

**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**

October 14, 2019  
Sc- 15658

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 are the Quarterly Compliance Reports on Corporate Governance in the format prescribed by SEBI: -

1. Annexure I - for the second quarter of FY 2019 - 20 ended on September 30, 2019; and
2. Annexure III – for the half year ended September 30, 2019.

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

## ANNEXURE - I

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

1. Name of Listed Entity: Tata Motors Limited

2. Quarter ending: September 30, 2019

I. Composition of Board of Directors												
Title (Mr/ Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/Non-Executive/ Independent/ Nominee) <sup>&amp;</sup>	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure	Date of Birth	No. of Directorship in listed entities including this listed entity [In reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [In reference to proviso to Regulation 17A(1)]	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	August 22, 2017	-	-	June 2, 1963	6	0	0	0
Mr	Nasser Mukhtar Munjee <sup>(1)</sup>	AAFPM7588N 00010180	Non-Executive, Independent Director	June 27, 2008	July 31, 2014	July 30, 2019	60 Months	November 18, 1952	7	6	1	5
Mr	Vinesh Kumar Jairath <sup>(1)</sup>	AAYPJ0756C 00391684	Non-Executive, Independent Director	March 31, 2009	July 31, 2014	July 30, 2019	60 Months	December 27, 1958	6	4	8	2
Ms	Falguni Sanjay Nayar <sup>(1)</sup>	ABHPN4229N 00003633	Non-executive, Independent Director	May 29, 2013	July 31, 2014	July 30, 2019	60 Months	February 19, 1963	4	4	2	2
Mr	Om Prakash Bhatt	AGPPB9727Q 00548091	Non-executive, Independent Director	May 9, 2017	August 22, 2017	-	28 Months 22 days	March 7, 1951	4	4	4	2
Ms	Hanne Birgitte Sorensen	NA 08035439	Non-executive, Independent Director	January 3, 2018	August 3, 2018	-	20 Months 28 days	September 18, 1965	2	2	3	0
Ms	Vedika Bhandarkar	AEUPB2687J 00033808	Non-executive, Independent Director	June 26, 2019	July 30, 2019	-	3 Months 4 days	December 19, 1967	3	3	4	5
Mr	Ralf Dieter Speth	NA 03318908	Non-executive Director	November 10, 2010	August 12, 2011	-	-	September 9, 1955	1	0	0	0



**I. Composition of Board of Directors**

Title (Mr/Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/Non-Executive/ Independent/ Nominee) <sup>a</sup>	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure	Date of Birth	No. of Directorship in listed entities including this listed entity [In reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [In reference to proviso to Regulation 17A(1)]	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	Guenter Butschek	CJEPB1158H 07427375	Executive Director – CEO & MD	February 15, 2016	August 9, 2016	-	-	October 21, 1960	1	0	1	0
Mr	Satish Balkrishna Borwankar <sup>(1)</sup>	AAVPB1076E 01793948	Executive Director & Chief Operating Officer	June 21, 2012	August 22, 2017	July 15, 2019	-	July 15, 1952	1	0	0	0

Whether Regular Chairperson appointed: **Yes**Whether Chairperson is related to Managing Director or CEO: **No**

\$ PAN of any director would not be displayed on the website of Stock Exchange

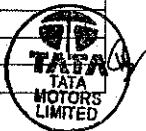
&amp; Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

\* 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.

(1) All details provided, are as on the date of cessation of director.

**II. Composition of Committees**

Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>a</sup>	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Ms Vedika Bhandarkar	Chairperson - Non-Executive - Independent	31-07-2019	-
		Ms Hanne Sorensen	Non-Executive - Independent	31-07-2019	-
		Mr Om Prakash Bhatt	Non-Executive - Independent	16-01-2018	-
		Mr Vinesh Kumar Jairath	Non-Executive - Independent	14-01-2011	30-07-2019
		Ms Falguni Nayar	Non-Executive - Independent	29-05-2013	30-07-2019
		Mr Nasser Munjee	Chairman, Non-Executive - Independent	26-03-2009	30-07-2019
2. Nomination & Remuneration Committee	Yes	Mr Om Prakash Bhatt	Chairman - Non-Executive - Independent	16-01-2018	-
		Mr Natarajan Chandrasekaran	Non-Executive	17-01-2017	-
		Ms Hanne Sorensen	Non-Executive - Independent	31-07-2019	-
		Mr Nasser Munjee	Non-Executive - Independent	29-03-2017	30-07-2019
3. Risk Management Committee (if applicable)	Yes	Ms Hanne Sorensen	Chairperson - Non-Executive - Independent	16-01-2018	-
		Mr Guenter Butschek	Executive	22-03-2018	-
		Mr P B Balaji	Chief Financial Officer	22-03-2018	-
		Mr Satish Borwankar	Executive	22-03-2018	15-07-2019
4. Stakeholders Relationship Committee	Yes	Ms Vedika Bhandarkar	Chairperson - Non-Executive - Independent	31-07-2019	-





<b>II. Composition of Committees</b>					
<i>Name of Committee</i>	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>\$</sup>	Date of Appointment	Date of Cessation
		Ms Hanne Sorensen	Non-Executive - Independent	16-01-2018	-
		Mr Guenter Butschek	Executive	15-02-2016	-
		Ms Falguni Nayar	Chairperson - Non-Executive - Independent	08-11-2013	30-07-2019
5. Corporate Social Responsibility Committee	Yes	Mr Om Prakash Bhatt	Chairman - Non-Executive - Independent	16-01-2018	-
		Ms Vedika Bhandarkar	Non-Executive - Independent	31-07-2019	-
		Mr Guenter Butschek	Executive	15-02-2016	-
		Ms Falguni Nayar	Non-Executive - Independent	08-11-2013	30-07-2019
		Mr Satish Borwankar	Executive	16-07-2014	15-07-2019
<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.					

<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	Whether requirement of Quorum met *	Number of Directors present *	Number of independent directors present *	Maximum gap between any two consecutive (in number of days)
May 20, 2019	July 25, 2019	Yes	9	6	27 Days (i.e. between May 20, 2019 to June 17, 2019)
June 17, 2019					
*to be filled in only for the current quarter meetings.					

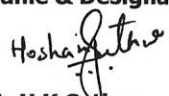

<b>IV. Meeting of Committees</b>					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details) *</i>	Number of Directors present *	Number of independent directors present *	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
<b>Audit Committee</b> July 18, 2019	Yes (All 4 members were present, all being Independent)	5	4	May 20, 2019	30 days (i.e. between June 17, 2019 to July 18, 2019)
July 25, 2019	Yes (All 5 members were present, all being Independent)	6	5	June 17, 2019	
<b>Nomination &amp; Remuneration Committee</b> No meeting was held during the quarter	Not applicable	-	-	May 20, 2019	
<b>Risk Management Committee</b> No meeting was held during the quarter	Not applicable	-	-	No meeting was held during the quarter	
<b>Stakeholders' Relationship Committee</b> July 30, 2019	Yes (2 out of 3 members were present, 1 Independent Director and 1 Executive Director)	2	1	March 26, 2019	





<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>Number of Directors present *</i>	<i>Number of independent directors present *</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>Corporate Social Responsibility Committee</b> No meeting was held during the quarter	Not applicable	-	-	April 3, 2019 June 17, 2019	
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional. ** to be filled in only for the current quarter meetings.					

<b>V. Related Party Transactions</b>	
<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
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>Note</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.	


<b>VI. Affirmations</b>
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. <b>YES</b> 2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a. Audit Committee - <b>YES</b> b. Nomination & Remuneration Committee - <b>YES</b> c. Stakeholders' Relationship Committee - <b>YES</b> d. Risk management committee (applicable to the top 100 listed entities) - <b>YES</b> 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. - <b>YES</b> 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. - <b>YES</b> 5. The report and/or the report submitted in the previous quarter has been placed before Board of Directors at its meeting held on July 25, 2019. Any comments/observations/advice of the Board of Directors may be mentioned here: <b>NIL</b>
<b>Name &amp; Designation</b>  <b>Mr H K Sethna</b> <b>Company Secretary/Compliance Officer/Managing Director/CEO / CFO</b>


**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.

# Annexure III

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-  
with second quarter report of next financial year**

<b>Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	No
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<b>Note</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. In the absence of the Stakeholder Relationship Committee (SRC) Chairperson, Mr Guenter Butschek, a member of the SRC, was authorized by the SRC, to represent the Committee and to answer any shareholder queries raised at the Annual General Meeting of the Company. 3 If the Listed Entity would like to provide any other information the same may be indicated here.		
 <b>Mr H K Sethna</b> <b>Company Secretary / Compliance Officer / Managing Director / CEO / CFO</b>		