

Report on Corporate Governance

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

As a Tata Company, the Company's philosophy on Corporate Governance is founded upon a rich legacy of fair, ethical and transparent governance practices, many of which were in place even before they were mandated by adopting the highest standards of professionalism, honesty, integrity and ethical behavior. As a global organization, the Corporate Governance practices followed by the Company and its subsidiaries are compatible with international standards and best practices. Through the Governance mechanism in the Company, the Board along with its Committees undertakes its fiduciary responsibilities to all its stakeholders by ensuring transparency, fairplay and independence in its decision making.

The Corporate Governance mechanism is further strengthened with the adherence to the Tata Business Excellence Model as a means to drive excellence and the Balanced Scorecard methodology for tracking progress on long-term strategic objectives. The Tata Code of Conduct, which articulates the values, ethics and business principles, serves as a guide to the Company, its directors and employees and is supplemented with an appropriate mechanism to report any concerns pertaining to non-adherence to the said Code. The Company has adopted the Governance Guidelines on Board Effectiveness based on current and emerging best practices from both within and outside the Tata Group of companies. The Company is in full compliance with the requirements of Corporate Governance under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI Listing Regulations"). The Company's Depository Programme is listed on the New York Stock Exchange and the Company also complies with US regulations as applicable to Foreign Private Issuers (non-US companies listed on a US Exchange) which cast upon the Board of Directors and the Audit Committee, onerous responsibilities to ensure higher standards of the Company's operating efficiencies. Risk management and the internal control process are focus areas that continue to meet the progressive governance standards.

BOARD OF DIRECTORS

The Board of Directors is the apex body constituted by shareholders for overseeing the Company's overall functioning. It provides strategic direction, leadership and guidance to the Company's management as also monitors the performance of the Company with the objectives of creating long term value for the Company's stakeholders. The Board currently comprises of 9 Directors, out of which 7 Directors (78%) are Non-Executive Directors, including 2 women directors. The Company has a Non-Executive Chairman and 5 Independent Directors, comprising more than half of the total strength of the Board. All the Independent Directors have confirmed that they meet

the 'independence' criteria as mentioned under Regulation 16(1) (b) of the SEBI Listing Regulations and Section 149(6) of the Companies Act, 2013 ("Act") and the Rules framed thereunder.

All the Directors have made necessary disclosures regarding their directorships and other interests as required under Section 184 of the Act and on the Committee positions held by them in other companies. None of the Directors on the Company's Board hold the office of Director in more than 20 companies, including not more than 10 public companies and none of the Directors of the Company are related to each other. In accordance with Regulation 26 of the SEBI Listing Regulations none of the Directors are members in more than 10 committees or act as chairperson of more than 5 committees [the committees being, Audit Committee and Stakeholders' Relationship Committee] across all public limited companies in which he/she is a Director. All Non-Executive Non-Independent Directors, are liable to retire by rotation.

The required information, including information as enumerated in Regulation 17(7) read together with Part A of Schedule II of the SEBI Listing Regulations is made available to the Board of Directors, for discussions and consideration at Board Meetings. The Board reviews the declaration made by the CEO & Managing Director and the Group Chief Financial Officer ("CFO") regarding compliance with all applicable laws on a quarterly basis, as also steps taken to remediate instances of non-compliance, if any.

Pursuant to Regulation 27(2) of the SEBI Listing Regulations, the Company also submits a quarterly compliance report on Corporate Governance to the Indian Stock Exchanges, including details on all material transactions with related parties, within 15 days from the close of every quarter. The CEO & Managing Director and the CFO have certified to the Board on *inter alia*, the accuracy of the financial statements and adequacy of internal controls for financial reporting, in accordance with Regulation 17(8) read together with Part B of Schedule II of the SEBI Listing Regulations, pertaining to CEO and CFO certification for the Financial Year ended March 31, 2018.

During the year under review, 9 Board Meetings were held on April 4, 2017, May 23, 2017, May 31, 2017, July 5, 2017, August 9, 2017, November 9, 2017, January 16, 2018, February 5, 2018 and March 22, 2018. All the agenda papers for the Board and Committee meetings are disseminated electronically on a real-time basis, by uploading them on a secured online application, specifically designed for this purpose, thereby eliminating circulation of printed agenda papers. The composition of the Board, attendance at Board Meetings held during the Financial Year under review and at the last Annual General Meeting, number of directorships (including Tata Motors), memberships/ chairmanships of the Board and Committees of public companies and their shareholding as at March 31, 2018 in the Company are as follows:

Name of the Director	Director Identification Number	Director Category	No. of Board Meetings attended in the year	Attendance %	Attendance at the last AGM	Directorships ⁽¹⁾		Committee positions ⁽²⁾		Holding in shares and other convertible instruments
						Chairman	Member	Chairman	Member	
Mr Natarajan Chandrasekaran	00121863	Non-Executive, Chairman	9	100	Yes	7	-	-	-	-
Dr R A Mashelkar ⁽³⁾⁽⁴⁾	00074119	Non-Executive, Independent	6	100	Yes	-	6	-	3	-
Mr Nasser Munjee	00010180	Non-Executive, Independent	9	100	Yes	2	6	5	1	-
Mr Vinesh Kumar Jairath	00391684	Non-Executive, Independent	9	100	Yes	-	9	2	7	-
Ms Falguni Nayar	00003633	Non-Executive, Independent	7	78	Yes	-	7	4	1	-
Mr Om Prakash Bhatt ⁽⁵⁾	00548091	Non-Executive, Independent	8	100	Yes	-	4	2	4	-
Ms Hanne Sorensen ⁽⁶⁾	08035439	Non-Executive, Independent	3	100	N.A.	-	1	-	1	-
Dr Ralf Speth	03318908	Non-Executive	8	89	Yes	-	2	-	-	-
Mr Guenter Butschek	07427375	CEO and Managing Director	8	89	Yes	-	3	-	1	-
Mr Ravindra Pisharody ⁽⁷⁾	01875848	Executive Director (Commercial Vehicles)	1	20	-	-	5	-	-	-
Mr Satish Borwankar ⁽⁸⁾	01793948	Executive Director & COO	8	89	Yes	-	3	-	1	500 Ordinary Shares

(1) Excludes Directorships in private companies, foreign companies, Section 8 companies and alternate directorships.

(2) Includes only Audit and Stakeholders' Relationship Committees.

(3) In accordance with the Company's retirement age policy, retired on December 31, 2017, upon attaining the age of 75 years.

(4) Number of Directorships, Committee positions and shareholding details are as on the date of cessation as director.

(5) Appointed as an Independent Director of the Company with effect from May 9, 2017.

(6) Appointed as an Additional and Independent Director of the Company with effect from January 3, 2018.

(7) Tendered his resignation as Executive Director (Commercial Vehicles) vide letter dated June 5, 2017, but continued to serve his term of office upto September 30, 2017 to ensure seamless transition in business operations.

(8) Designated as Executive Director and Chief Operating Officer (COO) of the Company with effect from June 5, 2017.

The Company actively uses the facility of video conferencing, permitted under Section 173(2) of the Act read together with Rule 3 of the Companies (Meetings of Board and its Powers) Rules, 2014.

Independent Directors' Meeting: As per Regulation 25(1) of the SEBI Listing Regulations, none of the Independent Directors serve as Independent Directors in more than 7 listed entities and in case they are whole-time directors in any listed entity, then they do not serve as Independent Directors in more than 3 listed entities. During the year, 1 Meeting of Independent Directors was held on March 22, 2018 the attendance whereat is as follows:

Composition	Meetings attended	Attendance %
Dr R A Mashelkar ⁽¹⁾	NA	NA
Mr Nasser Munjee	1	100
Mr Vinesh Kumar Jairath	1	100
Ms Falguni Nayar	1	100
Mr Om Prakash Bhatt ⁽²⁾	1	100
Ms Hanne Sorensen ⁽³⁾	1	100

(1) In accordance with the Company's retirement age policy, retired on December 31, 2017, upon attaining the age of 75 years.

(2) Appointed as an Independent Director of the Company with effect from May 9, 2017.

(3) Appointed as an Additional and Independent Director of the Company with effect from January 3, 2018.

An Independent Directors meeting in accordance with the provisions of Section 149(8) read with Schedule IV of the Act and Regulation 25(3) and 25(4) of the SEBI Listing Regulations was convened on March 22, 2018, to review the performance of Non-Independent Directors and the Board as a whole, the performance of the Chairman, taking into account the views of Executive and Non-Executive Directors. The quality, quantity and timeliness of flow of information between the management and the Board is also assessed.

Board Effectiveness Evaluation: Pursuant to provisions of Regulation 17(10) of the SEBI Listing Regulations and the provisions of the Act, Board evaluation involving evaluation of the Board of Directors, its Committees and individual Directors,

including the role of the Board Chairman, was conducted during the year. For details pertaining to the same, kindly refer to the Board's Report.

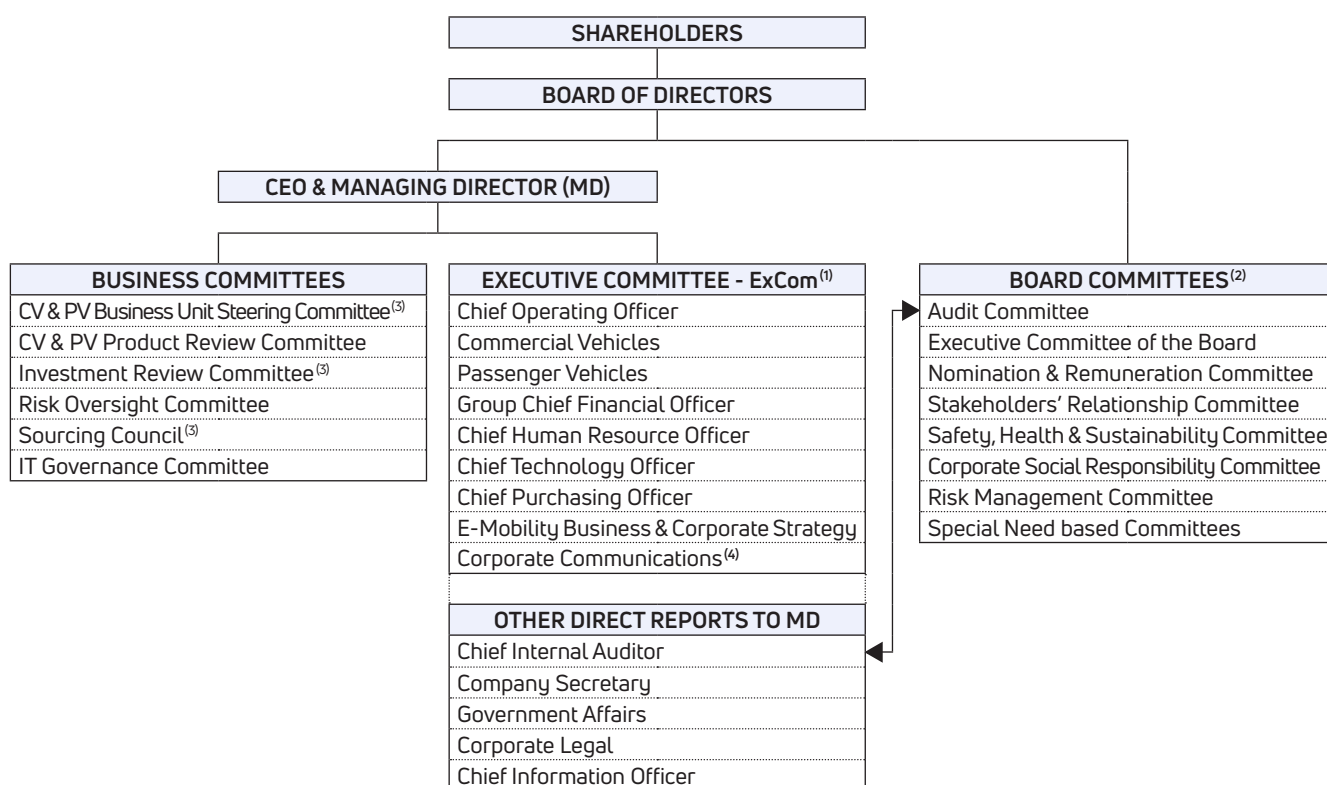
Board Diversity: To ensure that a transparent Board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender, the Board has adopted a Diversity Policy, formulated by the Nomination & Remuneration Committee ("NRC"), wherein it is expected that the Board has an appropriate blend of functional and industry expertise. Whilst recommending the appointment of a Director, the NRC considers the manner in which the function and domain expertise of the individual contributes to the overall skill-mix of the Board and is supported by the Group Human Resources in this regard.

Familiarisation Programme: Kindly refer to the Company's website for details of the familiarisation programme for Independent Directors on their roles, rights, responsibilities in the Company,

nature of the industry in which the Company operates, business model of the Company and related matters.

THE COMMITTEES OF THE BOARD

The Board has constituted a set of Committees with specific terms of reference/scope, to focus effectively on the issues and ensure expedient resolution of diverse matters. The Committees operate as empowered agents of the Board as per their Charter/terms of reference. Targets set / actions directed by them, as agreed with the management are reviewed periodically and mid-course corrections are also carried out. The Board of Directors and the Committees also take decisions by circular resolutions which are noted at the next meeting. The minutes of the meetings of all Committees of the Board are placed before the Board for discussions/noting. An Organisation Chart depicting the relationship between the Board of Directors, the Committees and the senior management functions is illustrated below:



⁽¹⁾ The CEO & MD chairs the ExCom

⁽²⁾ The Company Secretary acts as the Secretary for all Board constituted Committees

⁽³⁾ Business Committees are chaired by related ExCom member where indicated, otherwise by the CEO & MD

⁽⁴⁾ Associated member of the ExCom

AUDIT COMMITTEE

The Audit Committee functions according to its Charter that defines its composition, authority, responsibility and reporting functions in accordance with Section 177 of the Act, Regulation 18(3) read with Part C of Schedule II of the SEBI Listing Regulations and US regulations applicable to the Company and is reviewed from time to time. Whilst, the full Charter is available on the Company's website, given below is a gist of the responsibilities of the Audit Committee:

- Reviewing with the management, quarterly/annual financial statements before submission to the Board, focusing primarily on:
 - The Company's financial reporting process and the disclosure of its financial information, including earnings, press release, to ensure that the financial statements are correct, sufficient and credible;

- Reports on the Management Discussion and Analysis of financial condition, results of operations and the Directors' Responsibility Statement;
 - Major accounting entries involving estimates based on exercise of judgment by Management;
 - Compliance with accounting standards and changes in accounting policies and practices as well as reasons thereof;
 - Draft Audit Report, qualifications, if any and significant adjustments arising out of audit;
 - Scrutinise inter corporate loans and investments;
 - Disclosures made under the CEO and CFO certification; and
 - Approval or any subsequent modification of transactions with related parties, including omnibus related party transactions.
- ii. Reviewing with the management, external auditor and internal auditor, adequacy of internal control systems and recommending improvements to the management.
- iii. Review Management letters/Letters of internal control weakness issued by the statutory auditors.
- iv. Recommending the appointment/removal of the statutory auditor, cost auditor, fixing audit fees and approving non-audit/consulting services provided by the statutory auditors' firms to the Company and its subsidiaries; evaluating auditors' performance, qualifications, experience, independence and pending proceedings relating to professional misconduct, if any.
- v. Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the chief internal auditor, coverage and frequency of internal audit, appointment, removal, performance and terms of remuneration of the chief internal auditor.
- vi. Discussing with the internal auditor and senior management, significant internal audit findings and follow-up thereon.
- vii. Reviewing the findings of any internal investigation by the internal auditor into matters involving suspected fraud or irregularity or a failure of internal control systems of a material nature and report the matter to the Board.
- viii. Discussing with the statutory auditor before the audit commences, the nature and scope of audit, as well as conduct post-audit discussions to ascertain any area of concern.
- ix. Establish and review the functioning of the Vigil Mechanism under the Whistle-Blower Policy of the Company.
- x. Reviewing the financial statements and investments made by subsidiary companies and subsidiary oversight, relating to areas such as adequacy of the internal audit structure and function of the subsidiaries, their status of audit plan and its execution, key internal audit observations, risk management and the control environment.
- xi. Look into the reasons for any substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors, if any.
- xii. Reviewing the effectiveness of the system for monitoring compliance with laws and regulations.
- xiii. Approving the appointment of CFO after assessing the qualification, experience and background etc. of the candidate.
- xiv. Review the system of storage, retrieval, display or printout of books of accounts maintained in electronic mode during the required period under law.
- xv. Approve all or any subsequent modification of transactions with related parties.
- xvi. To approve policies in relation to the implementation of the Tata Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices ("Code") and to supervise implementation of the Code.
- xvii. To note and take on record the status reports, detailing the dealings by Designated Persons in Securities of the Company, as submitted by the Compliance Officer on a quarterly basis and to provide directions on any penal action to be initiated, in case of any violation of the Code, by any person.

During the year, the Committee *inter alia* reviewed key audit findings covering operational, financial and compliance areas. It also reviewed the internal control system in subsidiary companies. The Chairman of the Audit Committee briefs the Board on significant discussions at Audit Committee meetings.

The Committee comprises of 4 Independent Directors, all of whom are financially literate and have relevant finance and/or audit exposure. Mr Munjee is the Financial Expert. The quorum of the Committee is two members or one-third of its members, whichever is higher. The Chairman of the Audit Committee also attended the last Annual General Meeting of the Company. During the period under review, 8 Audit Committee meetings were held on April 18, 2017, May 22, 2017, July 4, 2017, August 7, 2017, September 18, 2017, November 7, 2017, a two-day meeting on January 11-12, 2018 and February 2, 2018. Each Audit Committee meeting which considers financial results is preceded by a meeting of the Audit Committee members and the Auditors.

The composition of the Audit Committee and attendance at its meetings is as follows:

Composition	Meetings attended	Attendance %
Mr Nasser Munjee (Chairman)	8	100
Dr R A Mashelkar ⁽¹⁾	5	83
Mr Vinesh Kumar Jairath	8	100
Ms Falguni Nayar	7	88
Mr Om Prakash Bhatt ⁽²⁾	0	0

(1) Consequent to his retirement as an Independent Director on December 31, 2017, he also ceased to be a Member of the Committee.

(2) Appointed as a Member with effect from January 16, 2018.

Ms Hanne Sorensen, Additional and Independent Director, also attends Audit Committee meetings as a special invitee with effect from January 16, 2018. The Committee meetings are held at the Company's Corporate Headquarters or at its plant locations and are attended by the CEO & Managing Director, Executive Directors, CFO, Chief Internal Auditor, Statutory Auditors and Cost Auditors on a need based basis. The Business and Operation Heads are invited to the meetings, as and when required. The Chief Internal Auditor reports directly to the Audit Committee to ensure independence of the Internal Audit function.

The Committee relies on the expertise and knowledge of the management, the internal auditors and the Statutory Auditor, in carrying out its oversight responsibilities. It also uses external expertise, if required. The management is responsible for the preparation, presentation and integrity of the Company's financial statements including consolidated statements, accounting and financial reporting principles. The management is also responsible for internal control over financial reporting and all procedures are designed to ensure compliance with accounting standards, applicable laws and regulations as well as for objectively reviewing and evaluating the adequacy, effectiveness and quality of the Company's system of internal controls.

B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No.101248 W/W – 100022), the Company's Statutory Auditor, is responsible for performing an independent audit of the Financial Statements and expressing an opinion on the conformity of those financial statements with accounting principles generally accepted in India.

The Audit Committee reviews on a quarterly basis the confirmation of the Independence made by the Auditors, as also approves of the fees paid to the Auditors by the Company, or any other company in the Tata Motors Group as per the Policy for Approval of Services to be rendered by the Auditors. The said Policy is also available on our website <http://www.tatamotors.com/investors/pdf/auditfee-policy.pdf>. The Company rotates its Audit Partners responsible for its audit every five years, apart from the requirement of the Act of rotating the Audit Firm every ten years, to ensure independence in the audit function.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee (NRC) of the Company functions according to its Charter, that defines its objective, composition, meeting requirements, authority and power, responsibilities, reporting and evaluation functions in accordance with Section 178 of the Act and the SEBI Listing Regulations. The broad terms of reference of the NRC are as follows:

- Recommend to the Board the set up and composition of the Board and its Committees including the *"formulation of the criteria for determining qualifications, positive attributes and independence of a director"*. The Committee periodically reviews the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
- Devise a policy on Board diversity.

- Recommend to the Board the appointment or reappointment of Directors, including Independent directors, on the basis of the performance evaluation report of Independent Directors.
- Support the Board in matters related to set-up, review and refresh of the Committees.
- Recommend to the Board on voting on resolutions for appointment and remuneration of Directors on the Boards of its material subsidiary companies and provide guidelines for remuneration of Directors on material subsidiaries.
- Identify and recommend to the Board appointment of Key Managerial Personnel ("KMP" as defined by the Act) and executive team members of the Company (as defined by this Committee). The Committee shall consult the Audit Committee before recommending the appointment of the CFO.
- Carry out evaluation of every Director's performance and support the Board, its Committees and individual Directors, including *"formulation of criteria for evaluation of Independent Directors and the Board"*.
- Oversee the performance review process for the KMP and the executive team of the Company with a view that there is an appropriate cascading of goals and targets across the Company and on an annual basis, recommend to the Board the remuneration payable to the Directors, KMP and executive team of the Company.
- Recommend the Remuneration Policy for Directors, KMP, executive team and other employees.
- Review matters related to voluntary retirement and early separation schemes for the Company.
- Oversee familiarization programmes for Directors.
- Oversee HR philosophy, HR and people strategy and efficacy of HR practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the Board, KMP and executive team).
- Performing such other duties and responsibilities as may be consistent with the provisions of the Committee Charter.

The Committee presently comprises of 2 Independent Directors and 1 Non-Executive Director. During the year under review, three meetings of the Committee were held on May 23, 2017, January 16, 2018 and March 22, 2018. The decisions are taken by the Committee, at meetings or by passing circular resolutions. The composition of the NRC and attendance at its meetings is as follows:

Composition	Meetings attended	Attendance %
Mr Om Prakash Bhatt (Chairman) ⁽¹⁾	3	100
Mr N Chandrasekaran	3	100
Mr Nasser Munjee	3	100
Dr R A Mashelkar ⁽²⁾	1	100

- (1) Inducted as a member on May 16, 2017 and appointed as the Committee Chairman with effect from January 16, 2018.
- (2) Consequent to his retirement as an Independent Director on December 31, 2017, he also ceased to be the Chairman and Member of the Committee.

Remuneration Policy

The Company has in place a Remuneration Policy for Directors, KMP and other employees, in accordance with the provisions of the Act and the SEBI Listing Regulations. For details on Remuneration Policy for Directors, KMP and other employees, kindly refer to **Annexure 4** to the Board's Report.

Remuneration of Directors:

Non-Executive Directors

- A sitting fee of ₹60,000/- for attendance at each meeting of the Board, Audit Committee, Executive Committee of the Board, NRC and for Independent Directors Meeting; ₹20,000/- for attendance at each meeting of Stakeholders' Relationship Committee; Safety, Health & Sustainability Committee, the Corporate Social Responsibility Committee, Risk Management Committee and other special need based committees, is paid to its Members (excluding Managing Director and Executive Directors) and also to Directors attending by invitation. The sitting fees paid/payable to the Non Whole-time Directors is excluded whilst calculating the limits of remuneration in accordance with Section 197 of the Act. The Company also reimburses out-of-pocket expenses to Directors attending meetings held at a city other than the one in which the Directors reside.
- The remuneration by way of commission to the Non-Executive Directors is decided by the Board of Directors and distributed to them based on their participation and contribution at the Board and certain Committee meetings as well as time spent on matters other than at meetings. The Members had, at the Annual General Meeting held on August 21, 2013, approved the payment of remuneration by way of commission to the Non Whole-time Directors of the Company, of a sum not exceeding 1% per annum of the net profits of the Company, calculated in accordance with the provisions of the Act for a period of 5 years commencing April 1, 2013, respectively.

No Commission was paid to any Non-Executive Director for FY 2017-18 in view of inadequacy of profits.

The performance evaluation criteria for Non-Executive Directors, including Independent Directors, is determined by the NRC. An indicative list of factors that were evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgement.

Given below are the Sitting Fees paid/ payable by the Company to Non-Executive Directors during FY 2017-18:

(₹ in lakhs)	
Name	Sitting Fees
Mr N Chandrasekaran	7.80
Dr R A Mashelkar ⁽¹⁾	8.60
Mr Nasser Munjee	14.00

(₹ in lakhs)

Name	Sitting Fees
Mr Vinesh Kumar Jairath	12.20
Ms Falguni Nayar	10.40
Mr Om Prakash Bhatt ⁽²⁾	7.20
Ms Hanne Sorensen ⁽³⁾	3.00
Dr Ralf Speth ⁽⁴⁾	-
Total	63.20

- (1) In accordance with the Company's retirement age policy, retired on December 31, 2017, upon attaining the age of 75 years.
- (2) Appointed as an Independent Director of the Company with effect from May 9, 2017.
- (3) Appointed as an Additional and Independent Director of the Company with effect from January 3, 2018.
- (4) Is not paid any commission or sitting fees for attending Board meetings of the Company in view of his appointment as Chief Executive Officer and Director of Jaguar Land Rover Automotive PLC.

Some of the aforementioned Directors are also on the Board of the Company's subsidiaries and associates, in a non-executive capacity and are paid remuneration and sitting fees for participating in their meetings. Other than the above, the Non-Executive Directors have no pecuniary relationship or transactions with the Company, its subsidiaries and associates.

Managing and Executive Directors

The remuneration paid to the CEO & Managing Director and the Executive Directors is commensurate with industry standards and Board level positions held in similar sized companies, taking into consideration the individual responsibilities shouldered by them and is in consonance with the terms of appointment approved by the Members, at the time of their appointment.

The NRC, reviews and recommends to the Board the changes in the managerial remuneration, generally being increment in basic salary and commission/incentive remuneration of the Managing and Executive Directors on a yearly basis. This review is based on the Balanced Score Card that includes the performance of the Company and the individual director on certain defined qualitative and quantitative parameters such as volumes, EBITDA, market share, cashflows, cost reduction initiatives, safety, strategic initiatives and special projects as decided by the Board vis-a-vis targets set in the beginning of the year. This review also takes into consideration the benchmark study undertaken by reputed independent agencies on comparative industry remuneration practices.

The variable portion of the CEO & Managing Director's remuneration comprises of incentive remuneration in the form of performance linked bonus and long-term incentive. The target performance linked bonus would be ₹550,000/- per annum upto a maximum of ₹825,000/- per annum. With the objective of achieving long-term value creation, through retention and continuity in leadership, a long term incentive plan is provided with a value intended target of ₹550,000/- per annum upto a maximum of ₹825,000/- per annum.

The variable portion of the Executive Directors remuneration comprises of a profit-linked commission and/or merit based incentive remuneration. The profit-linked commission is awarded at the discretion of the NRC and the Board of Directors, based on the net profits of the Company for that financial year, subject to the overall ceiling limits stipulated in Section 197 of the Act, but in any case not exceeding 400% of the basic salary. In case

the Net Profits of the Company are inadequate for payment of profit-linked commission in any financial year, an incentive remuneration, not exceeding 200% of the basic salary, may be paid at the discretion of the Board.

Given below are details pertaining to certain terms of appointment and payment of Managerial Remuneration to the CEO & Managing Director and Executive Directors for FY 2017-18:

(₹ in lakhs)

Particulars	Mr Guenter Butschek	Mr Ravindra Pisharody	Mr Satish Borwankar
	CEO & Managing Director	Executive Director (Commercial Vehicles) ⁽¹⁾	Executive Director & COO
Basic Salary	250.80	48.97	60.72
Benefits, Perquisites & Allowance	1,294.39 ⁽²⁾	135.96 ⁽³⁾	87.46 ⁽⁴⁾
Incentive Remuneration	1,066.66 ⁽⁵⁾	-	60.00 ⁽⁵⁾
Retirement Benefits	30.10	13.21	16.39
Total Remuneration	2,641.95	198.14	224.57

Note: No Commission was paid to the Whole-time Directors for FY 2017-18 in view of inadequacy of profits.

(1) Resigned as Executive Director (Commercial Vehicles) with effect from September 30, 2017.

(2) Includes reimbursement of pension benefits of ₹155.04 lakhs.

(3) Includes Ex-gratia payment of ₹15 lakhs, gratuity of ₹30 lakhs and leave encashment of ₹42.60 lakhs.

(4) Includes leave encashment of ₹2.53 lakhs.

(5) Incentive remuneration would be payable as per agreement.

Terms of Appointment	CEO & Managing Director (MD)	Executive Director(s)
Severance Notice Period and Fees	<ul style="list-style-type: none"> - The Contract with the CEO & MD may be terminated earlier, without any cause by either giving to the other party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of basic salary, benefits, perquisites and allowances (including Living Allowance) and any pro-rated incentive remuneration, in lieu of such notice. Additionally, in case of termination initiated by the Company before the end of the term for the reasons other than Tata Code of Conduct ("TCoC"), the CEO & MD shall be entitled to severance pay for a period of 12 months or balance term of the agreement whichever is less and which shall be limited to provision of basic salary, living allowance and any pro-rated incentive remuneration. - This appointment may not be terminated by the Company without notice or payment in lieu of notice except for reasons of breach of TCoC. In case of breach of TCoC, the CEO & MD shall not be entitled to Severance. - In the event the CEO & MD is not in a position to discharge his official duties due to any physical or mental incapacity, he shall be entitled to receive notice pay and the severance as mentioned above and this contract shall stand terminated. 	<ul style="list-style-type: none"> - This appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu of the Notice. - The employment of the Executive Director, may be terminated by the Company without notice or payment in lieu of notice: <ul style="list-style-type: none"> • if the Executive Director, is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or • in the event of any serious repeated or continuing breach (after prior warning) or non-observance by the Executive Director, of any of the stipulations contained in the Agreement to be executed between the Company and the Executive Director; or • in the event the Board expresses its loss of confidence in the Executive Director. - In the event the Executive Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms, as the Board may consider appropriate in the given circumstances.

The Company has received approval from the shareholders and the Central Government for appointment and payment of remuneration to Mr Guenter Butschek, a foreign national, who is functioning in a professional capacity as its CEO and Managing Director for a period of 5 years from February 15, 2016 in accordance with Section 197 read together with Schedule V of the Act.

During the year under review, the Company did not have an Employee Stock Option Scheme for any of its employees or directors.

Retirement Policy for Directors

As per the retirement age policy adopted by the Company, the Managing and Executive Directors retire at the age of 65 years. The Executive Director, who have been retained on the Company's Board beyond the age of 65 years as Non-Executive Directors for special reasons may continue as Directors at the discretion of the Board but in no case beyond the age of 70 years. The Company has also adopted a Policy for Managing and Executive Directors (except where he is an expat), which has also been approved by the Members of the Company, offering special retirement benefits, viz. pension, ex-gratia and medical. In addition to the above, the retiring Managing Director is entitled to residential accommodation or compensation in lieu of accommodation on retirement. The quantum and payment of the said benefits are subject to an eligibility criteria of the retiring director and is payable at the discretion of the Board in each individual case on the recommendation of the NRC. In line with the said Policy, payments are made to former Managing Directors / Whole-time Directors / their heirs, namely, the spouses of Late Mr J E Talaular and Late Mr V M Raval, Mr F J Da'Cunha, Mr Ravi Kant, Mr P M Telang and Mr R Pisharody.

Section 149 of the Act provides that an Independent Director shall hold office for a term of upto 5 consecutive years on the Board of a Company and would not be liable to retire by rotation. An Independent Director would be eligible to be re-appointed for another 5 years on passing of a Special Resolution by the Company. However, no Independent Director shall hold office for more than 2 consecutive terms, but would be eligible for appointment after the expiration of 3 years of ceasing to become an Independent Director. Provided that, during the said period of 3 years, he/she is not appointed in or associated with the Company in any other capacity, either directly or indirectly. The retirement age for Independent Directors is 75 years as per the Company's Policy. Accordingly, all Independent Directors have a tenure of 5 years each or upon attaining the retirement age of 75 years, whichever is earlier, as approved by the Members at the Annual General Meeting held on July 31, 2014.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee functions in accordance with Section 178 of the Act and Regulation 20 read with Part D of Schedule II of the SEBI Listing Regulations. The Committee comprising of 2 Independent Directors and the CEO & Managing Director, is empowered to:

- Review statutory compliances relating to all security holders.
- Consider and resolve the grievances of security holders of the Company, including complaints related to transfer of securities, non-receipt of annual report/ declared dividends/ notices/ balance sheet.
- Oversee compliances in respect of dividend payments and transfer of unclaimed amounts and shares to and from the Investor Education and Protection Fund.
- Oversee and review all matters related to the transfer of securities of the Company.
- Approve issue of duplicate certificates of the Company.
- Review movements in shareholding and ownership structures of the Company.
- Ensure setting of proper controls and oversee performance of the Registrar and Share Transfer Agent.
- Recommend measures for overall improvement of the quality of investor services.

During the year under review, 1 Committee meeting was held on January 11, 2018. The composition of the Stakeholders' Relationship Committee and attendance at its meeting is as follows:

Composition	Meetings attended	Attendance %
Ms Falguni Nayar (Chairperson) ⁽¹⁾	1	100
Mr Vinesh Kumar Jairath ⁽²⁾	NA	NA
Mr Guenter Butschek	1	100
Ms Hanne Sorensen ⁽³⁾	NA	NA

(1) Appointed as the Chairperson of the Committee with effect from January 16, 2018.

(2) Resigned as a Member of the Committee with effect from July 18, 2017.

(3) Inducted as a Member of the Committee with effect from January 16, 2018.

Compliance Officer

Mr H K Sethna, Company Secretary, who is the Compliance Officer, can be contacted at: Tata Motors Limited, Bombay House, 24, Homi Mody Street, Mumbai - 400 001, India. Tel: 91 22 6665 8282, 91 22 6665 7824; Fax: 91 22 6665 7799; Email: inv_rel@tatamotors.com

Complaints or queries relating to the shares and/or debentures can be forwarded to the Company's Registrar and Transfer Agents – M/s TSR Darashaw Limited at csg-unit@tsrdarashaw.com, whereas complaints or queries relating to the public fixed deposits can be forwarded to the Registrars to the Fixed Deposits Scheme – M/s TSR Darashaw Limited at tmlfd@tsrdarashaw.com.

Complaints or queries relating to the Rights Issue launched by the Company vide Letter of Offer dated March 30, 2015 of Ordinary and 'A' Ordinary Shares, can be forwarded to Link Intime India Private Limited, the Registrar to the Issue, for addressing any Issue related queries / complaints including those relating to the Applications Supported by Blocked Amount (ASBA) process.

Tel: (91 22) 4918 6000 / 9167779196 /97; Fax: (91 22) 4918 6060; Website: www.linkintime.co.in; Email: tatamotors.rights@linkintime.co.in; Contact Person: Mr Sachin Achar / Mr Sumeet Deshpande.

The status on the total number of investor complaints during FY 2017-18 is as follows:

Type	Nos.
Complaints regarding non-receipt of dividend, shares lodged for transfer	90
Complaints received from the shareholders through SEBI and other statutory bodies and resolved	29
Complaints redressed out of the above	115
Pending complaints as on 31.03.2018	4*
Other queries received from shareholders and replied	8,272

* SEBI complaints have been replied within 4 days, but the same has been reflected as unresolved as on 31.03.2018, as per the condition for complete resolution defined by SEBI.

All letters received from the investors are replied to and the response time for attending to investors' correspondence during FY 2017-18 is shown in the following table:

Particulars	Number	%
Total number of correspondence received during FY 2017-18	8,391	100.00
Replied within 1 to 4 days of receipt	2,801	33.39
Replied within 5 to 7 days of receipt	2,434	29.00
Replied within 8 to 15 days of receipt	2,154	25.67
Replied after 15 days of receipt ⁽¹⁾	938	11.18
Received in last week of March 2018 have been replied in April 2018	64	0.76

(1) These correspondence pertained to court cases which involved retrieval of case files, cases involving retrieval of very old records, co-ordination with the Company/Advocates etc, partial documents awaited from the Investors, cases involving registration of legal documents, executed documents received for issue of duplicate certificates and transmission of shares without legal representation which involved checking of the documents, sending notices to Stock Exchange(s) and issue of duplicate certificates/ transmission of shares after approval from the Company. However, all these cases have been attended to within the statutory limit of 30 days.

There were no pending share transfers pertaining to the Financial Year ended March 31, 2018. Out of the total number of complaints mentioned above, 29 complaints pertained to letters received through Statutory/Regulatory bodies and those related to the Court/Consumer forum matters, fraudulent encashment and non-receipt of dividend.

On recommendations of the Stakeholders' Relationship Committee, the Company has taken various investor friendly initiatives like organising Shareholders' visit to Company's Works at Pune, sending reminders to investors who have not claimed their dues, sending nomination forms, etc.

THE EXECUTIVE COMMITTEE OF THE BOARD

The Committee reviews capital and revenue budgets, long-term business strategies and plans, the organizational structure of the Company, real estate and investment transactions, allotment of shares and/or debentures, borrowing and other routine matters. The Committee also discusses the matters pertaining to legal cases, acquisitions and divestment, new business forays and donations. During the year under review, 1 Committee meeting was held on September 12, 2017. The Executive Committee of Board presently comprises of 1 Independent Director, 1 Non-Executive Director and 2 Whole-time Directors. The composition of the Executive Committee of Board and attendance at its meetings is given hereunder:

Composition	Meetings attended	Attendance %
Mr N Chandrasekaran (Chairman)	1	100
Mr Nasser Munjee	1	100
Mr Ravindra Pisharody ⁽¹⁾	-	-
Mr Satish Borwankar	1	100
Mr Guenter Butschek	1	100

(1) Consequent to his resignation as Executive Director (Commercial Vehicle) on September 30, 2017, he also ceased to be a Member of the Committee.

THE SAFETY, HEALTH AND SUSTAINABILITY (SHS) COMMITTEE

The Committee was renamed on August 9, 2017 from Safety, Health and Environment Committee with the objective of reviewing Safety, Health and Sustainability practices. The terms of reference of the Committee include the following:

- to take a holistic approach to safety, health and sustainability matters in decision making;
- to provide direction to Tata Motors Group in carrying out its safety, health and sustainability function;
- to frame broad guidelines/policies with regard to safety, health and sustainability;
- to oversee the implementation of these guidelines/policies; and
- to review the safety, health and sustainability policies, processes and systems periodically and recommend measures for improvement from time to time.

The Committee comprises of 1 Independent Director, 1 Executive Director and 1 Managing Director. During the year under review, 3 meetings of the Committee were held on May 22, 2017, July 4, 2017 and November 9, 2017. The composition of the SHS Committee and attendance at its meeting is given hereunder:

Composition	Meetings attended	Attendance %
Dr R A Mashelkar (Chairman) ⁽¹⁾	3	100
Mr Vinesh Kumar Jairath	3	100
Mr Guenter Butschek	3	100
Mr Satish Borwankar	3	100
Mr Ravindra Pisharody ⁽²⁾	1	50

(1) Consequent to his retirement as an Independent Director on December 31, 2017, he also ceased to be the Chairman and Member of the Committee.

(2) Consequent to his resignation as Executive Director (Commercial Vehicle) on September 30, 2017, he also ceased to be a Member of the Committee.

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Committee is constituted by the Board in accordance with the Act to:

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act;
- Recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
- Monitor the Corporate Social Responsibility Policy of the Company from time to time.

The CSR Policy is uploaded on the Company's website as required under the provisions of Section 135 of the Act and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The CSR Committee comprises of 2 Independent Directors, 1 Executive Director and 1 Managing Director. During the year under review, 3 meetings of the Committee were held on May 22, 2017, September 18, 2017 and January 12, 2018. The composition of the CSR Committee and attendance at its meetings is given hereunder:

Composition	Meetings attended	Attendance %
Mr Om Prakash Bhatt (Chairman) ⁽¹⁾	NA	NA
Dr R A Mashelkar ⁽²⁾	2	100
Ms Falguni Nayar	2	67
Mr Satish Borwankar	3	100
Mr Guenter Butschek	3	100

(1) Appointed as the Chairman and Member of the Committee with effect from January 16, 2018.

(2) Consequent to his retirement as an Independent Director on December 31, 2017, he also ceased to be a Member and Chairman of the Committee.

RISK MANAGEMENT COMMITTEE (RMC)

The Committee is constituted and functions as per Regulation 21 of the SEBI Listing Regulations. The Committee comprises of 1 Independent Director, 1 Executive Director, 1 Managing Director and the CFO. The terms of reference enumerated in the Committee Charter are as follows:

- Principles and objectives *inter alia* include assisting the Board in overseeing the Company's risk management process and controls, risk tolerance, capital liquidity and funding etc. and its periodic update to the Board.
- Committee shall act and have powers in accordance with the terms of reference specified in writing by the Board and shall be responsible for reviewing the Company's risk governance structure, assessment, practice, guidelines etc.
- The Committee will report to the Board periodically on various matters and shall undergo an annual self-evaluation of its performance and report the results thereof to the Board.

During the year under review 4 meetings of the Committee were held on April 18, 2017, July 4, 2017, September 18, 2017 and January 11, 2018. The composition of the RMC and attendance at its meetings is given hereunder:

Composition	Meetings attended	Attendance %
Ms Hanne Sorensen (Chairperson) ⁽¹⁾	NA	NA
Mr Nasser Munjee ⁽²⁾	4	100
Dr R A Mashelkar ⁽³⁾	2	67
Mr Vinesh Kumar Jairath ⁽⁴⁾	4	100
Ms Falguni Nayar ⁽⁴⁾	4	100
Mr Guenter Butschek ⁽⁵⁾	NA	NA
Mr Satish Borwankar ⁽⁵⁾	NA	NA
Mr P B Balaji ⁽⁵⁾	NA	NA

(1) Appointed as a Member on January 16, 2018 and as Chairperson with effect from March 22, 2018.

(2) Ceased to be the Chairman and Member of the Committee with effect from March 22, 2018.

(3) Consequent to his retirement as an Independent Director on December 31, 2017, he also ceased to be a Member of the Committee.

(4) Ceased to be Member of the Committee with effect from March 22, 2018.

(5) Inducted as Members with effect from March 22, 2018.

CODE OF CONDUCT

Whilst the Tata Code of Conduct is applicable to all Whole-time Directors and employees of the Company, the Board has also adopted a separate Tata Code of Conduct for Non-Executive Directors and Independent Directors, respectively. Pursuant to Regulation 26(5) of the SEBI Listing Regulations, all members of senior management have confirmed that there are no material, financial and commercial transactions wherein they have a personal interest that may have a potential conflict with the interest of the Company at large. Pursuant to Regulation 26(3) of the SEBI Listing Regulations, all the Board members and senior management of the Company as on March 31,

2018 have affirmed compliance with their respective Codes of Conduct. A Declaration to this effect, duly signed by the CEO and Managing Director is annexed to this report. Furthermore, pursuant to the provisions of Regulations 8 and 9 under the

SEBI (Prohibition of Insider Trading) Regulations, 2015 the company has adopted and endeavors adherence to the Tata Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices.

GENERAL BODY MEETINGS

Annual General Meeting (AGM)

Date of AGM	Year	Special Resolutions passed	Venue and Time
August 22, 2017	2016-2017	<ul style="list-style-type: none"> Re-appointment of Mr Satish Borwankar as Executive Director and Chief Operating Officer and payment of remuneration. Offer or invite for Subscription of Non-Convertible Debentures on private placement basis. 	Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai - 400020 3:00 p.m.
August 9, 2016	2015-2016	<ul style="list-style-type: none"> Appointment of Mr Guenter Butschek as the Chief Executive Officer and Managing Director. Re-appointment of Mr Ravindra Pisharody – Executive Director (Commercial Vehicles) and payment of remuneration. Re-appointment of Mr Satish Borwankar – Executive Director (Quality) and payment of remuneration. Offer or invite for Subscription of Non-Convertible Debentures on private placement basis. 	
August 13, 2015	2014-2015	Offer or invite for Subscription of Non-Convertible Debentures on private placement basis.	

There were no special resolutions proposed to be passed through Postal Ballot during the last year or at the forthcoming AGM.

Hon'ble National Company Law Tribunal Convened Equity Shareholders Meeting

Equity Shareholders Meeting was convened during the financial year, pursuant to the Order of the Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench dated June 28, 2017, modified by Orders dated August 23, 2017 and September 15, 2017 ("Orders") in the matter of the Scheme of Merger and Arrangement between TML Drivelines Limited and Tata Motors Limited and their respective Shareholders ("Scheme"). The details of this meeting are as given below:

Date of Meeting	Resolution	Outcome	Venue & Time
November 15, 2017	To approve the Scheme of Merger and Arrangement between TML Drivelines Limited and Tata Motors Limited and their respective Shareholders under Sections 230 to 232 and other applicable provisions of the Act.	Resolution was passed by requisite majority of stakeholders, that is, majority in number of holders and three-fourths in value.	Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber, IMC Building, IMC Marg, Churchgate, Mumbai – 400020 at 3:00 p.m.

All resolutions moved at the last AGM and at the NCLT convened meeting, were passed by means of electronic and physical voting, by the requisite majority of members attending the meeting. The Minutes of the aforementioned General Meetings are available on the Company's website.

There were no resolutions passed by Postal Ballot by the Company during the year under review.

MEANS OF COMMUNICATION

The Quarterly, Half Yearly and Annual Results are regularly submitted to the Stock Exchanges in accordance with the SEBI Listing Regulations and are generally published in the Indian Express, Financial Express and the Lok Satta (Marathi). The Company has emailed to the Members who had provided email addresses, the half yearly results of the Company. The information regarding the performance of the Company is shared with the shareholders vide the Annual Report. The official news releases, including on the quarterly and annual results and presentations made to institutional investors and analysts are also posted on the Company's website (www.tatamotors.com) in the 'Investors' section.

The Annual Report, Quarterly Results, Shareholding Pattern, Press Releases, Intimation of Board Meetings and other relevant information of the Company are posted through BSE Listing Centre and NSE Electronic Application Processing System (NEAPS) portals for investor information.

Green Initiative:

In support of the "Green Initiative" undertaken by the Ministry of Corporate Affairs, the Company had during FY 2017-18 sent various communications by email to those shareholders whose email addresses were registered with the depositories or the Registrar and Transfer Agents.

All agenda papers for the Board and Committee meetings are disseminated electronically on a real-time basis, by uploading them on a secured online application specifically designed for this purpose.

In line with the SEBI Listing Regulations, the Company has emailed soft copies of its Annual Report to all those shareholders who have registered their email address for the said purpose. We would greatly appreciate and encourage more Members to register their email address with their Depository Participant or the Registrar and Transfer Agent of the Company, to receive soft copies of the Annual Report, Postal Ballot Notices and other information disseminated by the Company, on a real-time basis without any delay.

GENERAL INFORMATION FOR MEMBERS

The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L28920MH1945PLC004520.

ANNUAL GENERAL MEETING

Date and Time	Friday, August 3, 2018 at 3:00 p.m.
Venue	Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai 400020

FINANCIAL CALENDAR (TENTATIVE)

Financial Year	ending March 31, 2018
Results for the Quarter ending	
June 30, 2018	On or before August 14, 2018
September 30, 2018	On or before November 14, 2018
December 31, 2018	On or before February 14, 2019
March 31, 2019	On or before May 30, 2019
Date of Dividend payment	No dividend is announced and recommended by the Board for FY 2017-18.

LISTINGS

The Company's shares are listed on the BSE Ltd. (BSE) and the National Stock Exchange of India Ltd. (NSE). The following are the details of the Company's shares:

Type	Ordinary Shares	'A' Ordinary Shares
ISIN	INE155A01022	IN9155A01020
BSE – Stock Code	500570	570001
NSE – Stock Code	TATAMOTORS	TATAMTRDVR
BSE - Address	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001; www.bseindia.com	
NSE - Address	"Exchange Plaza", Bandra Kurla Complex, Bandra (E), Mumbai 400051; www.nseindia.com	

The Company has paid Annual Listing fees for FY 2017-18 to all the Stock Exchanges (both domestic and international) where the Company's securities are listed.

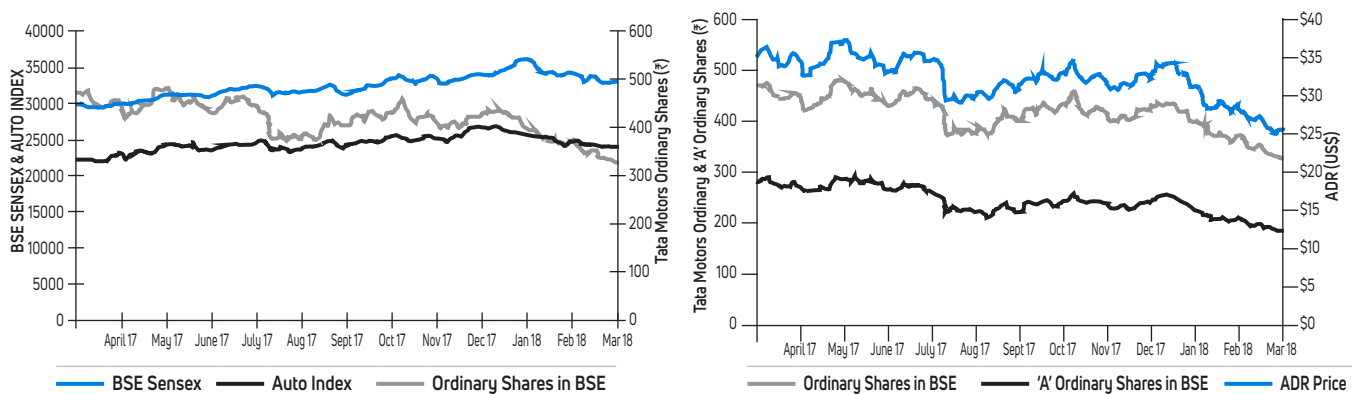
Attention is also drawn to foreign listing and listing of debt securities of the Company as mentioned under Outstanding Securities below.

MARKET INFORMATION

Market price data - monthly high/low of the closing price and trading volumes on BSE/NSE depicting liquidity of the Company's Ordinary Shares and 'A' Ordinary Shares on the said exchanges is given hereunder:-

Month	Ordinary Shares						'A' Ordinary Shares					
	BSE			NSE			BSE			NSE		
	High (₹)	Low (₹)	No. of Shares	High (₹)	Low (₹)	No. of Shares	High (₹)	Low (₹)	No. of Shares	High (₹)	Low (₹)	No. of Shares
Apr-17	475.05	440.40	9035809	474.90	440.60	105624063	289.35	270.60	1468847	290.30	270.45	28027749
May-17	481.45	419.75	14234698	481.50	419.60	152316124	287.85	259.30	9417946	287.90	258.95	62647044
Jun-17	478.55	432.50	93104805	478.48	432.55	113984752	291.10	263.30	3766918	290.85	263.30	37192849
Jul-17	464.60	427.65	10778762	464.60	426.90	105829696	275.80	260.55	1782932	276.50	260.50	25599145
Aug-17	446.90	373.35	15060796	446.90	373.60	153203697	262.45	219.45	3683342	262.60	218.75	41170126
Sep-17	423.90	375.05	59388584	423.65	375.00	172230315	240.65	209.55	4148001	241.40	210.15	82828802
Oct-17	436.55	415.25	7572208	437.05	415.50	115680473	245.95	230.55	2732475	246.10	230.35	40629154
Nov-17	461.55	404.65	16850022	462.90	404.15	247198902	259.25	232.30	5840651	259.65	231.45	54140365
Dec-17	431.20	396.80	12338945	431.85	397.05	135153789	244.80	224.95	2681504	244.10	224.90	35896187
Jan-18	438.85	396.20	11985096	439.30	395.85	170430901	256.55	224.35	4579860	256.65	224.55	62781952
Feb-18	396.05	358.55	13025465	395.80	358.50	181509302	221.80	202.45	5546661	222.05	201.95	51496981
Mar-18	370.85	327.45	12543946	370.75	326.85	161929567	207.85	183.90	2829028	207.45	183.30	41639881

The Performance of the Company's Stock Price vis-à-vis Sensex, Auto Index and American Depository Receipts (ADR):



The monthly high and low of the Company's ADRs is given below:

(in US \$)

Month	High	Low	Month	High	Low
April 2017	36.78	34.10	October 2017	33.76	30.75
May 2017	37.33	32.59	November 2017	35.78	31.33
June 2017	37.15	33.49	December 2017	33.81	30.77
July 2017	36.12	33.16	January 2018	34.60	31.12
August 2017	34.87	29.14	February 2018	30.89	27.56
September 2017	32.93	29.35	March 2018	28.45	25.07

Each Depositary Receipt represents 5 underlying Ordinary Shares of face value of ₹2/- each.

REGISTRAR AND TRANSFER AGENTS

For share related matters, Members are requested to correspond with the Company's Registrar and Transfer Agents – M/s TSR Darashaw Limited quoting their Folio No./DP ID & Client ID at the following addresses:

1. For transfer lodgement, delivery and correspondence :
TSR Darashaw Limited, Unit: Tata Motors Limited, 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr E Moses Road, (Near Famous Studios) Mahalaxmi, Mumbai – 400 011.
Tel: 022-6656 8484; Fax: 022- 6656 8494;

e-mail : csg-unit@tsrdarashaw.com;
website:www.tsrdarashaw.com

2. For the convenience of investors based in the following cities, transfer documents and letters will also be accepted at the following branches/agencies of TSR Darashaw Limited:

- (i) **Bangalore:** 503, Barton Centre, 5th Floor, 84, Mahatma Gandhi Road, Bangalore – 560 001.
Tel: 080 – 25320321, Fax: 080 – 25580019,
e-mail: tsrdlbang@tsrdarashaw.com
- (ii) **Jamshedpur:** Bungalow No.1, "E" Road, Northern Town, Bistupur, Jamshedpur – 831 001.
Tel: 0657 – 2426616, Fax: 0657 – 2426937,
email : tsrdljsr@tsrdarashaw.com
- (iii) **Kolkata:** Tata Centre, 1st Floor, 43, Jawaharlal Nehru Road, Kolkata – 700 071.
Tel: 033 – 22883087, Fax: 033 – 22883062,
e-mail: tsrdlcal@tsrdarashaw.com
- (iv) **New Delhi:** Plot No.2/42, Sant Vihar, Ansari Road, Daryaganj, New Delhi – 110 002.
Tel : 011 – 23271805, Fax : 011 – 23271802,
e-mail : tsrdldel@tsrdarashaw.com
- (v) **Ahmedabad:** Agent of TSRDL – Shah Consultancy Services Pvt. Limited: 3-Sumathinath Complex, Pritam Nagar Akhada Road, Ellisbridge, Ahmedabad -380 006.
Tel: 079-2657 6038,
e-mail: shahconsultancy8154@gmail.com

For Fixed Deposits: the investors are requested to correspond with the Registrars to the Fixed Deposits Scheme – TSR Darashaw Limited at the same addresses as mentioned above or send an e-mail at tmlfd@tsrdarashaw.com. Tel : 022-66568484

For Rights Issue related matters: The Company launched a Rights Issue vide Letter of offer dated March 30, 2015 and Members are requested to correspond with Link Intime India Private Limited, the Registrar to the Issue, for addressing any Issue related

matter, including all grievances relating to the ASBA process. Contact details: C101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083; Tel: (91 22) 4918 6000 / 9167779196/97; Fax: (91 22) 4918 6060; Website: www.linkintime.co.in; Email: tatamotors.rights@linkintime.co.in; Contact Person: Mr Sachin Achar / Mr Sumeet Deshpande.

SHARE TRANSFER SYSTEM

Securities lodged for transfer at the Registrar's address are normally processed within 15 days from the date of lodgment, if the documents are clear in all respects. All requests for dematerialization of securities are processed and the confirmation is given to the depositories within 15 days. The Executives of the Registrar are empowered to approve transfer of shares and debentures and other investor related matters. Grievances received from investors and other miscellaneous correspondence on change of address, mandates, etc. are processed by the Registrars within 15 days. The following compliances pertain to share transfers, grievances, etc.:

- (1) Pursuant to Regulation 7(3) of the SEBI Listing Regulations, certificates are filed with the stock exchanges on half yearly basis by the Compliance Officer and the representative of the Registrar and Share Transfer Agent for maintenance of an appropriate share transfer facility.
- (2) Pursuant to Regulation 13(2) of the SEBI Listing Regulations, a statement on the pending investor complaints is filed with the stock exchanges and placed before the Board of Directors on a quarterly basis.
- (3) A Company Secretary-in-Practice carries out a Reconciliation of Share Capital Audit on a quarterly basis to reconcile the total admitted capital with depositories viz National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).
- (4) Pursuant to Regulation 61(4) read together with Regulation 40(9) of the SEBI Listing Regulations, a Certificate by the Company Secretary-in-Practice is filed with the stock exchanges within one month from the end of each half of the financial year, certifying that all certificates are issued within thirty days of the date of lodgement for transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/ allotment monies

Transfer of unclaimed / unpaid amounts to the Investor Education and Protection Fund (IEPF):

- (i) Pursuant to Sections 124 and 125 of the Act and the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as principal amount of debentures and deposits, sale proceeds of fractional shares, redemption amount of preference shares, etc. pertaining to the Company remaining unpaid or unclaimed for a period of 7 years from the date they became due for payment, are liable to be transferred to the Investor Education and Protection Fund (IEPF) Authority, established by the Central Government.

Furthermore, the IEPF Rules mandate companies to transfer shares of shareholders whose dividends remain unpaid / unclaimed for a period of 7 consecutive years to the demat account of the IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of the Court, Tribunal or Statutory Authority, restraining any transfer of the shares. The provisions relating to transfer of shares were made effective by the Ministry of Corporate Affairs, vide its Notification dated October 13, 2017 read with the Circular dated October 16, 2017, wherein it was provided that where the period of 7 consecutive years, as above, was completed or being completed during the period from September 7, 2016 to October 31, 2017, the due date of transfer for such shares was October 31, 2017.

In light of the aforesaid provisions, the Company has during the year, transferred the unclaimed dividends, outstanding for 7 consecutive years of the Company. Further, shares of the Company, in respect of which dividend has not been claimed for 7 consecutive years or more, have also been transferred to the demat account of the IEPF Authority. The details of the unclaimed dividends and shares transferred to IEPF during the year 2017-18 are as follows:

Financial Year	Amount of unclaimed dividend transferred (₹)	Number of shares transferred	
		Ordinary Shares	'A' Ordinary Shares
2008-09	88,64,667 (transferred during FY2016-17)	32,32,825	1,538
2009-10	2,03,23,084	3,23,527	1,825
Total	2,91,87,751	35,56,352	3,363

The members who have a claim on the above dividends and shares may claim the same from the IEPF Authority by submitting an online application in the prescribed Form No.IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with requisite documents enumerated in the Form No. IEPF-5. No claims shall lie against the Company in respect of the dividend/shares so transferred.

The Company strongly recommends shareholders to encash / claim their respective dividend within the period given below from the Company's Registrar and Share Transfer Agents:

Financial Year	Date of Declaration	Last date for claiming dividend	Unclaimed Dividend (as on 31.03.2018) (₹)	
			Ordinary Shares	'A' Ordinary Shares
2010-11	August 12, 2011	September 11, 2018	3,01,60,220.00	58,41,885.50
2011-12	August 10, 2012	September 9, 2019	2,97,40,764.00	7,01,149.20
2012-13	August 21, 2013	September 20, 2020	1,62,35,510.00	2,29,775.70
2013-14	July 31, 2014	August 30, 2021	1,62,37,490.00	1,90,638.00
2014-15	No dividend was declared			
2015-16	August 9, 2016	September 8, 2023	27,54,452.00	96,200.40
2016-17	No dividend was declared			

- (ii) Whilst the Company's Registrar has already written to the Members, Debenture holders and Depositors informing them about the due dates for transfer to IEPF for unclaimed dividends/interest payments, attention of the stakeholders is again drawn to this matter through the Annual Report. Notices in this regard are also published in the newspapers. The data on unpaid / unclaimed dividend and other unclaimed monies is also available on the Company's website at <http://www.tatamotors.com/investor/iepf/>. Investors of the Company who have not yet encashed their

unclaimed/unpaid amounts are requested to correspond with the Company's Registrar and Transfer Agents, at the earliest.

Members may refer to the Refund Procedure for claiming the aforementioned amounts transferred to the IEPF Authority as detailed on <http://iepf.gov.in/IEPFA/refund.html>.

- (iii) Upto March 31, 2018, the Company has transferred ₹25,21,06,874.34 to IEPF, including the following amounts during the year.

(in ₹)

Particulars	FY 2017-18
Unpaid dividend amounts of the Company	2,03,23,084.00
Application moneys received for allotment of any securities and due for refund	-
Unpaid matured deposit with the Company	54,25,748.00
Unpaid matured debentures with the Company	-

(in ₹)

Particulars	FY 2017-18
Interest accrued on application money due for refund, unpaid matured deposits and debentures with the Company	15,34,828.00
Sale proceeds of fractional shares arising out of issuance of bonus shares, merger and amalgamation	-
Redemption amount of preference shares	-
Grants and donation	-
Others	-
TOTAL	2,72,83,660.00

DISTRIBUTION OF SHAREHOLDING AS AT MARCH 31, 2018

Ordinary Shares

Range of Shares	No. of Shares				No. of shareholders			
	No. of Shares	Physical Form (%)	Demat Form (%)	% of Capital	No. of Holders	Physical Form (%)	Demat Form (%)	% of Capital
1 – 500	63,618,416	0.14	2.06	2.20	664,176	3.52	85.37	88.89
501 – 1,000	28,029,100	0.12	0.85	0.97	38,035	0.63	4.46	5.09
1,001 – 2,000	32,882,773	0.15	0.99	1.14	22,892	0.41	2.65	3.06
2,001 – 5,000	45,887,145	0.19	1.40	1.59	14,870	0.25	1.74	1.99
5,001 -10,000	28,821,303	0.09	0.91	1.00	4,148	0.05	0.51	0.56
Above 10,000	2,688,109,957	0.19	92.91	93.10	3,034	0.03	0.38	0.41
TOTAL	2,887,348,694	0.88	99.12	100.00	747,155	4.89	95.11	100.00

'A' Ordinary Shares

Range of Shares	No. of Shares				No. of shareholders			
	No. of Shares	Physical Form (%)	Demat Form (%)	% of Capital	No. of Holders	Physical Form (%)	Demat Form (%)	% of Capital
1 – 500	15,019,501	0.02	2.93	2.95	134,525	0.56	85.05	85.61
501 – 1,000	8,560,461	0.01	1.67	1.68	11,642	0.03	7.38	7.41
1,001 – 2,000	7,558,687	0.01	1.48	1.49	5,198	0.02	3.29	3.31
2,001 – 5,000	10,382,853	0.00	2.04	2.04	3,250	0.00	2.07	2.07
5,001 -10,000	8,357,889	0.00	1.64	1.64	1,168	0.00	0.74	0.74
Above 10,000	458,622,980	0.00	90.20	90.20	1,352	0.00	0.86	0.86
TOTAL	508,502,371	0.04	99.96	100.00	157,135	0.61	99.39	100.00

For details on the **Shareholding Pattern and Top Ten Shareholders**, kindly refer Form MGT-9 appended to the Directors' Report of this Annual Report.

DEMATERIALISATION OF SHARES

The electronic holding of the shares as on March 31, 2018 through NSDL and CDSL are as follows:

Particulars	Ordinary Shares (%)		'A' Ordinary Shares (%)	
	2018	2017	2018	2017
NSDL	97.13	97.71	95.72	97.75
CDSL	1.99	1.23	4.24	2.21
TOTAL	99.12	98.94	99.96	99.96

OUTSTANDING SECURITIES

Outstanding Depository Receipts/Warrants or Convertible instruments, conversion / maturity date and likely impact on equity as on March 31, 2018 are as follows:

- Depository Receipts: The Company has 8,74,04,950 ADRs listed on the New York Stock Exchange as on March 31, 2018. Each Depository Receipts represents 5 underlying Ordinary Shares of ₹2/- each.

Listing on Foreign Stock Exchange	New York Stock Exchange (NYSE)
Security Type	ADRs
ISIN	US8765685024
Stock Code / Ticker	TTM
Address	NYSE, 20 Broad Street, New York, NY 10005

Overseas Depository	Domestic Custodian
Citibank N.A., 388 Greenwich Street, 14th Floor, New York, NY 10013	Citibank N.A., Trent House, 3rd Floor, G-60, Bandra Kurla Complex, Bandra (East), Mumbai 400 051

- Senior Unsecured Notes: In October 2014, the Company issued a dual tranche of Senior Unsecured Notes aggregating US\$ 750 million, details of which are given hereunder:

Security Type	ISIN	Issue Size (US\$ million)	Yield per annum (%)	Date of Maturity	Listing
Senior Unsecured Notes	XS1121907676	500	4.625%	April 30, 2020	Singapore Stock Exchange
Senior Unsecured Notes	XS1121908211	250	5.750%	October 30, 2024	

- There are no outstanding warrants or any other convertible instruments issued by the Company.
- The following Non-Convertible Debentures (NCD) are listed on NSE and BSE under the Wholesale Debt Market segment*:

Series No.	Stock Exchange Listing	ISIN	Principal Amount (₹ in crores)	Yield to Maturity (%)	Date of Maturity
E 22	NSE	INE155A07219	200	9.95	March 2, 2020
E22A	NSE	INE155A07227	500	10.25	₹100 crores on April 30, 22 and April 30, 2023; & ₹150 crores on April 30, 2024 and April 30, 2025.
E 23A	NSE	INE155A08043	150	9.90	May 7, 2020
E 23B	NSE	INE155A08050	100	9.75	May 24, 2020
E 23C	NSE	INE155A08068	150	9.70	June 18, 2020
E 24B	NSE	INE155A08084	110	10.00	May 28, 2019
E 24E	NSE	INE155A08118	200	9.69	March 29, 2019
E26A	NSE	INE155A08183	190	10.30	November 30, 2018
E26B	NSE	INE155A08191	300	9.81	August 20, 2024
E26C	NSE	INE155A08209	200	9.77	September 12, 2024
E26D (Option - I)	NSE	INE155A08217	300	9.71	October 1, 2019
E26D (Option - II)	NSE	INE155A08225	400	9.73	October 1, 2020
E26E	NSE & BSE	INE155A08233	400	9.60	October 29, 2022
E26F	NSE & BSE	INE155A08241	400	9.35	November 10, 2023

Series No.	Stock Exchange Listing	ISIN	Principal Amount (₹ in crores)	Yield to Maturity (%)	Date of Maturity
E26G	NSE & BSE	INE155A08258	300	9.02	December 10, 2021
E27A	NSE & BSE	INE155A08274	300	8.25	January 28, 2019
E27B	NSE & BSE	INE155A08282	300	8.40	May 26, 2021
E27C	NSE & BSE	INE155A08290	400	8.13	July 18, 2018
E27D	NSE & BSE	INE155A08308	400	8.00	August 1, 2019
E27E	NSE & BSE	INE155A08316	300	7.50	October 20, 2021
E27F	NSE & BSE	INE155A08324	500	7.71	March 3, 2022
E27G	NSE & BSE	INE155A08332	500	7.84	September 27, 2021
E27H	NSE & BSE	INE155A08340	500	7.50	June 22, 2022
E27I (Tranche 1)	NSE & BSE	INE155A08357	500	7.28	July 29, 2020
E27I (Tranche 2)	NSE & BSE	INE155A08365	500	7.40	June 29, 2021

*Detailed information on the above debentures is included in the 'Notes to Accounts'.

Debenture Trustee: Vistra ITCL (India) Limited, situated at the IL&FS Financial Centre, 7th Floor, East Quadrant, Plot C- 22, G Block, Bandra Kurla Complex, Bandra (E), Mumbai 400051, are the debenture trustees

for all the aforementioned NCD's issued by the Company. They may be contacted at Tel: +91 22 2659 3333, Fax : + 91 22 2653 3297, Email id: itclcomplianceofficer@vistra.com.

PLANT LOCATIONS

Location	Range of Products Produced
Pimpri, Pune – 411 018; Chikhali, Pune – 410 501; Chinchwad, Pune – 411 033 Jamshedpur – 831 010	Medium and Heavy Commercial Vehicles (M&HCVs), Light Commercial Vehicles (LCVs), Utility Vehicles (UVs) and Cars
Chinhat Industrial Area, Dewa Road, Chinhat, Lucknow – 226 019	Intermediate Commercial Vehicles (ICVs) and M&HCVs
Plot No. 1, Sector 11 and Plot No. 14, Sector 12, I.I.E., Pantnagar, District Udham Singh Nagar, Uttarakhand – 263 145	ICVs, M&HCVs and LCVs
Revenue Survey No. 1, Village Northkotpura, Taluka Sanand, Dist. Ahmedabad – 382 170	Small Commercial Vehicles (SCVs)
Revenue Survey No. 1, Village Northkotpura, Taluka Sanand, Dist. Ahmedabad – 382 170	Cars
KIADB Block II, Belur Industrial Area, Mummigatti Post, Dharwad – 580 011	SCVs and LCVs

ADDRESS FOR CORRESPONDENCE

For Investor Queries	
Retail / HNI Investors Mr H K Sethna, Company Secretary Bombay House, 24, Homi Mody Street, Mumbai - 400 001, India Phone : 91-22- 6665 7824 Fax: 91-22- 6665 7260 E-Mail: inv_rel@tatamotors.com	Institutional Investors Mr V B Somaiya, Head (Treasury & Investor Relations) 3 rd floor, Nanavati Mahalaya, 18, Homi Mody Street, Mumbai - 400 001, India Phone : 91-22-66658282 E-Mail: ir_tml@tatamotors.com
For Fixed Deposit, Rights Issue and other Share related queries	
Kindly refer details mentioned herein above under the head 'Registrar and Transfer Agents'	

SUBSIDIARY COMPANIES

The Company does not have any material unlisted Indian subsidiary company and hence, it is not required to have an Independent Director of the Company on the Board of such subsidiary company. However, the following Independent Directors of the Company, are also present in an independent capacity, on the Board of the below mentioned subsidiary companies:

Common Independent Directors	Presence on the Board of Subsidiary Companies
Mr Nasser Munjee	Jaguar Land Rover Automotive Plc and Tata Motors Finance Limited
Mr Vinesh Kumar Jairath	Concorde Motors (India) Limited, TML Distribution Company Limited and Tata Motors Finance Solutions Limited
Ms Falguni Nayar	Tata Technologies Limited

The Company adopted a Policy for Determining Material Subsidiaries of the Company, pursuant to Regulation 16(1)(c) of the SEBI Listing Regulations. This policy is available on the Company's website at <http://investors.tatamotors.com/pdf/material.pdf> pursuant to Regulation 46(2) of the SEBI Listing Regulations.

The Audit Committee also has a 2-day meeting wherein the CEO and CFO of subsidiary companies make a presentation on significant issues in audit, internal control, risk management, etc. Significant issues pertaining to subsidiary companies are also discussed at Audit Committee meetings of the Company.

The minutes of the subsidiary companies are placed before the Board of Directors of the Company and the attention of the Directors is drawn to significant transactions and arrangements entered into by the subsidiary companies. The performance of its subsidiaries is also reviewed by the Board periodically.

DISCLOSURES

i. Details of relevant related party transactions entered into by the Company are included in the Board's Report and in the Notes to Accounts. The Company has in place a Policy on Related Party Transactions setting out (a) the materiality thresholds for related parties and (b) the manner of dealing with transactions between the Company and related parties, including omnibus approvals by Audit Committee based on the provisions of the Act and Regulation 23 of the SEBI Listing Regulations. During the year, there were no materially significant transactions with related parties, as per the Policy adopted by the Company that have potential conflict with the interests of the Company at large. The Audit Committee takes into consideration the management representation and an independent audit consultant's report, whilst scrutinising and approving all related party transactions, from the perspective of fulfilling the criteria of meeting arms' length pricing and being transacted in the ordinary course of business. All transactions with related parties entered into by the Company were in the ordinary course of business on an arm's length basis and were approved by the Audit Committee.

ii. The Company has complied with various rules and regulations prescribed Securities and Exchange Board of India or any other statutory authority relating to the capital markets during the last 3 years. No penalties or strictures have been imposed by them on the Company, except as mentioned below:

The Securities and Exchange Board of India vide Order dated March 6, 2018 had issued directions for the Company to conduct an internal inquiry within 3 months into the leakage of information relating to its financial results for the quarter ended December 2015 and to take appropriate actions against those responsible as well as to submit its report within 7 days thereafter. The Company is in the process of investigating the matter for submission of its report to the Audit Committee of the Company, which will be submitted to SEBI in a timely manner.

The Company has paid a penalty of ₹5.60 lakhs each, levied by BSE Limited and the National Stock Exchange of India Limited, in respect of delayed filing of the listing application for 266 Ordinary Shares and 80'A' Ordinary Shares allotted, out of shares held in abeyance, on settlement of an *inter-se* dispute amongst the shareholders. This penalty has been paid 'under protest' subsequent to various representations made by the Company.

iii. In accordance with the provisions of the Act and Regulation 22 of the SEBI Listing Regulations, the Company has in place a Vigil Mechanism and a Whistle-Blower Policy duly approved by the Audit Committee which provides a formal mechanism for all Directors and employees of the Company to approach the Management of the Company (Audit Committee in case where the concern involves the

Senior Management) and make protective disclosures to the Management about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics policy. The disclosures reported are addressed in the manner and within the time frames prescribed in the Policy. The Company affirms that no director or employee of the Company has been denied access to the Audit Committee.

iv. The Company has complied with all the mandatory disclosure requirements of corporate governance as specified in Regulation 34(3) read with Part C of Schedule V of the SEBI Listing Regulations.

v. The Company also fulfilled the following non-mandatory requirements as specified in Part E of the Schedule II of the SEBI Listing Regulations:

- **The Board:** The Non-Executive Chairman maintains a separate office, for which the Company does not reimburse expenses.
- **Shareholder Rights:** Details are given under the heading "Means of Communications".
- **Modified opinion in Audit Report:** During the year under review, there was no audit qualification in the Auditors' Report on the Company's financial statements. The Company continues to adopt best practices to ensure a regime of unqualified financial statements.
- **Separate posts of Chairman and CEO:** The post of the Non- Executive Chairman of the Board is separate from that of the Managing Director/CEO. In the Tata Motors Group, we have 2 CEO's, namely the CEO & MD of Tata Motors, whose scope includes managing the Tata Motors Group excluding the Jaguar Land Rover (JLR) Group and the CEO and Director of JLR, whose scope covers managing JLR. The respective Boards has delegated the day-to-day running of the Group to the 2 CEO's within certain limits, above which matters must be escalated to the Board for determination.
- **Reporting of Internal Auditor:** The Chief Internal Auditor reports to the Audit Committee of the Company, to ensure independence of the Internal Audit function.

vi. Commodity price risk or foreign exchange risk and hedging activities:

During the FY 2017-18, the Company had managed the foreign exchange and commodity price risk and hedged to the extent considered necessary. The Company enters into forward contracts for hedging foreign exchange and commodity exposures against exports and imports. The details of foreign currency and commodity exposures are disclosed in Note No.41(c)(i)(a) and 41(c)(iv) to the Standalone Financial Statements.

vii. Disclosures on compliance with corporate governance requirements specified in Regulations 17 to 27 have been included in the relevant sections of this report, a gist of which is given below:

Regulation No.	Particulars	Compliance Status (Yes/No/NA)	Compliance Observed
17	Board of Directors	Yes	<ul style="list-style-type: none"> • Composition • Meetings • Periodic review of compliance reports • Plans for orderly succession for appointments • Code of Conduct • Fees / compensation to Non-Executive Directors • Minimum information to be placed before the Board as per Part A of Schedule II • Compliance Certificate as per Part B of Schedule II • Risk assessment and management • Performance evaluation of Independent Directors
18	Audit Committee	Yes	<ul style="list-style-type: none"> • Composition • Meetings • Powers of the Committee • Role of the Committee and review of information by the Committee as per Part C of Schedule II
19	Nomination and Remuneration Committee	Yes	<ul style="list-style-type: none"> • Composition • Role of the Committee as per Part D of Schedule II
20	Stakeholders Relationship Committee	Yes	<ul style="list-style-type: none"> • Composition • Role of the Committee as per Part D of Schedule II
21	Risk Management Committee	Yes	<ul style="list-style-type: none"> • Composition • Role of the Committee
22	Vigil Mechanism	Yes	<ul style="list-style-type: none"> • Review of Vigil Mechanism for Directors and employees • Direct access to Chairperson of Audit Committee
23	Related Party Transactions	Yes	<ul style="list-style-type: none"> • Policy on Materiality of Related Party transactions and dealing with Related Party transactions • Prior approval including omnibus approval of Audit Committee • Review of Related Party transactions • No material Related Party transactions
24	Subsidiaries of the Company	Yes	<ul style="list-style-type: none"> • Appointment of Company's Independent Director on the Board of material subsidiary • Review of financial statements of subsidiary by the Audit Committee • Minutes of the Board of Directors of the subsidiaries are placed at the meeting of the Board of Directors • Significant transactions and arrangements of subsidiary are placed at the meeting of the Board of Directors
25	Obligations with respect to Independent Directors	Yes	<ul style="list-style-type: none"> • Maximum directorships and tenure • Meetings of Independent Directors and Board effectiveness evaluation • Cessation and appointment of Independent Directors • Familiarisation of Independent Directors
26	Obligations with respect to employees including Senior Management, Key Managerial Personnel, Directors and Promoters	Yes	<ul style="list-style-type: none"> • Limit on Membership / Chairmanship in Committees and disclosures thereon • Affirmation on compliance of Code of Conduct by Directors and Senior Management • Disclosure of shareholding by non-executive Directors • Disclosures by Senior Management about potential conflicts of interest • No agreement with regard to compensation or profit sharing in connection with dealings in securities of the Company by Key Managerial Personnel, Directors and Promoter

Regulation No.	Particulars	Compliance Status (Yes/No/NA)	Compliance Observed
27	Other Corporate Governance requirements	Yes	<ul style="list-style-type: none"> Compliance with discretionary requirements as per Part E of Schedule II Filing of quarterly compliance report on Corporate Governance with Stock Exchanges.

- ix. Appropriate information has been placed on the Company's website pursuant to clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations. Given below is the information on the Company's website regarding key policies, codes and charters, adopted by the Company:

Name of Policy, Code or Charter	Brief Description	Web Link
Terms of Appointment of Independent Directors	Relevant extracts from the appointment letter issued to Independent Directors detailing the broad terms and conditions of their appointment.	http://investors.tatamotors.com/pdf/Terms-of-Appointment-ID.pdf
Board Committees	The composition of various committees of the Board	http://www.tatamotors.com/about-us/leadership/
Tata Code of Conduct	Represents the values and core principles that guide the conduct of every Tata business. The Code lays down the ethical standards that Tata colleagues need to observe in their professional lives. a) For Whole-time Directors & Employees b) For Non-Executive Directors and Independent Directors	http://corp-content.tatamotors.com.s3-ap-southeast-1.amazonaws.com/wp-content/uploads/2015/10/tata-code-of-conduct.pdf http://investors.tatamotors.com/pdf/ned-id.pdf
Whistleblower Policy (Vigil Mechanism)	The Whistleblower policy has been formulated for Directors and employees of the Company to report concerns about unethical behavior, actual or suspected fraud or violation of the Tata Code of Conduct.	http://investors.tatamotors.com/pdf/whistle-blower-policy.pdf
Policy on Related Party Transactions	A policy on materiality of related party transactions and regulates all transactions between the Company and its related parties.	http://investors.tatamotors.com/pdf/rpt-policy.pdf
Policy for determining Material Subsidiaries	This policy determines material subsidiaries of the Company and disclosures thereof, as required under the SEBI Listing Regulations.	http://investors.tatamotors.com/pdf/material.pdf
Familiarisation Programme	For all Directors through various programmes/presentations.	http://investors.tatamotors.com/pdf/familiarisation-programme-independent-directors.pdf
Unpaid Dividend Account Details	Statement of unclaimed and unpaid amounts to be transferred to the IEPF	https://www.tatamotors.com/investors/iepf/
Corporate Social Responsibility Policy	The policy outlines the Company's strategy to bring about a positive impact on society through programmes focusing on Health, Education, Employability and Environment interventions for relevant target groups, ensuring diversity and giving preference to needy and deserving communities inhabiting urban India.	http://investors.tatamotors.com/pdf/csr-policy.pdf

Name of Policy, Code or Charter	Brief Description	Web Link
Audit Committee Charter	<i>Inter alia</i> outlines the terms of reference, composition, quorum, meeting requirements, authority and responsibility of the Audit Committee of the Company.	http://investors.tatamotors.com/pdf/audit_committee_charter.pdf
Policy for Approval of Services to be rendered by the Auditors	For the Audit Committee to oversee the services rendered by the Auditors to the Tata Motors Group and the payment for the said services so as to ensure that the Auditors function in an independent manner.	http://www.tatamotors.com/investors/pdf/auditfee-policy.pdf
Policy on determination of Materiality for Disclosure of Event / Information	This policy applies to disclosures of material events affecting the Company and its subsidiaries. This policy is in addition to the Company's corporate policy.	http://investors.tatamotors.com/pdf/material.pdf
Content Archiving Policy	The policy provides guidelines for archiving of corporate records and documents as statutorily required by the Company.	http://investors.tatamotors.com/pdf/content-archiving-policy.pdf
Code of Corporate Disclosure Practices	This policy is aimed at providing timely, adequate, uniform and universal dissemination of information and disclosure of Unpublished Price Sensitive Information outside the Company in order to provide accurate and timely communication to our shareholders and the financial markets.	http://investors.tatamotors.com/pdf/CodeCorporateDisclosure.pdf
Dividend Distribution Policy	This policy outlines the financial parameters and factors that are to be considered whilst declaring dividend.	http://investors.tatamotors.com/pdf/dividend-distribution-policy.pdf

On behalf of the Board of Directors

N CHANDRASEKARAN

Chairman

(DIN: 00121863)

Mumbai, May 23, 2018

DECLARATION BY THE CEO UNDER REGULATION 26(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING ADHERENCE TO THE CODE OF CONDUCT

Pursuant to Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management personnel of the Company have affirmed compliance to their respective Codes of Conduct, as applicable to them for the Financial Year ended March 31, 2018.

For Tata Motors Limited

Guenter Butschek
CEO and Managing Director
(DIN: 07427375)

Mumbai, May 23, 2018

**PRACTISING COMPANY SECRETARIES' CERTIFICATE ON CORPORATE GOVERNANCE
TO THE MEMBERS OF TATA MOTORS LIMITED**

We have examined the compliance of the conditions of Corporate Governance by Tata Motors Limited ('the Company') for the year ended on March 31, 2018, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of procedures and implementation thereof, as adopted by the Company for ensuring compliance to the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2018.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Parikh & Associates
Practising Company Secretaries

P. N. PARIKH
FCS: 327 CP: 1228

Mumbai, May 23, 2018