



BSE Limited  
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Dalal Street, Fort,  
Mumbai 400 001

National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Floor  
G Block, Bandra-Kurla Complex  
Bandra (East), Mumbai 400 051

August 19, 2024  
Sc no. 18405

Dear Sir/Madam,

**Sub: Communication to Shareholders – Intimation on Tax Deduction**

This is with reference to our earlier letter bearing reference no.18404 dated August 19, 2024, regarding fixation of Record Date for the purpose of determining the names of the holders of 'A' Ordinary Shares who shall be entitled to receive the consideration as per the Scheme of Arrangement of Tata Motors Limited ("the Company") and its shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 for reduction of share capital through cancellation and extinguishment of the 'A' Ordinary Share Capital and issuance of New Ordinary Shares as consideration ("Scheme").

The cancellation of the 'A' Ordinary Shares and the consequent issuance and allotment of the Ordinary Shares under the Scheme will be treated as "Deemed Dividend" under Section 2(22)(d) of the Income Tax Act, 1961 ("the Act") to the extent of accumulated profits of the Company as on the Effective Date and shall be subject to applicable taxes (including deduction/withholding of taxes). The Company is under an obligation to deduct tax at source ("TDS") on the said dividend at applicable rates in accordance with the provisions of the Act.

In this regard, please find enclosed herewith the email communication which is being sent to the 'A' Ordinary Shareholders of the Company whose email IDs are registered with the Company/Depositories, giving a gist of the applicable provisions of the Act and requesting for necessary documentation for any concessional tax rates that any 'A' Ordinary Shareholder may be entitled to.

This is for information of the Exchanges and the members.

Thanking you.

Yours faithfully,  
Tata Motors Limited

Maloy Kumar Gupta  
Company Secretary

Encl: as above

**TATA MOTORS LIMITED**

Bombay House 24 Homi Mody Street Mumbai 400 001

Tel 91 22 6665 8282

[www.tatamotors.com](http://www.tatamotors.com) CIN L28920MH1945PLC004520



**TATA MOTORS LIMITED**

**CIN: L28920MH1945PLC004520**

**Registered Office:** Bombay House, 24 Homi Mody Street, Fort, Mumbai - 400 001

**Tel:** +91 22 6665 8282; **Email:** [inv\\_rel@tatamotors.com](mailto:inv_rel@tatamotors.com); **Website:** [www.tatamotors.com](http://www.tatamotors.com)

August 19, 2014

Dear Shareholders,

This communication is with reference to the Scheme of Arrangement between Tata Motors Limited ("Company") and its Shareholders and Creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 for reduction through cancellation of the 'A' Ordinary Shares and issuance and allotment of the New Ordinary Shares, as consideration for the reduction and cancellation of the 'A' Ordinary Shares in the Company ("Scheme").

The Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") vide order dated August 2, 2024 ("Order") sanctioned the aforesaid Scheme. The Company is in the process of filing a certified copy of the aforesaid Order with the Ministry of Corporate Affairs, Government of India ("MCA") to make the Scheme effective.

The Company has fixed **Sunday, September 1, 2024** as the '**Record Date**' for ascertaining the entitlement of the holders of 'A' Ordinary Shares in the Company who will receive New Ordinary Shares as defined under the Scheme, as a consideration for reduction and cancellation of the 'A' Ordinary Shares held by them.

#### **TAX CONSIDERATIONS OF THE SCHEME FOR THE 'A' ORDINARY SHAREHOLDERS**

The cancellation of the 'A' Ordinary Shares and the consequent issuance and allotment of the Ordinary Shares under the Scheme will be treated as "Deemed Dividend" under Section 2(22)(d) of the Income Tax Act, 1961 ("the Act") to the extent of accumulated profits of the Company as on the Effective Date and shall be subject to applicable taxes (including deduction/withholding of taxes). Shareholders are hereby informed that the Company is under an obligation to deduct tax at source ("TDS") on the said dividend at applicable rates in accordance with the provisions of the Act.

Surplus of consideration over Deemed Dividend and cost of acquisition to the Relevant Shareholders will be treated as gains. Such gains arising from the transfer of shares may be treated either as "capital gains" or as "business income" for income tax purposes, depending upon whether such shares were held as a capital asset or trading asset (*i.e.*, stock-in-trade).

The shareholders are requested to refer Page No. 22 of the Notice convening the meeting of the 'A' Ordinary Shareholders for the illustrative calculation with respect to the number of shares that will be issued to the 'A' Ordinary Shareholders post settlement of tax liabilities. The updated illustration capturing the changes in the tax rates as per

the Finance Act 2024 is annexed as Annexure 1.

The Notice can be accessed at the Company's website on: <https://www.tatamotors.com/scheme-of-arrangement-between-tml-and-its-shareholders-and-creditors/>

#### **UPDATION OF BANK ACCOUNT DETAILS:**

In order to facilitate receipt of cash proceeds directly in your bank account, you are requested to ensure that the bank account details in your respective demat accounts are updated, to enable the Company to make timely credit of cash proceeds in your bank accounts.

If you are holding "A" Ordinary shares in physical mode, please convert the same in demat mode. Further, you are requested to note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD- 1/P/CIR/2023/181 November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

#### **UPDATION OF MANDATORY INFORMATION BY ALL THE RELEVANT SHAREHOLDERS**

All Relevant Shareholders are requested to ensure that relevant details are updated, as applicable, through their depository participant (if shares are held in Demat Form) or with registrar and transfer agent in the register of members (if shares are held in Physical Form) by August 30, 2024.

Please note that for the purpose of complying with the applicable TDS provisions, the Company will rely on the details as available on Record Date in the Register of Members.

#### **APPLICABLE PROVISIONS OF THE ACT AND DOCUMENTS REQUIRED FOR RESPECTIVE CATEGORY OF RELEVANT SHAREHOLDERS**

##### **1) Withholding tax/ tax deducted at source (TDS) rates on Deemed Dividend**

Deemed dividend arising under Section 2(22)(d) of the Act shall be taxable in the hands of resident shareholders/non-resident shareholders at the tax rates that are applicable to the respective shareholders as per the provisions of the Act (subject to applicable beneficial provisions of applicable Double Taxation Avoidance Agreement (DTAA)).

- i) Resident Individuals:** Tax is required to be deducted at source under Section 194 of the Act, at the rate of 10% on the amount of dividend where

resident shareholders have registered their valid Permanent Account Number (PAN). In case, resident shareholders do not have PAN / have not registered their valid PAN details in their demat account/ PAN is invalid or declared to be inoperative on non-linking of PAN with Aadhaar/ Shareholder is a specified person under Section 206AB, TDS at the rate of 20% shall be deducted under Section 206AA/ 206AB of the Act.

No tax shall be deducted on the dividend payable to resident individuals if:

- a. Total dividend amount to be received by them during FY2024-25 does not exceed INR 5,000/-; or
- b. The Shareholder furnishes Form 15G (applicable to resident individual below the age of 60 years) / Form 15H (applicable to a resident Individual aged 60 years and above), provided that all the required eligibility conditions are met. Please note that all fields are mandatory to be filled up and the Company may at its sole discretion reject the form if it does not fulfil the requirement of law. Formats of Form 15G and 15H are enclosed herewith as **Annexure 2** and **Annexure 3**, respectively.
- c. Exemption certificate, if any, is issued by the Income-tax Department.

**ii) Resident Non-Individuals:** Tax is required to be deducted at source under Section 194 of the Act, at the rate of 10% on the amount of dividend where resident shareholders have registered their valid PAN. In case, resident shareholders have not registered their valid PAN details in their demat account/ PAN is invalid/ Shareholder is a specified person under Section 206AB, TDS at the rate of 20% shall be deducted under Section 206AA/ 206AB of the Act.

No tax shall be deducted on the dividend payable to the following resident non-individuals where they provide details and documents as per the format attached in **Annexure 4**.

- a. **Insurance Companies:** Self declaration that it qualifies as 'Insurer' as per Section 2(7A) of the Insurance Act, 1938 and has full beneficial interest with respect to the 'A' Ordinary Shares owned by it along with self-attested copy of PAN card and certificate of registration with Insurance Regulatory and Development Authority (IRDA)/ LIC/ GIC.
- b. **Mutual Funds:** Self-declaration that it is registered with Securities and Exchange Board of India ('SEBI') and is notified under Section 10(23D) of the Act along with self-attested copy of PAN card and certificate of registration with SEBI.
- c. **Alternative Investment Fund (AIF):** Self-declaration that its income is exempt under Section 10(23FBA) of the Act, and they are registered

with SEBI as Category I or Category II AIF along with self-attested copy of the PAN card and certificate of AIF registration with SEBI.

- d. **New Pension System (NPS) Trust:** Self-declaration that it qualifies as NPS trust and income is eligible for exemption under Section 10(44) of the Act and being regulated by the provisions of the Indian Trusts Act, 1882 along with self-attested copy of the PAN card.
- e. **Other Resident Non-Individual Shareholders:** Self-attested copy of documentary evidence supporting the exemption along with self-attested copy of PAN card.

### iii) Non-resident shareholders

- a. Taxes are required to be withheld in accordance with the provisions of Section 195 or Section 196D of the Act at the rate of 20% plus maximum applicable surcharge and cess i.e. upto 23.92%.
- b. In case Non-Resident Shareholders provide a certificate issued under Section 197/195 of the Act, for lower/ Nil withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy of the same.
- c. Further, as per Section 90 of the Act, the non-resident Shareholder has the option to be governed by the provisions of the DTAA between India and the country of tax residence of the Shareholder if they are more beneficial to them. For this purpose, i.e., to avail Tax Treaty benefit, the non-resident Shareholders are required to provide the following:
  - (i) Self-attested copy of the PAN card allotted by the Indian Income Tax authorities. In case, PAN is not available, the non-resident Shareholder shall furnish (a) name, (b) email ID, (c) contact number, (d) address in residency country, (e) Tax Identification Number of the residency country (format attached herewith as **Annexure 5**).
  - (ii) Self-attested copy of Tax Residency Certificate (TRC) (For FY April 1, 2024 to March 31, 2025) obtained from the tax authorities of the country of which the Shareholder is a resident. Where the TRC in the resident jurisdiction issued for calendar year, the TRC for calendar year 2024 must be provided.
  - (iii) E-filed Form 10F (filed electronically on the Indian Income Tax web portal pursuant to Notification no. 03/2022 dated July 16, 2022) valid for the period April 2024 to March 2025.
  - (iv) Self-declaration of having no Permanent Establishment in India, of meeting treaty eligibility requirement and satisfying beneficial ownership requirement. (For FY April 1, 2024 to March 31, 2025) (format attached herewith as

**Annexure 5).**

- (v) In case of Foreign Institutional Investors and Foreign Portfolio Investors copy of SEBI registration certificate.
- (vi) In case of Shareholder being tax resident of Singapore, please furnish the letter issued by the competent authority or any other evidence demonstrating the non-applicability of Article 24-Limitation of Relief under India-Singapore DTAA. Further, similar information is required to be furnished in case required under any other specific jurisdiction treaty, in case of Shareholder being tax resident of such other jurisdiction.

It is recommended that Shareholders should independently satisfy their eligibility to claim DTAA benefit including fulfilling of all the conditions laid down by DTAA.

Beneficial rate as per DTAA for the purpose of withholding taxes shall depend upon completeness and satisfactory review by the Company of the documents submitted by the non-resident Shareholder.

**2) Withholding tax/ tax deducted at source (TDS) rates on Capital Gains**

Capital gains arising for shareholders who are holding the 'A' Ordinary Shares as investment shall be taxable in the hands of resident/non-resident shareholders at the applicable capital gains tax rates under the Act based on the period of holding of such shares.

The TDS on Capital Gains ranges between 0% to 35% (plus applicable surcharge and cess) [MMR 42.74%] depending on the residential status of the Shareholder. In a case where sufficient documentation is not available (such as residential status of a Shareholder is unknown, cost of acquisition and period of holding data is not available, etc.) TDS shall be deducted at the MMR of 42.74%.

**i) Resident shareholders:** Not Applicable

**ii) Non-Resident shareholders:**

- a. Taxes are required to be withheld in accordance with the provisions of Section 195 or Section 196D of the Act as per the rates as applicable on the amount of capital gains payable to them (as mentioned in the preceding paragraphs). The applicable rate of TDS shall be determined based on the details/ declarations provided shareholders in the requisite formats.
- b. In case, Non-Resident Shareholders provide a certificate issued under Section 197/195 of the Act, for lower/ Nil withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy of the same.

- c. Further, as per Section 90 of the Act, the non-resident Shareholder has the option to be governed by the provisions of the DTAA between India and the country of tax residence of the Shareholder if they are more beneficial to them. For this purpose, i.e., to avail Tax Treaty benefit, the non-resident Shareholders are required to provide the information as listed in Section 1(iii)(c) above.
- d. Further, non-resident shareholders to provide a CA Certificate certifying the nature of "A" Ordinary Shares held as capital asset or stock in trade, cost of acquisition & period of holding in relation to the 'A' Ordinary Shares held in Tata Motors Limited, to be considered under the Income Tax Act, 1961. The format of CA certificate is annexed as **Annexure 6**.

### **3) Withholding tax/ tax deducted at source (TDS) rates on Business Income**

Business income arising for shareholders who are holding the 'A' Ordinary Shares as stock-in-trade shall be taxable in the hands of resident shareholders/non-resident shareholders (subject to applicable beneficial provisions of applicable DTAA) at the tax rates that are applicable to the respective shareholders as per the provisions of the Act.

The TDS on Business Income ranges between 0% to 35% (plus applicable surcharge and cess) [MMR 42.74%] depending on the residential status of the Shareholder. In a case where residential status of a Shareholder is unknown, TDS shall be deducted at the MMR of 42.74%.

i) **Resident shareholders:** Not Applicable

ii) **Non-Resident shareholders:**

- a. Taxes are required to be withheld in accordance with the provisions of Section 195 or Section 196D of the Act as per the rates as applicable. In case, Non-Resident Shareholders provide a certificate issued under Section 197/195 of the Act, for lower/ Nil withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy of the same.
- b. Further, as per Section 90 of the Act, the non-resident Shareholder has the option to be governed by the provisions of the Double Tax Avoidance Treaty (DTAA) between India and the country of tax residence of the Shareholder if they are more beneficial to them. For this purpose, i.e., to avail Tax Treaty benefit, the non-resident Shareholders are required to provide the information as listed in Section 1(iii)(c) above.

### **4) Lower withholding as per Certificate under Section 197**

- i) In case, shareholders (resident or non-resident) provide certificate under Section 197 of the Act, for lower / NIL withholding of taxes, rate specified in the

said certificate shall be considered, on submission of self-attested copy of the certificate.

- ii) Please note that Shareholders should seek the lower withholding certificate on the TAN - MUMT28211B of the Company to enable the Company to grant the benefit of the lower withholding certificate.

## **DEDUCTION/APPLICABILITY OF TDS**

The following provisions under the Act will also be considered to determine the applicable TDS rate:

### **A. TDS to be deducted at higher rate in case of non-filers of Return of Income**

The provisions of Section 206AB of the Act require the deductor to deduct tax at higher of the following rates from the amount paid/ credited to specified person:

- i. At twice the rate specified in the relevant provision of the Act; or
- ii. At twice the rates or rates in force; or
- iii. At the rate of 5%.

The non-resident Shareholders who do not have permanent establishment in India and the resident Shareholders who are not required to file a return under Section 139 of the Act, are excluded from the scope of specified persons.

However, as directed by the Central Board of Direct Taxes vide Circular No. 11 of 2021 dated June 21, 2021, the Company will be using functionality of the Income-tax department for determination of specified person for the purpose of Section 206AB of the Act.

### **B. TDS to be deducted at higher rate in case of non-linkage of PAN with Aadhaar**

As per Section 139AA of the Income Tax Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid/inoperative and tax shall be deducted at the rate of 20% as per the provisions of section 206AA of the Act. The Company will be using functionality of the Income-tax department for the above purpose. Shareholders may visit <https://www.incometax.gov.in/iec/foportal/> for FAQs issued by the Government on PAN Aadhar linking.

### **C. Declaration under Rule 37BA**

In terms of Rule 37BA of the Income Tax Rules 1962, if dividend income on which tax has been deducted at source is assessable in the hands of a person other



than the deductee, then such deductee should file declaration with Company in the manner prescribed in the Rules. Any documents submitted after cut-off period will be accepted at sole discretion of the Company. Format of declaration under Rule 37BA is attached as **Annexure 7**.

**D. For Shareholders having multiple accounts under different status / category:**

Shareholders holding 'A' Ordinary Shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

**SUBMISSION OF TAX RELATED DOCUMENTS:**

**In order to enable us to determine the appropriate withholding tax rate, as applicable, we request you to provide these details and documents as mentioned above, on or before 30th August, 2024 (cut-off period). Any documents submitted after cut-off period may not be accepted by the Company for this purpose.**

The documents can be uploaded on the link <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before 30th August, 2024 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any communication on the tax determination/deduction received post 30th August, 2024 shall not be considered.

Shareholders can send the other documents at the following email IDs:

<b>Resident Shareholders</b>	<b>Non-Resident Shareholders</b>
<a href="mailto:Csg6exemptforms2425@linkintime.co.in">Csg6exemptforms2425@linkintime.co.in</a>	<a href="mailto:tmldividend@vrtaxconsultants.com">tmldividend@vrtaxconsultants.com</a>

Documents sent to any other email ids may tantamount to non-submission of documents and attract TDS as per the provisions of the Act.

**It may be further noted that in case the tax on said dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/documents from Shareholders, there would still be an option available to them to file their return of income and claim an appropriate refund, if eligible, from the concerned Income Tax Authorities.**

The tax credit can also be viewed in Form 26AS by logging in with your credentials (with valid PAN) at TRACES <https://www.tdscpc.gov.in/app/login.xhtml> or in Form 26AS/ Annual Information Statement (AIS)/ Taxpayer Information Statement (TIS) by logging in with your credentials (with valid PAN) on the e-filing website of the Income Tax Department of India <https://www.incometax.gov.in/iec/foportal/>.

We seek your cooperation in this regard.

Thanking you.

Yours faithfully,  
**For Tata Motors Limited**

Maloy Kumar Gupta  
Company Secretary

Encl:

- a) Annexure 1 – Illustrative calculation with respect to the number of shares that will be issued to 'A' Ordinary Shareholders post settlement of tax liabilities
- b) Annexure 2 – FORM 15G- Declaration under section 197A(1) and section 197A(1A) to be made by an individual or a person (not being a company or firm) claiming certain incomes without deduction of tax
- c) Annexure 3 – FORM 15H- Declaration under section 197A(1C) to be made by an individual who is of the age of sixty years or more claiming certain incomes without deduction of tax.
- d) Annexure 4 – Declaration of Category of Shareholder
- e) Annexure 5 – Declaration Regarding Tax Residency
- f) Annexure 6 – Format of CA certificate
- g) Annexure 7 – TDS Declaration Format Under Rule 37BA

**Disclaimer: This communication shall not be treated as an advice from Tata Motors Limited or its affiliates or its Registrar & Transfer Agent.**

Note: This is a system generated e-mail. Please do not reply to this e-mail.

**Summary of TDS rates and information required from Relevant Shareholders:**

**Resident Shareholders:**

Section	Category	Rate of Tax	Remarks/Information required
196	Mutual Funds	0%	Self-declaration that it is registered with SEBI and is notified under Section 10(23D) of the Act along with self-attested copy of PAN card and certificate of registration with SEBI.
197A(1F)	Alternative Investment Funds (AIF)	0%	Self-declaration that its income is exempt under Section 10(23FBA) of the Act, and they are registered with SEBI as Category I or Category II AIF along with self-attested copy of the PAN card and certificate of AIF registration with SEBI.
197A(1E)	National Pension Scheme	0%	Self-declaration that it qualifies as NPS trust and income is eligible for exemption under Section 10(44) of the Act and being regulated by the provisions of the Indian Trusts Act, 1882 along with self-attested copy of the PAN card.
194	Insurance companies	0%	Self-declaration that it qualifies as 'Insurer' as per Section 2(7A) of the Insurance Act, 1938 and has full beneficial interest with respect to the 'A' Ordinary Shares owned by it along with self-attested copy of PAN card and certificate of registration with IRDA/ LIC/ GIC.
194	Resident Individuals	0%	This rate is applicable if: 1. Total dividend amount to be received by them during FY2024-25 does not exceed INR 5,000/-; or 2. The Shareholder furnishes Form 15G (applicable to resident individual below the age of 60 years) / Form 15H (applicable to a resident Individual aged 60 years and

Section	Category	Rate of Tax	Remarks/Information required
			<p>above), provided that all the required eligibility conditions are met. Please note that all fields are mandatory to be filled up and the Company may at its sole discretion reject the form if it does not fulfil the requirement of law. Formats of Form 15G and 15H are enclosed herewith as <b>Annexure 2</b> and <b>Annexure 3</b>, respectively.</p> <p>3. Exemption certificate, if any, is issued by the Income-tax Department, if any.</p>
194	Other Resident Shareholders	10%	<p>In case, resident shareholders do not have PAN / have not registered their valid PAN details in their demat account/ PAN is invalid or declared to be inoperative on non-linking of PAN with Aadhaar/ Shareholder is a specified person under Section 206AB, TDS at the rate of 20% shall be deducted under Section 206AA/ 206AB of the Act.</p>

## Non-Resident Shareholders

All non-resident Relevant Shareholders to provide self-declaration that the 'A' Ordinary Shares are held as 'capital asset' or as 'stock in trade' (as the case may be).

In case where the declaration is not provided, the shares shall be considered as held as investments and income arising from the transfer of such shares shall be considered taxable under the head "Capital Gains".

Section	Category	Rate of Tax	Remarks
196D(1)	FII/FPI	20%	In addition to Tax, surcharge as per respective slabs and cess @ 4% would be applicable. FII and FPI to provide copy of SEBI registration certificate.
195	Other Non-residents shareholders	[\$]%	To avail Tax Treaty benefit, the non-resident Shareholders are required to provide the following: <ol style="list-style-type: none"><li>1. Self-attested copy of the PAN card allotted by the Indian Income Tax authorities. In case, PAN is not available, the non-resident Shareholder shall furnish (a) name, (b) email ID, (c) contact number, (d) address in residency country, (e) Tax Identification Number of the residency country (format attached herewith as <b>Annexure 5</b>).</li><li>2. Self-attested copy of Tax Residency Certificate (TRC) (For FY April 1, 2024 to March 31, 2025) obtained from the tax authorities of the country of which the Shareholder is a resident. Where the TRC in the resident jurisdiction is issued for calendar year, the TRC for calendar year 2024 must be provided.</li><li>3. E-filed Form 10F (filed electronically on the Indian Income Tax web portal pursuant to Notification no. 03/2022 dated July 16, 2022) valid for the period April 2024 to March 2025.</li><li>4. Self-declaration of having no Permanent Establishment in India, of meeting treaty eligibility requirement and satisfying</li></ol>

Section	Category	Rate of Tax	Remarks
			<p>beneficial ownership requirement. (For FY April 1, 2024 to March 31, 2025) (format attached herewith as <b>Annexure 5</b>).</p> <p>5. In case of Shareholder being tax resident of Singapore, please furnish the letter issued by the competent authority or any other evidence demonstrating the non-applicability of Article 24-Limitation of Relief under India-Singapore DTAA. Further, similar information is required to be furnished in case required under any other specific jurisdiction treaty, in case of Shareholder being tax resident of such other jurisdiction.</p> <p><i>It is recommended that Shareholders should independently satisfy their eligibility to claim DTAA benefit including fulfilling of all the conditions laid down by DTAA.</i></p> <p><i>Beneficial rate as per DTAA for the purpose of withholding taxes shall depend upon completeness and satisfactory review by the Company of the documents submitted by the non-resident Shareholder.</i></p> <p>Non-resident shareholders to provide a CA Certificate certifying the nature of "A" Ordinary Shares held as capital asset or stock in trade, cost of acquisition &amp; period of holding in relation to the 'A' Ordinary Shares held in Tata Motors Limited, to be considered under the Income Tax Act, 1961. The format of CA certificate is annexed as <b>Annexure 6</b>.</p>
195/197	Other Non-residents shareholders	0%	Non-Resident Shareholders provide a certificate issued under Section 197/195 of the Act, for lower/ Nil withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy of the same.

## Annexure 1

An illustrative calculation with respect to the number of shares that will be issued to 'A' Ordinary Shareholders post settlement of tax liabilities, is as under:

	PARTICULARS	FORMULA	Unit of measurement	X Ltd. (Dom Co.)	Mr. X (Res Ind)	Mr. Y (NRI)	Mutual Fund
Details of Shareholdings and Accumulated Profits	No. of "A" Ordinary shares held by relevant shareholder	A	Nos.	1,000	1,000	1,000	1,000
	Capital Reduction Consideration (For every 10 "A" Ordinary Shares, 7 New Ordinary Shares)	B	Nos.	0.7	0.7	0.7	0.7
	No. of ordinary shares to be issued as per swap ratio	$C = A * B$	Nos.	700	700	700	700
	Price per Ordinary share (assumed as on Effective Date)	D	INR	1,000	1,000	1,000	1,000
	Price (assumed) at which Trust will sell new Ordinary Shares	E	INR	1,050	1,050	1,050	1,050
	STT & Other expenses (as a % of consideration value)	F	%	0.1%	0.1%	0.1%	0.1%
	Cost of Acquisition Per A Ordinary Share (assumed)	G	INR	100	100	100	NA
	Total Reserves (assumed)	H	INR in Crs.	10,000	10,000	10,000	10,000
	Total "A" Ordinary shares as on Effective date	I	Nos.	508,502,896	508,502,896	508,502,896	508,502,896
	% of holding of relevant shareholder	$J = A / I$	%	0.0002%	0.0002%	0.0002%	0.0002%
WHT on deemed dividend & capital gains	Deemed Dividend in the hands of "A" Ordinary Shareholders	$K = H * J$	INR	196,656	196,656	196,656	-
	TDS / WHT rate on Deemed Dividend	L	%	10%	10%	23.92%	0%
	TDS / WHT amount on Deemed Dividend	$M = K * L$	INR	19,666	19,666	47,040	-
	Distribution to "A" Ordinary Shareholder	$N = (C * D)$	INR	700,000	700,000	700,000	-
	Cost of Acquisition	$O = A * G$	INR	100,000	100,000	100,000	-
	Deemed Dividend	$P = K$	INR	196,656	196,656	196,656	-
	Capital Gains after Deemed Dividend	$Q = N - O - P$	INR	403,344	403,344	403,344	-
	WHT on Capital gains (only applicable to non-residents)	R	%	-	-	14.95%	0%
	WHT Amount on Capital Gains	$S = Q * R$	INR	-	-	60,300	-
	Total WHT amount on Deemed Dividend and Capital Gains	$T = M + S$	INR	19,666	19,666	107,340	-
Distribution of cash to TML & balance ordinary shares to DVR shareholders	Short Term Capital Gains (STCG) Tax Rate	U	%	23.92%	23.30%	23.92%	0%
	Capital Gains per share	$V = E - D$	INR	50.00	50.00	50.00	50.00
	STCG Tax Per share	$W = V * U$	INR	11.96	11.65	11.96	0.00
	STT & Other expenses	$X = E * F$	INR	1.05	1.05	1.05	1.05
	Effective price per share after considering other transaction expenses	$Y = E - W - X$	INR	1036.99	1037.30	1036.99	1048.95
	Total net cash required for meeting tax obligations	$Z = T$	INR	19,666	19,666	107,340	-
	Number of ordinary shares to be sold by Trust	$AA = Z / Y$	Nos.	19	19	104	-
NCRC	Ordinary shares re-distributed to "A" Ordinary Shareholders	$AB = C - AA$	Nos.	681	681	596	700
	Net Capital Reduction Consideration post TDS/WHT	$AC = AB / A$	Nos.	0.681	0.681	0.596	0.700

### Notes:

- All the shareholders assumed to have provided PAN / Tax Residency Certificate/ Form 10F/ CA certificate for Cost of acquisition and other details as applicable.
- Please note that the tax rates mentioned above are basis the Finance Act 2024.
- All the shareholders assumed to hold shares as "Investment" and not as "stock in trade".
- Non-resident WHT liability is subject to relevant tax treaty benefits, if any.
- Entitlement of fractional shares has not been considered in the above illustration.
- The above illustration has been prepared for informational purposes only and should not be treated as advice from the Company. Shareholders are requested to consult their own tax and accounting advisors for applicable laws and regulations pertaining to their specific situation.

<b>Name of the Company</b>	<b>Dp. Id – Client Id/ Folio No.</b>
TATA Motors Limited	

## INCOME-TAX RULES, 1962

### <sup>1</sup>FORM NO. 15G

[See section 197A(1), 197A(1A) and rule 29C]

**Declaration under section 197A(1) and section 197A(1A) to be made by an individual or a person (not being a company or firm) claiming certain incomes without deduction of tax**

#### PART I

1. Name of Assessee (Declarant)		2. PAN of the Assessee <sup>1</sup>		
3. Status <sup>2</sup> <b>Individual</b>	4. Previous year (P.Y.) <sup>3</sup> <b>FY 2024-25</b>		5. Residential Status <sup>4</sup> <b>Resident</b>	
6. Flat/Door/Block No.	7. Name of Premises	8. Road/Street/Lane	9. Area/Locality	
10. Town/City/District	11. State	12. PIN	13. Email	
14. Telephone No. (with STD Code) and Mobile No.	15. (a) Whether assessed to tax under the Income-tax Act, 1961 <sup>5</sup> (b) If yes, latest assessment year for which assessed			
		Yes	No	
		<input type="checkbox"/>	<input type="checkbox"/>	
16. Estimated income for which this declaration is made		17. Estimated total income of the P.Y. in which income mentioned in column 16 to be included <sup>6</sup>		
18. Details of Form No.15G other than this form filed during the previous year, if any <sup>7</sup>				
Total No. of Form No.15G filed		Aggregate amount of income for which Form No.15G filed		
19. Details of income for which the declaration is filed				
Sl. No.	Identification number of relevant investment/account, etc <sup>8</sup>	Nature of income	Section under which tax is deductible	Amount of income

.....  
Signature of the Declarant<sup>9</sup>



***Declaration/Verification<sup>10</sup>***

\*I/We.....do hereby declare that to the best of \*my /our knowledge and belief what is stated above is correct, complete and is truly stated. \*I/We declare that the incomes referred to in this form are not includible in the total income of any other person under sections 60 to 64 of the Income-tax Act, 1961. \*I/We further declare that the tax \*on my/our estimated total income including \*income/incomes referred to in column 16 \*and aggregate amount of \*income/incomes referred to in column 18 computed in accordance with the provisions of the Income-tax Act,1961, for the previous year ending on 31-MAR-2025, relevant to the assessment year 2025-2026.will be *nil*. \*I/We also declare that \*my/our \*income/incomes referred to in column16 \*and the aggregate amount of \*income/incomes referred to in column 18 for the previous year ending on 31-MAR-2025, relevant to the assessment year 2025-2026 will not exceed the maximum amount which is not charge-able to income-tax.

*Place:* .....

.....

*Date:*.....

*Signature of the Declarant<sup>9</sup>*

1. Substituted by IT (Fourteenth Amdt.) Rules 2015, w.e.f. **1-10-2015**. Earlier Form No.15G was inserted by the IT (Fifth Amdt.)Rules, 1982, w.e.f. 21-6-1982 and later on amended by the IT (Fifth Amdt.) Rules, 1989, w.r.e.f. 1-4-1988, IT (Fourteenth Amdt.) Rules, 1990, w.e.f. 20-11-1990 and IT (Twelfth Amdt.) Rules, 2002, w.e.f. 21-6-2002 and substituted by the IT (Eighth Amdt.) Rules, 2003, w.e.f. 9-6-2003 and IT (Second Amdt.)Rules, 2013, w.e.f. 19-2-2013.

## PART II

[To be filled by the person responsible for paying the income referred to in column 16 of Part I]

1. Name of the person responsible for paying		2. Unique Identification No. <sup>11</sup>	
3. PAN of the person responsible for paying	4. Complete Address		5. TAN of the person responsible for paying
6. Email	7. Telephone No. (with STD Code) and Mobile No.		8. Amount of income paid <sup>12</sup>
9. Date on which Declaration is received (DD/MM/YYYY)		10. Date on which the income has been paid/credited (DD/MM/YYYY)	

Place: .....

Date: ..... Signature of the person responsible for paying the income referred to in column 16 of Part I

\*Delete whichever is not applicable.

<sup>1</sup>As per provisions of section 206AA(2), the declaration under section 197A(1) or 197A(1A) shall be invalid if the declarant fails to furnish his valid Permanent Account Number (PAN).

<sup>2</sup>Declaration can be furnished by an individual under section 197 A (1) and a person (other than a company or a firm) under section 197A(1A).

<sup>3</sup>The financial year to which the income pertains.

<sup>4</sup>Please mention the residential status as per the provisions of section 6 of the Income-tax Act, 1961.

<sup>5</sup>Please mention "Yes" if assessed to tax under the provisions of Income-tax Act, 1961 for any of the assessment year out of six assessment years preceding the year in which the declaration is filed.

<sup>6</sup>Please mention the amount of estimated total income of the previous year for which the declaration is filed including the amount of income for which this declaration is made.

<sup>7</sup>In case any declaration(s) in Form No.15G is filed before filing this declaration during the previous year, mention the total number of such Form No.15G filed alongwith the aggregate amount of income for which said declaration(s) have been filed.

<sup>8</sup>Mention the distinctive number of shares, account number of term deposit, recurring deposit, National Savings Schemes, life insurance policy number, employee code, etc.

<sup>9</sup>Indicate the capacity in which the declaration is furnished on behalf of a HUF, AOP, etc.

<sup>10</sup>Before signing the declaration/verification, the declarant should satisfy himself that the information furnished in this form is true, correct and complete in all respects. Any person making a false statement in the declaration shall be liable to prosecution under section 277 of the Income-tax Act, 1961 and on conviction be punishable-

- (i) in a case where tax sought to be evaded exceeds twenty-five lakh rupees, with rigorous imprisonment which shall not be less than six months but which may extend to seven years and with fine;
- (ii) in any other case, with rigorous imprisonment which shall not be less than three months but which may extend to two years and with fine.

<sup>11</sup>The person responsible for paying the income referred to in column 16 of Part I shall allot a unique identification number to all the Form No. 15G received by him during a quarter of the financial year and report this reference number along with the particulars prescribed in rule 31A(4)(vii) of the Income-tax Rules, 1962 in the TDS statement furnished for the same quarter. In case the person has also received Form No. 15H during the same quarter, please allot separate series of serial number for Form No. 15G and Form No. 15H.

<sup>12</sup>The person responsible for paying the income referred to in column 16 of Part I shall not accept the declaration where the amount of income of the nature referred to in sub-section (1) or sub-section (1A) of section 197A or the aggregate of the amounts of such income credited or paid or likely to be credited or paid during the previous year in which such income is to be included exceeds the maximum amount which is not chargeable to tax. For deciding the eligibility, he is required to verify income or the aggregate amount of incomes, as the case may be, reported by the declarant in columns 16 and 18.

<b>Name of the Company</b>	<b>Dp. Id – Client Id/ Folio No.</b>
TATA Motors Limited	

**<sup>1</sup>FORM NO. 15H**

[See section 197A(1C) and rule 29C]

**Declaration under section 197A(1C) to be made by an individual who is of the age of sixty years or more claiming certain incomes without deduction of tax.****PART I**

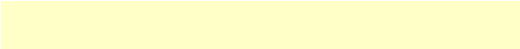
1. Name of Assessee (Declarant)		2. Permanent Account Number or Aadhaar Number of the Assessee <sup>1</sup>		3. Date of Birth <sup>2</sup> (DD/MM/YYYY)	
4. Previous year (P.Y.) <sup>3</sup> (for which declaration is being made)		5. Flat/Door/Block No.		6. Name of Premises	
FY 2024-25					
7. Road/Street/Lane		8. Area/Locality		9. Town/City/District	
11. PIN		12. Email		13. Telephone No. (with STD Code) and Mobile No.	
14 (a) Whether assessed to tax <sup>4</sup> :				Yes	No
(b) If yes, latest assessment year for which assessed					
15. Estimated income for which this declaration is made					
16. Estimated total income of the P.Y. in which income mentioned in column 15 to be included <sup>5</sup>					
17. Details of Form No.15H other than this form filed for the previous year, if any <sup>6</sup>					
Total No. of Form No.15H filed		Aggregate amount of income for which Form No.15H filed			
18. Details of income for which the declaration is filed					
Sl. No.	Identification number of relevant investment/account, etc. <sup>7</sup>	Nature of income	Section under which tax is deductible	Amount of income	

Signature of the Declarant

1. Substituted by the IT (Fourteenth Amdt.) Rules, 2015, w.e.f. **1-10-2015**. Earlier Form No. 15H was amended by the IT (Fifth Amdt.) Rules, 1982, w.e.f. 21-6-1982, IT (Fifth Amdt.) Rules, 1989, w.r.e.f. 1-4-1988, IT (Fourteenth Amdt.) Rules, 1990, w.e.f. 20-11-1990, IT (Twelfth Amdt.) Rules, 1992, w.e.f. 1-6-1992, IT (Seventh Amdt.) Rules, 1995, w.e.f. 1-7-1995, IT (Thirty-second Amdt.) Rules, 1999, w.e.f. 19-11-1999, IT (Twelfth Amdt.) Rules, 2002, w.e.f. 21-6-2002, IT (Eighth Amdt.) Rules, 2003, w.e.f. 9-6-2003, IT (Fourteenth Amdt.) Rules, 2003, w.e.f. 1-8-2003 and IT (Second Amdt.) Rules, 2013, w.e.f. 19-2-2013.

***Declaration/Verification***<sup>8</sup>

I ..... do hereby declare that I am resident in India within the meaning of section 6 of the Income-tax Act, 1961. I also hereby declare that to the best of my knowledge and belief what is stated above is correct, complete and is truly stated and that the incomes referred to in this form are not includible in the total income of any other person under sections 60 to 64 of the Income-tax Act, 1961. I further declare that the tax on my estimated total income including \*income/incomes referred to in column 15 \*and aggregate amount of \*income/incomes referred to in column 17 computed in accordance with the provisions of the Income-tax Act, 1961, for the previous year ending on 31-MAR-2025 relevant to the assessment year 2025-2026 will be *nil*.



*Place:* .....

*Date :* .....

Signature of the Declarant Signature

**PART II**

**[To be filled by the person responsible for paying the income referred to in column 15 of Part I]**

1. Name of the person responsible for paying		2. Unique Identification No. <sup>9</sup>	
3. Permanent Account Number or Aadhaar Number of the person responsible for paying	4. Complete Address		5. TAN of the person responsible for paying
6. Email	7. Telephone No. (with STD Code) and Mobile No.	8. Amount of income paid <sup>10</sup>	
9. Date on which Declaration is received (DD/MM/YYYY)		10. Date on which the income has been paid/credited (DD/MM/YYYY)	

*Place:* .....

*Date:* ..... *Signature of the person responsible for paying the income referred to in column 15 of Part I*

\*Delete whichever is not applicable.

1. As per provisions of section 206AA(2), the declaration under section 197A(1C) shall be invalid if the declarant fails to furnish his valid Permanent Account Number or Aadhaar Number.

2. Declaration can be furnished by a resident individual who is of the age of 60 years or more at any time during the previous year.

3. The financial year to which the income pertains.

4. Please mention “Yes” if assessed to tax under the provisions of Income-tax Act, 1961 for any of the assessment year out of six assessment years preceding the year in which the declaration is filed.

5. Please mention the amount of estimated total income of the previous year for which the declaration is filed including the amount of income for which this declaration is made.

6. In case any declaration(s) in Form No. 15H is filed before filing this declaration during the previous year, mention the total number of such Form No. 15H filed along with the aggregate amount of income for which said declaration(s) have been filed.

7. Mention the distinctive number of shares, account number of term deposit, recurring deposit, National Savings Schemes, life insurance policy number, employee code, etc.

8. Before signing the declaration/verification, the declarant should satisfy himself that the information furnished in this form is true, correct and complete in all respects. Any person making a false statement in the declaration shall be liable to prosecution under section 277 of the Income-tax Act, 1961 and on conviction be punishable—

- (i) in a case where tax sought to be evaded exceeds twenty-five lakh rupees, with rigorous imprisonment which shall not be less than six months but which may extend to seven years and with fine;
- (ii) in any other case, with rigorous imprisonment which shall not be less than three months but which may extend to two years and with fine.

9. The person responsible for paying the income referred to in column 15 of Part I shall allot a unique identification number to all the Form No. 15H received by him during a quarter of the financial year and report this reference number along with the particulars prescribed in rule 31A(4)(vii) of the Income-tax Rules, 1962 in the TDS statement furnished for the same quarter. In case the person has also received Form No.15G during the same quarter, please allot separate series of serial number for Form No.15H and Form No.15G.

10. The person responsible for paying the income referred to in column 15 of Part I shall not accept the declaration where the amount of income of the nature referred to in section 197A(1C) or the aggregate of the amounts of such income credited or paid or likely to be credited or paid during the previous year in which such income is to be included exceeds the maximum amount which is not chargeable to tax after allowing for deduction(s) under Chapter VI-A, if any, or set off of loss, if any, under the head “income from house property” for which the declarant is eligible. For deciding the eligibility, he is required to verify income or the aggregate amount of incomes, as the case may be, reported by the declarant in columns 15 and 17.

<sup>1</sup>*[Provided that such person shall accept the declaration in a case where income of the assessee, who is eligible for rebate of income-tax under section 87A, is higher than the income for which declaration can be accepted as per this note, but his tax liability shall be nil after taking into account the rebate available to him under the said section 87A.]*

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1. Inserted by Income-tax (4th Amendment) Rules, 2019, w.e.f. 22-5-2019.

Date:

To  
**TATA Motors Limited**  
 Bombay House,  
 24 Homi Mody Street,  
 Mumbai, Maharashtra, 400001

**Subject: Declaration regarding Category and Beneficial Ownership of shares**

**Ref: PAN – Mention PAN of Shareholder**  
**Folio Number / DP ID/ Client ID – Mention all the account details**

With reference to the captioned subject, and in relation to the appropriate withholding of taxes on the Dividend payable to me / us by **TATA Motors Limited** (the Company), I / We hereby declare as under:

1. We, **Full name of the shareholder** \_\_\_\_\_, holding share/shares of the Company as on the record date, hereby declare that I am /we are tax resident of India for the period April 2024-March 2025 (Indian Fiscal Year).

2. We hereby declare that (Select Applicable)

We are **Insurance Company** and are the beneficial owner of the share/shares held in the Company; and we are submitting self-attested copy of PAN Card.

We are **Mutual Fund** specified in Section 10(23D) of the Income Tax Act, 1961 and are the beneficial owner of the share/shares held in the Company; and we are submitting self-attested copy of PAN Card and registration certificate.

We are **Alternative Investment fund** established in India and are the beneficial owner of the share/shares held in the Company; and our income is exempt under Section 10(23FBA) of the Act and are governed by SEBI regulations as Category I or Category II AIF; and we are submitting self-attested copy of the PAN card and registration certificate.

We are **category of the entity** and are the beneficial owner of the share/shares held in the Company; and are not subject to withholding tax under section 196 of the Income Tax Act; and we are submitting self-attested copy of the documentary evidence supporting the exemption status along with self-attested copy of PAN card.

We are specified person <<mention category of person mentioned by provision>> in terms of section 10 and are the beneficial owner of the equity share(s) held in the Company; and our income is exempt under Section 10 of the Act and we are submitting self-attested copy of the documentary evidence supporting the exemption status along with self-attested copy of PAN card.

We are **(Recognised Provident Fund/Approved Superannuation Fund/Approved Gratuity Fund/National Pension Scheme / any other entity entitled to exemption from TDS)** and are the beneficial owner of the share/shares held in the Company; and are



exempted from TDS deduction under **(Please specify the relevant Section/Rules giving exemption under the Income Tax Act)**; and we are submitting self-attested copy of the documentary evidence supporting the exemption status (e.g. relevant copy of registration, notification, order, etc.) along with self-attested copy of PAN card.

3. I/ We further indemnify the Company for any penal consequences arising out of any acts of commission or omission initiated by the Company by relying on my/ our above averment.
4. I/We hereby confirm that the above declaration should be considered to be applicable for all the shares held in the Company under PAN/ accounts declared in the form.

Thanking you.

Yours faithfully,

For Name of the shareholder

<<insert signature>>

Authorized Signatory -

Date:

To

**TATA Motors Limited**

Bombay House,

24 Homi Mody Street,

Mumbai, Maharashtra, 400001

**Subject: Declaration regarding Tax Residency and Beneficial Ownership of shares**

**Ref: PAN** – Mention PAN of Shareholder

**Folio Number / DP ID/ Client ID** – Mention all the account details

With reference to the captioned subject, and in relation to the appropriate withholding of taxes on the Dividend payable to me / us by **TATA Motors Limited** (the Company), I / We hereby declare as under:

1. I / We, Full name of the shareholder \_\_\_\_\_, holding share/shares of the Company as on the record date, hereby declare that I am /we are tax resident of country name for the period April 2024-March 2025 (Indian Fiscal Year) as per tax treaty between India and country name (hereinafter referred to as 'said tax treaty').
2. I / We hereby declare that, I am /we are the beneficial owner of the share/shares held in the Company as well as the dividend arising from such shareholding and I/ we have the right to use and enjoy the dividend received/ receivable from the above shares and such right is not constrained by any contractual and/ or legal obligation to pass on such dividend to another person.
3. I/We confirm that I/We are entitled to claim the benefits under the Treaty as modified by the multilateral convention to implement tax treaty related measures to prevent base erosion and profit shifting (MLI) including but not limited to the Principal Purpose Test (PPT), limitation of benefit clause (LOB), etc. as applicable.
4. I/We confirm that I/We are the beneficial owners of the shares in the Company and have held the shares for a period of holding period days prior to the dividend payment date.
5. I/We hereby furnish a copy of valid Tax Residency Certificate dated \_\_\_\_\_ having Tax Identification number \_\_\_\_\_ issued by \_\_\_\_\_ along with a copy of e-filed Form 10F for the period April 2024-March 2025.

6. I/We further declare that I/we do not have and will not have any taxable presence, fixed base or Permanent Establishment in India as per the said tax treaty during the period April 2024-March 2025.
7. I declare that, being individual, my aggregate presence in India for the period of April 2024– March 2025 does not exceed 120 days.
8. I/ We further indemnify the Company for any penal consequences arising out of any acts of commission or omission initiated by the Company by relying on my/ our above averment.
9. I/We hereby confirm that the above declaration should be considered to be applicable for all the shares held in the Company under PAN/ accounts declared in the form.

Thanking you.  
Yours faithfully,  
For Name of the shareholder  
<<insert signature>>

Authorized Signatory - Name and designation

Contact address: \_\_\_\_\_ [Please insert]  
Email address: \_\_\_\_\_ [Please insert]  
Contact Number: \_\_\_\_\_ [Please insert]  
Tax Identification Number \_\_\_\_\_ [Please insert]

*Note: Kindly strikethrough whichever is not applicable*

[Date]

[Name of shareholder]

[Address of shareholder]

Dear Sir / Madam,

**Subject: Certificate certifying the nature of "A" Ordinary Shares held as capital asset or stock in trade, cost of acquisition & period of holding in relation to [number of shares] "A" Ordinary Shares held by [Name of Shareholder] held in Tata Motors Limited, to be considered under the Income Tax Act, 1961 ('Act') for the purpose of the Scheme of Arrangement between Tata Motors Limited and its Shareholders and Creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013.**

We, [\*], Chartered Accountants, have been requested by [Name of shareholder], to certify the nature of "A" Ordinary Shares held as capital asset or stock in trade, cost of acquisition & period of holding of "A" Ordinary Shares of Tata Motors Limited held by [Name of shareholder] as on the date of this certificate, to be considered under the Act.

#### **Practicing Chartered Accountants Responsibility**

1. Our responsibility is limited to certifying the nature of "A" Ordinary Shares held as capital asset or stock in trade, cost of acquisition & period of holding, in relation to the "A" Ordinary Shares held by [Name of Shareholder] held in Tata Motors Limited, to be considered under the Act, for the purpose of the Scheme of Arrangement between Tata Motors Limited and its Shareholders and Creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013.
2. We have conducted our verification in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India, which include the concept of test checks and materially. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
3. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

#### **Opinion**

Based on our verification of the following documents as provided by [Name of shareholder] relating to the [number of shares] "A" Ordinary Shares held in Tata Motors Limited by [Name of shareholder], we hereby certify the following for the said "A" Ordinary Shares, which is to be considered for under the Act:

<< On the letter head of the CA >>

1. Nature in which the “A” ordinary shares are held: **[Capital asset/Stock in trade]**
2. Cost of acquisition: **[in INR]**
3. Period of holding: **[number of months]**  
(Above represents the period of holding until the date of this certificate)

List of documents reviewed by us:

1. Copy of demat statement(s) dated [\*] covering the entire holding period for ‘A’ Ordinary Shares
2. Copy of Contract Note(s) dated [\*] and [\*]
3. Copy of bank statement(s) dated [\*] and [\*] depicting remittance of funds for acquisition of the ‘A’ Ordinary Shares
4. Copy of the Foreign Inward Remittance Certificate(s) (FIRC) dated [\*] and [\*]
5. Copy of Form FC-GPR along with acknowledgment
6. Copy of Form FC-TRS along with acknowledgment
7. [Copy of financial statements of [name of shareholder] as of 31 March 2024]
8. [Any other relevant documents/information as reviewed by the CA]

The above mentioned back up documents have been enclosed as Annexures to this certificate.

Should you need any clarifications in this regard, please feel free to contact us.

*Encl:*

*Annexure [\*] to [\*]*

Yours faithfully,

**For [Name of the CA Firm]**

[Name of the CA]  
[Membership No.]  
UDIN: [\*]  
Place: [\*]  
Date: [\*]

<< Annexures to be enclosed >>

**DECLARATION****Under Rule 37BA(2) of the Income-tax Rules, 1962**

Date:

To  
**TATA Motors Limited**  
 Bombay House,  
 24 Homi Mody Street,  
 Mumbai, Maharashtra, 400001

Dear Sir,

In accordance with the Rule 37BA(2) of the Income-tax Rules, 1962 on credit for tax deducted at source, in cases where under any provisions of the Income-tax Act, 1961, the whole or part of the income on which tax deducted at source is assessable in the hands of a person other than the deductee, credit for whole or any part of the tax deducted at source, shall be given to the other person and not to the deductee, provided the deductee files a declaration with the deductor.

Accordingly, I, \_\_\_\_\_, Compliance Officer of \_\_\_\_\_, Member of Stock Exchange and Register with SEBI as Member having registered office at \_\_\_\_\_, hereby declare as follows:

1. \_\_\_\_\_ having Income Tax PAN \_\_\_\_\_ are holding \_\_\_\_\_ **shares** of TATA Motors Limited as on the record date i.e., \_\_\_\_\_.
2. The shares received by us in Pool Account (**Client Unpaid Securities Account**) are held by us in the Demat account, the details of which is as under:

Demat Account	DP Name	DP ID	Client ID	Sub Type of Demat Account
NSDL/ CDSL				CM - Pool Account

**REASONS FOR GIVING CREDIT TO BENEFICIARY SHAREHOLDERS OF MARGIN ACCOUNT –**

3. The \_\_\_\_\_ equity shares of TATA Motors Limited are held by \_\_\_\_\_, a SEBI Register Member and having SEBI Registration No **INZ** \_\_\_\_\_ under separate Client Unpaid Securities Accounts (CUSA) as per Exchange / SEBI Circular as clients have not paid for the purchases of shares.
4. For the transactions entered before the book closure, the shares are held by \_\_\_\_\_ in their CUSA Account mentioned above and these shares will be subsequently transferred to the beneficiary members by \_\_\_\_\_.
5. As \_\_\_\_\_ is not the beneficial owner of the shares held by us in Demat Account, dividend income which will be received by us, would be transferred to the beneficiary shareholders and accordingly the respective beneficiary shareholders will be reporting this dividend income in their Income-tax Return of Income for AY 2025-26.

6. It is hereby requested to the Company to provide the credit of tax deducted at source on the dividend payouts by the Company, to the list of shareholders enclosed as **Appendix A**.

We hereby confirm that the above information is true to the best of our knowledge and belief. In case of any change in the facts stated above, we will inform the Company immediately.

I, \_\_\_\_\_, **Compliance Officer** of \_\_\_\_\_, Member of Stock Exchange undertakes to provide any further documentation or information as the Company may request.

Any liability arising on account of misrepresentation of facts by us in the above declaration would be indemnified by us.

For \_\_\_\_\_

Signature

(Name)

**Compliance Officer**

Date:

Place: Mumbai

Notes:The Company will consider the information as available with the depositories (NSDL/CDSL) or by the Registrar and Share Transfer Agent as on the record date. We request you to kindly verify the correctness of the records and for any changes to update the same with your depository participant (if you hold shares in dematerialized mode) or the Registrar and Share Transfer Agent (if you hold shares in physical mode). In case of mismatch of any data as declared above with the Depositories/Registrar & Share Transfer Agent, the company will not consider the above declaration for further processing.





