

# 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 Company has adopted the Tata Code of Conduct for its employees, including the Managing and Executive Directors, which encompasses an appropriate mechanism to report any concern pertaining to non-adherence to the said Code. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors which includes a Code of Conduct for Independent Directors, suitably incorporating therein the duties of independent directors as laid down in the Companies Act, 2013 ('Act'). The Corporate Governance mechanism is further strengthened with 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 and the adoption of the Tata Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices. 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 (NYSE) 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 improve the Company's operating efficiencies. Risk management and the internal control process are focus areas that continue to meet the progressive governance standards. The Company has instated a comprehensive, robust, IT-enabled compliance management system for tracking, managing and reporting on compliances with all laws and regulations applicable to the Company. The Management on a quarterly basis presents before the Board of Directors a status report on regulatory compliances, as applicable to the Company.

## 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 objective 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 ('IDs'), comprise more than half of the total strength of the Board. All IDs have confirmed in accordance with Regulation 25(8) of the SEBI Listing Regulations 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 and the rules framed thereunder. The IDs have further stated that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective, independent, judgment and without any external influence. Based on the disclosures received from all the IDs and as determined at the meeting held on May 20, 2019, the Board is of the opinion that the IDs fulfill the conditions of Independence as specified in the Act, NYSE listing manual and SEBI Listing Regulations and are independent of the Management.

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 the office of Director in more than 20 companies, including 10 public companies and none of the Directors of the Company are related to each other. As per Regulation 17A of the SEBI Listing Regulations, None of the Directors held directorship in more than 8 listed entities and none of the IDs serve as IDs in more than 7 listed entities and in case they are whole-time directors/managing directors in any listed entity, then they do not serve as IDs in more than 3 listed entities. 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-Independent Non-Executive Directors ('NINEDs') 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 ('CEO & MD') 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 & MD 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, 2019.

During the year under review, 7 Board Meetings were held on May 3, 2018, May 23, 2018, July 31, 2018, October 4, 2018, October 31, 2018, February 7, 2019 and March 26, 2019. 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, thereby eliminating

circulation of printed agenda papers. The following table, illustrates the composition of the Board, Director's attendance at Board Meetings held during the financial year under review and at the last Annual General Meeting ('AGM'), number of directorships held in other public companies, total number of committee positions held across all public companies, their shareholding in the Company's shares or other convertible instruments and names of other listed entities in which directorship is held, including category of directorships, as at March 31, 2019:

Name of Director, Director Identification Number & Category	No. of Board Meetings attended in the year	Attendance %	Attendance at the last AGM	Directorships <sup>(1)</sup>		Committee positions <sup>(2)</sup>		Holding in Company's shares & other convertible instruments	Directorships in other listed entities (Category of Directorship)
				(C)	(M)	(C)	(M)		
Mr N Chandrasekaran DIN: 00121863 NINED (C)	7	100	Yes	5	-	-	-	-	Tata Global Beverages Ltd. (NINED) (C) Tata Consultancy Services Ltd. (NINED) (C) Tata Steel Ltd. (NINED) (C) The Tata Power Co. Ltd. (NINED) (C) The Indian Hotels Co. Ltd. (NINED) (C) Jaguar Land Rover Automotive Plc (Bonds listed on Luxembourg Stock Exchange - LuxSE) (NINED) (C)
Mr Nasser Munjee DIN: 00010180 ID	7	100	Yes	2	5	5	1	-	Tata Chemicals Ltd. (ID) Ambuja Cements Ltd. (ID) Cummins India Ltd. (ID) ABB India Ltd. (ID) Housing Development Finance Corporation Ltd. (ID) DCB Bank Ltd. (NINED) (C) Tata Motors Finance Ltd. (Debt listed entity) (NINED) (C)
Mr Vinesh Kumar Jairath DIN: 00391684 ID	7	100	No	-	9	2	7	-	The Bombay Dyeing and Manufacturing Co. Ltd. (ID) Wockhardt Ltd. (ID) Kirloskar Oil Engines Ltd. (NINED) Kirloskar Industries Ltd. (NINED) Bombay Burmah Trading Corporation Ltd. Dabur India Ltd. (ID) ACC Ltd. (ID) Endurance Technologies Ltd. (CN) (ID)
Ms Falguni Nayar DIN: 00003633 ID	7	100	Yes	-	5	2	2	-	Hindustan Unilever Ltd. Tata Consultancy Services Ltd. Tata Steel Ltd.
Mr Om Prakash Bhatt DIN: 00548091 ID	7	100	Yes	-	3	2	4	-	Tata Consultancy Services Ltd. (ID) Jaguar Land Rover Automotive Plc (Bonds listed on LuxSE) (ID)
Ms. Hanne Sorensen DIN: 08035439 ID	6	86	Yes	-	1	-	1	-	Jaguar Land Rover Automotive Plc (Bonds listed on LuxSE) (CEO & Director)
Dr Ralf Speth DIN: 03318908 NINED	7	100	Yes	-	1	-	-	-	Jaguar Land Rover Automotive Plc (Bonds listed on LuxSE) (CEO & Director)
Mr Guenter Butschek DIN: 07427375 CEO & MD	7	100	Yes	1	1	-	1	-	-
Mr Satish Borwankar DIN: 01793948 ED & COO	7	100	Yes	-	1	-	1	500 Ordinary Shares	-

Table Key: (C) - Chairperson; (M) - Member; NINED - Non-Independent Non-Executive Director; ID-Independent Director; CEO & MD - Chief Executive Officer & Managing Director; ED & COO - Executive Director & Chief Operating Officer;

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

(2) Pertains only to Audit and Stakeholders' Relationship Committees

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 resources and cost to the Company and valued time of the Directors.

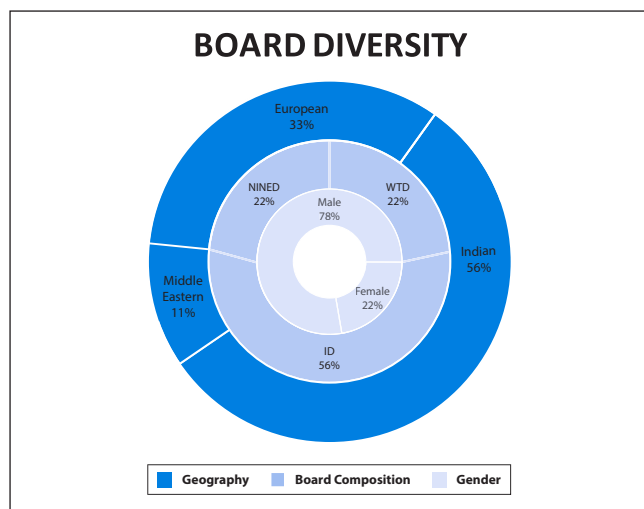
**Board Effectiveness Evaluation:** Pursuant to provisions of Regulation 17(10) of the SEBI Listing Regulations and the provisions of the Act, an annual Board effectiveness evaluation was conducted for FY 2018-19 on March 26, 2019, involving the following:

- i. Evaluation of IDs, in their absence, by the entire Board was undertaken, based on their performance and fulfillment of the independence criteria prescribed under the Act and SEBI Listing Regulations; and
- ii. Evaluation of the Board of Directors, its Committees and individual Directors, including the role of the Board Chairman.

An IDs' 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 26, 2019, mainly to review the performance of NINEDs, Whole-time Directors ('WTDs') and the Chairman as also the Board as a whole. All IDs were present at the said meeting.

For further 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. While recommending appointment of a director, the NRC considers the manner in which the function and domain expertise of the individual could contribute to the overall skill-domain mix of the Board. The following chart illustrates the Board diversity on the basis of geography, composition and gender.



**Key Board Skills, Expertise and Competencies:** The Board comprises qualified members who bring in the required skills, competence and expertise to enable them to effectively contribute in deliberations at Board and Committee meetings. The below matrix summarizes a mix of skills, expertise and competencies expected to be possessed by our individual directors, which are key to corporate governance and board effectiveness:

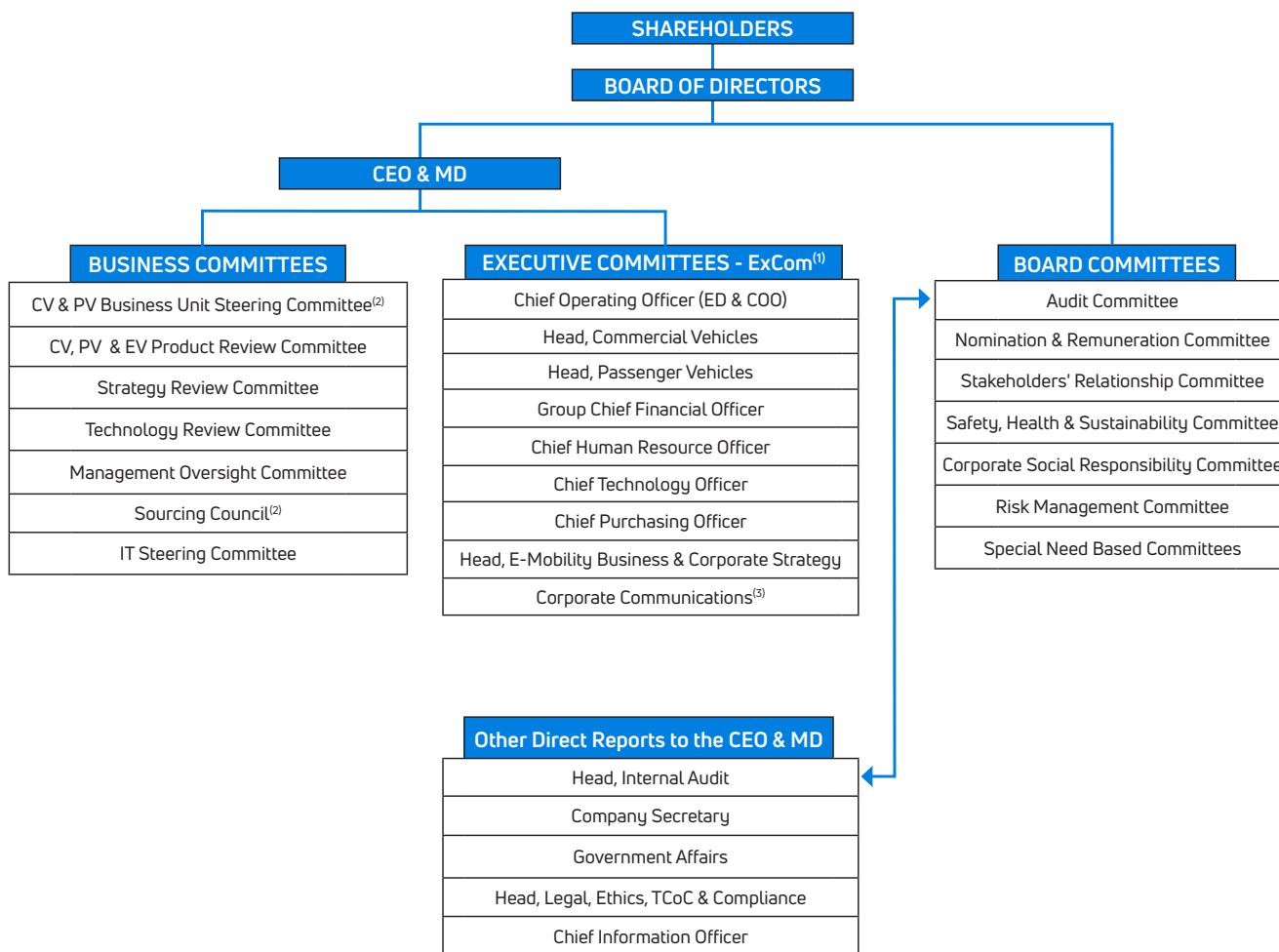
Key Board Skills / Expertise / Competencies	
<b>Entrepreneur / Leadership</b>	Extended entrepreneurial / leadership experience for a significant enterprise, resulting in a practical understanding of organizations, processes, strategic planning, and risk management. Demonstrated strengths in developing talent, planning succession and driving change and long-term growth.
<b>Engineering and Technology</b>	Engineering and the development of new technologies involving application of scientific and mathematical knowledge to design and operation of objects, systems and processes to help the Company solve problems and reach its goals.
<b>Financial Expertise</b>	Education and experience as an auditor or public accountant or a principal financial officer, comptroller or principal accounting officer or holding a position involving performance of similar functions.
<b>Global Exposure</b>	Experience in driving business success in markets around the world, with an understanding of diverse business environments, economic conditions, cultures, and regulatory frameworks as well as a broad perspective on global market opportunities.
<b>Automobile Industry Experience</b>	A significant background in automotive or similar industries, resulting in knowledge of how to anticipate market trends, generate disruptive innovation and extend or create new business models.
<b>Diversity</b>	Representation of gender, ethnic, geographic cultural, or other perspectives that expand the Board's understanding of the needs and viewpoints of our customers, partners, employees, governments and other stakeholders worldwide.
<b>Mergers and Acquisitions</b>	Experience or record of leading growth through acquisitions and other business combinations, with the ability to assess 'build or buy' decisions, analyze the fit of a target with the Company's strategy and culture, accurately value transactions and evaluate operational integration plans.
<b>Board Service and Governance</b>	Service on other public company boards, to develop insights about maintaining board and management accountability, protecting shareholder interests and observing appropriate governance practices.
<b>Sales and Marketing</b>	Experience in developing strategies to grow sales and market share, build brand awareness and equity and enhance brand reputation.

**Familiarisation Programme:** Kindly refer to the Company's website <https://investors.tatamotors.com/pdf/familiarisation-programme-independent-directors.pdf> for details of the familiarisation programme for IDs 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.

## GOVERNANCE STRUCTURE

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 at March 31, 2019 is illustrated below:



### Notes:

- (1) The CEO & MD chairs the ExCom
- (2) Business Committees are chaired by related ExCom Member where indicated, otherwise by the CEO & MD
- (3) Associated Member of the ExCom

## THE COMMITTEES OF THE BOARD

Given below is the composition of various Board constituted Committees, details of meetings held during the year and attendance thereat:

Committee Names:		Audit	Nomination & Remuneration	Stakeholders' Relationship	Corporate Social Responsibility	Risk Management	Safety, Health & Sustainability
Committee Composition		4 IDs, all of whom are financially literate and have relevant finance and/or audit exposure.	2 IDs and 1 NINED.	2 IDs and the CEO & MD	2 IDs, the ED & COO and the CEO & MD.	1 ID, the ED & COO, the CEO & MD and the CFO.	1 ID, the ED & COO and the CEO & MD
Committee Meeting Dates		May 23, 2018 July 5, 2018 July 28, 2018 July 31, 2018 Sept. 14, 2018 Oct. 3, 2018 Oct. 31, 2018 Jan. 17, 2019 Feb. 7, 2019 March 26, 2019	May 23, 2018 July 31, 2018 March 26, 2019	Aug. 3, 2018 Oct. 4, 2018 March 26, 2019	July 5, 2018 Oct. 3, 2018	July 5, 2018 Aug. 1, 2018 Oct. 4, 2018 March 25, 2019	May 3, 2018 Oct. 3, 2018
Total no. of Meetings held during the year		10	3	3	2	4	2
Name of Members, No. of Meetings attended & Attendance Percentage	Mr N Chandrasekaran - NINED	-	M - 3 (100%)	-	-	-	-
	Mr Nasser Munjee - ID	(C) - 10 (100%)	M - 3 (100%)	-	-	-	-
	Mr Vinesh Kumar Jairath - ID	M - 10 (100%)	-	-	-	-	(C) - 2 (100%)
	Ms Falguni Nayar - ID	M - 9 (90%)	-	(C) - 2 (67%)	M - 1 (50%)	-	-
	Mr Om Prakash Bhatt - ID	M - 10 (100%)	(C) - 3 (100%)	-	(C) - 2 (100%)	-	-
	Ms Hanne Sorensen - ID	-	-	M - 3 (100%)	-	(C) - 4 (100%)	-
	Dr Ralf Speth - NINED	-	-	-	-	-	-
	Mr Guenter Butschek - CEO & MD	-	-	M - 3 (100%)	M - 2 (100%)	M - 4 (100%)	M - 2 (100%)
	Mr Satish Borwankar - ED & COO	-	-	-	M - 2 (100%)	M - 4 (100%)	M - 2 (100%)
Other Members	Mr P B Balaji - Group CFO	-	-	-	-	M - 4 (100%)	-

Table Key: (C) - Chairperson; M - Member; NINED - Non-Independent Non-Executive Director; ID-Independent Director; CEO & MD - Chief Executive Officer & Managing Director; ED & COO - Executive Director & Chief Operating Officer; Group CFO - Group Chief Financial Officer

The decisions are taken by the Committee, at meetings or by passing circular resolutions. The quorum for the above Committee Meetings is two members or one-third of its members, whichever is higher. The Company Secretary acts as the secretary for all Board Committees. The Chairperson of each Committee briefs the Board on significant discussions at its meetings. During the financial year all recommendations made by the various Committees have been accepted by the Board.

### 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 [https://investors.tatamotors.com/pdf/audit\\_committee\\_charter.pdf](https://investors.tatamotors.com/pdf/audit_committee_charter.pdf), given below is a gist of the responsibilities of the Audit Committee, after incorporating therein the regulatory changes mandated under the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018:

- i. 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; and
  - 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. Review with the management, external auditor and internal auditor, adequacy of internal control systems, identify weakness or deficiencies and recommending improvements to the management.
- iii. Recommend 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.
- iv. Review 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.
- v. Discuss with the internal auditor and senior management, significant internal audit findings and follow-up thereon.
- vi. Review the findings of any internal investigation 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.
- vii. Discuss 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.
- viii. Review the functioning of the Vigil Mechanism under the Whistle-Blower policy of the Company.
- ix. Review 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.
- x. Look into 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.
- xi. Review the effectiveness of the system for monitoring compliance with laws and regulations.
- xii. Approve the appointment of CFO after assessing the qualification, experience and background etc. of the candidate.
- xiii. To approve and review policies in relation to the implementation of the Tata Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices ('Code') to note the dealings by Designated Persons in securities of the Company and to provide directions on any penal action to be initiated, in case of any violation of the Code.

During the year, the Committee undertook all its responsibilities under its Charter.

Mr Munjee is the Financial Expert under the applicable Indian and US Regulations. 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 AGM of the Company. Each Audit Committee meeting considering financial results is preceded by a meeting attended only by the Audit Committee members and the Statutory Auditors.

The Committee meetings are held at the Company's Corporate Headquarters or at its plant locations and are attended by the CEO & MD, COO, CFO, Senior Management, Company Secretary, Head - Internal Audit, 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 Head - Internal Audit 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 auditor 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 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 Auditors. The said Policy is also available on our website <https://www.tatamotors.com/investors/pdf/auditfee-policy.pdf>. The Company rotates its Audit partner responsible for its Audit every 5 years, apart from the statutory requirement of rotating the Audit Firm every 10 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 SEBI Listing Regulations. The suitably revised terms of reference enumerated in the Committee Charter, after incorporating therein the regulatory changes mandated under the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, are as follows:

- Recommend 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.
- Support the Board in matters related to the setup, review and refresh of the Committees.
- Devise and review a policy on Board diversity.
- Recommend the appointment / reappointment or removal of Directors, in accordance with the criteria laid down, including IDs on the basis of their performance evaluation report.
- Recommend 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 or removal of Key Managerial Personnel ('KMP') and Senior Management of the Company in accordance with the criteria laid down. In case of appointment of CFO, the Committee shall identify persons, to the Audit Committee and the Board of Directors of the Company.
- 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 Senior Management of the Company with a view that there is an appropriate cascading of Company's goals and targets and on an annual basis, review the performance of the Directors, KMP and Senior Management and recommend their remuneration.
- Recommend the Remuneration Policy for Directors, KMP, Senior Management 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 Senior Management).
- Implement and administer any Employees Stock Option Scheme(s) approved by the Board and to establish, amend and rescind any rules and regulations relating to the Scheme(s) and to make any other determinations that it deems necessary or desirably in connection with the Scheme.

### Remuneration Policy

The Remuneration Policy of the Company is designed to create a high-performance culture. It enables the Company to attract, retain and motivate employees to achieve results. Our business model promotes customer centricity and requires employee mobility to address project needs. The remuneration policy supports such mobility through pay models that are compliant to local regulations. In each country where the Company operates, the remuneration structure is tailored to the regulations, practices and benchmarks prevalent in the automotive industry. For further details on Remuneration Policy for Directors, KMP and other employees, drafted, in accordance with the provisions of the Act and the SEBI Listing Regulations, kindly refer to <https://investors.tatamotors.com/pdf/directors-appointment-remuneration.pdf>.

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and commission / incentive remuneration (variable component) to its CEO & MD and Executive Director & Chief Operating Officer ('ED & COO'). Annual increments are recommended by the NRC within the salary scale approved by the Board and Members and are effective April 1, each year.

The Board of Directors, on the recommendation of the NRC, decides the commission payable to the CEO & MD and the ED & COO out of the profits for the financial year and within the ceilings prescribed under the Act, based on the Board evaluation process considering the criteria such as the performance of the Company as well as that of the CEO & MD and the ED & COO.

### Remuneration of Directors:

#### Non-Executive Directors

- 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 Committee meetings and performance evaluation by the Board. A proposal to pay Commission to Non-Executive Directors of the Company, of a sum not exceeding 1% of the net profits of the Company for FY 2018-19 and onwards in terms of Section 197 of Act, computed in accordance with the provisions of Section 198 of the Act or such other percentage as may be specified from time to time, is also included in the

Notice of this AGM. The Commission to the Non-Executive Independent Directors for FY 2018-19 is payable subject to the shareholders' approval. The performance evaluation criteria for Non-Executive Directors, including IDs, 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.

- A sitting fee of ₹60,000/- for attendance at each meeting of the Board, Audit Committee, NRC and for IDs 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 Director) 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.

Given below are the Commission and Sitting Fees payable / paid by the Company to Non-Executive Directors during FY 2018-19:

Name	₹ in lakhs)	
	Commission <sup>(1)</sup>	Sitting Fees
Mr N Chandrasekaran <sup>(2)</sup>	-	6.00
Mr Nasser Munjee	85	12.60
Mr Vinesh Kumar Jairath	85	11.20
Ms Falguni Nayar	70	10.80
Mr Om Prakash Bhatt	85	13.20
Ms Hanne Sorensen	70	8.60
Dr Ralf Speth <sup>(3)</sup>	-	-
<b>Total</b>	<b>395</b>	<b>62.40</b>

- Payable subject to shareholders' approval.
- As a policy, Mr N Chandrasekaran has abstained from receiving commission from the Company.
- Dr Speth 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. Other than the above and their shareholding in the Company, the Non-Executive Directors have no pecuniary relationship or transactions with the Company, its subsidiaries and associates.

## Managing and Executive Director

The remuneration paid to the CEO & MD and the ED & COO 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 accordance 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 CEO & MD and the ED & COO 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.

Whereas the basic salary of the CEO & MD is fixed for his entire tenure, the variable portion of the CEO & MD's remuneration consists 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 also provided with a value intended target of ₹550,000/- per annum upto a maximum of ₹825,000/- per annum.

The variable portion of the ED & COO remuneration consists 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 & MD and the ED & COO for FY 2018-19:

Particulars	₹ in lakhs)	
	Mr Guenter Butschek CEO & MD	Mr Satish Borwankar ED & COO
Basic Salary	266.88	66.60
Benefits, Perquisites & Allowance	1,410.46 <sup>(1)</sup>	99.33 <sup>(2)</sup>
Incentive Remuneration	922.72 <sup>(3)</sup>	66.60 <sup>(3)</sup>
Retirement Benefits	32.02	17.98
<b>Total Remuneration</b>	<b>2,632.08</b>	<b>250.51</b>

- Includes reimbursement of pension benefits of ₹164.98 lakhs.
- Includes leave encashment of ₹2.04 lakhs.
- Incentive remuneration would be payable as per agreement.



The terms of appointment with respect to severance notice period and fees payable is reproduced below:

Mr Guenter Butschek - CEO & MD	Mr Satish Borwankar - ED & COO
<ul style="list-style-type: none"> <li>- The Contract with the CEO &amp; MD may be terminated earlier, without any cause by either giving to the other party 6 months' notice of such termination or the Company paying 6 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 reasons other than Tata Code of Conduct ("TCoC"), the CEO &amp; 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.</li> <li>- 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 &amp; MD shall not be entitled to severance.</li> <li>- In the event the CEO &amp; 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.</li> </ul>	<ul style="list-style-type: none"> <li>- This appointment may be terminated by either party by giving to the other party 6 months' notice of such termination or the Company paying 6 months' remuneration in lieu of the Notice.</li> <li>- The employment of the ED &amp; COO, may be terminated by the Company without notice or payment in lieu of notice:               <ul style="list-style-type: none"> <li>• if the ED &amp; COO, 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</li> <li>• in the event of any serious repeated or continuing breach (after prior warning) or non-observance by the ED &amp; COO, of any of the stipulations contained in the Agreement to be executed between the Company and the ED &amp; COO; or</li> <li>• in the event the Board expresses its loss of confidence in the ED &amp; COO.</li> </ul> </li> <li>- In the event the ED &amp; COO 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.</li> </ul>

The Directors of the Company are not eligible to receive employee stock options and have accordingly not participated in the Employee Stock Option Scheme of the Company.

**Retirement Policy for Directors**

As per the retirement age policy adopted by the Company, the CEO & MD and the ED & COO retire at the age of 65 years. The retirement age for NINEDs is 70 years and for IDs is 75 years as per the Governance Guidelines on Board Effectiveness. Accordingly, all IDs have a tenure of 5 years or a tenure upto the retirement age of 75 years, whichever is earlier.

**Succession Planning**

The NRC works with the Board on the leadership succession plan to ensure orderly succession in appointments to the Board and in the senior management. The Company strives to maintain an appropriate balance of skills and experience, within the organization and the Board, in an endeavor to introduce new perspectives, whilst maintaining experience and continuity.

By integrating workforce planning with strategic business planning, the Company deploys necessary financial and human resources to meet its objectives. Succession planning and elevation within the organization, fuel the ambitions of its talent force, to earn future leadership roles.

Our Board includes 9 directors with broad and diverse skills and viewpoints to aid the Company in formulating and implementing its strategy.

**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 suitably revised terms of reference enumerated in the Committee Charter, after incorporating therein the regulatory changes mandated under the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, are as follows:

- Approve issue of duplicate certificates for securities and transmission of securities.
- Resolve grievances of security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.
- Review measures taken for effective exercise of voting rights by shareholders.
- Review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
- Oversee statutory compliance relating to all securities including dividend payments and transfer of unclaimed amounts to the Investor Education and Protection Fund.
- Review movements in shareholding and ownership structures of the Company.
- Conduct a Shareholders' Satisfaction Survey to ascertain the level of satisfaction amongst shareholders.

- Suggest and drive implementation of various investor-friendly initiatives.
- Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

### 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 7824; Email: [inv\\_rel@tata.com](mailto:inv_rel@tata.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 Consultants Pvt. Limited at [csg-unit@tsrdarashaw.com](mailto: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 Consultants Pvt. Limited at [tmlfd@tsrdarashaw.com](mailto:tmlfd@tsrdarashaw.com). TSRDL is the focal point of contact for investor services in order to address various FD related matters mainly including repayment / revalidation, issue of duplicate FD receipts / warrants, TDS certificates, change in bank details/ address and PAN corrections. In view of increase in the correspondence, TSRDL have increased their investor interface strength (telephone and counter departments) and have taken other steps for rendering speedy and satisfactory services to the FD holders.

The status on the total number of investor complaints during FY 2018-19 is as follows:

Type	Nos.
Complaints regarding non-receipt of dividend, shares lodged for transfer	26
Complaints received from the shareholders through SEBI and other statutory bodies and resolved	43
Complaints redressed out of the above	67
Pending complaints as on 31.03.2019	2*
Other queries received from shareholders and replied	8,854

\*SEBI complaints have been replied within 4 days, but the same has been reflected as unresolved as on 31.03.2019, 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 2018-19 is shown in the following table:

Particulars	Number	%
Total number of correspondence received during FY 2018-19	8,923	100.00%
Replied within 1 to 4 days of receipt	3,472	38.91%
Replied within 5 to 7 days of receipt	1,988	22.28%
Replied within 8 to 15 days of receipt	1,069	11.98%
Replied after 15 days of receipt <sup>(1)</sup>	2,177	24.40%
Received in last week of March 2019 have been replied in April 2019	217	2.43%

- (1) These correspondence pertain to court cases involving retrieval of case files, co-ordination with the Company/Advocates, partial documents awaited from Investors, cases involving registration of legal documents, executed documents received for issue of duplicate certificates and transmission of shares without legal representation which involve checking 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 30 days.

There were no pending share transfers pertaining to the Financial Year ended March 31, 2019.

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

### CORPORATE SOCIAL RESPONSIBILITY ('CSR') COMMITTEE

The CSR 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 at <https://investors.tatamotors.com/pdf/csr-policy.pdf> as required under the provisions of Section 135 of the Act and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014.

### RISK MANAGEMENT COMMITTEE ('RMC')

The Committee is constituted and functions as per Regulation 21 of the SEBI Listing Regulations to frame, implement and monitor the risk management plan for the Company. The suitably revised terms of reference enumerated in the Committee Charter, after incorporating therein the regulatory changes mandated under the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, are as follows:

- Review the Company's risk governance structure, risk assessment and risk management policies, practices and guidelines and procedures, including the risk management plan.
- Review and approve the Enterprise Risk Management ('ERM') framework.
- Review the Company's risk appetite and strategy relating to key risks, including product risk and reputational risk, cyber security risk, commodity risk, risks associated with the financial assets and liabilities such as interest risk, credit risk, liquidity exchange rate funding risk and market risk, as well as the guidelines, policies and processes for monitoring and mitigating such risks.

- Oversee Company’s process and policies for determining risk tolerance and review management’s measurement and comparison of overall risk tolerance to established levels.
- Review and analyze risk exposure related to specific issues, concentrations and limit excesses and provide oversight of risk across organization.
- Review compliance with enterprise risk management policy, monitor breaches / trigger trips of risk tolerance limits and direct action.
- Nurture a healthy and independent risk management function in the Company.
- Carry out any other function as is referred by the Board from time.

The Committee operates as per its Charter approved by the Board and within the broad guidelines laid down in it. The Company has a Risk Management Policy in accordance with the provisions of the Act and SEBI Listing Regulations. It establishes various levels of accountability and overview within the Company, while vesting identified managers with responsibility for each significant risk.

The Board takes responsibility for the overall process of risk management in the organisation. Through Enterprise Risk Management Programme, business units and corporate functions address opportunities and the attendant risks with an institutionalized approach aligned to the Company’s objectives. The business risk is managed through cross-functional involvement and communication across businesses. The results of the risk assessment are thoroughly discussed with the Senior Management before being presented to the RMC.

**THE SAFETY, HEALTH & SUSTAINABILITY COMMITTEE**

The Committee reviews 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.

**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 the Tata Code of Conduct for NINEDs and IDs as specified under Schedule IV of the Act and Regulation 26(3) of the SEBI Listing Regulations. The detailed Codes of Conduct are respectively available on the website of the Company at <https://www.tatamotors.com/wp-content/uploads/2015/10/09042523/tata-code-of-conduct1.pdf> and <https://investors.tatamotors.com/pdf/ned-id.pdf>. 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, 2019 have affirmed compliance with their respective Codes of Conduct. A Declaration to this effect, duly signed by the CEO & MD 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. Kindly refer to the Company’s website <https://investors.tatamotors.com/pdf/CodeCorporateDisclosure.pdf> for the detailed Code of Corporate Disclosure Policy of the Company.

**GENERAL BODY MEETINGS**

**Annual General Meeting (AGM)**

Date of AGM	Year	Special Resolutions passed	Venue and Time
August 3, 2018	2017-18	<ul style="list-style-type: none"> <li>• Private placement of Non-Convertible Debentures / Bonds</li> <li>• Tata Motors Limited Employees Stock Option Scheme 2018 and grant of stock options to the Eligible Employees under the Scheme</li> </ul>	Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai - 400020 3:00 p.m.
August 22, 2017	2016-17	<ul style="list-style-type: none"> <li>• Re-appointment of Mr Satish Borwankar as Executive Director and Chief Operating Officer and payment of remuneration.</li> <li>• Offer or invite for Subscription of Non-Convertible Debentures on private placement basis.</li> </ul>	
August 9, 2016	2015-16	<ul style="list-style-type: none"> <li>• Appointment of Mr Guenter Butschek as the Chief Executive Officer and Managing Director and payment of remuneration.</li> <li>• Re-appointment of Mr Ravindra Pisharody – Executive Director (Commercial Vehicles) and payment of remuneration.</li> <li>• Re-appointment of Mr Satish Borwankar – Executive Director (Quality) and payment of remuneration</li> <li>• Offer or invite for Subscription of Non-Convertible Debentures on private placement basis</li> </ul>	

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

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 published in newspapers, namely 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 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 in a timely manner through BSE Listing Centre, NSE Electronic Application Processing System (NEAPS) portals and the Company's website for investor information.

### Green Initiative:

In support of the "Green Initiative" undertaken by the Ministry of Corporate Affairs, the Company had during FY 2018-19 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.

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. As in the previous year, an Abridged Annual Report for FY 2018-19 is being mailed to shareholders, thereby enabling the Company to reduce costs and save natural resources. A copy of the full Annual Report is made available to any shareholder on request. 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.

Live webcast of AGM: The Company voluntarily provided live webcast facility of the proceedings of the 73<sup>rd</sup> AGM held on August 3, 2018 for those shareholders who chose to attend the AGM electronically.

## 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

<b>Date and Time</b>	Tuesday, July 30, 2019 at 3:00 p.m.
<b>Venue</b>	Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai 400020

### FINANCIAL CALENDAR (TENTATIVE)

<b>Financial Year</b>	ending March 31
<b>Results for the Quarter ending</b>	
June 30, 2019	On or before August 14, 2019
September 30, 2019	On or before November 14, 2019
December 31, 2019	On or before February 14, 2020
March 31, 2020	On or before May 30, 2020
<b>Date of Book Closure</b>	Not applicable.
<b>Date of Dividend payment</b>	No dividend is announced and recommended by the Board for FY 2018-19.

### 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
<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 400051; <a href="http://www.nseindia.com">www.nseindia.com</a>	

The Company has paid Annual Listing fees for FY 2018-19 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 below, under the head "Outstanding Securities".

### 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-18	363.85	328.65	14912163	364.10	328.60	242721771	206.75	185.15	3497113	206.55	184.95	37882947
May-18	341.35	282.90	20860213	341.95	282.50	307237590	198.25	166.90	3754702	198.60	166.95	114435451
Jun-18	310.05	263.90	19914420	309.95	263.35	286077793	186.20	157.65	5799306	186.35	157.40	56379523
Jul-18	275.40	251.55	20149843	275.45	251.85	225617657	158.60	137.95	5900921	158.70	138.35	54216171
Aug-18	269.55	248.55	21224071	270.10	248.70	308334557	144.65	134.60	4506337	144.70	134.50	58283057
Sep-18	277.50	223.45	23177759	277.40	223.70	255084345	148.05	116.50	5379649	147.75	116.55	57239970
Oct-18	229.25	165.40	46670998	229.35	165.35	434206704	121.00	91.35	8491391	120.95	91.20	85149518
Nov-18	195.40	171.95	31998212	195.25	171.95	340509498	105.90	93.95	5392071	105.70	93.75	48117978
Dec-18	175.95	156.85	30692434	176.40	157.10	293362919	96.45	86.10	6231142	96.50	85.90	51743399
Jan-19	185.55	166.20	27499616	185.75	166.05	305923540	98.70	88.95	4452710	98.75	88.90	58397243
Feb-19	182.90	151.30	34756400	182.85	150.70	413626349	94.40	80.10	5135216	94.40	80.35	71472341
Mar-19	194.00	169.90	25646661	194.05	169.85	348311811	95.95	84.70	6265922	95.80	84.50	69382077

The performance of the Company's average monthly stock price vis-à-vis the Sensex, Auto Index and American Depository Receipt (ADR):

Month	Ordinary Shares (₹)	'A' Ordinary Shares (₹)	BSE Sensex (₹)	Auto Index (₹)	ADR Price (US\$)
April 2018	344.31	194.70	34,145.68	25,393.50	\$25.993
May 2018	313.68	181.87	35,079.56	24,782.40	\$23.067
June 2018	295.73	176.01	35,405.14	24,606.75	\$21.661
July 2018	262.86	148.74	36,406.38	24,353.51	\$19.160
August 2018	258.04	140.37	38,061.53	24,405.81	\$18.412
September 2018	255.09	136.66	37,397.50	23,521.30	\$17.571
October 2018	188.08	102.67	34,518.84	19,981.69	\$12.742
November 2018	183.15	99.65	35,298.95	20,566.36	\$12.674
December 2018	169.33	92.43	35,868.71	20,692.42	\$11.866
January 2019	178.05	94.22	36,053.00	19,580.83	\$12.663
February 2019	168.92	87.17	36,138.34	18,702.17	\$11.810
March 2019	180.08	89.87	37,634.96	19,217.96	\$12.915

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

(in US \$)

Month	High	Low	Month	High	Low
April 2018	28.02	24.56	October 2018	15.73	11.28
May 2018	25.53	20.95	November 2018	13.47	12.22
June 2018	22.97	19.14	December 2018	12.65	11.00
July 2018	20.01	18.28	January 2019	13.19	11.83
August 2018	19.37	17.78	February 2019	12.85	10.57
September 2018	19.33	15.43	March 2019	13.76	12.30

Each Depository 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 Consultants Pvt. Limited quoting their Folio No./DP ID & Client ID at the following addresses:

- For transfer lodgement, delivery and correspondence: TSR Darashaw Consultants Pvt. 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](mailto:csg-unit@tsrdarashaw.com); website:[www.tsrdarashaw.com](http://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 Consultants Pvt. Limited:
  - Bangalore:** 503, Barton Centre, 5th Floor, 84, Mahatma Gandhi Road, Bangalore – 560 001.  
Tel: 080 – 25320321, Fax: 080 – 25580019, e-mail: [tsrdbang@tsrdarashaw.com](mailto:tsrdbang@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](mailto: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](mailto: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](mailto: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](mailto:shahconsultancy8154@gmail.com)

**For Fixed Deposits:** The investors are requested to correspond with the Registrars to the Fixed Deposits Scheme – TSR Darashaw Consultants Pvt. Limited at the same addresses as mentioned above or send an e-mail at [tmlfd@tsrdarashaw.com](mailto: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 pre-Issue/ post-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](http://www.linkintime.co.in); Email: [tatamotors.rights@linkintime.co.in](mailto:tatamotors.rights@linkintime.co.in); Contact Person: Mr Sachin Achar / Mr Sumeet Deshpande.

## SHARE TRANSFER SYSTEM

Effective April 1, 2019, SEBI has amended Regulation 40 of the SEBI Listing Regulations, which deals with transfer, transmission or transposition of securities. According to this amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in dematerialised form with a Depository. Therefore, for effecting any transfer, the securities shall mandatorily be required to be in demat form.

Shares in physical form, should be lodged with the office of the Company's Registrar & Share Transfer Agent, TSR Darashaw Consultants Pvt. Limited, Mumbai or at their branch offices or at the registered office of the Company for dematerialisation.

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) Pursuant to Regulation 39(3) of the SEBI Listing Regulations, information regarding loss of share certificates and issue of the duplicate certificates, are submitted to the stock exchanges within 2 days of the Company receiving the information.
- (4) Pursuant to Regulation 40(9) of the SEBI Listing Regulations, the Company obtains a half-yearly certificate from the Practicing Company Secretary certifying that, the RTA has issued all share certificates within 30 days of the date of lodgment for transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies and this certificate is simultaneously filed with the Indian Stock Exchanges pursuant to Regulation 40(10) of the SEBI Listing Regulations.
- (5) A Company Secretary-in-Practice carries out a Reconciliation of Share Capital Audit on a quarterly basis, as per Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, 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).
- (6) 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 30 days of the date of lodgement for transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/ allotment monies.

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

- (i) Pursuant to Sections 124 and 125 of the Act read with the IEPF (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, have to be transferred to the 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 shares.

In light of the aforesaid provisions, the Company has during the year, transferred to IEPF the unclaimed dividends, outstanding for 7 consecutive years of the Company. Further, shares of the Company, in respect of which dividends have 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 FY 2018-19 are as follows:

Financial Year	Amount of unclaimed dividend transferred (₹)	Number of shares transferred	
		Ordinary Shares	'A' Ordinary Shares
2010-11	3,59,73,435	4,13,599	2,582
<b>Total</b>	<b>3,59,73,435</b>	<b>4,13,599</b>	<b>2,582</b>

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](http://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 Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

Considering the above, there are no shares lying in the suspense account of the Company under Regulation 39(4) of the SEBI Listing Regulations.

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 31.03.2019) (₹)	
			Ordinary Shares	'A' Ordinary Shares
2011-12	August 10, 2012	September 9, 2019	3,36,52,300.00	7,13,162.20
2012-13	August 21, 2013	September 20, 2020	1,60,50,716.00	2,27,990.70
2013-14	July 31, 2014	August 30, 2021	1,60,64,052.00	1,88,790.00
2014-15	No dividend was declared		-	-
2015-16	August 9, 2016	September 8, 2023	29,27,290.00	1,28,230.00
2016-17	No dividend was declared		-	-
2017-18	No dividend was declared		-	-

Whilst the Company's Registrar & Transfer Agent 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 at <https://www.tatamotors.com/investor/iepf/>. Investors 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://www.iepf.gov.in/IEPF/refund.html>.

- (ii) Upto March 31, 2019, the Company has transferred ₹ 32,11,06,566.34 to IEPF, including the following amounts during the year.

Particulars	FY 2018-19 (₹)
Unpaid dividend amounts of the Company	3,59,73,435.00
Application moneys received for allotment of any securities and due for refund	-
Unpaid matured deposit with the Company	2,71,46,083.00
Unpaid matured debentures with the Company	-
Interest accrued on application money due for refund, unpaid matured deposits and debentures with the Company	58,80,174.00
Sale proceeds of fractional shares arising out of issuance of bonus shares, merger and amalgamation	-
Redemption amount of preference shares	-
Grants and donation	-
Others	-
<b>Total</b>	<b>6,89,99,692.00</b>

## DISTRIBUTION OF SHAREHOLDING AS AT MARCH 31, 2019

### 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	103,026,256	0.13	3.44	3.57	1,000,488	2.09	86.92	89.01
501 – 1,000	45,898,553	0.10	1.49	1.59	61,663	0.37	5.12	5.49
1,001 – 2,000	48,369,797	0.14	1.54	1.68	33,429	0.23	2.74	2.97
2,001 – 5,000	61,127,562	0.17	1.95	2.12	19,765	0.14	1.62	1.76
5,001 -10,000	36,283,056	0.07	1.18	1.25	5,215	0.02	0.44	0.46
Above 10,000	2,592,643,470	0.17	89.62	89.79	3,441	0.02	0.29	0.31
<b>Total</b>	<b>2,887,348,694</b>	<b>0.78</b>	<b>99.22</b>	<b>100.00</b>	<b>1,124,001</b>	<b>2.87</b>	<b>97.13</b>	<b>100.00</b>

### '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	20,553,755	0.02	4.02	4.04	165,400	0.39	81.82	82.21
501 – 1,000	14,085,848	0.01	2.76	2.77	18,583	0.02	9.22	9.24
1,001 – 2,000	13,053,813	0.01	2.56	2.57	9,016	0.01	4.47	4.48
2,001 – 5,000	16,210,576	0.00	3.19	3.19	5,129	0.00	2.55	2.55
5,001 -10,000	11,934,851	0.00	2.35	2.35	1,656	0.00	0.82	0.82
Above 10,000	432,663,528	0.00	85.08	85.08	1,418	0.00	0.70	0.70
<b>Total</b>	<b>508,502,371</b>	<b>0.04</b>	<b>99.96</b>	<b>100.00</b>	<b>201,202</b>	<b>0.42</b>	<b>99.58</b>	<b>100.00</b>

For details on the Shareholding pattern and Top 10 shareholders, kindly refer Form MGT-9 appended to the Board's Report of this Annual Report.

### DEMATERIALISATION OF SHARES

The Company's Ordinary and 'A' Ordinary Shares are tradable compulsorily in electronic form. The electronic holding of the shares as on March 31, 2019 through the National Securities Depository Limited (NSDL) and the Central Depository Services Limited ('CDSL') are as follows:

Particulars	Ordinary Shares (%)		'A' Ordinary Shares (%)	
	2019	2018	2019	2018
NSDL	95.45	97.13	93.23	95.72
CDSL	3.77	1.99	6.73	4.24
<b>Total</b>	<b>99.22</b>	<b>99.12</b>	<b>99.96</b>	<b>99.96</b>

### OUTSTANDING SECURITIES

Outstanding Depository Receipts/Warrants or Convertible instruments, conversion / maturity date and likely impact on equity as on March 31, 2019 are as follows:

- Depository Receipts: The Company has 6,47,39,272 ADRs listed on the New York Stock Exchange as on March 31, 2019. Each Depository Receipt 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	Citibank N.A., 388 Greenwich Street, 14 <sup>th</sup> Floor, New York, NY 10013
Domestic Custodian	Citibank N.A., Trent House, 3 <sup>rd</sup> 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, details of which are given hereunder:

Security Type	ISIN	Issue Size (US\$)	Yield per annum (%)	Date of Maturity	Listing
Senior Unsecured Notes	XS1121907676	262,532,000	4.625%	April 30, 2020	Singapore Stock
Senior Unsecured Notes	XS1121908211	250,000,000	5.750%	October 30, 2024	Exchange

- 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 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
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
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
E27B	NSE & BSE	INE155A08282	300	8.40	May 26, 2021
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, 7<sup>th</sup> Floor, 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](mailto: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), Small Commercial Vehicles (SCVs), Utility Vehicles (UVs) and Cars
Chinhat Industrial Area, Dewa Road, Chinhat, Lucknow – 226 019 Plot No. 1, Sector 11 and Plot No. 14, Sector 12, I.I.E., Pantnagar, District Udham Singh Nagar, Uttarakhand – 263 145	Intermediate Commercial Vehicles (ICVs) and M&HCVs ICVs, M&HCVs and LCVs SCVs
Revenue Survey No. 1, Village Northkotpura, Tal, Sanand, Dist. Ahmedabad – 380 015	Cars
KIADB Block II, Belur Industrial Area, Mummigatti Post, Dharwad – 580 011	SCVs, LCVs, ICVs and M&HCVs

## 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;  
E-Mail : [inv\\_rel@tatamotors.com](mailto:inv_rel@tatamotors.com)

**Institutional Investors**  
Mr V B Somaiya, Head  
(Treasury & Investor Relations)  
3<sup>rd</sup> floor, Nanavati Mahalaya,  
18, Homi Mody Street,  
Mumbai - 400 001, India  
Phone : 91-22-66658282;  
E-Mail : [ir\\_tml@tatamotors.com](mailto: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"

## CREDIT RATINGS

Credit ratings obtained along with revisions thereto during FY 2018-19, for all debt instruments in India and abroad:

Rating Agency	Date	Credit Rating	
		Short-Term	Long-Term
CARE	As on April 1, 2018	CARE A1+	CARE AA+ / Stable
Ratings Ltd.	February 18, 2019	CARE A1+	CARE AA / Stable
CRISIL	As on April 1, 2018	CRISIL A1+	CRISIL AA Positive
	September 19, 2018	CRISIL A1+	CRISIL AA Stable
	February 14, 2019	CRISIL A1+	CRISIL AA Negative
ICRA Ltd.	As on April 1, 2018	ICRA A1+	ICRA AA Positive
	October 12, 2018	ICRA A1+	ICRA AA Stable
	February 13, 2019	ICRA A1+	ICRA AA Negative
MOODY'S	As on April 1, 2018		Ba1 Stable
	July 13, 2018		Ba2 Stable
Investors Service	November 14, 2018		Ba2 Negative
Standard & Poor's	As on April 1, 2018		BB+ Stable
	July 26, 2018		BB Stable
	December 4, 2018		BB- Watch Negative
	March 28, 2019		B+ Watch Negative

## SUBSIDIARY COMPANIES

During FY 2018-19, the Company did not have any material unlisted Indian subsidiary company and hence, it was not required to have an ID of the Company on the Board of such subsidiary company.

However, the following IDs of the Company are on the Board of below mentioned subsidiary companies:

Common IDs	Presence on the Board of Subsidiary Companies
Mr Nasser Munjee	Jaguar Land Rover Automotive Plc and Tata Motors Finance Limited
Mr Vinesh Kumar Jairath	TML Distribution Company Limited and Tata Motors Finance Solutions Limited
Ms Falguni Nayar	Tata Technologies Limited
Ms Hanne Sorensen	Jaguar Land Rover Automotive Plc

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 <https://investors.tatamotors.com/pdf/material.pdf>, pursuant to Regulation 46(2) of the SEBI Listing Regulations.

The Audit Committee also has a 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 transactions with related parties as specified in Indian Accounting Standards (IND AS 24) have been reported in the financial Statements. During the year under review, there was no transaction of a material nature with any of the related parties, which was in conflict with the interests of the Company. The Audit Committee takes into consideration the management representation and an independent audit consultant's report, whilst scrutinizing 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. During the period, all transactions with related parties entered into by the Company were in the ordinary course of business and on an arm's length basis, were approved by the Audit Committee. The detailed Policy on Related Party Transactions is available on the website of the Company at <https://investors.tatamotors.com/pdf/rpt-policy.pdf>.
- ii. The Company has complied with various rules and regulations prescribed by the Stock Exchanges, Securities and Exchange Board of India ('SEBI') 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 SEBI 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. Accordingly, the Company engaged Ernst & Young LLP (E&Y) on March 15, 2018 to independently conduct a forensic investigation and prepare a report thereon in line with SEBI directives. The Company vide its letters dated June 7, 2018 and June 11, 2018 submitted to SEBI, the outcome of the E&Y forensic investigation report as well as the



measures adopted / proposed to be adopted by the Company to further strengthen its processes relating to handling of Unpublished Price Sensitive Information ('UPSI') (especially related to financial statements) within the organisation, on the basis of suggestions/observations made by E&Y in its forensic investigation report.

During FY 2017-18 the Company had paid a penalty of ₹5.60 lakhs each, levied by BSE and NSE, 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.

- 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.

The Company has revised the Whistle-Blower policy to insert "reporting of incidents of leak or suspected leak of UPSI" in terms of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time and the revised policy was approved by the Board at its meeting held on March 26, 2019. Kindly refer to the Company's website <https://investors.tatamotors.com/pdf/whistle-blower-policy.pdf> for the detailed Whistle-Blower Policy of Company.

- iv. **Prevention of Insider Trading Code:** As per SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a revised Code of Conduct for Prevention of Insider Trading & Code of Corporate Disclosure Practices. All the Directors, employees and third parties such as auditors, consultants etc. who could have access to the UPSI of the Company are governed by this code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the Code. Mr P B Balaji, the CFO, is the Compliance Officer, is responsible for setting forth procedures and implementation of the Code for trading in the Company's securities.

a. Total exposure of the Company to commodities: ₹21,558 crores

b. Exposure of the Company to various Commodities :

Commodity Name	Exposure in towards a particular commodity <sup>(2)</sup>	Exposure in quantity terms towards a particular commodity	% of such exposure hedged through commodity derivatives				Total
			Domestic Market		International Market		
			OTC	Exchange	OTC	Exchange	
Raw Material (majorly Steel) <sup>(3)</sup>	₹20,266 crores	Note 1	-	-	-	-	-
Aluminum, Copper & Lead <sup>(3)</sup>	₹1,292 crores	0.6 Million Metric Tons	-	-	26%	-	26%

Notes: 1. Comprises a mixture of commodities having different Units of measurement  
 2. Above values are estimates  
 3. Exposure given above relates to direct materials only

- v. The Company has complied with all the mandatory requirements of Corporate Governance as specified in sub-paras (2) to (10) of Part C of Schedule V of the SEBI Listing Regulations and disclosures on compliance with corporate governance requirements specified in Regulations 17 to 27 have been included in the relevant sections of this report.
- vi. The Company also fulfills all the non-mandatory requirements as specified in Part E of the Schedule II of the SEBI Listing Regulations.
- vii. Commodity price risk or foreign exchange risk and hedging activities: During the FY 2018-19, 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 exposure are disclosed in Note No.42(c) (i)(a) and 42(c)(iv) to the Standalone Financial Statements.

The Risk Management Policy of the Company with respect to commodities including hedging: The Company being, a USD 44 billion organization, is a leading global automobile manufacturer of cars, utility vehicles, buses, trucks and defense vehicles. Material costs incurred result from direct and indirect consumption of a wide variety of commodities including Aluminium and its alloys, Copper, Zinc, Lead, Steel products, Plastics, Rubber, Platinum, Palladium and Rhodium.

The Original Equipment Manufacturer ('OEM') ultimately bears the price risk in the automobile manufacturing value chain due to escalation clauses with auto-component manufacturers. Hence, increase in commodity prices directly impacts the operating margins of the Company.

The objective of the commodity price risk management programs is to offset the price risk by locking in input prices, thereby maintaining stability in input prices and reducing pricing pressure. The Company currently hedges only base metals i.e. Aluminum, Copper and Lead for a period of 1 year on a rolling basis with hedge ratios up to 50%.

The Company uses various hedging instruments like premium paying and zero cost derivative transactions, including forwards, vanilla options, cost reduction structures, seagulls, etc.

The Commodities Risk Management Policy is placed before the Audit Committee and the Board of Directors annually for review.

- c. Commodity risks faced by the Company during the year and measures adopted to combat the same: Headwinds are noticed in Flat and Long Steel, one alternate source is developed and plans to import, if required, are being chalked out. Strong negotiations indicate recoupment of some portion of the increases in FY 2019-20.
- viii. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) – Not applicable.
- ix. None of the Directors of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any such statutory authority. A Certificate to this effect, duly signed by the Practicing Company Secretary is annexed to this Report.
- x. The Company and its Subsidiaries on a consolidated basis have paid ₹70.43 crores to the Statutory Auditors and to all entities in their network firm. For details please refer to the Note No. 36 in the Consolidated Financial Statements.
- xi. The Company has established an appropriate mechanism for dealing with complaints in relation to Sexual Harassment of Women at Workplace, in accordance with its Policy on Prevention of Sexual Harassment at Workplace ('POSH') which is available on the website of the Company. For disclosure regarding the number of complaints filed, disposed of and pending, please refer to the Board's Report.
- xii. 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.
- xiii. 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.

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 IDs	Relevant extracts from the appointment letter issued to IDs detailing the broad terms and conditions of their appointment.	<a href="https://investors.tatamotors.com/pdf/Terms-of-Appointment-ID.pdf">https://investors.tatamotors.com/pdf/Terms-of-Appointment-ID.pdf</a>
Member's Referencer	To facilitate Members to understand the procedures involved in completing various investor- related transactions in general.	<a href="https://www.tatamotors.com/wp-content/uploads/2018/08/03054315/members-referencer.pdf">https://www.tatamotors.com/wp-content/uploads/2018/08/03054315/members-referencer.pdf</a>
Board Committees	The composition of various committees of the Board	<a href="https://www.tatamotors.com/about-us/leadership/">https://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 NINEDs and IDs	<a href="https://www.tatamotors.com/wp-content/uploads/2015/10/09042523/tata-code-of-conduct1.pdf">https://www.tatamotors.com/wp-content/uploads/2015/10/09042523/tata-code-of-conduct1.pdf</a> <a href="https://investors.tatamotors.com/pdf/ned-id.pdf">https://investors.tatamotors.com/pdf/ned-id.pdf</a>
Whistleblower Policy (Vigil Mechanism) <sup>(1)</sup>	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="https://investors.tatamotors.com/pdf/whistleblower-policy.pdf">https://investors.tatamotors.com/pdf/whistleblower-policy.pdf</a>
Policy on Related Party Transactions <sup>(2)</sup>	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.	<a href="https://investors.tatamotors.com/pdf/rpt-policy.pdf">https://investors.tatamotors.com/pdf/rpt-policy.pdf</a>
Policy for determining Material Subsidiaries <sup>(2)</sup>	This policy is determine material subsidiaries and material non-listed Indian subsidiaries of the Company and to provide governance framework for them.	<a href="https://investors.tatamotors.com/pdf/material.pdf">https://investors.tatamotors.com/pdf/material.pdf</a>
Familiarisation Programme	For IDs through various programmes/ presentations.	<a href="https://investors.tatamotors.com/pdf/familiarisation-programme-independent-directors.pdf">https://investors.tatamotors.com/pdf/familiarisation-programme-independent-directors.pdf</a>
Unpaid Dividend Account Details	Statement of unclaimed and unpaid amounts to be transferred to the IEPF.	<a href="https://www.tatamotors.com/investors/iepf/">https://www.tatamotors.com/investors/iepf/</a>

Name of Policy, Code or Charter	Brief Description	Web Link
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="https://investors.tatamotors.com/pdf/csr-policy.pdf">https://investors.tatamotors.com/pdf/csr-policy.pdf</a>
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.	<a href="https://investors.tatamotors.com/pdf/audit_committee_charter.pdf">https://investors.tatamotors.com/pdf/audit_committee_charter.pdf</a>
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.	<a href="https://www.tatamotors.com/investors/pdf/auditfee-policy.pdf">https://www.tatamotors.com/investors/pdf/auditfee-policy.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="https://investors.tatamotors.com/pdf/materiality.pdf">https://investors.tatamotors.com/pdf/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="https://investors.tatamotors.com/pdf/content-archiving-policy.pdf">https://investors.tatamotors.com/pdf/content-archiving-policy.pdf</a>
Code of Corporate Disclosure Practices <sup>(1)</sup>	This policy is aimed at providing timely, adequate, uniform and universal dissemination of information and disclosure of UPSI outside the Company in order to provide accurate and timely communication to our shareholders and the financial markets.	<a href="https://investors.tatamotors.com/pdf/CodeCorporateDisclosure.pdf">https://investors.tatamotors.com/pdf/CodeCorporateDisclosure.pdf</a>
Dividend Distribution Policy	This policy outlines the financial parameters and factors that are to be considered whilst declaring dividend.	<a href="https://investors.tatamotors.com/pdf/dividend-distribution-policy.pdf">https://investors.tatamotors.com/pdf/dividend-distribution-policy.pdf</a>
Remuneration Policy	This policy formulates the criteria for determining qualifications, competencies, positive attributes and independence for the appointment of a director (executive / non-executive) and also the criteria for determining the remuneration of the directors, key managerial personnel, senior management and other employees.	<a href="https://investors.tatamotors.com/pdf/directors-appointment-remuneration.pdf">https://investors.tatamotors.com/pdf/directors-appointment-remuneration.pdf</a>

(1) Revised in line with the requirements of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

(2) Revised in line with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

On behalf of the Board of Directors

**N Chandrasekaran**  
Chairman  
(DIN: 00121863)

Mumbai, May 20, 2019

**DECLARATION BY THE CEO & MD 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, 2019.

**For Tata Motors Limited**

**Guenter Butschek**  
CEO & MD  
(DIN: 07427375)

Mumbai, May 20, 2019

**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, 2019, 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, 2019.

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 20, 2019

**PRACTISING COMPANY SECRETARIES' CERTIFICATE ON DIRECTORS NON-DISQUALIFICATION  
TO THE MEMBERS OF TATA MOTORS LIMITED**

This certificate is issued pursuant to clause 10 (i) of the Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide circular dated May 9, 2018 of the Securities Exchange Board of India.

We have examined the compliance of provisions of the aforesaid clause 10 (i) of the Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to the best of our information and according to the explanations given to us by the Company, and the declarations made by the Directors, we certify that none of the directors of Tata Motors Limited ("the Company") CIN L28920MH1945PLC004520 having its registered office at Bombay House, 24 Homi Mody Street, Mumbai 400001 have been debarred or disqualified as on March 31, 2019 from being appointed or continuing as directors of the Company by SEBI/ Ministry of Corporate Affairs or any other statutory authority.

**For Parikh & Associates**

Practising Company Secretaries  
P. N. Parikh  
FCS: 327 CP: 1228

Mumbai, May 20, 2019