a. EVEN for Ordinary Shares is 116056.

b. EVEN for 'A' Ordinary Shares is 116057.

iii. Now you are ready for e-voting as the Voting page opens.

iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.

v. Upon confirmation, the message 'Vote cast successfully' will be displayed.

vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

G. INSTRUCTIONS FOR REMOTE E-VOTING DURING AGM

i. The procedure for remote e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC/ OAVM.

ii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-voting system for all those Members who will be present in the AGM through VC/OAVM facility but have not cast their vote on the resolutions by availing the remote e-voting facility and are otherwise not barred from doing so. The remote e-voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

General Guidelines for Shareholders

- Institutional/corporate Members (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to tml.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
- In case of any queries/grievances pertaining to remote e-voting (prior to and/or during the AGM), you may refer to the Frequently Asked Questions ('FAQs') for Shareholders and e-voting user manual for Shareholders available in the 'Downloads' section of www.evoting.nsdl.com.

H. INSTRUCTIONS FOR MEMBERS FOR ATTENDING AGM THROUGH VC / OAVM

i. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for access to NSDL e-voting system. After successful login, you can see link of 'VC/OAVM link' placed under 'Join General meeting' menu against the Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.

ii. Members are encouraged to join the Meeting through laptops for better experience. Further Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the Meeting. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

iii. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company's email address inv_rel@tatamotors.com on or before 5.00 p.m. IST on Monday, July 26, 2021. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

iv. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at inv_rel@tatamotors.com between Friday, July 23, 2021 (9:00 a.m. IST) and Wednesday, July 28, 2021 (5:00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

v. Members who need assistance before or during the AGM may contact NSDL on evoting@nsdl.co.in or 1800-222-990 or contact Mr Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in or call on +91 22 2499 4360.

23. DECLARATION OF RESULTS ON THE RESOLUTIONS:

- The Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within 2 working days from the conclusion of the AGM, submit a consolidated Scrutinizer's report of the total votes cast in favour and against the resolution(s), invalid votes, if any, and whether the resolution(s) has/have been carried or not, to the Chairman or a person authorized by him in writing.
- The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.tatamotors.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Ltd., where the securities of the Company are listed.
- Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. July 30, 2021.

EXPLANATORY STATEMENT

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), given hereunder sets out all material facts relating to the special business mentioned at Item Nos. 4 to 14 of the accompanying Notice dated June 23, 2021.

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors appointed Mr Mitsuhiko Yamashita (DIN: 08871753) as an Additional Director of the Company and also an Non-Executive, Independent Director w.e.f September 16, 2020, subject to approval of the Members. Mr Yamashita was appointed as a Senior Technical Advisor to the Chairman, Tata Sons Private Limited-Company's Promoter and based on the recommendation of the NRC, the Board of Directors approved change in designation of Mr Yamashita as a Non-Executive Non-Independent (Additional) Director of the Company w.e.f. October 27, 2020, liable to retire by rotation.

Pursuant to the provisions of Section 161(1) of the Act and Article 132 of the Articles of Association of the Company, Mr Yamashita shall hold office up to the date of this Annual General Meeting ('AGM') and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member, proposing his candidature for the office of Director. Mr Yamashita, once appointed will be liable to retire by rotation. The profile and specific areas of expertise of Mr Yamashita are provided as Annexure to this Notice.

Mr Yamashita has given his declaration to the Board that he is not restrained from acting as a Director by virtue of any Order passed by the Securities and Exchange Board of India ('SEBI') or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr Yamashita on the Board of the Company and accordingly the Board recommends the appointment of Mr Yamashita as a Non-Executive Director as proposed in the resolution set out at Item No. 4 for approval by the Members.

Except for Mr Yamashita and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 5

Based on the recommendation of the NRC, the Board of Directors appointed Mr Thierry Bolloré (DIN: 08935293) as an Additional Director of the Company and also Non-Executive Director, liable to retire by rotation, w.e.f October 27, 2020, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and Article 132 of the Articles of Association of the Company, Mr Bolloré shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member, proposing his candidature for the office of Director. Mr Bolloré, once appointed will be liable to retire by rotation. The profile and specific areas of expertise of Mr Bolloré are provided as Annexure to this Notice.

Mr Bolloré has given his declaration to the Board that he is not restrained from acting as a Director by virtue of any Order passed by the SEBI or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr Bolloré on the Board of the Company and accordingly the Board recommends the appointment of Mr Bolloré as a Non-Executive Director as proposed in the resolution set out at Item No. 5 for approval by the Members.

Except for Mr Bolloré and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 6

Based on recommendation of NRC, the Board of Directors appointed Mr Kosaraju V Chowdary (DIN: 08485334) as Additional Director of the Company and also Independent Director, not liable to retire by rotation, for a term of five years i.e. from October 27, 2020 up to October 26, 2025 subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and Article 132 of the Articles of Association of the Company, Mr Chowdary shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr Chowdary are provided as Annexure to this Notice.

Mr Chowdary has given his declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, Mr Chowdary is a person of integrity, possesses the relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr Chowdary on the Board of the Company and accordingly the Board recommends the appointment of Mr Chowdary as an Independent Director as proposed in the resolution set out at Item No. 6 for approval by the Members.

Electronic copy of the terms and condition of appointment of the Independent Directors is available for inspection. Please refer to Note 11 given in the Notice on inspection of documents.

Except for Mr Chowdary and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item Nos. 7 to 9

In respect of Item No. 7 of the Notice dealing with the re-appointment of Mr Guenter Butschek as the Chief Executive Officer and Managing Director and payment of remuneration

The Members will recall having approved, at the 71st AGM held on August 9, 2016 by way of Special Resolution, the appointment of Mr Guenter Butschek as the Chief Executive Officer and Managing Director ('Mr Butschek' or 'MD') of the Company for a tenure of 5 years commencing from February 15, 2016, including the terms of his remuneration as summarized below:

Remuneration:

a) Salary: €27,500 per month (rupee equivalent at the applicable rate on the date of payment);

b) Benefits, perquisites and allowances, including retirement benefits; and

c) Incentive Remuneration in the form of Performance Bonus and Long Term Incentive.

Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the term of the MD, the Company has no profits or its profits are inadequate, the Company will pay to the MD, remuneration by way of basic salary, benefits, perquisites and allowances, incentive remuneration and retirement benefits as specified above.

Further, the Members at the 75th AGM held on August 25, 2020, also by Special Resolutions approved the payment of minimum remuneration to the MD in view of inadequacy of profits/losses as calculated under the provisions of Section 198 of the Act, for FY 2019-20 and FY 2020-21 (upto February 14, 2021).

To facilitate the introduction and smooth transition of Mr Butschek's role to the successor, the Board of Directors, based on the recommendation of the NRC, has on February 12, 2021 approved the re-appointment of Mr Butschek as the MD for a period from February 15, 2021 to June 30, 2021 on similar terms and conditions of remuneration during his prior tenure (of February 15, 2016 to February 14, 2021). The above is taking into consideration the request of Mr Butschek to return to his home country for personal reasons. However considering the critical phase and challenges currently faced by the Company, it has been agreed that Mr Butschek's expertise would continue to be made available as a Consultant to advise on significant/strategic initiatives upto the period March 31, 2022.

The following is the calculation of remuneration to Mr Butschek in view of absence of profits / losses for FY 2020-21 and for the period February 15, 2021 to March 31, 2021:

(₹ in crores)

		FY 2020-21	Prorated for period Feb 15, 2021 to March 31, 2021
a.	Mr Butschek's Remuneration	27.38	3.42
b.	Amounts not to be considered for limits as per Schedule V	0.18	0.03
c.	Maximum limit prescribed under Schedule V on his remuneration#	2.40	0.30
d.	Performance bonus and LTIP recommended by the NRC and the Board on June 23, 2021 but not paid	9.63	1.20
e.	Excess paid beyond prescribed Schedule V limit [a-b-c-d]	15.17*	1.89

 # the maximum prescribed is calculated based on the effective capital of ₹12,288.86 crores as per Schedule V of the Act.

** out of the above, an amount of ₹13.28 crores was inter alia approved by the Members on August 25, 2020.*

It may be noted that as per the terms of the agreement with Mr Butschek, the following LTIP have been approved by the Board based on the recommendation of the NRC in the previous year which have been accrued in the books of accounts in the respective years and would be due and paid upon Mr Butschek fulfilling his responsibilities for remainder of his term under the employment contract:

- LTIP for FY 2017-18: ₹5,66,14,074/- (€6,60,000) payable in August 2021.
- LTIP for FY 2018-19: ₹5,09,52,667/- (€5,94,000) is due and payable in April 2022.
- LTIP for FY 2019-20: ₹1,41,53,519/- (€1,65,000) is due and payable in April 2023.
- LTIP for FY 2020-21: ₹4,81,45,552/- (€5,61,275) is due and payable in April 2024. Out of the same, an amount of ₹60,18,194 pertaining to the period February 15, 2021 to March 31, 2021 is subject to approval of the Members.

The LTIP amount for FY 2017-18, FY 2018-19 and FY 2019-20 has been revised due to foreign currency due to exchange rate fluctuation.

Approval of the Members is being sought by way of a special resolution at Item No. 7 for the re-appointment and payment of remuneration (including for the period February 15, 2021 to March 31, 2021) to Mr Butschek. Mr Butschek, being a German citizen and non-resident of India, approval of Central Government is also being sought for his re-appointment.

In respect of Item Nos. 8 and 9 of the Notice dealing with the appointment of Mr Girish Wagh as a Director and Executive Director and payment of remuneration

The Board of Directors, based on the recommendation of the NRC has, at its meeting held on June 23, 2021, approved the appointment of Mr Girish Wagh as an Additional Director and the Executive Director ('ED') of the Company w.e.f July 1, 2021 (the 'Date of Appointment') and entrusted him with the overall responsibility of Tata Motors' operations pertaining to Commercial Vehicle business of Tata Motors in India and international markets which, *inter alia*, included South Korea, Thailand, Spain, Indonesia and South Africa.

Pursuant to the provisions of Section 161(1) of the Act, the Rules framed thereunder and the Articles of Association of the Company, Mr Wagh would cease to hold office at the ensuing Annual General Meeting but would be eligible for appointment as a Director. Notice under Section 160 of the Act has been received from a Member signifying his intention to propose Mr Wagh's appointment as a Director and the Members' approval is sought for the said proposal given in the Resolution No. 8.

Members' approval is also sought for the appointment and payment of remuneration, including minimum remuneration, to Mr Wagh as the Executive Director of the Company w.e.f July 1, 2021 for a period of 5 years, pursuant to Sections 196, 197, Schedule V and other applicable provisions, if any, of the Act.

In respect of Item Nos. 7 to 9 of the Notice

The Company recorded a loss for FY 2020-21 of ₹2,687.07 crores on a standalone basis (without Joint Operations). The Company incurred a loss of ₹2,832.92 crores for FY 2020-21 as calculated under Section 198 of the Act for the payment of Managerial Remuneration as per the provisions of Section 197 read with Schedule V of the Act and the rules thereunder. Further, whilst the Company has improved its performance in FY 2020-21, it may be likely that the Company may have a scenario wherein there are inadequacy of profits under the said provisions of the Act in FY 2021-22. As a measure of prudence, Members' approval is being sought for payment of minimum remuneration as defined in the proposed resolutions at Item Nos. 7 to 9 of the Notice .

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE ACT

I. General Information

1. Nature of Industry:

The Company is mainly engaged in the business of manufacture, assembly and sale of automobile products consisting of all types of commercial and passenger vehicles, including spare parts.

2. Date or expected date of commencement of commercial production:

The Company was incorporated on September 1, 1945 and on receipt of Commencement of Business Certificate on November 20, 1945, the Company had since commenced its business.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

4. Financial Performance based on given indicators:

(₹ in crores)

Particulars	FY 2020-21		FY 2019-20		FY 2018-19		FY 2017-18		FY 2016-17	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Revenue from Operations (Gross)	46,536.61	2,49,794.75	42,963.03	2,61,067.91	67,611.07	301,938.40	57,258.60	2,95,409.34	48,319.90	274,492.12
Profit/(Loss) for the period	(2,687.07)	(13,395.10)	(7,453.98)	(11,975.23)	1,903.94	(28,724.20)	(1,266.19)	9,091.36	2,597.62	7,556.56
Profit/(Loss) under Sec. 198	(2,832.92)	NA	(7,083.20)	NA	396.12	NA	(1,511.32)	NA	(2,564.03)	NA

Note: Above amounts are extracted from financial statements of the Company on consolidated and standalone basis (without Joint Operations) for the respective financial year.

It may be noticed from the above table that there is significant improvement in the Company's operating performance and financial results in FY 2020-21, primarily due to strong volumes for passenger vehicles, improved product mix and structural cost improvements. Further, there is reversal of impairment losses and onerous contract provisions as on March 31, 2021, on the back of the significant improvement in the performance and outlook of the PV business. Our new BSVI Commercial vehicles product range was well received by the customers. CV business consistently posted sequential quarter on quarter growth and improved realization. A clear shift towards personal mobility and the rich preference for our 'New Forever' range of cars and SUVs led to the PV business recording its highest ever annual sales in 8 years and growing its market share to 8.2%. Despite challenging environment, the Company has posted positive EBITDA of ₹1,197 crores in FY 2020-21 as compared to negative EBITDA of ₹324 crores in FY 2019-20 on a standalone basis. The Company managed cash flows exceptionally well under very challenging circumstances, with detailed planning, monitoring and actions, ending the year on a better footing as compared to expectations. Further, the Company could reduce some of its borrowing costs consequent to Tata Sons Private Limited exercising conversion option on its 23,13,33,871 warrants into 23,13,33,871 Ordinary Shares by paying balance subscription money of ₹2,603 crores during the year ended March 31, 2021.

Tata Motors' Standalone financial performance reflects lesser negative results as compared to previous year's loss as stated above under Section 198 of the Act. Tata Motors' Consolidated financial performance continues to show improvements.

5. Foreign Investment or collaborations, if any:

The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company. Foreign investors, mainly comprising FIIs and ADR holders, are investors in the Company on account of past issuances of securities and secondary market purchases.

II. INFORMATION ABOUT THE APPOINTEES

A. Mr Guenter Butschek, Chief Executive Officer and Managing Director

1. Background details:

Aged 60, Mr Guenter Butschek is a graduate in Business Administration and Economics with a diploma from the University of Cooperative Education Stuttgart, Germany, with wide and varied experience in business in the aerospace and the automobile industries leading industrial strategies, operational excellence, turnaround initiatives and large scale business transformations and setting the footprint for future profitable growth. Before joining Tata Motors, he has worked in the Airbus Group, Daimler AG and Mercedes-Benz AG in Stuttgart, Germany for over three decades in various positions and functions across geographies. He has optimized manufacturing footprints, aligned end-to-end demand and supply chains and improved global operating systems. He led joint ventures, created partnerships with social partners (trade unions), private and public authorities, fostering a culture of teaming, agility and accountability.

2. Past remuneration:

(₹ in Lakhs)

Particulars	FY 2020-21	FY 2019-20	FY 2018-19
Salary	285.55	259.67	266.88
Perquisites and Allowances (includes payment in lieu of pension)	1,318.43	1,222.12	1,410.46
Commission, Bonus and Performance Linked Incentive	962.91[1]	282.72	922.72
Retirals	171.33	166.03	32.02
Total Remuneration payable[2]	**2,738.22**	**1,930.54**	**2,632.08**

(1) Performance bonus and LTIP of ₹962.91 lakhs for FY 2020-21 recommended by NRC and Board on June 23, 2021 (subject to Members' approval) but not paid.

(2) There is no change in the ₹ denominated remuneration of Mr Butschek, except for performance linked bonus and long term Incentives, during the five financial years. The change in amount is mainly on account of foreign exchange conversion into Rupees (Euro rate fluctuates from ₹80.82 on April 1, 2018 to ₹85.78 on March 31, 2021). The exchange rates used for remuneration are conversion rate on the date of actual payment.

Mr Butschek is not entitled to any stock options under the Tata Motors Limited Employees Stock Options Scheme, 2018.

3. Job profile and his suitability:

Mr Butschek is the Chief Executive Officer and Managing Director ('MD') of the Company since February 15, 2016 and is entrusted with the overall responsibility of Tata Motors' operations in India and international markets (but excluding Jaguar Land Rover operations). Mr Butschek provides Tata Motors with profound knowledge in complex restructuring/ turnaround programs and cultural transformation initiatives by filling in critical skill gaps, onboarding employees and creating ownership in the organization. His leadership creates international teams and fosters a culture of cross-functional teamwork, agility and accountability. Taking into consideration the size of the Company, the complex nature of its operations, the strategic and operational restructuring and transformation required and Mr Butschek's broad functional and general management skills, his rich global experience of growing organizations and developing new markets, the Board has considered Mr Butschek suitable for this position. Also as a Director, he is nominated on the Board of certain strategic subsidiary companies. It may be noted that the Company or its subsidiaries does not additionally compensate him in any manner for these additional activities.

As may be seen from the Company's financials briefly stated in point no. 4 under the heading 'General Information' stated above, while the Company's performance in FY 2019-20, was impacted due to various challenges such as continuing pressure on liquidity, high fuel prices, revised axle load norms, mandatory transition to BSVI norms, plus weak consumer sentiments, the Company significantly improved its performance in FY 2020-21 due to strong recovery in Passenger Vehicles business and strong structural cost improvement actions. Some major steps taken by the Company under Mr Butschek's leadership are summarised in point no. 2 under the heading 'Other Information' given below.

4. Remuneration proposed:

Details on remuneration have been stated in the Resolution No. 7 of the Notice. In monetary terms the remuneration for period is given hereunder:

(₹ in Lakhs)

Particulars	April 1, 2021 to June 30, 2021	February 15, 2021 to March 31, 2021
Salary	70.60	35.69
Perquisites and Allowances (includes payment in lieu of pension)#	320.49	164.80
Commission, Bonus and Performance Linked Incentive	235.32*	120.36
Retirals	42.36	21.42
Total Remuneration	**668.77**	**342.27**

 # Certain Perquisites and Allowances are based on realistic assumptions.

** Estimated at €550,000 on achievement of target at 100%. The Agreement provides a range from €550,000 to €825,000 each for performance bonus and LTIP. The remuneration is denominated in € converted into ₹ on the date of payment. The Foreign Exchange rate for all future payments of remuneration is assumed at a constant of 1€=₹85.57 (rate as on the date of payment for March 2021). The remuneration for FY 2021-22 is estimated on similar basis as FY 2020-21 but is pro-rated for a period of 3 months i.e. upto June 30,2021.*

5. Comparative remuneration profile with respect to the industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Remuneration of Mr Butschek has been subjected to peer level benchmarks with the help of survey conducted by Aon Hewitt, an independent global compensation consultant. The proposed remuneration is commensurate with the prevailing level for position of Business Leaders of global automobile companies who are nationals of US or Europe and serve as CEO/MD which represents suitable talent market for the incumbent. The table below illustrates the requisite comparative data of the CEO/ MD remuneration in global automotive companies:

Total Cost to Company ('TCC') with Long Term Incentive

(₹ in lakhs)

10th percentile	25th percentile	Median	75th percentile	90th percentile
2,570	2,989	5,110	8,765	10,063

(Data Source: Aon Hewitt Executive Compensation team).

6. Results, Recognition and Awards:

- For FY 2020-21, the Company's Passenger Vehicles business posted a growth of 69% vis-à-vis FY2019-20 with a market share of 8.2% (+340 basis points over FY2019-20). The gain in market share is not only highest in the industry but also highest in any single year since inception of Tata Motors. Passenger Vehicles business cemented its #3 position after 9 years, with secular demand across the "New Forever" product portfolio. Nexon EV dominated the personal segment with a market share of 69.8% in Q4 FY21.

- Nexon, India's safest car received 5-star GNCAP rating followed by similar rating for Altroz. Tiago and Tigor became the safest cars in their respective segments with 4-star GNCAP rating. We have been instrumental in setting new benchmarks in safety standards for the industry.
- Customer metrics (NPS, CSI) improved significantly – Passenger Vehicle Business achieved Rank 2 (highest score ever) in JDP CSI (Customer Satisfaction Index) for a third consecutive year in FY 2019-20.
- Commercial Vehicles Business continued to improve its market share in MHCV to 58.1% (+310 bps vs FY19), ILCV, 45.9% (+50 bps vs FY 19). The service and spare part penetration increased by 600 bps in FY 2020-21 vs FY 2019-20, with higher contribution to revenue.
- CVBU Net Promoter Score (NPS), a customer loyalty and satisfaction measurement, improved for 5th consecutive year to 68 from 65 in FY20, total + 11 points improvement in three years. In FY21, CV Business improved its Industry leading score further showing progress on all 9 sub aspects of Dealer Satisfaction Index
- CVBU won several awards this year, which included a) CII Customer Obsession award, for the 3rd consecutive year, recognizing the Company's service for customer centricity, b) Tata InnoVista award for modular Intra vehicle platform, c) Two Golden Peacock awards one each for DigiVOR, and 9x9 electric Bus, d) Most innovative environmental project for Tata Motors Prolife, e) World innovation congress award for Digi VOR and f) First price in national energy conservation by ministry of power and bureau of energy efficiency for Jamshedpur Plant.
- Commercial Vehicles BSVI product range was well received by the customers and continued to create new paradigms of functionality, productivity, comfort, performance and connectivity, thereby bringing forth the core benefit of lower TCO (total cost of ownership) and/or enhanced returns on investment for customers. Leveraging the superior portfolio, Commercial Vehicles business consistently posted sequential quarter on quarter growth and improved realization.
- Leading the industry in supporting Govt's Vision and fueling e-mobility aspirations, both in PV as well as CV, a full range of xEV solutions (hybrid, electric, fuel cell, LNG) has been developed, highlighting state of the art in-house engineering capabilities.
- In FY 2018-19 the Company was adjudged as the 2nd Most Attractive brand by ET and the Most Trusted Automotive Brand by Brand Equity. It was ranked 31st out of 2,000 and 5th among global automobile manufacturers in Forbes World's Best Regarded Companies 2019.
- The Company was amongst the top 10 companies in BSE 100 companies evaluated by IiAS on the Indian Corporate Governance Scorecard in 2018, 2019, 2020.
- FY 2020-21 was an exceptionally challenging year – unpredictable markets perpetuated by the pandemic as well as the concerns around health & safety of the Company's employees and their families. After a complete washout in Q1 (first wave Covid), the Company could manage profitability and cash flows through a Business Continuity Plan, which holistically addressed the entire ecosystem for the three phases of lockdown, restart and revival that made the second part of the fiscal year, in particular Q4 an exceptional period of structural recovery, delivering on the essence of the Turnaround achievements.
- Based on the learnings from the initial Business Continuity Plan, Tata Motors crafted a forward-looking Business Agility Plan in order to master the challenge of the 2nd wave, build on the new strengths in operations, sales and financials and taking advantage of continuity of the leadership team in this demanding period of time.
- Greater empowerment within Business Units by creation of Product Line structure, greater customer facing roles in frontline leading to improved customer centricity, agility and accountability in operations to streamline supply bottlenecks and address product development issues.
- There was strong performance in the business despite COVID-19 pandemic. The Company continued to focus on operational efficiencies and delivered cash and cost savings of ₹9,300 crores against targets of ₹6,000 crores. PV business recorded its highest ever annual sales in 8 years and increased its market share to 8.2%. The Company strengthened its market share in EV's to 71.4%, led by good response for Nexon EV's. The Company maintained its leadership position in CV's with market share of 42.4%. The market share in MHCV's improved by 70 bps to 58.1% in FY 2020-21. Both CV and PV business witnessed strong improvement in margins in FY 2020-21.

B. Mr Girish Wagh, Executive Director

1. Background details:

Aged 50, Mr Girish Wagh has done his MBA from S. P. Jain Institute of Management & Research, BE from Pune University. Mr Wagh has been the President and Head of the Commercial Vehicle Business Unit and a member of the Tata Motors Executive Committee (ExCom) since 2017. During his 29 years with Tata Motors, he has worked with both the business units - Passenger Vehicles and Commercial Vehicles, as also various functions in the value chain.

In his illustrious career, he is credited with delivering key projects such as the Tata ACE - Mini Truck and Nano, and the recent passenger cars like Bolt, Zest, Tiago, Hexa and Tigor, before taking charge to lead the Commercial Vehicle Business Unit. For his excellent contribution to the Automotive Industry, he was recognized as a 'Rising Star' by Automotive News Europe in 2011. He played a pivotal role in successfully navigating the CV Business through two years of growth in FY18 and FY19 which was followed by unprecedented contraction in the Industry volumes due to regulatory changes in FY20 and COVID-pandemic in FY21. In 2020, he was also awarded, the 'CV Man of the Year', by the prestigious CV Apollo Awards magazine. Mr Wagh is a member of CII's (Confederation of Indian Industries) National Council, and the Chairman of the SIAM's Commercial Vehicle CEO Council.

2. **Past remuneration:**

(₹ in Lakhs)

Particulars	FY 2020-21	FY 2019-20	FY 2018-19
Basic Salary	76.70	76.70	64.74
Benefits, Perquisites and Allowances	201.48	155.63	129.00
Performance Payment	115.95	39.09	108.69
Retirement Benefits*	10.70	10.70	9.27
Total Remuneration Payable	**404.83**	**282.12**	**311.70**

**Excludes provision for encashable leave and gratuity as a separate actuarial valuation is not available.*

In the year 2018, Mr Wagh was granted 2,28,600 stock options exercisable into 2,28,600 Ordinary Shares under the Tata Motors Limited Employees Stock Options Scheme, 2018 and the same would vest on fulfillment of certain performance criteria. Mr Wagh would be eligible for grant of Performance Share and/or Options under the Tata Motors Limited Share-based Long Term Incentive Scheme 2021, to be approved by the Members at this AGM.

3. **Job profile and his suitability:**

The appointment of Mr Wagh is in the context of the following:

- Over the last couple of years, the Company's Commercial Vehicle has been going through a set of unprecedented circumstances, including on account of the COVID pandemic i.e. sustained sector and market share shrinkage, industry volumes shrinkage, heightened competitive pressures from global OEM's, flux in regulatory environment and drop in profitability.
- The Commercial Vehicle business requires due focus and strategy correction. Mr Wagh as the President of the business has significantly contributed to its growth over the years.

Mr Wagh has been a Mentor and Leader for TBEM assessment of companies within TATA Group. This includes leading assessment of JRD QV award-winning companies like TCS, Tata Steel & Titan as a Team Leader. He has been actively involved in mentoring teams conducting assessment of other Tata Companies in the Group.

Under his able leadership and vision to upgrade the standard of commercial vehicle transportation in the country, Tata Motors commercial vehicle business unit went beyond compliance and completely reimagined and re-conceptualized its entire range, as a part of BSVI transition in FY21. The all-new BSVI range of CV products has been well accepted by the customers for its improved total cost of ownership (TCO) and/or enhanced profitability, comfort and convenience for the end customer.

Mr Wagh with his visionary leadership has been driving a few other key initiatives to strengthen and transform the CV Business this includes a) Digitalization, under which a comprehensive roadmap has been formed and is being deployed b) Financier partnerships c) Go to Market Excellence for front end engagement and sales process, d) Ecosystem Management under which various programs have been introduced for stakeholders in the CV ecosystem, which includes TATA Samarth program – health & accident insurance and financial planning for drivers, Saarthi Aaram Kendras- rest stops for on route drivers; 'Desh ke Saarthi to facilitate driver job search. Further, for local mechanics: a 'Bandhu' portal has been rolled out to connect them with customers.

All these efforts helped CVBU Net Promoter Score (NPS), customer loyalty and satisfaction measurement, improve for 5th consecutive time to 68 in FY21, vs 65 in FY20, total +11 points improvement in three years as per the study done by Milward Brown (Kantar Group). CVBU has delivered a strong performance through market share growth in MHCV and ILCV segments, and arresting and reversing the FY20 fall in SCV and Pickup segment in H2 FY21, while also gaining share in traditionally weaker Pickup Segment. Concerted actions have been rolled out and continue to be a priority for sustained winning in the SCV&PU segment.

Special focus on the Dealer profitability initiative, under his tenure, helped in institutionalizing it, thereby helping TML CVBU dealers immensely. Through efforts under this initiative, the average volume breakeven of its dealers has come down by ~25% and Tata Motors CVBU leapfrogged in Dealer Satisfaction scores from below industry average in FY17 to Rank#2 in FY18 and Rank #1 in FY20, as per the last syndicated study done by JD power DSWAMI survey.

Tata Motors' CVBU has undertaken a rigorous cost reduction drive over the last 4 years. These efforts have helped TML CVBU shave off 4-6% of its annual purchase value each year while protecting and enhancing customer value. This has cumulatively helped TATA Motors CVBU reduce its breakeven by as much as 23.4% from last year in volume terms. While also ensuring Industry-leading performance on all customer-facing metrics. These efforts have been recognized as TML CVBU was adjudged under "Exemplary category" in TCM (Total Cost Management) maturity by CII (Confederation of Indian Industries).

TATA Motors CVBU bagged several awards in FY21 some of these include: a) CII Customer Obsession Award, for the 3rd consecutive year, recognizing TML's service for customer centricity, b) 3rd consecutive CV Manufacturer of the Year Award by Apollo CV awards 2021, along with five other segmental awards c) Two Golden Peacock awards one each for i) TATA Urban Electric Bus-Zero emission - urban people Mover" and ii) "Digi-VOR", a digitalized Vehicle off-road spare part ordering system which aggregates the entire service network inventory and pickups up the nearest location for sourcing spare parts thereby reducing parts delivery time by 90%.

Standing true to the commitment towards a sustainable environment, Tata Motors CV Business along with its channel partners, launched the 'Go Green' initiative, under which, a sapling is planted for sale of every new commercial vehicle and for every new customer who gets their vehicle serviced at the company's service network. More than 2.6 lac plants have already been planted under this initiative.

4. **Remuneration proposed:**

Details on remuneration have been stated in Resolution No. 9 of the Notice. In monetary terms the remuneration for

the 3 years period from the date of his appointment is given hereunder:

(₹ in Lakhs)

Particulars	FY 2021-22	FY 2022-23	FY 2023-24	FY 2024-25
				3 months
Basic Salary[1]	90.00	99.00	108.90	29.95
Benefits, Perquisites and Allowances[2]	158.28	172.50	188.14	47.32
Performance Payment[3]	135	148.50	163.35	4.02
PSP and ESOP[4]	60.00	93.00	129.30	44.92
Retirement Benefits[5]	24.30	26.73	29.40	27.31
Total Remuneration Payable	**467.58**	**539.73**	**619.09**	**153.51**

[1] Assumed increase of 10% each year in basic salary.

[2] Excludes medical insurance cover and domiciliary expenses; Life insurance cover; Telecommunication facility and Club Membership which will be provided as per the Company rules.

[3] Performance payment estimated on achievement of 100% target outlined in Balance Scorecard and includes Market Shares, Financial metrics (Revenue, EBIT and Free Cash Flows) and ESG amongst others.

[4] PSP/ESOP estimated on achievement of target at 100% as outlined in the scheme.

[5] Excludes provision for encashable leave and gratuity as a separate actuarial valuation is not available.

** The above salary increase, incentives and other perquisites and allowances are based on realistic assumptions and could change based on Company and individual performance, industry scenario and other parameters. These will be taken into consideration by the NRC from time to time.*

5. **Comparative remuneration profile with respect to the industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

Remuneration of Mr Wagh has been subjected to peer level benchmarks with the help of survey conducted by Deloitte, an independent global compensation consultant. The proposed remuneration is commensurate with the industry standards and Board level positions held in similar sized domestic companies, taking into consideration the responsibilities shouldered by him. The table below illustrates the requisite comparative data of the ED/CEO remuneration in the domestic automotive and other major companies having positions of similar size and scale:

Total Cost to Company with Long Term Incentive

(₹ in Lakhs)

10th percentile	25th percentile	Median	75th percentile	90th percentile
554.82	612.76	733.99	960.00	1,429.82

(Data Source: Deloitte ED Compensation Benchmarking Report 2021)

6. **Results, Recognition and Awards:** Some of the significant Awards and recognitions received by the Company during the year are given below:

- The new BS VI range of commercial vehicles have been well accepted in the market. The business maintained its market leadership position in Commercial Vehicles with market share of 42.4% in FY 2020-21. Company improved its market share in M&HCV segment to 58.1% (+410 bps from FY 2017-18) and ILCV segment to 45.9% (+90 bps from FY 2017-18)
- After the setback in FY 2016-17 due to unexpected Supreme court ruling on BSIV transition, we were much better prepared on achieving successful BSVI transition. Through focused action plans, we achieved a successful BSVI transition despite several headwinds.
- The commercial vehicle industry witnessed major headwinds with volumes falling to the lowest over last decade, reaching the FY 2009-10 levels. We undertook a number of measures to navigate the downturn and ensure our readiness for quick response during subsequent recovery phase. Despite decline in volumes by 23.4% and revenues by 9.2% as compared to FY 2019-20, we achieved EBITDA margins of 5.3% in FY 2020-21 (130 bps improvement over FY 2019-20) and break-even EBIT margins. As a result of cost saving actions, we reduced our EBIT breakeven point by 25% in FY 2020-21.
- The Commercial Vehicles business won CV Manufacturer of the Year award for 3rd year in a row along with five other segmental awards at prestigious Apollo CV awards 2021.
- The Commercial Vehicles business won CII Customer Obsession Award for 3rd year in a row in FY 2020-21.
- CVBU Net Promoter Score (NPS), a customer loyalty and satisfaction measurement, improved for 5th consecutive year to 68 from 65 in FY20, total + 11 points improvement in three years.

7. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Mr Butschek and Mr Wagh have been appointed in a professional capacity and meet the criteria of a professional directors as prescribed under Schedule V of the Act, with appropriate qualifications, currently do not hold any securities of the Company and are not related to the Promoters or any Director of the Company. For details pertaining to grant of stock options, please refer to details under the heading 'Past Remuneration' above.

Except for drawing remuneration in their professional capacity, there is no other pecuniary relationship with the Company or with the managerial personnel of the Company.

III. Other Information

1. **Reasons of loss or inadequate profits:**

The performance highlights for FY 2020-21 were as follows:

- FY 2020-21 continued to remain a challenging year as a result of COVID-19 pandemic. The Indian Economy witnessed a slowdown, primarily due to COVID-19 pandemic and India's GDP is estimated to contract by 8% in FY 2020-21. According to data released by SIAM, in FY 2020-21, the Indian automotive industry recorded a 6.1% decline in domestic sales. The Passenger Vehicle segment declined 2.0% in FY 2020-21. The Commercial Vehicle industry in India registered a 21.7% decline in FY 2020-21.

- Our turnaround initiatives had started delivering results. This was witnessed by an industry leading EBITDA margin of 11% for CV business in FY 2018- 19 and breakeven EBITDA for PV business in FY 2018-19. Our financial performance was impacted primarily by several external challenges in FY 2019-20.
- Despite challenging FY 2020-21, the Company managed to achieve 5.3% EBITDA margin and 2.2% EBITDA margin for its Commercial Vehicles and Passenger Vehicles business, respectively.
- Despite losses in FY 2020-21, there was a significant improvement in the Company's operating performance and financial results in FY 2020-21 as compared to FY 2019-20.
- There was reversal of impairment losses and onerous contract provisions as on March 31, 2021, on the back of the significant improvement in the performance and outlook of the PV business.

The Company continues to face challenges in the near term as a result of semi-conductor shortages and COVID-19 pandemic. As a result, Company anticipates weaker Q1 FY 2021-22 and expects business to sequentially recover from thereafter. The Company has implemented a strategic Business Agility Plan to address the short-term challenges by keeping its costs low and ecosystem viable while delivering innovative mobility solutions across product customer segments.

The Company's leadership continues to play a key role in launching new products and variants and strategic and restructuring initiatives that are being taken to make the Company more agile and FutuReady to take advantage of the opportunities that would be available on the economic revival. In FY 2020-21, the Company achieved cash and cost savings of ₹9,300 crores against targets of ₹6,000 crores. Members' attention is being drawn to the Management Discussion and Analysis section for the various steps being taken to mitigate risks and improve performance. The Company may however end FY 2021-22 with no/ inadequate profits as calculated for payment of Managerial Remuneration as per the provisions of Sections 197 and 198 read with Schedule V of the Act.

2. Steps taken or proposed to be taken for improvement:

- As the need of the hour the team raised the bar from 'Transformation' as long term change initiative to an immediate 'Turnaround' with a focus on business and performance improvements, rigorous cost reductions in FY 2017-18. As a result, the Company turned positive just after two quarters, followed with PV's EBITDA breakeven in FY 2018-19. The Company achieved an overall positive PBT in FY 2018-19.
- FY 2019-20 was a transition year to BSVI. The Company focused on system stock reduction through retail acceleration thereby enabling a smooth transition to BSVI. As a result the Company has achieved the target of zero BSIV vehicle stock at the end of FY 2019-20.
- In FY 2020-21, despite COVID-19 pandemic, with strong actions focused to ensure ecosystem viability and focussed structural cost reductions, the Company ended the year on a strong positive note with improvement in EBITDA and EBIT margins.
- The Commercial Vehicles business has taken various initiatives, to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve volumes, reduce costs, improve cash flows, and launch new products with advanced technologies coupled with sale, service, marketing campaigns and customer engagement programs.
- The Company's strategic intervention to reposition its brand, expand capacity and launch of 'New Forever' range placed it well to capitalise on the revival in demand of Passenger Vehicles. Strong transformation actions undertaken over the past years have aided the robust turnaround in the PV business.
- Some of the major initiatives driven for the urgently required transformation and to implement structural positive changes have been:

Strategy & Business

- Looking beyond the short-term challenges, we continue to focus on the megatrends impacting CV industry and our strategic actions are aligned to leverage the emerging opportunities and to counter the potential threats. Our future focal points include increasing efficiency, market development and exploration of new opportunity.
- The Company aims to build on to the lead of FY 2020-21 for PV business and its strategy includes strengthening of product portfolio, proactively leading EV space by introducing wide range of products, driving a customer centric culture and continuing to differentiate on Design, Safety and Driving pleasure
- PV Subsidiarization has been announced as a strategic move with implementation planned in Q2 this year.
- TML Defense business was realigned to TASL, a new group company focused on defense solutions, through a slump sale arrangement.
- Subsidiary clean ups are underway, unlocking cash from non-core investments.

Product Portfolio

- The Company successfully transitioned its product portfolio both in PV & CV to the BSVI regime, not only to meet emission compliance, but to go beyond and set new standards in the industry
- In Commercial Vehicles business, the all new BSVI product range was well received by the customers and continued to create new paradigms of functionality, productivity, comfort, performance and connectivity, thereby bringing forth the core benefit of lower TCO (total cost of ownership) and/ or enhanced returns on investment for customers.
- Commercial Vehicles Business launched a series of innovative products and services, the first or the largest of their kind in the Industry. This includes a) Sampoorna Seva, the universe of services to take care of all fleet and maintenance needs of the customer, b) Advanced connectivity solution 'Fleet

Edge' to enable the end customer to improve their asset efficiencies, c) Unique products such as LPT 4925 with twin lift axles, 5525 4x2 prime mover with highest GCW, Ace Gold Petrol, INTRA V30 (Smart Pickup), Yodha 1.7 T; and an entire range of trucks for vaccine transportation as an earnest commitment to the nation for smooth movement of the countrywide COVID-19 vaccine and d) Industry defining value-added services like Uptime Guarantee, Service time assurance(TATA Zippy), India's largest and one of the first GCC (Gross cost contract) based Electric Bus solution to BEST(Mumbai). The T.7 range of Ultra Trucks with sleek cabin, best in class driving experience & payload capacity (7 ton GVW category) were received with great success in the market.

- Passenger Vehicles Business launched a fully refreshed portfolio In Jan'20. The portfolio updated with major upgrade in Design, Technology and Powertrain to provide 'New Forever' experience to the customers while delivering best of Technology & Driving Pleasure. Our 'New Forever' range, are being appreciated for Best-in-class Safety, Stylish Design and Driving Pleasure. We have seen resurgence of demand for all the products in our portfolio. Passenger Vehicles business had the highest sale of SUVs (86K units) for the Company in any financial year. We saw the highest sales since launch of Nexon (63K) and Harrier (18.8K) in FY 2020-21. Safari was launched as top of the line flagship product, garnering overwhelming response from the market.

People and Culture

- A focused organization-wide cross-functional initiative, co-created with active involvement of employees across the organization, has been rolled out defining TML's 'To-Be' culture embedding greater ownership, team-working and a sense of urgency.
- Hybrid policy for work-from-home has been announced to ensure safety of employees while enabling business continuity.

Future Focus

The following will be the areas of focus in the future:

- PV aspirations have been set out to 'Win Sustainably', while we aim to 'Win Proactively in the EV space. We aim for the PV business unit to fully realise potential and strengthen the business over the long-term, the Board in-principle approved to subsidiarise the Company's PV and EV business. This is the first step in securing mutually beneficial strategic alliances that provide access to products, architectures, powertrains, new age technologies and capital.
- CV business unit is getting ready to 'Win Decisively' as the demand recovers through business agility plan. We endeavour to deliver on the continuously rising customer expectations for improved performance, better turnaround time, lower cost of ownership and refinements.
- We are continuing with our Research and Development activities related to advanced propulsion systems and are committed to drive actions in the areas related to alternate fuel options for the sustainable future. Electrification remains key focus area.
- Next wave of transformation underway with Data Analytics, Industry 4.0, Logistics 4.0, and Digitalization. A comprehensive CX transformation for the PV business in digital and Reimagining Front-end program is also underway.
- With continuing focus on CESS (Connected, Electric, Shared and Safe) and mobility services, the Company would ensure the right set of skills and competencies to master the transformation from physical to digital.
- Engineering Efficiency project has been launched to improve return on capex, establish a portfolio cycle planning process, optimise work load capacity and improve new product development process.
- The Company will soon undergo a Talent retention plan and Culture building exercise to energize and engage the workforce and build future leadership.
- In FY 2020-21, the Company achieved cash and cost savings of ₹9,300 crores against targets of ₹6,000 crores. Company remains committed to significantly leveraging its balance sheet and achieving net zero debt.

The Company expects to successfully navigate the headwinds faced by auto-industry.

3. Expected increase in productivity and profits in measurable terms:

- Focused actions on cost reduction & cost control through VAVE and fixed cost management have led to improved operational & financial performance.
- The Company aims to achieve double digit EBITDA margins and strong positive free cash flows for its CV business.
- The Company aims to achieve high single digit EBITDA margins in next three years, achieve breakeven free cash flows by FY 23 & positive free cash flows there after for its PV business.

The Company remains committed to delivering consistent, competitive, cash accretive growth while deleveraging its balance sheet.

The NRC currently comprising of three directors viz. Mr Om Prakash Bhatt, Independent Director (as NRC Chairman), Ms Hanne Sorensen, Independent Director and Mr N Chandrasekaran, Non-Executive Chairman of the Board, reviews and recommends the changes in the remuneration on a yearly basis. This review is based on the Balance Score Card that includes the performances of the Company and the senior management includng the individual director on certain defined qualitative and quantitative parameters such as volumes, EBITDA, cash flows, cost reduction initiatives, safety, strategic initiatives and special projects as decided by the Board vis-à-vis targets set in the beginning of the year. This review also takes into consideration the benchmark study undertaken by reputed independent HR agencies on comparative industry remuneration and practices. The decisions taken at the NRC and the Board are within the broad framework of remuneration as approved by the Members.

The Company remains committed to pursue the long term interest of all stakeholders, including the Company's Members and employees. The Company remains committed to delivering consistent, competitive, cash accretive growth while deleveraging its balance sheet. It is necessary to balance this with recruiting and retaining industry proven management team through the long term. This involves ensuring that the Company's leadership and talent base is

appropriately remunerated, notwithstanding cyclical phases. This is particularly important when the Company has ongoing significant turnaround and growth strategies under execution.

The Board recommends the resolutions set out at Item Nos. 7, 8 and 9 of the Notice for approval by the Members.

Electronic copies of addendum to the agreement with Mr Butschek for his re-appointment and a draft of the agreement to be executed with Mr Wagh with the Company, the Articles of Association of the Company, relevant resolutions passed at the Board and Committee Meetings referred to hereinabove would be available for inspection by the Members. Please refer to Note 11 given in the Notice on inspection of documents.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor.

Except for Mr Butschek and Mr Wagh and/or their respective relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the respective resolution(s) for their re-appointment/ appointment.

Item No. 10

The Members had, at the AGM held on July 30, 2019 approved, under the provisions of Section 197 and other applicable provisions of the Act, payment of commission to the Non-Executive Directors, an amount not exceeding 1% of the net profits of the Company for FY 2018-19 and onwards, in terms of Section 197 of the Act, computed in accordance with the provisions of Section 198 of the Act or such other percentage as may be specified from time to time.

However, taking into consideration the financial performance and the profitability of the Company, no commission was paid to the Non-Executive Directors for FY 2019-20. The Company has incurred a loss as computed under Section 198 of the Act and therefore no commission would be payable to the Non-Executive Directors for FY 2020-21.

With the recent amendments in Sections 149(9), 197(3) and Section II of Part II of Schedule V of the Act notified by MCA vide circulars dated March 18, 2021, companies having no / inadequate profits can pay remuneration to its Non-Executive Directors (including Independent Directors) within the limits based on the 'effective capital' of a company in accordance with the provisions contained in the amended Schedule V to the Act.

With the enhanced Corporate Governance requirements under the Act and the SEBI Listing Regulations coupled with the size, complexity and global operations of Tata Motors' Group, the role and responsibilities of the Board, particularly Independent Directors has become more onerous, requiring greater time commitments, attention as also a higher level of oversight. In view of the above, to incentivize them for their time, contribution rich experience and critical guidance provided, including at the Board and Committee meetings and pursuant to the amended provisions of Sections 149(9), 197(3) and Section II of Part II of Schedule V of the Act and based on the recommendations of the NRC at its meeting held on May 5, 2021, the Board of Directors at its meeting held on May 18, 2021 have recommended and approved payment of remuneration to the Non-Executive Directors (including Independent Directors) of the Company within the limits prescribed under Section II of Part II of Schedule V of the Act for the Financial Years 2020-21, 2021-22 and 2022-23 in case of inadequacy of profits/ losses for in any of the said financial year(s).

STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V TO THE ACT

For details regarding point no. I pertaining to the General Information and point no. III pertaining to Other Information, as provided in Schedule V to the Act, the Members may refer to the details provided above in the Explanatory Statement to Item Nos. 7 to 9 of the Notice.

Given below is the information about the appointees as required under Schedule V of the Act, the effective capital of the Company for various financial years as applicable to the Non-Executive Directors and the maximum amount of remuneration that may be payable to them:

Name of Director	O P Bhatt	H Sorensen	V Bhandarkar	M Yamashita	K V Chowdary
Background Details, Job Profile, Suitability, Recognition and Rewards	The details for each of these Directors can be found on the website of the company at https://www.tatamotors.com/about-us/leadership/. Please also refer to the Report on Corporate Governance, which forms part of this Annual Report.				
Date of appointment in the Company	9-May-17	3-Jan-18	26-Jun-19	16-Sep-20	27-Oct-20
Past Remuneration (in ₹ Lakhs)					
FY 2019-20	12.8	8.2	8.6	NA	NA
FY 2018-19	98.2	78.6	NA	NA	NA
FY 2017-18	7.2	3	NA	NA	NA
Effective Capital as applicable to them (based on date of appointment) (in ₹ crores)	13,548.21	13,548.21	13,126.79	12,288.74	12,288.74
*Maximum amount of remuneration for FY20-21 (in ₹ Lakhs)	156.98	156.98	152.77	77.53	61.32
Remuneration proposed (in ₹ Lakhs)	45	40	45	20	20
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration has been considered by the NRC and the Board of Directors of the Company and is in line with the remuneration being drawn by similar positions in the automotive industry.				
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	The Non–Executive Directors do not have any pecuniary relationship with the Company except to the extent of Sitting Fees, Commission or Remuneration, as applicable, and reimbursement of out of pocket expenses received by them for attending the meetings.				

** The limit on remuneration is based on Effective Capital which shall be calculated as of the last date of the financial year preceding the financial year in which the appointment of the Director is made as per Schedule V to the Act (Base amount of ₹24 Lakhs plus 0.1% of the Effective Capital in excess of ₹250 crores).*

1. As a policy, Mr N Chandrasekaran, Chairman, has abstained from receiving remuneration from the Company and hence not stated.

2. Mr Thierry Bolloré is a Non-executive Director and is not paid any remuneration from the Company in view of his appointment as Chief Executive Officer and Director of Jaguar Land Rover Automotive PLC.

Regulation 17(6) of the SEBI Listing Regulations authorises the Board of Directors to recommend all fees and compensation, if any, paid to Non-Executive Directors, including Independent Directors and the same would require approval of members in general meeting.

This remuneration will be distributed amongst all or some of the Non-Executive Directors, taking into consideration parameters such as attendance at Board and Committee meetings, contribution at or other than at meetings, etc. in accordance with the directions given by the Board as prescribed under the Remuneration Policy of the Company. Kindly refer to https://investors.tatamotors.com/pdf/directors-appointment-remuneration.pdf

The above resolution would be valid for a period of 3 years i.e. upto and including remuneration to be paid for the financial year 2022-23. It is clarified that in case of adequate profits, the Company would pay commission to its Non-Executive Directors upto an amount not exceeding 1% of the profits for that financial year as approved by the Members at the AGM held on July 30, 2019.

The above remuneration shall be in addition to fees payable to the Director(s) for attending meetings of the Board/Committees or for any other purpose whatsoever, as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings.

The Board recommends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the members. Accordingly, members' approval is sought by way of an Ordinary Resolution for payment of remuneration to the Non-Executive Directors as set out in the said resolution.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor.

None of the Directors, Key Managerial Personnel or their respective relatives, are concerned or interested in the Resolution mentioned at Item No. 10 of the Notice, except the Non-Executive Directors and Independent Directors, to the extent of the remuneration that may be received by them, including for FY 2020-21.

Item Nos. 11 and 12:

Stock options in the hands of the employees have since long been recognised as an effective instrument to align the interests of the employees with that of the Company. With a view to drive long term objectives of the Company, to attract, motivate and retain employees by rewarding for their performance, ring fence and incentivize key talent to drive long term objectives of the Company, to ensure that the senior management employees compensation and benefits match the long gestation period of certain key initiatives and to drive ownership behaviour and collaboration amongst employees, it is proposed to approve and adopt Tata Motors Limited Share-based Long Term Incentive Scheme 2021 ('TML SLTI Scheme 2021' / 'the Scheme').

The NRC at its meeting held on June 23, 2021 formulated the detailed terms and conditions of the Scheme which was duly approved by the Board of Directors at its meeting held on even date, subject to approval of the Members.

The Company had implemented Tata Motors Limited Employee Stock Options Scheme 2018 for grant of options to eligible employees in FY 2018-19.

The Board believes that the above two initiatives to link the employees performance in Tata Motors with other initiatives taken in the Tata Motors group would assist in improving the financials of the Company, both standalone and consolidated.

The PSU and Options are being introduced with the following main objectives:

i. To offer competitive compensation to attract and retain talent; and

ii. To redefine the fixed and performance drive pay mix to drive a performance culture in the Company.

PSUs together with existing fixed pay and performance pay will comprise the total compensation being offered to select senior management employees of the Company. The number of PSUs to be granted to Eligible Employees will be determined based on Long Term Incentive Pay to be awarded to Eligible Employees divided by the Closing Market Price of the Company's Ordinary Shares prior to the Board Meeting date (i.e. Closing price as on 22 June 2021 - ₹338) for grant in FY 2021-22 and by the Closing Market Price of the Company's Ordinary Shares on the National Stock Exchange of India Limited one day prior to the NRC Meeting date for approval of grants in FY 2022-23 and FY 2023-24 respectively.

Options will be granted at the same price as above (i.e. ₹338) only to select senior leaders that can make a significant difference to the Company's performance to align their rewards directly to the Company's performance. The value of the award can be realized only on superior business performance leading to superior share price performance over the said grant price.

The Scheme has been formulated in accordance with the provisions of the Act and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('SBEB Regulations').

The salient features of the Scheme are as under:

a. Brief description of the Scheme:

The TML SLTI Scheme 2021 is intended to reward, retain and motivate the Eligible Employees of the Company and Eligible Employees of the subsidiary companies (collectively referred to as 'Eligible Employees' hereunder) for their performance and participation in the growth and profitability of the Company. The Eligible Employees shall be granted stock options and / or performance share units (hereinafter referred to as PSUs and/or 'Options'), as determined by the NRC, which will vest on particular dates and could be exercisable into Ordinary Shares, on the terms and conditions as provided hereunder, in accordance with the provisions of the applicable laws and regulations for the time being in force.

b. Total number of PSUs and/or Options to be granted:

- The total number of PSUs to be granted under the Scheme: Not exceeding 75,00,000 (Seventy Five Lakh Only) in aggregate, that would entitle the grantees to acquire, in one or more tranches, not exceeding 75,00,000 (Seventy Five Lakh Only) Ordinary Shares of the Company of the face value of ₹2/- (Rupees Two Only) each fully paid up (representing 0.198% of the issued share capital of the Company as on date).

- The total number of Options to be granted under the Scheme: Not exceeding 14,00,000 (Fourteen Lakh Only) in aggregate, that would entitle the grantees to acquire, in one or more tranches, not exceeding 14,00,000 (Fourteen Lakh Only) Ordinary Shares of the Company of the face value of ₹2/- (Rupees Two Only) each fully paid up (representing 0.037% of the issued share capital of the Company as on date).

The total aggregate limit of 75,00,000 (Seventy Five Lakh Only) PSUs and 14,00,000 (Fourteen Lakh Only) Options may be adjusted for any corporate action(s), as may be decided by the Board/NRC.

c. Identification of classes of employees entitled to participate in the Scheme:

At the outset, the following Eligible Employees, are identified for grant of PSUs and/or Options under the Scheme:

- Eligible Employees for PSUs: Whole-time Directors and employees of the Company and wholly-owned subsidiaries ('WOS') as defined under the Scheme in the levels of LC, L1, L2 and L3 and its equivalent to the Company, on the grant date for PSUs;
- Eligible Employees for Options: Whole-time Directors and employees of the Company and WOS as defined under the Scheme in the levels of LC and L1 and its equivalent to the Company and employees falling in the above level by way of new appointments or promotions, on the grant date for Options.

The above is the initial identification and the NRC shall determine the Eligible Employees under the Scheme from time to time.

As per SBEB Regulations, the following category of employees/directors shall not be eligible to participate in the Scheme:

- An employee of the Company or its subsidiary companies, who is a promoter or belongs to the promoter group;
- A director of the Company or its subsidiary companies, who either by himself or through his relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company; and
- Independent Directors of the Company or its subsidiary companies.

d. Requirements of vesting and period of vesting:

The PSUs and/or Options shall vest in employees subject to continuing employment with the Company / WOS / Associate Company (as defined in the Scheme) on the Company achieving these performance matrices viz. Market share, EBIT and Free Cash Flows as per the Company's Standalone financials. The NRC would determine the said matrices, detailed terms and conditions relating to such vesting including the proportion in which PSUs and/or Options granted would vest. At the time of vesting, NRC may adjust the number of PSUs and/or Options already granted by +/-20% for the quality of results provided that the number of PSUs and/or Options vested will not exceed 120% of PSUs and/or Options granted to any Eligible Employee; provided further that the number of PSUs and/or Options vested would be a minimum of 50% of the number of the PSUs and/or Options granted.

All the PSUs and/or Options would vest within a maximum period of 3 years (for example, the grants made in 2021 shall vest in 2024, grants made in 2022 shall vest in 2025 and so on and so forth) subject to minimum vesting period of 1 year, where after the Eligible Employees would have the right to subscribe to the Ordinary Shares during the Exercise Period.

Where an Eligible Employee discontinues to be in the permanent employment of the Company due to:

- Resignation or Termination of services: All the PSUs and/or Options which are granted and yet not vested as on that day shall expire and the vested PSUs and/or Options should be exercised on or before the date of such discontinuation. For employees whose office has been terminated due to misconduct during the period, the number of PSUs and/or Options vested as on that day would lapse in accordance with the terms and conditions detailed in the Scheme.
- Retirement: A grantee, whose tenure of service is liable to retirement or have taken voluntary retirement from the Company before the vesting period, shall be granted PSUs and/or Options eligible as per the Scheme. 50% of all unvested PSUs and/or Options will vest on the retirement date.

  All the vested PSUs and/or Options shall be permitted to be exercised before the expiry of the exercise period as per the Scheme. Any vested PSUs and/or Options not exercised within this aforesaid period shall automatically lapse at the end of the aforesaid period and the contract referred under the Scheme shall stand automatically terminated without surviving any right/liability for the grantee or the Company in respect of such PSUs and/or Options.
- Transfer to an Associate Company: In the event that an employee who has been granted PSUs and/or Options under the Scheme is transferred or deputed to an Associate Company prior to vesting or exercise, the vesting and exercise as per the terms of grant shall continue in case of such transferred or deputed employee even after the transfer or deputation. The vesting and exercise period would be as per the Scheme.
- Death: All the PSUs and/or Options granted to the employee till such date shall immediately vest in his/her legal heirs or nominees on the date of death of the employee.
- Permanent incapacity: All the PSUs and/or Options granted to the employee as on the date of permanent incapacitation, shall vest in him/her on that day.

An employee can be granted long leave (defined as a period of not more than one year in line with the Company's sabbatical policy). Where an Eligible Employee is on long leave at any time during the period of grant of PSUs and/or Options up till the vesting date, the PSUs and/or Options would be granted or vested on pro-rata basis for the period (after adjusting the period of long leave).

e. Maximum period within which the PSUs and/or Options shall be vested:

PSUs and/or Options granted under TML SLTI Scheme 2021 would vest within a maximum period of 3 (three) years but after minimum 1(one) year from the date of grant of such PSUs and/or Options, respectively.

f. Exercise Price or pricing formula:

- The Exercise Price for PSUs: Exercise Price shall be ₹2/- (Rupees Two Only) per PSU, i.e. at the face value of the underlying Ordinary Share of the Company.
- The Exercise Price for Option: Exercise Price shall be ₹338/- (Rupees Three Hundred and Thirty Eight Only) i.e. equivalent to closing market price of the Company's Ordinary Shares on the National Stock Exchange of India Limited on June 22, 2021 (one day prior to the Board Meeting date for approving the Scheme).

The Exercise Price may be adjusted for any corporate action(s), as may be decided by the Board. NRC may also approve cashless exercise of the vested PSUs and/or Options by adjusting for the exercise price, applicable taxes and other amounts including any transaction fees and shall provide necessary procedures and/or mechanism for exercising such PSUs and/or Options subject to applicable laws, rules and regulations.

g. Exercise Period and the process of Exercise:

The Exercise Period would commence from the date of vesting of PSUs and/or Options and will expire at the end of twelve months from the date of vesting of PSUs and/or Options respectively. NRC may extend the Exercise Period by a further period of two years, as it may deem fit.

The PSUs and/or Options will be exercisable by the employees by a written application to the Company accompanied by payment of the Exercise Price in such manner and on execution of such documents, as may be prescribed by the NRC from time to time.

The PSUs and/or Options will lapse if not exercised within the specified Exercise Period. Lapsed PSUs and/or Options cannot be re-issued by the Company.

In case of cashless system of exercise of vested PSUs and/or Options, the NRC shall be entitled to specify such procedures and/or mechanisms subject to applicable laws, rules and regulations, for the shares to be dealt with thereon as may be necessary and the same shall be binding on the Eligible Employees.

h. Appraisal process for determining the eligibility of employees:

The appraisal process for determining the eligibility of the employees to the PSUs and/or Options at the time of grant and to the number of Ordinary Shares at the time of vesting will be decided by the NRC from time to time. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company/its subsidiary, his/her future potential, critical position, performance evaluation, performance linked parameters, etc.

i. Maximum number of PSUs and/or Options to be issued per employee and in aggregate:

- In case of PSUs: The number of PSUs that may be granted to an Eligible Employee under the Scheme in any one year would not exceed 25,00,000 and in aggregate the maximum number of PSUs would not exceed 75,00,000 (representing 0.198% of the total issued share capital of the Company).
- In case of Options: The number of Options that may be granted to an Eligible Employee under the Scheme in any one year would not exceed 14,00,000 and in aggregate the maximum number of Options would not exceed 14,00,000 (representing 0.037% of the total issued share capital of the Company).

The maximum number of Ordinary Shares that may be issued/allotted pursuant to exercise of PSUs and/or Options granted to an Eligible Employee, in aggregate, shall not exceed 3,47,000 Ordinary Shares of the Company of the face value of ₹2/- (Rupees Two Only) each fully paid-up representing 0.009% of the issued share capital, for each year of the Scheme.

The PSUs and/or Options granted and the Exercise Price shall be adjusted for any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, change in capital structure, merger, sale of division/ undertaking or other re-organization, as applicable under the terms and conditions detailed in the Scheme and the decision of the Board shall be final in respect of such adjustment.

j. Maximum Quantum of benefits to be provided per employee:

Please refer to i. above. The maximum quantum of benefits underlying the PSUs and/or Options issued to an Eligible Employee shall depend upon the number of PSUs and/ or Options held by him/her and the market price of the Ordinary Shares as on the date of sale.

k. Route of Scheme implementation:

The Scheme shall be implemented and administered directly by the Company.

l. Source of Shares:

The Scheme contemplates issue of new Ordinary Shares by the Company.

m. The amount of loan provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms, etc.:

Not applicable. Company would not provide any loan for implementation of the Scheme.

n. Maximum percentage of Secondary Acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purchase under the scheme:

This is not applicable under the present Scheme.

o. Accounting and Disclosure Policies:

The Company shall follow Ind AS 102 'Employee Share based Payments', as prescribed by Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules as amended from time to time, the Guidance Note on Accounting for Employee Share based Payments, as applicable, as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

p. Method of Valuation:

The Company will determine the fair value of the options using the suitable option pricing model when the same are issued to the employees.

q. In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Board's Report and the impact of this difference on profits and on earnings per share ('EPS') of the Company shall also be disclosed in the Board's Report.

The said Statement is not applicable to the Company since the Company is opting for the Fair Value Method.

Pursuant to Regulation 6(1) of SBEB Regulations and Section 62(1)(b) of the Act, approval of the Members is being sought, by way of a special resolution, for approval of the Scheme and issue of further shares to the Eligible Employees of the Company under the said Scheme as detailed in Item No. 11 of this Notice. Further, pursuant to Regulation 6(3)(c) of SBEB Regulations and Section 62(1)(b) of the Act, approval of the Members is being sought, by way of a separate special resolution for extending the Scheme to the Eligible Employees of certain subsidiary companies as detailed in Item No. 12 of this Notice.

Issue of the said Ordinary Shares would be well within the Authorised Share Capital of the Company.

The Board recommends the special resolution set out at Item Nos. 11 and 12 of the Notice for approval by the Members.

Electronic copies of the draft TML SLTI Scheme 2021 setting out the terms and conditions of the Scheme and the relevant resolutions passed at the Board and Committee Meetings referred to in the resolutions would be available for inspection by the members. Please refer to Note 11 given in the Notice on inspection of documents.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 11 and 12 of the Notice, except to the extent of PSs and/or Options that may be granted to them under the Scheme and the resultant Ordinary Shares issued, as applicable.

Item No. 13

In line with its global aspirations, the Company has undertaken / would undertake projects/establishments in and outside India for setting up manufacturing facilities, showrooms, service centers and offices as branch offices of the Company. Whilst generally and to the extent possible, the Company would appoint its auditors for the said branch offices, in some cases/jurisdictions it may not be possible/practical to appoint them and the Company would be required to appoint an accountant or any other person duly qualified to act as an auditor of the accounts of the said branch offices in accordance with the laws of that country. To enable the Directors to appoint Branch Auditors for the purpose of auditing the accounts of the Company's Branch Offices outside India (whether now existing or as may be established), necessary authorisation of the Members is being obtained in accordance with the provisions of Section 143 of the Act, in terms of the Resolution at Item No. 13 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 13 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 14

Pursuant to Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company is required to have audit of its cost records for specified products conducted by a Cost Accountant. Based on the recommendation of the Audit Committee, the Board had, at its meeting held on May 18, 2021, approved the re-appointment of M/s Mani & Co. (Firm Registration No. 000004) as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company, pertaining to the relevant products prescribed under the Companies (Cost Records and Audit) Rules, 2014, for FY 2021-22 at a remuneration of ₹5,00,000/- (Rupees Five Lakh Only) plus applicable taxes, out-of-pocket and other expenses.

It may be noted that the records of the activities under Cost Audit is no longer prescribed for 'Motor Vehicles but applicable to certain parts and accessories thereof'. However, based on the recommendations of the Audit Committee, the Board has also approved the appointment of M/s Mani & Co. for submission of reports to the Company on cost records pertaining to these activities for a remuneration of ₹20,00,000 (Rupees Twenty Lakh Only) plus applicable taxes, out-of-pocket and other expenses for the said financial year.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, ratification for the remuneration payable to the Cost Auditors to audit the cost records of the Company for the said financial year by way of an Ordinary Resolution is being sought from the Members as set out at Item No. 14 of the Notice.

M/s Mani & Co. have furnished a certificate dated May 3, 2021 regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for previous years under the provisions of the Act.

The Board recommends the Ordinary Resolution set out at Item No. 14 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

By Order of the Board of Directors

HOSHANG K SETHNA
Company Secretary
FCS No: 3507

Mumbai, June 23, 2021
Registered Office:
Bombay House, 24, Homi Mody Street, Mumbai 400 001
Tel: +91 22 6665 8282
Email: inv_rel@tatamotors.com; Website: www.tatamotors.com
CIN: L28920MH1945PLC004520

ANNEXURE TO NOTICE

Details of Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Particulars	N Chandrasekaran	Mitsuhiko Yamashita	Thierry Bolloré	Kosaraju V Chowdary	Guenter Butschek	Girish Wagh
Director Identification Number (DIN)	00121863	08871753	08935293	08485334	07427375	03119361
Date of Birth / Age	June 2, 1963 58 years	April 17, 1953 68 years	May 30, 1963 58 years	October 10, 1954 66 years	October 21, 1960 60 years	December 2, 1970 50 years
Date of first appointment on the Board	January 17, 2017	September 16, 2020	October 27, 2020	October 27, 2020	February 15, 2016	July 1, 2021
Educational Qualification	Bachelor's degree in Applied Science and a Master's degree in Computer Applications from Regional Engineering College, Trichy, India.	Master's Degree in Aeronautical Engineering from Kyoto University and has also studied at Massachusetts Institute of Technology (Advanced Research).	MBA from Paris-Dauphine University, specialising in Finance.	Mathematics from Loyola College Chennai and Post Graduation in Mathematics from IIT, Chennai.	Business Administration and Economics with a diploma from the University of Cooperative Education Stuttgart, Germany.	MBA from S. P. Jain Institute of Management & Research, BE from Pune University.
Experience (including expertise in specific functional areas) / Brief Resume	Mr N Chandrasekaran is the Chairman of the Board of Tata Sons, the holding company and promoter of more than 100 Tata operating companies with aggregate annual revenues of more than US $100 billion. Prior to this, Mr Chandrasekaran had a 30 year career with TCS rising thru the ranks to become its CEO. In addition to his professional career at Tata, Mr Chandrasekaran was also appointed as a Director on the Board of India's Central Bank, the Reserve Bank of India, in 2016 and has served as Chairperson of the Information and Communication Technology Industry Governors and NASSCOM, the apex trade body for IT services firms in India. Mr Chandrasekaran is an active member of India's bilateral business forums including USA, UK, Australia and Japan. He has rich experience in various areas of business, technology, operations, societal and governance matters.	Mr Yamashita brings more than 40 years of experience having worked for leading Japanese Automotive companies like Nissan Motors Company and Mitsubishi Motor Corporation in various capacities and has served on advisory panels in the Ministry of Foreign Affairs and on several committees in the Ministry of Economy, Trade and Industry. Yamashita has rich experience in various areas of design, engineering, research and development including development of electric vehicles, autonomous drive business and other automotive technologies.	Mr Thierry Bolloré is the CEO of Jaguar Land Rover September 2020. Started his career in 1990 with Michelin's Heavy Truck tyre factory, Mr Bolloré has held various senior positions and gained more than 30 years' of global experience with companies like Faurecia, an auto component company and Groupe Renault. As CEO of Jaguar Land Rover, he chairs the boards of major JLR group companies including Jaguar Land Rover Limited, UK, Jaguar Land Rover Automotive Plc, UK and Jaguar Land Rover Holdings Limited, UK	Mr Chowdary started his career in 1976 as a probationary officer in Andhra Bank and later joined the Indian Revenue Service in 1978. He held several executive positions and retired as Chairman of Central Board of Direct Taxes. On Superannuation, he was appointed as an Advisor to the Department of Revenue, Ministry of Finance. He functioned as the Central Vigilance Commissioner from June 2015 to June 2019.	Mr Butschek is the Chief Executive Officer and Managing Director of the Company. Mr. Butschek has 28+ years of global experience in international automotive management across multiple functions such as production, industrialisation and procurement. Besides Daimler AG, he has worked in the Airbus Group as its Chief Operating Officer ('COO') and a member of the Group Executive Committee.	Mr Wagh has been President and Head of Commercial Vehicle Business Unit - Tata Motors Ltd. and a member of the Executive Committee (ExCom) since 2017. He started his career at Tata Motors as Graduate Engineer Trainee (GET) in 1992 at Pune in CVBU manufacturing plant. In his illustrious career of 29 years at Tata Motors, he has held roles with increasing and complex responsibilities to deliver key projects across Passenger Vehicle and Commercial Vehicle Business Units.
Directorships held in other companies (excluding foreign companies)	• Tata Sons Private Limited • Tata Steel Limited • The Indian Hotels Company Limited • Tata Consultancy Services Limited • The Tata Power Company Limited • Tata Consumer Products Limited • TCS Foundation • Tata Chemicals Limited	NIL	NIL	• CCL Products (India) Limited • Divi's Laboratories Limited • Reliance Industries Limited	• Tata Cummins Private Limited. • Tata Hitachi Construction Machinery Company Private Limited. • Tata Technologies Limited.	• Automobile Corporation of Goa Limited • Tata Cummins Private Limited • Tata Marcopolo Motors Limited

Particulars	N Chandrasekaran	Mitsuhiko Yamashita	Thierry Bolloré	Kosaraju V Chowdary	Guenter Butschek	Girish Wagh
Memberships/ Chairmanships of Committees across companies (excluding foreign companies)	• **Tata Motors Limited -** Member of Nomination and Remuneration Committee • **Tata Sons Private Limited –** Member of Nomination and Remuneration Committee and Chairman of Corporate Social Responsibility Committee • **Tata Steel Limited -** Member of Nomination and Remuneration Committee and Chairman of Executive Committee of the Board. • **Tata Consultancy Services Limited –** Chairman of Corporate Social Responsibility Committee and Executive Committee of the Board, Member of Nomination and Remuneration Committee • **The Indian Hotels Company Limited –** Member of Nomination and Remuneration Committee. • **The Tata Power Company Limited -** Member of Nomination and Remuneration Committee and Chairman of Executive Committee of the Board. • **Tata Consumer Products Limited -** Member of Nomination and Remuneration Committee. • **Tata Chemicals Limited -** Member of Nomination and Remuneration Committee	• **Tata Motors Limited** – Member of Safety, Health and Sustainability Committee; and Risk Management Committee.	NIL	• **Tata Motors Limited –** Member of Audit Committee; and Corporate Social Responsibility Committee • **CCL Products (India) Limited –** Member of Audit Committee • **Divi's Laboratories Limited –** Member of Audit Committee; Compensation, Nomination and Remuneration Committee; and Stakeholders Relationship Committee • **Reliance Industries Limited –** Member of Audit Committee; Human Resources, Nomination and Remuneration; Stakeholders' Relationship Committee; and Risk Management Committee	• **Tata Motors Limited –** Member of Stakeholders' Relationship Committee; Safety, Health and Sustainability Committee; Corporate Social Responsibility Committee and Risk Management Committee. • **Tata Hitachi Construction Machinery Company Private Limited -** Chairman of Remuneration Committee. • **Tata Technologies Limited -** Member of Nomination and Remuneration Committee.	• **Tata Cummins Private Limited –** Member of Audit Committee • **Automobile Corporation of Goa Limited –** Member of Nomination and Remuneration Committee and Chairman of Capital Investment Committee
Relationship with other Directors/Key Managerial Personnel	Not related to any Director / Key Managerial Personnel of the Company.					
No. of shares held in the Company either by self or on a beneficial basis for any other person	2,00,000	NIL	NIL	NIL	NIL	NIL

For details regarding the number of meetings of the Board/Committees attended by the above Directors during the year and remuneration drawn/sitting fees received, please refer to the Boards' Report and the Corporate Governance Report forming part of the Annual Report.



/Concept, content and design at : AICL (hello@aicl.in)

TATA MOTORS

Bombay House, 24 Homi Mody Street, Mumbai 400 001, India

TataMotorsGroup tatamotors company/tata-motors user/TataMotorsGroup tatamotorsgroup

www.tatamotors.com