

THIS IS A PUBLIC ANNOUNCEMENT FOR INFORMATION PURPOSES ONLY AND IS NOT A PROSPECTUS ANNOUNCEMENT AND DOES NOT CONSTITUTE AN INVITATION OR OFFER TO ACQUIRE, PURCHASE OR SUBSCRIBE TO SECURITIES.
NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION DIRECTLY OR INDIRECTLY OUTSIDE INDIA.
Initial Public Offer of equity shares on the main board of the Stock Exchanges in compliance with Chapter II of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations").



TATA TECHNOLOGIES TATA TECHNOLOGIES LIMITED



(Please scan this QR code to view the Red Herring Prospectus)

Our Company was incorporated as 'Core Software Systems Private Limited' at New Delhi, as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated August 22, 1994 issued by the Registrar of Companies, NCT of Delhi and Haryana. On March 29, 1996, the entire paid up share capital of our Company was transferred in favour of four public limited companies, namely, Tata Industries Limited, Sheba Properties Limited, Ewart Investments Limited and Investa Limited and our Company became a deemed public company as per Section 43A(1) of the Companies Act, 1956 with effect from the same date and subsequently the name of our Company was changed to 'Core Software Systems Limited' by deletion of the word 'Private'. Subsequently, upon acquisition by four public limited companies from the Tata group, the name of our Company was changed to 'Tata Technologies (India) Limited', and a fresh certificate of incorporation was issued by the Registrar of Companies, NCT of Delhi and Haryana on November 15, 1996. Thereafter, the registered office of our Company was changed from the NCT of Delhi to the state of Maharashtra and a certificate of registration of the order of the Company Law Board bench confirming the change of state dated February 10, 1999 was issued by the Registrar of Companies, Maharashtra at Pune ("RoC"). Upon conversion of our Company from a deemed public company under Section 43A to a public limited company, a fresh certificate of incorporation was issued dated September 26, 2000 by the RoC. Subsequently, the name of our Company was changed to 'Tata Technologies Limited' and a fresh certificate of incorporation dated February 8, 2001, was issued by the RoC. For further details in relation to the changes in the name and registered office of our Company, see "History and Certain Corporate Matters" beginning on page 212 of the Red Herring Prospectus dated November 13, 2023 filed with RoC ("RHP" or "Red Herring Prospectus").

Registered and Corporate Office: Plot No. 25, Rajiv Gandhi Infotech Park, Hinjawadi, Pune - 411 057, Maharashtra, India
Telephone: +91 20 6652 9090; Contact Person: Vikrant Gandhe, Company Secretary and Compliance Officer; E-mail: ipo@tatatechnologies.com; Website: www.tatatechnologies.com; Corporate Identity Number: U72200PN1994PLC013313

PROMOTER OF OUR COMPANY: TATA MOTORS LIMITED

INITIAL PUBLIC OFFER OF UP TO 60,850,278 EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH ("EQUITY SHARES") OF TATA TECHNOLOGIES LIMITED ("COMPANY") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION THROUGH AN OFFER FOR SALE (THE "OFFER") OF UP TO 46,275,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY TATA MOTORS LIMITED (THE "PROMOTER SELLING SHAREHOLDER"), UP TO 9,716,853 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY ALPHA TC HOLDINGS PTE. LTD., UP TO 4,858,425 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY TATA CAPITAL GROWTH FUND I (TOGETHER WITH ALPHA TC HOLDINGS PTE. LTD., THE "INVESTOR SELLING SHAREHOLDERS" AND TOGETHER THE PROMOTER SELLING SHAREHOLDER AND INVESTOR SELLING SHAREHOLDERS ARE REFERRED TO AS, THE "SELLING SHAREHOLDERS"). THIS OFFER INCLUDES A RESERVATION OF UP TO 2,028,342 EQUITY SHARES (CONSTITUTING UP TO 0.50% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY) AGGREGATING UP TO ₹ [●] MILLION FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION") AND A RESERVATION OF UP TO 6,085,027 EQUITY SHARES (CONSTITUTING UP TO 10.00% OF THE OFFER) AGGREGATING UP TO ₹ [●] MILLION, FOR SUBSCRIPTION BY ELIGIBLE TML SHAREHOLDERS (THE "TML SHAREHOLDERS RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION AND THE TML SHAREHOLDERS RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WILL CONSTITUTE [●]% AND [●]% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL, RESPECTIVELY.

DETAILS OF THE OFFER FOR SALE BY THE SELLING SHAREHOLDERS, AND THEIR RESPECTIVE WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE

NAME OF THE SELLING SHAREHOLDERS	TYPE	NUMBER OF EQUITY SHARES OFFERED	WEIGHTED AVERAGE COST OF ACQUISITION (IN ₹ PER EQUITY SHARE) ^A
Tata Motors Limited	Promoter Selling Shareholder	Up to 46,275,000 Equity Shares, aggregating up to ₹ [●] million	7.40
Alpha TC Holdings Pte. Ltd.	Investor Selling Shareholder	Up to 9,716,853 Equity Shares, aggregating up to ₹ [●] million	25.10
Tata Capital Growth Fund I	Investor Selling Shareholder	Up to 4,858,425 Equity Shares, aggregating up to ₹ [●] million	25.10

^A As certified by Manian and Rao, Chartered Accountants pursuant to their certificate dated November 13, 2023.

Tata Technologies Limited is a global engineering services company offering product development and digital solutions, including turnkey solutions, to global original equipment manufacturers and their Tier 1 suppliers.

The Offer is being made through the Book Building Process and in accordance with Regulation 6(1) of the SEBI ICDR Regulations

QIB Portion: Not more than 50% of the Net Offer | Non-Institutional Portion: Not less than 15% of the Net Offer | Retail Portion: Not less than 35% of the Net Offer | Employee Reservation Portion: Up to 2,028,342 Equity Shares | TML Shareholders Reservation Portion: Up to 6,085,027 Equity Shares

Transaction of shares aggregating up to 1% or more of the paid-up Equity Share capital of Company by Promoter and Promoter Group.

Sr. No.	Date of transfer	Name of the Transferor	Name of Transferee	Nature of Transfer	Number of Equity Shares	Percentage of pre-Offer share capital of the Company	Transfer price per Equity Share (in ₹)	Total consideration (in ₹ Million)
1.	October 25, 2023	Tata Motors Limited	TPG Rise Climate SF Pte. Ltd.	Secondary sale	36,509,794	9.00%	401.81	14,670.00
2.	October 25, 2023	Tata Motors Limited	Ratan Tata Endowment Foundation	Secondary sale	3,651,390	0.90%	401.81	1,467.16
3.	October 26, 2023	TMF Business Services Limited	Tata Motors Finance Limited	Pursuant to the Scheme of Arrangement	8,119,920	2.00%	N.A.	N.A.

For further details, please refer to "Disclosure of transaction of shares aggregating up to 1% or more of the paid-up Equity Share capital of Company by Promoter and Promoter Group" given below.

PRICE BAND: ₹ 475 TO ₹ 500 PER EQUITY SHARE OF FACE VALUE OF ₹ 2 EACH.

THE FLOOR PRICE IS 237.50 TIMES THE FACE VALUE OF THE EQUITY SHARES AND THE CAP PRICE IS 250.00 TIMES THE FACE VALUE OF THE EQUITY SHARES.

THE PRICE TO EARNINGS RATIO BASED ON DILUTED EPS FOR FINANCIAL YEAR 2023 AT THE CAP PRICE IS AS HIGH AS 32.53 TIMES AND AT THE FLOOR PRICE 30.90 TIMES.

BIDS CAN BE MADE FOR A MINIMUM OF 30 EQUITY SHARES AND IN MULTIPLES OF 30 EQUITY SHARES THEREAFTER.

IN MAKING AN INVESTMENT DECISION, POTENTIAL INVESTORS MUST ONLY RELY ON THE INFORMATION INCLUDED IN THE RED HERRING PROSPECTUS AND THE TERMS OF THE OFFER, INCLUDING THE RISKS INVOLVED AND NOT RELY ON ANY EXTERNAL SOURCES OF INFORMATION ABOUT THE OFFER AVAILABLE IN ANY MANNER.

In accordance with the recommendation of Independent Directors of our Company, pursuant to their resolution dated November 13, 2023, the above provided price band is justified based on quantitative factors/ KPIs disclosed in the 'Basis for Offer Price' section of the RHP vis-a-vis the weighted average cost of acquisition ("WACA") of primary and secondary transaction(s), as applicable, disclosed in 'Basis for Offer Price' section on pages 123 to 133 of the RHP and provided below in the advertisement.

RISK TO INVESTORS

- **Transfer of Equity Shares by Promoters:** Tata Motors Limited, Promoter of our Company, has undertaken secondary transfer of 40,161,184 Equity Shares of our Company on October 25, 2023 at a price of ₹ 401.81 per Equity Share, to TPG Rise Climate SF Pte. Ltd. and Ratan Tata Endowment Foundation, which is less than the Offer Price at lower end of the Price Band i.e. ₹475 per Equity Share and at higher end of the Price Band i.e. ₹500 per Equity Share.
- **Revenue concentration from top 5 clients:** For the six-months period ended September 30, 2023 and September 30, 2022 and Fiscals 2023, 2022 and 2021, 57.36%, 63.94%, 60.49%, 50.60% and 55.29%, respectively, of our revenue from operations is derived from top 5 clients by revenue generated in each of the respective periods ("Top 5 Clients"). The loss of any of our Top 5 Clients, could result in material decline in our revenues, which may have a material adverse effect on our business, results of operations, cash flows and financial condition.
- **Clients concentration in the automotive segment:** For the six-months period ended September 30, 2023 and September 30, 2022 and Fiscals 2023, 2022 and 2021, 69.09%, 76.56%, 70.94%, 64.51% and 66.08%, respectively, of our revenue from operations is derived from automotive segment. An economic slowdown or factors affecting the automotive segment may have an adverse effect on our business, financial condition and results of operations.
- **Offer for Sale:** The Selling Shareholders, including our Promoter, will receive the entire proceeds from the Offer for Sale. Our Company will not receive or benefit from any proceeds from the Offer for Sale.
- **Revenues denominated in foreign currencies:** For the six-months period ended September 30, 2023 and September 30, 2022 and Fiscals 2023, 2022 and 2021, 64.75%, 75.43%, 70.22%, 67.36% and 70.75%, respectively, of our revenue from operations are denominated in foreign currencies. Exchange rate fluctuations in various currencies in which our Company do business could materially and adversely impact our business, financial condition and results of operations.
- **Non-compliance with the Companies Act, 1956:** Our Company made certain preferential allotments of equity shares during Fiscal 2001, 2007 and 2008, which were offered and/or allotted to more than 49 investors, which were in non-compliance with the Companies Act, 1956. Any proceeding or action by any regulatory authority or court, which may be initiated in the future, may have an adverse effect on our business, finances and results of operations.
- **Negative cash flows from Operating Activities:** For Fiscal 2022 and the six-months period ended September 30, 2023, our net cash flow from operating activities was negative. We may continue to have negative cash flows in the future, which could adversely affect our liquidity and operations.

Continued on next page...

...continued from previous page.

- The Offer Price of the Equity Shares, price to earnings ratio ("P/E") ratio, enterprise value ("EV") to EBITDA ratio of our Company may not be indicative of the market price of the Equity Shares on listing, for the years indicated.

Our EBITDA for the Fiscal Year 2023 is ₹9,086.86 million.

Particulars	Ratio vis-à-vis Floor Price of ₹ 475 per Equity Share	Ratio vis-à-vis Cap Price of ₹ 500 per Equity Share
	(In multiples, unless otherwise specified)	
Enterprise value to EBITDA	20.40	21.51
Price-to-earnings ratio	30.90	32.53

- Average cost of acquisition of Equity Shares held by the Selling Shareholders ranges from ₹7.40 to ₹25.10 per Equity Share and Offer Price at higher end of the Price Band is ₹500 per Equity Share.
- Weighted Average Return on Net Worth for past three Fiscals i.e. 2023, 2022 and 2021 is 18.68%.
- Details of weighted average cost of acquisition for the last three years, eighteen months and one year immediately preceding the date of the RHP

Period	Weighted average cost of acquisition (WACA) [^] (in ₹) [#]	Upper End of the Price Band is 'X' times the WACA	Range of acquisition (Lowest Price-Highest Price) (in ₹)
Last one year	Nil*	N.A.	N.A.
Last 18 months	Nil*	N.A.	N.A.
Last three years	Nil*	N.A.	N.A.

* The Promoter, Promoter Group and Selling Shareholders have acquired Equity Shares allotted on January 20, 2023 pursuant to a bonus issue (for which no consideration was paid). Hence, the acquisition price is Nil.

The acquisition of Equity Shares by Tata Motors Finance Limited (previously known as Tata Motors Finance Solutions Limited) from TMF Business Services Limited (previously known as Tata Motors Finance Limited) has not been considered in the computation of the weighted average cost of acquisition as these Equity Shares were acquired pursuant to a scheme of arrangement between erstwhile Tata Motors Finance Limited (now TMF business Services Limited) and erstwhile Tata Motors Finance Solutions Limited (now Tata Motors Finance Limited) and their respective shareholders, sanctioned by the National Company Law Tribunal, Mumbai by an order dated May 12, 2023, for which no consideration was applicable.

[^] As certified by Manian and Rao, Chartered Accountants pursuant to their certificate dated November 13, 2023.

- Weighted average cost of acquisition, floor price and cap price

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor Price (i.e., ₹ 475)	Cap Price (i.e., ₹ 500)
WACA for Primary Transactions* during 3 years prior to RHP	Negligible [#]	N.A.	N.A.
WACA for Secondary Transactions during 18 months prior to RHP	401.81	1.18 times	1.24 times

Note: As certified by Manian and Rao, Chartered Accountants, pursuant to their certificate dated November 13, 2023.

[#] Since WACA for Primary Transactions during 3 years prior to RHP is ₹ 0.01 per Equity Share, this figure is negligible.

^{*} Since there were no Primary Transactions during the 18 months preceding the date of filing of the Red Herring Prospectus, the information has been disclosed for price per share of our Company based on the last five primary transactions, not older than three years prior to the date of filing of the Red Herring Prospectus irrespective of the size of the transaction.

- Details of price at which Equity Shares were acquired in the last three years preceding the date of the Red Herring Prospectus by our Promoter, the Promoter Group, the Selling Shareholders and the shareholders with rights to nominate directors, are disclosed below:

Name of the acquirer / shareholder	Date of acquisition of equity shares [^]	Number of equity shares acquired [^]	Face value per Equity Share [§]	Acquisition price per Equity Share (in ₹) [^]
Promoter (also the Promoter Selling Shareholder)				
Tata Motors Limited	January 20, 2023	151,503,000	2	Nil*
Promoter Group (other than the Promoter)				
TMF Business Services Limited (previously known as Tata Motors Finance Limited)	January 20, 2023	4,059,960	2	Nil*
Tata Motors Finance Limited (previously known as Tata Motors Finance Solutions Limited)	October 26, 2023	8,119,920	2	N.A. [#]
Investor Selling Shareholders				
Alpha TC Holdings Pte. Ltd.	January 20, 2023	14,722,505	2	Nil*
Tata Capital Growth Fund I	January 20, 2023	7,361,250	2	Nil*
Shareholders with right to nominate directors				
Nil	N.A.	N.A.	N.A.	N.A.

[§] Pursuant to a resolution passed by our Board on December 12, 2022, and a resolution passed by our Shareholders on January 14, 2023, the issued, subscribed and paid-up capital of our Company was sub-divided from 40,566,853 equity shares of face value of ₹10 each to 202,834,265 Equity Shares of face value of ₹2 each. The Promoter, Promoter Group and Selling Shareholders have not acquired any shares in the last three years from the date of the Red Herring Prospectus other than those allotted pursuant to bonus. There are no shareholders with rights to nominate directors.

* Equity Shares were allotted on January 20, 2023, pursuant to a bonus issue (for which no consideration was paid). Hence, the acquisition price is Nil. For further details, see "Capital Structure" beginning on page 87 of the RHP.

[#] Tata Motors Finance Limited (previously known as Tata Motors Finance Solutions Limited) acquired the Equity Shares from TMF Business Services Limited (previously known as Tata Motors Finance Limited) pursuant to a scheme of arrangement between erstwhile Tata Motors Finance Limited (now TMF business Services Limited) and erstwhile Tata Motors Finance Solutions Limited (now Tata Motors Finance Limited) and their respective shareholders, sanctioned by the National Company Law Tribunal, Mumbai by an order dated May 12, 2023, for which no consideration was applicable.

[^] As certified by Manian and Rao, Chartered Accountants pursuant to their certificate dated November 13, 2023.

- The three BRLMs associated with the Offer have handled 49 public issues in the past three years, out of which 12 issues closed below the offer price on listing date.

Name of BRLMs	Total Issues	Issues Closed Below IPO Price on Listing Date
JM Financial Limited	33	7
Citigroup Global Markets India Private Limited	5	3
BofA Securities India Limited	2	Nil
Common issues handled by the BRLMs	9	2
Total	49	12

Continued on next page...

...continued from previous page.

Disclosure of transaction of shares aggregating up to 1% or more of the paid-up Equity Share capital of Company by Promoter and Promoter Group.

a) Pursuant to: (i) share purchase agreement dated October 13, 2023, executed between Tata Motors Limited, the Promoter of our Company and TPG Rise Climate SF Pte. Ltd.; and (ii) share purchase agreement dated October 13, 2023, executed between Tata Motors Limited and Ratan Tata Endowment Foundation, Tata Motors Limited has sold an aggregate of 40,161,184 Equity Shares of our Company on October 25, 2023 to them. The details of the sale are:

S. No.	Date of transfer	Name of the Transferor	Name of Transferee	Nature of Transfer	Number of Equity Shares	Percentage of pre-Offer share capital of the Company	Transfer price per Equity Share (in ₹)	Total consideration (in ₹ Million)
1.	October 25, 2023	Tata Motors Limited	TPG Rise Climate SF Pte. Ltd.	Secondary sale	36,509,794	9.00%	401.81	14,670.00
2.	October 25, 2023	Tata Motors Limited	Ratan Tata Endowment Foundation	Secondary sale	3,651,390	0.90%	401.81	1,467.16

The aforementioned transferees, are not in any manner, connected with our Company, Promoter, Promoter Group, Directors, Key Managerial Personnel, Subsidiaries, Group Companies and the directors and key managerial personnel of our Subsidiaries and Group Companies. However, TPG Rise Climate TopGun Pte. Ltd. has made an investment in Tata Passenger Electric Mobility Limited ("TPEML") and presently has one representative director on the board of directors of TPEML. TPEML is a member of our Promoter Group and a Group Company of our Company.

b) Pursuant to the order passed by the National Company Law Tribunal, Mumbai dated May 12, 2023 sanctioning the scheme of arrangement between erstwhile Tata Motors Finance Limited (presently named as TMF Business Services Limited) and erstwhile Tata Motors Finance Solutions Limited (presently named as Tata Motors Finance Limited) and their respective shareholders (the "Scheme of Arrangement"), 8,119,920 Equity Shares held by TMF Business Services Limited have been transferred to Tata Motors Finance Limited ("TMFL") on October 26, 2023 in accordance with the terms of the Scheme of Arrangement. TMF Business Services Limited and TMFL are members of our Promoter Group and Group Companies of our Company. The details of transfer are as follows:

Date of transfer	Name of the Transferor	Name of Transferee	Nature of Transfer	Number of Equity Shares	Percentage of pre-Offer share capital of the Company	Transfer price per Equity Share (in ₹)	Total consideration (in ₹ Million)
October 26, 2023	TMF Business Services Limited	Tata Motors Finance Limited	Pursuant to the Scheme of Arrangement	8,119,920	2.00%	N.A.	N.A.

Since, TMFL is a member of our Promoter Group and a Group Company of our Company, it is connected in the following capacities with our Company, Promoter, Promoter Group, Directors, Group Companies and the directors and key managerial personnel of Group Companies:

(1) In connection with our Company - TMFL is a member of our Promoter Group and a Group Company of our Company; (2) In connection with our Promoter - (a) TMFL is an indirect subsidiary of Tata Motors Limited i.e. our Promoter; (b) One of the independent directors of TMFL is an independent director on the board of directors of our Promoter and (c) One of the non-executive directors of TMFL is a key managerial personnel of our Promoter; (3) In connection with our Promoter Group - (a) Some of the independent directors of TMFL are independent directors on the board of directors of certain of our Promoter Group entities and (b) Some of the non-executive directors of TMFL are directors and/or a key managerial personnel of certain of our Promoter Group entities; (4) In connection with our Directors - One of the non-executive directors of TMFL is one of our Non-Executive Directors; (5) In connection with our Group Companies - (a) The directors of TMFL are on the board of directors of certain of our Group Companies, (b) TMFL holds investments in certain of our Group Companies; and (c) Some of the non-executive directors of TMFL are key managerial personnel in one of our Group Companies. (6) In connection with the directors and key managerial personnel of our Group Companies - (a) The directors of TMFL are on the board of directors of certain of our Group Companies; (b) Certain directors of TMFL are key managerial personnel of certain Group Companies. Further, TMFL is not connected with (i) our Key Managerial Personnel (ii) our Subsidiaries and (iii) the directors and key managerial personnel of our Subsidiaries.

ANCHOR INVESTOR BIDDING DATE : TUESDAY, NOVEMBER 21, 2023***BID/OFFER PROGRAMME****BID/OFFER OPENS ON : WEDNESDAY, NOVEMBER 22, 2023*****BID/OFFER CLOSURES ON : FRIDAY, NOVEMBER 24, 2023****

*The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.
**The UPI mandate end time and date shall be at 5:00 p.m. on the Bid/Offer Closing Date.

BASIS FOR OFFER PRICE

The Price Band and Offer Price will be determined by our Company, in consultation with the Book Running Lead Managers, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹2 each and the Offer Price is 237.50 times the Floor Price and 250.00 times the Cap Price.

Bidders should read "Risk Factors", "Our Business", "Restated Consolidated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 34, 100, 271 and 390, of the RHP, respectively, to have an informed view before making an investment decision.

Qualitative Factors: We believe that some of the qualitative factors which form the basis for computing the Offer Price are as follows: 1. Deep expertise in the automotive industry; 2. Differentiated capabilities in new age automotive trends - electric vehicles, connected and autonomous; 3. Strong digital capabilities bolstered by proprietary accelerators; 4. Marquee set of clients across anchor accounts, traditional OEMs and new energy vehicle companies; 5. Global delivery model enabling intimate client engagement and scalability; 6. Proprietary e-learning platform leveraging our manufacturing domain knowledge to tap into the large upskilling and reskilling market; and 7. Well-recognized brand with experienced Promoter, board of directors and management team. For further details, see "Our Business - Competitive Strengths" on page 182 of the RHP.

Quantitative Factors: Certain information presented below, relating to our Company, is derived from the Restated Consolidated Financial Information. Pursuant to a resolution passed by our Board on December 12, 2022, and a resolution passed by our Shareholders on January 14, 2023, the issued, subscribed and paid-up capital of our Company was sub-divided from 40,563,853 equity shares of face value of ₹10 each to 202,834,265 equity shares of face value of ₹2 each.

Sub-division of shares are retrospectively considered for the computation of EPS in accordance with Ind AS 33 for all Financial Years/ periods presented. Our Board, pursuant to a resolution passed by it on December 12, 2022 and a resolution passed by our Shareholders on January 14, 2023, approved the issuance of 202,834,265 Equity Shares as part of the bonus issuance in the ratio of one Equity Share for every one existing fully paid-up Equity Share, which were allotted on January 20, 2023.

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

1. **Basic and Diluted Earnings Per Share ("EPS"), as adjusted for changes in capital:** As derived from the Restated Consolidated Financial Information:

Financial Period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
Financial Year 2023	15.38	15.37	3
Financial Year 2022	10.77	10.77	2
Financial Year 2021	5.89	5.89	1
Weighted Average (of the above three Financial Years)	12.26	12.26	-
For six-months period ended September 30, 2023*	8.67	8.67	-
For six-months period ended September 30, 2022*	6.39	6.39	-

* Not annualized

Notes:

- Basic EPS is calculated as profit for the year/period attributable to owners of our Company divided by the weighted average number of Equity Shares outstanding during the year/period.
- Diluted EPS is calculated as profit for the year/period attributable to owners of our Company divided by the weighted average number of Equity Shares outstanding during the year/period and the weighted average number of Equity Shares that could have been issued upon conversion of all dilutive potential Equity Shares.
- Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/total of weights.
- Basic and diluted earnings per share: Basic and diluted earnings per share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended) read with the requirements of SEBI/CDR Regulations.
- The face value of the Equity Shares is ₹2 each.
- The figures disclosed above are derived from the Restated Consolidated Financial Information of our Company.
- Pursuant to Board Resolution dated December 12, 2022, and a resolution passed by our Shareholders on January 14, 2023, one equity share of face value of ₹10 each were subdivided into 5 equity shares of face value of ₹2 each and on January 20, 2023, our Company allotted Equity Shares in the ratio of 1:1 to the existing equity shareholders. The impact of the same has been considered in the calculation of basic and diluted earnings per share.

2. **Price/Earning ("P/E") ratio in relation to Price Band of ₹475 to ₹500 per Equity Share:**

Particulars	P/E at the lower end of Price Band (no. of times)	P/E at the higher end of Price Band (no. of times)
Based on Basic EPS for Financial Year 2023	30.88	32.51
Based on Diluted EPS for Financial Year 2023	30.90	32.53

3. **Industry P/E ratio**

Particulars	P/E ratio*
Highest	80.31
Lowest	37.47
Industry Composite	59.78

Notes:

- The industry high and low has been considered from the industry peer set. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section.
- The industry P/E ratio mentioned above is for the financial year ended March 31, 2023.

4. **Return on Net Worth**

As derived from the Restated Consolidated Financial Information of our Company:

Period	RoNW (%)	Weight
Financial Year 2023	20.87	3
Financial Year 2022	19.16	2
Financial Year 2021	11.17	1
Weighted Average (of the above three Financial Years)	18.68	-
For six-months period ended September 30, 2023*	12.33	-
For six-months period ended September 30, 2022*	10.44	-

* Not annualized

Notes:

- Return on Net Worth (%) = Profit for the year/period attributable to owners of our Company divided by the Net Worth at the end of the respective year/period attributable to the owners of our Company.
- Net worth means aggregate of equity share capital and other equity.
- The figures disclosed above are derived from the Restated Consolidated Financial Information of our Company.

5. **Net Asset Value per Equity Share of face value of ₹2 each, as adjusted**

Net Asset Value per Equity Share	Basic (₹)	Diluted (₹)
As on March 31, 2023	73.68	73.65
As on March 31, 2022	56.19	56.19
As on March 31, 2021	52.79	52.79
As on September 30, 2023	70.33	70.27
As on September 30, 2022	61.18	61.18
After the Offer	At Floor Price: 70.33	At Floor Price: 70.27
	At Cap Price: 70.33	At Cap Price: 70.27
Offer Price	■	■

Notes:

- NAV per Equity Share (in ₹) is computed as net worth at the end of the period/year / Weighted average number of equity shares outstanding at the end of the period/year.
- Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year/period, adjusted by the number of equity shares issued during the year/period multiplied by the time-weighting factor.

6. **Comparison of accounting ratios with listed industry peers**

The following peer group has been determined on the basis of companies listed on Indian stock exchanges and globally, whose business profile is comparable to our businesses in terms of our size and our business model:

Name of the company (Listed Peer)	Face Value (₹ per share)	Revenue from operations for Financial Year 2023 (₹ million)	Basic EPS for Financial Year 2023 (₹)	Diluted EPS for Financial Year 2023 (₹)	P/E for Financial Year 2023	RONW for Financial Year 2023 (%)	NAV per Equity Share as at March 31, 2023 (₹)	Market capitalization as on March 31, 2023 (in ₹ million)
Tata Technologies Limited	2	44,141.77	15.38	15.37	N.A.	20.87%	73.65	N.A.
Listed peers⁽¹⁾								
KPI Technology Limited	10	33,650.38	14.10	13.95	80.31	22.91%	61.58	250,097.45
L&T Technology Services Limited	2	80,136.00	110.80	110.48	37.47	23.54%	470.66	356,802.39
Tata Elxsi Limited	10	31,447.23	121.26	121.26	61.55	36.21%	334.92	371,111.53

Source: Financial information for listed industry peers mentioned above is based on annual reports of peer companies for the year ended March 31, 2023 submitted to stock exchanges and with respect to our company, the information is based on Restated Consolidated Financial Information for the year ended March 31, 2023

* NAV per Equity Share for our Company is calculated on diluted basis.

- All the financial information for listed industry peer mentioned above is on a consolidated basis
- Diluted EPS for peers sourced from the annual report for the Financial Year 2023, whereas for our Company it is based on the Restated Consolidated Financial Information of our Company.
- P/E Ratio has been computed based on the closing market price of equity shares on NSE on October 26, 2023, divided by the Diluted EPS provided under Note 2 above.
- RoNW is computed as profit for the year/period attributable to owners of our Company divided by the Net Worth at the end of the respective year/period attributable to the owners of our Company.
- NAV per Equity Share (in ₹) = net worth at the end of the period/year / Weighted number of equity shares outstanding at the end of the period/year.
- Net Worth means aggregate of equity share capital and other equity.
- Key Performance Indicators**

The table below sets forth the KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. The KPIs disclosed below have been approved by a resolution of our Audit Committee dated November 2, 2023. The KPIs herein have been certified by Manian and Rao, Chartered Accountants, by their certificate dated November 13, 2023. Further, the Audit Committee has on November 2, 2023 taken on record that other than the key performance indicators set out below, our Company has not disclosed any other KPIs during the three years preceding the Red Herring Prospectus with its investors. We have described and defined the KPIs, as applicable, in "Definitions and Abbreviations" beginning on page 1 of the RHP. For details of other operating metrics disclosed elsewhere in the Red Herring Prospectus, see "Our Business" beginning on page 180 of the RHP.

The following table sets forth certain of our key performance indicators for the periods indicated below:

(₹ in million, unless otherwise indicated)

Particulars ⁽¹⁾	Six-months period ended September 30 ⁽²⁾		Fiscal	
	2023	2022	2023	2021
Revenue from Operations ⁽³⁾	25,267.02	18,879.06	44,141.77	35,295.80
Revenue from Operations (\$ million) ⁽²⁾	306.50	240.11	546.87	473.51
Revenue attributable to the Services segment ⁽³⁾	19,863.90	16,408.80	35,311.55	26,513.51
Revenue attributable to the Services segment (% of Revenue from operations) ⁽⁴⁾	78.62%	86.92%	80.00%	75.12%
YoY growth in Revenue from Operations (%) ⁽⁵⁾	33.84%	N.A.	25.06%	48.24%
YoY constant currency growth in Revenue from Operations (%) ⁽⁶⁾	28.59%	N.A.	24.02%	45.18%
Profit for the period/year ⁽⁷⁾	3,519.01	2,590.61	6,240.37	4,369.91
Profit Margin for the period/year (%) ⁽⁸⁾	13.93%	13.72%	14.14%	12.38%
EBITDA ⁽⁹⁾	5,254.72	3,950.03	9,086.86	6,944.64
Adjusted EBITDA ⁽¹⁰⁾	4,647.50	3,725.19	8,209.34	6,456.62
Adjusted EBITDA Margin (%) ⁽¹¹⁾	18.39%	19.73%	18.60%	18.29%

* Other than the KPIs listed herein, no other KPIs have been disclosed to our investors in the immediately preceding three years.

* The KPIs disclosed in the table above have been approved by our Audit Committee pursuant to their resolution dated November 2, 2023 and have been verified and certified by Manian and Rao, Chartered Accountants pursuant to their certificate dated November 13, 2023. This certificate has been designated a material document for inspection in connection with the Offer. See "Material Contracts and Documents for Inspection" on page 468 of the RHP.

Notes:

- Revenue from operations is the revenue generated by us and is comprised of (i) the sale of services, (ii) sale of technology solutions and (iii) other operating revenues, as set out in the Restated Consolidated Financial Information. For further details, see "Restated Consolidated Financial Information - Notes forming part of the Restated Consolidated Financial Information - Note 22: Revenue from Operations" on page 327 of the RHP.
- Revenue from operations where the revenue from operations is accounted for on a monthly basis and converted using the average of the \$ conversion rates during each month for the relevant currencies.
- Revenue attributable to the Services segment as set out in the Restated Consolidated Financial Information. For further details, see "Restated Consolidated Financial Information - Notes forming part of the Restated Consolidated Financial Information - Note 34: Segment Reporting" on page 334 of the RHP.
- Revenue attributable to the Services segment as a percentage of our revenue from operations.
- Year-on-year growth in revenue from operations based on ₹ revenue.
- Year-on-year growth in revenue by constant currency revenue generated in foreign currencies translated into ₹ using comparable foreign currency exchange rates from the prior period.
- Profit for the period/year is our profit for the period/year as set out in the Restated Consolidated Financial Information.
- Profit Margin for the period/year represents the profit for the period/year as a percentage of our revenue from operations.
- EBITDA is calculated as profit before exceptional items and tax plus finance cost, depreciation and amortization expenses. For a detailed calculation of EBITDA, see "Other Financial Information - Reconciliation of Non-GAAP Measures" on page 386 of the RHP.
- Adjusted EBITDA is calculated as EBITDA less other income. For a detailed calculation of Adjusted EBITDA, see "Other Financial Information - Reconciliation of Non-GAAP Measures" on page 386 of the RHP.
- Adjusted EBITDA Margin is the percentage of adjusted EBITDA divided by revenue from operations. For a detailed calculation of Adjusted EBITDA Margin, see "Other Financial Information - Reconciliation of Non-GAAP Measures" on page 386 of the RHP.

Description of the historic use of the KPIs by our Company to analyze, track or monitor the operational and/or financial performance of our Company

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Information. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies, including peer companies, and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures or as an indicator of our operating performance, liquidity, profitability or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS.

The KPIs of our Company have been disclosed in the sections "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" starting on pages 180 and 390, of the RHP, respectively. We have described and defined the KPIs, as applicable, in "Definitions and Abbreviations" on page 1 of the RHP.

Investors are encouraged to review the Ind AS financial measures and to not rely on any single financial or operational metric to evaluate our business. For further details, see "Risk Factors - 49. We have included certain Non-GAAP measures, industry metrics and key performance indicators related to our operations and financial performance in the Red Herring Prospectus that are subject to inherent challenges measurement. These Non-GAAP Measures, industry metrics and key performance indicators may not be comparable with financial, or industry related statistical information of similar nomenclature computed and presented by other companies. Such supplemental financial and operational information is therefore of limited utility as an analytical tool for investors and there can be no assurance that there will not be any issues or such tools will be accurate going forward" on page 65 of the RHP.

Descriptions of the KPIs

Revenue from operations
We believe that tracking our revenue from operations enables us to track our (i) revenue from sale of services and (ii) revenue from sale of technology solutions. For further details, see "Management's Discussion and Analysis of Financial Condition and Results of Operations - Overview of Profit and Loss Statement" on page 408 of the RHP. We believe this in turn helps us assess the overall financial performance of our Company and size of our business.

Revenue from Operations (\$ million)

We obtain our revenues predominantly in international currencies. For Fiscal 2023, we derived 29.76% of our revenue from operations in Indian rupees and we believe that expressing our revenue from operations in \$ million presents a better measure of our core business and our management uses such measure internally to evaluate ongoing performance. Accordingly, we believe that this is useful to investors in enhancing their understanding of our operating performance.

Revenue attributable to the Services segment and Revenue attributable to the Services segment as a % of revenue from operations

We believe that tracking our (i) revenue attributable to the Services segment and (ii) revenue attributable to the Services segment as a percentage of revenue from operations, enables us to analyse financial and business performance of our Company in our primary line of business. For further details, see "Management's Discussion and Analysis of Financial Condition and Results of Operations - Overview of Profit and Loss Statement" on page 408 of the RHP.

YoY growth in revenue from operations (%)

We believe that tracking the year-on-year growth in revenue from operations helps us analyse the relative business and financial performance of our Company and assists in understanding the market opportunities and our ability to focus, scale and deliver our services. Accordingly, we track this metric annually (other than in the case of the six-months period ended September 30, 2023 and September 30, 2022).

YoY constant currency growth in revenue from operations (%)

We monitor our revenue growth rate at constant currency. As the impact of foreign exchange rates is highly variable and difficult to predict, we believe revenue growth rate at constant currency allows us to better understand the underlying business trends and performance of our ongoing business on a period-over-period basis. We calculate revenue growth rate at constant currency by translating revenue generated in foreign currencies into US dollars using the comparable foreign currency exchange rates from the prior period.

Profit for the period/year

We believe that tracking profit for the period/year helps us track the overall profitability of our business after tax and is an important metric for us.

Profit Margin for the period/year (%)

We believe that tracking Profit Margin for the period/year helps us track the overall profitability of our business after tax and is an important metric for us.

EBITDA and Adjusted EBITDA

We believe that tracking EBITDA and Adjusted EBITDA help us identify underlying trends in our business and facilitates evaluation of year-on-year operating performance of our operations by eliminating items that are variable in nature and not considered by us in the evaluation of ongoing operating performance, and allowing comparison of our recurring core business operating results over multiple periods. These are standard metrics of profitability and are reported by our competitors. We believe these are some of the most important metrics investors find relevant since these take into account all the operating expenses of the particular company.

Adjusted EBITDA margin (%)

We believe that tracking our Adjusted EBITDA margin helps us evaluate our Company's operational and financial performance and it is an important metric for valuation.

Continued on next page...

...continued from previous page.

8. Comparison of our key performance indicators with listed industry peers for the Financial Years/ periods included in the Restated Consolidated Financial Information

The following table provides a comparison of the KPIs of our Company with our peer group. The peer group has been determined on the basis of companies listed on Indian stock exchanges and globally, whose business profile is comparable to our businesses in terms of our size and our business model:

(₹ in million, unless otherwise indicated)

Particulars	L&T Technology Services Limited					KPIT Technologies Limited					Tata Elxsi Limited					Tata Technologies Limited				
	Six-months period ended September 30, 2023	Six-months period ended September 30, 2022	Financial Year ended 2023	Financial Year ended 2022	Financial Year ended 2021	Six-months period ended September 30, 2023	Six-months period ended September 30, 2022	Financial Year ended 2023	Financial Year ended 2022	Financial Year ended 2021	Six-months period ended September 30, 2023	Six-months period ended September 30, 2022	Financial Year ended 2023	Financial Year ended 2022	Financial Year ended 2021	Six-months period ended September 30, 2023	Six-months period ended September 30, 2022	Financial Year ended 2023	Financial Year ended 2022	Financial Year ended 2021
Revenue from Operation	46,879.00	38,688.00	80,136.00	65,697.00	54,497.00	22,967.79	14,305.56	33,650.38	24,323.86	20,357.41	17,319.70	14,890.60	31,447.23	24,707.79	18,261.60	25,267.02	18,879.06	44,141.77	35,295.80	23,809.11
Revenue from Operations (US\$ million)	568.10	486.60	990.00	880.00	737.00	279.10	184.10	418.29	328.35	274.77	N.A.	N.A.	N.A.	N.A.	N.A.	306.50	240.11	546.87	473.51	321.53
Revenue attributable to the Services segment	46,879.00	38,688.00	80,136.00	65,697.00	54,497.00	N.A.	N.A.	32,720.16	24,314.37	20,357.03	16,870.62	14,544.00	31,187.08	24,537.52	18,103.17	19,863.90	16,408.80	35,311.55	26,513.51	19,143.71
Revenue attributable to the Services segment (% of Revenue from operations)	100.00%	100.00%	100.00%	100.00%	100.00%	N.A.	N.A.	97.24%	99.96%	99.97%	97.41%	97.67%	99.17%	99.31%	99.13%	78.62%	86.92%	80.00%	75.12%	80.40%
YoY growth in Revenue from Operations (%)	N.A.	N.A.	21.98%	20.55%	(3.01%)	N.A.	N.A.	38.34%	19.48%	(5.59%)	N.A.	N.A.	27.28%	35.30%	13.44%	33.84%	N.A.	25.06%	48.24%	(16.52%)
YoY constant currency growth in Revenue from Operations (%)	N.A.	N.A.	15.80%	20.00%	(6.80%)	N.A.	N.A.	36.70%	19.70%	-	N.A.	N.A.	24.9%	34.30%	8.00%	28.59%	N.A.	24.02%	45.18%	(19.74%)
Profit for the period/year	6,265.00	5,566.00	11,698.00	9,570.00	6,633.00	2,758.40	1,712.24	3,868.63	2,762.43	1,471.03	3,889.00	3,590.00	7,552.00	5,497.00	3,681.00	3,519.01	2,590.61	6,240.37	4,369.91	2,391.73
Profit Margin for the period/year (%)	13.36%	14.39%	14.60%	14.57%	12.17%	12.01%	11.97%	11.50%	11.36%	7.23%	22.45%	24.11%	24.01%	22.25%	20.16%	13.93%	13.72%	14.14%	12.38%	10.05%
EBITDA	10,173.00	9,068.00	19,187.00	15,673.00	11,611.00	4,775.07	2,965.35	6,756.50	4,833.55	3,258.36	5,684.40	4,936.88	10,349.10	8,102.33	5,621.65	5,254.72	3,950.03	9,086.86	6,944.64	4,305.36
Adjusted EBITDA	9,284.00	8,228.00	17,107.00	14,149.00	10,074.00	4,599.46	2,713.36	6,354.58	4,385.46	3,100.74	5,151.00	4,647.00	9,611.00	7,657.00	5,224.00	4,647.50	3,725.19	8,209.34	6,456.62	3,857.09
Adjusted EBITDA Margin (%)	19.80%	21.27%	21.35%	21.54%	18.49%	20.03%	18.97%	18.88%	18.03%	15.23%	29.74%	31.21%	30.56%	30.99%	28.61%	18.39%	19.73%	18.60%	18.29%	16.20%

Notes for listed peers:

- Source: All the information for listed industry peers mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from their respective investor presentation/annual reports available in public domain.
- Adjusted EBITDA - EBITDA for the listed peers sourced from their investor presentation available in public domain.
- EBITDA - EBITDA for the listed peers is calculated as Adjusted EBITDA plus Other Income.
- The information for six-months period ended September 30, 2022 and six-months period ended September 30, 2023 is the sum of numbers provided in the investor presentations for Quarters 1 and 2 for fiscal years 2023 and 2024, respectively.

The KPIs set out above are not standardised terms and accordingly a direct comparison of such KPIs between companies may not be possible. Other companies may calculate such KPIs differently from us. For details of our other operating metrics disclosed elsewhere in the Red Herring Prospectus, see "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 180 and 390, of the RHP, respectively. Our Company has not undertaken a material acquisition or disposition of assets / business for the periods that are covered by the KPIs and accordingly, no comparison of KPIs over time based on additions or dispositions to the business, has been provided.

9. Justification for Basis for Offer Price

A. Price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under the ESOP Scheme and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of the Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company in a single transaction or multiple transactions combined together over a span of rolling 30 days

There has been no issuance of Equity Shares or convertible securities during the 18 months preceding the date of the Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

B. Price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on secondary sale or acquisition of equity shares or convertible securities involving Promoter, Promoter Group and any of the Selling Shareholders or other shareholders with rights to nominate directors during the 18 months preceding the date of filing of the Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company, in a single transaction or multiple transactions combined together over a span of rolling 30 days

Except as disclosed below, there have been no secondary sale/acquisitions of Equity Shares, where the Promoter, Promoter Group and any of the Selling Shareholders or other Shareholders with rights to nominate directors, are a party to such transaction, during the 18 months preceding the date of the Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days:

Date of transfer of Equity Shares	Number of Equity Shares transferred	Face value of Equity Shares (₹)	Transfer price per Equity Share (in ₹)	Nature of consideration	Nature of transaction	Total consideration (in ₹ million)
October 25, 2023	36,509,794	2	401.81	Cash	Transfer of Equity Shares by our Promoter to TPG Rise Climate SF Pte. Ltd.	14,670.00
October 25, 2023	3,651,390	2	401.81	Cash	Transfer of Equity Shares by our Promoter to Ratan Tata Endowment Foundation	1,467.17
October 26, 2023	8,119,920	2	N.A. ^a	N.A.	Transfer of Equity Shares by TMF Business Services Limited (previously known as Tata Motors Finance Limited) to Tata Motors Finance Limited (previously known as Tata Motors Finance Solutions Limited) pursuant to a scheme of arrangement [#]	N.A.
Total Purchase Value (in ₹ million)						16,137.17
Total number of equity shares transacted^d						40,161,184
Weighted Average Cost of Acquisition (in ₹)						401.81

^a The acquisition of Equity Shares by Tata Motors Finance Limited (previously known as Tata Motors Finance Solutions Limited) from TMF Business Services Limited (previously known as Tata Motors Finance Limited) has not been considered in the computation of the weighted average cost of acquisition as these Equity Shares were acquired pursuant to a scheme of arrangement between erstwhile Tata Motors Finance Limited (now TMF Business Services Limited) and erstwhile Tata Motors Finance Solutions Limited (now Tata Motors Finance Limited) and their respective shareholders, sanctioned by the National Company Law Tribunal, Mumbai by an order dated May 12, 2023, for which no consideration was applicable.

C. Since there are no such transaction to report to under A, the following are the details based on the last five primary transactions, not older than three years prior to the date of the Red Herring Prospectus irrespective of the size of transactions:

Date of allotment of Equity Shares	Number of Equity Shares transacted (adjusted for bonus issue and sub-division)	Face value of Equity Shares (₹)	Price per Equity Share (adjusted for bonus issue and sub-division) (₹)	Nature of Consideration	Nature of transaction	Total Consideration (₹ million)
December 2, 2020	37,500	2	64.50	Cash	Allotment pursuant to TTESOP 2001	2,418.750
January 20, 2023	202,834,265	2	Nil	Other than cash	Bonus issue	Nil
Weighted average cost of acquisition						Negligible^a

^a Since WACA for primary transactions during the three years preceding the date of the Red Herring Prospectus is ₹0.01 per Equity Share, this figure is negligible.

^a As certified by Manian and Rao, Chartered Accountants pursuant to their certificate dated November 13, 2023.

Notes:

- Pursuant to a resolution passed by our Board on December 12, 2022, and a resolution passed by our Shareholders on January 14, 2023, the issued, subscribed and paid-up capital of our Company was sub-divided from 40,566,853 Equity Shares of face value of ₹10 each to 202,834,265 Equity Shares of face value of ₹2 each.
- Our Board, pursuant to a resolution passed by it on December 12, 2022, and a resolution passed by our Shareholders on January 14, 2023, approved the issuance of 202,834,265 bonus Equity Shares in the ratio of one Equity Share for every one existing fully paid-up Equity Share, which were allotted on January 20, 2023.

D. Weighted average cost of acquisition, floor price and cap price

Based on the transaction described in (a), (b) and (c) above, the weighted average cost of acquisition, as compared with the Floor Price and Cap Price is set forth below:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor price (i.e. ₹ 475)	Cap price (i.e. ₹ 500)
Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity/ convertible securities), excluding shares issued under an employee stock option plan/employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of filing of the Red Herring Prospectus, where such issuance is equal to or more than five per cent of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days	NA ^a	N.A.	N.A.
Weighted average cost of acquisition for last 18 months for secondary sale/acquisition of shares equity/convertible securities), where promoter/ promoter group entities or Selling Shareholders or shareholder(s) having the right to nominate director(s) in the Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of the Red Herring Prospectus, where either acquisition or sale is equal to or more than five per cent of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days	401.81 ^a	1.18 times	1.24 times

Since there were no primary transactions of equity shares of our Company during the 18 months preceding the date of filing of the Red Herring Prospectus, the information has been disclosed for price per share of our Company based on the last five primary transactions, not older than three years prior to the date of filing of the Red Herring Prospectus irrespective of the size of the transaction.

	(a) Based on primary issuances	(b) Based on secondary issuances
	Negligible ^a	NA ^a
	N.A.	N.A.

^a As certified by Manian and Rao, Chartered Accountants pursuant to their certificate dated November 13, 2023.

^b As there are no transactions to be reported under part (A) above, computation of weighted average cost of acquisition is not required here.

^c As there are transactions reported under part (B) above, computation of weighted average cost of acquisition is not required here.

^d Since WACA for primary transactions during the three years preceding the date of the Red Herring Prospectus is ₹0.01 per Equity Share, this figure is negligible.

E. Justification for Basis for Offer Price:

Set out below is an explanation for our Cap Price being ₹500 in comparison to our WACA of Primary Transactions and Secondary Transactions (a) along with our Company's key performance indicators and financial ratios for the six-months period ended September 30, 2023 and September 30, 2022 and the Fiscals 2023, 2022 and 2021 and (b) in view of the external factors which may have influenced the pricing of the Offer. For details of our Company's KPIs, see "Key financial and operational metrics ("KPIs")" above.

- We are a leading global engineering services company offering product development and digital solutions, including turnkey solutions, to global original equipment manufacturers ("OEMs") and their tier 1 suppliers, according to Zinnov Report.
- With over two decades of experience, we have deep domain expertise in the automotive industry and leverage such expertise to serve our clients in adjacent industries, such as the aerospace and transportation and construction heavy machinery ("TCHM") industries.
- We are a pure-play manufacturing focused ER&D company, primarily focused on the automotive industry and we are currently engaged with seven out of the top 10 automotive ER&D spenders and five out of the 10 prominent new energy ER&D spenders in 2022, according to Zinnov Report.
- We are one of the leading participants in the automotive ER&D services industry globally, having been ranked in the "leadership zone" by Zinnov, the leading ER&D global consultant, for ER&D Services Ratings in 2023 for the seventh consecutive year.
- We have also been ranked as the top India-based automotive ER&D service provider for the fourth consecutive year by Zinnov, recognizing us as having the deepest automotive footprint among India-based ER&D companies.
- We offer a one stop platform for automotive OEMs to meet new engineering needs across the value chain, according to Zinnov Report.

F. The Offer Price is [₹] the face value of the Equity Shares.

The Offer Price of ₹ [₹] has been determined by our Company in consultation with the BRLMs, on the basis of market demand from investors for Equity Shares, as determined through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters. Investors should read the above-mentioned information along with "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Restated Consolidated Financial Information" on pages 34, 180, 390 and 271 of the RHP, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "Risk Factors" beginning on page 34 of the RHP and you may lose all or part of your investments.

FOR FURTHER DETAILS, SEE "BASIS FOR OFFER PRICE" BEGINNING ON PAGE 123 OF THE RHP.

ASBA # Simple, Safe, Smart way of Application!!!

Applications supported by blocked amount ("ASBA") is a better way of applying to offers by simply blocking the fund in the bank account. For further details, check section on ASBA.

Mandatory in public issues. No cheque will be accepted.



UPI-Now available in ASBA for all Retail Individual Investors and Non Institutional Investors applying for amount upto ₹ 5,00,000/- applying through Registered Brokers, Syndicate DPs and RTAs. UPI Bidder also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. Investors are required to ensure that the bank account used for bidding is linked to their PAN. Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021, read with press release dated September 17, 2021. CBDT circular no.7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023.

ASBA has to be availed by all the investors except anchor investors. UPI may be availed by UPI Bidders. For details on the ASBA and UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "Offer Procedure" beginning on page 462 of the RHP. The process is also available on the website of Association of Investment Bankers of India ("AIBI") and Stock Exchanges and in the General Information Document. ASBA bid-cum-application forms can be downloaded from the websites of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), and together with BSE, the "Stock Exchanges" and can be obtained from the list of banks that is displayed on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFPI=yes&intmid=35 and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFPI=yes&intmid=43>, respectively as updated from time to time. For the list of UPI apps and banks live on IPO, please refer to the link: www.sebi.gov.in. UPI Bidders using the UPI mechanism may apply through the SCSBs and mobile applications whose names appear on the website of SEBI, as updated from time to time. ICICI Bank Limited and Kotak Mahindra Bank Limited have been appointed as Sponsor Banks for the Offer, in accordance with the requirements of the SEBI Circular dated November 1, 2018 as amended. For offer related queries, please contact the Book Running Lead Managers ("BRLMs") on their respective email IDs as mentioned below. For UPI related queries, investors can contact NPCI at the toll free number: 180012011740 and mail id: ipu.ipo@npci.org.in.

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the Book Running Lead Managers, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the Book Running Lead Managers and at the terminals of the Syndicate Member and by intimation to Self-Certified Syndicate Banks ("SCSBs"), other Designated Intermediaries and the Sponsor Banks, as applicable.

This Offer is being made in terms of Regulation 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made in accordance with Regulation 6(1) of the SEBI ICDR Regulations and through the Book Building Process wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs", and such portion, the "QIB Portion"). Our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), out of which at least one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders such that: (a) one-third of the portion available to Non-Institutional Bidders, shall be reserved for applicants with application size of more than ₹ 200,000, and up to ₹ 1,000,000, and (b) two-thirds of the portion available to Non-Institutional Bidders, shall be reserved for applicants with an application size of more than ₹ 1,000,000, provided that the unsubscribed portion in either of the categories specified in (a) or (b) above, may be allocated to Bidders in the other sub-category of Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders ("RIBs") in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion and Eligible TML Shareholders Bidding in the TML Shareholders Reservation Portion, subject to valid Bids received from them at or above the Offer Price. All Bidders, other than Anchor Investors, are required to mandatorily utilise the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective bank account (including UPI ID (defined hereinafter) in case of UPI Bidders), pursuant to which their corresponding Bid Amounts will be blocked by the SCSBs or the Sponsor Banks as applicable, to participate in the Offer. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see "Offer Procedure" on page 462 of the RHP.

Bidders/Applicants should ensure that DP ID, PAN, Client ID and UPI ID (for UPI Bidders bidding through the UPI mechanism) are correctly filled in the Bid cum Application Form. The DP ID, PAN and Client ID provided in the Bid cum Application Form should match with the DP ID, PAN, Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active. Bidders/Applicants should note that on the basis of the PAN, DP ID, Client ID and UPI ID (for UPI Bidders bidding through the UPI mechanism) as provided in the Bid cum Application Form, the Bidder/Applicant may be deemed to have authorised the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for giving Allotment Advice or unblocking of ASBA Account or for other correspondence(s) related to the Offer. Bidders/Applicants are advised to update any changes to their Demographic Details as

available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021, read with press release dated September 17, 2021, CBDT circular no.7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023. Contents of the Memorandum of Association of our Company as regards its objects: For information on the main objects of our Company, please see the section "History and Certain Corporate Matters" on page 212 of the RHP. The Memorandum of Association of our Company is a material document for inspection in relation to the Offer. For further details, please see the section entitled "Material Contracts and Documents for Inspection" on page 488 of the RHP.

Liability of the members of our Company: Limited by shares

Amount of share capital of our Company and Capital structure: As on the date of the RHP, the authorised share capital of the Company is ₹3,500,000,000 consisting of 1,750,000,000 Equity Shares having face value of ₹2 each and 700,000,000 Cumulative Non-Participative Compulsorily Convertible Preference Shares (having face value of ₹10 each). The issued, subscribed and paid-up share capital of the Company is ₹ 811,337,060 divided into, 405,668,530 Equity Shares of face value of ₹2 each. For details, please see the section entitled "Capital Structure" beginning on page 87 of the RHP.

Names of signatories to the Memorandum of Association of our Company and the number of Equity Shares subscribed by them: The names of the initial signatories of the Memorandum of Association of our Company are Arun Gupta and Bhuvnesh Dutt Sharma. For details of the share capital history and capital structure of our Company, please see the section entitled "Capital Structure" beginning on page 87 of the RHP.

Listing: The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters each dated April 12, 2023. For the purposes of the Offer, BSE is the Designated Stock Exchange. A copy of the Red Herring Prospectus has been filed, and a copy of the Prospectus shall be filed with the RoC in accordance with Section 26(4) and Section 32 of the Companies Act. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, see "Material Contracts and Documents for Inspection" on page 488 of the RHP.

Disclaimer Clause of the Securities and Exchange Board of India ("SEBI"): SEBI only gives its observations on the offer documents and this does not constitute approval of either the Offer or the specified securities stated in the offer document. The investors are advised to refer to page 438 of the RHP for the full text of the disclaimer clause of SEBI.

Disclaimer Clause of NSE: It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE; nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to page 444 of the RHP for the full text of the disclaimer clause of NSE.

Disclaimer Clause of BSE (Designated Stock Exchange): It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the Red Herring Prospectus has been cleared or approved by BSE; nor does it certify the correctness or completeness of any of the contents of the Red Herring Prospectus. The investors are advised to refer to page 443 of the RHP for the full text of the disclaimer clause of BSE.

General Risk: Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have neither been recommended, nor approved by the SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of the RHP. Specific attention of the Bidders is invited to "Risk Factors" beginning on page 34 of the RHP.

BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE OFFER	COMPANY SECRETARY AND COMPLIANCE OFFICER
<p>JM Financial Limited 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi Mumbai - 400 025, Maharashtra, India Tel: +91 22 6632 3030 E-mail: tl.ipo@jmf.com Website: www.jmf.com Investor Grievance ID: grievance.ibt@jmf.com Contact Person: Prachee Dhuri SEBI Registration Number: INM000010361</p>	<p>Citigroup Global Markets India Private Limited 1202, 12th Floor, First International Financial Center, G - Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 098 Maharashtra, India Tel: +91 22 6175 9999; E-mail: tatechipo@citigroup.com Website: www.online.citibank.co.in/rhtm/citigroupglobalbscreen1.htm Investor Grievance ID: investors.gmb@citigroup.com Contact Person: Harsh Agarwal SEBI Registration Number: INM000010718</p>	<p>BoFA Securities India Limited Ground Floor, "A" Wing, One BKC, "G" Block, Bandra Kurla Complex, Bandra (East</p>	