

Disclosures pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 for the financial year ended March 31, 2025

As on March 31, 2025, the Company has the following Schemes as given below:

1. Tata Motors Limited Share-based Long Term Incentive Scheme 2021 ("TML SLTI Scheme 2021")
2. Tata Motors Limited Share-based Long Term Incentive Scheme 2024 ("TML SLTI Scheme 2024")

Accordingly, the disclosures pertaining to stock options granted by the Company under the aforesaid Schemes and as required under the applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, are provided herein below.

Sr. No.	Particulars	Details
1.	Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share - based payments' issued in that regard from time to time	Disclosed in Notes to Accounts – Note 33 to Standalone financial statements for the year ended March 31, 2025, page nos 470 to 472 of the Annual Report. (Disclosures are provided in accordance with Ind AS 102, Share-based payment)
2	Diluted EPS on issue of shares pursuant to the Schemes disclosed in accordance with 'Accounting Standard 20 - Earning Per Share' issued by Central Government or any other relevant accounting standards as prescribed from time to time.	Diluted EPS for the year ended March 31, 2025 is disclosed in Note 40 to Standalone financial statements for the year ended March 31, 2025, page no. 483 of the Annual report.
3.	Details related to TML SLTI Scheme 2021 / TML SLTI Scheme 2024	
i.	A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including	<ul style="list-style-type: none"> • TML SLTI Scheme 2021 • TML SLTI Scheme 2024
	a) Date of shareholders' approval	TML SLTI Scheme 2021: July 30, 2021 TML SLTI Scheme 2024: June 24, 2024
	b) Total number of Options/Performance Share Units (PSUs)	TML SLTI Scheme 2021: Entitling grantees to acquire not exceeding; 75,00,000 PSUs (Seventy Five Lakh Only) and/or 14,00,000 Options (Fourteen Lakh Only); Ordinary shares of

	approved under the Scheme	<p>₹2 each.</p> <p>TML SLTI Scheme 2024: The maximum number of Shares that may be issued pursuant to Exercise of 50,00,000 PSUs granted to the Eligible Employees under TML SLTI Scheme 2024 shall not exceed 50,00,000 fully paid Shares of ₹2 each.</p>
	c) Vesting requirements	<p>TML SLTI Scheme 2021: All the PSUs and/or Options would vest within a maximum period of 3 years (for example, the grants made in 2021 shall vest in 2024, grants made in 2022 shall vest in 2025 and so on and so forth) subject to minimum vesting period of 1 (one) year, where after the Eligible Employees would have the right to subscribe to the Ordinary Shares during the Exercise Period.</p> <p>The PSUs and/or Options shall vest in employees subject to continuing employment with the Company / WOS / Associate Company, and on the Company achieving these performance matrices viz. Market share, EBIT and Free Cash Flows as per the Company's Standalone financials.</p> <p>The NRC would determine the said matrices, detailed terms and conditions relating to such vesting including the proportion in which PSUs and/or Options granted would vest. At the time of vesting, NRC may adjust the number of PSUs and/or Options already granted by +/-20% for the quality of results provided that the number of PSUs and/or Options vested will not exceed 120% of PSUs and/or Options granted to any Eligible Employee; provided further that the number of PSUs and/or Options vested would be a minimum of 50% of the number of the PSUs and/or Options granted.</p> <p>TML SLTI Scheme 2024: The Vesting Period shall not be less than 1 (one) year and shall not be more than 4 (four) years from the Grant Date. Provided that in case where PSUs including Superlative PSUs (i.e. Additional PSUs) are granted by the Nomination and Remuneration Committee ('NRC') under the TML SLTI Scheme 2024 in lieu of PSUs including Superlative PSUs (i.e. Additional PSUs) held by a person under a similar Plan in another company ("Transferor Company") which has merged, demerged, arranged or amalgamated with the Company, the period during which the PSUs granted by the Transferor Company were held by him shall be adjusted against the minimum Vesting Period.</p>
	d) Exercise price or pricing formula	<p>TML SLTI Scheme 2021:</p> <ul style="list-style-type: none"> The Exercise Price for PSUs: Exercise Price shall be ₹2/- (Rupees Two Only) per PSU, i.e. at the face value of the underlying Ordinary Share of the Company. The Exercise Price for Option: Exercise Price shall be ₹338/- (Rupees Three Hundred and Thirty Eight Only) i.e. equivalent to closing market price of the Company's Ordinary Shares on the National Stock Exchange of India

		<p>Limited on June 22, 2021 (one day prior to the Board Meeting date for approving the Scheme).</p> <p>The Exercise Price may be adjusted for any corporate action(s), as may be decided by the Board. NRC may also approve cashless exercise of the vested PSUs and/or Options by adjusting for the exercise price, applicable taxes and other amounts including any transaction fees and shall provide necessary procedures and/or mechanism for exercising such PSUs and/or Options subject to applicable laws, rules and regulations.</p> <p>TML SLTI Scheme 2024: The Exercise Price for PSUs shall be ₹2/- (Rupees Two Only) per PSUs, i.e. at the face value (or any other face value in future) of the underlying Share of the Company.</p> <p>The Exercise Price and the number of PSUs granted may be adjusted for any Corporate Action(s) announced by the Company prior to the Exercise Period pertaining to the relevant PSUs, as may be decided by the Board/NRC.</p>
	e) Maximum term of PSUs / options granted	<p>TML SLTI Scheme 2021: TML The Exercise Period would commence from the date of vesting of PSUs and/or Options and will expire at the end of twelve months from the date of vesting of PSUs and/or Options respectively. NRC may extend the Exercise Period by a further period of two years, as it may deem fit.</p> <p>The PSUs and/or Options will lapse if not exercised within the specified Exercise Period. Lapsed PSUs and/or Options cannot be re-issued by the Company.</p> <p>PSUs and/or Options granted under TML SLTI Scheme 2021 would vest within a maximum period of 3 (three) years but after minimum 1(one) year from the date of grant of such PSUs and/or Options, respectively.</p> <p>TML SLTI Scheme 2024: The Exercise Period would commence from the date of Vesting of PSUs by the NRC and will expire at the end of 12 (twelve) months from the date of Vesting of PSUs.</p> <p>The PSUs will lapse if not exercised within the specified Exercise Period. Lapsed PSUs cannot be re-issued by the Company.</p> <p>PSUs granted under TML SLTI Scheme 2024 would vest within a maximum period of 4 (four) years but after minimum 1(one) year from the date of grant of such PSUs.</p>

	f) Source of shares (primary, secondary or combination)	<p>TML SLTI Scheme 2021: Primary</p> <p>TML SLTI Scheme 2024: Primary</p>
	g) Variation in terms of options	<p>TML SLTI Scheme 2021: The Board/ NRC shall not vary the terms of the Scheme in any manner, which may be detrimental to the interests of the Grantee/ Participant/ Beneficiary and shall be entitled to vary any of the terms of the Scheme so as to meet any regulatory requirements or for any adjustments for Corporate Actions announced by the Company prior to the Exercise Period pertaining to the relevant PSUs/Options.</p> <p>During FY 2024-25, there was no amendment/ modification/ variation in the TML SLTI Scheme 2021.</p> <p>TML SLTI Scheme 2024: The Board/ NRC shall not vary the terms of the Scheme in any manner, which may be detrimental to the interests of the Grantee/ Participant/ Beneficiary and shall be entitled to vary any of the terms of the Scheme so as to meet any regulatory requirements or for any adjustments for Corporate Actions announced by the Company prior to the Exercise Period pertaining to the relevant PSUs.</p> <p>During FY 2024-25, there was no amendment/ modification/ variation in the TML SLTI Scheme 2024.</p>
ii.	Method used to account for the Schemes (Intrinsic or fair value):	<p>The Company recognizes compensation expense relating to share based payments in accordance with Ind AS 102 Share-based Payment. Stock options/PSUs granted by the Company to its employees are accounted as equity settled options/PSUs. Accordingly, the estimated fair value of options granted that is determined on the date of grant, is charged to statement of Profit and Loss on a straight line basis over the vesting period of options which is the requisite service period, with a corresponding increase in equity.</p>
iii	Where the Company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and EPS of the Company shall also be disclosed.	Not applicable.

iv.	Options/PSUs movement during the year (for each of the Schemes):	Refer Annexure 1 below
v.	Weighted-average exercise prices and weighted-average fair values of options for options whose exercise price either equals or exceeds or is less than the market price of the stock.	<p>TML SLTI Scheme 2021: The Exercise price for PSUs: Exercise Price shall be ₹2/- (Rupees Two Only) per PSU, i.e. at the face value of the underlying Ordinary Share of the Company.</p> <p>The Exercise Price for Options: Exercise Price shall be ₹338/- (Rupees Three Hundred and Thirty Eight Only) i.e. equivalent to closing market price of the Company's Ordinary Shares on the National Stock Exchange of India Limited on June 22, 2021 (one day prior to the Board Meeting date for approving the Scheme).</p> <p>TML SLTI Scheme 2024: Exercise Price shall be ₹2/- (Rupees Two Only) per PSU, i.e. at the face value of the underlying Ordinary Share of the Company.</p>
vi.	Employee wise details of options granted to:	Refer Annexure 2 below
Vii	A description of the method and significant assumptions used during the year to estimate the fair value of Options/PSUs	Refer Annexure 1 below

Annexure 1

Disclosure related to Option/PSU movement during the year

Particulars	Tata Motors Limited Share-based Long Term Incentive Scheme 2021		Tata Motors Limited Share-based Long Term Incentive Scheme 2024
	Option	PSUs	PSUs
Number of PSUs/options outstanding at the beginning of the period	704,407	2,414,539	-
Number of options granted during the year (Performance basis)	1,49,107	1,01,697	2,99,918
Number of options forfeited / lapsed during the year	(11,377)	(1,18,629)	(8,953)
Number of options vested during the year*	8,06,293	9,27,569	-
Number of options exercised during the year*	(1,94,204)	(6,01,191)	-
Number of shares arising as a result of exercise of options	1,94,204	6,01,191	-
Money realized by exercise of options (INR), if the Scheme is implemented directly by the Company	₹6,56,40,952	₹12,02,382	-
Loan repaid by the Trust during the year from exercise price received	NA	NA	NA
Number of options outstanding at the end of the year	6,47,933	17,96,416	2,90,965
Number of options exercisable at the end of the year	-	-	-

* During the year, the Company had also allotted 8,62,318 Ordinary Shares under the Tata Motors Limited Employee Stock Option Scheme, 2018, resulting in the realization of ₹29,74,99,710 through the exercise of these options.

A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

The Company has estimated fair value of Options/PSUs using Black Scholes model. The following assumptions were used for calculation of fair value of Options/PSUs for the year ended March 31, 2025:

Particulars	Tata Motors Limited Share-based Long Term Incentive Scheme 2021		Tata Motors Limited Share-based Long Term Incentive Scheme 2024
	Option	PSUs	PSUs
Assumption factor	Estimates	Estimates	Estimates
Risk free rate	6.90%	6.90%	7.2%
Expected life of option/PSUs	4 years	4 years	4 years
Expected volatility	49.3%	49.3%	37.9%

Annexure 2

Details of grant made during FY 2024-25 to Senior Managerial Personnel (including Key Managerial Personnel):

Tata Motors Limited Share-based Long Term Incentive Scheme 2021

SI No	Name	Designation	No. of options granted	No. of PSUs granted	Exercise Price per Option (in ₹)	Exercise Price per PSUs (in ₹)
1	Girish Wagh	Executive Director	-	-	-	-
2	P B Balaji	Group Chief Financial Officer	42,804	17,543	338	2
3	Shailesh Chandra	Managing Director – Tata Motors Passenger Vehicles Limited	14,348	5,880	338	2
4	Sitaram Kandi	Chief Human Resource Officer	-	1,935	-	2
5	Rajendra Petkar	President and Chief Technology Officer	-	-	-	-
6	Rajesh Kannan	President and Chief Digital and Information Officer	-	-	-	-
7	Maloy Kumar Gupta	Company Secretary	-	998	-	2

Tata Motors Limited Share-based Long Term Incentive Scheme 2024

SI No	Name	Designation	No. of PSUs granted	Exercise Price per PSUs (in ₹)
1	Girish Wagh	Executive Director	12,838	2
2	P B Balaji	Group Chief Financial Officer	38239	2
3	Shailesh Chandra	Managing Director – Tata Motors Passenger Vehicles Limited	15601	2
4	Sitaram Kandi	Chief Human Resource Officer	4286	2

5	Rajendra Petkar	President and Chief Technology Officer	6633	2
6	Rajesh Kannan	President and Chief Digital and Information Officer	5235	
7	Maloy Kumar Gupta	Company Secretary	4286	2

Note: No other employee was granted shares (including cash-settled) in the year amounting to 5% or more of the total options granted during the year. Similarly, there was no grant (including cash-settled) in the year that was equal to or exceeding 1% of the issued capital of the Company.