



TATA **MOTORS**

Investor Presentation

6 June 2008



Forward Looking Statements

- This presentation and other statements by Tata Motors Limited may include forward-looking statements within the meaning of applicable securities laws and regulations with respect to the pending JLR acquisition, products under development, future expenses, future levels of available capital resources, and other future financial or business performance, conditions, strategies, expectations or goals. All statements that are not descriptions of historical facts are forward-looking statements, based on management's estimates, assumptions and projections that are subject to risks and uncertainties. These statements can generally be identified by the use of forward-looking terminology such as "believes," "expects," "intends," "may," "will," "should," or "anticipates" or similar terminology.
- Actual results could differ materially from those currently anticipated due to a number of factors, including among other things:
 - the risk that anticipated synergies and other benefits of the acquisition will not materialise;
 - costs and availability of financing on favorable terms and future capital needs;
 - changes in costs of supplies and raw materials, consumer preferences, exchange rates and other national, regional or global economic and financial conditions;
 - the potential inability to retain existing JLR management, upon whom we will rely;
 - risks related to our anticipated reliance on Ford Motor Company during a transition period for supply of engines and parts, research and development, and advanced power train development and other matters;
 - marketing, regulatory, product liability, supply, competition and other risks; and
 - changes in environmental, fuel economy, tax, labor and employment, automobile dealership and other laws and regulations.
- Additional important factors that could cause actual results to differ materially from our current expectations are identified in our filings with applicable securities regulators and stock exchanges. We will not update any forward-looking statements to reflect new, changing or unanticipated events or circumstances that occur after the date on which the statement is made, except as may be required by applicable law or regulation.
- All information are based on un-audited internal management accounts and data from Ford Motor Company



Update on Tata Motors Limited

Standalone Financial Performance

Rs millions	FY07	FY08
Gross Revenue	318,194.8	330,939.3
Net Revenue	274,700.3	287,308.2
EBITDA	33,123.7	30,923.2
<i>EBITDA Margin</i>	<i>12.06%</i>	<i>10.76%</i>
PBT	25,731.8	25,764.7
Profit After Tax	19,134.6	20,289.2
Basic EPS (Rs) s)	49.76	52.64

Highlights

- Net Revenues ↑ 4.6%
- EBITDA ↓ 6.6%
- PAT ↑ 6.0%
- Basic EPS ↑ 5.8%
- Dividend of Rs 15 per share

EBIDTA margin under pressure on account of weak demand and high input costs

Consolidated Financial Performance

Rs millions	FY07	FY08
Gross Revenue	369,214.9	403,407.9
Net Revenue	323,600.8	356,514.8
EBITDA	41,147.2	44,108.5
<i>EBITDA Margin</i>	<i>12.72%</i>	<i>12.37%</i>
PBT	30,880	30,863
Profit After Tax	21,699.9	21,677
Basic EPS (Rs)	56.43	56.24




Highlights

- Net Revenues ↑ 10.0 %
- EBITDA ↑ 7.0 %
- Net profit maintained at last year's level
- Basic EPS marginally low (0.3%)

Strong subsidiary performance helped maintain profitability in a challenging environment



Subsidiary Financial Performance

In Rs. mn	FY 07		FY 08	
	Sales	PAT	Sales	PAT
	23,336.1	829.6	30,752.1	1,584.8
	18,141.6	1,838.6	27,179.9	3,236.2
TATA TECHNOLOGIES	9,573.9	162.8	11,002.5	299.9
 **	1,600.3	127.9	8,369.4	447.7
HV TRANSMISSIONS LIMITED	1,755.9	449.6	1,922.9	474.4
HV AXLES LIMITED	1,966.7	579	2,032.4	634.1

** FY 07 data is for the period Jun 06 to Mar 07



Commercial Vehicles

Strategic Elements

New Products

- Ace variants
- Marcopolo Buses
- World Truck
- Defence Vehicles
- Ready – to –use solutions

Enhancing Capabilities

- Flexible new platforms : Ace, World Truck
- Dedicated production facilities
- Product Development Capability in Fully Built Buses & Coaches

Enhancing Reach

- Enhancing sales and service network
- Doubling customer touch points in next 4 years
- Establish manufacturing footprint in South Africa
- Thonburi Joint Venture (70:30 JV)
 - Xenon launched in Thailand in March'08 to an encouraging response



Passenger Vehicles

Strategic Elements

New Products	<ul style="list-style-type: none"> • Sumo Grande • New Indica • Tata Nano • Crossover • New Indigo • New UV platform • Fiat Punto • Fiat Linea
Enhancing Capabilities	<ul style="list-style-type: none"> • Fiat Joint Venture (50:50 JV) <ul style="list-style-type: none"> – Enhanced value proposition through world class car engine technology from Fiat – Supplement Tata Motors capacity • Plant for Small car
Enhancing Reach	<ul style="list-style-type: none"> • 2nd largest network among passenger vehicle manufacturers • Tripling customer touch points in next 4 years • Eco car project <ul style="list-style-type: none"> – Application approved by Thailand government



Tata Motor's Growth Strategy

Growth Strategy

- To consolidate position in the domestic market and expand international footprint through development of new products by
 - Leveraging in house capabilities
 - Acquisitions and strategic collaborations to gain complementary capabilities



1984 : India's 1st LCV (407 truck)

1996 : India's 1st SUV (Safari)

1998 : India's 1st Passenger Car (Indica)

2004 : Acquisition of Tata Daewoo, Korea

2005 : India's first mini-truck (Ace)

2005 : Acquisition of stake in Hispano, Spain

2007 : Formed an industrial JV with Fiat

2007 : JV in India with Marcopolo of Brazil

2007 : JV in Thailand with Thonburi

2008 : People's car – Tata Nano

2008 : Acquisition of Jaguar Land Rover

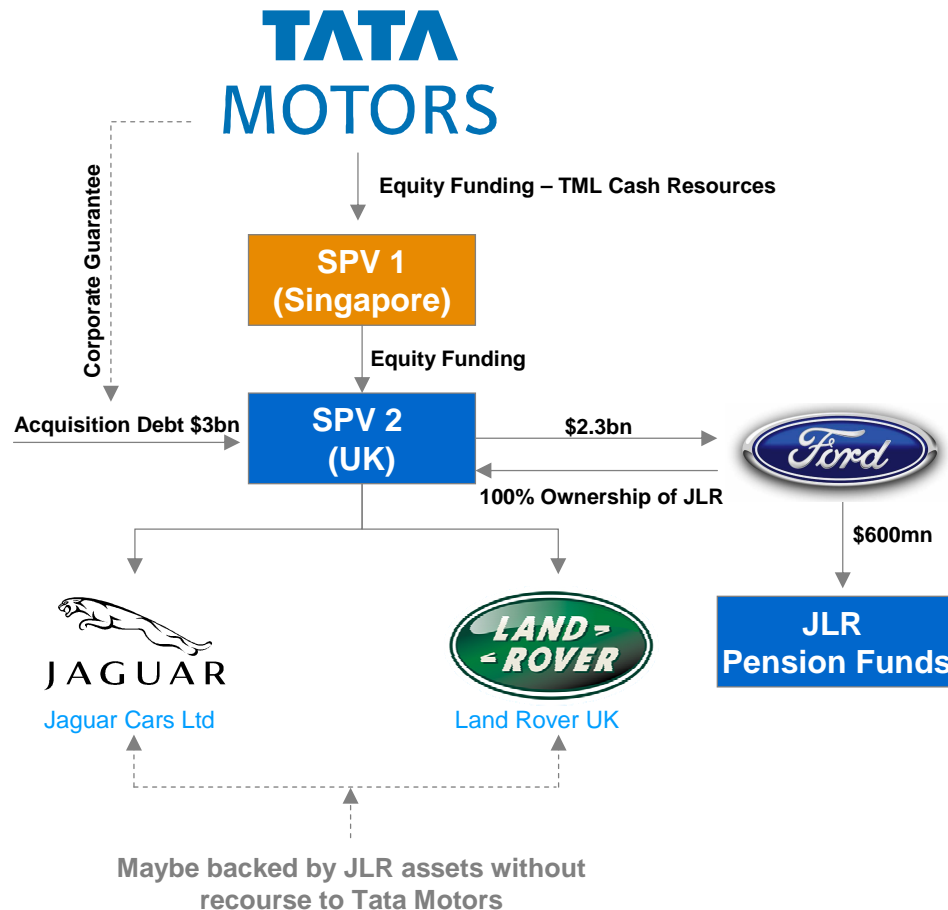


Why Acquire JLR ?

- 1 Long term strategic commitment to automotive sector
- 2 Opportunity to participate in two fast growing auto segments (premium and small cars) and to build a comprehensive product portfolio with a global footprint immediately
- 3 Increased business diversity across markets and product segments
- 4 Unique opportunity to move into premium segment with access to world class iconic brands
- 4a Land Rover provides a natural fit above TML's Utility Vehicles/SUV/Crossover offerings for the 4x4 premium category
- 4b Jaguar offers a range of "Performance/Luxury" vehicles to broaden the brand portfolio
- 5 Sharing of best practises between Jaguar, Land Rover and Tata Motors in the future
- 6 Long-term benefits from component sourcing, low cost engineering and design services

Acquisition Structure & Financing

Acquisition Structure



Note:
 SPV 1: TML Holdings Pte Ltd.
 SPV 2: Jaguar Land Rover Ltd.

Re-Financing Plans

- Currently TML has raised a 15 month bridge loan of \$3bn to finance the acquisition
- Board approval obtained to raise about Rs.92bn (\$2,300mn) – Rs.96bn (\$2,400mn) (through issue of equity / equity linked instruments to refinance bridge loan)
 - 3 simultaneous but unlinked Rights Issues of about Rs.72bn (\$1,800mn) of the following securities
 - Equity shares upto Rs.22bn (\$550mn)
 - ‘A’ Equity shares carrying differential voting rights upto Rs.20bn (\$500mn)
 - 5 year 0.5% Convertible Preference Shares (CCPs) upto Rs.30bn, optionally convertible into ‘A’ Equity Shares after 3 years but before 5 years from the date of allotment (upto \$750mn)
 - Price range to be determined in due course
 - Approx USD 500/600mn to be raised through issue of securities in the foreign markets
- Above equity issues estimated to increase existing equity capital by about 30%-35% in FY09 ; In the event of CCP conversions between 2011 and 2013, additional increase of about 12% estimated



Thank you