

Dear ISS Proxy Advisory Team,

Re.: Public Disclosure to ISS Proxy Advisory Report on the Notice convening the 81st Annual General Meeting ('AGM') of Tata Motors Passenger Vehicles Limited

Thank you for publishing the ISS voting recommendation report on Resolutions proposed in the Notice convening the 81st AGM of Tata Motors Passenger Vehicles Limited ('TMPVL' or 'the Company').

We appreciate your analysis of the AGM Resolutions with recommendation of voting "FOR" on all proposed Resolutions, except Resolution No. 4 relating to the appointment of Mr. N. Chandrasekaran, as a Non-Independent Non-Executive Director ('NINED') who retires by rotation and being eligible, offers himself for re-appointment.

At the outset, we would like to draw your attention to the ISS Proxy Advisory Report on the Notice of the 80th AGM held on June 20, 2025, wherein your voting recommendation was "FOR" the Resolution relating to appointment of Mr. N. Chandrasekaran as a Non-Independent Non-Executive Director ('NINED') who retired by rotation and being eligible, offered himself for re-appointment.

Since Mr. N Chandrasekaran continues to be a NINED and there has been no change in his directorship in listed entities since June-2025, ISS recommendation of voting "AGAINST" the Resolution No.4 contained in the Notice of 81st AGM appears to be irrational, unwarranted and misleading. The shareholders of TMPVL shall be confused with such a contrary stance taken by ISS while publishing its voting recommendation on same AGM Resolution.

We provide below the rationale for the proposed Resolution No.4 contained in the Notice convening the 81st AGM, for your consideration:

- i. Mr. N. Chandrasekaran is the Executive Chairman of Tata Sons Private Limited ('TSPL') and a NINED on the Board of the Company. He alone represents the Promoters on the Board and provides necessary guidance and valuable advice to the Company in achieving business objectives. The successful demerger of the commercial vehicles business of the Company into a separate listed entity in FY26 is testimony of his visionary leadership.
- ii. It is pertinent to note that the total number of directorships held by Mr. N Chandrasekaran remains unaltered since his last appointment approved by the shareholders at the 80th AGM and his ability to devote sufficient time remains uncompromised, as demonstrated by 100% attendance at meetings of the Board and its Committees held during FY25 and FY26.
- iii. The proposed appointment is compliant with the Indian regulatory requirements (Companies Act, SEBI Regulations, etc.) and the NRC and the Board of TMPVL acknowledge that continuity of Mr. N. Chandrasekaran on the Board of TMPVL shall be immensely beneficial to the Company in achieving its business targets.

In view of the above submissions, we request you to take on record the above submission and publish a revised ISS Proxy Advisory Report with recommendation of voting "FOR" Resolution No.4 of the 81st AGM of the Company.

Regards,

Maloy Kumar Gupta

Company Secretary & Chief Legal Officer

Tata Motors Passenger Vehicles Limited

(Formerly Tata Motors Limited)

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