

To,  
The Chairman of the Extraordinary General Meeting  
Tata Motors Limited  
Bombay House, 24 Homi Mody Street,  
Mumbai – 400001

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and electronic voting at the Extra Ordinary General Meeting of Tata Motors Limited held on Thursday, December 22, 2016 at 3.00 p.m.**

I, P. N. Parikh of M/s. Parikh & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Tata Motors Limited, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended to conduct the remote e-voting process and the electronic voting process at the meeting in respect of the below mentioned resolutions.

The Notice dated November 23, 2016 along with statement setting out material facts under Section 102 of the Act was sent to the Shareholders in respect of the below mentioned resolutions.

The Company had availed the remote e-voting facility offered by Central Depository Services Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company.

The Company had also provided electronic voting facility to the shareholders present at the EGM and who had not cast their vote earlier through remote e-voting facility. The shareholders of the Company holding shares as on the "cut-off" date of December 15, 2016 were entitled to vote on the resolutions as contained in the Notice of the EGM.

The voting period for remote e-voting commenced on Sunday, December 18, 2016 at 09:00 a.m. (IST) and ended on Wednesday, December 21, 2016 at 05:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.

After the closure of the electronic voting at the EGM, the report on voting done at the meeting was generated in my presence and the same was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the EGM, the votes cast thereunder were counted.



I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services Limited (CDSL) e-voting system and electronic voting system at the EGM.

I now submit my consolidated Report as under on the result of the remote e-voting and electronic voting at the EGM in respect of the said Resolutions.

**Resolution 1: Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder, Mr. Cyrus P. Mistry (Director Identification Number 00010178) be and is hereby removed from the office of Director of the Company with effect from the date of this meeting.”

*The Chairman of the meeting announced that in view of the resignation of Mr. Cyrus Mistry as Director of the Company effective December 19, 2016, the resolution for his removal has become infructuous. Hence, the result for the voting for this item of the agenda has not been provided in the report.*



**Resolution 2: Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder, Mr. Nusli N. Wadia (Director Identification Number 00015731) be and is hereby removed from the office of Director of the Company with effect from the date of this meeting."

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,517	1,46,28,37,944	71.20

ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1,037	59,16,75,057	28.80

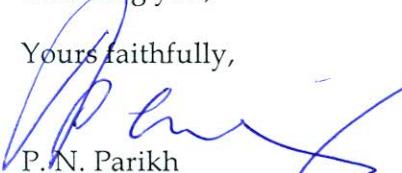
(iii) **Invalid** votes:

Number of members voted	Number of invalid votes cast by them
11	1,20,243

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".

Thanking you,

Yours faithfully,

  
 P. N. Parikh  
 Parikh & Associates  
 Practising Company Secretaries  
 FCS: 327 CP No.: 1228  
 111, 11<sup>th</sup> 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: December 22, 2016