

# SECRETARIAL AUDIT REPORT

To,  
The Board of Directors  
**TATA MOTORS LIMITED**  
Bombay House, 24 Homi Modi street,  
Mumbai 400001

**Company No.: L28920MH1945PLC004520**

**Authorised Capital: ₹3900 Crores**

We have examined the registers, records, books and papers of **TATA MOTORS LIMITED** ("the Company") as required to be maintained under the Companies Act, 1956, and the applicable provisions of Companies Act, 2013 (the Act) and the rules made thereunder and the provisions contained in the Memorandum and Articles of Association of the Company as also under the listing agreement with the Stock Exchange and the regulations of SEBI as applicable for the year ended March 31, 2014.

1. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished and representations made to us by the Company, its officers and agents, we report that the Company has complied with the provisions of the Act, the Rules made thereunder and the Memorandum and Articles of Association of the Company with regard to:
  - a) maintenance of various statutory registers and documents and making necessary entries therein;
  - b) closure of Register of Members/ record date for debentureholders;
  - c) forms, returns, documents and resolutions required to be filed with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities;
  - d) service of documents by the Company on its Members, Debenture holders, Stock Exchanges, Auditors and the Registrar of Companies;
  - e) notice of Board and various Committee meetings of Directors;
  - f) meetings of Directors and all the Committees of Directors and passing of circular resolutions;
  - g) notice and convening of Annual General Meeting held on 21st August 2013;
  - h) minutes of the proceedings of the Board Meetings, Committee Meetings and General Meetings;
  - i) approvals of the Board of Directors, Committee of Directors, Members and government authorities, wherever required;
  - j) constitution of the Board of Directors, Committees of Directors and appointment, retirement and reappointment of Directors including Managing Directors and Executive Directors;
  - k) payment of remuneration to Directors, Managing Director and Executive Directors;
  - l) appointment and remuneration of Statutory Auditors and Cost Auditors;
  - m) transfer and transmission of the Company's shares, issue and allotment of shares and issue and delivery of certificates of shares;
  - n) declaration and payment of dividend;
  - o) transfer of amounts as required under the Act to the Investor Education and Protection Fund;
  - p) borrowings and registration of charges;
  - q) report of the Board of Directors;
  - r) investment of the Company's funds including inter corporate loans and investments;
  - s) generally, all other applicable provisions of the Act and the Rules thereunder.
2. We further report that:
  - a) the Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings and directorships in other Companies and interest in other entities;
  - b) the Directors have complied with the disclosure requirements in respect to their eligibility of appointment, their being independent, compliance with the code of conduct for Directors and Senior Management Personnel as per clause 49 of the listing agreement and with the Insider Trading code of conduct and;
  - c) the Company has obtained all necessary approvals under various provisions of the Act where necessary;
  - d) there was no prosecution initiated against or show cause notice received by the Company during the year under review under the Companies Act, SEBI Act, Depositories Act, Listing Agreement and rules, regulations and guidelines under these Acts.
3. We further report that:
  - a) the Company has complied with the requirements under the Equity Listing Agreements entered into with the BSE Limited and the National Stock Exchange of India Limited;
  - b) the Company has complied with the requirements under the Debt Listing Agreement for the securities listed on Wholesale Debt Market segment of National Stock Exchange of India Limited;
  - c) the Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regards to disclosures and maintenance of records required under the Regulations;
  - d) the Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records required under the Regulations;
  - e) the Company has complied with the provisions of the SEBI (Depositories and Participants) Regulations, 1996 including submitting of Reconciliation of Share Capital Audit Reports;
  - f) there were no issues during the year which required specific compliance of the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - g) there were no issues during the year which required specific compliance of the provisions of the Securities Contracts (Regulation) Act, 1956 (SCRA) and the Rules made under that Act.

**For Parikh & Associates**

Practising Company Secretaries

**P N Parikh**

(Partner)

C. P. No: 1228

Mumbai, May 29, 2014