



Date: June 13, 2024

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001.

To,
National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051.

Dear Sir/Madam,

Sub: Compliance Report to be submitted along with the application for obtaining No-objection Letter from Stock Exchange(s) in terms of Regulation 59A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

It is hereby certified that the Scheme of Arrangement amongst Tata Motors Finance Limited (*formerly Tata Motors Finance Solutions Limited*) and Tata Capital Limited and their respective shareholders (“Scheme”) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, including the following:

Sr. No.	Particulars	Whether complied (YES/NO)	Remarks
1.	Regulation 11 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Compliance with securities laws	YES	-
2.	Submission of Valuation Report	YES	-
3.	Submission of Fairness opinion	YES	-
4.	Submission of documents to Stock Exchange(s)	YES	-
5.	Disclosures in the Scheme of Arrangement	YES	-

TATA CAPITAL LIMITED

Corporate Identity Number U65990MH1991PLC060670

11th Floor Tower A Peninsula Business Park Ganpatrao Kadam Marg Lower Parel Mumbai 400 013

Tel 91 22 6606 9000 Web www.tatacapital.com

Registered Office 11th Floor Tower A Peninsula Business Park Ganpatrao Kadam Marg Lower Parel Mumbai 400 013



6.	Provision of approval of holders of NCDs/NGRPS through e-voting	TO BE COMPLIED	The Company undertakes to provide e-voting facility, if required, after disclosure of all material facts (including the no-objection letter of the stock exchange) in the notice to holders of Non-Convertible Debentures (“NCDs”) wherever the approval of holders of NCDs is sought.
7.	Grievance redress/ Report on Complaints/ Comments	TO BE COMPLIED	The Company undertakes to provide the report on complaints within 7 days of expiry of 10 days from the date of uploading the draft Scheme and related documents on exchange’s website.
8.	Conditions for schemes of arrangement involving unlisted entities	NOT APPLICABLE	Both the entities involved in the Scheme are debt listed companies.
9.	Auditor’s certificate regarding payment/ repayment capability compliance with Accounting Standards	YES	-

Sarita Kamath
Head - Legal & Compliance and
Company Secretary

Rajiv Sabharwal
Managing Director & CEO
DIN: 00057333

Certified that the transactions/accounting treatment provided in the draft Scheme of Arrangement amongst Tata Motors Finance Limited and Tata Capital Limited and their respective shareholders (“Scheme”) are in compliance with all the Accounting Standards applicable to a listed entity.

Rakesh Bhatia
Chief Financial Officer

Rajiv Sabharwal
Managing Director & CEO
DIN: 00057333

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