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Date: 24th July, 2023

**The Board of Directors,
Tata Motors Limited,
Bombay House, 24,
Homi Mody Street,
Mumbai – 400001,
India**

Dear Members of the Board:

I. Engagement Background

We, Axis Capital Limited (“Axis”), understand that the Board of Directors of Tata Motors Limited (“TML” or the “Company”) are considering a Scheme of capital reduction by which, *inter alia*, TML will cancel and extinguish its ‘A Ordinary Shares’ with differential voting and dividend rights trading under the name ‘Tata Motors Ltd – DVR’, and as consideration for such capital reduction, TML will issue and allot ordinary equity shares (“Ordinary Shares”) of TML to the holders of ‘A’ Ordinary Shares (“Proposed Transaction”). For ease of reference, the Ordinary Shares issued as consideration for the capital reduction pursuant to the Scheme is hereinafter referred to as the “New Ordinary Shares”. The Proposed Transaction is to be carried out pursuant to the provisions of Section 230 – Section 232 and other applicable provisions of the Companies Act, 2013 and the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, that are in force), as may be applicable and the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions of law in the form of rules, regulations, circulars, guidelines or otherwise that may be issued by the SEBI from time to time.

The terms and conditions of the Proposed Transaction are more fully set out in the draft scheme of arrangement shared with us on 20th July, 2023 (“Scheme”), the final version of which will be placed before the board of directors of the Company for their approval and appropriate application for reduction of capital will be filed by the Company with the appropriate authorities.

We further understand that PwC Business Consulting Services LLP (“PwC” or the “Valuer”), an independent valuer, has been appointed by TML for carrying out an exercise for arriving at the Capital Reduction Consideration.

Based on our perusal of the valuation report dated 24th July, 2023 prepared by PwC (“Valuation Report”), we understand that it has been proposed that pursuant to the Scheme, for every 10 (*ten*) fully

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Corporate Office
Axis House, C-2, Wadia International Centre,
PB Marg, Worli, Mumbai - 400 025
Tel No.: 022-43251199 Fax No.: 022-43253000
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paid up 'A' Ordinary Shares of the face value of INR 2 each held by the holders of 'A' Ordinary Shares of TML, TML shall issue and allot 7 (*seven*) fully paid up New Ordinary Shares of the face value of INR 2 each of TML ("Capital Reduction Consideration").

In connection with the aforesaid, you have requested our opinion ("Opinion"), as of the date hereof, as to the fairness of the Capital Reduction Consideration for the 'A' Ordinary Shares of TML as recommended by the Valuer, from a financial point of view, for the holders of Ordinary Shares of TML. This opinion is issued pursuant to the Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93, dated June 20, 2023, as amended, issued by the Securities and Exchange Board of India ("SEBI Scheme Circular") and the Master Circular no. SEBI/HO/DDHS/PoD1/P/CIR/2023/108, dated July 29, 2022 ("SEBI Scheme Circular – Debt"), in each case as amended, issued by the Securities and Exchange Board of India and is being delivered at TML's request in connection with its obligations under the SEBI Scheme Circular and SEBI Scheme Circular – Debt.

Axis and TML shall hereinafter be individually referred to as "Party" and collectively referred to herein as "Parties".

II. Basis of Opinion

The rationale for the Proposed Transaction as shared with us by TML's management is based on the Company and its stakeholders, including the holders of Ordinary Shares and holders of 'A' Ordinary Shares, benefiting from the reorganization. The reorganization of share capital envisaged by the Scheme is expected to:

- simplify and consolidate the Company's capital structure and preserve liquidity for the Company's growth.
- be value accretive and beneficial for all shareholders of the Company, and allow them to continue to participate in the Company's performance.

Some key details related to the Company and purpose of the Proposed Transaction are as under –

TATA MOTORS LIMITED is a public limited company incorporated under the laws of India bearing corporate identification number L28920MH1945PLC004520 and having its registered office at Bombay House, 24, Homi Mody Street, Mumbai - 400001. Its Ordinary Shares, 'A' Ordinary Shares and non-convertible debentures are listed on the NSE and BSE Limited. The Company, directly and indirectly through its subsidiaries and joint ventures, is engaged inter alia in the business of design, development, manufacturing and sale of a wide range of commercial, passenger and electric vehicles and parts thereof within India and abroad.

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The Company issued the 'A' Ordinary Shares in 2008 as part of a rights issue with the objective of *inter alia* funding certain overseas investments. The 'A' Ordinary Shares were issued at a discount to the existing listed Ordinary Shares. The rights attached to the 'A' Ordinary Shares are similar to the rights attached to the Ordinary Shares in all respects except as to voting rights and dividend as detailed in the Scheme.

This was the first issuance of 'A' Ordinary Shares by the Company and as on the date of issuance of the 'A' Ordinary Shares, there were limited instances of issuances of equity shares with differential rights as to voting and dividend by Indian listed companies of the Company's market capitalization and size.

We understand from the Company that subsequent regulatory changes restricted the issuance of shares with superior rights as to voting or dividend, resulting in a narrow market for similar instruments.

In light of this background, the Company seeks to reorganize its share capital in accordance with Section 230 – Section 232 of the Companies Act, 2013 by cancelling and extinguishing 'A' Ordinary Shares and paying consideration to the holders of the 'A' Ordinary Shares in the form of New Ordinary Shares.

The key features of the Proposed Transaction provided to us through the Scheme are as under:

1. Upon the Scheme becoming effective, the subscribed, issued and paid-up share capital of the Company will be reduced to the extent of the 'A' Ordinary Shares of the Company as on the Effective Date (as defined in the Scheme), i.e., by cancelling and extinguishing all 'A' Ordinary Shares held by the relevant holders of 'A' Ordinary Shares as on the Record Date (as defined in the Scheme), for the Capital Reduction Consideration.
2. Upon the Scheme becoming effective, and without the requirement for any further application, act, deed, consent or other actions from the holders of 'A' Ordinary Shares (including surrendering of share certificates and/ or sending appropriate instructions to the depository participants), the 'A' Ordinary Shares shall stand cancelled, extinguished and rendered invalid in accordance with this Scheme.
3. The New Ordinary Shares will be issued and transferred *inter alia* in the manner set out below:
 - (a) Upon effectiveness of the Scheme, the Company will issue and allot the New Ordinary Shares to a trust constituted under the Indian Trusts Act, 1882 by the Company, having an independent trustee (the "Trust"), which will hold the New Ordinary Shares on behalf and for the benefit of each Relevant Shareholder (as defined in the Scheme);
 - (b) The Trust will on behalf and for the benefit of the Relevant Shareholders *inter alia* sell the requisite number of New Ordinary Shares to realize the Total Adjustment Amount (as

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defined in the Draft Scheme) and (after undertaking the actions required to the extent of recovery of any amounts required to be withheld or deducted by the Company on such Capital Reduction Consideration under Applicable Law including Tax Laws (each as defined in the Scheme)), distribute to the Relevant Shareholders the remaining New Ordinary Shares and any excess cash realized by the Trust in respect of the New Ordinary Shares sold.

We have relied upon the Scheme and facts and assumptions set forth in section III of this Opinion while determining the meaning of “fairness”, from a financial point of view, for the holders of Ordinary Shares of TML, for the purposes of this Opinion.

III. Limitation of Scope and Review

Our Opinion and analysis are limited to the extent of review of documents as provided to us by TML including the Valuation Report prepared by the Valuer and the Scheme.

In connection with this Opinion, we have:

- (i) reviewed the Scheme for the Proposed Transaction and the Valuation Report dated 24th July, 2023 prepared by the Valuer;
- (ii) reviewed certain publicly available historical and operational information available in the Company’s annual reports and website, and sought certain clarifications with respect to the same;
- (iii) held discussions with the Valuer, in relation to the approach taken to valuation and the details of the various methodologies utilized by them in preparing the Valuation Report and recommending the Capital Reduction Consideration;
- (iv) sought various clarifications from the senior management team of the Company;
- (v) reviewed certain publicly available information for various international companies that have issued shares with differential voting rights;
- (vi) performed such other financial analysis and considered such other information and factors as we deemed appropriate.

We have assumed and relied upon the accuracy and completeness of all information and documents provided to us, data publicly available or otherwise reviewed by or discussed with us. We have relied upon the Company’s assurances that it is not aware of any facts or circumstances that would make such information or data incomplete, inaccurate or misleading in any material respect.

All the factual information pertaining to the Proposed Transaction used by Axis for its analysis is solely based on the information provided by the Company or publicly available data. Axis does not assume any responsibility as to the authenticity or completeness of the aforementioned details.

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We have not carried out any due diligence or independent verification or validation of such information to establish its accuracy or sufficiency. We have not conducted any independent valuation or appraisal of any of the assets or liabilities of TML and /or its subsidiaries/affiliates/investee companies. In particular, we do not express any opinion as to the value of any asset of TML, and / or its subsidiaries/affiliates/investee companies, whether at current time or in the future. No investigation of TML's claim to title of assets has been made for the purpose of the exercise and the claim to such rights has been assumed to be fully valid. No consideration has been given to liens or encumbrances against the assets. Therefore, no responsibility whatsoever is assumed for matters of a legal nature. Further, we have not evaluated the solvency or fair value of TML and / or its subsidiaries/affiliates/investee companies under any law relating to bankruptcy, insolvency or similar matter.

One should note that valuation is not an exact science and that estimating values necessarily involves selecting a method or approach that is suitable for the purpose. Moreover, in this case where New Ordinary Shares are being issued as consideration to the holders of 'A' Ordinary Shares of TML, it is not the absolute per share value of either class of shares that is important for framing an opinion but the relative per Ordinary Share value of TML vis-à-vis per 'A' Ordinary Share value of TML.

We have assumed, with the Company's consent, that the Proposed Transaction will be in compliance with all the applicable laws and other requirements and will be implemented on the terms described in the Scheme, without any waiver or modification of any material terms or conditions, and that in the course of obtaining the necessary regulatory or third party approvals for the Proposed Transaction, no delay, limitation, restriction or condition will be imposed that would have an adverse effect on the Company and / or its relevant subsidiaries/ affiliates /investee companies and its respective shareholders, including the holders of Ordinary Shares and holders of 'A' Ordinary Shares of TML. We have assumed, at the directions of the Company, that the final transaction will not differ in any material respect from the one being contemplated in the Scheme. We understand from the Company's management that the Proposed Transaction will be given effect to in totality and not in parts.

We express no view or opinion as to any terms or other aspects of the Scheme (other than the fairness opinion on the Capital Reduction Consideration recommended by the Valuer, from a financial point of view, to the holders of Ordinary Shares) including, without limitation, the form or structure of the Proposed Transaction. We were not requested to, and we did not, participate in the deliberations for the Proposed Transaction. Our Opinion is limited to the fairness, from a financial point of view, on the Capital Reduction Consideration recommended by the Valuer to the holders of Ordinary Shares. However, the actual transaction value may be significantly different from the result of our analysis and would depend on a number of factors, inter-alia the review by the board of directors of the Company of various inputs from the management of the Company regarding the streamlining of the capital structure and to providing liquidity to the holders of 'A' Ordinary Shares of TML at a price that the Company's

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board deems appropriate. We express no opinion or view with respect to the financial implications of the Proposed Transaction for any stakeholders, including the holders of Ordinary Shares, the holders of 'A' Ordinary Shares and the creditors of the Company.

We express no view as to, and our Opinion does not address, the underlying business decision of the Company to effect the Proposed Transaction, the relative merits of the Proposed Transaction as compared to any other alternative business strategy, the effect of the Proposed Transaction on the Company or its affiliates, including, without limitation, possible implications on ownership structure and capital structure post completion of the Proposed Transaction. The Company remains solely responsible for the commercial assumptions on the basis of which it agrees to proceed with the Proposed Transaction. We have relied solely on representations, whether verbal or otherwise, made by the management of TML, for items and areas where the same have been made. Our Opinion is necessarily based only upon information as referred to in this letter.

We do not express any Opinion as to any tax or other consequences that might arise from the Proposed Transaction on TML and/or its subsidiaries/affiliates/investee companies, and its respective shareholders including the holders of Ordinary Shares and the holders of 'A' Ordinary Shares of TML, nor does our Opinion address any legal, tax, regulatory or accounting matters, as to which we understand that the Company has obtained such advice as they deemed necessary from qualified professionals. We have undertaken no independent analysis of any potential or actual litigation, regulatory action, possible unasserted claims, Governmental investigation or other contingent liabilities to which the Company, and/or its subsidiaries/affiliates/investee companies, are/or may be a party.

Our Opinion is necessarily based on financial, economic, monetary, market and other conditions as in effect on, and the information made available to us, as of the date hereof. We have not factored, in our analysis, the outcome of any contingent events envisioned in the Scheme, other than as represented to us by the Company. It should be understood that subsequent developments may affect this Opinion and we assume no responsibility for updating or revising our Opinion based on circumstances or events occurring after the date hereof. It is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein.

Our Opinion also does not address any matters otherwise than as expressly stated herein, including but not limited to matters such as corporate governance, shareholders rights or any other equitable considerations. We have also not opined on the fairness of any terms and conditions of the Scheme other than the fairness of the Capital Reduction Consideration, recommended by the Valuer, to the holders of Ordinary Shares of TML, from a financial point of view.

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While we have provided our recommendation as to the fairness of the Capital Reduction Consideration for the holders of Ordinary Shares of TML proposed by the Valuer based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion as to the Capital Reduction Consideration. The final responsibility for the determination of the Capital Reduction Consideration at which the Proposed Transaction shall take place will be with the board of directors of the Company who should take into account other factors such as their own assessment of the Proposed Transaction.

We may have in the past provided, and may currently or in the future provide, investment banking services to the Company, and/or its subsidiaries or its respective affiliates/investee companies that are unrelated to the Proposed Transaction, for which services we have received or may receive customary fees. Our engagement as a fairness opinion provider is independent of our other business relationships, which we may have with the Company and/or its subsidiaries or its respective affiliates/investee companies. In addition, in the ordinary course of their respective businesses, affiliates of Axis Capital Limited may invest in securities of the Company and/or its subsidiaries/investee companies or group companies, for their own accounts and for the accounts of their customers subject to compliance with SEBI (Prohibition of Insider Trading) Regulations and, accordingly, may at any time hold a position in such securities. We will not be responsible to any other person/party for any decision.

Our engagement and the Opinion expressed herein are solely for the benefit of the board of directors of the Company (in its capacity as such) in connection with its consideration of the Proposed Transaction and for none other. Delivery of our Opinion does not create any fiduciary, equitable or contractual duties on Axis Capital Limited (including, without limitation, any duty of trust or confidence). It is hereby notified that any reproduction, copying or otherwise quoting of this document or any part thereof except for the purpose mentioned herein can only be done: (a) with our prior permission in writing, except in accordance with the applicable law and with respect to the information contained in this Opinion that is already available in public domain, (ii) as required to be disclosed by the Company in relation to the Scheme (including *inter alia*, to the relevant stock exchanges, Registrar of Companies and National Company Law Tribunal, other judicial, regulatory or government authorities, and shareholders and/ or creditors of the Company, as may be required from time to time), and (iii) as required to be disclosed on the website of the Company and the stock exchanges solely to the extent required in terms of applicable laws, including the SEBI Scheme Circular and SEBI Scheme Circular - Debt and as a part of the explanatory statement to be circulated to the shareholders and/ or creditors of the Company.

Neither Axis Capital Limited, nor its affiliates, partners, directors, shareholders, managers, employees or agents of any of them, make any representation or warranty, express or implied, as to the information and documents provided to us, based on which the Opinion has been issued. All such parties and entities

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expressly disclaim any and all liability for, or based on or relating to any such information contained therein.

The Company has been provided with the opportunity to review the draft Opinion as part of our standard practice to make sure that factual inaccuracy/omissions are avoided in our final Opinion.

The fee for our services is not contingent upon the results of the Proposed Transaction. This document is governed by and construed in accordance with the laws of India. For disputes, if any, regarding to this Opinion, the Parties agree to submit to the exclusive jurisdiction at the courts in Mumbai, India.

Our Opinion is not intended to and does not constitute a recommendation to any party as to how such party should vote or act in connection with the Proposed Transaction or any matter related thereto.

IV. Conclusion

Based on and subject to the foregoing, we are of the opinion that, as of the date hereof, the Capital Reduction Consideration for the 'A' Ordinary Shares of TML, as proposed by the Valuer, is fair to the holders of Ordinary Shares of TML, from a financial point of view.

Very truly yours,

For Axis Capital Ltd.



Sumit Arora,
Executive Director, Axis Capital Limited



Ashish Nigam
Executive Director, Axis Capital Limited

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July 24, 2023

The Board of Directors
Tata Motors Limited
Bombay House, 24, Homi Mody Street
Mumbai - 400001

Members of the Board:

You have requested our opinion as to the fairness, from a financial point of view, to the holders of 'A' Ordinary Shares (as defined in the 'Draft Scheme', as defined below) of Tata Motors Limited ("**TML**"), solely in their capacity as holders of 'A' Ordinary Shares and disregarding any interest any holder of 'A' Ordinary Shares may have in any other equity securities of TML, of the Capital Reduction Consideration (defined below) in connection with the proposed reorganisation of the share capital through reduction and cancellation of the 'A' Ordinary Shares (the "**Reduction**") pursuant to a scheme of arrangement proposed to be entered into between TML and its shareholders and creditors under sections 230 to 232 of the Companies Act, 2013, as amended, and related rules and regulations (the "**Scheme of Arrangement**").

This opinion is issued pursuant to the Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93, dated June 20, 2023, as amended, issued by the Securities and Exchange Board of India ("**SEBI Scheme Circular**") and the Master Circular no. SEBI/HO/DDHS/PoD1/P/CIR/2023/108, dated July 29, 2022, as amended, issued by the Securities and Exchange Board of India ("**SEBI Scheme Circular – Debt**") and is being delivered at TML's request in connection with its obligations under the SEBI Scheme Circular and SEBI Scheme Circular – Debt.

As more fully described in the Draft Scheme:

- (i) The share capital of the Company pertaining to the 'A' Ordinary Shares (including the subscribed, issued and paid up share capital pertaining to the 'A' Ordinary Shares) as on the Effective Date (as defined in the Draft Scheme) will be cancelled and extinguished on the Effective Date;
- (ii) TML will, as consideration for the Reduction, issue and allot to the holders of 'A' Ordinary Share(s) of TML as on the Record Date (as defined in the Draft Scheme) whose shares have been cancelled in accordance with para (i) above (such shareholders, the "**Relevant Shareholders**") 0.7 fully paid up Ordinary Share(s) (as defined in the Draft Scheme) of TML of face value of INR 2 each for every 1 fully paid up 'A' Ordinary Share(s) of TML of face value of INR 2 each held by the holders of 'A' Ordinary Share(s) of TML as on the Record Date (the "**Capital Reduction Consideration**"). For ease of reference, the Ordinary Shares issued as consideration for the Reduction are hereinafter referred to as the "**New Ordinary Shares**"; and
- (iii) The New Ordinary Shares will be issued and transferred *inter alia* in the manner set out below:
 - (a) Upon effectiveness of the Scheme of Arrangement, TML will issue and allot the New Ordinary





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Shares to an irrevocable determinate trust constituted under the Indian Trusts Act, 1882 by TML, having an independent trustee (the “**Trust**”), which will hold the New Ordinary Shares on behalf and for the benefit of each Relevant Shareholder;

- (b) The Trust will, on behalf of and for the benefit of the Relevant Shareholders, *inter alia* sell the requisite number of New Ordinary Shares to realize an amount of cash equal to the Total Adjustment Amount (as defined in the Draft Scheme) and, after undertaking the necessary actions set forth in the Draft Scheme, distribute to the Relevant Shareholders the remaining New Ordinary Shares and any excess cash realized by the Trust in respect of the New Ordinary Shares sold.

The Capital Reduction Consideration may be subject to adjustment by TML to the extent of the Adjustment Amount (as defined in the Draft Scheme) and the Total Adjustment Amount, as to which we express no opinion.

Such Capital Reduction Consideration has been recommended by PwC Business Consulting Services LLP (the “**Valuer**”) pursuant to their appointment by TML in their report dated July 24, 2023 (the “**Report**”).

In arriving at our opinion, we reviewed (i) the Report and (ii) the draft of the Scheme of Arrangement received by us on July 24, 2023 (the “**Draft Scheme**”) We have also held discussions with certain senior officers, directors and other representatives and advisors of TML on relevant matters in relation to the proposed Reduction. We also examined certain publicly available market-related information relating to TML. We reviewed the financial terms of the Reduction as set forth in the Draft Scheme in relation to, among other things: current and historical market prices and trading volumes of the Ordinary Shares and the ‘A’ Ordinary Shares of TML and the historical capitalization of TML, including dividends paid by TML in relation to Ordinary Shares and ‘A’ Ordinary Shares. We considered, to the extent publicly available, the financial terms of certain other transactions which we considered relevant in evaluating the Reduction and analyzed certain financial, stock market and other publicly available information relating to the businesses of other companies with multiple classes of publicly traded equity securities in evaluating those of TML. In addition to the foregoing, we conducted such other analyses and examinations and considered such other information and financial, economic and market criteria as we deemed appropriate in arriving at our opinion. The issuance of our opinion has been authorized by our fairness opinion committee.

In rendering our opinion, we have assumed and relied, without independent verification, upon the accuracy and completeness of all financial and other information and data in relation to TML publicly available or provided to or otherwise reviewed by or discussed with us and upon the assurances of the management of TML that they are not aware of any relevant information that has been omitted or that remains undisclosed to us that would make the information or data examined by, provided to, reviewed by, or discussed with, us inaccurate or misleading in any respect or that would otherwise be relevant in arriving at this opinion. With respect to information and data relating to TML provided to or otherwise reviewed by or discussed with us, we have been advised by the management of TML that such information and data were reasonably prepared on bases reflecting the best currently available estimates and judgments of the management of TML. Further, the management of TML has communicated to us that our reliance on such information and data is reasonable. We do not assume any responsibility or liability with respect to such information and data. Our opinion does not address, and we have not assessed, any existing or potential contingent liabilities and any ongoing or threatened





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litigation (including taxation proceedings, regulatory actions and any possible unasserted claims) to which TML or its affiliates is or may be a party to or is or may be subject to or which may have an impact, adverse or otherwise, on the business, operations or prospects of TML or its affiliates or any underlying assumptions, forecasts or views of the management of TML. We have relied upon and not independently verified or validated, nor do we express any opinion on, the market-related data provided to or obtained by us.

We have assumed, with your consent, that the Reduction will be consummated in accordance with its terms as set out in the Draft Scheme, without waiver, modification or amendment of any material term, condition or agreement and that, in the course of obtaining the necessary regulatory or third party approvals (including in relation to the New Ordinary Shares to be allotted to the holders of the 'A' Ordinary Shares of TML and approvals of holders of all classes of securities or creditors of TML or its affiliates, as applicable), consents and releases for the Reduction, no delay, limitation, restriction or condition will be imposed that would have an adverse effect on TML or the contemplated benefits of the Reduction. We have further assumed, with your consent, that such approvals, consents and releases will be duly obtained as required pursuant to applicable laws and contractual obligations, without any delays. Representatives of TML have advised us, and we further have assumed, that the final terms of the Reduction will not vary from those set forth in the Draft Scheme reviewed by us. Further, we have assumed, with your consent, that there will not be any adverse rulings or proceedings whatsoever (whether of any court, regulatory body or otherwise) arising out of or in relation to the Reduction. Furthermore, as you are aware, the credit, financial and stock markets are currently experiencing and may continue to experience volatility, and we express no view or opinion as to any potential effects of such volatility on the basis for our analysis or evaluation. We have also assumed, with your consent, that the Reduction will not result in any adverse effect on TML or its businesses, whether under tax or other laws or under the terms of any contract, indebtedness, license or approval.

We are not expressing any opinion as to what the value of the Ordinary Shares actually will be when issued pursuant to the Reduction. We have not made or been provided with an independent evaluation or appraisal of the assets or liabilities (contingent or otherwise) of TML nor have we made any physical inspection of the properties or assets of TML. We express no opinion as to fair value of assets and properties of TML under any laws, or otherwise, or the realizable value of the properties or assets of TML or its affiliates. Our opinion is not to be treated as a valuation of any securities of TML or its affiliates under any laws or otherwise.

Our opinion does not address, and we have not assessed, any legal, regulatory, taxation or accounting matters, including, without limitation, as to tax consequences resulting from the Reduction (including the Adjustment Amount, the Total Adjustment Amount and the structure of and actions to be taken by the Trust to realize such amounts). We have also assumed that all aspects of the Reduction and any other transaction contemplated in the Draft Scheme would be in compliance with applicable laws and regulations; and we have issued this opinion on the understanding that we would not in any manner verify, or be responsible for ensuring, such compliance. Without prejudice to the generality of the foregoing, we express no opinion and have assumed that the Reduction will be in compliance with applicable laws, including the Companies Act, 2013, as amended, and the applicable rules and regulations issued by the Securities and Exchange Board of India, the U.S. Securities Act of 1933, as amended, the U.S. Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, and the rules and regulations of the New York Stock Exchange. Our opinion is restricted to the fairness, from a financial point of view, of the Capital Reduction Consideration as recommended by the Valuer and as set forth in the Report, to the holders of 'A' Ordinary Shares of TML, and does not address any matters





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otherwise than as expressly stated herein.

We were not requested to, and we did not, participate in the negotiation or structuring of the Reduction, nor were we requested to, and we did not, solicit third-party indications of interest in any possible transaction involving all or a part of TML. We express no view as to, and our opinion does not address, the underlying business decision of TML to effect the Reduction, the relative merits of the Reduction as compared to any alternative business strategies that might exist for TML or the effect of any other transaction in which TML might engage. We also express no view as to, and our opinion does not address, the fairness (financial or otherwise) of the amount or nature or any other aspect of any compensation to any officers, directors or employees of any parties to the Reduction, or any class of such persons, relative to the Capital Reduction Consideration or otherwise. We express herein no view or opinion as to any terms or other aspects of the Reduction (other than the Capital Reduction Consideration set out herein). Our opinion is necessarily based upon information available to us, and financial, stock market and other conditions and circumstances existing, as of the date hereof.

Citigroup Global Markets India Private Limited has been engaged as a financial advisor by TML in connection with the proposed Reduction only for the purposes of our opinion and will receive a fee for our services in connection with the delivery of this opinion. In addition, TML has agreed to indemnify us and related parties against certain liabilities arising out of our engagement. Please note that Citigroup Global Markets India Private Limited is a financial services company engaged in the securities and financial advisory businesses. Our securities business is engaged in securities underwriting, trading and brokerage activities, as well as providing investment banking, financing and financial advisory services. We and our affiliates have provided in the past and currently provide financial advisory and/ or capital markets related services to TML and its affiliates in the ordinary course of business (including in relation to delisting of certain securities of TML listed outside India), and are acting as the book running lead manager in connection with the initial public offerings of the affiliates of TML, respectively, in each case unrelated to the proposed Reduction, for which services, we and our affiliates have received and expect to receive compensation. We have also had certain discussions with TML in the past in relation to its capital re-structuring for which no compensation has been paid, or is due, to us. In the future, Citi may continue to provide other financial advisory services and/ or capital markets related services to TML and its affiliates for which we may receive compensation. In the ordinary course of our business, we and our affiliates may actively trade or hold the securities of TML for our own account or for the account of our customers and, accordingly, may at any time hold a long or short position in such securities. In addition, we and our affiliates (including Citigroup Inc. and its affiliates) may maintain relationships with TML and its affiliates.

Our opinion expressed herein is provided for the information of the Board of Directors of TML in its evaluation of the proposed Reduction, and may not be used by or relied upon by any other person for any purpose. Our opinion is not intended to be and does not constitute a recommendation to any shareholder, creditor or other person as to how such shareholder, creditor or other person should vote or act on any matters relating to the proposed Reduction or any other matter. This opinion may not be disclosed, referred to, or communicated (in whole or in part) to any third party, nor shall any public reference to us be made, for any purpose whatsoever except (i) with our prior written consent in each instance, which consent shall not be unreasonably withheld; (ii) as required to be disclosed by TML in relation to the Scheme of Arrangement (including *inter alia*, to the relevant stock exchanges,



1402, 14th Floor,
First International Financial Centre
G-Block, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 098.

T +91 22 6175 9999
F +91 22 6175 9961



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the Registrar of Companies and National Company Law Tribunal or other judicial, regulatory or government authorities, as may be required from time to time); and (iii) as required to be disclosed on the website of TML and the stock exchanges solely to the extent required in terms of applicable laws including the SEBI Scheme Circular and SEBI Scheme Circular - Debt and as a part of the explanatory statement to be circulated to the shareholders and/ or creditors of TML. We accept no responsibility to any person other than the Board of Directors of TML in relation to the contents of this opinion even if it is disclosed to such person with our consent or otherwise in accordance with the preceding sentence. It is understood that this opinion is given only as of the date hereof and we do not have any obligation to update, revise or reaffirm this opinion.

Based upon and subject to the foregoing, our experience as investment bankers, our work as described above and other factors we deemed relevant, we are of the opinion that, as of the date hereof, the Capital Reduction Consideration, as determined by the Valuer pursuant to their valuation exercise and as set forth in the Report, is fair, from a financial point of view, to the holders of 'A' Ordinary Shares of TML solely in their capacity as holders of 'A' Ordinary Shares and disregarding any interest any holder of 'A' Ordinary Shares may have in any other equity securities of TML.

Very truly yours,

Citigroup Global Markets India Private Limited

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