



TATA MOTORS LIMITED

Corporate Identification No. (CIN) - L28920MH1945PLC004520

Registered Office: Bombay House, 24, Homi Mody Street, Mumbai – 400001

Tel: +91 22 6665 8282 Fax : +91 22 66657799 E-mail: inv_rel@tatamotors.com Website: www.tatamotors.com

POSTAL BALLOT FORM

The last date for receipt of postal ballot is November 14, 2017

1. Name & Registered Address :
of the sole / first named
Member
2. Name(s) of the Joint-Holder(s), :
if any
3. Registered Folio Number / :
DP ID No and Client ID No.*
*(Applicable to Members holding
shares in dematerialized form)
4. Number of 'A' Ordinary Share(s) held :
5. E-Voting Event Number (EVEN) :
6. User ID :
7. Password :
8. I/We hereby exercise my/our vote(s) in respect of Resolution as detailed in the Notice dated October 10, 2017 convening Meeting of the Equity Shareholders of Tata Motors Limited, as directed by the National Company Law Tribunal, Mumbai Bench on **Wednesday, November 15, 2017 at 3:00 p.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber (IMC), IMC Building, IMC Marg, Churchgate, Mumbai - 400 020**, by sending my/our assent or dissent to the said Resolution by placing a tick mark (✓) in the appropriate box below:

Description of Resolution	No. of 'A' Ordinary Shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent from the Resolution (AGAINST)
Resolution for approving the Scheme of Merger and Arrangement between Tata Motors Limited ("Company") and TML Drivelines Limited and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.			

Place:

Date:

(Signature of Member)

Note: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. GENERAL INFORMATION

- a) The Mumbai Bench of the National Company Law Tribunal (NCLT), vide its Order dated June 28, 2017, modified by Orders dated August 23, 2017 and September 15, 2017 has directed that a Meeting of the Equity Shareholders of the Company shall be convened and held at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber (IMC), IMC Building, IMC Marg, Churchgate, Mumbai – 400 020 on Wednesday, November 15, 2017 at 3:00 p.m. for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Merger and Arrangement between Tata Motors Limited ("Company") and TML Drivelines Limited and their respective shareholders.

Pursuant to Sections 230 to 232 read with Sections 108 and 110 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014, assent or dissent of the members in respect of the resolution detailed in the Notice dated October 10, 2017 is being additionally sought through Postal Ballot process/remote e-voting as per the directions of NCLT.

- b) Members shall have one voting right for every 10 'A' Ordinary shares registered in the name of Member as at the close of business on Saturday, September 30, 2017 ('Cut-off date').
- c) The proposed Scheme, if assented by majority of Shareholders representing three-fourth of the value, by way of Postal Ballot, remote e-voting and voting at the Meeting shall be considered as passed on the date of the Meeting.

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY BALLOT

- a) Members desiring to cast their vote by Postal Ballot should complete and sign this Ballot Form and send it to the Scrutinizer, Mr P N Parikh, Practicing Company Secretaries, at **C/o Tata Motors Ltd., Bombay House, 24, Homi Mody Street, Mumbai - 400 001**, in the enclosed postage prepaid self-addressed envelope. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- b) In case of joint holding, this Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member (as per the specimen signature registered with the Company/ Depository).
- c) There will be one Ballot Form for every Client ID No. / Folio No., irrespective of the number of joint holders.
- d) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory(ies) duly attested.
- e) Voting rights in the Ballot cannot be exercised by a proxy.
- f) Completed Ballot Forms should reach the Scrutinizer no later than the close of working hours i.e. at 5.00 p.m. on Tuesday, November 14, 2017. Incomplete Ballot Forms or Ballot Forms received after this date will be considered invalid.
- g) An incomplete, unsigned, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will be rejected.
- h) The Scrutinizer's decision in this regard shall be final and binding.
- i) A Member seeking duplicate Ballot Form or having any grievance pertaining to the Ballot process can write to the Company's Registrars- TSR Darashaw Limited, 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr E. Moses Road, Mahalaxmi, Mumbai 400 011 or to the e-mail ID **tmlballot2017@tsrdarashaw.com**.
- j) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Ballot") along with the Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

3. E-VOTING:

The Company is pleased to provide e-voting as an alternative for the Members of the Company to enable them to cast their votes electronically instead of through physical Postal Ballot Form. E-voting is optional. In case a Member has voted through e-voting facility, he/she need not send a physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his/her vote through physical vote, votes cast through e-voting shall prevail and the votes cast through ballot form shall be considered invalid by the Scrutinizer. Members are requested to refer to the Notice and notes thereto, for detailed instructions with respect to e-voting.