



BSE Limited
First Floor, New Trading Ring
Rotunda Building, P J Towers,
Dalal Street, Fort, Mumbai 400 001

Listing Compliance Department
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra(E), Mumbai 400 051

May 12, 2023
Sc no – 17482

Dear Sir/Madam,

Ref: ISIN: INE155A01022 Ordinary Shares
IN9155A01020
Debt Securities on NSE & BSE

Sub: Security Cover Certificate as on March 31, 2023 under Regulation 54 of the SEBI (LODR) Regulations, 2015

In terms of Regulation 54 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated May 19 2022, we are enclosing herewith the Security Cover Certificate as on March 31, 2023.

This is for the information of the Exchange and of the Debenture holders.

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 CIN L28920MH1945PLC004520

B S R & Co. LLP

Chartered Accountants

8th floor, Business Plaza,
Westin Hotel Campus,
36/3-B, Koregoan Park Annex,
Mundhwa Road, Ghorpadi,
Pune – 411001, India.

Telephone: +91 20 6747 7300
Fax: +91 20 6747 7310

Private and confidential

To,
The Board of Directors
Tata Motors Limited
Bombay House,
24, Homi Mody Street,
Mumbai 400 001

12 May 2023

Independent Auditor's report on Statement of a certificate on Security Cover Ratio as on 31 March 2023.

1. This certificate is issued in accordance with the terms of our engagement letter dated 5 July 2022 read with an addendum dated 27 July 2022 with Tata Motors Limited ('the Company').
2. We B S R & Co. LLP, Chartered Accountants, the statutory auditors of the Company have been requested by the management of the Company to certify the following accompanying Statement containing:
 - a. Security Coverage Ratio for Secured Debt Securities as on 31 March 2023 ('the SCR for Secured Debt Securities') in Annexure – I, prepared by the Company, pursuant to the requirements in terms of Regulation 54 read with 56(1)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (as amended) (referred to as 'the Regulations') as mentioned in the Debenture Trust Deed entered between the Company and Vistra ITCL (India) Limited ('the Debenture Trustee') on 22 August 2020 ('the Debenture Trust Deed'); and
 - b. Compliance with the covenants as specified in clause 32 of the Debenture Trust Deed dated 22 August 2020 between the Company and Vistra ITCL (India) Limited.

The aforesaid Statement has been prepared by the management of the Company for onward submission to the Vistra ITCL (India) Limited and digitally signed by us for identification purposes only.

Management's Responsibility

3. The management of the Company is responsible for the preparation of the said Statement including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes design, implementation, and maintenance of internal controls relevant to the preparation and presentation of the said Annexures and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances. The management of the Company is also responsible to comply with the Regulations.
4. The management responsibility includes:
 - With respect to the SCR for Secured Debt Securities: -
 - a. ensuring that the calculation of Security Coverage Ratio for Secured Debt Securities is mathematically correct.
 - b. ensuring that the Company complies with the applicable requirements of the Debenture Trust Deed from time to time, including legal representation of the aforesaid requirements and providing all relevant information to the Debenture Trustees and to us in this regard.
 - c. ensuring that the assets offered as security are accurately identified and are in agreement with the books of account including Fixed Assets Register and the book values are correct.



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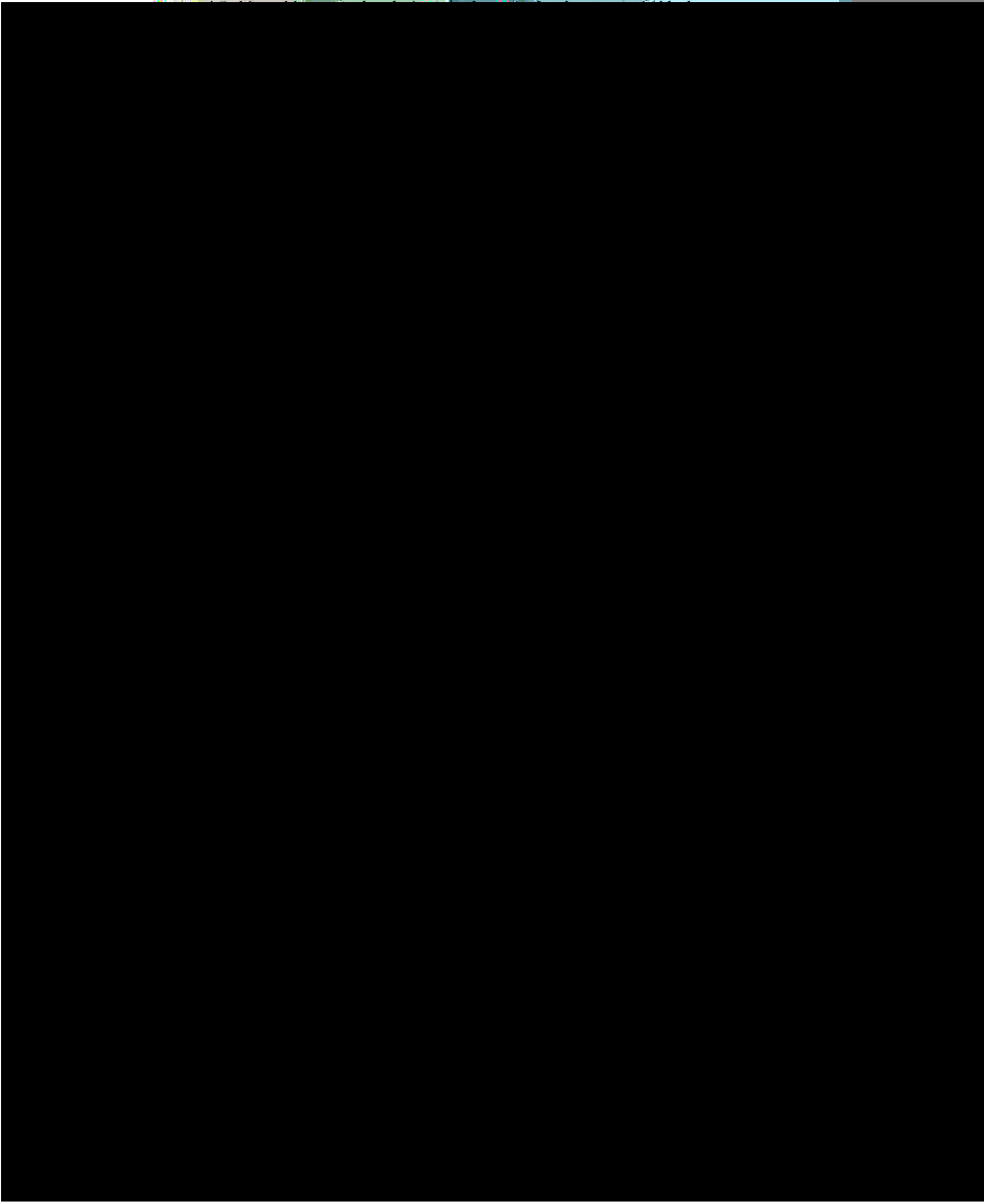
- d. ensuring compliance with all the covenants of Debenture Trust Deed dated 22 August 2020 between the Company and Vistra ITCL (India) Limited.
- e. Ensuring preparation of the annexure I to the statement in a specified format prescribed by the SEBI and complies with all the requirements of the SEBI.

Auditors' Responsibility

5. It is our responsibility as statutory auditors to provide a reasonable assurance whether:
 - i. the Company has complied with the covenants as specified in clause 32 of the Debenture Trust Deed dated 22 August 2020 between the Company and Vistra ITCL (India) Limited.
 - ii. the particulars (book value of the assets, secured debts, and coverage ratio) contained in column C of Annexure I in the Statement are in agreement with the audited books of accounts for the period ended 31 March 2023 and other relevant records and documents maintained by the Company.
 - iii. the calculation of the Security Coverage Ratio (cover on book value) for Secured Debt Securities given in Annexure I in the Statement is mathematically correct.
6. The standalone financial statements of the Company for the period ended 31 March 2023 have been audited by us, on which we issued an unmodified audit opinion dated 12 May 2023. Our audit of these financial statements was conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the "ICAI"). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material

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ii. the amounts furnished in the column C of Statement in Annexure - I containing Security Coverage Ratio.





Statement of Certificate on Security Cover Ratio as on March 31, 2023

To,
Vistra ITCL (India) Limited
Debenture Trustee of Tata Motors Limited

We hereby certify that:

- a) The Company has vide its Board Resolution and information memorandum/ offer document and under Debenture Trust Deed, has issued the following listed debt securities and outstanding as on March 31, 2023:

₹ in crores

S.No.	ISIN	Series	Private Placement / Public Issue	Secured/ Unsecured	Sanctioned amount
1	INE155A08191	E26-B	Private Placement	Unsecured	300
2	INE155A08209	E26-C	Private Placement	Unsecured	200
3	INE155A08241	E26-F	Private Placement	Unsecured	400
4	INE155A08381	E28-A (Tr I)	Private Placement	Unsecured	200
5	INE155A08373	E28-A (Tr II)	Private Placement	Unsecured	200
6	INE155A08399	E28-A (Tr III)	Private Placement	Unsecured	100
7	INE155A08407	E28-B (Tr I)	Private Placement	Unsecured	250
8	INE155A08415	E28-B (Tr II)	Private Placement	Unsecured	250
9	INE155A07284	E29-A	Private Placement	Secured	1,000
10	INE155A08423	E30-A	Private Placement	Unsecured	500
11	INE155A08431	E30-B	Private Placement	Unsecured	500

b) Security Cover for listed debt securities:

- 1) The financial information as on March 31, 2023 has been extracted from the audited books of accounts for the period ended March 31, 2023 and other relevant records of the listed entity.
- 2) The assets (cover on book value) of the listed entity provide coverage of 4.76 times of the principal amount, which is in accordance with the terms of issue/ debenture trust deed (calculation as per the



2) Compu... ..

Column L	Column M	Column N	Column O
to only those items covered by this certificate			
book value ve charge re market able or (For E.g. ce, DSR ue is not able)	Market Value for Pari passu charge Assets Relating to Column F	Carrying value/book value for pari passu charge assets where market value is not ascertainable or applicable (For E.g. Bank Balance, DSR market value is not applicable)	Total Value = (K+L+M+ N)

Refer Note no. 1 below

is offered as security as required in column K to O is not disclosed

is and documents maintained by the Company.

