BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001

National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai 400 051

November 28, 2026
Sc no – 164

Dear Sir/Madam,

Sub: Notice of Postal Ballot for Tata Motors Limited *(formerly TML Commercial Vehicles Limited)* ('the Company') pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the SEBI Listing Regulations, please find enclosed herewith a copy of the Postal Ballot Notice dated October 31, 2026 ('Notice'), along with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 ('the Act') read with the SEBI Listing Regulations, for seeking approval of the Members of the Company for the following Special Business(es):

Sr. No	Particulars of the Resolution(s)	Type of Resolution(s)
1	Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, as Statutory Auditors of the Company to fill the casual vacancy.	Ordinary
2	Adoption of Tata Motors Limited Share-based Long Term Incentive Scheme 2026 ('TML SLTI Scheme 2026' or 'the Scheme') and grant of performance share units to Eligible Employees under the Scheme.	Special
3	Approve extending the benefits of Tata Motors Limited Share-based Long Term Incentive Scheme 2026 to eligible employees of its unlisted subsidiary companies and to the eligible employees of Tata Motors Global Services Limited and Tata Motors Digital.AI Labs Limited.	Special
4	Material Related Party Transaction(s) between Iveco S.p.A, an indirect subsidiary of the Company, and other indirect subsidiaries of the Company.	Ordinary
5	Material Related Party Transaction(s) between Iveco Group N.V., an indirect subsidiary of the Company, and other indirect subsidiaries of the Company.	Ordinary
6	Material Related Party Transaction(s) between IC Financial Services S.A., an indirect subsidiary of the Company, and other indirect subsidiaries of the Company.	Ordinary
7	Material Related Party Transaction between Iveco Capital Solutions S.p.A and Iveco Deutschland AG, both being indirect subsidiaries of the Company.	Ordinary

In compliance with the various Circulars issued by the Ministry of Corporate Affairs ('MCA'), the Company has, on Saturday, November 28, 2026, completed the dispatch of Notice through electronic mode only to those Members whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories/ MUFG Intime India Private Limited (*formerly known as Link Intime India Private Limited*), the Company's Registrar to an Issue and Share Transfer Agent ('RTA'), as on Monday, November 23, 2026 ('cut-off date') and whose email addresses are registered with the Company/ RTA/ Depositories. Accordingly, physical copies of the Notice along with the Postal Ballot Form and pre-paid business reply envelopes are not being dispatched to the Members.

The Company has engaged the services of National Securities Depository Limited ('NSDL') as the agency to provide remote e-voting facility to its Members. The remote e-voting period shall commence on **Sunday, November 29, 2026,** at **9:00 a.m. (IST)** and shall end on **Monday, December 28, 2026,** at **5:00 p.m. (IST)**, following which the remote e-voting module shall be disabled by NSDL. Members may note

that their assent or dissent in respect of the Resolutions can be communicated only through the remote e-voting system, in accordance with the detailed procedure provided in the 'Notes' section of the Notice.

Eligible Members whose email addresses are not registered with the Company/ Depositories/ RTA may register their email addresses with the RTA on or before 5:00 p.m. (IST) on Tuesday, December 15, 2026, in accordance with the procedure set out in the Notice, to receive the Notice and remote e-voting credentials electronically.

The Notice is available on the Company's website at cv.tatamotors.com and on the website of NSDL at www.evoting.nsdl.com. The results of the Postal Ballot, along with the Scrutinizer's Report, will be declared on or before Wednesday, December 30, 2026, and communicated to the Stock Exchanges in accordance with Regulation 44(3) of the SEBI Listing Regulations.

This is for information of the Exchanges and the Members.

Yours faithfully,
For Tata Motors Limited
(formerly TML Commercial Vehicles Limited)

RANJAN KUMAR
Digitally signed by RANJAN KUMAR
Date: 2026.11.28 17:39:16 +05'30'

Ranjan Kumar
General Counsel & Company Secretary

Encl a/a.

TATA MOTORS LIMITED

(Formerly TML Commercial Vehicles Limited)
Corporate Identification No. (CIN): L29102MH2024PLC427506
Registered Office: Bombay House, 24 Homi Mody Street, Mumbai 400 001
Tel: +91 22 6665 8282; E-mail: investors@tatamotors.com
Website: cv.tatamotors.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 ('Rules'), and the applicable Circulars issued by the Ministry of Corporate Affairs ('MCA'), Government of India, as amended from time to time]

VOTING STARTS ON	VOTING ENDS ON
Sunday, November 29, 2026 at 9:00 a.m. (IST)	Monday, December 28, 2026 at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**'SS-2'**), each as amended, from time to time and in accordance with the requirements prescribed by the MCA for holding general meetings and conducting postal ballot processes through e-voting vide General Circular No. 03/2025 dated September 22, 2025, read along with other relevant Circulars issued in this regard (hereinafter collectively referred to as **'MCA Circulars'**) to transact the Special Business(es) as set out hereunder by passing the proposed Resolutions by way of postal ballot, by voting through electronic means (**'remote e-voting'**) only.

Pursuant to Section 102 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and reasons/ rationale thereof is annexed to this Postal Ballot Notice (**'Notice'**) for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with Tata Motors Limited (formerly TML Commercial Vehicles Limited) (**'the Company'**)/ MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), the Company's Registrar to an Issue and Share Transfer Agent (**'RTA'**)/ National Securities Depository Limited (**'NSDL'**) and/ or Central Depository Services (India) Limited (**'CDSL'**), (NSDL and CDSL collectively referred to as **'Depositories'**). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The instructions and detailed procedure for remote e-voting are appended to this Notice.

Members desirous of exercising their vote through the remote e-voting process are requested to carefully read the instructions indicated in the 'Notes' section of this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on Monday, December 28, 2026. The remote e-voting facility will be disabled by NSDL immediately thereafter.

The Notice is also available on the website of the Company at cv.tatamotors.com, BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com, on which the Equity Shares of the Company are listed as well as on the website of NSDL at www.evoting.nsdl.com.

SPECIAL BUSINESSES:

1. Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, as Statutory Auditors of the Company to fill the casual vacancy

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 139(8), 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (**'the Act'**) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and such other applicable laws, rules and regulations, based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby

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accorded for the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No. 117366W/W-100018), with effect from October 31, 2026, who have confirmed their eligibility in terms of Section 141 of the Act and applicable rules, as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. BSR & Co., LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), with effect from October 30, 2026.

RESOLVED FURTHER THAT M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, shall hold office w.e.f. October 31, 2026, till the conclusion of the 3rd Annual General Meeting of the Company and shall be paid such remuneration (including applicable taxes) and reimbursement of out-of-pocket expenses as may be determined and recommended by the Audit Committee and approved by the Board of Directors of the Company in consultation with the Statutory Auditors, in accordance with the terms set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall include any Committee thereof whether constituted or to be constituted) be and is hereby, authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution."

2. Adoption of Tata Motors Limited Share-based Long Term Incentive Scheme 2026 ('TML SLTI Scheme 2026' or 'the Scheme') and grant of performance share units to Eligible Employees under the Scheme

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

"RESOLVED THAT based on the recommendation of the Nomination and Remuneration Committee (**'NRC'**) and pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (**'the Act'**) read with relevant rules made thereunder, provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**'SEBI SBEB Regulations'**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), provisions of any regulations/ guidelines prescribed by the Securities and Exchange Board of India (**'SEBI'**), provisions of the Foreign Exchange Management Act, 1999, the rules and regulations framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by the Reserve Bank of India (**'FEMA'**) and other applicable laws for the time being in force including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time (collectively **'Applicable Laws'**), relevant provisions of the Memorandum of Association and Articles of Association of the Company and subject to any applicable approval, consent, permission and sanction of any authority(ies) and also any condition(s) and modification(s) as may be prescribed or imposed by such authority(ies) while granting any such approval, consent, permission and sanction, and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the **'Board'**, which term shall include the Allotment Committee, the NRC, or their delegated authority to exercise its powers including the powers conferred by this Resolution and the SEBI SBEB Regulations and the SEBI Listing Regulations), consent of the Members be and is hereby accorded to the Board to adopt and implement the 'Tata Motors Limited Share-based Long Term Incentive Scheme 2026' (**'TML SLTI Scheme 2026'** / **'the Scheme'**) (the salient features of the Scheme being furnished in the Explanatory Statement to this Notice) and to create, offer and grant such number of Performance Share Units (hereinafter referred to as **'PSUs'**) and to issue and allot such number of Equity shares of the face value of ₹2/- (Rupees Two Only) each not exceeding 50,00,000 (Fifty Lakh) PSUs, representing in aggregate 0.14% of the issued share capital of the Company to the employees of the Company, whether working in India or out of India, present or future, and to any director, whether whole-time director or not, including a non-executive director as may be decided by the NRC/ Board and as permitted under the Act and the SEBI SBEB Regulations, but not including an employee who is a promoter or a person belonging to the promoter group, independent director and a director who either by himself or through his relative or through any body corporate, holds directly or indirectly more than 10% of the outstanding Equity Shares of the Company [**'Eligible Employee(s)'**], with each PSU giving a right, but not an obligation, to the Eligible Employee(s) to subscribe to one fully paid-up Equity Share of the face value of ₹2/- (Rupees Two Only) each at an exercise price of ₹2/- (Rupees Two Only) each per Equity Share and that the identification of Eligible Employee(s) to participate in the Scheme, the grant of such PSUs to Eligible Employee(s), vesting and exercise thereof, in one or more tranches, such terms and conditions, as may be determined by the Board in accordance with the provisions of the Scheme, the accounting policies of the Company, SEBI SBEB Regulations and in due compliance with the applicable laws and regulations in force.

RESOLVED FURTHER THAT the Equity Shares to be issued pursuant to the Scheme shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s), e.g., rights issues, bonus issues, stock splits, consolidation of shares, change in capital structure, merger, sale of division/ undertaking or other re-organization, the outstanding PSUs to be granted under the Scheme shall be suitably adjusted for the number of PSUs, as well as their Exercise Price, as applicable and the above ceiling shall be deemed to be adjusted accordingly and that the Board be and is hereby authorized to do all

such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the Scheme are passed on to the Eligible Employees.

RESOLVED FURTHER THAT in case the Equity shares of the Company are either consolidated or sub-divided, then the number of Equity Shares to be issued by the Company and the price of acquisition payable by the PSU grantees under the Scheme shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of ₹2/- (Rupees Two Only) per Equity Share shall bear to the revised face value of the Equity Shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

RESOLVED FURTHER THAT the Board be and is hereby authorized to approve the grant letter, application form and other related documents, to grant PSUs to the Eligible Employees, to allot Equity Shares upon exercise of PSUs by the Eligible Employees, to take necessary steps for listing of the allotted shares under the Scheme on the stock exchanges, to make any modifications/ changes/ variations/ alterations/ revisions in the Scheme or suspend/ withdraw/ revive the Scheme from time to time in conformity with the applicable laws, Memorandum of Association and Articles of Association of the Company as may be required, in case of any change in applicable laws or as specified by any statutory authority, without being required to seek any further consent or approval of the Members to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution provided that such change is not detrimental to the interest of the Eligible Employees, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to the implementation, administration and evolution of the Scheme.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to NRC or such other Committees, with power to sub-delegate to any Executives/ Officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to devise, formulate, modify, change, vary, alter and amend the Scheme, subject to compliance with the applicable laws and regulations, in case of any change in applicable laws or as specified by any statutory authority without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, and things, as it may, in its absolute discretion, deem necessary including authorizing or directing to appoint Merchant Bankers, Solicitors, Brokers and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of the Scheme as also to make applications to the appropriate authorities, for their requisite approvals as also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard."

3. Approve extending the benefits of Tata Motors Limited Share-based Long Term Incentive Scheme 2026 to eligible employees of its unlisted subsidiary companies and to the eligible employees of Tata Motors Global Services Limited and Tata Motors Digital.AI Labs Limited

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

"RESOLVED THAT based on the recommendation of the Nomination and Remuneration Committee (**'NRC'**) and pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (**'the Act'**) read with relevant rules made thereunder, provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**'SEBI SBEB Regulations'**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), provisions of any regulations/ guidelines prescribed by the Securities and Exchange Board of India (**'SEBI'**), provisions of the Foreign Exchange Management Act, 1999, the rules and regulations framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by the Reserve Bank of India (**'FEMA'**) and other applicable laws for the time being in force including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time (collectively **'Applicable Laws'**), relevant provisions of the Memorandum of Association and Articles of Association of the Company and subject to any applicable approval, consent, permission and sanction of any authority(ies) and also any condition(s) and modification(s) as may be prescribed or imposed by such authority(ies) while granting any such approval, consent, permission and sanction, and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the **'Board'**, which term shall be deemed to include any duly constituted committee, including the NRC, which the Board has constituted to exercise its powers including the powers conferred by this Resolution and the SEBI SBEB Regulations and the SEBI Listing Regulations), consent of the Members be and is hereby accorded to the Board to extend the benefit and coverage of the 'Tata Motors Limited Share-based Long Term Incentive Scheme 2026' (**'TML SLTI Scheme 2026'**/ **'the**

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Scheme') referred to in the Resolution under Item No.2 of this Notice (the salient features of the Scheme being furnished in the Explanatory Statement to this Notice), for issue of Performance Share Units (**'PSUs'**) to such Eligible Employees (as defined in the TML SLTI Scheme 2026) of present and future unlisted subsidiaries of the Company (**'Subsidiaries'**) and to the Eligible Employees of Tata Motors Global Services Limited (**'TMGSL'**) and Tata Motors Digital.AI Labs Limited (**'TMDALL'**) [severally and collectively referred to as **'the Entity(ies)'**], till such time period as TMGSL and TMDALL continue to be 50:50 jointly owned by Tata Motors Passenger Vehicles Limited ('formerly Tata Motors Limited') and the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to approve the grant letter, application form and other related documents, to grant PSUs to the Eligible Employees of the Entities (including deciding the number of PSUs to be granted to Eligible Employees of the Entities), to allot Equity Shares upon exercise of PSUs by the Eligible Employees of the Entities, to take necessary steps for listing of the Equity Shares allotted under the Scheme on the stock exchanges, to make any modifications/ changes/ variations/ alterations/ revisions in the Scheme or suspend/ withdraw/ revive the Scheme from time to time, in conformity with the applicable laws, Memorandum of Association and Articles of Association of the Company as may be required, in case of any change in applicable laws or as specified by any statutory authority, without being required to seek any further consent or approval of the members to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution provided that such change is not detrimental to the interest of the Eligible Employees of the Entities, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to the implementation, administration and evolution of the Scheme."

4. Material Related Party Transaction(s) between Iveco S.p.A, an indirect subsidiary of the Company, and other indirect subsidiaries of the Company.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23, Schedule XII and any other applicable Regulations, under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), as amended from time to time, read in conjunction with SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (**'SEBI Circulars'**) prescribing minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions (**'RPT Industry Standards'**) formulated by the Industry Standards Forum, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in consonance with the Policy on Related Party Transactions of Tata Motors Limited (formerly TML Commercial Vehicles Limited) (**'the Company'**), and based on prior approval of the Audit Committee, consent of the Members of the Company be and is hereby accorded for the Material Related Party Transaction(s), Contract(s), Arrangement(s), Agreement(s) entered into or proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between Iveco S.p.A, an indirect subsidiary of the Company, and other indirect subsidiaries of the Company as mentioned below, being related parties under Regulation 2(1)(zb) of the SEBI Listing Regulations, up to the maximum amounts set out below, for the period commencing from October 30, 2026 till March 31, 2027, on such terms and conditions as may be mutually agreed between the respective transacting parties, provided that such transaction(s), contract(s), arrangement(s) or agreement(s) is/ are being carried out at an arm's length pricing basis and in the ordinary course of business.

Sr. No.	Transacting Subsidiary	Counterparty	Proposed value of RPT	
			₹ (Crore)	€ (Million)
i.	Iveco S.p.A	Iveco Espana S.L.	12,132.75	1,103.98
ii.		Iveco France S.A.S.	5,702.48	518.88
iii.		FPT Industrial S.p.A	4,490.28	408.58
iv.		Iveco Capital Solutions S.p.A	9,393.54	854.73
v.		IC Financial Services S.A.	10,870.94	989.17
vi.		Iveco Deutschland AG	4,257.43	387.39

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s), arrangement(s), agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to

take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer/ Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in this Resolution, be and are hereby approved, ratified and confirmed in all respects."

5. Material Related Party Transaction(s) between Iveco Group N.V., an indirect subsidiary of the Company, and other indirect subsidiaries of the Company

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23, Schedule XII and any other applicable Regulations, under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), as amended from time to time, read in conjunction with SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (**'SEBI Circulars'**) prescribing minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions (**'RPT Industry Standards'**) formulated by the Industry Standards Forum, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in consonance with the Policy on Related Party Transactions of Tata Motors Limited (formerly TML Commercial Vehicles Limited) (**'the Company'**), and based on prior approval of the Audit Committee, consent of the Members of the Company be and is hereby accorded for the Material Related Party Transaction(s), Contract(s), Arrangement(s), Agreement(s) entered into or proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between Iveco Group N.V., an indirect subsidiary of the Company and other indirect subsidiaries of the Company as mentioned below, being related parties under Regulation 2(1)(zb) of the SEBI Listing Regulations, up to the maximum amounts set out below, for the period commencing from October 30, 2026 till March 31, 2027, on such terms and conditions as may be mutually agreed between the respective transacting parties, provided that such transaction(s), contract(s), arrangement(s) or agreement(s) is/ are being carried out at an arm's length pricing basis and in the ordinary course of business.

Sr. No.	Transacting Subsidiary	Counterparty	Proposed value of RPT	
			₹ (Crore)	€ (Million)
i.	Iveco Group N.V.	Iveco Espana S.L.	5,889.35	535.88
ii.		Iveco France S.A.S.	5,217.17	474.72
iii.		Iveco Czech Republic A.S.	7,215.27	656.53
iv.		Iveco Capital Solutions S.p.A	8,425.42	766.64
v.		FPT Industrial S.p.A	12,217.18	1,111.66
vi.		Iveco S.p.A	11,101.50	1,010.15
vii.		IC Financial Services S.A.	8,681.74	789.97
viii.		Iveco Limited	4,409.85	401.26
ix.		Iveco Deutschland AG	7,351.46	668.92

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s), arrangement(s), agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer/ Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in this Resolution, be and are hereby approved, ratified and confirmed in all respects."

6. Material Related Party Transaction(s) between IC Financial Services S.A., an indirect subsidiary of the Company, and other indirect subsidiaries of the Company

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23, Schedule XII and any other applicable Regulations, under the Securities and

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Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), as amended from time to time, read in conjunction with SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (**'SEBI Circulars'**) prescribing minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions (**'RPT Industry Standards'**) formulated by the Industry Standards Forum, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in consonance with the Policy on Related Party Transactions of Tata Motors Limited (formerly TML Commercial Vehicles Limited) (**'the Company'**), and based on prior approval of the Audit Committee, consent of the Members of the Company be and is hereby accorded for the Material Related Party Transaction(s), Contract(s), Arrangement(s), Agreement(s) entered into or proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between IC Financial Services S.A., an indirect subsidiary of the Company and other indirect subsidiaries of the Company as mentioned below, being related parties under Regulation 2(1)(zb) of the SEBI Listing Regulations, up to the maximum amounts set out below, for the period commencing from October 30, 2026 till March 31, 2027, on such terms and conditions as may be mutually agreed between the respective transacting parties, provided that such transaction(s), contract(s), arrangement(s) or agreement(s) is/ are being carried out at an arm's length pricing basis and in the ordinary course of business.

Sr. No.	Transacting Subsidiary	Counterparty	Proposed value of RPT	
			₹ (Crore)	€ (Million)
i.	IC Financial Services S.A.	Iveco Espana S.L.	5,348.67	486.69
ii.		Iveco France S.A.S.	9,573.64	871.12
iii.		Iveco Capital Solutions S.p.A	4,257.43	387.39

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s), arrangement(s), agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer/ Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in this Resolution, be and are hereby approved, ratified and confirmed in all respects."

7. Material Related Party Transaction between Iveco Capital Solutions S.p.A and Iveco Deutschland AG, both being indirect subsidiaries of the Company

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23, Schedule XII and any other applicable Regulations, under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), as amended from time to time, read in conjunction with SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (**'SEBI Circulars'**) prescribing minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions (**'RPT Industry Standards'**) formulated by the Industry Standards Forum, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in consonance with the Policy on Related Party Transactions of Tata Motors Limited (formerly TML Commercial Vehicles Limited) (**'the Company'**), and based on prior approval of the Audit Committee, consent of the Members of the Company be and is hereby accorded for the Material Related Party Transaction(s), Contract(s), Arrangement(s), Agreement(s) entered into or proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between Iveco Capital Solutions S.p.A and Iveco Deutschland AG, both being indirect subsidiaries of the Company, being related parties under Regulation 2(1)(zb) of the SEBI Listing Regulations, up to the maximum amounts set out below for the period commencing from October 30, 2026 till March 31, 2027, provided that such transaction(s), contract(s), arrangement(s) or agreement(s) is/ are being carried out at an arm's length pricing basis and in the ordinary course of business.

Sr. No.	Transacting Subsidiary	Counterparty	Proposed value of RPT	
			₹ (Crore)	€ (Million)
(i)	Iveco Capital Solutions S.p.A	Iveco Deutschland AG	4,528.40	412.05

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s), arrangement(s), agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer/ Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in this Resolution, be and are hereby approved, ratified and confirmed in all respects."

Notes:

1. The relevant Explanatory Statement pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 (**'the Act'**) and Rules 20 and 22 of the Rules, the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**'SS-2'**), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof, is annexed hereto and forms part of this Notice.

2. The Ministry of Corporate Affairs (**'MCA'**) vide its Circular No. 03/2025 dated September 22, 2025, read along with other relevant Circulars issued in this regard (**'MCA Circulars'**) has permitted companies to conduct the postal ballot by sending the notice in electronic form only. Accordingly, the Company is sending this Notice in electronic form only, to those Members whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories/ RTA as on Monday, November 23, 2026, (**'cut-off date'**) and whose email addresses are registered with the Company/ RTA/ Depositories or who will register their email address in accordance with the process outlined herewith. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.

3. Only those Members whose names are appearing in the Register of Members/ List of Beneficial Owners as on the cut-off date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the cut-off date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the cut-off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

4. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Note No. 15 of this Notice.

5. The remote e-voting shall commence on Sunday, November 29, 2026, at 9:00 a.m. (IST) and shall end on Monday, December 28, 2026 at 5:00 p.m. (IST). During this period, Members of the Company holding shares as on the cut-off date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

6. A copy of this Notice is also available on the website of the Company at cv.tatamotors.com, the website of BSE Limited ('BSE') at www.bseindia.com and National Stock Exchange of India Limited ('NSE') at www.nseindia.com, on which the equity shares of the Company are listed and on the website of NSDL at www.evoting.nsdl.com .

7. The right to vote in this Postal Ballot cannot be exercised through proxy.

8. Pursuant to the provisions of Regulation 23(4) of the SEBI Listing Regulations, all entities/ persons falling under the definition of Related Parties (**'RPs'**) of the Company (whether or not such RP is a party to the respective transactions) shall not vote to approve the Resolutions set out at item Nos. 4 to 7 of this Notice. Accordingly, any votes caste in favor of item Nos. 4 to 7 by such RP shall not be counted for the purpose of passing the said Resolutions.

9. The Board of Directors of the Company has appointed Ms. Jigyasa N. Ved (Membership No. FCS 6488, CP No. 6018) or failing her, Mr. P. N. Parikh (Membership No. FCS 327, CP No. 1228) or failing him, Mr. Mitesh Dhabliwala (Membership No. FCS 8331, CP No. 9511) of M/s. Parikh & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner.

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10. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at cv.tatamotors.com and on the website of NSDL at www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to Stock Exchanges where the equity shares of the Company are listed within two working days of conclusion of remote e-voting process. The results shall also be displayed on the notice board of the Company at its Registered Office.

11. The Resolution, if passed by the requisite majority through Postal Ballot by remote e-voting, will be deemed to have been passed on the last date specified for e-voting i.e., Monday, December 28, 2026.

12. All documents referred to in the accompanying Notice and the Explanatory Statement pursuant to Section 102 of the Act shall be available for electronic inspection by Members without any fee from the date of circulation of this Notice upto the last date of remote e-voting of this Postal Ballot. The Members may send their requests to investors@tatamotors.com from their registered e-mail addresses mentioning their name, DP ID and Client ID.

    Further, in compliance with SEBI Circulars and the Industry Standards on 'Minimum Information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transactions', the Independent External Consulting firm's pricing/ arm's-length compliance reports in respect of the proposed material related party transactions (Item nos. 4 to 7) can be accessed directly by the Members through the following weblink and QR code:

    Weblink: https://cv.tatamotors.com/postal-ballot

    QR code:

13. **Process for Registration of email addresses:**

A. One-time registration of email address with RTA for receiving the Notice and casting votes electronically:

As part of Company's green initiative and in compliance with the applicable MCA and SEBI Circulars, and to facilitate Members to receive this Notice electronically, the Company has made special arrangements with its RTA, for registration of e-mail addresses. Eligible Members who have not registered their email addresses with the RTA, are required to provide the same to the RTA, on or before 5:00 pm (IST) on Tuesday, December 15, 2026, pursuant to which any Member may receive on the email address provided by the Member, the Notice and the procedure for remote e-voting along with the login ID and password for remote e-voting.

B. Process to be followed for one-time registration of email address is as follows:

a) Visit the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html

b) Select the name of the Company from drop-down: **Tata Motors Limited** *(Formerly TML Commercial Vehicles Limited).*

c) Enter details in respective fields such as DP ID and Client ID Shareholder name, PAN, mobile number and e-mail.

d) System will send One Time Password ('OTP') on mobile no. and email address.

e) Enter OTP received on mobile no. and email address and submit.

f) On completing the above process your request will be accepted and request ID will be generated. Email registered is for limited purpose of sending notice pertaining to the current event.

After successful submission of the email address, NSDL will email a copy of this Notice along with the e-voting user ID and password. For Individual shareholders holding securities in demat mode, in case of any queries, Members may write to investor.helpdesk@in.mpms.mufg.com or evoting@nsdl.co.in .

C. Registration of email address permanently with Company/ Depositories:

Members are requested to register the email address with their concerned DPs, in respect of electronic holding. Further, those Members who have already registered their email addresses are requested to keep their email addresses validated/ updated with their DPs/ RTA to enable servicing of notices/ documents/ Integrated. Annual Reports and other communications electronically to their email address in future.

14. Once the vote on the Resolution is cast by the Members, the Members shall not be allowed to change it subsequently.

15. **The instructions for remote e-voting are as under:**

The way to vote electronically on NSDL e-voting system consists of 'Two Steps', which are mentioned below:

Step 1: Access to NSDL e-voting system

A. Login method for e-voting for Individual Members holding securities in demat mode

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on 'e-voting facility provided by Listed Companies', individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email address in their demat accounts in order to access e-voting facility.

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e., NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL viz., https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the '**Beneficial Owner**' icon under '**Login**' which is available under '**IDeAS**' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on '**Access to e-voting**' under e-voting services and you will be able to see e-voting page. Click on company name or **e-voting service provider i.e., NSDL** and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select '**Register Online for IDeAS Portal**' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 4. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or **e-voting service provider i.e., NSDL** and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. 5. Members can also download NSDL Mobile App '**NSDL Speede**' facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

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Type of Members	Login Method
Individual Members holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.
Individual Members (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e., NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting.nsdl.com or call at +91 22 4886 7000
Individual members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at +91 1800 21 09911

B. Login Method for members other than Individual members holding securities in demat mode.

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e., IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e., cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e., Demat	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********

5. Password details for members other than Individual members are given below:

   a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment, i.e., a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow the details procedure mentioned below.

6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your User Details/password:

   a) Click on '**Forgot User Details/ Password?**'(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number, your PAN, your name and your registered address etc.

   c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.

8. Now, you will have to click on 'Login' button.

9. After you click on the 'Login' button, Home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system.

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and their voting cycle.
2. Select 'EVEN' of Tata Motors Limited for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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Process for those Members whose email addresses are not registered with the Depositories for procuring User ID and Password for e-voting for the resolutions set out in this notice:

1. In case shares are held in demat mode, please provide DP ID and Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card to evoting@nsdl.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1(A) i.e., Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
2. Alternatively, Shareholder/ Members may send a request to investor.helpdesk@in.mpms.mufg.com for procuring User ID and Password for e-voting by providing above mentioned documents.

General Guidelines for shareholders regarding e-voting

1. Institutional members (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to tml.scrutinizer@gmail.com with a copy marked to evoting@nsdl.com Institutional Members (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution /Power of Attorney/ Authority Letter etc. by clicking on '**Upload Board Resolution/ Authority Letter**' displayed under '**e-voting**' tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Deputy Vice President – NSDL at evoting@nsdl.com
4. The Scrutinizer will submit her/ his report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot through remote e-voting within two working days from the conclusion of the remote e-voting process i.e., on or before Wednesday, December 30, 2026. The Scrutinizer's decision on the validity of votes cast will be final.
5. The results declared, along with the Scrutinizer's Report, shall be placed on the Company's website at cv.tatamotors.com and on the website of NSDL www.evoting.nsdl.com and the same shall be communicated to the Stock Exchanges where the equity shares of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

Date: October 31, 2026
Place: Mumbai

Registered Office:
Bombay House, 24, Homi Mody Street,
Mumbai – 400 001
Tel: +91 22 6665 8282
E-mail: investors@tatamotors.com
Website: cv.tatamotors.com
CIN: L29102MH2024PLC427506

By Order of the Board of Directors
Sd/-
Ranjan Kumar
General Counsel & Company Secretary
Membership No. ACS: 16192

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('THE ACT') AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ('SEBI LISTING REGULATIONS')

The following Statement sets out all material facts relating to the Special Businesses thereof mentioned in the accompanying Notice.

Item No. 1

M/s. BSR & Co., LLP ('BSR') Chartered Accountants, (Firm Registration No. 101248W/W-100022), were appointed as Statutory Auditors of the Company at the 1st Annual General Meeting ('AGM') held on September 26, 2025, to hold the office for a period of 5 years until the conclusion of 6th AGM of the Company to be held in 2030.

With Iveco Group N.V. (**'Iveco'**) now integrated as a subsidiary, its financial statements will be consolidated with the Company's, necessitating a cohesive approach to group-wide audit processes; consequently, the Company intends to align its statutory auditors with those of Iveco to maintain optimal synergy and consistency in the audit function across the enlarged entity. This strategic realignment, as communicated in BSR's resignation letter dated October 30, 2026, thereby creates a casual vacancy in the office of statutory auditors. In accordance with Regulation 30 read with Schedule III of the SEBI Listing Regulations, BSR submitted the prescribed confirmation stating that there are no material reasons for their resignation other than those mentioned in their resignation letter, which was placed before the Audit Committee and disclosed to the Stock Exchanges. Prior to its resignation, BSR completed and issued the limited review report for the quarter and half-year ended September 30, 2026.

Pursuant to the provisions of the Act, read with the Rules (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), and all other applicable laws, if any, a casual vacancy caused by the resignation of auditors may be filled by the Board on the recommendation of the Audit Committee, subject to the approval of the Members of the Company.

Accordingly, in order to the fill the aforesaid casual vacancy, the Board on the recommendation of the Audit Committee, at its meeting held on October 31, 2026, approved the appointment of M/s. Deloitte Haskins & Sells LLP (**'Deloitte'**) as the Statutory Auditors of the Company, subject to the approval of the Members, with effect from October 31, 2026. Accordingly, pursuant to the provisions of the Act, and subject to the approval of the Members, the proposed auditors shall hold office until the conclusion of the 3rd AGM, to conduct the audit of the accounts of the Company for the financial year ending March 31, 2027.

Deloitte has conveyed its consent to be appointed as Statutory Auditors of the Company and has confirmed that its appointment, if made, would be in accordance with, and within the limits prescribed under, the applicable provisions of the Companies Act, 2013. Deloitte has further confirmed that it is not disqualified from being appointed as Statutory Auditors of the Company in terms of Sections 139, 141 and other applicable provisions of the Act read with the Companies (Audit and Auditors) Rules, 2014. Deloitte also holds a valid Peer Review Certificate No. 017468, issued by the Institute of Chartered Accountants of India. In accordance with established practice, the remuneration of Deloitte shall be determined mutually between the Board of Directors of the Company (with powers delegated to the Audit Committee) and Deloitte.

Pursuant to Regulation 36 of SEBI Listing Regulations, the following details are mentioned below for the information of Members:

Sr. No.	Particulars	Details
1.	Brief profile (in case of appointment)	Deloitte Haskins & Sells, Mumbai was constituted in 1997 and has been converted to a Limited Liability Partnership (LLP), with the name M/s. Deloitte Haskins & Sells LLP ('DHS LLP'), w.e.f. November 20, 2013. DHS LLP is registered with the Institute of Chartered Accountants of India (Firm Registration No. 117366W/W-100018) and is part of Deloitte Haskins & Sells & Affiliates being the Network of Firms registered with the ICAI. The registered office of the Firm is One International Center, Tower 3, 31st Floor, Senapati Bapat Marg, Elphinstone Road (West), Mumbai - 400013, Maharashtra, India.
2.	Proposed fees payable to the statutory auditor(s) along with terms of appointment	The fees proposed to be paid to M/s. Deloitte Haskins & Sells LLP towards statutory audit and limited review (standalone and consolidated) for the financial year 2026-27 is proposed to be ₹5.75 crore (excluding taxes and reimbursement of out-of-pocket expenses). Any revision in the remuneration payable to DHS LLP for the financial year ending March 31, 2027, to reflect any change in the scope of work, including on account of acquisitions, shall be subject to the approval of the Members. Date of Appointment: October 31, 2026, subject to the approval of the Members of the Company. M/s. Deloitte Haskins & Sells LLP shall hold office until the conclusion of the 3rd Annual General Meeting.

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Sr. No.	Particulars	Details
3.	In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	No material change in fee for the proposed auditors.
4.	Basis of recommendation for appointment	The Audit Committee and the Board, after evaluating various parameters including the firm's audit experience across diverse industries, market reputation, technical expertise, professional capabilities, governance standards, and overall suitability, were of the view that Deloitte Haskins & Sells LLP possesses the requisite credentials and experience for the appointment. Accordingly, the Audit Committee and the Board recommend its appointment for the approval of the Members.

In addition to the statutory audit, the Company may avail from the statutory auditor various certifications, attest services, audit-related services and other permissible non-audit services, including those required under applicable laws and regulations or by customers, banks, financial institutions, and regulatory/ statutory authorities. The remuneration for such services shall be determined separately on mutually agreed terms and conditions, subject to the approval of the Board of Directors and/ or the Audit Committee, as applicable.

None of the Directors/ Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution forming part of Item No. 1. The Board recommends the resolution for the approval of the Members.

Item Nos. 2 & 3

Overview:

Share-based benefit schemes, such as performance shares, stock options, restricted stock units, in the hands of employees have long been recognized as effective instruments to align the interests of employees with those of the companies, thereby enhancing overall shareholders' value creation and providing employees with an opportunity to participate in the growth of their respective companies.

The Members of the Company are hereby apprised that, pursuant to a Composite Scheme of Arrangement amongst TML Commercial Vehicles Limited (**'TML'** or **'Company'**, now known as Tata Motors Limited), Tata Motors Passenger Vehicles Limited (formerly known as Tata Motors Limited) (**'TMPV'**), and the erstwhile Tata Motors Passenger Vehicles Limited (since merged), and their respective shareholders, as duly sanctioned by the Hon'ble National Company Law Tribunal, Mumbai Bench, *inter alia*, (i) the Commercial Vehicles business of TMPV was demerged into TML and (ii) erstwhile Tata Motors Passenger Vehicles Limited was merged into TMPV, with effect from October 1, 2025 (**'Effective Date'**). Subsequently, the equity share of the Company were listed on BSE Ltd. and National Stock Exchange of India Limited on November 12, 2025.

Prior to the aforesaid reorganisation, the Commercial Vehicles business availed shared services and IT support from Tata Motors Global Services Limited (**'TMGSL'**) and Tata Motors Digital.AI Labs Limited (**'TMDALL'**), respectively. To ensure seamless continuation of shared services and IT support from TMGSL and TMDALL, post re-organisation for both listed entities, viz., TMPV and the Company, hold equal equity ownership in these two entities on a 50:50 basis. Both TMGSL and TMDALL continue to provide captive services exclusively to these listed entities and play a critical role in enabling their respective business performance.

The aforesaid demerger/ merger necessitated the movement and realignment of several employees across grades and levels within these four entities viz., the Company, TMPV, TMGSL and TMDALL. Pursuant to the aforesaid Composite Scheme of Arrangement, the Company is committed to ensuring that the implementation of the Scheme shall not be detrimental to the employees concerned.

Since 2018, senior-level employees of the Commercial Vehicles business have been receiving Employee Stock Options/ Performance Share Units ('PSUs') through the Employee Stock Option Scheme/ Share Based Long Term Incentive Schemes (**'SBLTIS'**) of TMPV. The most recent scheme approved prior to the demerger was the Tata Motors Limited Share-based Long Term Incentive Scheme 2024 (**'SBLTIS-2024'**), which received the approval of the members of the erstwhile Tata Motors Limited at its Annual General Meeting held on June 24, 2024.

In view of the aforesaid demerger / merger and given that the Company and TMPV now operate as separate listed companies, it has become imperative for both TMPV and the Company to introduce their respective SBLTIS separately and to seek the approval of their respective Members afresh.

The terms of the proposed Tata Motors Limited Share-based Long Term Incentive Scheme 2026 (**'TML SLTI Scheme 2026'** or **'the Scheme'**), as placed before the Members, are consistent with the existing SBLTIS-2024 of TMPV shall be governed by the same principles and processes.

Accordingly, the TML SLTI Scheme 2026 seeks to cover the Eligible Employees of the Company, its unlisted Subsidiary Company(ies) (whether existing or future, in India or outside India), TMGSL and TMDALL [severally and collectively referred to as **'the Entity(ies)'**]. The benefits of this Scheme are not intended to be extended to any other associate entities other than TMGSL and TMDALL.

In terms of Regulation 6(3)(c) of the SEBI SBEB Regulations and Rule 12(4)(b) of the Companies (Share Capital and Debentures) Rules, 2014, separate approval of Members, by way of a Special Resolution is required for extending the benefits of the Scheme to the Eligible Employees of the unlisted subsidiary company(ies), TMGSL and TMDALL. The same has been sought under Item No. 3 of the accompanying Notice. Further, the rationale and key terms pertaining to the extension of the benefits of the TML SLTI Scheme 2026 to the Eligible Employees of the Entities are explained in detail in the foregoing paragraphs.

The Nomination and Remuneration Committee of the Company (**'NRC'**), at its meeting held on May 13, 2026, reviewed the Scheme, formulated its broad framework and key terms and conditions, and recommended the Scheme for approval by the Board of Directors of the Company (**'Board'**). Based on the recommendation of the NRC, the Board, at its meeting held on May 13, 2026, *inter alia*, approved the Scheme, subject to approval of the Members. Subsequently, at the Board Meeting held on August 12, 2026, the Board approved seeking consent of the Members by way of Special Resolutions through Postal Ballot (via remote e-voting) in accordance with Section 110 read with Section 108 of the Companies Act, 2013 (**'the Act'**), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**) and Secretarial Standards-2 (**'SS-2'**).

The Scheme has been formulated in accordance with the provisions of the Act the Rules framed thereunder and the SEBI SBEB Regulations, as applicable.

Salient features and mandatory disclosures pursuant to Regulation 6 of the SEBI SBEB Regulations and Rule 12(2) of the Companies (Share Capital and Debentures) Rules, 2014, are set out below:

a. Brief description of the Scheme:

The TML SLTI Scheme 2026 is intended to reward, retain and motivate **'Eligible Employees'** of the Entities in terms of the Scheme for their performance and participation in the growth and profitability of the Company. The Eligible Employees shall be granted PSUs, as determined by the NRC, which shall vest in accordance with the vesting conditions specified in paragraph (d) below, and could be exercisable into Equity Shares, on the terms and conditions as provided hereunder, in accordance with the provisions of applicable laws for the time being in force. The Scheme does not envision issuance of any other share based employee benefits, other than PSUs.

b. Total number of PSUs to be granted:

- The total number of PSUs to be granted under the Scheme shall not exceed 50,00,000 (Fifty Lakh) in aggregate. Accordingly, the grantees shall not be entitled to acquire more than 50,00,000 (Fifty Lakh) Equity Shares of the Company, in aggregate.
- The aggregate dilution to shareholders of the Company, by virtue of this Scheme, shall not exceed 0.14% of the paid-up share capital of the Company. The aggregate dilution to shareholders of the Company together with all outstanding PSUs from existing share-based scheme of the Company, shall not exceed 0.18% of the paid-up share capital of the Company.
- The aggregate limit of 50,00,000 (Fifty Lakh) PSUs that may be issued under this Scheme may be adjusted for such corporate action(s), as may be decided by the Company, in accordance with applicable laws, and without prejudice to the interest of the Eligible Employees.

c. Identification of classes of employees entitled to participate in the Scheme:

- The Eligible Employees to whom the PSUs would be granted, and their Eligibility Criteria shall be determined by the NRC in accordance with the SEBI SBEB Regulations. The Scheme is designed to ensure broad-based distribution across Eligible Employee grades and is not skewed towards senior leadership.
- In accordance with the Act and SEBI SBEB Regulations, the following category of employees/ directors shall not be eligible to participate in the Scheme:
  - (a) an employee forming part of any of the Entities, who is a promoter or a person who belongs to the promoter group;
  - (b) a director of any of the Entities, who either by himself or through his relatives or through any body corporate, directly or indirectly, holds more than 10% (ten per cent) of the outstanding Equity Shares of the Company;
  - (c) independent directors of any of the Entities; and
  - (d) an employee of any associate entity other than TMGSL and TMDALL.
- Subject to compliance with the conditions specified above and the terms of the Scheme, non-executive directors of any of the Entities, who are not a promoter or member of the promoter group, shall be eligible to participate in the Scheme.

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d. Requirements of Vesting and period of Vesting:

- The PSUs (including Superlative PSUs i.e., additional PSUs) shall vest with the Eligible Employees subject to their continuing employment with the respective Entities, as well as based on the Company's performance or performance of the respective unlisted Subsidiary(ies) and Entities and any other performance parameters in the 3 (three) preceding financial years and individual performance criteria, as decided by the NRC. The individual-level performance parameters for vesting, shall be such parameters as maybe determined by the NRC from time to time.

- Vesting of the PSUs, including Superlative PSUs (i.e., Additional PSUs), shall be linked to pre-defined, objective, and quantifiable performance-based criteria, viz., market share, return on capital employed, growth in non-cyclical revenue, sustainability index, etc., as well as individual performance parameters as determined by the NRC, and shall not be based on any soft targets. It is clarified that none of the performance parameters for the grant or vesting of PSUs, including Superlative PSUs, shall be linked to the share price.

- Subject to other terms as mentioned in the Scheme, the quantum of PSUs (excluding any Superlative PSUs) shall vest on the determination and approval by the Board/ NRC on the basis of 3 (three) preceding financial years performance outcome and as under:

Performance Outcome vis a vis target	% of PSUs excluding Superlative PSUs that shall Vest
Less than 80%	50%
Equal to or more than 80% upto 100%	Pro-rated basis the Performance Targets achieved

- Further, subject to other terms as mentioned in the Scheme, Superlative PSUs (i.e., additional PSUs that may be granted to Eligible Employees over and above the base PSUs) shall vest on determination and approval by the Board/ NRC on the basis of 3 (three) preceding financial year's performance outcome as under:

Performance Outcome vis a vis target	% of Superlative PSUs (i.e., Additional PSUs) that shall vest
Less than or equal to 100%	0%
More than 100% upto 120%	Pro-rated basis the Performance Targets achieved such that for every 1% performance Target achieved above 100%, 5% of Superlative PSUs shall vest
More than 120%	100% of Superlative PSUs shall vest

- The NRC would determine the said matrices, detailed terms and conditions relating to such vesting including the proportion in which PSUs granted would vest.

- At the time of vesting, NRC may adjust the number of PSUs already granted by +/-20% (twenty percent) to adjust for quality of results achieved by the Company/ unlisted Subsidiary(ies)/ the Entities, provided that the number of PSUs, including Superlative PSUs vested shall not exceed 120% (one hundred and twenty percent) of PSUs, including Superlative PSUs, granted to any Eligible Employee; provided further that the number of PSUs vested would be a minimum of 50% (fifty percent) of the number of PSUs granted.

- All the PSUs, including Superlative PSUs would vest within a maximum period of 4 (four) years from the grant date, subject to a minimum vesting period of 1 (one) year from the grant date, where after the Eligible Employees would have the right to subscribe to the Equity Shares during the Exercise Period.

- Provided further that in the event of death or permanent incapacity, the minimum vesting period of 1 (one) year shall not be applicable and in such instances, all the unvested PSUs shall vest immediately on the date of death or permanent incapacity.

- While the Scheme does not give the NRC a specific discretion or power to allow accelerated vesting of PSUs, the NRC has the authority to determine the grant date, conditions under which PSUs shall vest with Eligible Employees, the vesting period and the power to resolve any issue that arises in the operationalization of the Scheme and ensure smooth and proper operationalization of the Scheme as per applicable laws.

e. Maximum period within which the PSUs shall be vested:

- All the PSUs, including Superlative PSUs granted under the Scheme would vest within a maximum period of 4 (four) years but after minimum 1 (one) year from the date of grant of such PSUs.

f. Exercise Price/ Pricing formula:

- The Exercise Price for PSUs shall be ₹2/- (Rupees Two Only) per PSU, i.e., at the face value of the underlying Equity Share of the Company (**'Exercise Price'**).
- The Exercise Price represents a discount of approximately 99.50% to the prevailing market price of the Equity Shares (the closing market price being ₹396.25/- per Equity Share, as on Friday, October 30, 2026). The monetary value of the PSUs proposed to be granted constitutes a component of the variable pay within the overall remuneration of Eligible Employees. Given the significant discount to market price, the vesting of PSUs is entirely performance-based and is subject to achievement of the corporate-level and individual-level performance parameters described in Section (d) above.
- An Eligible Employee shall be entitled to 1 (one) Equity Share of the Company for every 1 (one) vested PSU exercised by such Eligible Employee, in accordance with the terms of the Scheme.
- The Exercise Price may be adjusted for any corporate action(s), as may be decided by the Board/ NRC.
- The Scheme does not contemplate re-pricing of the Exercise Price of the PSUs.

g. Exercise Period/ Offer period and the process of Exercise/ Acceptance of Offer:

- The exercise period shall commence from the date of vesting of PSUs (including Superlative PSUs) and shall expire at the end of 12 (twelve) months from the date of vesting of PSUs including Superlative PSUs, respectively (**'Exercise Period'**). NRC may extend the Exercise Period by a further period of two years, as it may deem fit.
- The PSUs shall be exercisable by Eligible Employees through submission of an exercise form, via physical or electronic mode, to the Company along with such other documents as may be required under the applicable law, for the Company, accompanied by payment of the aggregate Exercise Price and any other sums as applicable under the Scheme.
- The PSUs shall lapse if not exercised within the specified Exercise Period. Lapsed PSUs shall be added back to the number of PSUs that are pending to be granted.
- The Scheme also provides adequate time to the Eligible Employees to exercise vested/ unvested PSUs in exceptional circumstances, in the manner set out as follows:

  (a) Death or Permanent Incapacity — all unvested PSUs vest immediately, and vested PSUs may be exercised within 6 (six) months from the date of death/ permanent incapacity or before expiry of the Exercise Period, whichever is later (unless the NRC decide otherwise);

  (b) Retirement — unvested PSUs vest pro-rata for the period served, subject to completion of the minimum 1 (one) year vesting period, and vested PSUs may be exercised during the Exercise Period – i.e., 12 (twelve) months from vesting;

  (c) Transfer to/ from the Company and its wholly owned subsidiary (**'WOS'**) — for unvested PSUs benefits continue as if employment is not discontinued and vested PSUs may be exercised during the Exercise Period;

  (d) Transfer from Company/ its WOS to Subsidiary/ TMGSL and TMDALL — unvested PSUs vest pro-rata basis for the period served, and vested PSUs may be exercised during the Exercise Period;

  (e) Transfer from TMGSL/ TMDALL to the Company/ its WOS — for unvested PSUs benefits continue as if employment is not discontinued and vested PSUs may be exercised during the Exercise Period;

  (f) Long Leave — unvested PSUs vest pro-rata (adjusted for leave period), and vested PSUs may be exercised during the Exercise Period;

  (g) Resignation — vested PSUs must be exercised before the last working day (unless NRC decides otherwise); and

  (h) Other Discontinuation — vested PSUs must be exercised before the date of relieving or expiry of the Exercise Period, whichever is earlier (NRC may waive forfeiture at its discretion).

h. Appraisal process for determining the eligibility of employees:

The appraisal process for determining the eligibility of employees to be granted PSUs (including Superlative PSUs) and to the number of Equity Shares eligible at the time of vesting shall be decided by the NRC from time to time. The broad criteria for appraisal and selection may include parameters like tenure of association with the respective Entities, his/ her future potential, critical position, performance evaluation, performance linked parameters, etc. The number of PSUs to be granted to Eligible Employees shall be determined by the NRC on the basis of the closing market price of the Equity Shares on the National Stock Exchange of India Limited on the trading day immediately preceding the date of the Board / NRC meeting approving such grant.

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i. Maximum number of PSUs to be offered and issued per employee and in aggregate:

- The total number of PSUs proposed to be issued under the Scheme shall not exceed 50,00,000 (Fifty Lakh) in aggregate. These PSUs, once granted, would entitle the grantees to acquire, in one or more tranches, Equity Shares, not exceeding 50,00,000 (Fifty Lakh), representing 0.14% of the issued share capital of the Company. The maximum number of Equity Shares that may be issued pursuant to exercise of PSUs granted to each Eligible Employee, in each tranche, shall not, in aggregate, be more than 1,00,000 (One lakh) PSUs, and in aggregate across all tranches shall not equal or exceed 0.5% of the issued share capital (excluding outstanding warrants and conversions) of the Company at the time of grant of PSUs.
- The PSUs granted and the Exercise Price shall be adjusted for any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, change in capital structure, merger, sale of division/ undertaking or other re-organization, as applicable under the terms and conditions detailed in the Scheme and the decision of the NRC/ Board shall be final in respect of such adjustment.

j. Maximum Quantum of benefits to be provided per employee under the Scheme:

- Please refer to clause (i) above. The maximum quantum of benefits underlying the PSUs issued to an Eligible Employee shall depend upon the number of PSUs held by him/ her and the market price of the Equity Shares as on the date of sale.
- Apart from grant of PSUs as stated above, no other benefits are contemplated under the Scheme.

k. Route of implementation - whether the Scheme is to be implemented and administered directly by the company or through a trust:

The Scheme shall be implemented and administered directly by the Company.

l. Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both:

The Scheme involves issue of new Equity Shares by the Company. No secondary acquisition is contemplated in the Scheme.

m. The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms, etc.:

Not applicable. The Company would not provide any loan for implementation of the Scheme.

n. Maximum percentage of Secondary Acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purchase under the scheme:

Not applicable.

o. A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15 of the SEBI SBEB Regulations:

The Company shall follow Ind AS 102 'Employee Share based Payments', as prescribed by Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and the Guidance Note on Accounting for Employee Share based Payments, as applicable, as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

p. The method which the company shall use to value its PSUs:

The Company shall determine the fair value of the PSUs as on the grant date using the suitable option pricing model, at the time of issuance to Eligible Employees.

q. In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Board's Report and the impact of this difference on profits and on earnings per share ('EPS') of the Company shall also be disclosed in the Board's Report:

The said statement is not applicable to the Company since the Company is opting for the Fair Value Method.

r. Period of Lock-in:

The Equity Shares acquired pursuant to the exercise of PSUs shall not be subject to any lock-in period from the date of allotment of such shares under the Scheme.

s. Terms & conditions for buyback, if any, of specified securities covered under these regulations:

Not applicable.

t. Lapse of the granted and vested PSUs:

- Unvested PSUs shall lapse upon:
  - (a) non-achievement of performance targets;
  - (b) resignation (immediate lapse on date of notice);
  - (c) termination for misconduct or abandonment (automatic forfeiture);
  - (d) transfer from Company/ its wholly owned subsidiary (WOS) to Subsidiary or TMGSL or TMDALL, retirement, or long leave where the minimum 1-year period between grant and vesting has not been completed (in each case, pro-rata vesting applies for the period served, failing the minimum period condition);
  - (e) other discontinuation of employment (lapse on last working day); and
  - (f) engaging in competing business (no vesting, unless Board/ NRC decides otherwise).

- Vested PSUs shall lapse upon:

  (a) non-exercise within the Exercise Period of 12 (twelve) months from the date of vesting (automatic lapse);

  (b) resignation (must exercise before last working day, unless NRC decides otherwise);

  (c) termination for misconduct or abandonment (automatic forfeiture);

  (d) other discontinuation of employment (exercise before relieving date or Exercise Period end, whichever is earlier; NRC may waive forfeiture at its discretion); and

  (e) engaging in competing business (no exercise permitted, unless Board/ NRC decides otherwise).

- Additionally, all PSUs (vested and unvested) shall stand cancelled/forfeited upon:

  (a) breach of confidentiality undertaking under the Scheme;

  (b) violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI (Prohibition of Fraudulent and Unfair Trade Practices) Regulations, 2003, or any code of conduct (at the Company's discretion);

  (c) voluntary surrender by the Participant; or

  (d) non-acceptance of grant within 30 (thirty) days from the date of the Grant Letter (unless NRC determines otherwise).

u. Discretion of the Board, NRC or Allotment Committee:

The Scheme does not permit the Board, NRC or Allotment Committee to re-price PSUs, grant more than 1,00,000 (one lakh) PSUs in single tranche or PSUs equal to or exceeding 0.5% of issued share capital (excluding outstanding warrants or conversions) of the Company in aggregate to a single employee or undertake such other actions as may separately require shareholder approval under the SEBI SBEB Regulations. Any discretionary power/ flexibility conferred upon the Board, NRC or Allotment Committee under the Scheme shall be subject to compliance with applicable laws.

v. TML SLTI Scheme (existing ESOP Scheme):

- Pursuant to the Composite Scheme of Arrangement amongst Tata Motors Limited (presently Tata Motors Passenger Vehicles Limited) ('Demerged Company'), TML Commercial Vehicles Limited (presently Tata Motors Limited) ('Resulting Company' or 'the Company') and Tata Motors Passenger Vehicles Limited (amalgamated w.e.f. October 1, 2025) and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the participants to whom performance share units ('PSUs') were granted under the Demerged Company's Incentive Scheme(s) but remained unexercised (whether vested or unvested) as on the record date, i.e., October 14, 2025, were entitled to receive one (1) corresponding PSU to be granted by the Resulting Company under a new incentive scheme. Accordingly, the Board of Directors on the recommendation of the Nomination and Remuneration Committee at their meetings held on March 11, 2026, had inter alia adopted the 'TML SLTI Scheme' (refer Stock Exchange intimations dated March 11, 2026), in accordance with SEBI SBEB Regulations in order to issue and allot Equity Shares upon exercise of such unexercised PSUs to the aforesaid participants.
- TML SLTI Scheme does not provide for any fresh grant of PSUs and accordingly, there shall be no grant of any further PSUs by the NRC/ Allotment Committee under the TML SLTI Scheme.
- Employees of the Company or its unlisted Subsidiary(ies) or TMGSL or TMDALL, who were eligible to participate in the TML SLTI Scheme shall, with effect from the date of such shareholder approval and subject to their continued employment with the Company and/ or its unlisted Subsidiary(ies) and/ or TMGSL and/ or TMDALL, be eligible to participate in this Scheme on the terms set out therein.
- For the avoidance of doubt, exercise of PSUs under TML SLTI Scheme shall continue to be governed by, and shall be subject to, the terms and conditions of the TML SLTI Scheme.

w. Names of the Associate Companies to whom the TML SLTI Scheme 2026 is being extended to:

As mentioned above, the benefit of the scheme is not intended to extend to any associate of the Company except to the eligible employees of TMGSL and TMDALL.

x. Shareholding of the Company in TMGSL and TMDALL:

The Company holds 50% of the issued Equity Share capital each of TMGSL and TMDALL, with the balance 50% being held by Tata Motors Passenger Vehicles Limited. Accordingly, the TMGSL and TMDALL are jointly owned in their entirety by the Company and Tata Motors Passenger Vehicles Limited, and the Company has a substantial and direct economic interest in their operations.

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y. Strategic Rationale for extension of TML SLTI Scheme 2026 to TMGSL AND TMDALL:

TMGSL, is completely engaged in the business of providing accounting and business support services to Tata Motors Passenger Vehicles Limited and the Company and their respective subsidiaries and associates.

TMDALL, is completely engaged in the business of providing technology, digital transformation, software, hardware, AI, cloud, IT infrastructure, consultancy, and related research services to Tata Motors Passenger Vehicles Limited and Tata Motors Limited and their respective subsidiaries and associates.

The extension of the Scheme to the Eligible Employees of the TMGSL and TMDALL is necessitated by the following reasons:

(i) The passenger and commercial vehicles businesses was restructured through the Composite Scheme of arrangement amongst Tata Motors Passenger Vehicles Limited (formerly known as Tata Motors Limited) ('**TMPV**'), TML Commercial Vehicles Limited ('**TML**' or '**Company**' now known as Tata Motors Limited) and the erstwhile Tata Motors Passenger Vehicles Limited and their respective shareholders (the '**Composite Scheme**'). The existing passenger vehicles business subsidiaries prior to restructuring were made subsidiaries of TMPV and the commercial vehicles business subsidiaries were made subsidiaries of TML. TMGSL and TMDALL, which existed prior to the restructuring, were providing services to both the passenger vehicles business and the commercial vehicles business. Thus, the ownership structure of TMGSL and TMDALL was reorganised between the Company and TMPV (erstwhile Tata Motors Limited), with each holding 50% (fifty percent) of the paid-up share capital of TMGSL and TMDALL, respectively. This reorganisation was undertaken to enable TMGSL and TMDALL to continue to provide shared services to both the passenger vehicles and commercial vehicles businesses, carried out by TMPV and TML, respectively.

(ii) Prior to the aforesaid reorganisation, employees of TMGSL and TMDALL were entitled to receive PSUs under earlier share-based long term incentive schemes of Tata Motors Passenger Vehicles Limited (erstwhile Tata Motors Limited). The proposed extension of the Scheme to the employees of TMGSL and TMDALL is with a view of providing continuity to their incentive arrangements and to honour the legitimate expectations of employees who were, until the reorganisation, beneficiaries of the Company's share-based incentive framework.

(iii) The economic and operational nexus of TMGSL and TMDALL is critical precisely because the services they render are shared across both the passenger vehicles and commercial vehicles businesses. These entities were conceived as natural extensions of the Company's and Tata Motors Passenger Vehicles Limited's operations, and house functions that are common to, and critical for, both business verticals. Their employees work in direct furtherance of the Company's strategic and operational objectives, and the ownership structure in TMGSL and TMDALL is a consequence of the shared nature of these services rather than a reflection of any diminished nexus with the Company.

(iv) Under the Scheme, PSUs vest only upon the achievement of pre-determined performance targets, as evaluated and approved by the NRC. This performance-contingent design ensures that benefits accrue to employees solely upon demonstrable value creation. In the absence of a meaningful equity-linked incentive programme, the Company's ability to adequately motivate and align the efforts of the eligible employees of TMGSL and TMDALL with shareholder value creation would be materially impaired.

(v) Given the critical nature of the services provided by these joint venture entities and the specialised skill sets of their workforce, the extension of the Scheme serves as an essential tool for attracting, retaining and motivating key talent. Participation in the Company's share-based incentive framework by the Eligible Employees of TMGSL and TMDALL aligns the long-term interests of the said Eligible Employees with sustained value creation for the Company's shareholders, while reinforcing a unified performance culture across the group.

(vi) 100% (hundred percent) of the shareholding of the TMGSL and TMDALL is held by TMPV and TML, both of which are listed companies. Employees of these joint ventures should not be precluded from participating in the Scheme merely for want of additional shareholding from either listed company.

z. Cost reimbursement:

The Scheme provides that the cost of PSUs granted to Eligible Employees of the unlisted Subsidiary(ies), TMGSL and TMDALL shall be borne by the respective unlisted Subsidiary(ies), TMGSL and TMDALL (even though the PSUs are issued by the Company). Appropriate disclosures to this effect shall be made by both, the Company and the respective unlisted Subsidiary(ies), TMGSL and TMDALL in their financial statements.

The Board confirms that neither of the unlisted subsidiary(ies), TMGSL and TMDALL are listed on any stock exchange, and neither are expected to be listed within 12 months from the date of this Notice.

Issue of the said Equity Shares would be well within the Authorised Share Capital of the Company.

Pursuant to Regulation 6(1) of SEBI SBEB Regulations and Section 62(1)(b) of the Act, approval of the Members is being sought, by way of a Special Resolution, for approval of the Scheme and issue of Performance Share Units (and upon exercise, Equity Shares of the Company) to the Eligible Employees of the Company under the said Scheme as detailed in Item No. 2 of this Notice.

Pursuant to Regulation 6(1) of SEBI SBEB Regulations and Section 62(1)(b) of the Act, approval of the Members is also being sought, by way of a Special Resolution, for extension of the Scheme and issue of Performance Share Units to the Eligible Employees of the Company's unlisted Subsidiary(ies) and the Entities under the said Scheme as detailed in Item No. 3 of this Notice.

The Board is of the view that the Scheme, including all its provisions, is fair and not prejudicial to the interest of the Company's shareholders. Accordingly, the Board recommends the special resolution set out at Item No. 2 and Item No. 3 of the Notice for approval by the Members.

Electronic copies of the draft Scheme setting out the terms and conditions of the Scheme will be available for inspection by the Members.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 and Item No. 3 of the Notice, except to the extent of PSUs that may be granted under the Scheme and the resultant Equity Shares issued to them, as applicable.

Item Nos. 4 to 7

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), inter alia, states that all Material Related Party Transactions (**'RPTs'**) shall require prior approval of the Members by way of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds the limits prescribed under Schedule XII of the SEBI Listing Regulations, as reproduced hereunder:

Consolidated Turnover of Listed Entity	Threshold
(I) Upto ₹20,000 crore	10% of the annual consolidated turnover of the listed entity
(II) More than ₹20,000 crore to upto ₹40,000 crore	₹2,000 crore + 5% of the annual consolidated turnover of the listed entity above ₹20,000 crore
(III) More than ₹40,000 crore	₹3,000 crore + 2.5% of the annual consolidated turnover of the listed entity above ₹40,000 crore or ₹5,000 crore, whichever is lower

Further, SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, and SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ('SEBI Circulars') prescribe the minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions as **'RPT Industry Standards'** formulated by the Industry Standards Forum. Additionally, Regulation 2(1)(zb) of the SEBI Listing Regulations defines a related party and Regulation 2(1)(zc) of the SEBI Listing Regulations defines RPT which includes a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

The Company has acquired 238,157,212 Common Shares of Iveco Group N.V., equal to approximately 89.42% of Iveco Group N.V.'s common share capital, net of Treasury Shares as on October 30, 2026. Pursuant to this, Iveco Group N.V. has become an indirect subsidiary of the Company, and consequently, the subsidiaries of Iveco Group N.V. have also become indirect subsidiaries of the Company. Accordingly, transactions between/ inter se such Iveco group entities are subject to the approval requirements prescribed under Regulation 23, to the extent covered within the definition of RPT under Regulation 2(1)(zc) of the SEBI Listing Regulations. Therefore, prior approval is being sought for the proposed transactions set out in this Notice, as the aggregate value of such transactions during the relevant period (i.e., October 30, 2026, date of acquisition, till March 31, 2027) (**'Relevant Period'**) is expected to exceed the applicable materiality threshold prescribed under Schedule XII of the SEBI Listing Regulations.

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The following RPTs amongst Iveco group entities exceeds the materiality thresholds of the Company:

Resolution No.	Sr. No.	Transacting Party	Counterparty	Proposed value of RPT	
				₹ (Crore)	€ (Million)
Resolution No. 4	(i)	Iveco S.p.A	Iveco Espana S.L.	12,132.75	1,103.98
	(ii)		Iveco France S.A.S.	5,702.48	518.88
	(iii)		FPT Industrial S.p.A	4,490.28	408.58
	(iv)		Iveco Capital Solutions S.p.A	9,393.54	854.73
	(v)		IC Financial Services S.A.	10,870.94	989.17
	(vi)		Iveco Deutschland AG	4,257.43	387.39
Resolution No. 5	(i)	Iveco Group N.V.	Iveco Espana S.L.	5,889.35	535.88
	(ii)		Iveco France S.A.S.	5,217.17	474.72
	(iii)		Iveco Czech Republic A.S.	7,215.27	656.53
	(iv)		Iveco Capital Solutions S.p.A	8,425.42	766.64
	(v)		FPT Industrial S.p.A	12,217.18	1,111.66
	(vi)		Iveco S.p.A	11,101.50	1,010.15
	(vii)		IC Financial Services S.A.	8,681.74	789.97
	(viii)		Iveco Limited	4,409.85	401.26
	(ix)		Iveco Deutschland AG	7,351.46	668.92
Resolution No. 6	(i)	IC Financial Services S.A.	Iveco Espana S.L.	5,348.67	486.69
	(ii)		Iveco France S.A.S.	9,573.64	871.12
	(iii)		Iveco Capital Solutions S.p.A	4,257.43	387.39
Resolution No. 7	(i)	Iveco Capital Solutions S.p.A	Iveco Deutschland AG	4,528.40	412.05

The proposed transactions relate to the routine business operations of the Iveco group and include sale and purchase of inventory, inter-company services, royalty arrangements, recovery and reimbursement of expenses, rental arrangements, factoring of receivables, securitisation, and cash pooling arrangements. These transactions are routine existing ongoing transactions of Iveco Group entities, which (post-acquisition of its shares by the Company) requires approval of the shareholders of the Company in compliance with prevailing applicable laws. Some of the major transactions include:

Factoring arrangement:- Approval is being sought for factoring transactions between Iveco group operating entities and Group financing entities, whereby trade receivables may be assigned or transferred on a non-recourse basis in the ordinary course of business. Such arrangements support liquidity management, working capital optimisation and efficient receivables administration. The factoring/ discounting charges and other commercial terms are determined in accordance with the Group's treasury policies and arm's-length principles. The proposed limit represents the maximum value of receivables that may be assigned or transferred in a single transaction during the Relevant Period.

Cash Pooling arrangement:- Approval is being sought for participation in the Group's cash pooling arrangements, under which surplus funds and funding requirements of participating Group entities are managed through a centralised treasury framework. These arrangements facilitate efficient liquidity management and optimal utilisation of financial resources across the Group. The applicable interest rates and other terms are determined in accordance with the Group's cash pooling policy and arm's-length principles. The proposed limit represents the maximum net outstanding exposure under the cash pooling arrangement during the Relevant Period. The cash pool transactions between the respective parties are in compliance with the applicable laws of the respective countries as affirmed by Iveco Group.

The cash pool and factoring arrangement/s in aggregate constitutes approximately 77.40% of the overall transactions placed for approval.

All the above arrangements are critical to the business continuity of the Iveco group as they facilitate the manufacturing, distribution, financing and operational activities of the Group entities and these are undertaken in the ordinary course of business and on an arm's length basis.

In view of the above, Item Nos. 4 to 7 are placed for approval by the Members of the Company.

The details of the proposed RPTs, including the information required to be disclosed in the Explanatory Statement pursuant to the above-mentioned regulatory provisions are reproduced herein below for the Members of the Company to approve.

It is pertinent to note that the Management has provided the Audit Committee, comprising of all Independent Directors of the Company, with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted prior approval for entering into the below mentioned RPTs, subject to approval by the Members via postal ballot. The Audit Committee has noted that the said RPTs will be at an arm’s length pricing basis and will be in the ordinary course of business. The Audit Committee has reviewed the certificate provided by the Managing Director & CEO and the Chief Financial Officer of the Company, as required under the RPT Industry Standards.

None of the Directors, KMPs and/ or their respective relatives (except as disclosed herein in the explanatory statements) are, in any way, concerned or interested, either directly or indirectly, financially or otherwise in the Resolutions set out at Item Nos. 4 to 7 of the accompanying Notice. Based on the review and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolutions set out at Item Nos. 4 to 7 of the accompanying Notice to the Members for approval.

Resolution No. 4

(i) Proposed RPTs between Iveco S.p.A and Iveco Espana S.L.

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
A(1) Basic details of the related party		
1	Name of the related party	Iveco S.p.A and Iveco Espana S.L.
2	Country of incorporation of the related party	Iveco S.p.A: Italy Iveco Espana S.L.: Spain
3	Nature of business of the related party	Iveco S.p.A: Core manufacturing and commercial vehicle business of the Iveco group. Iveco Espana S.L.: Manufacture, import, sale and distribution of Iveco vehicles, engines, components, parts and spares.
A(2) Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Iveco S.p.A and Iveco Espana S.L. are wholly owned subsidiaries of Iveco Group N.V. and are indirect subsidiaries of the Company.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	Iveco S.p.A and Iveco Espana S.L. do not have any inter se shareholding. Iveco S.p.A and Iveco Espana S.L. are indirect subsidiaries of the Company.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Iveco S.p.A and Iveco Espana S.L. do not have any inter se shareholding. Iveco S.p.A and Iveco Espana S.L. are indirect subsidiaries of the Company.
A(3) Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its Subsidiary	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company up to the quarter immediately preceding the quarter in which the approval is sought.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
A(4) Amount of the proposed transaction(s)		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	₹12,132.75 crore (€ 1,103.98 million)
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes

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MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Approx. 14.06%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Approx. 17.17% of the annual standalone turnover of Iveco S.p.A and approx. 39.78% of the annual standalone turnover of Iveco Espana S.L. for the immediately preceding financial year.
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	Approx. 17.17% of the annual turnover of Iveco S.p.A and approx. 39.78% of the annual turnover of Iveco Espana S.L. for the immediately preceding financial year.
6	Financial performance of the related party for the immediately preceding financial year: (turnover, networth and PAT) Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis	Iveco S.p.A and Iveco Espana S.L. follow the January to December financial year. As per the standalone financial statements for the financial year ended December 31, 2025:

Particulars	Iveco S.p.A	Iveco Espana S.L.
Turnover	₹70,666.18 crore (€ 6,430.04 million)	₹30,498.96 crore (€ 2,775.16 million)
Profit After Tax	₹-2,337.10 crore (€ -212.66 million)	₹706.61 crore (€ 64.30 million)
Net Worth	₹9,503.85 crore (€ 864.77 million)	₹7,842.68 crore (€ 713.62 million)

(For presentation purposes, the exchange rate of ₹109.9 has been considered. Since the transactions are between two foreign subsidiaries, approval shall be deemed to be given for the values stated in Euros.)

A(5) Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale, purchase of goods and services, recovery and reimbursement of expenses, receipt and payment of royalty
2	Details of each type of the proposed transaction	• Purchase of Raw Materials / Finished goods / Other inventory • Sale of Raw Materials / Finished goods / Other inventory • Availment of services -Technical / Non-Technical / Others • Rendering of services -Technical / Non -Technical / Others • Reimbursement of expenses • Recovery of expenses • Receipt and payment of royalty
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Transaction for period from October 30, 2026 till March 31, 2027
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹12,132.75 crore (€ 1,103.98 million)

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The RPTs are undertaken in the ordinary course of business and on an arm's length basis and are considered beneficial to the Company and its subsidiaries. These transactions enable smooth and uninterrupted business operations through a consistent supply of requisite quality and quantity of facilities, leading to operational efficiencies, cost optimization, and enhanced productivity. Further, they are aligned with the Group's business strategy and contribute to overall group synergy within the Group.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	None of the promoter(s), director(s), key managerial personnel of the Company have interest in the transaction, whether directly or indirectly. Further, none of the director(s)/ key managerial personnel of Iveco S.p.A and Iveco Espana S.L. are interested in the transaction.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	The proposed RPTs have been reviewed by a reputed independent external consulting firm for pricing and arm's length compliance, and the report confirms that the same are at arm's length. The report is available for inspection by the Members and can also be accessed through the weblink and QR code provided in the Notes section of the Notice.
9	Other information relevant for decision making.	All relevant information forms part of this disclosure setting out the requisite facts.
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	The pricing mechanism for RPTs of the transacting subsidiaries is governed by its RPT Pricing framework and is based on the Arm's Length Principle, in line with generally accepted guidelines including the OECD Guidelines. The pricing policy applicable to such transactions is benchmarked by an independent transfer pricing consultant to ensure that they are at arm's length, as if the transactions were undertaken with unrelated third parties.
2	Basis of determination of price	
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade Advance b. Tenure c. Whether same is self-liquidating?	None
B(7) Disclosure only in case of transactions relating to payment of royalty		
1	Purpose for which royalty is proposed to be paid to the related party in the current financial year. Note: For companies with a composite license agreement that includes a bundle of intellectual property rights (IPRs) such as brands, patents, technology and know-how, state the key components of such agreements and the reasons royalty attributable to those key components could not be furnished separately:	Royalty is proposed to be paid for use of brand name / trademark.
	a. For use of brand name / trademark	100% of the royalty amount
	b. For transfer of technology know-how	Not Applicable
	c. For professional fee, corporate management fee or any other fee	Not Applicable
	d. Any other use (specify)	Not Applicable
2	(a) The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies in other jurisdiction.	Not Applicable. The royalty transaction is between two indirect subsidiaries of the Company. No royalty is being paid to the parent of the Company.

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MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
	(b) If No, furnish information below. If royalty is paid to the parent company, disclose royalty received by the parent company from group entities in other jurisdiction:	Not Applicable
	• Minimum rate of royalty charged along with corresponding absolute amount	Not Applicable
	• Maximum rate of royalty charged along with corresponding absolute amount	Not Applicable
3	Sunset Clause for Royalty payment, if any.	None

Since royalty transactions are undertaken between the indirect subsidiaries of the Company and the aggregate value of such transactions does not exceed the materiality threshold applicable to the Company under Regulation 23 of the SEBI Listing Regulations, the disclosures prescribed under Part C of the RPT Industry Standards are not applicable in respect of such transactions.

(ii) Proposed RPTs between Iveco S.p.A and Iveco France S.A.S.

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
A(1) Basic details of the related party		
1	Name of the related party	Iveco S.p.A and Iveco France S.A.S.
2	Country of incorporation of the related party	Iveco S.p.A: Italy Iveco France S.A.S.: France
3	Nature of business of the related party	Iveco S.p.A: Core manufacturing and commercial vehicle business of the Iveco group. Iveco France S.A.S.: Manufacturing / distribution entity.
A(2) Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Iveco S.p.A and Iveco France S.A.S. are wholly owned subsidiaries of Iveco Group N.V. and are indirect subsidiaries of the Company.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	Iveco S.p.A and Iveco France S.A.S. do not have any inter se shareholding. Iveco S.p.A and Iveco France S.A.S. are indirect subsidiaries of the Company.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Iveco S.p.A and Iveco France S.A.S. do not have any inter se shareholding. Iveco S.p.A and Iveco France S.A.S. are indirect subsidiaries of the Company.
A(3) Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year Explanation: Details need to be disclosed separately for listed entity and its subsidiary	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company up to the quarter immediately preceding the quarter in which the approval is sought.

<table>
<tr><th colspan="3">MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT</th></tr>
<tr><th>Sr. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year</td><td>Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.</td></tr>
<tr><td colspan="3">A(4) Amount of the proposed transaction(s)</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders</td><td>₹5,702.48 crore (€ 518.88 million)</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>Approx. 6.61%</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>Approx. 8.07% of the annual standalone turnover of Iveco S.p.A and approx. 22.26% of the annual standalone turnover of Iveco France S.A.S. for the immediately preceding financial year.</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available</td><td>Approx. 8.07% of the annual turnover of Iveco S.p.A and approx. 22.26% of the annual turnover of Iveco France S.A.S. for the immediately preceding financial year.</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year: (turnover, networth and PAT) Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis</td><td>Iveco S.p.A and Iveco France S.A.S. follow the January to December financial year.
As per the standalone financial statements for the financial year ended December 31, 2025:
<table>
<tr><th>Particulars</th><th>Iveco S.p.A</th><th>Iveco France S.A.S.</th></tr>
<tr><td>Turnover</td><td>₹70,666.18 crore
(€ 6,430.04 million)</td><td>₹25,612.62 crore
(€ 2,330.54 million)</td></tr>
<tr><td>Profit After Tax</td><td>₹-2,337.10 crore
(€ -212.66 million)</td><td>₹-932.84 crore
(€ -84.88 million)</td></tr>
<tr><td>Net Worth</td><td>₹9,503.85 crore
(€ 864.77 million)</td><td>₹3,877.40 crore
(€ 352.81 million)</td></tr>
</table>
(For presentation purposes, the exchange rate of ₹109.9 has been considered. Since the transactions are between two foreign subsidiaries, approval shall be deemed to be given for the values stated in Euros.)</td></tr>
<tr><td colspan="3">A(5) Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Sale, purchase of goods and services, recovery and reimbursement of expenses</td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction</td><td>• Purchase of Raw Materials / Finished goods / Other inventory
• Sale of Raw Materials / Finished goods / Other inventory
• Availment of services -Technical / Non-Technical / Others
• Rendering of services -Technical / Non -Technical / Others
• Reimbursement of expenses
• Recovery of expenses</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>Transaction for period from October 30, 2026 till March 31, 2027</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
</table>

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MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	₹5,702.48 crore (€ 518.88 million)
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The RPTs are undertaken in the ordinary course of business and on an arm's length basis and are considered beneficial to the Company and its subsidiaries. These transactions enable smooth and uninterrupted business operations through a consistent supply of requisite quality and quantity of facilities, leading to operational efficiencies, cost optimization, and enhanced productivity. Further, they are aligned with the Group's business strategy and contribute to overall group synergy within the Group.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	None of the promoter(s), director(s), key managerial personnel of the Company have interest in the transaction, whether directly or indirectly. Mr. Passerini Claudio is a common Director on the Board of Iveco S.p.A and Iveco France S.A.S. His interest or concern is limited only to the extent of him holding directorship in Iveco S.p.A and Iveco France S.A.S. Mr. Passerini Claudio does not hold, directly or indirectly, any shares in Iveco S.p.A and Iveco France S.A.S.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	The proposed RPTs have been reviewed by a reputed independent external consulting firm for pricing and arm's length compliance, and the report confirms that the same are at arm's length. The report is available for inspection by the Members and can also be accessed through the weblink and QR code provided in the Notes section of the Notice.
9	Other information relevant for decision making	All relevant information forms part of this disclosure setting out the requisite facts.
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	The pricing mechanism for RPTs of the transacting subsidiaries is governed by its RPT Pricing framework and is based on the Arm's Length Principle, in line with generally accepted guidelines including the OECD Guidelines. The pricing policy applicable to such transactions is benchmarked by an independent transfer pricing consultant to ensure that they are at arm's length, as if the transactions were undertaken with unrelated third parties.
2	Basis of determination of price	
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade Advance b. Tenure c. Whether same is self-liquidating?	None

(iii) Proposed RPTs between Iveco S.p.A and FPT Industrial S.p.A

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
A(1) Basic details of the related party		
1	Name of the related party	Iveco S.p.A and FPT Industrial S.p.A
2	Country of incorporation of the related party	Iveco S.p.A: Italy FPT Industrial S.p.A: Italy
3	Nature of business of the related party	Iveco S.p.A: Core manufacturing and commercial vehicle business of the Iveco group. FPT Industrial S.p.A: Global manufacturer of engines, transmissions, axles and powertrain solutions for on-road, off-road, marine and power generation applications.

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
A(2) Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Iveco S.p.A and FPT Industrial S.p.A are wholly owned subsidiaries of Iveco Group N.V. and are indirect subsidiaries of the Company.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	Iveco S.p.A and FPT Industrial S.p.A do not have any inter se shareholding. Iveco S.p.A and FPT Industrial S.p.A are indirect subsidiaries of the Company.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Iveco S.p.A and FPT Industrial S.p.A do not have any inter se shareholding. Iveco S.p.A and FPT Industrial S.p.A are indirect subsidiaries of the Company.
A(3) Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year Explanation: Details need to be disclosed separately for listed entity and its subsidiary	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company up to the quarter immediately preceding the quarter in which the approval is sought.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
A(4) Amount of the proposed transaction(s)		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	₹4,490.28 crore (€ 408.58 million)
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Approx. 5.20%

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MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Approx. 6.35% of the annual standalone turnover of Iveco S.p.A and approx. 13.89% of the annual standalone turnover of FPT Industrial S.p.A for the immediately preceding financial year.
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	Approx. 6.35% of the annual turnover of Iveco S.p.A and approx. 13.89% of the annual turnover of FPT Industrial S.p.A for the immediately preceding financial year.
6	Financial performance of the related party for the immediately preceding financial year: (turnover, networth and PAT) Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis	Iveco S.p.A and FPT Industrial S.p.A follow the January to December financial year. As per the standalone financial statements for the financial year ended December 31, 2025:

Particulars	Iveco S.p.A	FPT Industrial S.p.A
Turnover	₹70,666.18 crore (€ 6,430.04 million)	₹32,325.23 crore (€ 2,941.33 million)
Profit After Tax	₹-2,337.10 crore (€ -212.66 million)	₹968.54 crore (€ 88.13 million)
Net Worth	₹9,503.85 crore (€ 864.77 million)	₹16,960.55 crore (€ 1,543.27 million)

(For presentation purposes, the exchange rate of ₹109.9 has been considered. Since the transactions are between two foreign subsidiaries, approval shall be deemed to be given for the values stated in Euros.)

A(5) Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale, purchase of goods and services, recovery and reimbursement of expenses
2	Details of each type of the proposed transaction	• Purchase of Raw Materials / Finished goods / Other inventory • Sale of Raw Materials / Finished goods / Other inventory • Availment of services -Technical / Non-Technical / Others • Rendering of services -Technical / Non -Technical / Others • Reimbursement of expenses • Recovery of expenses • Rent paid • Rent received
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Transaction for period from October 30, 2026 till March 31, 2027
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	₹4,490.28 crore (€ 408.58 million)

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The RPTs are undertaken in the ordinary course of business and on an arm's length basis and are considered beneficial to the Company and its subsidiaries. These transactions enable smooth and uninterrupted business operations through a consistent supply of requisite quality and quantity of facilities, leading to operational efficiencies, cost optimization, and enhanced productivity. Further, they are aligned with the Group's business strategy and contribute to overall group synergy within the Group.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	None of the promoter(s), director(s), key managerial personnel of the Company have interest in the transaction, whether directly or indirectly. Mr. Cencetti Simone is a common Director on the Board of Iveco S.p.A and FPT Industrial S.p.A His interest or concern is limited only to the extent of him holding directorship in Iveco S.p.A and FPT Industrial S.p.A Mr. Cencetti Simone does not hold, directly or indirectly, any shares in Iveco S.p.A and FPT Industrial S.p.A
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	The proposed RPTs have been reviewed by a reputed independent external consulting firm for pricing and arm's length compliance, and the report confirms that the same are at arm's length. The report is available for inspection by the Members and can also be accessed through the weblink and QR code provided in the Notes section of the Notice.
9	Other information relevant for decision making	All relevant information forms part of this disclosure setting out the requisite facts.
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	The pricing mechanism for RPTs of the transacting subsidiaries is governed by its RPT Pricing framework and is based on the Arm's Length Principle, in line with generally accepted guidelines including the OECD Guidelines. The pricing policy applicable to such transactions is benchmarked by an independent transfer pricing consultant to ensure that they are at arm's length, as if the transactions were undertaken with unrelated third parties.
2	Basis of determination of price	
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade Advance b. Tenure c. Whether same is self-liquidating?	None

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(iv) Proposed RPTs between Iveco S.p.A and Iveco Capital Solutions S.p.A

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
A(1) Basic details of the related party		
1	Name of the related party	Iveco S.p.A and Iveco Capital Solutions S.p.A
2	Country of incorporation of the related party	Iveco S.p.A: Italy Iveco Capital Solutions S.p.A: Italy
3	Nature of business of the related party	Iveco S.p.A: Core manufacturing and commercial vehicle business of the Iveco group. Iveco Capital Solutions S.p.A: Engaged in providing financing, leasing, rental and related financial services.
A(2) Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Iveco S.p.A and Iveco Capital Solutions S.p.A are wholly owned subsidiaries of Iveco Group N.V. and are indirect subsidiaries of the Company.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	Iveco S.p.A and Iveco Capital Solutions S.p.A do not have any inter se shareholding. Iveco S.p.A and Iveco Capital Solutions S.p.A are indirect subsidiaries of the Company.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Iveco S.p.A and Iveco Capital Solutions S.p.A do not have any inter se shareholding. Iveco S.p.A and Iveco Capital Solutions S.p.A are indirect subsidiaries of the Company.
A(3) Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company up to the quarter immediately preceding the quarter in which the approval is sought.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
A(4) Amount of the proposed transaction(s)		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	₹9,393.54 crore (€ 854.73 million)
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Approx. 10.89%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Approx. 13.29% of the annual standalone turnover of Iveco S.p.A and approx. 352.51% of the annual standalone turnover of Iveco Capital Solutions S.p.A for the immediately preceding financial year.

<table>
<tr><th colspan="3">MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT</th></tr>
<tr><th>Sr. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available</td><td>Approx. 13.29% of the annual turnover of Iveco S.p.A and approx. 352.51% of the annual turnover of Iveco Capital Solutions S.p.A for the immediately preceding financial year.</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year: (turnover, networth and PAT) Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis</td><td>Iveco S.p.A and Iveco Capital Solutions S.p.A follow the January to December financial year.
As per the standalone financial statements for the financial year ended December 31, 2025:
<table><tr><th>Particulars</th><th>Iveco S.p.A</th><th>Iveco Capital Solutions S.p.A</th></tr><tr><td>Turnover</td><td>₹70,666.18 crore (€ 6,430.04 million)</td><td>₹2,664.79 crore (€ 242.47 million)</td></tr><tr><td>Profit After Tax</td><td>₹-2,337.10 crore (€ -212.66 million)</td><td>₹782.11 crore (€ 71.17 million)</td></tr><tr><td>Net Worth</td><td>₹9,503.85 crore (€ 864.77 million)</td><td>₹3,552.73 crore (€ 323.27 million)</td></tr></table>
(For presentation purposes, the exchange rate of ₹109.9 has been considered. Since the transactions are between two foreign subsidiaries, approval shall be deemed to be given for the values stated in Euros.)</td></tr>
<tr><td colspan="3">A(5) Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Sale, purchase of services including factoring, recovery of expenses</td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction</td><td>• Rendering of services -Technical / Non -Technical / Others
• Availment of services -Technical / Non-Technical / Others
• Rent received
• Recovery of expenses
• Factoring - The proposed limit represents the maximum value of receivables that may be assigned or transferred in a single transaction during the Relevant Period

Background on factoring arrangement

Under the factoring arrangement, Iveco Group N.V. and its subsidiaries (operating entities) avail factoring services from group financing entities, in connection with its trade receivables on a non-recourse basis. Under such arrangements, eligible receivables are assigned/ transferred by the operating entities to the financing entity for collection and funding purposes. The operating entities pay factoring (discounting) charges to financing entities for receiving factoring services basis arm's length policy. Such arrangements enable Iveco Group N.V. and its subsidiaries to improve liquidity, optimise working capital and enhance cash flow management. Such arrangements also support efficient receivables administration and financing requirements in the ordinary course of business. These arrangements are undertaken in the ordinary course of business, and the applicable discount, fees and other commercial terms are determined in accordance with the Group's policies and applicable arm's-length principles.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>Transaction for period from October 30, 2026 till March 31, 2027</td></tr>
</table>

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MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	₹9,393.54 crore (€ 854.73 million)
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The RPTs are undertaken in the ordinary course of business and on an arm's length basis and are considered beneficial to the Company and its subsidiaries. These transactions enable smooth and uninterrupted business operations through a consistent supply of requisite quality and quantity of facilities, leading to operational efficiencies, cost optimization, and enhanced productivity. Further, they are aligned with the Group's business strategy and contribute to overall group synergy within the Group.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	None of the promoter(s), director(s), key managerial personnel of the Company have interest in the transaction, whether directly or indirectly. Ms. Ciceri Monica and Ms. Cappiello Laura are common directors on the Board of Iveco S.p.A and Iveco Capital Solutions S.p.A Their interest or concern is limited only to the extent of them holding directorship in Iveco S.p.A and Iveco Capital Solutions S.p.A Ms. Ciceri Monica and Ms. Cappiello Laura do not hold, directly or indirectly, any shares in Iveco S.p.A and Iveco Capital Solutions S.p.A
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	The proposed RPTs have been reviewed by a reputed independent external consulting firm for pricing and arm's length compliance, and the report confirms that the same are at arm's length. The report is available for inspection by the Members and can also be accessed through the weblink and QR code provided in the Notes section of the Notice.
9	Other information relevant for decision making	All relevant information forms part of this disclosure setting out the requisite facts.
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	The pricing mechanism for RPTs of the transacting subsidiaries is governed by its RPT Pricing framework and is based on the Arm's Length Principle, in line with generally accepted guidelines including the OECD Guidelines. The pricing policy applicable to such transactions is benchmarked by an independent transfer pricing consultant to ensure that they are at arm's length, as if the transactions were undertaken with unrelated third parties.
2	Basis of determination of price	
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade Advance b. Tenure c. Whether same is self-liquidating?	None

(v) Proposed RPTs between Iveco S.p.A and IC Financial Services S.A.

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
A(1) Basic details of the related party		
1	Name of the related party	Iveco S.p.A and IC Financial Services S.A.
2	Country of incorporation of the related party	Iveco S.p.A: Italy IC Financial Services S.A.: France
3	Nature of business of the related party	Iveco S.p.A: Core manufacturing and commercial vehicle business of the Iveco group. IC Financial Services S.A.: Financial services through factoring and securitisation transactions.
A(2) Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Iveco S.p.A and IC Financial Services S.A. are wholly owned subsidiaries of Iveco Group N.V. and are indirect subsidiaries of the Company.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	Iveco S.p.A and IC Financial Services S.A. do not have any inter se shareholding. Iveco S.p.A and IC Financial Services S.A. are indirect subsidiaries of the Company.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Iveco S.p.A and IC Financial Services S.A. do not have any inter se shareholding. Iveco S.p.A and IC Financial Services S.A. are indirect subsidiaries of the Company.
A(3) Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year Explanation: Details need to be disclosed separately for listed entity and its subsidiary	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company up to the quarter immediately preceding the quarter in which the approval is sought.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
A(4) Amount of the proposed transaction(s)		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	₹10,870.94 crore (€ 989.17 million)
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Approx. 12.60%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Approx. 15.38% of the annual standalone turnover of Iveco S.p.A and approx. 539.01% of the annual standalone turnover of IC Financial Services S.A. for the immediately preceding financial year.

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<table>
<tr><th colspan="3">MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT</th></tr>
<tr><th>Sr. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available</td><td>Approx. 15.38% of the annual turnover of Iveco S.p.A and approx. 539.01% of the annual turnover of IC Financial Services S.A. for the immediately preceding financial year.</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year: (turnover, networth and PAT) Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis</td><td>Iveco S.p.A and IC Financial Services S.A. follow the January to December financial year.
As per the standalone financial statements for the financial year ended December 31, 2025:
<table><tr><th>Particulars</th><th>Iveco S.p.A</th><th>IC Financial Services S.A.</th></tr><tr><td>Turnover</td><td>₹70,666.18 crore (€ 6,430.04 million)</td><td>₹2,016.83 crore (€ 183.52 million)</td></tr><tr><td>Profit After Tax</td><td>₹-2,337.10 crore (€ -212.66 million)</td><td>₹206.33 crore (€ 18.77 million)</td></tr><tr><td>Net Worth</td><td>₹9,503.85 crore (€ 864.77 million)</td><td>₹3,005.61 crore (€ 273.49 million)</td></tr></table>
(For presentation purposes, the exchange rate of ₹109.9 has been considered. Since the transactions are between two foreign subsidiaries, approval shall be deemed to be given for the values stated in Euros.)</td></tr>
<tr><td colspan="3">A(5) Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Sale, purchase of services, including factoring, recovery and reimbursement of expenses</td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction</td><td>• Rendering of services -Technical / Non -Technical / Others
• Availment of services -Technical / Non-Technical / Others
• Reimbursement of expenses
• Recovery of expenses
• Rent received
• Factoring - The proposed limit represents the maximum value of receivables that may be assigned or transferred in a single transaction during the Relevant Period.

Background on factoring arrangement

Under the factoring arrangement, Iveco Group N.V. and its subsidiaries (operating entities) avail factoring services from group financing entities, in connection with its trade receivables on a non-recourse basis. Under such arrangements, eligible receivables are assigned/ transferred by the operating entities to the financing entity for collection and funding purposes. The operating entities pay factoring (discounting) charges to financing entities for receiving factoring services basis arm's length policy. Such arrangements enable Iveco Group N.V. and its subsidiaries to improve liquidity, optimise working capital and enhance cash flow management. Such arrangements also support efficient receivables administration and financing requirements in the ordinary course of business. These arrangements are undertaken in the ordinary course of business, and the applicable discount, fees and other commercial terms are determined in accordance with the Group's policies and applicable arm's-length principles.</td></tr>
</table>

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Transaction for period from October 30, 2026 till March 31, 2027
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	₹10,870.94 crore (€ 989.17 million)
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The RPTs are undertaken in the ordinary course of business and on an arm's length basis and are considered beneficial to the Company and its subsidiaries. These transactions enable smooth and uninterrupted business operations through a consistent supply of requisite quality and quantity of facilities, leading to operational efficiencies, cost optimization, and enhanced productivity. Further, they are aligned with the Group's business strategy and contribute to overall group synergy within the Group.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	None of the promoter(s), director(s), key managerial personnel of the Company have interest in the transaction, whether directly or indirectly. Further, none of the director(s)/ key managerial personnel of Iveco S.p.A and IC Financial Services S.A. are interested in the transaction.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	The proposed RPTs have been reviewed by a reputed independent external consulting firm for pricing and arm's length compliance, and the report confirms that the same are at arm's length. The report is available for inspection by the Members and can also be accessed through the weblink and QR code provided in the Notes section of the Notice.
9	Other information relevant for decision making	All relevant information forms part of this disclosure setting out the requisite facts.
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	The pricing mechanism for RPTs of the transacting subsidiaries is governed by its RPT Pricing framework and is based on the Arm's Length Principle, in line with generally accepted guidelines including the OECD Guidelines. The pricing policy applicable to such transactions is benchmarked by an independent transfer pricing consultant to ensure that they are at arm's length, as if the transactions were undertaken with unrelated third parties.
2	Basis of determination of price	
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade Advance b. Tenure c. Whether same is self-liquidating?	None

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(vi) Proposed RPTs between Iveco S.p.A and Iveco Deutschland AG

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
A(1) Basic details of the related party		
1	Name of the related party	Iveco S.p.A and Iveco Deutschland AG
2	Country of incorporation of the related party	Iveco S.p.A: Italy Iveco Deutschland AG: Germany
3	Nature of business of the related party	Iveco S.p.A: Core manufacturing and commercial vehicle business of the Iveco group. Iveco Deutschland AG: Development, distribution and servicing of light, medium and heavy commercial vehicles, buses, special vehicles, used vehicles and spare parts in Germany.
A(2) Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Iveco S.p.A and Iveco Deutschland AG are wholly owned subsidiaries of Iveco Group N.V. and are indirect subsidiaries of the Company.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	Iveco S.p.A holds 5.66% in Iveco Deutschland AG. Iveco SPA and Iveco Deutschland AG are indirect subsidiaries of the Company.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Iveco S.p.A holds 5.66% in Iveco Deutschland AG. Iveco S.p.A and Iveco Deutschland AG are indirect subsidiaries of the Company.
A(3) Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company up to the quarter immediately preceding the quarter in which the approval is sought.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
A(4) Amount of the proposed transaction(s)		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	₹4,257.43 Crore (€387.39 Million)
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Approx. 4.93%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Approx. 6.02% of the annual standalone turnover of Iveco S.p.A and approx. 26% of the annual standalone turnover of Iveco Deutschland AG for the immediately preceding financial year.

<table>
<tr><th colspan="3">MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT</th></tr>
<tr><th>Sr. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available</td><td>Approx. 6.02% of the annual standalone turnover of Iveco S.p.A and approx. 26% of the annual standalone turnover of Iveco Deutschland AG for the immediately preceding financial year.</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year: (turnover, networth and PAT) Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis</td><td>Iveco S.p.A and Iveco Deutschland AG follow the January to December financial year.
As per the standalone financial statements for the financial year ended December 31, 2025:
<table><tr><th>Particulars</th><th>Iveco S.p.A and</th><th>Iveco Deutschland AG</th></tr><tr><td>Turnover</td><td>₹70,666.18 crore (€ 6,430.04 million)</td><td>₹16,377.67 crore (€ 1,490.23 million)</td></tr><tr><td>Profit After Tax</td><td>₹-2,337.10 crore (€ -212.66 million)</td><td>₹-1,553.88 crore (€ -141.39 million)</td></tr><tr><td>Net Worth</td><td>₹9,503.85 crore (€ 864.77 million)</td><td>₹2,719.15 crore (€ 247.42 million)</td></tr></table>
(For presentation purposes, the exchange rate of ₹109.9 has been considered. Since the transactions are between two foreign subsidiaries, approval shall be deemed to be given for the values stated in Euros.)</td></tr>
<tr><td colspan="3">A(5) Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Sale and purchase of goods and services, recovery and reimbursement of expenses</td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction</td><td>• Sale of Raw Materials / Finished goods / Other inventory
• Purchase of Raw Materials / Finished goods / Other inventory
• Rendering of services -Technical / Non -Technical / Others
• Availment of services -Technical / Non-Technical / Others
• Reimbursement of expenses
• Recovery of expenses</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>Transaction for period from October 30, 2026 till March 31, 2027</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5</td><td>Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise</td><td>₹4,257.43 Crore (€387.39 Million)</td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td>The RPTs are undertaken in the ordinary course of business and on an arm's length basis and are considered beneficial to the Company and its subsidiaries. These transactions enable smooth and uninterrupted business operations through a consistent supply of requisite quality and quantity of facilities, leading to operational efficiencies, cost optimization, and enhanced productivity. Further, they are aligned with the Group's business strategy and contribute to overall group synergy within the Group.</td></tr>
</table>

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MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	None of the promoter(s), director(s), key managerial personnel of the Company have interest in the transaction, whether directly or indirectly. Mr. Cretarola Damiano is a common director on the Board of Iveco S.p.A and Iveco Deutschland AG. His interest or concern is limited only to the extent of their holding directorship in Iveco S.p.A and Iveco Deutschland AG. Mr. Cretarola Damiano does not hold, directly or indirectly, any shares in Iveco S.p.A and Iveco Deutschland AG.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	The proposed RPTs have been reviewed by a reputed independent external consulting firm for pricing and arm's length compliance, and the report confirms that the same are at arm's length. The report is available for inspection by the Members and can also be accessed through the weblink and QR code provided in the Notes section of the Notice.
9	Other information relevant for decision making	All relevant information forms part of this disclosure setting out the requisite facts.
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The pricing mechanism for RPTs of the transacting subsidiaries is governed by its RPT Pricing framework and is based on the Arm's Length Principle, in line with generally accepted guidelines including the OECD Guidelines. The pricing policy applicable to such transactions is benchmarked by an independent transfer pricing consultant to ensure that they are at arm's length, as if the transactions were undertaken with unrelated third parties.
2	Basis of determination of price.	
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade Advance b. Tenure c. Whether same is self-liquidating?	None

Resolution No. 5

(i) Proposed RPTs between Iveco Group N.V. and Iveco Espana S.L.

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
A(1) Basic details of the related party		
1	Name of the related party	Iveco Group N.V. and Iveco Espana S.L.
2	Country of incorporation of the related party	Iveco Group N.V.: Netherlands Iveco Espana S.L.: Spain
3	Nature of business of the related party	Iveco Group N.V.: Group holding, management services, treasury and cash management activities. Iveco Espana S.L.: Manufacture, import, sale and distribution of Iveco vehicles, engines, components, parts and spares.
A(2) Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Iveco Espana S.L. is a wholly owned subsidiary of Iveco Group N.V.. Both entities are indirect subsidiaries of the Company.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	Iveco Group N.V. holds 100% of the share capital of Iveco Espana S.L. directly. Iveco Group N.V. and Iveco Espana S.L. are indirect subsidiaries of the Company.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Iveco Group N.V. holds 100% of the share capital of Iveco Espana S.L. directly. Iveco Group N.V. and Iveco Espana S.L. are indirect subsidiaries of the Company.
A(3) Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company up to the quarter immediately preceding the quarter in which the approval is sought.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
A(4) Amount of the proposed transaction(s)		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	₹5889.35 crore (€ 535.88 million)
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Approx. 6.83%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Approx. 105.02% of the annual standalone turnover of Iveco Group N.V. and approx. 19.31% of the annual standalone turnover of Iveco Espana S.L. for the immediately preceding financial year.

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MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	Approx. 105.02% of the annual standalone turnover of Iveco Group N.V. and approx. 19.31% of the annual standalone turnover of Iveco Espana S.L. for the immediately preceding financial year.
6	Financial performance of the related party for the immediately preceding financial year: (turnover, networth and PAT) Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis	Iveco Group N.V. and Iveco Espana S.L. follow the January to December financial year. As per the standalone financial statements for the financial year ended December 31, 2025:

Particulars	Iveco Group N.V.	Iveco Espana S.L.
Turnover	₹5,604.76 crore (€ 509.99 million)	₹30,498.96 crore (€ 2,775.16 million)
Profit After Tax	₹1,110.01 crore (€ 101.00 million)	₹706.61 crore (€ 64.30 million)
Net Worth	₹24,761.59 crore (€ 2,253.10 million)	₹7,842.68 crore (€ 713.62 million)

(For presentation purposes, the exchange rate of ₹109.9 has been considered. Since the transactions are between two foreign subsidiaries, approval shall be deemed to be given for the values stated in Euros.)

A(5) Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale, purchase of services, recovery and reimbursement of expenses, cash pool arrangement
2	Details of each type of the proposed transaction	• Rendering of services -Technical / Non -Technical / Others • Availment of services -Technical / Non-Technical / Others • Reimbursement of expenses • Recovery of expenses • Cash pooling (inclusive of interest) - The proposed limit represents the maximum net outstanding exposure under the cash pooling arrangement during the Relevant Period. **Background on cash pool arrangements** Under the cash pool arrangements, funds are managed on an aggregated basis and are made available among participating group entities having regard to their respective liquidity positions, working-capital requirements and operational needs. The source and application of funds, as well as the applicable funding terms, are governed by the Group's overall treasury framework and cash pooling policy. Amounts placed under the cash pooling arrangement are primarily short-term in nature, and the applicable interest rate is determined with reference to the market rate plus margin in accordance with the Group's cash pooling policy and applicable arm's length principles. The cash pool arrangements are a prevalent treasury management practice in global markets and have historically been undertaken by the Group in the ordinary course of business as part of its treasury operations.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Transaction for period from October 30, 2026 till March 31, 2027
4	Whether omnibus approval is being sought?	Yes

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	₹5,889.35 crore (€535.88 million)
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The RPTs are undertaken in the ordinary course of business and on an arm's length basis and are considered beneficial to the Company and its subsidiaries. These transactions enable smooth and uninterrupted business operations through a consistent supply of requisite quality and quantity of facilities, leading to operational efficiencies, cost optimization, and enhanced productivity. Further, they are aligned with the Group's business strategy and contribute to overall group synergy within the Group.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	None of the promoter(s), director(s), key managerial personnel of the Company have interest in the transaction, whether directly or indirectly except to the extent of their Directorship on the Board of Iveco Group N.V. Further, none of the director(s)/ key managerial personnel of Iveco Group N.V. and Iveco Espana S.L. are interested in the transaction.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	The proposed RPTs have been reviewed by a reputed independent external consulting firm for pricing and arm's length compliance, and the report confirms that the same are at arm's length. The report is available for inspection by the Members and can also be accessed through the weblink and QR code provided in the Notes section of the Notice.
9	Other information relevant for decision making.	All relevant information forms part of this disclosure setting out the requisite facts.
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The pricing mechanism for RPTs of the transacting subsidiaries is governed by its RPT Pricing framework and is based on the Arm's Length Principle, in line with generally accepted guidelines including the OECD Guidelines. The pricing policy applicable to such transactions is benchmarked by an independent transfer pricing consultant to ensure that they are at arm's length, as if the transactions were undertaken with unrelated third parties.
2	Basis of determination of price.	
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade Advance b. Tenure c. Whether same is self-liquidating?	None
B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary – For Cash Pooling arrangements		
1	Source of funds in connection with the proposed transaction	The proposed transactions form part of the centralized cash pooling and treasury-management framework regularly followed across the Iveco group in the ordinary course of business. Under the arrangement, funds are managed on an aggregated basis and are made available among participating group entities having regard to their respective liquidity positions, working-capital requirements and operational needs. The source and application of funds, as well as the applicable funding terms, are governed by the Group's overall treasury framework and cash pooling policy.

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MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other Details	The relevant financing rates for external borrowings done by Iveco Group N.V. presently range from 2.9% to 3.4% for long-term financing, while short-term financing is generally subject to floating market-linked rates. Amounts placed under the cash pooling arrangement are primarily short-term in nature, and the applicable interest rate is determined with reference to the market rate plus margin in accordance with the Group's cash pooling policy and applicable arm's-length principles. For deposits under cash pooling where subsidiaries deposit funds with Iveco Group N.V., the applicable interest rate equals the interbank deposit rate for the relevant currency, determined operationally as the market base rate plus the spread between the interbank deposit rate and market base rate. For drawdowns under cash pooling where subsidiaries borrow from Iveco Group N.V., the interest rate equals a base rate plus a spread determined with reference to the funding cost incurred by Iveco Group N.V. on credit lines with third-party banks. The spread is reviewed quarterly based on actual data observed in the previous three months. Given the nature of cash pooling arrangements, funds are placed, withdrawn and repaid from time to time based on the liquidity requirements of participating entities. Accordingly, specific details relating to the tenure of short-term indebtedness, maturity/due date and repayment schedule are not predetermined and may vary based on the funding requirements prevailing at the relevant time. The transactions are unsecured and, accordingly, no security or security coverage ratio is applicable Funds made available under the arrangement are utilized for meeting the working-capital and other operational requirements of participating entities in the ordinary course of their business.
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders	
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	
5	Maturity / due date	
6	Repayment schedule & terms	
7	Whether secured or unsecured?	
8	If secured, the nature of security & security coverage ratio	
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	
B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary – For Cash Pooling arrangements		
1	Material covenants of the proposed transaction	The proposed transactions form part of the short-term centralized cash pooling and treasury-management framework regularly followed across the Iveco group in the ordinary course of business. Under the arrangement, participating group entities may draw funds from the common cash pool based on their respective liquidity positions, working-capital requirements and operational needs. The material terms of the transactions, including the applicable interest rate and cost of funds, are governed by the Group's cash pooling policy and determined on an arm's-length basis with reference to the applicable base rate together with an appropriate spread. The cost associated with the amounts drawn primarily comprises the interest determined in accordance with the said policy. Given the nature of cash pooling arrangements, funds are placed, withdrawn and repaid from time to time based on the liquidity requirements of participating entities.
2	Interest rate (in terms of numerical value or base rate and applicable spread)	
3	Cost of borrowing *Note: This shall include all costs associated with the borrowing*	

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
4	Maturity / due date	Accordingly, specific details relating to the maturity/due date and repayment schedule are not predetermined and may vary based on the funding requirements prevailing at the relevant time. The transactions are unsecured and, accordingly, no security or security coverage ratio is applicable. Funds drawn under the arrangement are utilized for meeting the working-capital requirements of the participating entity in the ordinary course of its business.
5	Repayment schedule & terms	
6	Whether secured or unsecured	
7	If secured, the nature of security & security coverage ratio	
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	
C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Latest credit rating of the related party	The related party forms part of the Iveco group and benefits from the Group's overall financial strength and reputation. Accordingly, credit rating assigned by Fitch Ratings to Iveco Group N.V. *i.e.,* Long-Term Issuer Default Rating (IDR) of BBB- has been considered.
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. *Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.* In addition, state the following:	Not applicable
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	
	b) Whether the related party has been declared a 'wilful defaulter' by any of its bankers and whether such status is currently subsisting;	
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	
	Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	
C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction	2.27
	b. After transaction	2.41 The pre- and post-transaction debt-to-equity ratios have been calculated based on the financial position as of December 2025, assuming that the entire proposed intercompany borrowing amount is drawn.
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	The principal repayment obligations, given that these transactions are part of dynamic cash pool arrangements, are not separately disclosed in the audited standalone financial statements and therefore a conventional Debt Service Coverage Ratio are not computed from the audited financial information. The entity has continued to meet its financial obligations as and when they fall due.
	a. Before transaction	
	b. After transaction	

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(ii) Proposed RPTs between Iveco Group N.V. and Iveco France S.A.S.

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Informationwww**	**Information provided by the Management**
A(1) Basic details of the related party		
1	Name of the related party	Iveco Group N.V. and Iveco France S.A.S.
2	Country of incorporation of the related party	Iveco Group N.V.: Netherlands Iveco France S.A.S.: France
3	Nature of business of the related party	Iveco Group N.V.: Group holding, management services, treasury and cash management activities. Iveco France S.A.S.: Manufacturing / distribution entity.
A(2) Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Iveco France SAS is a wholly owned subsidiary of Iveco Group N.V. Both entities are indirect subsidiaries of the Company.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	Iveco Group N.V. holds 100% of the share capital of Iveco France SAS (49.54% directly and 50.46% indirectly through Iveco Espana S.L. and Heuliez Bus S.A.S.). Iveco Group N.V. and Iveco France SAS are indirect subsidiaries of the Company.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Iveco Group N.V. holds 100% of the share capital of Iveco France SAS (49.54% directly and 50.46% indirectly through Iveco Espana S.L. and Heuliez Bus S.A.S.). Iveco Group N.V. and Iveco France SAS are indirect subsidiaries of the Company.
A(3) Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company up to the quarter immediately preceding the quarter in which the approval is sought.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
A(4) Amount of the proposed transaction(s)		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	₹5,217.17 crore (€474.72 million)
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Approx. 6.05%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Approx. 93.08% of the annual standalone turnover of Iveco Group N.V. and approx. 20.73% of the annual standalone turnover of Iveco France S.A.S. for the immediately preceding financial year.

<table>
<tr><th colspan="3">MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT</th></tr>
<tr><th>Sr. No.</th><th>Particulars of the Informationwww</th><th>Information provided by the Management</th></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available</td><td>Approx. 93.08% of the annual standalone turnover of Iveco Group N.V. and approx. 20.73% of the annual standalone turnover of Iveco France S.A.S. for the immediately preceding financial year.</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year: (turnover, networth and PAT) Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis</td><td>Iveco Group N.V. and Iveco France S.A.S. follow the January to December financial year.
As per the standalone financial statements for the financial year ended December 31, 2025:
<table><tr><th>Particulars</th><th>Iveco Group N.V.</th><th>Iveco France S.A.S.</th></tr><tr><td>Turnover</td><td>₹5,604.76 crore (€ 509.99 million)</td><td>₹25,612.62 crore (€ 2,330.54 million)</td></tr><tr><td>Profit After Tax</td><td>₹1,110.01 crore (€ 101.00 million)</td><td>₹-932.84 crore (€ -84.88 million)</td></tr><tr><td>Net Worth</td><td>₹24,761.59 crore (€ 2,253.10 million)</td><td>₹3,877.40 crore (€ 352.81 million)</td></tr></table>
(For presentation purposes, the exchange rate of ₹109.9 has been considered. Since the transactions are between two foreign subsidiaries, approval shall be deemed to be given for the values stated in Euros.)</td></tr>
<tr><td colspan="3">A(5) Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Sale of services, recovery and reimbursement of expenses, cash pool arrangement</td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction</td><td>• Rendering of services -Technical / Non -Technical / Others
• Reimbursement of expenses
• Recovery of expenses
• Cash pooling (inclusive of interest) - The proposed limit represents the maximum net outstanding exposure under the cash pooling arrangement during the Relevant Period.
Background on cash pool arrangements
Under the cash pool arrangements, funds are managed on an aggregated basis and are made available among participating group entities having regard to their respective liquidity positions, working-capital requirements and operational needs. The source and application of funds, as well as the applicable funding terms, are governed by the Group's overall treasury framework and cash pooling policy. Amounts placed under the cash pooling arrangement are primarily short-term in nature, and the applicable interest rate is determined with reference to the market rate plus margin in accordance with the Group's cash pooling policy and applicable arm's length principles. The cash pool arrangements are a prevalent treasury management practice in global markets and have historically been undertaken by the Group in the ordinary course of business as part of its treasury operations.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>Transaction for period from October 30, 2026 till March 31, 2027</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5</td><td>Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td>₹5,217.17 crore (€474.72 million)</td></tr>
</table>

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MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Informationwww**	**Information provided by the Management**
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The RPTs are undertaken in the ordinary course of business and on an arm's length basis and are considered beneficial to the Company and its subsidiaries. These transactions enable smooth and uninterrupted business operations through a consistent supply of requisite quality and quantity of facilities, leading to operational efficiencies, cost optimization, and enhanced productivity. Further, they are aligned with the Group's business strategy and contribute to overall group synergy within the Group.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	None of the promoter(s), director(s), key managerial personnel of the Company have interest in the transaction, whether directly or indirectly, except to the extent of their Directorship on the Board of Iveco Group N.V. Further, none of the director(s)/ key managerial personnel of Iveco Group N.V. and Iveco France S.A.S. are interested in the transaction.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	The proposed RPTs have been reviewed by a reputed independent external consulting firm for pricing and arm's length compliance, and the report confirms that the same are at arm's length. The report is available for inspection by the Members and can also be accessed through the weblink and QR code provided in the Notes section of the Notice.
9	Other information relevant for decision making.	All relevant information forms part of this disclosure setting out the requisite facts.
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	The pricing mechanism for RPTs of the transacting subsidiaries is governed by its RPT Pricing framework and is based on the Arm's Length Principle, in line with generally accepted guidelines including the OECD Guidelines. The pricing policy applicable to such transactions is benchmarked by an independent transfer pricing consultant to ensure that they are at arm's length, as if the transactions were undertaken with unrelated third parties.
2	Basis of determination of price	
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade Advance b. Tenure c. Whether same is self-liquidating?	None
B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Source of funds in connection with the proposed transaction	The proposed transactions form part of the centralized cash pooling and treasury-management framework regularly followed across the Iveco group in the ordinary course of business. Under the arrangement, funds are managed on an aggregated basis and are made available among participating group entities having regard to their respective liquidity positions, working-capital requirements and operational needs. The source and application of funds, as well as the applicable funding terms, are governed by the Group's overall treasury framework and cash pooling policy. The relevant financing rates for external borrowings done by Iveco Group N.V. presently range from 2.9% to 3.4% for long-term financing, while short-term financing is generally subject to floating market-linked rates.

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Informationwww**	**Information provided by the Management**
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other Details	Amounts placed under the cash pooling arrangement are primarily short-term in nature, and the applicable interest rate is determined with reference to the market rate plus margin in accordance with the Group's cash pooling policy and applicable arm's-length principles. For deposits under cash pooling where subsidiaries deposit funds with Iveco Group N.V., the applicable interest rate equals the interbank deposit rate for the relevant currency, determined operationally as the market base rate plus the spread between the interbank deposit rate and market base rate. For drawdowns under cash pooling where subsidiaries borrow from Iveco Group N.V., the interest rate equals a base rate plus a spread determined with reference to the funding cost incurred by Iveco Group N.V. on credit lines with third-party banks. The spread is reviewed quarterly based on actual data observed in the previous three months. Given the nature of cash pooling arrangements, funds are placed, withdrawn and repaid from time to time based on the liquidity requirements of participating entities. Accordingly, specific details relating to the tenure of short-term indebtedness, maturity/due date and repayment schedule are not predetermined and may vary based on the funding requirements prevailing at the relevant time. The transactions are unsecured and, accordingly, no security or security coverage ratio is applicable. Funds made available under the arrangement are utilized for meeting the working-capital and other operational requirements of participating entities in the ordinary course of their business.
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders	
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	
5	Maturity / due date	
6	Repayment schedule & terms	
7	Whether secured or unsecured?	
8	If secured, the nature of security & security coverage ratio	
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	
B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Material covenants of the proposed transaction	The proposed transactions form part of the short-term centralized cash pooling and treasury-management framework regularly followed across the Iveco group in the ordinary course of business. Under the arrangement, participating group entities may draw funds from the common cash pool based on their respective liquidity positions, working-capital requirements and operational needs. The material terms of the transactions, including the applicable interest rate and cost of funds, are governed by the Group's cash pooling policy and determined on an arm's-length basis with reference to the applicable base rate together with an appropriate spread. The cost associated with the amounts drawn primarily comprises the interest determined in accordance with the said policy. Given the nature of cash pooling arrangements, funds are placed, withdrawn and repaid from time to time based on the liquidity requirements of participating entities. Accordingly, specific details relating to the maturity/due date and repayment schedule are not predetermined and may vary based on the funding requirements prevailing at the relevant time.
2	Interest rate (in terms of numerical value or base rate and applicable spread)	
3	Cost of borrowing Note: This shall include all costs associated with the borrowing	
4	Maturity / due date	

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MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Informationwww**	**Information provided by the Management**
5	Repayment schedule & terms	The transactions are unsecured and, accordingly, no security or security coverage ratio is applicable. Funds drawn under the arrangement are utilized for meeting the working-capital requirements of the participating entity in the ordinary course of its business.
6	Whether secured or unsecured	
7	If secured, the nature of security & security coverage ratio	
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	
C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Latest credit rating of the related party	The related party forms part of the Iveco group and benefits from the Group's overall financial strength and reputation. Accordingly, credit rating assigned by Fitch Ratings to Iveco Group N.V. i.e., 'Long-Term Issuer Default Rating (IDR) of BBB- has been considered.
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. In addition, state the following:	
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	
	b) Whether the related party has been declared a 'wilful defaulter' by any of its bankers and whether such status is currently subsisting;	Not applicable
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	
	Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	
C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction	2.27
	b. After transaction	2.42 The pre- and post-transaction debt-to-equity ratios have been calculated based on the financial position as of December 2025, assuming that the entire proposed intercompany borrowing amount is drawn.
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	The principal repayment obligations, given that these transactions are part of dynamic cash pool arrangements, are not separately disclosed in the audited standalone financial statements and therefore a conventional Debt Service Coverage Ratio are not computed from the audited financial information. The entity has continued to meet its financial obligations as and when they fall due.
	a. Before transaction	
	b. After transaction	

(iii) Proposed RPTs between Iveco Group N.V. and Iveco Czech Republic A.S.

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
A(1) Basic details of the related party		
1	Name of the related party	Iveco Group N.V. and Iveco Czech Republic A.S.
2	Country of incorporation of the related party	Iveco Group N.V.: Netherlands Iveco Czech Republic A.S.: Czech Republic
3	Nature of business of the related party	Iveco Group N.V.: Group holding, management services, treasury and cash management activities. Iveco Czech Republic A.S.: Manufacture and sale of buses, commercial vehicles, spare parts and related transportation products.
A(2) Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Iveco Group N.V. is the holding company and Iveco Czech Republic A.S. is a wholly owned subsidiary.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	Iveco Group N.V. holds 100% of the share capital of Iveco Czech Republic A.S. indirectly through Iveco France S.A.S. Iveco Group N.V. and Iveco Czech Republic A.S. are indirect subsidiaries of the Company.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Iveco Group N.V. holds 100% of the share capital of Iveco Czech Republic A.S. indirectly through Iveco France S.A.S. Iveco Group N.V. and Iveco Czech Republic A.S. are indirect subsidiaries of the Company.
A(3) Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company up to the quarter immediately preceding the quarter in which the approval is sought.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
A(4) Amount of the proposed transaction(s)		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	₹7,215.27 crore (€656.53 million)
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Approx. 8.36%

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<table>
<tr><th colspan="3">MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT</th></tr>
<tr><th>Sr. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>Approx. 128.73% of the annual standalone turnover of Iveco Group N.V. and approx. 45.01% of the annual standalone turnover of Iveco Czech Republic A.S. for the immediately preceding financial year.</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available</td><td>Approx. 128.73% of the annual turnover of Iveco Group N.V. and approx. 45.01% of the annual turnover of Iveco Czech Republic A.S. for the immediately preceding financial year.</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year: (turnover, networth and PAT) Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis</td><td>Iveco Group N.V. and Iveco Czech Republic A.S. follow the January to December financial year.
As per the standalone financial statements for the financial year ended December 31, 2025:
<table><tr><th>Particulars</th><th>Iveco Group N.V.</th><th>Iveco Czech Republic A.S.</th></tr><tr><td>Turnover</td><td>₹5,604.76 crore (€ 509.99 million)</td><td>₹16,031.59 crore (€ 1,458.74 million)</td></tr><tr><td>Profit After Tax</td><td>₹1,110.01 crore (€ 101.00 million)</td><td>₹1,240.06 crore (€ 112.84 million)</td></tr><tr><td>Net Worth</td><td>₹24,761.59 crore (€ 2,253.10 million)</td><td>₹9,233.37 crore (€ 840.16 million)</td></tr></table>(For presentation purposes, the exchange rate of ₹109.9 has been considered. Since the transactions are between two foreign subsidiaries, approval shall be deemed to be given for the values stated in Euros.)</td></tr>
<tr><td colspan="3">A(5) Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Sale of services, recovery and reimbursement of expenses, cash pool arrangement</td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction</td><td>• Rendering of services -Technical / Non -Technical / Others
• Reimbursement of expenses
• Recovery of expenses
• Cash pooling (inclusive of interest) - The proposed limit represents the maximum net outstanding exposure under the cash pooling arrangement during the Relevant Period
Background on cash pool arrangements
Under the cash pool arrangements, funds are managed on an aggregated basis and are made available among participating group entities having regard to their respective liquidity positions, working-capital requirements and operational needs. The source and application of funds, as well as the applicable funding terms, are governed by the Group's overall treasury framework and cash pooling policy. Amounts placed under the cash pooling arrangement are primarily short-term in nature, and the applicable interest rate is determined with reference to the market rate plus margin in accordance with the Group's cash pooling policy and applicable arm's length principles. The cash pool arrangements are a prevalent treasury management practice in global markets and have historically been undertaken by the Group in the ordinary course of business as part of its treasury operations.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>Transaction for period from October 30, 2026 till March 31, 2027</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
</table>

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	₹7,215.27 crore (€656.53 million)
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The RPTs are undertaken in the ordinary course of business and on an arm's length basis and are considered beneficial to the Company and its subsidiaries. These transactions enable smooth and uninterrupted business operations through a consistent supply of requisite quality and quantity of facilities, leading to operational efficiencies, cost optimization, and enhanced productivity. Further, they are aligned with the Group's business strategy and contribute to overall group synergy within the Group.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	None of the promoter(s), director(s), key managerial personnel of the Company have interest in the transaction, whether directly or indirectly, except to the extent of their Directorship on the Board of Iveco Group N.V. Further, none of the director(s)/ key managerial personnel of Iveco Group N.V. and Iveco Czech Republic A.S. are interested in the transaction.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	The proposed RPTs have been reviewed by a reputed independent external consulting firm for pricing and arm's length compliance, and the report confirms that the same are at arm's length. The report is available for inspection by the Members and can also be accessed through the weblink and QR code provided in the Notes section of the Notice.
9	Other information relevant for decision making	All relevant information forms part of this disclosure setting out the requisite facts.
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	The pricing mechanism for RPTs of the transacting subsidiaries is governed by its RPT Pricing framework and is based on the Arm's Length Principle, in line with generally accepted guidelines including the OECD Guidelines. The pricing policy applicable to such transactions is benchmarked by an independent transfer pricing consultant to ensure that they are at arm's length, as if the transactions were undertaken with unrelated third parties.
2	Basis of determination of price	
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade Advance b. Tenure c. Whether same is self-liquidating?	None
B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Source of funds in connection with the proposed transaction	The proposed transactions form part of the centralized cash pooling and treasury-management framework regularly followed across the Iveco group in the ordinary course of business. Under the arrangement, funds are managed on an aggregated basis and are made available among participating group entities having regard to their respective liquidity positions, working-capital requirements and operational needs.
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other Details	

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MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders	The source and application of funds, as well as the applicable funding terms, are governed by the Group's overall treasury framework and cash pooling policy. The relevant financing rates for external borrowings done by Iveco Group N.V. presently range from 2.9% to 3.4% for long-term financing, while short-term financing is generally subject to floating market-linked rates. Amounts placed under the cash pooling arrangement are primarily short-term in nature, and the applicable interest rate is determined with reference to the market rate plus margin in accordance with the Group's cash pooling policy and applicable arm's-length principles. For deposits under cash pooling where subsidiaries deposit funds with Iveco Group N.V., the applicable interest rate equals the interbank deposit rate for the relevant currency, determined operationally as the market base rate plus the spread between the interbank deposit rate and market base rate. For drawdowns under cash pooling where subsidiaries borrow from Iveco Group N.V., the interest rate equals a base rate plus a spread determined with reference to the funding cost incurred by Iveco Group N.V. on credit lines with third-party banks. The spread is reviewed quarterly based on actual data observed in the previous three months. Given the nature of cash pooling arrangements, funds are placed, withdrawn and repaid from time to time based on the liquidity requirements of participating entities. Accordingly, specific details relating to the tenure of short-term indebtedness, maturity/due date and repayment schedule are not predetermined and may vary based on the funding requirements prevailing at the relevant time. The transactions are unsecured and, accordingly, no security or security coverage ratio is applicable Funds made available under the arrangement are utilized for meeting the working-capital and other operational requirements of participating entities in the ordinary course of their business.
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	
5	Maturity / due date	
6	Repayment schedule & terms	
7	Whether secured or unsecured?	
8	If secured, the nature of security & security coverage ratio	
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	
B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Material covenants of the proposed transaction	The proposed transactions form part of the short-term centralized cash pooling and treasury-management framework regularly followed across the Iveco group in the ordinary course of business. Under the arrangement, participating group entities may draw funds from the common cash pool based on their respective liquidity positions, working-capital requirements and operational needs. The material terms of the transactions, including the applicable interest rate and cost of funds, are governed by the Group's cash pooling policy and determined on an arm's-length basis with reference to the applicable base rate together with an appropriate spread. The cost associated with the amounts drawn primarily comprises the interest determined in accordance with the said policy. Given the nature of cash pooling arrangements, funds are placed, withdrawn and repaid from time to time based on the liquidity requirements of participating entities.
2	Interest rate (in terms of numerical value or base rate and applicable spread)	
3	Cost of borrowing *Note: This shall include all costs associated with the borrowing*	
4	Maturity / due date	

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
5	Repayment schedule & terms	Accordingly, specific details relating to the maturity/due date and repayment schedule are not predetermined and may vary based on the funding requirements prevailing at the relevant time. The transactions are unsecured and, accordingly, no security or security coverage ratio is applicable. Funds drawn under the arrangement are utilized for meeting the working-capital requirements of the participating entity in the ordinary course of its business.
6	Whether secured or unsecured	
7	If secured, the nature of security & security coverage ratio	
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	
C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Latest credit rating of the related party	The related party forms part of the Iveco group and benefits from the Group's overall financial strength and reputation. Accordingly, credit rating assigned by Fitch Ratings to Iveco Group N.V. i.e., 'Long-Term Issuer Default Rating (IDR) of BBB- has been considered.
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. In addition, state the following:	
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	Not applicable
	b) Whether the related party has been declared a 'wilful defaulter' by any of its bankers and whether such status is currently subsisting;	
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	
	Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	
C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction	2.27
	b. After transaction	2.5 The pre- and post-transaction debt-to-equity ratios have been calculated based on the financial position as of December 2025, assuming that the entire proposed intercompany borrowing amount is drawn.
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	The principal repayment obligations, given that these transactions are part of dynamic cash pool arrangements, are not separately disclosed in the audited standalone financial statements and therefore a conventional Debt Service Coverage Ratio are not computed from the audited financial information. The entity has continued to meet its financial obligations as and when they fall due.
	a. Before transaction	
	b. After transaction	

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(iv) Proposed RPTs between Iveco Group N.V. and Iveco Capital Solutions S.p.A

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
A(1) Basic details of the related party		
1	Name of the related party	Iveco Group N.V. and Iveco Capital Solutions S.p.A
2	Country of incorporation of the related party	Iveco Group N.V.: Netherlands Iveco Capital Solutions S.p.A: Italy
3	Nature of business of the related party	Iveco Group N.V.: Group holding, management services, treasury and cash management activities. Iveco Capital Solutions S.p.A: Engaged in providing financing, leasing, rental and related financial services.
A(2) Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Iveco Capital Solutions S.p.A is a wholly owned subsidiary of Iveco Group N.V. Both entities are indirect subsidiaries of the Company.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Iveco Group N.V. holds 100% of the share capital of Iveco Capital Solutions S.p.A directly. Iveco Group N.V. and Iveco Capital Solutions S.p.A are indirect subsidiaries of the Company.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Iveco Group N.V. holds 100% of the share capital of Iveco Capital Solutions S.p.A directly. Iveco Group N.V. and Iveco Capital Solutions S.p.A are indirect subsidiaries of the Company.
A(3) Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company up to the quarter immediately preceding the quarter in which the approval is sought.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
A(4) Amount of the proposed transaction(s)		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	₹8,425.42 crore (€766.64 million)
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Approx. 9.76%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Approx. 150.33% of the annual standalone turnover of Iveco Group N.V. and approx. 316.18% of the annual standalone turnover of Iveco Capital Solutions S.p.A for the immediately preceding financial year.

<table>
<tr><th colspan="3">MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT</th></tr>
<tr><th>Sr. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available</td><td>Approx. 150.33% of the annual turnover of Iveco Group N.V. and approx. 316.18% of the annual turnover of Iveco Capital Solutions S.p.A for the immediately preceding financial year.</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year: (turnover, networth and PAT) Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</td><td>Iveco Group N.V. and Iveco Capital Solutions S.p.A follow the January to December financial year.
As per the standalone financial statements for the financial year ended December 31, 2025:
<table><tr><th>Particulars</th><th>Iveco Group N.V.</th><th>Iveco Capital Solutions S.p.A</th></tr><tr><td>Turnover</td><td>₹5,604.76 crore (€ 509.99 million)</td><td>₹2,664.79 crore (€ 242.47 million)</td></tr><tr><td>Profit After Tax</td><td>₹1,110.01 crore (€ 101.00 million)</td><td>₹782.11 crore (€ 71.17 million)</td></tr><tr><td>Net Worth</td><td>₹24,761.59 crore (€ 2,253.10 million)</td><td>₹3,552.73 crore (€ 323.27 million)</td></tr></table>
(For presentation purposes, the exchange rate of ₹109.9 has been considered. Since the transactions are between two foreign subsidiaries, approval shall be deemed to be given for the values stated in Euros.)</td></tr>
<tr><td colspan="3">A(5) Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Sale, purchase of services including factoring, recovery of expenses, cash pool arrangement</td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction</td><td>• Rendering of services -Technical / Non -Technical / Others
• Availment of services -Technical / Non-Technical / Others
• Recovery of expenses
• Factoring - The proposed limit represents the maximum value of receivables that may be assigned or transferred in a single transaction during the Relevant Period.
• Cash pooling (inclusive of interest) - The proposed limit represents the maximum net outstanding exposure under the cash pooling arrangement during the Relevant Period.
Background on factoring arrangement
Under the factoring arrangement, Iveco Group N.V. and its subsidiaries (operating entities) avail factoring services from group financing entities, in connection with its trade receivables on a non-recourse basis. Under such arrangements, eligible receivables are assigned/ transferred by the operating entities to the financing entity for collection and funding purposes. The operating entities pay factoring (discounting) charges to financing entities for receiving factoring services basis arm's length policy. Such arrangements enable Iveco Group N.V. and its subsidiaries to improve liquidity, optimise working capital and enhance cash flow management. These arrangements are undertaken in the ordinary course of business, and the applicable discount, fees and other commercial terms are determined in accordance with the Group's policies and applicable arm's-length principles.</td></tr>
</table>

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MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
		Background on cash pool arrangements Under the cash pool arrangements, funds are managed on an aggregated basis and are made available among participating group entities having regard to their respective liquidity positions, working-capital requirements and operational needs. The source and application of funds, as well as the applicable funding terms, are governed by the Group's overall treasury framework and cash pooling policy. Amounts placed under the cash pooling arrangement are primarily short-term in nature, and the applicable interest rate is determined with reference to the market rate plus margin in accordance with the Group's cash pooling policy and applicable arm's length principles. Such amounts are repayable if the account balance is greater than zero and are unsecured. The cash pool arrangements are a prevalent treasury management practice in global markets and have historically been undertaken by the Group in the ordinary course of business as part of its treasury operations.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Transaction for period from October 30, 2026 till March 31, 2027
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	₹8,425.42 crore (€766.64 million)
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The RPTs are undertaken in the ordinary course of business and on an arm's length basis and are considered beneficial to the Company and its subsidiaries. These transactions enable smooth and uninterrupted business operations through a consistent supply of requisite quality and quantity of facilities, leading to operational efficiencies, cost optimization, and enhanced productivity. Further, they are aligned with the Group's business strategy and contribute to overall group synergy within the Group.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	None of the promoter(s), director(s), key managerial personnel of the Company have interest in the transaction, whether directly or indirectly, except to the extent of their Directorship on the Board of Iveco Group N.V. Further, none of the director(s)/ key managerial personnel of Iveco Group N.V. and Iveco Capital Solutions S.p.A are interested in the transaction.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	The proposed RPTs have been reviewed by a reputed independent external consulting firm for pricing and arm's length compliance, and the report confirms that the same are at arm's length. The report is available for inspection by the Members and can also be accessed through the weblink and QR code provided in the Notes section of the Notice.
9	Other information relevant for decision making	All relevant information forms part of this disclosure setting out the requisite facts.
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	The pricing mechanism for RPTs of the transacting subsidiaries is governed by its RPT Pricing framework and is based on the Arm's Length Principle, in line with generally accepted guidelines including the OECD Guidelines. The pricing policy applicable to such transactions is benchmarked by an independent transfer pricing consultant to ensure that they are at arm's length, as if the transactions were undertaken with unrelated third parties.
2	Basis of determination of price	

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade Advance b. Tenure c. Whether same is self-liquidating?	None
B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Source of funds in connection with the proposed transaction	The proposed transactions form part of the centralized cash pooling and treasury-management framework regularly followed across the Iveco group in the ordinary course of business. Under the arrangement, funds are managed on an aggregated basis and are made available among participating group entities having regard to their respective liquidity positions, working-capital requirements and operational needs. The source and application of funds, as well as the applicable funding terms, are governed by the Group's overall treasury framework and cash pooling policy. The relevant financing rates for external borrowings done by Iveco Group N.V. presently range from 2.9% to 3.4% for long-term financing, while short-term financing is generally subject to floating market-linked rates. Amounts placed under the cash pooling arrangement are primarily short-term in nature, and the applicable interest rate is determined with reference to the market rate plus margin in accordance with the Group's cash pooling policy and applicable arm's-length principles. For deposits under cash pooling where subsidiaries deposit funds with Iveco Group N.V., the applicable interest rate equals the interbank deposit rate for the relevant currency, determined operationally as the market base rate plus the spread between the interbank deposit rate and market base rate. For drawdowns under cash pooling where subsidiaries borrow from Iveco Group N.V., the interest rate equals a base rate plus a spread determined with reference to the funding cost incurred by Iveco Group N.V. on credit lines with third-party banks. The spread is reviewed quarterly based on actual data observed in the previous three months. Given the nature of cash pooling arrangements, funds are placed, withdrawn and repaid from time to time based on the liquidity requirements of participating entities. Accordingly, specific details relating to the tenure of short-term indebtedness, maturity/due date and repayment schedule are not predetermined and may vary based on the funding requirements prevailing at the relevant time. The transactions are unsecured and, accordingly, no security or security coverage ratio is applicable. Funds made available under the arrangement are utilized for meeting the working-capital and other operational requirements of participating entities in the ordinary course of their business.
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other Details	
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders	
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	
5	Maturity / due date	
6	Repayment schedule & terms	
7	Whether secured or unsecured?	
8	If secured, the nature of security & security coverage ratio	
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	

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MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Material covenants of the proposed transaction	The proposed transactions form part of the short-term centralized cash pooling and treasury-management framework regularly followed across the Iveco group in the ordinary course of business. Under the arrangement, participating group entities may draw funds from the common cash pool based on their respective liquidity positions, working-capital requirements and operational needs. The material terms of the transactions, including the applicable interest rate and cost of funds, are governed by the Group's cash pooling policy and determined on an arm's-length basis with reference to the applicable base rate together with an appropriate spread. The cost associated with the amounts drawn primarily comprises the interest determined in accordance with the said policy. Given the nature of cash pooling arrangements, funds are placed, withdrawn and repaid from time to time based on the liquidity requirements of participating entities. Accordingly, specific details relating to the maturity/due date and repayment schedule are not predetermined and may vary based on the funding requirements prevailing at the relevant time. The transactions are unsecured and, accordingly, no security or security coverage ratio is applicable. Funds drawn under the arrangement are utilized for meeting the working-capital requirements of the participating entity in the ordinary course of its business.
2	Interest rate (in terms of numerical value or base rate and applicable spread)	
3	Cost of borrowing Note: This shall include all costs associated with the borrowing	
4	Maturity / due date	
5	Repayment schedule & terms	
6	Whether secured or unsecured	
7	If secured, the nature of security & security coverage ratio	
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	
C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Latest credit rating of the related party	The related party forms part of the Iveco group and benefits from the Group's overall financial strength and reputation. Accordingly, credit rating assigned by Fitch Ratings to Iveco Group N.V. i.e., Long-Term Issuer Default Rating (IDR) of BBB- has been considered.

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. In addition, state the following:	
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	
	b) Whether the related party has been declared a 'wilful defaulter' by any of its bankers and whether such status is currently subsisting;	Not applicable
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	
C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction	2.27
	b. After transaction	2.53 The pre- and post-transaction debt-to-equity ratios have been calculated based on the financial position as of December 2025, assuming that the entire proposed intercompany borrowing amount is drawn.
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	The principal repayment obligations, given that these transactions are part of dynamic cash pool arrangements, are not separately disclosed in the audited standalone financial statements and therefore a conventional Debt Service Coverage Ratio are not computed from the audited financial information. The entity has continued to meet its financial obligations as and when they fall due.
	a. Before transaction	
	b. After transaction	

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(v) Proposed RPTs between Iveco Group N.V. and FPT Industrial S.p.A

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
A(1) Basic details of the related party		
1	Name of the related party	Iveco Group N.V. and FPT Industrial S.p.A
2	Country of incorporation of the related party	Iveco Group N.V.: Netherlands FPT Industrial S.p.A: Italy
3	Nature of business of the related party	Iveco Group N.V.: Group holding, management services, treasury and cash management activities. FPT Industrial S.p.A: Global manufacturer of engines, transmissions, axles and powertrain solutions for on-road, off-road, marine and power generation applications.
A(2) Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	FPT Industrial S.p.A is a wholly owned subsidiary of Iveco Group N.V. Both entities are indirect subsidiaries of the Company.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	Iveco Group N.V. holds 100% of the share capital of FPT Industrial S.p.A directly. Iveco Group N.V. and FPT Industrial S.p.A are indirect subsidiaries of the Company.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Iveco Group N.V. holds 100% of the share capital of FPT Industrial S.p.A directly. Iveco Group N.V. and FPT Industrial S.p.A are indirect subsidiaries of the Company.
A(3) Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company up to the quarter immediately preceding the quarter in which the approval is sought.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
A(4) Amount of the proposed transaction(s)		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	₹12,217.18 crore (€1,111.66 million)
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Approx. 14.16%

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT

Sr. No.	Particulars of the Information	Information provided by the Management
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Approx. 217.98% of the annual standalone turnover of Iveco Group N.V. and approx. 37.79% of the annual standalone turnover of FPT Industrial S.p.A for the immediately preceding financial year.
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	Approx. 217.98% of the annual turnover of Iveco Group N.V. and approx. 37.79% of the annual turnover of FPT Industrial S.p.A for the immediately preceding financial year.
6	Financial performance of the related party for the immediately preceding financial year: (turnover, networth and PAT) Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis	Iveco Group N.V. and FPT Industrial S.p.A follow the January to December financial year. As per the standalone financial statements for the financial year ended December 31, 2025:

Particulars	Iveco Group N.V.	FPT Industrial S.p.A
Turnover	₹5,604.76 crore (€ 509.99 million)	₹32,325.23 crore (€ 2,941.33 million)
Profit After Tax	₹1,110.01 crore (€ 101.00 million)	₹968.54 crore (€ 88.13 million)
Net Worth	₹24,761.59 crore (€ 2,253.10 million)	₹16,960.55 crore (€ 1,543.27 million)

(For presentation purposes, the exchange rate of ₹109.9 has been considered. Since the transactions are between two foreign subsidiaries, approval shall be deemed to be given for the values stated in Euros.)

A(5) Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale, purchase of services, recovery of expenses, cash pool arrangement
2	Details of each type of the proposed transaction	• Rendering of services -Technical / Non -Technical / Others • Availment of services -Technical / Non-Technical / Others • Recovery of expenses • Cash pooling (inclusive of interest) - The proposed limit represents the maximum net outstanding exposure under the cash pooling arrangement during the Relevant Period. **Background on cash pool arrangements** Under the cash pool arrangements, funds are managed on an aggregated basis and are made available among participating group entities having regard to their respective liquidity positions, working-capital requirements and operational needs. The source and application of funds, as well as the applicable funding terms, are governed by the Group's overall treasury framework and cash pooling policy. Amounts placed under the cash pooling arrangement are primarily short-term in nature, and the applicable interest rate is determined with reference to the market rate plus margin in accordance with the Group's cash pooling policy and applicable arm's length principles. The cash pool arrangements are a prevalent treasury management practice in global markets and have historically been undertaken by the Group in the ordinary course of business as part of its treasury operations.

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MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Transaction for period from October 30, 2026 till March 31, 2027
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹12,217.18 crore (€1,111.66 million)
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The RPTs are undertaken in the ordinary course of business and on an arm's length basis and are considered beneficial to the Company and its subsidiaries. These transactions enable smooth and uninterrupted business operations through a consistent supply of requisite quality and quantity of facilities, leading to operational efficiencies, cost optimization, and enhanced productivity. Further, they are aligned with the Group's business strategy and contribute to overall group synergy within the Group.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	None of the promoter(s), director(s), key managerial personnel of the Company have interest in the transaction, whether directly or indirectly, except to the extent of their Directorship on the Board of Iveco Group N.V. Further, none of the director(s)/ key managerial personnel of Iveco Group N.V. and FPT Industrial S.p.A are interested in the transaction.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	The proposed RPTs have been reviewed by a reputed independent external consulting firm for pricing and arm's length compliance, and the report confirms that the same are at arm's length. The report is available for inspection by the Members and can also be accessed through the weblink and QR code provided in the Notes section of the Notice.
9	Other information relevant for decision making.	All relevant information forms part of this disclosure setting out the requisite facts.
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The pricing mechanism for RPTs of the transacting subsidiaries is governed by its RPT Pricing framework and is based on the Arm's Length Principle, in line with generally accepted guidelines including the OECD Guidelines. The pricing policy applicable to such transactions is benchmarked by an independent transfer pricing consultant to ensure that they are at arm's length, as if the transactions were undertaken with unrelated third parties.
2	Basis of determination of price.	
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade Advance b. Tenure c. Whether same is self-liquidating?	None

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
B(2)	**Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary - For Cash Pooling arrangements**	
1	Source of funds in connection with the proposed transaction	The proposed transactions form part of the centralized cash pooling and treasury-management framework regularly followed across the Iveco group in the ordinary course of business. Under the arrangement, funds are managed on an aggregated basis and are made available among participating group entities having regard to their respective liquidity positions, working-capital requirements and operational needs. The source and application of funds, as well as the applicable funding terms, are governed by the Group's overall treasury framework and cash pooling policy. The relevant financing rates for external borrowings done by Iveco Group N.V. presently range from 2.9% to 3.4% for long-term financing, while short-term financing is generally subject to floating market-linked rates. Amounts placed under the cash pooling arrangement are primarily short-term in nature, and the applicable interest rate is determined with reference to the market rate plus margin in accordance with the Group's cash pooling policy and applicable arm's-length principles. For deposits under cash pooling where subsidiaries deposit funds with Iveco Group N.V., the applicable interest rate equals the interbank deposit rate for the relevant currency, determined operationally as the market base rate plus the spread between the interbank deposit rate and market base rate. For drawdowns under cash pooling where subsidiaries borrow from Iveco Group N.V., the interest rate equals a base rate plus a spread determined with reference to the funding cost incurred by Iveco Group N.V. on credit lines with third-party banks. The spread is reviewed quarterly based on actual data observed in the previous three months. Given the nature of cash pooling arrangements, funds are placed, withdrawn and repaid from time to time based on the liquidity requirements of participating entities. Accordingly, specific details relating to the tenure of short-term indebtedness, maturity/due date and repayment schedule are not predetermined and may vary based on the funding requirements prevailing at the relevant time. The transactions are unsecured and, accordingly, no security or security coverage ratio is applicable Funds made available under the arrangement are utilized for meeting the working-capital and other operational requirements of participating entities in the ordinary course of their business.
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other Details	
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders	
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	
5	Maturity / due date	
6	Repayment schedule & terms	
7	Whether secured or unsecured?	
8	If secured, the nature of security & security coverage ratio	
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	

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MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Material covenants of the proposed transaction	The proposed transactions form part of the short-term centralized cash pooling and treasury-management framework regularly followed across the Iveco group in the ordinary course of business. Under the arrangement, participating group entities may draw funds from the common cash pool based on their respective liquidity positions, working-capital requirements and operational needs. The material terms of the transactions, including the applicable interest rate and cost of funds, are governed by the Group's cash pooling policy and determined on an arm's-length basis with reference to the applicable base rate together with an appropriate spread. The cost associated with the amounts drawn primarily comprises the interest determined in accordance with the said policy. Given the nature of cash pooling arrangements, funds are placed, withdrawn and repaid from time to time based on the liquidity requirements of participating entities. Accordingly, specific details relating to the maturity/due date and repayment schedule are not predetermined and may vary based on the funding requirements prevailing at the relevant time. The transactions are unsecured and, accordingly, no security or security coverage ratio is applicable. Funds drawn under the arrangement are utilized for meeting the working-capital requirements of the participating entity in the ordinary course of its business.
2	Interest rate (in terms of numerical value or base rate and applicable spread)	
3	Cost of borrowing Note: This shall include all costs associated with the borrowing	
4	Maturity / due date	
5	Repayment schedule & terms	
6	Whether secured or unsecured	
7	If secured, the nature of security & security coverage ratio	
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	
C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Latest credit rating of the related party	The related party forms part of the Iveco group and benefits from the Group's overall financial strength and reputation. Accordingly, credit rating assigned by Fitch Ratings to Iveco Group N.V. , i.e., 'Long-Term Issuer Default Rating (IDR) of 'BBB- ' has been considered.
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. In addition, state the following:	
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	
	b) Whether the related party has been declared a 'wilful defaulter' by any of its bankers and whether such status is currently subsisting;	Not applicable
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	
	Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction	2.27
	b. After transaction	2.66 The pre- and post-transaction debt-to-equity ratios have been calculated based on the financial position as of December 2025, assuming that the entire proposed intercompany borrowing amount is drawn.
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	The principal repayment obligations, given that these transactions are part of dynamic cash pool arrangements, are not separately disclosed in the audited standalone financial statements and therefore a conventional Debt Service Coverage Ratio are not computed from the audited financial information. The entity has continued to meet its financial obligations as and when they fall due.
	a. Before transaction	
	b. After transaction	

(vi) Proposed RPTs between Iveco Group N.V. and Iveco S.p.A

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
A(1) Basic details of the related party		
1	Name of the related party	Iveco Group N.V. and Iveco S.p.A
2	Country of incorporation of the related party	Iveco Group N.V.: Netherlands Iveco S.p.A: Italy
3	Nature of business of the related party	Iveco Group N.V.: Group holding, management services, treasury and cash management activities. Iveco S.p.A: Core manufacturing and commercial vehicle business of the Iveco Group.
A(2) Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Iveco S.p.A is a wholly owned subsidiary of Iveco Group N.V. Both entities are indirect subsidiaries of the Company.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Iveco Group N.V. holds 100% of the share capital of Iveco S.p.A directly. Iveco Group N.V. and Iveco S.p.A are indirect subsidiaries of the Company.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Iveco Group N.V. holds 100% of the share capital of Iveco S.p.A directly. Iveco Group N.V. and Iveco S.p.A are indirect subsidiaries of the Company.

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MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
A(3) Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company up to the quarter immediately preceding the quarter in which the approval is sought.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
A(4) Amount of the proposed transaction(s)		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	₹11,101.50 crore (€1,010.15 million)
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Approx. 12.87%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Approx. 198.07% of the annual standalone turnover of Iveco Group N.V. and approx. 15.71% of the annual standalone turnover of Iveco S.p.A for the immediately preceding financial year.
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	Approx. 198.07% of the annual turnover of Iveco Group N.V. and approx. 15.71% of the annual turnover of Iveco S.p.A for the immediately preceding financial year.
6	Financial performance of the related party for the immediately preceding financial year: (turnover, networth and PAT) Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	Iveco Group N.V. and Iveco S.p.A follow the January to December financial year. As per the standalone financial statements for the financial year ended December 31, 2025:

Particulars	Iveco Group N.V.	Iveco S.p.A
Turnover	₹5,604.76 crore (€ 78.93 million)	₹70,666.18 crore (€ 6,430.04 million)
Profit After Tax	₹1,110.01 crore (€ 101.00 million)	₹-2,337.10 crore (€ -212.66 million)
Net Worth	₹24,761.59 crore (€ 2,253.10 million)	₹9,503.85 crore (€ 864.77 million)

(For presentation purposes, the exchange rate of ₹109.9 has been considered. Since the transactions are between two foreign subsidiaries, approval shall be deemed to be given for the values stated in Euros.)

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
A(5) Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale, purchase of services, recovery and reimbursement of expenses, cash pool arrangement
2	Details of each type of the proposed transaction	• Rendering of services -Technical / Non -Technical / Others • Availment of services -Technical / Non-Technical / Others • Reimbursement of expenses • Recovery of expenses • Rent paid • Cash pooling (inclusive of interest) - The proposed limit represents the maximum net outstanding exposure under the cash pooling arrangement during the Relevant Period. **Background on cash pool arrangements** Under the cash pool arrangements, funds are managed on an aggregated basis and are made available among participating group entities having regard to their respective liquidity positions, working-capital requirements and operational needs. The source and application of funds, as well as the applicable funding terms, are governed by the Group's overall treasury framework and cash pooling policy. Amounts placed under the cash pooling arrangement are primarily short-term in nature, and the applicable interest rate is determined with reference to the market rate plus margin in accordance with the Group's cash pooling policy and applicable arm's length principles. The cash pool arrangements are a prevalent treasury management practice in global markets and have historically been undertaken by the Group in the ordinary course of business as part of its treasury operations.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Transaction for period from October 30, 2026 till March 31, 2027
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	₹11,101.50 crore (€1,010.15 million)
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The RPTs are undertaken in the ordinary course of business and on an arm's length basis and are considered beneficial to the Company and its subsidiaries. These transactions enable smooth and uninterrupted business operations through a consistent supply of requisite quality and quantity of facilities, leading to operational efficiencies, cost optimization, and enhanced productivity. Further, they are aligned with the Group's business strategy and contribute to overall group synergy within the Group.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	None of the promoter(s), director(s), key managerial personnel of the Company have interest in the transaction, whether directly or indirectly, except to the extent of their Directorship on the Board of Iveco Group N.V. Further, none of the director(s)/ key managerial personnel of Iveco Group N.V. and Iveco S.p.A are interested in the transaction.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	The proposed RPTs have been reviewed by a reputed independent external consulting firm for pricing and arm's length compliance, and the report confirms that the same are at arm's length. The report is available for inspection by the Members and can also be accessed through the weblink and QR code provided in the Notes section of the Notice.
9	Other information relevant for decision making	All relevant information forms part of this disclosure setting out the requisite facts.

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MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	The pricing mechanism for RPTs of the transacting subsidiaries is governed by its RPT Pricing framework and is based on the Arm's Length Principle, in line with generally accepted guidelines including the OECD Guidelines. The pricing policy applicable to such transactions is benchmarked by an independent transfer pricing consultant to ensure that they are at arm's length, as if the transactions were undertaken with unrelated third parties.
2	Basis of determination of price	
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade Advance b. Tenure c. Whether same is self-liquidating?	None
B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Source of funds in connection with the proposed transaction	The proposed transactions form part of the centralized cash pooling and treasury-management framework regularly followed across the Iveco group in the ordinary course of business. Under the arrangement, funds are managed on an aggregated basis and are made available among participating group entities having regard to their respective liquidity positions, working-capital requirements and operational needs. The source and application of funds, as well as the applicable funding terms, are governed by the Group's overall treasury framework and cash pooling policy. The relevant financing rates for external borrowings done by Iveco Group N.V. presently range from 2.9% to 3.4% for long-term financing, while short-term financing is generally subject to floating market-linked rates. Amounts placed under the cash pooling arrangement are primarily short-term in nature, and the applicable interest rate is determined with reference to the market rate plus margin in accordance with the Group's cash pooling policy and applicable arm's-length principles. For deposits under cash pooling where subsidiaries deposit funds with Iveco Group N.V., the applicable interest rate equals the interbank deposit rate for the relevant currency, determined operationally as the market base rate plus the spread between the interbank deposit rate and market base rate. For drawdowns under cash pooling where subsidiaries borrow from Iveco Group N.V., the interest rate equals a base rate plus a spread determined with reference to the funding cost incurred by Iveco Group N.V. on credit lines with third-party banks. The spread is reviewed quarterly based on actual data observed in the previous three months. Given the nature of cash pooling arrangements, funds are placed, withdrawn and repaid from time to time based on the liquidity requirements of participating entities. Accordingly, specific details relating to the tenure of short-term indebtedness, maturity/due date and repayment schedule are not predetermined and may vary based on the funding requirements prevailing at the relevant time.
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other Details	
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders	
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	
5	Maturity / due date	
6	Repayment schedule & terms	
7	Whether secured or unsecured?	
8	If secured, the nature of security & security coverage ratio	
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
		The transactions are unsecured and, accordingly, no security or security coverage ratio is applicable Funds made available under the arrangement are utilized for meeting the working-capital and other operational requirements of participating entities in the ordinary course of their business.
B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Material covenants of the proposed transaction	The proposed transactions form part of the short-term centralized cash pooling and treasury-management framework regularly followed across the Iveco group in the ordinary course of business. Under the arrangement, participating group entities may draw funds from the common cash pool based on their respective liquidity positions, working-capital requirements and operational needs. The material terms of the transactions, including the applicable interest rate and cost of funds, are governed by the Group's cash pooling policy and determined on an arm's-length basis with reference to the applicable base rate together with an appropriate spread. The cost associated with the amounts drawn primarily comprises the interest determined in accordance with the said policy. Given the nature of cash pooling arrangements, funds are placed, withdrawn and repaid from time to time based on the liquidity requirements of participating entities. Accordingly, specific details relating to the maturity/due date and repayment schedule are not predetermined and may vary based on the funding requirements prevailing at the relevant time. The transactions are unsecured and, accordingly, no security or security coverage ratio is applicable. Funds drawn under the arrangement are utilized for meeting the working-capital requirements of the participating entity in the ordinary course of its business.
2	Interest rate (in terms of numerical value or base rate and applicable spread)	
3	Cost of borrowing Note: This shall include all costs associated with the borrowing	
4	Maturity / due date	
5	Repayment schedule & terms	
6	Whether secured or unsecured	
7	If secured, the nature of security & security coverage ratio	
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	
C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Latest credit rating of the related party	The related party forms part of the Iveco group and benefits from the Group's overall financial strength and reputation. Accordingly, credit rating assigned by Fitch Ratings to Iveco Group N.V. i.e., Long-Term Issuer Default Rating (IDR) of BBB- has been considered.
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a 'wilful defaulter' by any of its bankers and whether such status is currently subsisting;	Not applicable

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MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	Not applicable
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	
	Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	
C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction	2.27
	b. After transaction	2.42 *The pre- and post-transaction debt-to-equity ratios have been calculated based on the financial position as of December 2025, assuming that the entire proposed intercompany borrowing amount is drawn.*
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	The principal repayment obligations, given that these transactions are part of dynamic cash pool arrangements, are not separately disclosed in the audited standalone financial statements and therefore a conventional Debt Service Coverage Ratio are not computed from the audited financial information. The entity has continued to meet its financial obligations as and when they fall due.
	a. Before transaction	
	b. After transaction	

(vii) Proposed RPTs between Iveco Group N.V. and IC Financial Services S.A.

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
A(1) Basic details of the related party		
1	Name of the related party	Iveco Group N.V. and IC Financial Services S.A.
2	Country of incorporation of the related party	Iveco Group N.V.: Netherlands IC Financial Services S.A.: France
3	Nature of business of the related party	Iveco Group N.V.: Group holding, management services, treasury and cash management activities. IC Financial Services S.A.: Financial services through factoring and securitisation transactions.
A(2) Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	IC Financial Services S.A. is a wholly owned subsidiary of Iveco Group N.V. Both entities are indirect subsidiaries of the Company.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Iveco Group N.V. and IC Financial Services S.A. do not have any inter se shareholding. Iveco Group N.V. and IC Financial Services S.A. are indirect subsidiaries of the Company.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Iveco Group N.V. and IC Financial Services S.A. do not have any inter se shareholding. Iveco Group N.V. and IC Financial Services S.A. are indirect subsidiaries of the Company.

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
A(3) Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company up to the quarter immediately preceding the quarter in which the approval is sought.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
A(4) Amount of the proposed transaction(s)		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	₹8,681.74 crore (€789.97 million)
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Approx. 10.06%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Approx. 154.90% of the annual standalone turnover of Iveco Group N.V. and approx. 430.46% of the annual standalone turnover of IC Financial Services S.A. for the immediately preceding financial year.
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	Approx. 154.90% of the annual standalone turnover of Iveco Group N.V. and approx. 430.46% of the annual standalone turnover of IC Financial Services S.A. for the immediately preceding financial year.
6	Financial performance of the related party for the immediately preceding financial year: (turnover, networth and PAT) Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	Iveco Group N.V. and IC Financial Services S.A. follow the January to December financial year. As per the standalone financial statements for the financial year ended December 31, 2025:

Particulars	Iveco Group N.V.	IC Financial Services S.A.
Turnover	₹5,604.76 crore (€ 509.99 million)	₹2,016.83 crore (€ 183.52 million)
Profit After Tax	₹1,110.01 crore (€ 101.00 million)	₹206.33 crore (€ 18.77 million)
Net Worth	₹24,761.59 crore (€ 2,253.10 million)	₹3,005.61 crore (€ 273.49 million)

(For presentation purposes, the exchange rate of ₹109.9 has been considered. Since the transactions are between two foreign subsidiaries, approval shall be deemed to be given for the values stated in Euros.)

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MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
A(5) Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of services, reimbursement and recovery of expenses, cash pool arrangement
2	Details of each type of the proposed transaction	• Rendering of services -Technical / Non -Technical / Others • Reimbursement of expenses • Recovery of expenses • Cash pooling (inclusive of interest) - The proposed limit represents the maximum net outstanding exposure under the cash pooling arrangement during the Relevant Period. **Background on cash pool arrangements** Under the cash pool arrangements, funds are managed on an aggregated basis and are made available among participating group entities having regard to their respective liquidity positions, working-capital requirements and operational needs. The source and application of funds, as well as the applicable funding terms, are governed by the Group's overall treasury framework and cash pooling policy. Amounts placed under the cash pooling arrangement are primarily short-term in nature, and the applicable interest rate is determined with reference to the market rate plus margin in accordance with the Group's cash pooling policy and applicable arm's length principles. The cash pool arrangements are a prevalent treasury management practice in global markets and have historically been undertaken by the Group in the ordinary course of business as part of its treasury operations.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Transaction for period from October 30, 2026 till March 31, 2027
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	₹8,681.74 crore (€789.97 million)
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The RPTs are undertaken in the ordinary course of business and on an arm's length basis and are considered beneficial to the Company and its subsidiaries. These transactions enable smooth and uninterrupted business operations through a consistent supply of requisite quality and quantity of facilities, leading to operational efficiencies, cost optimization, and enhanced productivity. Further, they are aligned with the Group's business strategy and contribute to overall group synergy within the Group.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	None of the promoter(s), director(s), key managerial personnel of the Company have interest in the transaction, whether directly or indirectly, except to the extent of their Directorship on the Board of Iveco Group N.V. Further, none of the director(s)/ key managerial personnel of Iveco Group N.V. and IC Financial Services S.A. are interested in the transaction.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	The proposed RPTs have been reviewed by a reputed independent external consulting firm for pricing and arm's length compliance, and the report confirms that the same are at arm's length. The report is available for inspection by the Members and can also be accessed through the weblink and QR code provided in the Notes section of the Notice.
9	Other information relevant for decision making	All relevant information forms part of this disclosure setting out the requisite facts.

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	The pricing mechanism for RPTs of the transacting subsidiaries is governed by its RPT Pricing framework and is based on the Arm's Length Principle, in line with generally accepted guidelines including the OECD Guidelines. The pricing policy applicable to such transactions is benchmarked by an independent transfer pricing consultant to ensure that they are at arm's length, as if the transactions were undertaken with unrelated third parties.
2	Basis of determination of price	
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade Advance b. Tenure c. Whether same is self-liquidating?	None
B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Source of funds in connection with the proposed transaction	The proposed transactions form part of the centralized cash pooling and treasury-management framework regularly followed across the Iveco group in the ordinary course of business. Under the arrangement, funds are managed on an aggregated basis and are made available among participating group entities having regard to their respective liquidity positions, working-capital requirements and operational needs. The source and application of funds, as well as the applicable funding terms, are governed by the Group's overall treasury framework and cash pooling policy. The relevant financing rates for external borrowings done by Iveco Group N.V. presently range from 2.9% to 3.4% for long-term financing, while short-term financing is generally subject to floating market-linked rates. Amounts placed under the cash pooling arrangement are primarily short-term in nature, and the applicable interest rate is determined with reference to the market rate plus margin in accordance with the Group's cash pooling policy and applicable arm's-length principles. For deposits under cash pooling where subsidiaries deposit funds with Iveco Group N.V., the applicable interest rate equals the interbank deposit rate for the relevant currency, determined operationally as the market base rate plus the spread between the interbank deposit rate and market base rate. For drawdowns under cash pooling where subsidiaries borrow from Iveco Group N.V., the interest rate equals a base rate plus a spread determined with reference to the funding cost incurred by Iveco Group N.V. on credit lines with third-party banks. The spread is reviewed quarterly based on actual data observed in the previous three months.
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other Details	
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders	
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	
5	Maturity / due date	
6	Repayment schedule & terms	
7	Whether secured or unsecured?	
8	If secured, the nature of security & security coverage ratio	
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	

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MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
		Given the nature of cash pooling arrangements, funds are placed, withdrawn and repaid from time to time based on the liquidity requirements of participating entities. Accordingly, specific details relating to the tenure of short-term indebtedness, maturity/due date and repayment schedule are not predetermined and may vary based on the funding requirements prevailing at the relevant time. The transactions are unsecured and, accordingly, no security or security coverage ratio is applicable Funds made available under the arrangement are utilized for meeting the working-capital and other operational requirements of participating entities in the ordinary course of their business.
B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Material covenants of the proposed transaction	The proposed transactions form part of the short-term centralized cash pooling and treasury-management framework regularly followed across the Iveco group in the ordinary course of business. Under the arrangement, participating group entities may draw funds from the common cash pool based on their respective liquidity positions, working-capital requirements and operational needs. The material terms of the transactions, including the applicable interest rate and cost of funds, are governed by the Group's cash pooling policy and determined on an arm's-length basis with reference to the applicable base rate together with an appropriate spread. The cost associated with the amounts drawn primarily comprises the interest determined in accordance with the said policy. Given the nature of cash pooling arrangements, funds are placed, withdrawn and repaid from time to time based on the liquidity requirements of participating entities. Accordingly, specific details relating to the maturity/due date and repayment schedule are not predetermined and may vary based on the funding requirements prevailing at the relevant time. The transactions are unsecured and, accordingly, no security or security coverage ratio is applicable. Funds drawn under the arrangement are utilized for meeting the working-capital requirements of the participating entity in the ordinary course of its business.
2	Interest rate (in terms of numerical value or base rate and applicable spread)	
3	Cost of borrowing Note: This shall include all costs associated with the borrowing	
4	Maturity / due date	
5	Repayment schedule & terms	
6	Whether secured or unsecured	
7	If secured, the nature of security & security coverage ratio	
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	
C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Latest credit rating of the related party	The related party forms part of the Iveco group and benefits from the Group's overall financial strength and reputation. Accordingly, credit rating assigned by Fitch Ratings to Iveco Group N.V. i.e., 'Long-Term Issuer Default Rating (IDR) of BBB- has been considered.

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a 'wilful defaulter' by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	Not applicable
C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction	2.27
	b. After transaction	2.41 The pre- and post-transaction debt-to-equity ratios have been calculated based on the financial position as of December 2025, assuming that the entire proposed intercompany borrowing amount is drawn.
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	The principal repayment obligations, given that these transactions are part of dynamic cash pool arrangements, are not separately disclosed in the audited standalone financial statements and therefore a conventional Debt Service Coverage Ratio are not computed from the audited financial information. The entity has continued to meet its financial obligations as and when they fall due.
	a. Before transaction	
	b. After transaction	

(viii) Proposed RPTs between Iveco Group N.V. and Iveco Limited

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
A(1) Basic details of the related party		
1	Name of the related party	Iveco Group N.V. and Iveco Limited
2	Country of incorporation of the related party	Iveco Group N.V.: Netherlands Iveco Limited: United Kingdom
3	Nature of business of the related party	Iveco Group N.V.: Group holding, management services, treasury and cash management activities. Iveco Limited: Sale of new and used commercial vehicles, spare parts and service contracts.

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MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
A(2) Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Iveco Limited is a wholly owned subsidiary of Iveco Group N.V. Both entities are indirect subsidiaries of the Company.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Iveco Group N.V. holds 100% of the share capital of IC Financial Services S.A. (99.999986% directly and 0.000014% indirectly through Iveco France S.A.S.). Iveco Group N.V. and IC Financial Services S.A. are indirect subsidiaries of the Company.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Iveco Group N.V. holds 100% of the share capital of IC Financial Services S.A. (99.999986% directly and 0.000014% indirectly through Iveco France S.A.S.).
A(3) Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company up to the quarter immediately preceding the quarter in which the approval is sought.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
A(4) Amount of the proposed transaction(s)		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	₹4,409.85 crore (€ 401.26 million)
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Approx. 5.11%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Approx. 78.68% of the annual standalone turnover of Iveco Group N.V. and approx. 101.16% of the annual standalone turnover of Iveco Limited for the immediately preceding financial year.
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	Approx. 78.68% of the annual standalone turnover of Iveco Group N.V. and approx. 101.16% of the annual standalone turnover of Iveco Limited for the immediately preceding financial year.

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT

Sr. No.	Particulars of the Information	Information provided by the Management
6	Financial performance of the related party for the immediately preceding financial year: (turnover, networth and PAT) Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	Iveco Group N.V. and Iveco Limited follow the January to December financial year. As per the standalone financial statements for the financial year ended December 31, 2025: **Particulars** / **Iveco Group N.V.** / **Iveco Limited** Turnover / ₹5,604.76 crore € 509.99 million / ₹4,359.44 crore (€ 396.67 million) Profit After Tax / ₹1,110.01 crore (€ 101.00 million) / ₹188.49 crore (€ 17.15 million) Net Worth / ₹24,761.59 crore (€ 2,253.10 million) / ₹1,269.39 crore (€ 115.50 million) *(For presentation purposes, the exchange rate of ₹109.9 has been considered. Since the transactions are between two foreign subsidiaries, approval shall be deemed to be given for the values stated in Euros.)*
A(5) Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Purchase of goods, sale of services, recovery of expenses, cash pool arrangement
2	Details of each type of the proposed transaction	• Purchase of Raw Materials / Finished goods / Other inventory • Rendering of services -Technical / Non -Technical / Others • Recovery of expenses • Cash pooling (inclusive of interest) - The proposed limit represents the maximum net outstanding exposure under the cash pooling arrangement during the Relevant Period. **Background on cash pool arrangements** Under the cash pool arrangements, funds are managed on an aggregated basis and are made available among participating group entities having regard to their respective liquidity positions, working-capital requirements and operational needs. The source and application of funds, as well as the applicable funding terms, are governed by the Group's overall treasury framework and cash pooling policy. Amounts placed under the cash pooling arrangement are primarily short-term in nature, and the applicable interest rate is determined with reference to the market rate plus margin in accordance with the Group's cash pooling policy and applicable arm's length principles. The cash pool arrangements are a prevalent treasury management practice in global markets and have historically been undertaken by the Group in the ordinary course of business as part of its treasury operations.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Transaction for period from October 30, 2026 till March 31, 2027
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹4,409.85 crore (€ 401.26 million)

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MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The RPTs are undertaken in the ordinary course of business and on an arm's length basis and are considered beneficial to the Company and its subsidiaries. These transactions enable smooth and uninterrupted business operations through a consistent supply of requisite quality and quantity of facilities, leading to operational efficiencies, cost optimization, and enhanced productivity. Further, they are aligned with the Group's business strategy and contribute to overall group synergy within the Group.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	None of the promoter(s), director(s), key managerial personnel of the Company have interest in the transaction, whether directly or indirectly, except to the extent of their Directorship on the Board of Iveco Group N.V. Further, none of the director(s)/ key managerial personnel of Iveco Group N.V. and Iveco Limited are interested in the transaction.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	The proposed RPTs have been reviewed by a reputed independent external consulting firm for pricing and arm's length compliance, and the report confirms that the same are at arm's length. The report is available for inspection by the Members and can also be accessed through the weblink and QR code provided in the Notes section of the Notice.
9	Other information relevant for decision making	All relevant information forms part of this disclosure setting out the requisite facts.
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	The pricing mechanism for RPTs of the transacting subsidiaries is governed by its RPT Pricing framework and is based on the Arm's Length Principle, in line with generally accepted guidelines including the OECD Guidelines. The pricing policy applicable to such transactions is benchmarked by an independent transfer pricing consultant to ensure that they are at arm's length, as if the transactions were undertaken with unrelated third parties.
2	Basis of determination of price	
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade Advance b. Tenure c. Whether same is self-liquidating?	None
B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Source of funds in connection with the proposed transaction	The proposed transactions form part of the centralized cash pooling and treasury-management framework regularly followed across the Iveco group in the ordinary course of business. Under the arrangement, funds are managed on an aggregated basis and are made available among participating group entities having regard to their respective liquidity positions, working-capital requirements and operational needs. The source and application of funds, as well as the applicable funding terms, are governed by the Group's overall treasury framework and cash pooling policy.

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other Details	The relevant financing rates for external borrowings done by Iveco Group N.V. presently range from 2.9% to 3.4% for long-term financing, while short-term financing is generally subject to floating market-linked rates. Amounts placed under the cash pooling arrangement are primarily short-term in nature, and the applicable interest rate is determined with reference to the market rate plus margin in accordance with the Group's cash pooling policy and applicable arm's-length principles. For deposits under cash pooling where subsidiaries deposit funds with Iveco Group N.V., the applicable interest rate equals the interbank deposit rate for the relevant currency, determined operationally as the market base rate plus the spread between the interbank deposit rate and market base rate. For drawdowns under cash pooling where subsidiaries borrow from Iveco Group N.V., the interest rate equals a base rate plus a spread determined with reference to the funding cost incurred by Iveco Group N.V. on credit lines with third-party banks. The spread is reviewed quarterly based on actual data observed in the previous three months. Given the nature of cash pooling arrangements, funds are placed, withdrawn and repaid from time to time based on the liquidity requirements of participating entities. Accordingly, specific details relating to the tenure of short-term indebtedness, maturity/due date and repayment schedule are not predetermined and may vary based on the funding requirements prevailing at the relevant time. The transactions are unsecured and, accordingly, no security or security coverage ratio is applicable. Funds made available under the arrangement are utilized for meeting the working-capital and other operational requirements of participating entities in the ordinary course of their business.
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders	
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	
5	Maturity / due date	
6	Repayment schedule & terms	
7	Whether secured or unsecured?	
8	If secured, the nature of security & security coverage ratio	
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	
B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Material covenants of the proposed transaction	The proposed transactions form part of the short-term centralized cash pooling and treasury-management framework regularly followed across the Iveco group in the ordinary course of business. Under the arrangement, participating group entities may draw funds from the common cash pool based on their respective liquidity positions, working-capital requirements and operational needs. The material terms of the transactions, including the applicable interest rate and cost of funds, are governed by the Group's cash pooling policy and determined on an arm's-length basis with reference to the applicable base rate together with an appropriate spread. The cost associated with the amounts drawn primarily comprises the interest determined in accordance with the said policy. Given the nature of cash pooling arrangements, funds are placed, withdrawn and repaid from time to time based on the liquidity requirements of participating entities. Accordingly, specific details relating to the maturity/due date and repayment schedule are not predetermined and may vary based on the funding requirements prevailing at the relevant time. The transactions are unsecured and, accordingly, no security or security coverage ratio is applicable. Funds drawn under the arrangement are utilized for meeting the working-capital requirements of the participating entity in the ordinary course of its business.
2	Interest rate (in terms of numerical value or base rate and applicable spread)	
3	Cost of borrowing Note: This shall include all costs associated with the borrowing	
4	Maturity / due date	
5	Repayment schedule & terms	
6	Whether secured or unsecured	
7	If secured, the nature of security & security coverage ratio	
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	

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MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Latest credit rating of the related party	
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. In addition, state the following:	
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	
	b) Whether the related party has been declared a 'wilful defaulter' by any of its bankers and whether such status is currently subsisting;	Not applicable
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	
C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction	2.27
	b. After transaction	2.41 The pre- and post-transaction debt-to-equity ratios have been calculated based on the financial position as of December 2025, assuming that the entire proposed intercompany borrowing amount is drawn.
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	The principal repayment obligations, given that these transactions are part of dynamic cash pool arrangements, are not separately disclosed in the audited standalone financial statements and therefore a conventional Debt Service Coverage Ratio are not computed from the audited financial information. The entity has continued to meet its financial obligations as and when they fall due.
	a. Before transaction	
	b. After transaction	

(ix) Proposed RPTs between Iveco Group N.V. and Iveco Deutschland AG

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
A(1) Basic details of the related party		
1	Name of the related party	Iveco Group N.V. and Iveco Deutschland AG
2	Country of incorporation of the related party	Iveco Group N.V.: Netherlands Iveco Deutschland AG: Germany
3	Nature of business of the related party	Iveco Group N.V.: Group holding, management services, treasury and cash management activities. Iveco Deutschland AG: Development, distribution and servicing of light, medium and heavy commercial vehicles, buses, special vehicles, used vehicles and spare parts in Germany.
A(2) Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Iveco Deutschland AG is a wholly owned subsidiary of Iveco Group N.V. Both entities are indirect subsidiaries of the Company.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Iveco Group N.V. holds 100% of the share capital of Iveco Deutschland AG (94.34% directly and 5.66% indirectly through Iveco S.p.A). Iveco Group N.V. and Iveco Deutschland AG are indirect subsidiaries of the Company.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Iveco Group N.V. holds 100% of the share capital of Iveco Deutschland AG (94.34% directly and 5.66% indirectly through Iveco S.p.A). Iveco Group N.V. and Iveco Deutschland AG are indirect subsidiaries of the Company.
A(3) Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company up to the quarter immediately preceding the quarter in which the approval is sought.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
A(4) Amount of the proposed transaction(s)		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	₹7,351.46 crore (€ 668.92 million)
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Approx. 8.52%

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<table>
<tr><th colspan="3">MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT</th></tr>
<tr><th>Sr. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>Approx. 131.16% of the annual standalone turnover of Iveco Group N.V. and approx. 44.89% of the annual standalone turnover of Iveco Deutschland AG for the immediately preceding financial year.</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available</td><td>Approx. 131.16% of the annual turnover of Iveco Group N.V. and approx. 44.89% of the annual turnover of Iveco Deutschland AG for the immediately preceding financial year.</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year: (turnover, networth and PAT) Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</td><td>Iveco Group N.V. and Iveco Deutschland AG follow the January to December financial year.
As per the standalone financial statements for the financial year ended December 31, 2025:
<table><tr><th>Particulars</th><th>Iveco Group N.V.</th><th>Iveco Deutschland AG</th></tr><tr><td>Turnover</td><td>₹5,604.76 crore (€ 509.99 million)</td><td>₹16,377.67 crore (€ 1,490.23 million)</td></tr><tr><td>Profit After Tax</td><td>₹1,110.01 crore (€ 101.00 million)</td><td>₹-1,553.8 crore (€ -141.39 million)</td></tr><tr><td>Net Worth</td><td>₹24,761.59 crore (€ 2,253.10 million)</td><td>₹2,719.15 crore (€ 247.42 million)</td></tr></table>(For presentation purposes, the exchange rate of ₹109.9 has been considered. Since the transactions are between two foreign subsidiaries, approval shall be deemed to be given for the values stated in Euros.)</td></tr>
<tr><td colspan="3">A(5) Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Sale, purchase of services, recovery of expenses, cash pool arrangement</td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction</td><td>• Rendering of services -Technical / Non -Technical / Others
• Availment of services -Technical / Non-Technical / Others
• Recovery of expenses
• Cash pooling (inclusive of interest) - The proposed limit represents the maximum net outstanding exposure under the cash pooling arrangement during the Relevant Period.
Background on cash pool arrangements
Under the cash pool arrangements, funds are managed on an aggregated basis and are made available among participating group entities having regard to their respective liquidity positions, working-capital requirements and operational needs. The source and application of funds, as well as the applicable funding terms, are governed by the Group's overall treasury framework and cash pooling policy. Amounts placed under the cash pooling arrangement are primarily short-term in nature, and the applicable interest rate is determined with reference to the market rate plus margin in accordance with the Group's cash pooling policy and applicable arm's length principles. Such amounts are repayable if the account balance is greater than zero and are unsecured. The cash pool arrangements are a prevalent treasury management practice in global markets and have historically been undertaken by the Group in the ordinary course of business as part of its treasury operations.</td></tr>
</table>

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Transaction for period from October 30, 2026 till March 31, 2027
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	₹7,351.46 crore (€ 668.92 million)
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The RPTs are undertaken in the ordinary course of business and on an arm's length basis and are considered beneficial to the Company and its subsidiaries. These transactions enable smooth and uninterrupted business operations through a consistent supply of requisite quality and quantity of facilities, leading to operational efficiencies, cost optimization, and enhanced productivity. Further, they are aligned with the Group's business strategy and contribute to overall group synergy within the Group.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	None of the promoter(s), director(s), key managerial personnel of the Company have interest in the transaction, whether directly or indirectly, except to the extent of their Directorship on the Board of Iveco Group N.V. Mr. Persson Olof a common Director on the Board of Iveco Group N.V. and Iveco Deutschland AG. His interest or concern is limited only to the extent of him holding directorship in Iveco Group N.V. and Iveco Deutschland AG. Mr. Persson Olof does not hold, directly or indirectly, any shares in Iveco Group N.V. and Iveco Deutschland AG.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	The proposed RPTs have been reviewed by a reputed independent external consulting firm for pricing and arm's length compliance, and the report confirms that the same are at arm's length. The report is available for inspection by the Members and can also be accessed through the weblink and QR code provided in the Notes section of the Notice.
9	Other information relevant for decision making	All relevant information forms part of this disclosure setting out the requisite facts.
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	The pricing mechanism for RPTs of the transacting subsidiaries is governed by its RPT Pricing framework and is based on the Arm's Length Principle, in line with generally accepted guidelines including the OECD Guidelines. The pricing policy applicable to such transactions is benchmarked by an independent transfer pricing consultant to ensure that they are at arm's length, as if the transactions were undertaken with unrelated third parties.
2	Basis of determination of price	
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade Advance b. Tenure c. Whether same is self-liquidating?	None

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MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Source of funds in connection with the proposed transaction	The proposed transactions form part of the centralized cash pooling and treasury-management framework regularly followed across the Iveco group in the ordinary course of business. Under the arrangement, funds are managed on an aggregated basis and are made available among participating group entities having regard to their respective liquidity positions, working-capital requirements and operational needs. The source and application of funds, as well as the applicable funding terms, are governed by the Group's overall treasury framework and cash pooling policy. The relevant financing rates for external borrowings done by Iveco Group N.V. presently range from 2.9% to 3.4% for long-term financing, while short-term financing is generally subject to floating market-linked rates. Amounts placed under the cash pooling arrangement are primarily short-term in nature, and the applicable interest rate is determined with reference to the market rate plus margin in accordance with the Group's cash pooling policy and applicable arm's-length principles. For deposits under cash pooling where subsidiaries deposit funds with Iveco Group N.V., the applicable interest rate equals the interbank deposit rate for the relevant currency, determined operationally as the market base rate plus the spread between the interbank deposit rate and market base rate. For drawdowns under cash pooling where subsidiaries borrow from Iveco Group N.V., the interest rate equals a base rate plus a spread determined with reference to the funding cost incurred by Iveco Group N.V. on credit lines with third-party banks. The spread is reviewed quarterly based on actual data observed in the previous three months. Given the nature of cash pooling arrangements, funds are placed, withdrawn and repaid from time to time based on the liquidity requirements of participating entities. Accordingly, specific details relating to the tenure of short-term indebtedness, maturity/due date and repayment schedule are not predetermined and may vary based on the funding requirements prevailing at the relevant time. The transactions are unsecured and, accordingly, no security or security coverage ratio is applicable. Funds made available under the arrangement are utilized for meeting the working-capital and other operational requirements of participating entities in the ordinary course of their business.
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other Details	
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders	
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	
5	Maturity / due date	
6	Repayment schedule & terms	
7	Whether secured or unsecured?	
8	If secured, the nature of security & security coverage ratio	
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Material covenants of the proposed transaction	The proposed transactions form part of the short-term centralized cash pooling and treasury-management framework regularly followed across the Iveco group in the ordinary course of business. Under the arrangement, participating group entities may draw funds from the common cash pool based on their respective liquidity positions, working-capital requirements and operational needs. The material terms of the transactions, including the applicable interest rate and cost of funds, are governed by the Group's cash pooling policy and determined on an arm's-length basis with reference to the applicable base rate together with an appropriate spread. The cost associated with the amounts drawn primarily comprises the interest determined in accordance with the said policy. Given the nature of cash pooling arrangements, funds are placed, withdrawn and repaid from time to time based on the liquidity requirements of participating entities. Accordingly, specific details relating to the maturity/due date and repayment schedule are not predetermined and may vary based on the funding requirements prevailing at the relevant time. The transactions are unsecured and, accordingly, no security or security coverage ratio is applicable. Funds drawn under the arrangement are utilized for meeting the working-capital requirements of the participating entity in the ordinary course of its business.
2	Interest rate (in terms of numerical value or base rate and applicable spread)	
3	Cost of borrowing Note: This shall include all costs associated with the borrowing	
4	Maturity / due date	
5	Repayment schedule & terms	
6	Whether secured or unsecured	
7	If secured, the nature of security & security coverage ratio	
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	
C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Latest credit rating of the related party	The related party forms part of the Iveco group and benefits from the Group's overall financial strength and reputation. Accordingly, credit rating assigned by Fitch Ratings to Iveco Group N.V. *i.e.,* Long-Term Issuer Default Rating (IDR) of BBB- has been considered.
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. *Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.* In addition, state the following:	Not applicable
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	
	b) Whether the related party has been declared a 'wilful defaulter' by any of its bankers and whether such status is currently subsisting;	
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	

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MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	Not applicable
C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary - For Cash Pooling arrangements		
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction	2.27
	b. After transaction	2.51 The pre- and post-transaction debt-to-equity ratios have been calculated based on the financial position as of December 2025, assuming that the entire proposed intercompany borrowing amount is drawn.
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	The principal repayment obligations, given that these transactions are part of dynamic cash pool arrangements, are not separately disclosed in the audited standalone financial statements and therefore a conventional Debt Service Coverage Ratio are not computed from the audited financial information. The entity has continued to meet its financial obligations as and when they fall due.
	a. Before transaction	
	b. After transaction	

Resolution No. 6

(i) Proposed RPTs between IC Financial Services S.A. and Iveco Espana S.L.

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
A(1) Basic details of the related party		
1	Name of the related party	IC Financial Services S.A. and Iveco Espana S.L.
2	Country of incorporation of the related party	IC Financial Services S.A.: France Iveco Espana S.L.: Spain
3	Nature of business of the related party	IC Financial Services S.A.: Financial services through factoring and securitisation transactions. Iveco Espana S.L.: Manufacture, import, sale and distribution of Iveco vehicles, engines, components, parts and spares.
A(2) Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	IC Financial Services S.A. and Iveco Espana S.L. are wholly owned subsidiaries of Iveco Group N.V. and are indirect subsidiaries of the Company.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	IC Financial Services S.A. and Iveco Espana S.L. do not have any inter se shareholding. IC Financial Services S.A. and Iveco Espana S.L. are indirect subsidiaries of the Company.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	IC Financial Services S.A. and Iveco Espana S.L. do not have any inter se shareholding. IC Financial Services S.A. and Iveco Espana S.L. are indirect subsidiaries of the Company.

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
A(3) Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company up to the quarter immediately preceding the quarter in which the approval is sought.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
A(4) Amount of the proposed transaction(s)		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	₹5,348.67 crore (€ 486.69 million)
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Approx. 6.20%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Approx. 265.20% of the annual standalone turnover of IC Financial Services S.A. and approx. 17.54% of the annual standalone turnover of Iveco Espana S.L. for the immediately preceding financial year.
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	Approx. 265.20% of the annual turnover of IC Financial Services S.A. and approx. 17.54% of the annual turnover of Iveco Espana S.L. for the immediately preceding financial year.
6	Financial performance of the related party for the immediately preceding financial year: (turnover, networth and PAT) Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	IC Financial Services S.A. and Iveco Espana S.L. follow the January to December financial year. As per the standalone financial statements for the financial year ended December 31, 2025:

Particulars	IC Financial Services S.A.	Iveco Espana S.L.
Turnover	₹2,016.83 crore (€ 183.52 million)	₹30,498.96 crore (€ 2,775.16 million)
Profit After Tax	₹206.33 crore (€ 18.77 million)	₹706.61 crore (€ 64.30 million)
Net Worth	₹3,005.61 crore (€ 273.49 million)	₹7,842.68 crore (€ 713.62 million)

(For presentation purposes, the exchange rate of ₹109.9 has been considered. Since the transactions are between two foreign subsidiaries, approval shall be deemed to be given for the values stated in Euros.)

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MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
A(5) Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of services including factoring recovery and reimbursement of expenses
2	Details of each type of the proposed transaction	• Rendering of services -Technical / Non -Technical / Others • Reimbursement of expenses • Recovery of expenses • Factoring - The proposed limit represents the maximum value of receivables that may be assigned or transferred in a single transaction during the Relevant Period **Background on factoring arrangement** Under the factoring arrangement, Iveco Group N.V. and its subsidiaries (operating entities) avail factoring services from group financing entities, in connection with its trade receivables on a non-recourse basis. Under such arrangements, eligible receivables are assigned/ transferred by the operating entities to the financing entity for collection and funding purposes. The operating entities pay factoring (discounting) charges to financing entities for receiving factoring services basis arm's length policy. Such arrangements enable Iveco Group N.V. and its subsidiaries to improve liquidity, optimise working capital and enhance cash flow management. These arrangements are undertaken in the ordinary course of business, and the applicable discount, fees and other commercial terms are determined in accordance with the Group's policies and applicable arm's-length principles.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Transaction for period from October 30, 2026 till March 31, 2027
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹5,348.67 crore (€ 486.69 million)
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The RPTs are undertaken in the ordinary course of business and on an arm's length basis and are considered beneficial to the Company and its subsidiaries. These transactions enable smooth and uninterrupted business operations through a consistent supply of requisite quality and quantity of facilities, leading to operational efficiencies, cost optimization, and enhanced productivity. Further, they are aligned with the Group's business strategy and contribute to overall group synergy within the Group.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	None of the promoter(s), director(s), key managerial personnel of the Company have interest in the transaction, whether directly or indirectly. Further, none of the director(s)/ key managerial personnel of IC Financial Services S.A. and Iveco Espana S.L. are interested in the transaction.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	The proposed RPTs have been reviewed by a reputed independent external consulting firm for pricing and arm's length compliance, and the report confirms that the same are at arm's length. The report is available for inspection by the Members and can also be accessed through the weblink and QR code provided in the Notes section of the Notice.
9	Other information relevant for decision making.	All relevant information forms part of this disclosure setting out the requisite facts.

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The pricing mechanism for RPTs of the transacting subsidiaries is governed by its RPT Pricing framework and is based on the Arm's Length Principle, in line with generally accepted guidelines including the OECD Guidelines. The pricing policy applicable to such transactions is benchmarked by an independent transfer pricing consultant to ensure that they are at arm's length, as if the transactions were undertaken with unrelated third parties.
2	Basis of determination of price.	
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade Advance b. Tenure c. Whether same is self-liquidating?	None

(ii) Proposed RPTs between IC Financial Services S.A. and Iveco France S.A.S.

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
A(1) Basic details of the related party		
1	Name of the related party	IC Financial Services S.A. and Iveco France S.A.S.
2	Country of incorporation of the related party	IC Financial Services S.A.: France Iveco France S.A.S.: France
3	Nature of business of the related party	IC Financial Services S.A.: Financial services through factoring and securitisation transactions. Iveco France S.A.S.: Manufacturing / distribution entity.
A(2) Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	IC Financial Services S.A. and Iveco France SAS are wholly owned subsidiaries of Iveco Group N.V. and are indirect subsidiaries of the Company.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	IC Financial Services S.A. holds 0.000014% in IC Financial Services S.A. IC Financial Services S.A. and Iveco France SAS are indirect subsidiaries of the Company.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Iveco France S.A.S holds 0.000014% in IC Financial Services S.A. IC Financial Services S.A. and Iveco France S.A.S are indirect subsidiaries of the Company.
A(3) Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.

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MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company up to the quarter immediately preceding the quarter in which the approval is sought.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
A(4) Amount of the proposed transaction(s)		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	₹9,573.64 crore (€ 871.12 million)
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Approx. 11.09%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Approx. 474.69% of the annual standalone turnover of IC Financial Services S.A. and approx. 37.38% of the annual standalone turnover of Iveco France SAS for the immediately preceding financial year.
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	Approx. 474.69% of the annual turnover of IC Financial Services S.A. and approx. 37.38% of the annual turnover of Iveco France SAS for the immediately preceding financial year.
6	Financial performance of the related party for the immediately preceding financial year: (turnover, networth and PAT) Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	IC Financial Services S.A. and Iveco France S.A.S. follow the January to December financial year. As per the standalone financial statements for the financial year ended December 31, 2025:

Particulars	IC Financial Services S.A.	Iveco France S.A.S.
Turnover	₹2,016.83 crore (€ 183.52 million)	₹25,612.62 crore (€ 2,330.54 million)
Profit After Tax	₹206.33 crore (€ 18.77 million)	₹-932.84 crore (€ -84.88 million)
Net Worth	₹3,005.61 crore (€ 273.49 million)	₹3,877.40 crore (€ 352.81 million)

(For presentation purposes, the exchange rate of ₹109.9 has been considered. Since the transactions are between two foreign subsidiaries, approval shall be deemed to be given for the values stated in Euros.)

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
A(5) Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of services including factoring, recovery and reimbursement of expenses
2	Details of each type of the proposed transaction	• Rendering of services -Technical / Non -Technical / Others • Reimbursement of expenses • Recovery of expenses • Factoring - The proposed limit represents the maximum value of receivables that may be assigned or transferred in a single transaction during the Relevant Period **Background on factoring arrangement** Under the factoring arrangement, Iveco Group N.V. and its subsidiaries (operating entities) avail factoring services from group financing entities, in connection with its trade receivables on a non-recourse basis. Under such arrangements, eligible receivables are assigned/ transferred by the operating entities to the financing entity for collection and funding purposes. The operating entities pay factoring (discounting) charges to financing entities for receiving factoring services basis arm's length policy. Such arrangements enable Iveco Group N.V. and its subsidiaries to improve liquidity, optimise working capital and enhance cash flow management. These arrangements are undertaken in the ordinary course of business, and the applicable discount, fees and other commercial terms are determined in accordance with the Group's policies and applicable arm's-length principles.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Transaction for period from October 30, 2026 till March 31, 2027
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹9,573.64 crore (€ 871.12 million)
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The RPTs are undertaken in the ordinary course of business and on an arm's length basis and are considered beneficial to the Company and its subsidiaries. These transactions enable smooth and uninterrupted business operations through a consistent supply of requisite quality and quantity of facilities, leading to operational efficiencies, cost optimization, and enhanced productivity. Further, they are aligned with the Group's business strategy and contribute to overall group synergy within the Group.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	None of the promoter(s), director(s), key managerial personnel of the Company have interest in the transaction, whether directly or indirectly. Further, none of the director(s)/ key managerial personnel of IC Financial Services S.A. and Iveco France SAS are interested in the transaction.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	The proposed RPTs have been reviewed by a reputed independent external consulting firm for pricing and arm's length compliance, and the report confirms that the same are at arm's length. The report is available for inspection by the Members and can also be accessed through the weblink and QR code provided in the Notes section of the Notice.
9	Other information relevant for decision making.	All relevant information forms part of this disclosure setting out the requisite facts.

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MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The pricing mechanism for RPTs of the transacting subsidiaries is governed by its RPT Pricing framework and is based on the Arm's Length Principle, in line with generally accepted guidelines including the OECD Guidelines. The pricing policy applicable to such transactions is benchmarked by an independent transfer pricing consultant to ensure that they are at arm's length, as if the transactions were undertaken with unrelated third parties.
2	Basis of determination of price.	
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade Advance b. Tenure c. Whether same is self-liquidating?	None

(iii) Proposed RPTs between IC Financial Services S.A. and Iveco Capital Solutions S.p.A

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
A(1) Basic details of the related party		
1	Name of the related party	IC Financial Services S.A. and Iveco Capital Solutions S.p.A
2	Country of incorporation of the related party	IC Financial Services S.A.: France Iveco Capital Solutions S.p.A: Italy
3	Nature of business of the related party	IC Financial Services S.A.: Financial services through factoring and securitisation transactions. Iveco Capital Solutions S.p.A: Engaged in providing financing, leasing, rental and related financial services.
A(2) Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	IC Financial Services S.A. and Iveco Capital Solutions S.p.A are wholly owned subsidiaries of Iveco Group N.V. and are indirect subsidiaries of the Company.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	IC Financial Services S.A. and Iveco Capital Solutions S.p.A do not have any inter se shareholding. IC Financial Services S.A. and Iveco Capital Solutions S.p.A are indirect subsidiaries of the Company.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary)	IC Financial Services S.A. and Iveco Capital Solutions S.p.A do not have any inter se shareholding. IC Financial Services S.A. and Iveco Capital Solutions S.p.A are indirect subsidiaries of the Company.

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
A(3) Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company up to the quarter immediately preceding the quarter in which the approval is sought.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
A(4) Amount of the proposed transaction(s)		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	₹ 4,257.43 crore (€ 387.39 million)
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Approx. 4.93%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Approx. 211% of the annual standalone turnover of IC Financial Services S.A. and approx. 160% of the annual standalone turnover of Iveco Capital Solutions S.p.A for the immediately preceding financial year.
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	Approx. 211% of the annual standalone turnover of IC Financial Services S.A. and approx. 160% of the annual standalone turnover of Iveco Capital Solutions S.p.A for the immediately preceding financial year.
6	Financial performance of the related party for the immediately preceding financial year: (turnover, networth and PAT) Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis	IC Financial Services S.A. and Iveco Capital Solutions S.p.A follow the January to December financial year. As per the standalone financial statements for the financial year ended December 31, 2025:

Particulars	IC Financial Services S.A.	Iveco Capital Solutions S.p.A
Turnover	₹2,016.83 crore (€ 183.52 million)	₹2,664.79 crore (€ 242.47 million)
Profit After Tax	₹206.33 crore (€ 18.77 million)	₹782.11 crore (€ 71.17 million)
Net Worth	₹3,005.61 crore (€ 273.49 million)	₹3,552.73 crore (€ 323.27 million)

(For presentation purposes, the exchange rate of ₹109.9 has been considered. Since the transactions are between two foreign subsidiaries, approval shall be deemed to be given for the values stated in Euros.)

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MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
A(5) Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of services, recovery of expenses, issuance of securitization junior notes
2	Details of each type of the proposed transaction	• Rendering of services -Technical / Non -Technical / Others • Reimbursement of expenses • Recovery of expenses • Issue of securitization Junior Notes • Securitization interest paid **Background on securitisation arrangement** Under the group's receivables securitisation programme, the securitisation vehicle acquires portfolios of trade receivables originated by entities within the Iveco group and finances such acquisition through the issuance of asset-backed securities, including senior notes subscribed by third-party financial institutions and Junior Notes subscribed by Iveco Capital Solutions S.p.A The arrangement is intended to enhance funding efficiency, optimize liquidity and support efficient credit and receivables management within the Group.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Transaction for period from October 30, 2026 till March 31, 2027
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹ 4,257.43 crore (€387.39 million)
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The RPTs are undertaken in the ordinary course of business and on an arm's length basis and are considered beneficial to the Company and its subsidiaries. These transactions enable smooth and uninterrupted business operations through a consistent supply of requisite quality and quantity of facilities, leading to operational efficiencies, cost optimization, and enhanced productivity. Further, they are aligned with the Group's business strategy and contribute to overall group synergy within the Group.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	None of the promoter(s), director(s), key managerial personnel of the Company have interest in the transaction, whether directly or indirectly. Following are the common directors/KMP on the Board of IC Financial Services S.A. and Iveco Capital Solutions S.p.A: 1. Acerbi Emiliano 2. Bretto Enrico 3. Fissore Dario 4. Ghinamo Paola 5. Olivati Simone 6. Olivotto Stefano 7. Serpieri Luca Their interest or concern is limited only to the extent of their holding directorship in IC Financial Services S.A. and Iveco Capital Solutions S.p.A They do not hold, directly or indirectly, any shares in IC Financial Services S.A. and Iveco Capital Solutions S.p.A

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	The proposed RPTs have been reviewed by a reputed independent external consulting firm for pricing and arm's length compliance, and the report confirms that the same are at arm's length. The report is available for inspection by the Members and can also be accessed through the weblink and QR code provided in the Notes section of the Notice.
9	Other information relevant for decision making.	All relevant information forms part of this disclosure setting out the requisite facts.
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	The pricing mechanism for RPTs of the transacting subsidiaries is governed by its RPT Pricing framework and is based on the Arm's Length Principle, in line with generally accepted guidelines including the OECD Guidelines. The pricing policy applicable to such transactions is benchmarked by an independent transfer pricing consultant to ensure that they are at arm's length, as if the transactions were undertaken with unrelated third parties.
2	Basis of determination of price	
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade Advance b. Tenure c. Whether same is self-liquidating?	None
B(3) Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary – For securitisation arrangement		
1	Source of funds in connection with the proposed transaction	The proposed transaction involves subscription to subordinated Junior Notes issued under the Iveco group's receivables securitisation programme. The Junior Notes are backed by a portfolio of trade receivables, with the return and repayment subject to the performance of the underlying receivables and the terms of the securitisation documents. The commercial terms are determined in accordance with the applicable transaction documents, Group policies and arm's-length principles. The investment is made out of the internal accruals, available liquidity and/or other permitted sources of funds, in accordance with the treasury framework and applicable internal policies and applicable laws of the jurisdiction. The subscription proceeds are utilized by the securitisation vehicle towards the acquisition and financing of a portfolio of trade receivables originated by entities within the Iveco group, and for meeting related costs, expenses, reserves and other obligations under the securitisation programme.

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MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
2	Where any financial indebtedness is incurred to make investment, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	The proposed transaction involves subscription to subordinated Junior Notes issued under the Iveco group's receivables securitisation programme. The Junior Notes are backed by a portfolio of trade receivables, with the return and repayment subject to the performance of the underlying receivables and the terms of the securitisation documents. The commercial terms are determined in accordance with the applicable transaction documents, Group policies and arm's-length principles. The investment is made out of the internal accruals, available liquidity and/or other permitted sources of funds, in accordance with the treasury framework and applicable internal policies and applicable laws of the jurisdiction. The subscription proceeds are utilized by the securitisation vehicle towards the acquisition and financing of a portfolio of trade receivables originated by entities within the Iveco group, and for meeting related costs, expenses, reserves and other obligations under the securitisation programme.
3	Purpose for which funds shall be utilized by the investee company	
4	Material terms of the proposed transaction	

Since the securitisation transactions are undertaken between the subsidiaries of the Company and the aggregate value of such transactions does not exceed the materiality threshold applicable to the Company under Regulation 23 of the SEBI Listing Regulations, the disclosures prescribed under Part C of the RPT Industry Standards are not applicable in respect of such transactions.

Resolution No. 7

(i) Proposed RPTs between Iveco Capital Solutions S.p.A and Iveco Deutschland AG

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
A(1) Basic details of the related party		
1	Name of the related party	Iveco Capital Solutions S.p.A and Iveco Deutschland AG
2	Country of incorporation of the related party	Iveco Capital Solutions S.p.A: Italy Iveco Deutschland AG: Germany
3	Nature of business of the related party	Iveco Capital Solutions S.p.A: Engaged in providing financing, leasing, rental and related financial services. Iveco Deutschland AG: Development, distribution and servicing of light, medium and heavy commercial vehicles, buses, special vehicles, used vehicles and spare parts in Germany.
A(2) Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Iveco Capital Solutions S.p.A and Iveco Deutschland AG are wholly owned subsidiaries of Iveco Group N.V. and are indirect subsidiaries of the Company.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Iveco Capital Solutions S.p.A and Iveco Deutschland AG do not have any inter se shareholding. Iveco Capital Solutions S.p.A and Iveco Deutschland AG are indirect subsidiaries of the Company.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Iveco Capital Solutions S.p.A and Iveco Deutschland AG do not have any inter se shareholding. Iveco Capital Solutions S.p.A and Iveco Deutschland AG are indirect subsidiaries of the Company.

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
A(3) Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company up to the quarter immediately preceding the quarter in which the approval is sought.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not applicable since Iveco Group N.V. and its subsidiaries were not related parties of the Company in the previous financial year.
A(4) Amount of the proposed transaction(s)		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	₹4,528.40 crore (€ 412.05 million)
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Approx. 5.25%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Approx. 169.93% of the annual standalone turnover of Iveco Capital Solutions S.p.A and approx. 27.65% of the annual standalone turnover of Iveco Deutschland AG for the immediately preceding financial year.
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	Approx. 169.93% of the annual turnover of Iveco Capital Solutions S.p.A and approx. 27.65% of the annual turnover of Iveco Deutschland AG for the immediately preceding financial year.
6	Financial performance of the related party for the immediately preceding financial year: (turnover, networth and PAT) Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	Iveco Capital Solutions S.p.A and Iveco Deutschland AG follow the January to December financial year. As per the standalone financial statements for the financial year ended December 31, 2025:

Particulars	Iveco Capital Solutions S.p.A	Iveco Deutschland AG
Turnover	₹2,664.79 crore (€ 242.47 million)	₹16,377.67 crore (€ 1,490.23 million)
Profit After Tax	₹782.11 crore (€ 71.17 million)	₹-1,553.88 crore (€ -141.39 million)
Net Worth	₹3,552.73 crore (€ 323.27 million)	₹2,719.15 crore (€ 247.42 million)

(For presentation purposes, the exchange rate of ₹109.9 has been considered. Since the transactions are between two foreign subsidiaries, approval shall be deemed to be given for the values stated in Euros.)

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MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
A(5) Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of services, including factoring, reimbursement of expenses
2	Details of each type of the proposed transaction	• Rendering of services -Technical / Non -Technical / Others • Reimbursement of expenses • Factoring - The proposed limit represents the maximum value of receivables that may be assigned or transferred in a single transaction during the Relevant Period **Background on factoring arrangement** Under the factoring arrangement, Iveco Group N.V. and its subsidiaries (operating entities) avail factoring services from group financing entities, in connection with its trade receivables on a non-recourse basis. Under such arrangements, eligible receivables are assigned/ transferred by the operating entities to the financing entity for collection and funding purposes. The operating entities pay factoring (discounting) charges to financing entities for receiving factoring services basis arm's length policy. Such arrangements enable Iveco Group N.V. and its subsidiaries to improve liquidity, optimise working capital and enhance cash flow management. Such arrangements also support efficient receivables administration and financing requirements in the ordinary course of business. These arrangements are undertaken in the ordinary course of business, and the applicable discount, fees and other commercial terms are determined in accordance with the Group's policies and applicable arm's-length principles.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Transaction for period from October 30, 2026 till March 31, 2027
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹4,528.40 crore (€ 412.05 million)
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The RPTs are undertaken in the ordinary course of business and on an arm's length basis and are considered beneficial to the Company and its subsidiaries. These transactions enable smooth and uninterrupted business operations through a consistent supply of requisite quality and quantity of facilities, leading to operational efficiencies, cost optimization, and enhanced productivity. Further, they are aligned with the Group's business strategy and contribute to overall group synergy within the Group.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	None of the promoter(s), director(s), key managerial personnel of the Company have interest in the transaction, whether directly or indirectly. Further, none of the director(s)/ key managerial personnel of Iveco Capital Solutions S.p.A and Iveco Deutschland AG are interested in the transaction.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	The proposed RPTs have been reviewed by a reputed independent external consulting firm for pricing and arm's length compliance, and the report confirms that the same are at arm's length. The report is available for inspection by the Members and can also be accessed through the weblink and QR code provided in the Notes section of the Notice.

MINIMUM / ADDITIONAL INFORMATION OF THE PROPOSED RPT		
Sr. No.	**Particulars of the Information**	**Information provided by the Management**
9	Other information relevant for decision making.	All relevant information forms part of this disclosure setting out the requisite facts.
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	The pricing mechanism for RPTs of the transacting subsidiaries is governed by its RPT Pricing framework and is based on the Arm's Length Principle, in line with generally accepted guidelines including the OECD Guidelines. The pricing policy applicable to such transactions is benchmarked by an independent transfer pricing consultant to ensure that they are at arm's length, as if the transactions were undertaken with unrelated third parties.
2	Basis of determination of price	
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade Advance b. Tenure c. Whether same is self-liquidating?	None

Date: October 31, 2026
Place: Mumbai

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By Order of the Board of Directors
Sd/-
Ranjan Kumar
General Counsel & Company Secretary
Membership No. ACS: 16192