

**BSE Limited**

First Floor, New Trading Ring  
Rotunda Building, P J Towers  
Dalal Street, Fort  
Mumbai 400 001

**Kind Attn.: Mr Khushro A. Bulsara**  
**General Manager & Head - Listing**  
**Compliance & Legal Regulatory**

**National Stock Exchange of India Ltd.**

Exchange Plaza, 5th Floor  
Plot No. C/1, G Block  
Bandra - Kurla Complex  
Bandra (East), Mumbai 400 051

**Kind Attn: Mr Avinash Kharkar,**  
**Asst. Vice President - Listing**  
**Department**

January 9, 2019  
Sc- 15286

Dear Sirs,

**Re: Compliance Report on Corporate Governance**

Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 enclosed herewith is the Quarterly Compliance Report on Corporate Governance in the format prescribed by SEBI - Annexure I - for the third quarter of FY 2018-19 ended on December 31, 2018.

Yours faithfully,  
Tata Motors Limited

**H K Sethna**  
Company Secretary

Encl.: As above

**TATA MOTORS LIMITED**

Bombay House 24 Homi Mody Street Mumbai 400 001  
Tel 91 22 6665 8282 Fax 91 22 6665 7799  
[www.tatamotors.com](http://www.tatamotors.com) CIN L28920MH1945PLC004520

## Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: Tata Motors Limited
2. Quarter ending: December 31, 2018

<b>I. Composition of Board of Directors</b>								
Title (Mr/ Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) <sup>&amp;</sup>	Date of Appointment in the current term /cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	Natarajan Chandrasekaran	ABJPC6349J 00121863	Chairperson - Non-Executive Director	January 17, 2017	-	0	0	0
Mr	Nasser Mukhtar Munjee	AAFPM7588N 00010180	Non-Executive, Independent Director	July 31, 2014	53 Months	6	1	5
Mr	Vinesh Kumar Jairath	AAYPJ0756C 00391684	Non-Executive, Independent Director	July 31, 2014	53 Months	3	7	2
Ms	Falguni Sanjay Nayar	ABHPN4229N 00003633	Non-executive, Independent Director	July 31, 2014	53 Months	4	2	2
Mr	Om Prakash Bhatt	AGPPB9727Q 00548091	Non-executive, Independent Director	May 9, 2017	19 Months 22 days	4	4	2
Ms	Hanne Birgitte Sorensen	NA 08035439	Non-executive, Independent Director	January 3, 2018	11 Months 28 days	2	1	0
Mr	Ralf Dieter Speth	NA 03318908	Non-executive Director	November 10, 2010	-	0	0	0
Mr	Guenter Butschek	CJEPB1158H 07427375	Executive Director – CEO & MD	February 15, 2016	-	0	1	0
Mr	Satish Balkrishna Borwankar	AAVPB1076E 01793948	Executive Director & Chief Operating Officer	July 16, 2017	-	0	1	0





<b>I. Composition of Board of Directors</b>								
Title (Mr/Ms)	Name of the Director	PAN <sup>\$</sup> & DIN	Category (Chairperson/ Executive/Non-Executive/ Independent/ Nominee) <sup>&amp;</sup>	Date of Appointment in the current term /cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
<p><sup>\$</sup> PAN number of any director would not be displayed on the website of Stock Exchange</p> <p><sup>&amp;</sup> Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</p> <p>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p>								

<b>II. Composition of Committees</b>		
Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>\$</sup>
1. Audit Committee	Mr Nasser Munjee Mr V K Jairath Ms Falguni Nayar Mr O P Bhatt	Chairman, Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent
2. Nomination & Remuneration Committee	Mr O P Bhatt Mr N Chandrasekaran Mr Nasser Munjee	Chairman, Non-Executive - Independent Non-Executive Non-Executive - Independent
3. Stakeholders Relationship Committee	Ms Falguni Nayar Ms Hanne Sorensen Mr Guenter Butschek	Chairperson - Non-Executive - Independent Non-Executive - Independent Executive
4. Risk Management Committee (if applicable)	Ms Hanne Sorensen Mr Guenter Butschek Mr Satish Borwankar Mr P B Balaji	Chairperson - Non-Executive - Independent Executive Executive Chief Financial Officer
<p><sup>\$</sup> Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.</p>		

<b>III. Meeting of Board of Directors</b>		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
July 31, 2018	October 4, 2018  October 31, 2018	64 Days (i.e. between July 31, 2018 to October 4, 2018)



<b>IV. Meeting of Committees</b>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
<b><u>Audit Committee</u></b> October 3, 2018  October 31, 2018	Yes (All 4 members were present, all being Independent)  Yes (All 4 members were present, all being Independent)	July 5, 2018  July 28, 2018  July 31, 2018  September 14, 2018	44 days (i.e. between July 31, 2018 to September 14, 2018)
<b><u>Nomination &amp; Remuneration Committee</u></b> No Meetings were held	Not applicable	July 31, 2018	
<b><u>Risk Management Committee</u></b> October 4, 2018	Yes (All 4 members were present, one being Independent, two being Whole-time Directors and one being the Chief Financial Officer)	July 5, 2018  August 1, 2018	
<b><u>Stakeholders' Relationship Committee</u></b> October 4, 2018	Yes (All 3 members were present, two being Independent and one being the CEO & Managing Director)	August 3, 2018	
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			

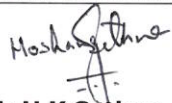
<b>V. Related Party Transactions</b>	
<b><i>Subject</i></b>	<b><i>Compliance status (Yes/No/NA) refer note below</i></b>
Whether prior approval of audit committee obtained	<b>YES</b>
Whether shareholder approval obtained for material RPT	<b>NA</b>
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	<b>YES</b>
<b><i>Note</i></b> 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2. If status is "No" details of non-compliance may be given here.	





**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. **YES**
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - a. Audit Committee - **YES**
  - b. Nomination & Remuneration Committee - **YES**
  - c. Stakeholders' Relationship Committee - **YES**
  - d. Risk management committee (applicable to the top 100 listed entities) - **YES**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - **YES**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - **YES**
5. The report submitted in the previous quarter has been placed before Board of Directors at its meeting held on October 31, 2018. This report will be placed before the Board at its next meeting. Any comments/observations/advice of Board of Directors may be mentioned here: **NIL**

**Mr H K Sethna****Company Secretary/Compliance Officer/Managing Director/CEO****Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.