M R B & ASSOCIATES
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To,
The Trustees of
TCL EMPLOYEE WELFARE TRUST

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **TCL EMPLOYEE WELFARE TRUST** ("the Trust"), which comprise the Balance Sheet as at March 31, 2026 and the Statement of Income & Expenditure for the year then ended, and notes to the financial statements, including summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Trust as at March 31, 2026, and its surplus for the year then ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) issued by ICAI. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Trust in accordance with the Code of Ethics issued by the ICAI and we have fulfilled our other ethical responsibilities in accordance with the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Trustee's Responsibility for the Financial Statements

The trust trustees are responsible for the preparation of these financial statements that give a true and fair view of the financial position and income and expenditure of the Trust in accordance with the accounting principles generally accepted in India.

This responsibility includes design, implementation and maintenance of internal controls relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, trustees are responsible for assessing the Trust's ability to continue as a going concern, disclosing, as applicable, matters related to the going concern and using the going concern basis of accounting unless trustee either intends to liquidate the Trust or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Trust's financial reporting process.

M R B & ASSOCIATES
FRN NO. 136306W
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT *(CONTINUED)*

Auditor's Responsibilities for the Audit of Financial Statements

Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that include our opinion. Reasonable assurance is high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatement can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of user taken on the basis of these financial statements.

Report on Other Legal and Regulatory Requirements

We further report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Trust so far as it appears from our examination of those books.

(c) The Balance Sheet and the Statement of Income and Expenditure dealt with by this Report are in agreement with the books of account.

(d) In our opinion and to the best of our information and according to the explanations given to us, the balance sheet and the income and expenditure account gives a true and fair view of the state of affairs of the Trust as at March 31, 2026 and are in conformity with the accounting principles generally accepted in India.

For M R B & Associates
Chartered Accountants,
Firm Registration Number: 136306W

M R B & ASSOCIATES FRN NO. 136306W CHARTERED ACCOUNTANTS

Manish R Bohra
Partner
Membership No.: 058431
Place: Mumbai
Date: April 20, 2026
UDIN: 26058431NTASTM7727

TCL EMPLOYEE WELFARE TRUST

BALANCE SHEET AS ON MARCH 31, 2026

	Schedule	AS ON MARCH 31, 2026 Rupees	AS ON MARCH 31, 2025 Rupees
LIABILITIES			
Contribution from Settlor		10,000	10,000
Reserves & Surplus			
Surplus in Income and Expenditure Statement		1,13,48,68,364	73,27,23,807
Non Current Liabilities			
Loans from Companies			
Tata Capital Limited		74,06,26,247	74,06,26,247
Tata Capital Housing Finance Limited		2,36,81,839	2,36,81,839
Current Liabilities and Provisions			
Advance towards allotment of shares		1,71,636	2,56,436
Payable to Companies		-	5,140
Provision for Expenses		41,300	41,300
Provision for Tax (Net of Advance Tax)		-	9,86,403
TOTAL		**1,89,93,99,386**	**1,49,83,31,172**
ASSETS			
Investments (Long-term)	1	85,52,89,246	98,15,08,844
Balances with scheduled commercial bank			
- In saving A/c		26,86,748	25,09,516
- In deposit A/c		1,03,87,08,140	51,42,72,443
Other Receivables		43,126	40,369
Advance Tax (Net of Provision of Tax)		26,72,125	-
TOTAL		**1,89,93,99,386**	**1,49,83,31,172**

See accompanying notes forming part of the financial statements — 2

As per our report of even date

For M R B & Associates

Chartered Accountants

Firm Registration Number: 136306W

M R B & ASSOCIATES ★ FRN NO. 136306W ★ CHARTERED ACCOUNTANTS

Manish R Bohra

Partner

Membership Number: 058431

Mumbai,

April 20, 2026

For TCL Employee Welfare Trust

Mr. Dhan Tata

Trustee

Mr. Umesh Maskeri

Trustee

Mr. Kamlesh Parekh

Trustee

TCL EMPLOYEE WELFARE TRUST
INCOME AND EXPENDITURE STATEMENT
FOR THE YEAR ENDED MARCH 31, 2026

	FOR THE YEAR ENDED MARCH 31, 2026	FOR THE YEAR ENDED MARCH 31, 2025
	Rupees	Rupees
INCOME		
Profit on sale of Investments	44,51,12,913	27,62,02,784
Interest on bank balances and fixed deposits	6,19,24,402	3,25,26,658
Dividend income	1,34,44,378	89,82,157
Miscellaneous Income	59	18
TOTAL	**52,04,81,752**	**31,77,11,617**
EXPENDITURE		
Audit fees	1,23,900	41,300
TOTAL	**1,23,900**	**41,300**
Net Surplus/(Deficit) for the year	**52,03,57,852**	**31,76,70,317**
Less: Provision for Taxes		
Provision for Income Tax	(11,82,13,295)	(7,05,54,190)
Earlier year taxes	-	-
Surplus Brought Forward from previous year/s	73,27,23,807	48,56,07,680
Surplus c/f to Balance Sheet	**1,13,48,68,364**	**73,27,23,807**

See accompanying notes forming part of the financial statements (Schedule - 2)
As per our report of even date

For M R B & Associates
Chartered Accountants
Firm Registration Number: 136306W

M R B & ASSOCIATES FRN NO. 136306W CHARTERED ACCOUNTANTS

Manish R Bohra
Partner
Membership Number: 058431
Mumbai,
April 20, 2026

For TCL Employee Welfare Trust

Mr. Dhan Tata
Trustee

Mr. Umesh Maskeri
Trustee

Mr. Kamlesh Parekh
Trustee

Significant accounting policies and notes
Forming part of financial statements as at March 31, 2026

TCL EMPLOYEE WELFARE TRUST
Investments as on MARCH 31, 2026

Sr. No	Particulars	2025-26		2024-25	
		Equity		Equity	
		Units	Cost (Rs.)	Units	Cost (Rs.)
1	Opening Balance	3,74,86,983	98,15,08,844	4,33,52,729	97,35,40,861
2	Purchases during the year	4,25,715	14,60,20,245	5,41,200	15,20,77,200
3	Sale during the year	(97,36,407)	(27,22,39,843)	(64,06,946)	(14,41,09,217)
	Closing Balance	**2,81,76,291**	**85,52,89,246**	**3,74,86,983**	**98,15,08,844**

M R B & ASSOCIATES ★ FRN NO. 136306W ★ CHARTERED ACCOUNTANTS

TCL EMPLOYEE WELFARE TRUST

SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF FINANCIAL STATEMENTS

Schedule 2

I. BACKGROUND:

Tata Capital Limited ("TCL" or "Company") had introduced the Tata Capital Limited Employee Stock Purchase/Option Scheme ("Scheme"), with effect from March 2, 2010. The Scheme is administered through the TCL Employee Welfare Trust ("Trust"). The objective of the Scheme was to facilitate employee participation in the ownership of the Company by offering Equity Shares of the Company to eligible employees of TCL and its subsidiaries.

The Company has issued 6,34,00,000 Equity Shares of Rs. 10 each at a premium of Rs. 2 per share in FY 2009-10, 68,34,526 Equity Shares of Rs. 10 each at a premium of Rs. 10 per share in FY 2012-13, 6,63,008 Equity Shares of Rs. 10 each at a premium of Rs. 125.10 per share in FY 2022-23, 8,66,612 Equity Shares of Rs. 10 each at a premium of Rs. 152.90 per share in FY 23-24 and 5,41,200 Equity Shares of Rs. 10 each at a premium of Rs. 271 per share in FY 24-25 to the Trust. During FY 25-26, the company has further issued 4,25,715 Equity Shares of Rs. 10 each at a premium of Rs. 333 per share to the Trust. The Trust shall transfer shares to eligible employees of the Company and its subsidiaries pursuant to provisions of the ESOP Scheme and Trust deed.

II. SIGNIFICANT ACCOUNTING POLICIES:

a) Basis of preparation of Financial Statements

The Ministry of Corporate Affairs ("MCA"), in 2015, had notified the Companies (Indian Accounting Standards ("IND AS")) Rules 2015 ("Rules"), which stipulated the adoption and applicability of IND AS in a phased manner for accounting periods beginning on or after April 1, 2016, with comparatives for the period ending on March 31, 2016, or thereafter. The Rules listed out the categories of Companies, other than Banking Companies, Insurance Companies and Non-Banking Finance Companies ("NBFCs") which were obligated to comply with IND AS. Thereafter, the Reserve Bank of India ("RBI") through circular on February 11, 2016 ("Circular") confirmed the implementation of IND AS for NBFCs for accounting periods beginning on or after April 1, 2018, with comparatives for the period ending on March 31, 2018 or thereafter. The Circular was notified by the MCA through a communication dated March 30, 2016. IND AS is also applicable to Holding, Subsidiary, Joint Venture and Associate Companies of all the Companies covered by the Rules and the Circular. The Trust, not being a Company, does not fall within any of the categories obligated to comply with IND AS. As a result, the financial statements have been prepared and presented under historical cost convention on accrual basis of accounting and comply with Generally Accepted Accounting Principles in India ("IGAAP") and the relevant Guidance Notes and Accounting Standards issued by the Institute of Chartered Accountants in India to the extent applicable to the Trust.

b) Use of estimates

The preparation of financial statements in conformity with IGAAP requires the Trustees of the Trust to make estimates and assumptions that affect the reported balances of assets and liabilities, revenues and expenses and disclosures relating to the contingent liabilities. The Trustees believe that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods.

M R B & ASSOCIATES ★ CHARTERED ACCOUNTANTS ★ FRN NO. 136306W

TCL EMPLOYEE WELFARE TRUST

SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF FINANCIAL STATEMENTS

Schedule 2

III. NOTES TO ACCOUNTS

a) Revenue recognition

Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.

Income from dividend on investment in equity shares of corporate bodies are accounted when received or on accrual basis when such dividend has been declared by the corporate bodies in their annual general meetings and the Trust's right to receive payment is established.

b) Investments

Investments are classified into current investments and long-term investments.

i. Long-term investments

Long-term investments are stated at cost. Provision for diminution is made to recognize a decline, other than temporary, in the value of such investments.

ii. Current investments

Current Investments are stated at the lower of cost or market value.

M R B & ASSOCIATES ★ CHARTERED ACCOUNTANTS ★ FRN NO. 136306W

TCL EMPLOYEE WELFARE TRUST

SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF FINANCIAL STATEMENTS

Schedule 2

III. NOTES TO ACCOUNTS

c) Provision for taxes

Provision for tax expense comprises the expected current tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date. Current tax asset and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

d) Cash and bank balances

Cash and bank balances including fixed deposits are carried at amortised cost.

For M R B & Associates
Chartered Accountants
Firm Registration Number: 136306W

M R B & ASSOCIATES ★ FRN NO. 136306W ★ CHARTERED ACCOUNTANTS

Manish R Bohra
Partner
Membership Number: 058431
Mumbai,
April 20, 2026

For TCL Employee Welfare Trust

Mr. Dhan Tata
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