

# 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 philosophy 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 is also supplemented with an appropriate mechanism to report any concerns pertaining to non-adherence to the said Code. 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 ("the 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 the US Exchange) which cast upon the Board of Directors and the Audit Committee onerous responsibilities to improve the Company's operating efficiencies. Risk management and the internal control process focus areas continue to meet the progressive governance standards.

The Company has adopted Governance Guidelines on Board Effectiveness based on current and emerging best practices from both within and outside the Tata Group of companies. These guidelines *inter alia* incorporate and go beyond corporate governance requirements prescribed under the Companies Act, 2013 ("Act") and the SEBI Listing Regulations.

The Secretarial Audit Report by a Practicing Company Secretary on the Audit undertaken of the Company's secretarial records in respect of compliance with the applicable provisions of the Act, the SEBI Listing Regulations and other applicable regulations and guidelines issued by the Securities and Exchange Board of India for the period under review is a part of the Annual Report.

## BOARD OF DIRECTORS

The Board of Directors along with its Committees provide leadership and guidance to the Company's management, as also direct, supervise and control the performance of the Company. The Board currently comprises of 11 Directors out of which 8 Directors (72%) are Non-Executive Directors, including 1 women director. The Company has a Non-Executive Chairman and the 6 Independent Directors comprise 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 Act.

All the Directors have made necessary disclosures regarding their directorships 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 Directorships in more than 20 companies, including 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 listed entities in which he/she is a Director. All Non-Executive, Non Independent Directors, excluding the 'Steel' Director (Tata Steel representative) and the CEO & Managing Director of the Company, are liable to retire by rotation. The appointment of the Managing Director and Executive Directors, including the tenure and terms of remuneration are also approved by the members at the first meeting after the said appointment.

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 the 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 upon *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, 2016.

During the year under review, 10 Board Meetings were held on April 23, 2015, May 26, 2015, July 10, 2015, August 7, 2015, September 18, 2015, November 6, 2015, January 18, 2016, February 11, 2016, February 23, 2016 and March 30, 2016. The maximum time-gap between any two consecutive meetings did not exceed 120 days.

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 (AGM), number of directorships (including Tata Motors), memberships/chairmanships of the Board and Committees of public companies and their shareholding in the Company as on March 31, 2016 (including Tata Motors Ltd.) are as follows:

Name of the Director	Director Identification Number	Director Category	No. of Board Meetings attended in the year	Attendance at the last AGM	Directorships <sup>(1)</sup>		Committee positions <sup>(2)</sup>		Holding in shares and other convertible instruments
					Chairman	Member	Chairman	Member	
Cyrus P Mistry <sup>(3)</sup>	00010178	Non-Executive, Chairman	10	Yes	10	-	-	-	15,855 Ordinary Shares
Mr N N Wadia	00015731	Non-Executive, Independent	9	Yes	4	4	-	-	-
Dr R A Mashelkar	00074119	Non-Executive, Independent	8	Yes	-	6	1	3	-
Mr S Bhargava	00035672	Non-Executive, Independent	9	Yes	3	5	1	3	-
Mr N Munjee	00010180	Non-Executive, Independent	10	Yes	2	8	5	1	-
Mr V K Jairath	00391684	Non-Executive, Independent	10	Yes	-	5	2	3	-
Ms Falguni Nayar	00003633	Non-Executive, Independent	10	Yes	-	8	-	5	-
Dr Ralf Speth	03318908	Non-Executive	9	Yes	-	1	-	-	-
Mr Guenter Butschek <sup>(4)</sup>	07427375	CEO & Managing Director	2 <sup>(5)</sup>	NA	-	1	-	1	-
Mr Ravindra Pisharody	01875848	Executive Director (Commercial Vehicles)	10	Yes	-	5	-	1	50'A' Ordinary Shares
Mr Satish B Borwankar	01793948	Executive Director (Quality)	10	Yes	-	3	-	-	-

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

(2) Includes only Audit and Stakeholders Relationship Committees

(3) Is also the 'Steel' Director, being a nominee of Tata Steel Limited as per Article 127 of the Articles of Association of the Company.

(4) Appointed as the CEO & Managing Director of the Company with effect from February 15, 2016.

(5) Excludes 1 meeting attended as an invitee on February 11, 2016.

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 he/she does not serve as an Independent Director in more than 3 listed entities.

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, thereby saving on the cost to the Company and optimally utilising the valued time of the Directors.

**Annual Independent Directors Meeting:** During the year under review, an annual 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 30, 2016, wherein all Independent Directors were present, to review the performance of the Non-Independent Non-Executive Directors including the Chairman of the Board and performance of the Board as a whole. The Non-Independent Directors did not take part in the meeting.

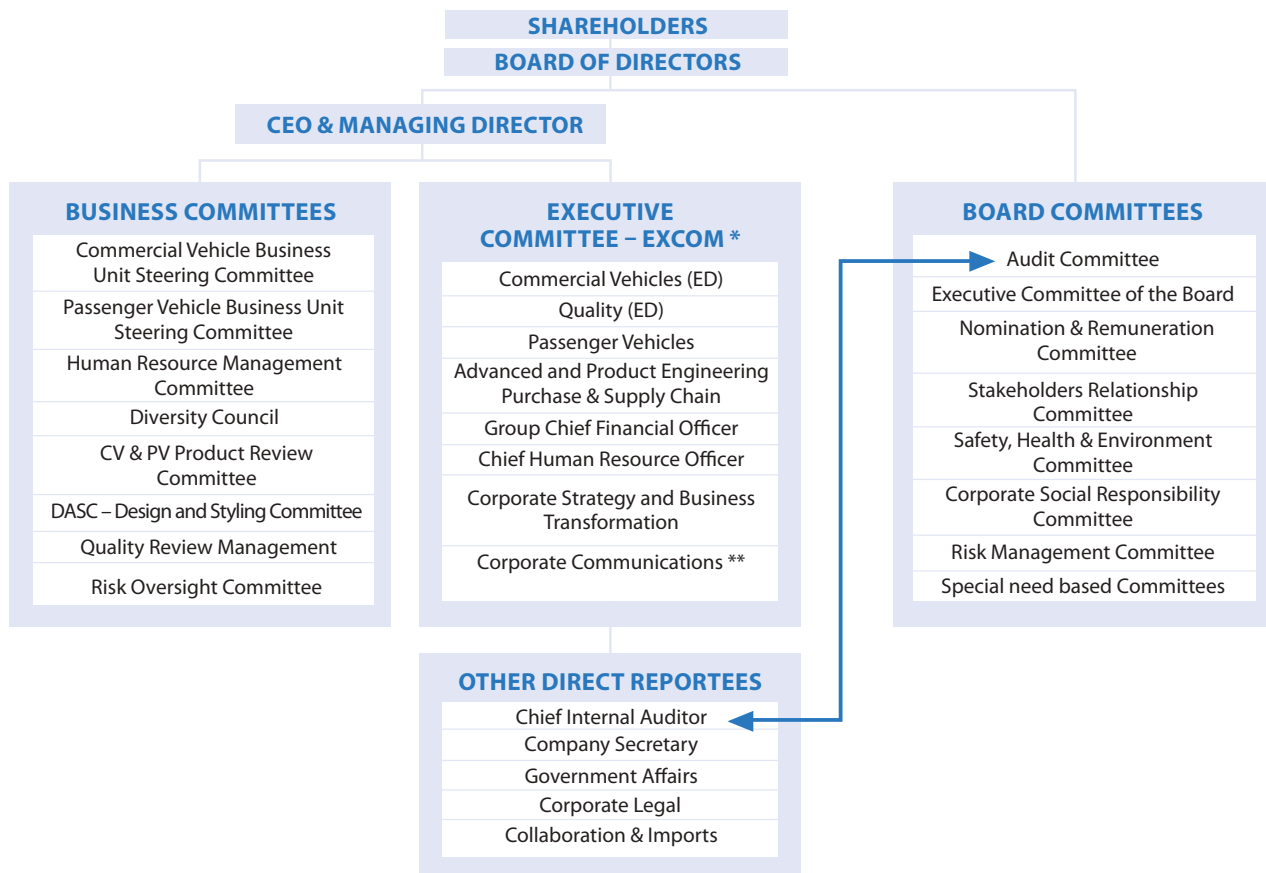
**Board Effectiveness Evaluation:** Pursuant to the provisions of Regulation 17(10) of the SEBI Listing Regulations and the provisions of the Act, Board evaluation involving evaluation of the Board of Directors, its Committees and individual Directors, including the role of the Board Chairman, was conducted during the year. For details pertaining to the same kindly refer to the Board's Report.

**Familiarisation Programme:** Kindly refer to the Company's website for details of the familiarisation programme for Independent Directors in respect of 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, as on March 31, 2016, is illustrated below:



\* The CEO & Managing Director chairs the Excom and Business Committees

\*\* associated member of Excom

## AUDIT COMMITTEE

The Audit Committee functions according to its Charter that defines its composition, authority, responsibility and reporting functions in accordance with Sections 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:

- i. Reviewing with the management, the quarterly/annual financial statements before submission to the Board, focusing primarily on:
  - ❖ Overseeing 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;
  - ❖ Review Reports on the Management Discussion and Analysis of financial condition, results of Operations and the Directors' Responsibility Statement;
  - ❖ Compliance with accounting standards and changes in accounting policies and practices as well as reasons thereof;
  - ❖ Major accounting entries involving estimates based on exercise of judgment by Management;
  - ❖ Draft Audit Report, modified opinion if any and significant adjustments arising out of audit;
  - ❖ Analysis of the effects of alternative GAAP methods on the financial statements;
  - ❖ Compliance with listing and other legal requirements concerning financial statements;
  - ❖ Statement of significant related party transactions (as defined by the Committee), submitted by the management;
  - ❖ Scrutinise inter corporate loans and investments; and
  - ❖ Disclosures made under the CEO and CFO certification and related party transactions to the Board and Shareholders.
- 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. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency, monitoring the utilisation of proceeds of a public or rights issue, statement of deviations both quarterly and annual, if any, and making appropriate recommendations to the Board to take up steps in this matter.
- v. Recommending the appointment/removal of the statutory auditor, cost auditor, fixing audit fees, name of Audit firm 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. It shall also ensure that the cost auditors are independent, having arm's length relationship and are also not otherwise disqualified at the time of their appointment or during their tenure.
- vi. 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.
- vii. Discussing with the internal auditor and senior management significant internal audit findings and follow-up thereon.
- viii. 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.
- ix. 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.
- x. Reviewing the Company's financial controls and risk management systems.
- xi. Establish and review the functioning of the Vigil Mechanism under the Whistle-Blower policy of the Company.
- xii. 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.
- xiii. 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.
- xiv. Reviewing the effectiveness of the system for monitoring compliance with laws and regulations.
- xv. Approving the appointment of CFO after assessing the qualification, experience and background etc. of the candidate.
- xvi. Engage a registered valuer in case valuations are required and review of any valuation report of any property, stocks, shares, debentures, securities, goodwill, undertakings or assets,

liabilities or net worth of the Company.

- xvii. Review and suitably reply to the report(s) forwarded by the auditors on the matters where auditors have sufficient reason to believe that an offence involving fraud, is being or has been committed against the Company by officers or employees of the Company.
- xviii. Review the system of storage, retrieval, display or printout of books of accounts maintained in electronic mode during the required period under law.
- xix. Approve all or any subsequent modification of transactions with related parties.
- xx. 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.
- xxi. 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 reviewed key audit findings covering operational, financial and compliance areas. Management personnel presented their risk mitigation plan to the Committee. It also reviewed the internal control system in subsidiary companies, status on compliance of its obligations under the Charter and confirmed that it fulfilled its duties and responsibilities. The Committee, through self-assessment, annually evaluates its performance. The Chairman of the Audit Committee briefs the Board members about the significant discussions at the 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 greater. The Chairman of the Audit Committee also attended the last AGM of the Company. During the period under review, 8 Audit Committee meetings were held on May 25, 2015, July 9, 2015, August 5, 2015, October 20, 2015, November 4, 2015, January 8-9, 2016, February 9, 2016 and February 23, 2016. The maximum gap between any two meetings was less than 120 days. Each Audit Committee meeting which considers financial results is preceded by a meeting of the Audit Committee members along with the Auditors only.

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

Composition	Meetings attended
Mr N Munjee (Chairman)	8
Dr R A Mashelkar	5
Mr V K Jairath	8
Ms Falguni Nayar	7

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, Company Secretary, 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 Company Secretary acts as the Secretary of the Audit Committee, as well as all the other Committees of the Company. 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.

Deloitte Haskins & Sells LLP, Mumbai (ICAI Firm Registration No.117366W/W – 100018), 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.

## 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 Regulation 19 read with Part D of Schedule II of the SEBI Listing Regulations, which are reviewed from time to time. 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 Report on performance evaluation of Independent Directors.
- ❖ Support the Board in matters related to set-up, review and refreshing the composition of the Committees.
- ❖ Recommend to the Board on voting on resolutions for appointment and remuneration of the 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 and Independent Directors in evaluation of the performance of 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 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 comprises of 3 Independent Directors and 1 Non-Executive Director. During the year under review, five meetings of the Committee were held on May 26, 2015, October 15, 2015, December 3, 2015, February 11, 2016 and March 30, 2016. The decisions are taken by the Committee, at meetings or by passing circular resolutions. The composition of the NRC and attendance at its meeting is as follows:

Composition	Meetings attended
Mr N N Wadia (Chairman)	5
Mr Cyrus P Mistry	5
Mr S Bhargava	5
Dr R A Mashelkar	4

### 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, including the criteria for making payments to the Non-Executive Directors kindly refer to the Annexure to the Board's Report.

### Remuneration to Directors:

#### Non-Executive Directors

- ❖ A sitting fee of ₹ 60,000/- (₹ 20,000/- prior to May 26, 2015) for attendance at each meeting of the Board, Audit Committee, Executive Committee of the Board, NRC and for annual Independent Directors Meeting; ₹ 20,000/- (₹5,000/- prior to May 26, 2015) for attendance at each meeting of Stakeholders Relationship Committee and ₹20,000/- (₹10,000/- prior to May 26, 2015) for attendance at each meeting of Safety, Health & Environment Committee, the Corporate Social Responsibility Committee, Risk Management Committee, Fund Raising Committee and other special need based committees, is paid to its Members (excluding Managing Director and Executive Directors) and also to Directors attending the meeting. 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 resides.

For details on sitting fees paid to Non-Executive Directors for FY 2015-16 and performance evaluation criteria for Independent Directors, kindly refer to the Board's Report.



- ❖ 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 AGM 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 from April 1, 2013.

No Commission was paid to any Non-Executive Director for FY 2015-16 in view of inadequacy of profits

### 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 of the Managing and Executive Directors on a yearly basis. This review is based on the Balance Score Card that includes the performance of the Company and the individual director on certain defined qualitative and quantitative parameters such as volumes, EBITDA, 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 and practices.

Incentive remuneration paid/payable is subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board, not exceeding 200% of the basic salary. An indicative list of factors that the NRC and the Board takes into consideration for determining the extent of incentive remuneration are the Company's performance on certain defined qualitative and quantitative parameters, industry benchmarks of remuneration and performance of the individual.

For details pertaining to Managerial Remuneration paid to the Managing and Executive Directors, the terms of their appointment and the Remuneration paid to the CEO & Managing Director and

the Non-Executive Directors during FY 2015-16, kindly refer to the Notice of the AGM and the Board's Report. The Company does not have an Employee Stock Option Scheme.

Members are requested to refer to the Notice of the AGM for revised terms of appointment and remuneration of the Executive Directors for FY 2016-17.

### Retirement Policy for Directors

The Company has adopted the Tata Group Governance Guidelines on Board Effectiveness, wherein 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 which has also been approved by the Members of the Company, offering special retirement benefits including pension, ex-gratia and medical. In addition to the above, the retiring Managing Director (except where he is an expat) 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.

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 pursuant to Section 152 of the Act. 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 be associated with the Company in any other capacity, either directly or indirectly. The retirement age for Independent Directors is 75 years as per the Governance Guidelines on Board Effectiveness. 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 AGM 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 comprises of 2 Independent Directors and the CEO & Managing Director, it 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 the 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 to 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 the performance of the Registrar and Share Transfer Agent.
- ❖ Recommend measures for overall improvement of the quality of investor services.

During the year under review, 2 Committee meetings were held on April 23, 2015 and August 13, 2015, attended by both the members of the Committee, namely, Mr V K Jairath, who chaired the meeting and Ms Falguni Nayar. Mr Guenter Butschek was appointed as a member of the Committee with effect from February 15, 2016.

### 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 7260;

Email: inv\_rel@tatomotors.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 Deposit 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 pre & post-Issue related queries / complaints including those relating to the Applications Supported by Blocked Amount (ASBA) process. Tel: (91 22) 6171 5400 / 9167779196 /97; Fax: (91 22) 2596 0329; Website: www.linkintime.co.in; Email: tatamotors.rights@linkintime.co.in; Contact Person: Ms. Pooja Bhosle

The status on the total number of investor complaints during FY 2015-16 is as follows:

Type	Nos.
Complaints regarding non-receipt of dividend, shares lodged for transfer	68
Complaints received from the shareholders through SEBI and other statutory bodies and resolved	51
Complaints redressed out of the above	116
Pending complaints as on 31.03.2016	3*
Other queries received from shareholders and replied	13,603

\* The SEBI complaint has been replied within 4 days, but the same has been reflected as unresolved as on 31.03.2016, 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 FY2015-16 is shown in the following table:

	Number	%
Total number of correspondence received during 2015-2016	13,722	100.00
Replied within 1 to 4 days of receipt	8,319	60.62
Replied within 5 to 7 days of receipt	3,478	25.34
Replied within 8 to 15 days of receipt	1,332	9.70
Replied after 15 days of receipt <sup>(1)</sup>	538	3.92
Received in last week of March 2016 have been replied in April 2016	55	0.40

(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 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, 2016. Out of the total number of complaints mentioned above, 51 complaints pertained to letters received through Statutory/Regulatory bodies and those related to 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 a Shareholders' visit to the Company's Works at Pune, sending reminders to investors who have not claimed their dues, sending nomination forms, etc.



## OTHER COMMITTEES

**The Executive Committee of the Board** 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, 3 Committee meetings were held on April 17, 2015, September 15, 2015 and March 14, 2016. The Executive Committee of the Board comprises of 3 Independent Directors, 1 Non-Executive Director and 2 Whole-time Directors. The composition of the Executive Committee of the Board and attendance at its meetings is given hereunder:

Composition	Meetings attended
Mr Cyrus P Mistry (Chairman)	3
Mr N N Wadia	2
Mr N Munjee	2
Mr S Bhargava	2
Mr R Pisharody	3
Mr S B Borwankar	3
Mr G Butschek*	1

\*Appointed as member with effect from February 15, 2016.

**The Safety, Health and Environment (SHE) Committee** was constituted with the objective of reviewing Safety, Health and Environment practices. The terms of reference of the Committee include the following:

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

The Committee comprises of 2 Independent Directors including the Chairman of the Committee and 3 Whole-time Directors viz Dr R A Mashelkar, (Chairman), Mr V K Jairath, Mr Ravindra Pisharody and Mr S B Borwankar. Mr G Butschek was appointed as a member of the Committee with effect from February 15, 2016. During the year under review, one meeting of the Committee was held on August 7, 2015 wherein all the members were present at the said meeting.

**Corporate Social Responsibility (CSR) Committee** was 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 the above point; 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 and 2 Whole-time Directors. During the year under review, 3 meetings of the Committee were held on July 9, 2015, November 4, 2015 and January 8, 2016. The composition of the CSR Committee and attendance at its meeting is given hereunder:

Composition	Meetings attended
Dr R A Mashelkar (Chairman)	3
Ms Falguni Nayar	1
Mr S B Borwankar	3
Mr G Butschek *	-

\*Appointed as a member with effect from February 15, 2016.

**Risk Management Committee** is constituted and functions as per Regulation 21 of the SEBI Listing Regulations, The Committee comprises of 4 Independent Directors namely, Mr Nasser Munjee, as Chairman, Dr Mashelkar, Mr V K Jairath and Ms Falguni Nayar as members. The terms of reference enumerated in the Committee Charter are as follows:

- ❖ Principles and objectives *inter alia* included assisting the Board in overseeing the Company's risk management process and controls, risk tolerance, capital liquidity and funding etc. and its periodic update thereof 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 1 meeting of the Committee was held on July 9, 2015, attended by Mr Nasser Munjee, Chairman, Dr Mashelkar and Mr V K Jairath.

**Rights Issue Allotment Committee:** Pursuant to the approval of the Shareholders vide Postal Ballot on March 3, 2015 and the authority granted by the Board of Directors vide Resolutions passed on January 27, 2015 and March 25, 2015, the Company launched a simultaneous but unlinked issue of 15,06,44,759 Ordinary Shares of ₹2/- each (including the rights offering to ADR holders) for cash at a price of ₹450/- on a rights basis to the eligible Ordinary Shareholders in the ratio of 6 Ordinary Share for every 109 fully paid-up Ordinary Shares held on the Book Closure Date, which was April 8, 2015 and 2,65,30,290 'A' Ordinary Shares of ₹2/- each for cash at a price of ₹271/- on a rights basis to the eligible 'A' Ordinary Shareholders in the ratio of 6 'A' Ordinary Share for every 109 fully paid-up 'A' Ordinary Shares held on the said Book Closure Date. An overwhelming response was received from the Shareholders on the Rights Issue which was oversubscribed by 1.21 times and the Company collected an amount of ₹9,029.22 crores on the applications on May 2, 2015.

The Committee of Directors, duly constituted for the purpose of allotment of Ordinary and 'A' Ordinary Shares of the Company, comprising of Mr Mistry, Mr Munjee, Ms Nayar, Mr Pisharody and Mr Borwankar, at its meeting held on May 13, 2015, allotted 15,04,90,480 Ordinary Shares (including the American Depositary Shares representing the Ordinary Shares) and 2,65,09,759 'A' Ordinary Shares in accordance with the basis of allotment mentioned in the Letter of Offer dated March 30, 2015. All members except Mr Mistry, were present for the Committee Meeting.

**Executive Committee (Excom)** comprising of Mr Butschek, Chairman and various business functional heads such as Mr Pisharody, Mr Borwankar, President (PVBU), Head Advanced and Product Engineering P&SC, Chief Human Resource Officer, Head Corporate Strategy and Business Transformation and Head Corporate Communications. The Excom provides oversight on strategy and key aspects of our business operations.

Apart from the above, the Board of Directors also constitutes Committee(s) of Directors and/or Executives with specific terms of reference, as it deems fit.

## 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 Tata Code of Conduct for Non-Executive Directors and Independent Directors. 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, 2016 have affirmed compliance with their respective Codes of Conduct. A Declaration to this effect, duly signed by the CEO and Managing Director is annexed hereto.

## GENERAL BODY MEETINGS

Date	Year	Special Resolutions passed	Venue and Time
August 13, 2015	2014-2015	■ Offer or invite for Subscription of Non-Convertible Debentures on private placement basis	Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai - 400 020 3:00 p.m.
July 31, 2014	2013-2014	■ Invitation and acceptance of Fixed Deposits from the Members and Public	
August 21, 2013	2012-2013	■ Commission to non Whole-time Directors ■ Increase in the limit for holding by registered Foreign Institutional Investors (FIIs) for 'A' Ordinary Shares	

All resolutions moved at the last AGM were passed by means of electronic and physical voting, by the requisite majority of members attending the meeting. None of the businesses proposed to be transacted at the ensuing AGM require the passing of a special resolution by way of postal ballot.

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 Listing Agreement / Regulations, as applicable and are generally published in the Indian Express, Financial Express and the Loksatta (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](http://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 Corporate Compliance & Listing Centre and the 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 the financial year 2015-16 sent various communications including intimation of dividend and Half Yearly Communiqué 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 Company is registered with the Registrar of Companies, Mumbai, Maharashtra. The Corporate identification Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L28920MH1945PLC004520.

### ANNUAL GENERAL MEETING

<b>Date and Time</b>	Tuesday, August 9, 2016 at 3:00 p.m.
<b>Venue</b>	Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai 400 020

### FINANCIAL CALENDAR (TENTATIVE)

<b>Financial Year</b>	ending March 31
<b>Results for the Quarter ending</b>	
June 30, 2016	On or before August 14, 2016
September 30, 2016	On or before November 14, 2016
December 31, 2016	On or before February 14, 2017
March 31, 2017	On or before May 30, 2017
<b>Date of Book Closure</b>	Wednesday, July 20, 2016 to Tuesday, August 9, 2016 (both days inclusive) for payment of dividend.
<b>Date of Dividend payment</b>	August 11, 2016, if dividend is declared by members at the AGM.

### 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:

<b>Type</b>	Ordinary Shares	'A' Ordinary Shares
<b>ISIN</b>	INE155A01022	IN9155A01020
<b>BSE – Stock Code</b>	500570	570001
<b>NSE – Stock Code</b>	TATAMOTORS	TATAMTRDVR
<b>BSE - Address</b>	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001; <a href="http://www.bseindia.com">www.bseindia.com</a>	
<b>NSE - Address</b>	"Exchange Plaza", Bandra Kurla Complex, Bandra (E), Mumbai 400 051; <a href="http://www.nseindia.com">www.nseindia.com</a>	

The Company has paid Annual Listing fees for FY 2016-17 to all the Stock Exchanges (both domestic and international) where the Company's securities are listed.

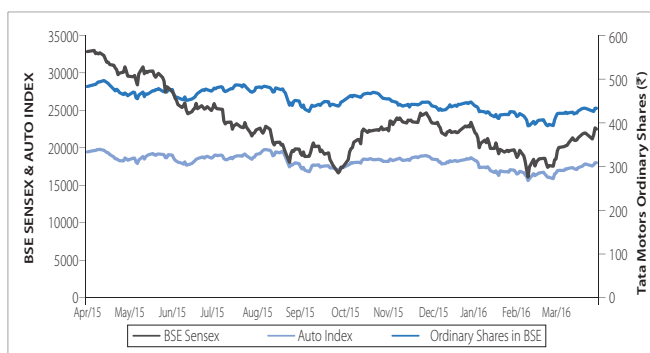
Attention is also drawn to foreign listing and listing of debt securities of the Company, as mentioned under Outstanding Securities below.

### 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-15	567.55	508.45	7937445	568.15	508.25	14217444	354.40	311.30	1289849	354.65	310.70	34517076
May-15	529.65	471.65	11261563	529.70	471.75	35554611	322.20	295.40	2989227	322.75	295.10	34331174
Jun-15	472.15	421.60	15509821	472.05	421.80	39898077	291.40	261.20	2461162	290.65	260.60	46564368
Jul-15	444.80	370.45	17591395	444.50	370.10	144707185	264.45	232.65	5663017	263.80	232.10	62710010
Aug-15	392.55	309.70	28056514	393.40	308.25	58773025	268.05	218.80	7349566	267.85	219.25	72944494
Sep-15	354.25	285.25	64992266	354.10	285.00	176541896	248.45	206.60	5714600	248.65	206.85	67162389
Oct-15	391.25	297.00	18490823	391.20	297.75	223720096	272.75	218.30	4585381	272.80	218.60	45285403
Nov-15	423.35	382.05	12876773	424.40	382.05	175007744	299.65	259.60	3542775	299.75	259.65	106804814
Dec-15	417.40	371.70	11711334	417.35	371.60	153232921	290.45	271.60	2249087	290.60	270.65	36711439
Jan-16	401.65	329.40	17738047	401.90	328.55	184037689	296.95	247.90	2810896	296.60	248.25	36901882
Feb-16	338.35	275.65	22421111	338.50	276.65	251270913	262.95	214.45	3032273	263.20	214.80	47679121
Mar-16	388.90	315.30	14274415	388.60	315.35	180650695	288.65	238.40	2251939	288.35	237.85	50113397

The Performance of the Company's Stock Price vis-à-vis Sensex, Auto Index and ADR:



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

Month	High	Low
April 2015	46.35	41.19
May 2015	42.63	37.84
June 2015	37.91	34.01
July 2015	34.56	28.72
August 2015	30.31	22.49
September 2015	25.99	21.73
October 2015	29.70	22.33
November 2015	31.57	29.58
December 2015	30.89	27.15
January 2016	28.33	23.98
February 2016	25.50	20.56
March 2016	29.05	23.73

## 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:

- For transfer lodgment, delivery and correspondence: TSR Darashaw Limited, Unit: Tata Motors Limited, 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E Moses Road, (Nr. Famous Studios) Mahalaxmi, Mumbai – 400 011. Tel: 022-6656 8484; Fax: 022- 6656 8494; e-mail : csg-unit@tsrdarashaw.com; website:www.tsrdarashaw.com
- 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:
  - 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 Deposit 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 made 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 pre-Issue/ post-Issue related matter, including all grievances relating to the Applications Supported by Blocked Amount (ASBA) process. Contact details: C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078;  
Tel: (91 22) 6171 5400 / 9167779196 /97; Fax: (91 22) 2596 0329;  
Website: www.linkintime.co.in; Email: tatamotors.rights@linkintime.co.in; Contact Person: Pooja Bhosle

## 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 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 carried out a Reconciliation of Share Capital Audit on a quarterly basis to reconcile the total admitted capital with the 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 Company Secretary-in-Practice certificate 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 lodgment for transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/ allotment monies

### Action required for non-receipt of dividends, proceeds of matured deposits and interest and redeemed debentures and interest thereon:

- (i) Pursuant to Sections 205A and 205C of the Companies Act, 1956, (Section 124 and 125 of the Act) or as amended or re-enacted, all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as principal amount of debentures and deposits pertaining to the Company and erstwhile Tata Finance Limited (TFL) remaining unpaid or unclaimed for a period of 7 years from the date they became due for payment, have been transferred to the Investors Education and Protection Fund (IEPF) established by the Central Government.
- (ii) In case of non-receipt/ non encashment of the dividend warrants, Members are requested to correspond with the Company's Registrars/the Registrar of Companies, as mentioned hereunder:

Dividend for	Whether it can be claimed	Contact Office	Action to be taken
2014-15	N.A.	-	Not Applicable due to non-declaration of dividend.
2009-10 to 2013-14	Yes	TSR Darashaw Limited	Letter on plain paper.
2002-03 to 2008-09	No	-	None. Already transferred to IEPF. In respect of 2008-09, would be transferred in August 2016
2000-01 and 2001-02	N.A.	-	Not Applicable due to non-declaration of dividend.

1995-96 to 1999-00	No	-	None. Already transferred to IEPF.
1978-79 to 1994-95	Yes	The Registrar of Companies, CGO Complex, 'A' Wing, Next to RBI, CBD – Belapur, Navi Mumbai – 400614 Maharashtra Tel: 91 22 2757 6802	Claim in Form No. II of the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 or such other Form as may be prescribed by the MCA.

(iii) Following table gives information relating to outstanding dividend accounts and due dates for claiming dividend:

Financial Year	Date of Declaration	Last date for claiming dividend *
2008-09	August 25, 2009	August 24, 2016
2009-10	September 1, 2010	August 31, 2017
2010-11	August 12, 2011	August 11, 2018
2011-12	August 10, 2012	August 9, 2019
2012-13	August 21, 2013	August 20, 2020
2013-14	July 31, 2014	July 30, 2021
2014-15	No dividend declared	

\*Indicative dates. Actual dates may vary.

(iv) As of March 31, 2016, the Company transferred ₹21,47,41,667.34 to IEPF, including the following amounts during the year.

(in ₹)

Particulars	FY 2015-16
Unpaid dividend amounts of the Company	1,80,73,455
Application moneys received for allotment of any securities and due for refund	-
Unpaid matured deposit with the Company	56,768
Unpaid matured debentures with the Company	-
Interest accrued on matured deposits with the Company	-
Interest accrued on matured debentures with the Company	-
<b>Total</b>	<b>1,81,30,223</b>

## DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2016

### 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	42,607,963	0.20	1.28	1.48	425,291	7.33	77.91	85.24
501 – 1000	22,743,691	0.15	0.64	0.79	31,406	1.21	5.08	6.29
1001 – 2000	29,350,587	0.19	0.83	1.02	20,644	0.78	3.36	4.14
2001 – 5000	44,186,112	0.24	1.29	1.53	14,403	0.46	2.43	2.89
5001 – 10000	27,244,682	0.11	0.83	0.94	3,962	0.09	0.70	0.79
Above 10000	2,721,070,567	0.23	94.01	94.24	3,252	0.04	0.61	0.65
<b>Total</b>	<b>2,887,203,602</b>	<b>1.12</b>	<b>98.88</b>	<b>100.00</b>	<b>498,958</b>	<b>9.91</b>	<b>90.09</b>	<b>100.00</b>

(v) While 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. The data on unpaid / unclaimed dividend and other unclaimed monies is also available on the Company's website under the head (<http://www.tatamotors.com/investor/iepf/>)

Investors of the Company who have not yet encashed their unclaimed/unpaid amounts are requested to do so at the earliest.

(vi) Other facilities of interest to shareholders holding shares in physical form:

❖ As per Regulation 39(4) read with Schedule VI of the SEBI Listing Regulations, the Company has sent 9915 reminders in February 2013 and 8994 reminders in August 10, 2015 to those shareholders whose certificates have been returned undelivered. These certificates are currently lying with the Registrar and Transfer Agents of the Company. Members, holding the Company's shares in physical form, are requested to tally their holding with the certificates in their possession and revert in case of any discrepancy in holdings. In case there is no response after three reminders, the unclaimed shares shall be transferred to one folio in the name of "Unclaimed Suspense Account" and the voting rights on such shares shall remain frozen until the rightful owner claims the shares.

❖ Nomination facility: Shareholders, who hold shares in single name or wish to make/change the nomination in respect of their shares as permitted under the Act, may submit in the prescribed form to the Registrars and Transfer Agents.



**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	8,996,439	0.02	1.75	1.77	86,828	0.98	85.98	86.97
501 – 1000	3,992,778	0.01	0.78	0.79	5,495	0.07	5.43	5.50
1001 – 2000	4,472,642	0.01	0.87	0.88	3,170	0.03	3.15	3.17
2001 – 5000	6,954,517	0.00	1.36	1.36	2,216	0.01	2.21	2.22
5001 -10000	6,259,466	0.00	1.23	1.23	892	0.00	0.89	0.89
Above 10000	477,800,862	0.00	93.97	93.97	1,251	0.00	1.25	1.25
<b>Total</b>	<b>508,476,704</b>	<b>0.04</b>	<b>99.96</b>	<b>100.00</b>	<b>99,852</b>	<b>1.09</b>	<b>98.91</b>	<b>100.00</b>

For details on the Shareholding pattern, kindly refer Form MGT-9 appended to the Boards' Report of this Annual Report.

**DEMATERIALIZATION OF SHARES**

The electronic holding of the shares as on March 31, 2016 through NSDL and CDSL are as follows:

Particulars	Ordinary Shares (%)		'A' Ordinary Shares (%)	
	2016	2015	2016	2015
NSDL	97.43	97.70	97.45	97.93
CDSL	1.45	1.05	2.50	2.02
<b>Total</b>	<b>98.88</b>	<b>98.75</b>	<b>99.95</b>	<b>99.95</b>

**OUTSTANDING SECURITIES**

Outstanding Depository Receipts/Warrants or Convertible instruments, conversion / maturity date and likely impact on equity as on March 31, 2016 are as follows:

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	

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

❖ There are no outstanding warrants or any other convertible instruments issued by the Company.

❖ The following Non-Convertible Debentures (NCDs) are listed on NSE and BSE under the 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
E 22A	NSE	INE155A07227	500	10.25	- Rs.100 crores on April 30, 2022 and April 30, 2023 - Rs.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

Depository Receipts: The Company has 98,392,840 ADSs listed on the New York Stock Exchange as on March 31, 2016. Each Depository Receipt represents 5 underlying Ordinary Shares of ₹2/- each.

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

❖ 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:

Series No.	Stock Exchange Listing	ISIN	Principal Amount (₹ in crores)	Yield to Maturity (%)	Date of Maturity
E 23C	NSE	INE155A08068	150	9.70	June 18, 2020
E 24A	NSE	INE155A08076	250	10.00	May 26, 2017
E 24B	NSE	INE155A08084	110	10.00	May 28, 2019
E 24D	NSE	INE155A08100	300	9.84	March 10, 2017
E 24E	NSE	INE155A08118	200	9.69	March 29, 2019
E 24F	NSE	INE155A08126	200	9.45	March 29, 2018
E 25D	NSE	INE155A08167	300	8.95	April 29, 2016
E 25E	NSE	INE155A08175	300	8.73	May 17, 2016
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
E26G	NSE & BSE	INE155A08258	300	9.02	December 10, 2021
E26H	NSE & BSE	INE155A08266	300	8.60	February 2, 2018
E27A #	NSE & BSE	INE155A08274	300	8.25	January 28, 2019

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

Vijaya Bank, Merchant Banking Division, Head Office, 41/2, M.G. Road, Trinity Circle, Bangalore – 560 001 are the Trustees for all the debenture series mentioned above except for E27A Series. They may be contacted at Tel. : +91 80 25584066 (Ext. 867), 25584603, Fax : +91 80 25584764, Email id: merchantbkg@vijayabank.co.in.

# Debenture Trustee for the E27A series of NCDs : IL&FS Trust Company Limited The IL&FS Financial Centre, 7th Floor, East Quadrant, Plot C- 22, G Block, Bandra Kurla Complex, Bandra (E), Mumbai 400 051 debenture trustees for the E27A series of NCDs. They may be contacted at Tel.: +91 22 26593612, Fax : + 91 22 2653 3297, Email id: itcl@ilfsindia.com.

## PLANT LOCATIONS

Location	Range of Products Produced
Pimpri, Pune – 411 018; Chikhali, Pune – 410 501; Chinchwad, Pune – 411 033	Medium and Heavy Commercial Vehicles (M&HCVs), Light Commercial Vehicles (LCVs), Utility Vehicles (UVs) and Cars
Jamshedpur – 831 010	Intermediate Commercial Vehicles (ICVs) and M&HCVs
Chinhat Industrial Area, Dewa Road, Chinhat, Lucknow – 226 019	M&HCVs and LCVs
Plot No. 1, Sector 11 and Plot No. 14, Sector 12, I.I.E., Pantnagar, District Udham Singh Nagar, Uttarakhand – 263 145	LCVs, M&HCVs and UVs
Revenue Survey No. 1, Village Northkotpura, Tal, Sanand, Dist. Ahmedabad – 380 015	Cars
KIADB Block II, Belur Industrial Area, Mummigatti Post, Dharwad – 580 011	Small Commercial Vehicles (SCVs) and LCVs

## ADDRESS FOR CORRESPONDENCE

For Investor Queries	
<b>Retail / HNI Investors</b> 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 Email : inv_rel@tatamotors.com	<b>Institutional Investors</b> Mr. V. B. Somaiya, Head (Treasury & Investor Relations) 3rd floor, Nanavati Mahalaya, 18, Homi Mody Street, Mumbai - 400 001, INDIA Phone : 91-22-66658282 Email : 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 non-listed 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
Dr R A Mashelkar	TAL Manufacturing Solutions Limited
Mr Subodh Bhargava	Tata Marcopolo Motors Limited
Mr V K Jairath	Concorde Motors (India) Limited, TML Distribution Company Limited and Tata Motors Finance Solutions Limited
Ms Falguni Nayar	Tata Marcopolo Motors Limited and 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 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 Boards' 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 the 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. All transactions with related parties entered into by the Company were in the normal 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 by the Stock Exchanges, 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.

- 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 requirements of corporate governance including those specified in sub-para (2) to (10) of Part C of Schedule V of the SEBI Listing Regulations.
- v. The Company also fulfilled the following non-mandatory requirements as specified in Regulation 27(1) read with 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 CEO and Managing Director.
  - ❖ 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 2015-16, the Company had managed the foreign exchange risk and hedged to the extent considered necessary. The Company enters into forward contracts for hedging foreign exchange exposures against exports and imports. The details of foreign currency exposure are disclosed in Note No. 37 to the Annual Accounts.
- vii. The Company is in compliance with the disclosures required to be made under this report in accordance with Regulation 34(3) read together with Schedule V(C) to the SEBI Listing Regulations.
- viii. Disclosures on compliance with corporate governance requirements specified in Regulations 17 to 27 have been included in the relevant sections of this report. 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 Listing Regulations.

Information on the Company's website including key policies, codes and charters, adopted by the Company are given below:

Name of Policy, Code or Charter	Brief Description	Web Link
Terms of Appointment of Independent Directors	Relevant extracts form the appointment letter issued to Independent Directors detailing the broad terms and conditions of their appointment.	<a href="http://www.tatamotors.com/investors/pdf/Terms-of-Appointment-ID.pdf">http://www.tatamotors.com/investors/pdf/Terms-of-Appointment-ID.pdf</a>
Board committees	The composition of various committees of the Board	<a href="http://www.tatamotors.com/about-us/leadership/">http://www.tatamotors.com/about-us/leadership/</a>
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	<a href="http://corp-content.tatamotors.com.s3-ap-southeast-1.amazonaws.com/wp-content/uploads/2015/10/tata-code-of-conduct.pdf">http://corp-content.tatamotors.com.s3-ap-southeast-1.amazonaws.com/wp-content/uploads/2015/10/tata-code-of-conduct.pdf</a>  <a href="http://www.tatamotors.com/investors/pdf/ned-id.pdf">http://www.tatamotors.com/investors/pdf/ned-id.pdf</a>
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.	<a href="http://www.tatamotors.com/investors/pdf/whistle-blower-policy.pdf">http://www.tatamotors.com/investors/pdf/whistle-blower-policy.pdf</a>
Policy on Related Party Transactions	A policy on materiality of related party transactions and regulates all transactions between the Company and its related parties.	<a href="http://www.tatamotors.com/investors/pdf/rpt-policy.pdf">http://www.tatamotors.com/investors/pdf/rpt-policy.pdf</a>
Policy on Material Subsidiaries	This policy is to determine material subsidiaries and material non-listed Indian subsidiaries of the Company and to provide governance framework for them.	<a href="http://www.tatamotors.com/investors/pdf/material.pdf">http://www.tatamotors.com/investors/pdf/material.pdf</a>
Familiarisation Programme	For Independent Directors through various programmes/presentations.	<a href="http://www.tatamotors.com/investors/pdf/familiarisation-programme-independent-directors.pdf">http://www.tatamotors.com/investors/pdf/familiarisation-programme-independent-directors.pdf</a>
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.	<a href="http://corp-content.tatamotors.com.s3-ap-southeast-1.amazonaws.com/wp-content/uploads/2015/10/12061154/materiality.pdf">http://corp-content.tatamotors.com.s3-ap-southeast-1.amazonaws.com/wp-content/uploads/2015/10/12061154/materiality.pdf</a>
Content Archiving Policy	The policy provides guidelines for archiving of corporate records and documents as statutorily required by the Company.	<a href="http://corp-content.tatamotors.com.s3-ap-southeast-1.amazonaws.com/wp-content/uploads/2015/10/12061154/content-archiving-policy.pdf">http://corp-content.tatamotors.com.s3-ap-southeast-1.amazonaws.com/wp-content/uploads/2015/10/12061154/content-archiving-policy.pdf</a>
Unpaid dividend account details	Statement of unclaimed and unpaid amounts to be transferred to the IEPF	<a href="http://www.tatamotors.com/investor/iepf">http://www.tatamotors.com/investor/iepf</a>
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.	<a href="http://corp-content.tatamotors.com.s3-ap-southeast-1.amazonaws.com/wp-content/uploads/2015/10/12061154/csr-policy-15-161.pdf">http://corp-content.tatamotors.com.s3-ap-southeast-1.amazonaws.com/wp-content/uploads/2015/10/12061154/csr-policy-15-161.pdf</a>
Audit Committee Charter	Inter alia outlines the terms of reference, composition, quorum, meeting requirements, authority and responsibility of the Audit Committee of the Company.	<a href="http://www.tatamotors.com/investors/pdf/audit_committee_charter.pdf">http://www.tatamotors.com/investors/pdf/audit_committee_charter.pdf</a>
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.	<a href="http://www.tatamotors.com/investors/pdf/csr-policy-16-17.pdf">http://www.tatamotors.com/investors/pdf/csr-policy-16-17.pdf</a>

On behalf of the Board of Directors

**CYRUS P MISTRY**

Chairman

Mumbai,  
May 30, 2016

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## DECLARATION BY THE CEO UNDER REGULATION 26(3) READ WITH PARA D OF SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING ADHERENCE TO THE CODE OF CONDUCT

Pursuant to Regulation 26(3) read with Para D of Schedule V 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, 2016.

For Tata Motors Limited

**Guenter Butschek**

CEO and Managing Director

Mumbai, May 30, 2016

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## 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, 2016, as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges ("Listing Agreement") for the period April 1, 2015 to November 30, 2015 and 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") for the period December 1, 2015 to March 31, 2016.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with 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 Listing Agreement and the SEBI Listing Regulations applicable for the respective periods as mentioned above.

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 30, 2016