

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SIXTY-NINTH ANNUAL GENERAL MEETING OF TATA MOTORS LIMITED will be held on Thursday, July 31, 2014 at 3:00 p.m., at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai 400 020 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Directors and the Auditors thereon.
2. To declare a dividend on Ordinary Shares and 'A' Ordinary Shares.
3. To appoint a Director in place of Dr Ralf Speth (DIN: 03318908), who retires by rotation and is eligible for re-appointment.
4. **Appointment of Auditors**
To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:-
"RESOLVED THAT pursuant to the provisions of Sections 139 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act, if any and the Rules framed thereunder, as amended from time to time, M/s Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No.117366W/W – 100018) be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of seventy-second AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

5. **Appointment of Mr Nusli Wadia as an Independent Director**
To consider and if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder as read with Schedule IV to the Act, as amended from time to time, Mr Nusli Wadia (DIN: 00015731), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from July 31, 2014 upto February 14, 2019."

6. **Appointment of Dr Raghunath Mashelkar as an Independent Director**

To consider and if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder as read with Schedule IV to the Act, as amended from time to time, Dr Raghunath Mashelkar (DIN: 00074119), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from July 31, 2014 upto December 31, 2017."

7. **Appointment of Mr Nasser Munjee as an Independent Director**

To consider and if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder as read with Schedule IV to the Act, as

amended from time to time, Mr Nasser Munjee (DIN: 00010180), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from July 31, 2014 upto July 30, 2019."

8. **Appointment of Mr Subodh Bhargava as an Independent Director**

To consider and if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder as read with Schedule IV to the Act, as amended from time to time, Mr Subodh Bhargava (DIN: 00035672), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from July 31, 2014 upto March 29, 2017."

9. **Appointment of Mr Vineshkumar Jairath as an Independent Director**

To consider and if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder as read with Schedule IV to the Act, as amended from time to time, Mr Vineshkumar Jairath (DIN: 00391684), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an

Independent Director of the Company, with effect from July 31, 2014 upto July 30, 2019."

10. **Appointment of Ms Falguni Nayar as an Independent Director**

To consider and if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder as read with Schedule IV to the Act, as amended from time to time, Ms Falguni Nayar (DIN: 00003633), a non-executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from July 31, 2014 upto July 30, 2019."

11. **Payment of Remuneration to the Cost Auditor for the Financial Year ending March 31, 2015**

To consider and if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Rules framed thereunder, as amended from time to time and such other permissions as may be necessary, the Members hereby ratify the remuneration of ₹20,00,000/- plus service tax, out-of-pocket, travelling and living expenses payable to M/s Mani & Co., Cost Accountants, who are appointed by the Board of Directors of the Company to conduct audit of the Cost records pertaining to motor vehicle and other relevant product groups maintained by the Company for the Financial Year ending March 31, 2015."

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

12. Invitation and Acceptance of Fixed Deposits from the Members and Public

To consider and if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 73 and 76 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Acceptance of Deposits) Rules, 2014, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to invite and accept fixed deposits from the public and Members, within limits prescribed in the Act and the overall borrowing limits of the Company, as approved by the Members, from time to time.

“RESOLVED FURTHER that the Board of Directors or a Committee thereof be and is hereby authorized to finalise the scheme for invitation and acceptance of fixed deposits from the Members and the public and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

By Order of the Board of Directors

H K SETHNA

Company Secretary

Mumbai, May 29, 2014

Registered Office:

Bombay House, 24, Homi Mody Street, Mumbai 400 001

Tel: +91 22 6665 8282 Fax: +91 22 6665 7799

Email: inv_rel@tatamotors.com Website: www.tatamotors.com

CIN - L28920MH1945PLC004520

NOTES:

- a. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the business under Item Nos. 4 to 12 set out above and details as required under Clause 49 of the Listing Agreement entered into with the Stock Exchanges in respect of Directors seeking appointment/re-appointment at this Annual General Meeting are annexed hereto.
- b. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. The instrument appointing Proxy as per the format included in the Annual Report should be returned to the Registered Office of the Company not less than FORTY-EIGHT HOURS before the time for holding the Meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued by the member organization.

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or a Member.
- c. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote in their behalf at the Meeting.
- d. Only registered Members (including the holders of ‘A’ Ordinary Shares) of the Company may attend and vote at the Annual General Meeting. The holders of the American Depositary Receipts (the ‘ADRs’) and Global Depositary Receipts (the ‘GDRs’) of the Company shall not be entitled to attend the said Annual General Meeting. However, the ADR holders are entitled to give instructions for exercise of voting rights at the said meeting through the Depositary, to give or withhold such consents, to receive such notice or to otherwise take action to exercise their rights with respect to such underlying shares represented by each such American Depositary Share. A brief statement as to the manner in which such voting instructions may be given is being sent to the ADR holders by the Depositary.

In any resolution at the Meeting put to vote by electronic means/poll/ballot, each ‘A’ Ordinary Shareholder shall be entitled to one vote for every ten ‘A’ Ordinary Shares held.

- e. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 - f. The Register of Members and Transfer Books of the Company will be closed from Friday, July 11, 2014 to Thursday, July 31, 2014, both days inclusive. If the dividend as recommended by the Board of Directors is approved at the Annual General Meeting, payment of such dividend will be made on or after August 1, 2014 as under:
 - i. To all Beneficial Owners in respect of shares held in electronic form, as per the data made available by the National Securities Depository Limited and the Central Depository Services (India) Limited, as of the close of business hours on July 10, 2014.
 - ii. To all Members in respect of shares held in physical form, after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on July 10, 2014.

The 'A' Ordinary Shareholders will receive dividend for any financial year at five percentage points more than the aggregate rate of dividend declared on Ordinary Shares for that financial year.
 - g. Members who hold shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
 - h. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company's Registrars and Transfer Agents, for consolidation into a single folio.
 - i. Non-Resident Indian Members are requested to inform the Company's Registrars and Transfer Agents, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
 - j. In line with Securities and Exchange Board of India (SEBI) directives, the Company is required to update bank details of the shareholders to enable usage of the electronic mode of remittance such as ECS [LECS (Local ECS) / RECS (Regional ECS) / NECS (National ECS)], NEFT for distributing dividends and other cash benefits to its shareholders. Further in cases where either the bank details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code), etc. that are required for making electronic payment are not available or the electronic payment instructions have failed or have been rejected by the bank, the Company would use physical payment instruments for making payments to their investors and shall mandatorily print the bank account details of the investors on such payment instruments.
- Payment of dividend and other cash benefits through electronic mode has many advantages like prompt credit, elimination of fraudulent encashment, no loss or delay in transit. We request you to spare a few minutes of your valuable time in updating your bank details as under:
- In case your holding is in dematerialized form, please instruct your Depository Participant to update your bank details in your demat account.
 - In case your holding is in physical form, please inform the Company's Registrars and Transfer Agents alongwith a photocopy of a blank cancelled cheque of your bank account.
- In case you do not avail of the said electronic mode for payments, the Company will print the bank details provided by you on the payment instrument.
- k. SEBI has mandated the submission of Permanent Account Number (PAN) for participating in the securities market, deletion of name of deceased holder, transmission/transposition of shares. Members are requested to submit the PAN details to their Depository Participant in case of holdings in dematerialized form and to the Company's Registrars and Transfer Agents, mentioning your correct reference folio number in case of holdings in physical form.

- l. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of address/name, PAN details, etc. to their Depository Participant only and not to the Company's Registrars and Transfer Agents. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrars and Transfer Agents to provide efficient and better service to the Members.
- m. Members' attention is particularly drawn to the "Corporate Governance" section in respect of unclaimed and unpaid dividends.
- n. Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the Meeting.
- o. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The e-voting period commences on Thursday, July 24, 2014 (9:00 a.m. IST) and ends on Saturday, July 26, 2014 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on June 6, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he shall not be allowed to change it subsequently. A separate communication is being sent to the Members to avail of the e-voting facility.
- p. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.tatamotors.com and on the website of NSDL www.evoting.nsdl.com within two days of passing of the resolutions at the sixty-ninth AGM of the Company on July 31, 2014 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- q. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their attendance slip alongwith a copy of Annual Report to the Meeting.
- r. To support the 'Green Initiative', an Abridged Annual Report is being sent to the Members. In respect of Members whose e-mail ids are registered with the Company/the Depositories, the Annual Report is sent in electronic mode. The Members who have not registered their e-mail ID are requested to register the same with Company's Registrars and Transfer Agents/Depositories. The Members who are desirous of receiving the full Annual Report may write to the Company's Registrar for a copy of the same.

EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned at Item Nos. 4 to 12 of the accompanying Notice dated May 29, 2014:

Item No.4

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

Deloitte Haskins & Sells (DHS) Chartered Accountants (ICAI Firm Registration No.117366W), Mumbai were appointed as the statutory auditors of the Company for the financial year 2013-14 at the Annual General Meeting (AGM) of the Company held on August 21, 2013. DHS converted itself into a Limited Liability Partnership (LLP) under the provisions of the Limited Liability Partnership Act, 2008 and is now known as M/s Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No.117366W/W – 100018) with effect from November 20, 2013. In terms of the Ministry of Corporate Affairs, Government of India, General Circular No. 9/2013 dated April 30, 2013, the Board of Directors of the Company have taken due note of this change.

DHS LLP have been the Auditors of the Company since FY 2006-07 and have completed a term of eight years. As per the provisions of Section 139 of the Act, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement.

In view of the above, DHS LLP, being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on May 29, 2014, proposed the appointment of DHS LLP as the statutory auditors of the Company for a period of three years to hold office from the conclusion of this AGM till the conclusion of the seventy-second AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM).

The Board commends the Resolution at Item No. 4 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP is concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

Item Nos.5 to 10

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed Mr Nusli Wadia, Dr Raghunath Mashelkar, Mr Subodh Bhargava, Mr Nasser Munjee, Mr Vineshkumar Jairath and Ms Falguni Nayar as Independent Directors at various times, in compliance with the requirements of the said clause.

As per the provisions of Section 149(4) which has come into force with effect from 1st April, 2014, every listed company is required to have at least one-third of the total number of Directors as Independent Directors. Further, Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement which would be effective from October 1, 2014 *inter alia* stipulates the conditions for the appointment of Independent Directors by a listed company.

The Nomination & Remuneration Committee has recommended the appointments of these Directors as Independent Directors from July 31, 2014 upto July 30, 2019 except for Mr Nusli Wadia, Dr Raghunath Mashelkar and Mr Subodh Bhargava who would be retiring on February 14, 2019, December 31, 2017 and March 29, 2017 respectively on attaining the age of 75 years in accordance with the retirement age policy for Directors.

The above Independent Directors have given a declaration to the Board that they meet the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, the above Independent Directors fulfill the conditions specified in the Act and the Rules made thereunder for appointment as Independent Directors and they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of the above Directors as Independent Directors is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours upto the date of the Meeting.

The brief profile of the Independent Directors to be appointed is given below:

Mr Nusli Wadia

Educated in the UK, Mr Wadia is the Chairman of the Bombay Dyeing & Manufacturing Company Limited and heads the Wadia Group. He is also the Chairman/Trustee of various charitable institutions and non-profit organisation.

Mr. Wadia has been on the Company's Board since December 22, 1998 and is an Independent Director.

Dr Raghunath Mashelkar

Dr Mashelkar is an eminent chemical engineering scientist retired from the post of Director General from the CSIR and is the President of Indian National Science Academy (INSA), National Innovation Foundation, Institution of Chemical Engineers, UK and Global Research Alliance. The President of India honored Dr Mashelkar with the Padmashri (1991), the Padmabhushan (2000) and the Padma Vibhushan (2014). Dr Mashelkar holds a Ph.D. in Chemical Engineering from the Bombay University.

He was appointed as an Independent Director of the Company w.e.f. August 28, 2007.

Mr Nasser Munjee

Mr Nasser Munjee served with HDFC for over 20 years at various positions including as its Executive Director. He was the Managing Director of Infrastructure Development Finance Co. Ltd. (IDFC) up to March 2004. Presently he is the Chairman of Development Credit Bank (DCB) since June 2005 and is also on the Board of various Multinational Companies and Trusts.

Mr Munjee is a Technical Advisor on the World Bank-Public Private Partnership Infrastructure and Advisory Fund. Mr Munjee holds a Bachelor's degree and a Master's degree from the London School of Economics, UK.

He was appointed as an Independent Director of the Company w.e.f. June 27, 2008.

Mr Subodh Bhargava

Mr Bhargava retired from Eicher Group of Companies as Group Chairman and Chief Executive in March 2000. He was the past President of the Confederation of Indian Industry (CII) and the Association of Indian Automobile Manufacturers and the Vice President of the Tractor Manufacturers Association.

He is currently associated as a Director of several Indian corporates, including Tata Communications Limited and Tata Steel Limited. Mr Bhargava holds a degree in Mechanical Engineering from the University of Roorkee.

He was appointed as an Independent Director of the Company w.e.f. June 27, 2008.

Mr Vineshkumar Jairath

Mr Jairath served as the Principal Secretary (Industries), Government of Maharashtra and has over 25 years of experience in public administration, rural development, poverty alleviation, infrastructure, finance, industry, urban development, environmental management and a touch of the private sector occupying various important positions in the Government of India and the State Government of Maharashtra.

Mr Jairath holds Bachelor of Arts Degree in Public Administration and Bachelor of Laws Degree, both, from the Punjab University, Masters in Economics from the University of Manchester, UK and joined Indian Administrative Service in 1982.

He was appointed as an Independent Director of the Company w.e.f. March 31, 2009.

Ms Falguni Nayar

Ms Falguni Nayar has spent over 19 years with Kotak Mahindra Bank with the last 6 years as Managing Director and CEO of Kotak Investment Bank. She is currently the founder and CEO of Nykaa.com, an online shopping website for beauty and wellness products and also offers an online magazine, expert advice and virtual makeover tools.

She was recognised as the 'Top Business Woman' by Business Today in 2009 and 2011 and has received the FICCI Ladies Organisation award for 'Top Woman Achiever' in the field of banking in 2008. She holds a B.Com degree from the Mumbai University and a PGDM from IIM, Ahmedabad.

She was appointed as an Independent Director of the Company w.e.f. May 29, 2013.

The Board commends the Ordinary Resolutions set out at Items Nos. 5 to 10 of the Notice for approval by the Members.

The above Independent Directors are interested in the Resolutions mentioned at Item Nos.5 to 10 of the Notice with regard to their

respective appointments. Other than the above Independent Directors, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Items Nos.5 to 10 of the Notice.

Item No.11

The Board had on May 29, 2014 on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s Mani & Co., the Cost Auditors to conduct the audit of the Cost records pertaining to motor vehicle and other relevant product groups maintained by the Company for the Financial Year ending March 31, 2015 and remuneration of ₹20,00,000/- plus service tax, out-of-pocket, travelling and living expenses have been fixed for this purpose.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, ratification for the remuneration payable to the Cost Auditors for the Financial Year 2014-15 by way of an Ordinary Resolution is being sought from the members as set out at Item No.11 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 11 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, in the resolution set out at Item No.11 of the Notice.

Item No.12

The Board of Directors at their meeting held on May 29, 2014, have *in-principle* approved and recommended the invitation and acceptance of Fixed Deposits from the members and public pursuant to Sections 73 and 76 of the Companies Act, 2013 ("Act") and Companies (Acceptance of Deposits) Rules, 2014 ("Rules") as one of the modes to meet the ongoing fund requirements of the Company. The Fixed Deposit program would be credit rated on an annual basis and the Company may provide deposit insurance cover, if required under the Act read with the said Rules. It is proposed to

authorise the Board or a committee thereof to negotiate and finalise the terms of Fixed Deposit Scheme and to do such other acts and deeds as may be necessary or incidental thereto.

In compliance with the provisions of Section 73 and 76 of the Act, read together with Rule 2(e) of the Companies (Acceptance of Deposits) Rules, 2014, approval of the Members by way of special resolution is being sought. The Company has vide Postal Ballot Notice dated May 22, 2014 sought the approval of the members to empower the Board to borrow upto an amount of ₹30,000 crores (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) pursuant to Section 180 (1) (c) of the Act and the results of the Ballot would be announced on June 30, 2014. The funds to be borrowed through the Fixed Deposits program would be within the said borrowing limit.

The Board commends the Resolution set out at Item No.12 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, in the said resolution, except to the extent of any Fixed Deposits that may be placed with company by the them, their relatives or by the companies/institutions in which they are directors.

By Order of the Board of Directors

H K SETHNA

Company Secretary

Mumbai, May 29, 2014

Registered Office:

Bombay House, 24, Homi Mody Street, Mumbai 400 001

Tel: +91 22 6665 8282 Fax: +91 22 6665 7799

Email: inv_rel@tatamotors.com Website: www.tatamotors.com

CIN - L28920MH1945PLC004520

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

| Particulars | Dr Ralf Speth | Mr Nusli Wadia | Dr Raghunath Mashelkar | Mr Subodh Bhargava | Mr Nasser Munjee | Mr Vineshkumar Jairath | Ms Falguni Nayar |
|---|--|---|--|--|--|--|---|
| Date of Birth | 09-Sep-55 | 15-Feb-44 | 01-Jan-43 | 30-Mar-42 | 18-Nov-52 | 27-Dec-58 | 19-Feb-63 |
| Appointed on | 10-Nov-10 | 22-Dec-98 | 28-Aug-07 | 27-Jun-08 | 27-Jun-08 | 31-Mar-09 | 29-May-13 |
| Qualifications | Directorate of Engineering in Mechanical Engineering and Business Administration | Educated in UK. | Chemical Engineering Scientist, Ph. D from Bombay University. | B.E (Mech) | B.Sc. (Hons.), M.Sc.(Econ.)- London School of Economics | B.A. (Public Admin.), LLB, M.A.(Econ)- University of Manchester, UK | B.Com, PGDM – Indian Institute of Management, Ahmedabad. |
| Expertise in specific functional areas | Wide experience in areas of production, quality and product planning. | Industrialist with rich business experience. | Wide experience and renowned knowledge in Scientific Areas. | Wide experience across various industries. | Eminent Economist, Banker and Consultant of Infrastructure | Wide experience in public administration, infrastructure, finance and industry. | Wide and varied experience in investment banking. |
| Directorships held in other Public companies (excluding foreign and private companies) | NIL | <ul style="list-style-type: none"> ▪ The Bombay Dyeing & Mfg. Co. Limited (Chairman) ▪ Wadia Techno-Engineering Services Limited ▪ Tata Steel Limited ▪ The Bombay Burmah Trading Corporation Limited (Chairman) ▪ Tata Chemicals Limited ▪ Britannia Industries Limited (Chairman) ▪ GO Airlines (India) Limited (Chairman) | <ul style="list-style-type: none"> ▪ Reliance Industries Limited ▪ Thermax Limited ▪ KPIT Technologies Limited ▪ Sakal Papers Limited ▪ Piramal Enterprise Limited | <ul style="list-style-type: none"> ▪ Tata Communications Limited (Chairman) ▪ Tata Steel Limited ▪ TRF Limited ▪ GlaxoSmithKline Consumer Healthcare Limited (Chairman) ▪ Batliboi Limited ▪ Larsen & Toubro Limited | <ul style="list-style-type: none"> ▪ ABB India Limited ▪ Ambuja Cements Limited ▪ Britannia Industries Limited ▪ Cummins India Limited ▪ DCB Bank Limited (Chairman) ▪ HDFC Limited ▪ Go Airlines (India) Limited ▪ Tata Chemicals Limited ▪ Tata Motors Finance Limited (Chairman) ▪ Unichem Laboratories Limited ▪ Voltas Limited | NIL | NIL |
| Memberships/ Chairmanships of Audit and Stakeholders Relationship committees across Public companies | NIL | NIL | Audit <ul style="list-style-type: none"> ▪ Tata Motors Limited ▪ Reliance Industries Limited ▪ Piramal Enterprises Limited Stakeholders Relationship <ul style="list-style-type: none"> ▪ Chairman - KPIT Technologies Limited | Audit <ul style="list-style-type: none"> ▪ Chairman - Tata Steel Limited ▪ Tata Communications Limited ▪ Batliboi Limited | Audit <ul style="list-style-type: none"> ▪ Chairman – ABB India Limited ▪ Chairman – Britannia Industries Limited ▪ Chairman – Cummins India Limited ▪ Chairman – Tata Chemicals Limited ▪ Chairman – Tata Motors Limited ▪ Ambuja Cements Limited ▪ Unichem Laboratories Limited ▪ Voltas Limited | Audit Stakeholders Relationship <ul style="list-style-type: none"> ▪ Tata Motors Limited ▪ Chairman – Tata Motors Limited | Audit Stakeholders Relationship <ul style="list-style-type: none"> ▪ Tata Motors Limited ▪ Tata Motors Limited |
| Shareholding | NIL | NIL | NIL | NIL | NIL | 250 | NIL |

There are no inter-se relationships between the Board members.