



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 & Compliance

July 30, 2019
Sc -15568

Dear Sirs,

Re: Summary of Proceedings and Voting Results of the Meeting of the Equity Shareholders of Tata Motors Limited ("the Company") convened by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") on July 30, 2019

Please be informed that the Meeting of the Equity Shareholders of the Company convened by the Hon'ble National Company Law Tribunal, Mumbai Bench ("Meeting") was held on Tuesday, July 30, 2019 at 1.30 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai - 400020. The item of business contained in the Notice of the Meeting dated June 21, 2019, for approval of Scheme of Arrangement between the Company and Tata Advanced Systems Limited and their respective shareholders and creditors, was transacted and passed by the shareholders with requisite majority.

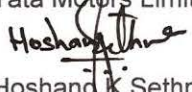
In this regard, please find enclosed the following:

- i. Summary of the proceedings of the meeting of the Company, as required under Regulation 30 and Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations") - **Annexure 1**.
- ii. Consolidated voting results of the postal ballot, remote e-voting together with the voting conducted at the Meeting venue, in relation to the business transacted at the Meeting, as required under Regulation 44 of the Listing Regulations, attached and marked as **Annexure 2A** (majority of persons representing three-fourth in value – including promoter and promoter group) and **Annexure 2B** (majority of Public shareholders – excluding promoter and promoter group).
- iii. The Scrutinizer's Report dated July 30, 2019, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 - **Annexures 3A and 3B**.

The meeting concluded at 2:30 p.m.

The Voting Results alongwith the Scrutinizer's Report is also available on the Company's website at www.tatamotors.com and the National Securities Depository Limited at www.evoting.nsdl.com.

You are requested to kindly take the same on record.

Yours faithfully,
Tata Motors Limited

Hoshang K. Sethna
Company Secretary

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 CIN L28920MH1945PLC004520



Annexure 1

Summary of Proceedings of the Meeting of the Equity Shareholders of Tata Motors Limited ("the Company") convened by the Hon'ble National Company Law Tribunal, Mumbai Bench on July 30, 2019

The meeting of the Equity Shareholders of the Company convened by the Hon'ble National Company Law Tribunal, Mumbai Bench ("Meeting") was held on Tuesday, July 30, 2019 at 1.30 p.m. IST at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai – 400020. The Meeting was streamed live through webcast for the benefit of the shareholders who could not attend the Meeting in person.

Mr Nasser Munjee informed that the Meeting was convened pursuant to the Orders dated May 6, 2019 and June 3, 2019 ("Orders") of the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") in the matter of the Scheme of Arrangement between the Company ("the Transferor Company") and Tata Advanced Systems Limited ("the Transferee Company") and their respective shareholders and creditors, hereinafter referred to as the "Scheme". He further informed that vide the said Orders, the NCLT had appointed him as Chairman to preside over the Meeting.

The requisite quorum being present, the Chairman called the Meeting to order. All the Directors, except Mr N Chandrasekaran, Mr V Jairath, Ms Falguni Nayar and Ms Hanne Sorensen attended the Meeting. The Company's Auditors and the Secretarial Auditors were also present.

The Notice of the meeting, the Explanatory Statement under Sections 102, 110, 230(3), 232(2) of the Companies Act, 2013 read with rules framed thereunder, Form of Proxy, Attendance Slip, Postal Ballot Form and the Scheme have already been dispatched to all the Members. In addition, advertisements containing Notice of the meeting were duly published in newspapers, in accordance with the directions of the NCLT. With the consent of the Members, the Notice convening the Meeting was taken as read.

At the request of the Chairman, Mr Balaji, Group Chief Financial Officer provided a brief summary of the Scheme, including salient features, valuation details and rationale of the Scheme.

The following resolution set out in the Notice convening the Meeting was put up to the Members for voting:

Item No.	Details of the Agenda	Resolution required
1.	For approval of the Scheme of Arrangement between Tata Motors Limited (Transferor Company) and Tata Advanced Systems Limited (Transferee Company) and their respective shareholders and creditors.	Requisite Majority*

**[majority of persons representing three-fourth in value (as per the Companies Act, 2013)]; and [majority of Public shareholders as per clause (I)(A)(9)(b) of Annexure-I of Securities and Exchange Board of India Circular dated March 10, 2017].*





The Chairman informed the Members that as required under the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules 2016 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company had provided its Shareholders the facility to cast their vote through postal ballot and through remote e-voting administered by National Securities Depository Limited. The Chairman also informed that the facility of remote e-voting for the Members was made available till Monday, July 29, 2019 and that the facility of voting was available at the venue of the Meeting for the Members who had earlier not exercised their vote through postal ballot or remote e-voting.

The Chairman informed that Mr P N Parikh (FCS 327) of M/s Parikh & Associates, Practicing Company Secretaries was the Scrutinizer appointed by the NCLT to scrutinize the votes cast at the Meeting, as also the votes cast by way of postal ballot and remote e-voting, in an independent and fair manner.

The Chairman requested the Members, who were present at the Meeting but had not cast their votes through postal ballot or remote e-voting, to cast their vote at the Meeting.

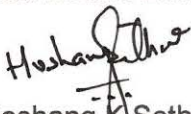
The Chairman then invited the Members to express their views, ask questions and seek clarifications on the Scheme. After the Members spoke, at the request of the Chairman, Mr Balaji responded to their queries.

The Chairman thanked the Members for attending and participating at the Meeting. The Chairman concluded by authorizing the Company Secretary to oversee the voting process and declare the results of the consolidated voting. He informed the Members that the voting results will be made available on the websites of the Company, National Securities Depository Limited and Stock Exchanges within 48 hours from the conclusion of the Meeting.

The Meeting concluded at 2:30 p.m.

The Scrutinizer's Report was received after the conclusion of the Meeting on July 30, 2019 and as set out therein the said Resolution was declared passed with the requisite majority.

Yours faithfully,
Tata Motors Limited


Hoshang K. Sethna
Company Secretary



TATA MOTORS LIMITED					
Date of the NCLT CONVENED MEETING			July 30, 2019		
Total number of shareholders on cut-off date (June 14, 2019)			Ordinary Shareholders	11,31,019	
			'A' Ordinary Shareholders	2,01,778	
			Total:	13,32,797	
No. of shareholders present in the Meeting either in person or in proxy:					
Promoters and Promoter Group:			8		
Public:			154		
No. of shareholders attended the Meeting Video Conferencing:			Nil		

Resolution (1)

Resolution required: (Ordinary / Special)	Majority of Shareholders representing three fourth in value under Section 230(6) of the Companies Act, 2013
Whether promoter/ promoter group are interested in the agenda/resolution?	NO
Scheme of Arrangement between Tata Motors Limited and Tata Advanced Systems Limited for transfer of Defense Undertaking of the Company to Tata Advanced Systems Limited as a going concern on a slump sale basis.	

	Promoter/Public	Mode of Voting	Total No. of Shares Held	Total No. of Votes on Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [4]=[3]/(2)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [7]=[5]/(3)*100	% of Votes against on votes polled [8]=[6]/(3)*100	Invalid Votes
			[1]	[2]	[3]		[5]	[6]			[9]
1	Promoter and Promoter Group	E-Voting	1108419398	1107976897	1107976897	100.00	1107976897	0	100.00	0.00	0
		Poll			0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
		Total			1107976897	100.00	1107976897	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1420274741	1072450159	881705205	82.21	881603745	101460	99.99	0.01	0
		Poll			0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
		Total			881705205	82.21	881603745	101460	99.99	0.01	0
3	Public-Others	E-Voting	867156926	757771865	346902512	45.78	346204560	697952	99.80	0.20	0
		Poll			75882	0.01	39656	36226	52.26	47.74	0
		Postal Ballot (if applicable)			84020	0.01	83857	163	99.81	0.19	330
		Total			347062414	45.80	346328073	734341	99.79	0.21	330
	Total	E-Voting	3395851065	2938198921	2336584614	79.52	2335785202	799412	99.97	0.03	0
		Poll			75882	0.00	39656	36226	52.26	47.74	0
		Postal Ballot (if applicable)			84020	0.00	83857	163	99.81	0.19	330
		Total			2336744516	79.53	2335908715	835801	99.96	0.04	330

Particulars	Number of members present and voted (in person or by proxy)	Number of valid votes cast by them	% of total number of valid votes cast
In favour	5,398	2,33,59,08,715	99.96
Against	570	8,35,801	0.04
Invalid	3	330	



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TATA MOTORS LIMITED											
Date of the NCLT CONVENED MEETING					July 30, 2019						
Total number of shareholders on cut-off date (June 14, 2019)					Ordinary Shareholders		11,31,019				
					'A' Ordinary Shareholders		2,01,778				
					Total:		13,32,797				
No. of shareholders present in the Meeting either in person or in proxy:											
Promoters and Promoter Group:					8						
Public:					154						
No. of shareholders attended the Meeting Video Conferencing:					Nil						
Resolution (1)											
Resolution required: (Ordinary / Special)							Majority of Public Shareholders (as per Clause (1)(A)(9)(b) of Annexure I of the Securities and Exchange Board of India Circular dated March 10, 2017, as amended from time to time				
Whether promoter/ promoter group are interested in the agenda/resolution?							NO				
Scheme of Arrangement between Tata Motors Limited and Tata Advanced Systems Limited for transfer of Defense Undertaking of the Company to Tata Advanced Systems Limited as a going concern on a slump sale basis.											
	Promoter/Public	Mode of Voting	Total No. of Shares Held	Total No. of Votes on Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
			[1]	[2]	[3]	[4]=[(3) / (2)] * 100	[5]	[6]	[7]=[(5) / (3)] * 100	[8]=[(6) / (3)] * 100	[9]
1	Promoter and Promoter Group	E-Voting	1108419398	1107976897	0	0.00	0	0	0.00	0.00	0
		Poll			0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
		Total			0	0.00	0	0	0.00	0.00	0
2	Public - Institutional holders	E-Voting	1420274741	1072450159	881705205	82.21	881603745	101460	99.99	0.01	0
		Poll			0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
		Total			881705205	82.21	881603745	101460	99.99	0.01	0
3	Public-Others	E-Voting	867156926	757771865	346902512	45.78	346204560	697952	99.80	0.20	0
		Poll			75882	0.01	39656	36226	52.26	47.74	0
		Postal Ballot (if applicable)			84020	0.01	83857	163	99.81	0.19	330
		Total			347062414	45.80	346328073	734341	99.79	0.21	330
Total		E-Voting	3395851065	2938198921	1228607717	41.81	1227808305	799412	99.93	0.07	0
		Poll			75882	0.00	39656	36226	52.26	47.74	0
		Postal Ballot (if applicable)			84020	0.00	83857	163	99.81	0.19	330
		Total			1228767619	41.82	1227931818	835801	99.93	0.07	330



Hushang J. J.

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

To

The Chairman of the NCLT convened meeting of Equity Shareholders ("Chairman")

TATA MOTORS LIMITED

CIN: L28920MH1945PLC004520

Bombay House, 24, Homi Mody Street,
Mumbai 400001

Sub: Consolidated Scrutinizer's Report with respect to voting by shareholders (including promoters and promoter group) of Tata Motors Limited through remote e-voting process, postal ballot and voting at the venue of the meeting pursuant to Sections 108, 110 and 230(6) of the Companies Act, 2013 ("Act") read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, and as per the directions issued by the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble Tribunal" or "NCLT") vide orders dated May 06, 2019 and June 03, 2019 in the Company Scheme Application No. 398 of 2019.

Dear Sir,

I, P. N. Parikh of Parikh and Associates, Practicing Company Secretaries have been appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("**Hon'ble Tribunal**" or "**NCLT**"), by its Orders dated May 06, 2019 and June 03, 2019, as the Scrutinizer for the purpose of scrutinizing the remote e-voting process, postal ballot and voting at the venue of the meeting, in a fair and transparent manner, of the Equity Shareholders (including promoters and promoter group) of Tata Motors Limited convened by the said orders of NCLT and held on Tuesday, July 30, 2019 at 01.30 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai-400020, pursuant to the provisions of the Companies Act, 2013 ("**Act**") read with applicable rules made thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), on the resolution seeking approval of the equity shareholders to the Scheme of Arrangement between Tata Motors Limited and Tata Advanced Systems Limited and their respective shareholders and creditors ("**Scheme**"), in terms of the Notice dated June 21, 2019, convening the said meeting.



I do hereby submit my report as under:

1. The Company had appointed National Securities Depository Limited (“**NSDL**”) as the agency for providing the e-voting platform to the equity shareholders of the Company.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules thereunder and the SEBI Listing Regulations relating to voting through remote e-voting, postal ballot and voting at the venue of the meeting on the resolution contained in the Notice convening NCLT convened meeting of the equity shareholders. My responsibility as the Scrutinizer for the remote e-voting process, postal ballot and voting at the venue of the meeting is restricted to scrutinize the postal ballot papers, e-voting process and electronic ballot at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer’s Report of the votes cast “in favour” or “against” the Resolution and “invalid” ballots and votes, based on the reports generated from the remote e-voting system, postal ballot process and voting conducted through electronic ballot at the meeting provided by NSDL.
3. The Cut-off date was Friday, June 14, 2019 for the purpose of deciding the equity shareholders entitled to vote through postal ballot, e-voting and voting conducted through electronic ballot at the venue of the meeting on the resolution seeking their approval.
4. The voting period for postal ballot and remote e-voting commenced on Sunday, June 30, 2019 at 9.00 a.m. (IST) and ended on Monday, July 29, 2019 at 5.00 p.m. (IST).
5. As confirmed by the Company, the Notice dated June 21, 2019 convening the meeting of the equity shareholders of the Company along with the Scheme and Explanatory Statement under Sections 102, 110, 230(3), 232(2) of the Act read with and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Form of Proxy, Attendance Slip and Postal Ballot Form was sent to the equity shareholders in respect of the resolution to be passed at the meeting.
6. The remote e-voting module was disabled and blocked by NSDL for voting after 5 p.m. on Monday, July 29, 2019.
7. The equity shareholders were required to cast vote through remote e-voting or to send the postal ballot form duly completed on or before 5.00 p.m. on July 29, 2019.

8. At the end of the discussion on July 30, 2019 at the venue of the NCLT convened meeting, the Chairman appointed for the meeting allowed voting by use of electronic ballot for all those shareholders who were present at the meeting but had not cast their votes through remote e-voting facility or postal ballot on or before 5.00 p.m. on July 29, 2019.
9. After the closure of the voting at the NCLT convened meeting of the Equity Shareholders, the report on the voting done at the meeting was generated in my presence and the voting was diligently scrutinized.
10. I then counted the votes cast through the postal ballots and unblocked the votes cast through the remote e-voting module of NSDL in the presence of two witnesses who are not in the employment of the Company.
11. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system. The downloaded data was reconciled with the records maintained by the Company's Registrar and Transfer Agents ("RTA") and the authorisations/proxies lodged with the Company/ Company's RTA.
12. The postal ballot forms, which were incomplete and /or which were otherwise found to be defective, have been treated as invalid.
13. The Resolution placed before the shareholders and the consolidated result of the voting on the same through postal ballot forms received, e-voting and voting through electronic ballot at the venue of the meeting seeking approval of the equity shareholders (including promoters and promoter group) of the Company are given below.

Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provision of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Memorandum and Articles of Association of the Company and subject to the approval of the Mumbai and Hyderabad Benches of the Hon'ble National Company Law Tribunal (hereinafter collectively referred to as "**the Tribunal**"), and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such consents,

approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the proposed Scheme of Arrangement between Tata Motors Limited ("**the Transferor Company**") and Tata Advanced System Limited ("**the Transferee Company**") and their respective shareholders and creditors ("**Scheme**") placed before this meeting be and is hereby approved."

"RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

(i) Voted **in favour** of the resolution:

	Number of members present and voted (in person or by proxy)	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	4,504	2,30,99,99,129	
'A' Ordinary Shares*	894	2,59,09,586	
Total	5,398	2,33,59,08,715	99.96

(ii) Voted **against** the resolution:

	Number of members present and voted (in person or by proxy)	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	478	7,26,545	
'A' Ordinary Shares*	92	1,09,256	
Total	570	8,35,801	0.04

(iii) **Invalid** votes:

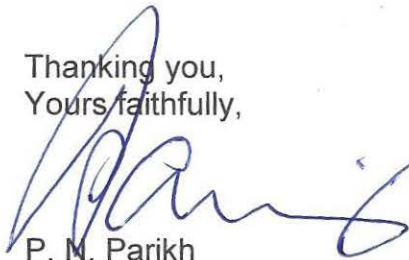
	Number of members (in person or by proxy) whose votes were declared invalid	Number of invalid votes cast by them
Ordinary Shares	3	330
'A' Ordinary Shares*	NIL	NIL
Total	3	330

*Each 'A' Ordinary shareholder is entitled to one vote for every ten 'A' Ordinary shares held and fractions, if any, in the votes cast by the said shareholder have been ignored.

Shareholders who have split their votes into "Assent" as well as "Dissent", while their votes are taken as cast, they have been counted only once for the purpose of their presence, which has been mentioned under the head "Assent".

14. All registers, relevant records and other incidental papers related to electronic voting, postal ballot papers and remote e-voting were handed over to the Company Secretary of the Company for safe keeping.

Thanking you,
Yours faithfully,



P. M. Parikh
Parikh & Associates
Practising Company Secretaries
FCS: 327 CP No.: 1228
111, 11th Floor, Sai Dwar CHS Ltd.,
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri (West), Mumbai – 400053



Place: Mumbai
Dated: July 30, 2019

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
 111, 11th Floor, Sai-Dwar CHS Ltd,
 Sab TV Lane, Opp Laxmi Industrial Estate
 Off Link Road, Above Shabari Restaurant,
 Andheri (W), Mumbai : 400 053
 Tel. : 26301232 / 26301233 / 26301240
 Email : cs@parikhassociates.com
 parikh.associates@rediffmail.com

To

The Chairman of the NCLT convened meeting of Equity Shareholders ("Chairman")

TATA MOTORS LIMITED

CIN: L28920MH1945PLC004520

Bombay House, 24, Homi Mody Street,
 Mumbai 400001

Sub: Consolidated Scrutinizer's Report with respect to voting by public shareholders (excluding promoters and promoter group) of Tata Motors Limited through remote e-voting process, postal ballot and voting at the venue of the meeting in terms of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017.

Dear Sir,

I, P. N. Parikh of Parikh and Associates, Practicing Company Secretaries have been appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("**Hon'ble Tribunal**" or "**NCLT**") by its Orders dated May 06, 2019 and June 03, 2019, as the Scrutinizer for the purpose of scrutinizing the remote e-voting process, postal ballot and voting at the venue of the meeting, in a fair and transparent manner, of the Equity Shareholders (excluding promoters and promoter group) of Tata Motors Limited convened by the said orders of NCLT and held on Tuesday, July 30, 2019 at 01.30 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai-400020, pursuant to the provisions of the Companies Act, 2013 ("**Act**") read with applicable rules made thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), on the resolution seeking approval of the equity shareholders to the Scheme of Arrangement between Tata Motors Limited and Tata Advanced Systems Limited and their respective shareholders and creditors ("**Scheme**"), in terms of the Notice dated June 21, 2019, convening the said meeting.

I do hereby submit my report with regards to the result of voting through remote e-voting process, postal ballot and voting at the venue of the meeting in respect of public shareholders, as under:

1. The Company had appointed National Securities Depository Limited ("**NSDL**") as the agency for providing the e-voting platform to the equity shareholders of the Company.



2. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules thereunder and the SEBI Listing Regulations relating to voting through remote e-voting, postal ballot and voting at the venue of the meeting on the resolution contained in the Notice convening NCLT convened meeting of the equity shareholders. My responsibility as the Scrutinizer for the remote e-voting process, postal ballot and voting at the venue of the meeting is restricted to scrutinize the postal ballot papers e-voting process and electronic ballot at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution and "invalid" ballots and votes, based on the reports generated from the remote e-voting system, postal ballot process and voting conducted through electronic ballot at the meeting provided by NSDL.
3. The Cut-off date was Friday, June 14, 2019 for the purpose of deciding the equity shareholders entitled to vote through postal ballot, e-voting and voting conducted through electronic ballot at the venue of the meeting on the resolution seeking their approval.
4. The remote e-voting and postal ballot period commenced on Sunday, June 30, 2019 at 9.00 a.m. (IST) and ended on Monday, July 29, 2019 at 5.00 p.m. (IST).
5. As confirmed by the Company, the Notice dated June 21, 2019 convening the meeting of the equity shareholders of the Company along with the Scheme and Explanatory Statement under Sections 102, 110, 230(3), 232(2) the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Form of Proxy, Attendance Slip and Postal Ballot Form was sent to the equity shareholders in respect of the resolution to be passed at the meeting.
6. The remote e-voting module was disabled and blocked by NSDL for voting after 5 p.m. on Monday, July 29, 2019.
7. The equity shareholders were required to cast vote through remote e-voting or to send the postal ballot form duly completed on or before 5.00 p.m. on July 29, 2019.



8. At the end of the discussion on July 30, 2019 at the venue of the NCLT convened meeting, the Chairman appointed for the meeting allowed voting by use of electronic ballot for all those shareholders who were present at the meeting but had not cast their votes through remote e-voting facility or postal ballot on or before 5.00 p.m. on July 29, 2019.
9. After the closure of the voting at the NCLT convened meeting of the Equity Shareholders, the report on the voting done at the meeting was generated in my presence and the voting was diligently scrutinized.
10. I then counted the votes cast through the postal ballots and unblocked the votes cast through the remote e-voting module of NSDL in the presence of two witnesses who are not in the employment of the Company.
11. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system. The downloaded data was reconciled with the records maintained by the Company's Registrar and Transfer Agents ("RTA") and the authorisations/proxies lodged with the Company/ Company's RTA.
12. The postal ballot forms, which were incomplete and /or which were otherwise found to be defective, have been treated as invalid.
13. The Resolution placed before the shareholders and the consolidated result of the voting on the same through postal ballot forms received, e-voting and voting through electronic ballot at the venue of the meeting seeking approval of the equity shareholders(excluding promoters and promoter group) of the Company are given below.

Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provision of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], read with the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Memorandum and Articles of Association of the Company and subject to the approval of the Mumbai and Hyderabad Benches of the Hon'ble National Company Law Tribunal (hereinafter collectively referred to as "**the Tribunal**"), and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the



Company (hereinafter referred to as the “**Board**”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the proposed Scheme of Arrangement between Tata Motors Limited (“**the Transferor Company**”) and Tata Advanced System Limited (“**the Transferee Company**”) and their respective shareholders and creditors (“**Scheme**”) placed before this meeting be and is hereby approved.”

“RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”

(i) Voted **in favour** of the resolution

	Number of members present and voted (in person or by proxy)	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	4,486	1,20,20,71,398	
'A' Ordinary Shares*	892	2,58,60,420	
Total	5,378	1,22,79,31,818	99.93

(ii) Voted **against** the resolution:

	Number of members present and voted (in person or by proxy)	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	478	7,26,545	
'A' Ordinary Shares*	92	1,09,256	
Total	570	8,35,801	0.07

(iii) **Invalid** votes:

	Number of members (in person or by proxy) whose votes were declared invalid	Number of invalid votes cast by them
Ordinary Shares	3	330
'A' Ordinary Shares*	NIL	NIL
Total	3	330

*Each 'A' Ordinary shareholder is entitled to one vote for every ten 'A' Ordinary shares held and fractions, if any, in the votes cast by the said shareholder have been ignored.

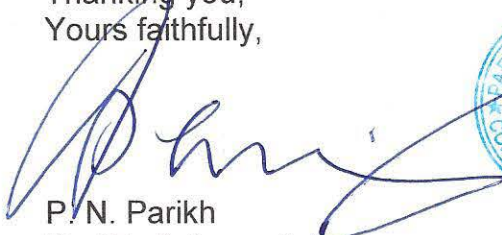
Shareholders who have split their votes into “Assent” as well as “Dissent”, while their votes are taken as cast, they have been counted only once for the



purpose of their presence, which has been mentioned under the head "Assent".

14. All registers, relevant records and other incidental papers related to electronic voting, postal ballot papers and remote e-voting were handed over to the Company Secretary of the Company for safe keeping.

Thanking you,
Yours faithfully,



P. N. Parikh
Parikh & Associates
Practising Company Secretaries
FCS: 327 CP No.: 1228
111, 11th Floor, Sai Dwar CHS Ltd.,
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri (West), Mumbai – 400053

Place: Mumbai
Dated: July 30, 2019



Handwritten signature