

# Governance framework


**Ratan Tata**

Chairman Emeritus

Mr. Tata was the Chairman of Tata Sons from 1991 till his retirement in December 2012. He also chaired the Boards of major operating Tata Companies and the Tata Trusts. Under his stewardship, various group restructuring initiatives were undertaken to leverage global opportunities for the Tata Group which was in the business from salt to software, growing Group revenues and profitability by over 40 times.

He was on the Company's Board for 32+ years from 1981 till his retirement, including as Chairman during the last 24 years. During this exciting phase, the Company transitioned from a domestic truck company to a global automobile company traversing milestones such as, the launch of the wholly indigenous Indica, the peoples, car – Tata Nano, the very successful series of small vehicles – Tata Ace, acquisition of the iconic Jaguar Land Rover, Daewoo Commercial Vehicles and joint ventures with Fiat and Marcopolo. In recognition of his visionary leadership, strategic direction and stewardship and with a view to continue receiving his guidance, counsel and advice, the Board had in December 2012 conferred to Mr. Tata the title of Chairman Emeritus.

He is the Chairman of the Tata Trusts which are amongst India's oldest, non-sectarian philanthropic organisations that work in several areas of community development. He is the Chairman of The Council of Management of Tata Institute of Fundamental Research and trustee of Cornell University and the University of Southern California.

## Board of Directors


**Natarajan Chandrasekaran**

Non-Executive Director and Chairman

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Mr. Chandrasekaran is the Chairman of the Board of Tata Sons, the holding company of the Tata group. He also chairs the Boards of the major operating group companies and is an active member of India's bilateral business forums. He serves as a Director on the Board of Reserve Bank of India (RBI). He has served 30+ years with the Tata Consulting Services rising through the ranks to become its CEO and Managing Director, the leading global IT solutions and consulting firm.

He is a post-graduate in Computer Applications from Regional Engineering College, Tamil Nadu, and is the recipient of several awards from various industry bodies.


**Om Prakash Bhatt**

Non-Executive, Independent Director

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Mr. Bhatt is on the Boards of several multinational companies. He was the Chairman of the State Bank Group. Under his leadership, State Bank of India (SBI) rose on the global list rankings of Fortune 500. Besides chairing the Indian Banks' Association, he has also served as the Indian diplomat on the India-US CEO Forum, Indo-French CEO Forum and Indo-Russia CEO Forum.

He was the National Science Talent Search Scholar in Physics at DAV College, Dehradun, and holds a post-graduate degree in English Literature from Meerut University.

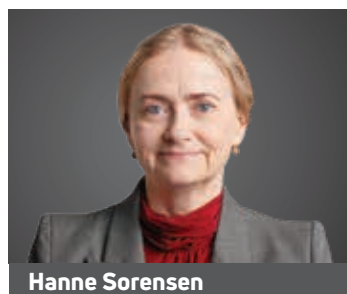

**Nasser Munjee**

Non-Executive, Independent Director

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Mr. Munjee is on the Board of various multinational companies and trusts. He was a Technical Advisor on the World Bank's Public-Private Partnership Infrastructure and Advisory Fund, and is the Chairman of Development Credit Bank (DCB). He has served with HDFC Bank for 20+ years, across various positions, including as Executive Director. He was the Managing Director of Infrastructure Development Finance Co. Ltd. (IDFC).

He holds graduate and post-graduate degrees from the London School of Economics.


**Hanne Sorensen**

Non-Executive, Independent Director

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Ms. Sorensen, a Danish national, is on the Boards of various international companies. Previously, she was engaged in various roles within the A.P. Moller – Maersk A/S Group in Denmark between 1994 and 2016, including as the CEO of Damco, the CEO of Maersk Tankers, and the Senior Vice-President and Chief Commercial Officer of Maersk Line.

She is a post-graduate in Economics and Management from the University of Aarhus.

**Vinesh Kumar Jairath**

Non-Executive,  
Independent Director

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Mr. Jairath is on the Board of various Indian companies. He has served in numerous important positions with the Government of India and the State Government of Maharashtra. He has 25+ years' experience in public administration, rural development, poverty alleviation, infrastructure, finance, industry, urban development, environmental management and the private sector as part of the Indian Administrative Service.

He is a post-graduate in Economics from the University of Manchester.

**Ralf Speth**

Non-Executive Director

Professor Dr. Ralf D. Speth (KBE, FREng) is on the Board of Jaguar Land Rover Automobile PLC, UK, and is its Chief Executive Officer (CEO). He has worked with BMW for 20 years and Ford Motor Company's Premier Automotive Group, where he was the Director of Production, Quality and Product Planning.

He holds a Doctorate in Mechanical Engineering and Business Administration from Warwick University and an engineering degree from Rosenheim University, Germany.

**Falguni Nayar**

Non-Executive,  
Independent Director

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Ms. Nayar is, at present, the founder and CEO of a promising e-commerce start-up, Nykaa.com and is also on the Board of few multinational companies. She has spent 19+ years with Kotak Mahindra Bank, with the last 6 years as Managing Director and CEO of Kotak Investment Bank.

She is a Commerce graduate from University of Mumbai and is a post graduate from Indian Institute of Management (IIM)-Ahmedabad.

**Guenter Butschek**

CEO and  
Managing Director

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Mr. Butschek has 25+ years' global experience in international automotive management, across multiple functions such as production, industrialisation and procurement. Besides Daimler AG, he has worked in the Airbus group as its Chief Operating Officer (COO) and a member of the Group Executive Committee.

He is a graduate in Business Administration and Economics with a Diploma from the University of Cooperative Education, Stuttgart.

**Satish Borwankar**

Executive Director  
and COO

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Mr. Borwankar started his career with Tata Motors in 1974 as a Graduate Engineer Trainee and has served in various operating functions like manufacturing, quality, vendor development and strategic sourcing, rising through the ranks to become its Executive Director and Chief Operating Officer.

He is a graduate in Mechanical Engineering from Indian Institute of Technology (IIT), Kanpur.

## Committees

1	Audit
2	Nomination & Remuneration
3	Stakeholders' Relationship
4	Corporate Social Responsibility
5	Risk Management
6	Executive Committee of the Board
7	Safety, Health and Sustainability

\* Chairperson of the committee

Governance framework

Committees of the Board and their responsibilities

The Board of Directors carry out annual evaluation of its performance and the performance of its committees as well as individual Directors. This involves input from all the Directors. A separate meeting of Independent Directors is held to review the performance of Non-Independent Directors, the performance of our Board of Directors and the performance of the Chairperson of TML. The Independent Directors consider the views of Executive Directors and Non-Executive Directors.

1 Audit

- Review of:
- Quarterly/annual financial statements
  - Adequacy of internal control systems
  - Review of internal audit reports
  - Auditors’ independents, RPT and utilisation of issue proceeds

2 Nomination & Remuneration

- Provide various recommendations to the Board, including:
- Set up and composition of the Board and its Committees
  - Appointment/reappointment of Directors and review and refresh of the Committees
  - Remuneration of Directors and Senior Management

3 Stakeholders’ Relationship

- Review of:
- Statutory compliances relating to security holders and dividend payments
  - Performance of Registrar and Transfer agents
  - Grievance mechanism

4 Corporate Social Responsibility

- Formulate and recommend to the Board:
- Corporate Social Responsibility (CSR) policy
  - Expenditure to be incurred
  - Monitor progress of projects



5 Risk Management

- Assist the Board in:
- Overseeing the risk management process, controls, risk tolerance, capital liquidity and funding
  - Review of Company’s risk governance structure

6 Executive Committee of the Board

- Review of:
- Capital and revenue budget and long-term business strategies and plans and
  - The organisational structure, borrowing and investment transactions
  - Legal cases, acquisitions, divestments, etc.

7 Safety, Health and Sustainability

- Oversee implementation of:
- Safety, health and environmental matters
  - Broad guidelines/policies

Board effectiveness evaluation

The criteria for the performance evaluation of our Board of Directors includes aspects such as our Board of Directors’ composition and structure, and the effectiveness of our Board of Directors’ processes, information flow and functioning. The criteria for the performance evaluation of the individual Directors includes aspects such as the Director’s contribution to our Board of Directors and Committee meetings, including preparation on the issues to be discussed, meaningful and constructive contribution and input during meetings. In addition, the Chairperson is evaluated on the key aspects of his role.

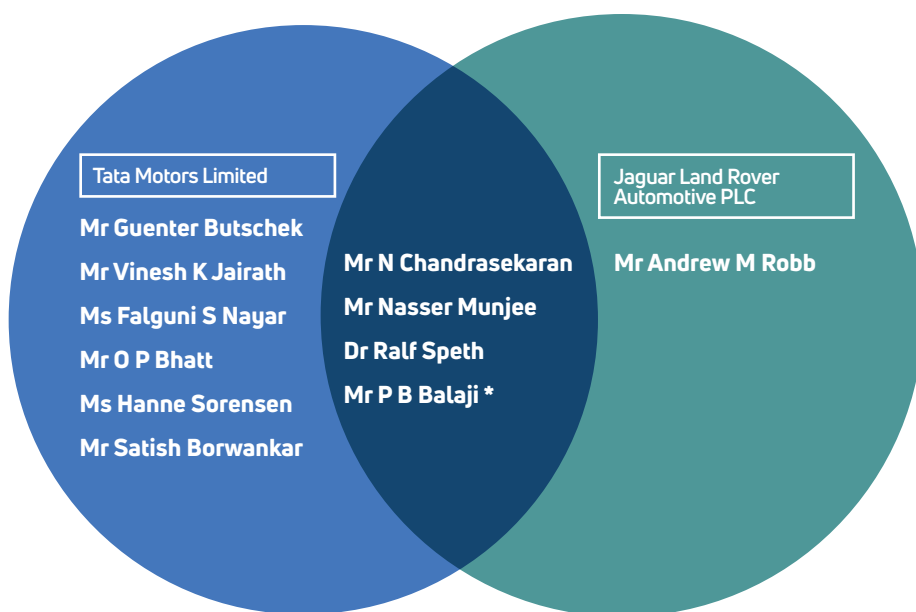
**Board’s key areas of focus**

- Direct, supervise and control the performance of the Company
- Provide leadership and guidance to the Company’s management
- Review the Company’s strategic and business plan
- Monitor the responsibilities delegated to the Board Committees, to ensure proper and effective governance and control of the Company’s activities
- Establish a framework for the risks to be assessed and managed

## Governance framework for TML and JLR

Governance is ensured by the Board and the Committees – comprising two Executive, two Non-Executive and five Independent members who are empowered to take the right decisions for the Company. The Board also brings in diverse and wide experiences to the table in the areas of automobile engineering, business and economics; banking and finance, and legal affairs, coupled with a global outlook. More than half of the members have spent over four years on the Board.

Although there are two different Boards for TML and JLR, there are four common Board members, including the Chairman. One of eight board meetings is held in the UK.

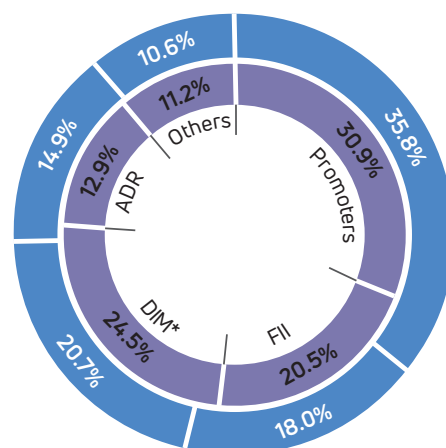


\* Group CFO and Director in Jaguar Land Rover Board

**Total number of shareholders**

**10,13,524**

## Tata Motors Shareholding Pattern



■ Ownership  
■ Voting rights

\*DIM: Domestic Institutions & Mutual Funds

