

Regd. Office: Bombay House, 24, Homi Mody Street, Mumbai - 400001
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CIN - L28920MH1945PLC004520

BALLOT FORM

1. Name(s) & 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 / Client ID No.*
*(Applicable to investors holding
Shares in dematerialized form)
4. Number of Ordinary Share(s) held :
5. e-Voting Event Number :
6. User ID :
7. Password :
8. I/We hereby exercise my/our vote in respect of the following Resolutions set out in the Notice of the Seventieth Annual General Meeting (AGM) of the Company to be held on Thursday, August 13, 2015 by conveying my/our assent or dissent to the said Resolutions by placing tick (✓) mark in the appropriate box below:

Description of Resolution	Type of the Resolution	No. of Ordinary Shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1. To receive, consider and adopt a) the Audited Financial Statement of the Company for the Financial year ended March 31, 2015 together with the Reports of the Directors and the Auditors thereon. b) the Audited Consolidated Financial Statement of the Company for the Financial year ended March 31, 2015.	Ordinary			
2 To appoint a Director in place of Mr. Satish Borwankar (DIN: 01793948), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary			
3. Ratification of Auditors' Appointment	Ordinary			
4. Payment of Remuneration to the Cost Auditor	Ordinary			
5. Offer or invite for Subscription of Non-Convertible Debentures on private placement basis	Special			

Place:
Date:

Signature of the Member

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

INSTRUCTIONS

1. GENERAL INFORMATION

- a) This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
- b) There will be one Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- c) Members can opt for only one mode of voting i.e. either by Ballot or through e-voting. In case you are opting for voting by Ballot, then please do not cast your vote by e-voting and vice-versa, In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
- d) Further, the facility for voting through electronic voting system shall also be made available at the meeting and only Members attending the meeting who have not already cast their vote by remote e-voting or by Ballot Form shall be able to exercise their right at the meeting.
- e) For detailed instructions on e-voting, please refer to the notes appended to the Notice of the AGM. The period for remote e-voting starts on Monday, August 10, 2015 at 9.00 a.m. and ends on Wednesday, August 12, 2015 at 5.00 p.m.

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY BALLOT

- a) Members desiring to cast their vote by Ballot should complete and sign this Ballot Form and send the completed Ballot Form to the Scrutinizer, Mr. P N Parikh of M/s. Parikh & Associates Practicing Company Secretary (Membership No. FCS 327) at TSR Darashaw Limited, 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr E. Moses Road, Mahalaxmi, Mumbai 400 011, in the enclosed postage prepaid self-addressed envelope so as to reach the Scrutinizer no later than the close of working hours i.e. at 5.00 p.m. on Monday, August 10, 2015. Ballot Forms received after this date will be considered invalid. 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. Voting rights in the Ballot/e-voting cannot be exercised by a proxy.
- c) 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. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the PoA registered with the Company or enclosing an attested copy of the PoA.
- d) The signature of the Member on this Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- e) Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- f) 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 tmlagmballot2015@tsrdarashaw.com. Duly completed and signed duplicate Ballot Forms should, however, reach the Scrutinizer no later than 5.00 p.m. August 10, 2015.
- g) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Ballot" points' 2(c) above) alongwith 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.
- h) The voting rights of the ordinary shareholders shall be in the same proportion to the paid-up ordinary share-capital held as on Thursday, August 6, 2015 ('Cut Off Date') as per the Register of Members of the Company and as informed to the Company by the Depositories in case of Beneficial Owners. In case of voting rights on the 'A' Ordinary Shares, the holder shall be entitled to one vote for every ten 'A' Ordinary Shares held as on the Cut Off Date.
- i) The results declared, shall be placed on the Company's website www.tatamotors.com and on the website of the National Securities Depository Limited www.evoting.nsdl.com within two days of passing of the Resolutions at the AGM of the Company and communicated to the BSE Limited and the National Stock Exchange of India Limited, where the shares of Company are listed.