



## RESULTS OF THE EVOTING/ BALLOT/AGM VOTING

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Members/proxies were provided with the facility to cast their votes through e-voting, physical ballot and physically through electronic tablets on the following Resolutions proposed to be passed at the 69<sup>th</sup> Annual General Meeting held on July 31, 2014:

1. Adoption of 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. Declaration of dividend on Ordinary Shares and 'A' Ordinary Shares;
3. Appointment of Director in place of Dr. Ralf Speth who retires by rotation and is eligible for re-appointment;
4. Appointment of Auditors and fixing of their remuneration;
5. Appointment of Mr. Nusli Wadia as an Independent Director;
6. Appointment of Dr. Raghunath Mashelkar as an Independent Director;
7. Appointment of Mr. Nasser Munjee as an Independent Director;
8. Appointment of Mr Subodh Bhargava as an Independent Director;
9. Appointment of Mr Vineshkumar Jairath an Independent Director;
10. Appointment of Ms Falguni Nayar as an Independent Director;
11. Payment of Remuneration to the Cost Auditor for the financial year ending March, 2015; and
12. Invitation and Acceptance of Fixed Deposits from the Members and Public.

Ms. Shirin Bharucha, Advocate, Mumbai was appointed as the Scrutinizer for conducting the voting process in a fair and transparent manner.

The e-voting period commenced on Thursday, July 24, 2014 (9:00 a.m. IST) and ended on Saturday, July 26, 2014 (5:00 p.m. IST). The last date for submitting duly completed physical ballots by the Shareholders was also Saturday July 26, 2014 (5:00 p.m. IST). The poll through electronic tablets was conducted at the time fixed by the Chairman at the aforesaid Annual General Meeting.

Based on the report submitted by the Scrutinizer, following results are announced:

Resolution Nos		Assent	%	Dissent	%	Invalid
Ordinary Resolution No 1	Total No of voting rights voted	2158865534	100.00	75604	0.00	4122504
	No of members voted	2023	99.41	12	0.59	91
Ordinary Resolution No 2	Total No of voting rights voted	2154205281	99.72	6153437	0.28	4133970
	No of members voted	2012	99.41	12	0.59	99
Ordinary Resolution No 3	Total No of voting rights voted	2145626485	99.38	13335546	0.62	5469419
	No of members voted	1951	97.50	50	2.50	115
Ordinary Resolution No 4	Total No of voting rights voted	2008774897	95.39	96986758	4.61	6729134
	No of members voted	1820	94.15	113	5.85	121
Ordinary Resolution No 5	Total No of voting rights voted	1976365341	92.16	168133582	7.84	12810569
	No of members voted	1800	89.60	209	10.40	108
Ordinary Resolution No 6	Total No of voting rights voted	2151971954	99.62	8312094	0.38	4135704
	No of members voted	1970	97.72	46	2.28	103
Ordinary Resolution No 7	Total No of voting rights voted	1985025751	92.07	170974147	7.93	4140124
	No of members voted	1836	91.66	167	8.34	105
Ordinary Resolution No 8	Total No of voting rights voted	1642671882	76.65	500294620	23.35	12985139
	No of members voted	1524	76.31	473	23.69	111



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Ordinary Resolution No 9	Total No of voting rights voted	2156703654	99.83	3570193	0.17	4143064
	No of members voted	1956	97.60	48	2.40	111
Ordinary Resolution No 10	Total No of voting rights voted	2156208280	99.81	4078831	0.19	4134696
	No of members voted	1969	97.81	44	2.19	108
Ordinary Resolution No 11	Total No of voting rights voted	2159930889	99.98	362986	0.02	4138231
	No of members voted	1965	97.86	43	2.14	110
Special Resolution No 12	Total No of voting rights voted	1679895315	77.81	478973096	22.19	4239707
	No of members voted	1603	79.87	404	20.13	115

Note: 'A' Ordinary Shareholders are entitled to one vote for every ten 'A' Ordinary Shares held as per the terms of its issue and Articles of Association. Any fractions have been ignored. The voting rights for the 'A' Ordinary Shares have accordingly been reckoned. The above results are the combined results of the Ordinary and 'A' Ordinary Shares.

Accordingly, I report that all the Resolutions have been passed by the Shareholders by the requisite majority.

Mumbai August 1, 2014

For TATA MOTORS LIMITED



  
H K Sethna  
Company Secretary

# Shirin K. Bharucha

10 Court View,  
126 M. Karve Road,  
Mumbai - 400 020.  
Tel : 2282 2154

## Report of Scrutinizer

(In form No. MGT-13)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
Mr Cyrus Mistry  
Chairman  
69<sup>th</sup> Annual General Meeting of the Equity  
Shareholders of Tata Motors Limited  
Held on 3.00 p.m., at Birla Matushri Sabhagar,  
19, Sir Vithaldas Thackersey Marg, Mumbai – 400 020.

Dear Sir,

I, Shirin Bharucha was appointed as Scrutinizer for the purpose of the voting by e-voting, ballot and physically through electronic tablets on the under mentioned Resolution(s), at the 69<sup>th</sup> Annual General Meeting of the Shareholders of Tata Motors Limited, (together referred to as 'Poll') held at 3.00 p.m., at Birla Matushri Sabhagar 19, Sir Vithaldas Thackersey Marg, Mumbai – 400 020 and submit my report as under:

To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 (the Act) and the Rules framed thereunder and as required under the Listing Agreement, the Company had provided e-voting and physical ballot facility to its Shareholders. The e-voting period commenced on Thursday, July 24, 2014 (9:00 a.m. IST) and ended on Saturday, July 26, 2014 (5:00 p.m. IST). The last date for submitting duly completed physical ballots by the Shareholders was also Saturday July 26, 2014 (5:00 p.m. IST).

After the time fixed for closing of the poll through electronic tablets by the Chairman at the Annual General Meeting, the reports were generated.

Subsequently, the votes cast were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company along with Karvy Computershare Private Limited.

The votes which were incomplete and/or which were otherwise found defective have been treated as invalid.

The result of the Poll is as under:

### Resolution 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

(i) Votes in favor of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2023	2158865534	100.00

(ii) Votes against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	75604	0.00

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
91	4122504

Resolution 2:

To declare a dividend on Ordinary Shares and 'A' Ordinary Shares.

(i) Votes in favor of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2012	2154205281	99.72

(ii) Votes against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	6153437	0.28

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
99	4133970

Resolution 3:

To appoint a Director in place of Dr Ralf Speth (DIN: 03318908), who retires by rotation and is eligible for re-appointment..

(i) Votes in favor of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1951	2145626485	99.38

(ii) Votes against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50	13335546	0.62

(iii) Invalid votes:

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Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
115	5469419

Resolution 4:  
Appointment of Auditors

(i) Votes in favor of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1820	2008774897	95.39

(ii) Votes against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
113	96986758	4.61

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
121	6729134

Resolution 5:  
Appointment of Mr Nusli Wadia as an Independent Director

(i) Votes in favor of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1800	1976365341	92.16

(ii) Votes against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
209	168133582	7.84

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
108	12810569

Resolution 6:  
Appointment of Dr Raghunath Mashelkar as an Independent Director

(i) Votes in favor of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1970	2151971954	99.62

(ii) Votes against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
46	8312094	0.38

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
103	4135704

Resolution 7:

Appointment of Mr Nasser Munjee as an Independent Director

(i) Votes in favor of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1836	1985025751	92.07

(ii) Votes against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
167	170974147	7.93

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
105	4140124

Resolution 8:

Appointment of Mr Subodh Bhargava as an Independent Director

(i) Votes in favor of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1524	1642671882	76.65

(ii) Votes against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
473	500294620	23.35

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
111	12985139

Resolution 9:

Appointment of Mr Vineshkumar Jairath as an Independent Director

(i) Votes in favor of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1956	2156703654	99.83

(ii) Votes against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
48	3570193	0.17

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
111	4143064

Resolution 10:

Appointment of Ms Falguni Nayar as an Independent Director

(i) Votes in favor of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1969	2156208280	99.81

(ii) Votes against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
44	4078831	0.19

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
108	4134696

Resolution 11:

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

(i) Votes in favor of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1965	2159930889	99.98

(ii) Votes against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
43	362986	0.02

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
110	4138231

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Resolution 12:

Invitation and Acceptance of Fixed Deposits from the Members and Public

(i) Votes in favor of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1603	1679895315	77.81

(ii) Votes against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
404	478973096	22.19

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
115	4239707

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each Resolution is enclosed.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

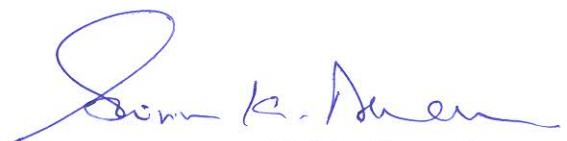
**I report that all the Resolutions have been passed by the Shareholders by the requisite majority.**

Thanking you,

Yours faithfully,

Place: Mumbai

Dated: August 1, 2014



Shirin Bharucha

**SUMMARY OF EVOTING / POSTAL BALLOT/AGM Voting  
TATA MOTORS LIMITED**

Statement of voting received in respect of the Resolutions proposed at the AGM of the Company held on July 31, 2014.

Resolution No	Resolution	Assent	%	Dissent	%	Total	%	Invalid	Total Votes Cast
1	Adoption of the Audited Statement of Profit and Loss 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								
	Total No of Shares on Voting	2158865534	100.00	75604	0.00	2158941138	100.00	4122504	2163063642
	Total No of Ballots	2023	99.41	12	0.59	2035	100.00	91	2126
2	Declaration of dividend on Ordinary Shares and "A" Ordinary Shares								
	Total No of Shares on Voting	2154205281	99.72	6153437	0.28	2160358718	100.00	4133970	2164492688
	Total No of Ballots	2012	99.41	12	0.59	2024	100.00	99	2123
3	Appointment of Directors in place of Dr Ralf Speith Who retires by rotation and is eligible for re-appointment								
	Total No of Shares on Voting	2145626485	99.38	13335546	0.62	2158962031	100.00	5469419	2164431450
	Total No of Ballots	1951	97.50	50	2.50	2001	100.00	115	2116
4	Appointment of Auditors and fixing of their remuneration								
	Total No of Shares on Voting	2008774897	95.39	96986758	4.61	2105761655	100.00	6729134	2112490789
	Total No of Ballots	1820	94.15	113	5.85	1933	100.00	121	2054
5	Appointment of Mr Nusil Wadia as an Independent Director								
	Total No of Shares on Voting	1976365341	92.16	168133582	7.84	2144498923	100.00	12810569	2157309492
	Total No of Ballots	1800	89.60	209	10.40	2009	100.00	108	2117
6	Appointment of Dr Raghunath Mashelkar as an Independent Director								
	Total No of Shares on Voting	2151971954	99.62	8312094	0.38	2160284048	100.00	4135704	2164419752
	Total No of Ballots	1970	97.72	46	2.28	2016	100.00	103	2119
7	Appointment of Nasser Munjee as an Independent Director								
	Total No of Shares on Voting	1985025751	92.07	170974147	7.93	2155999898	100.00	4140124	2160140022
	Total No of Ballots	1836	91.66	167	8.34	2003	100.00	105	2108
8	Appointment of Mr Subodh Bhargava as an Independent Director								
	Total No of Shares on Voting	1642671882	76.65	500294620	23.35	2142966502	100.00	12985139	2155951641
	Total No of Ballots	1524	76.31	473	23.69	1997	100.00	111	2108
9	Appointment of Mr VINESHKUMAR Jairath as an Independent Director								
	Total No of Shares on Voting	2156703654	99.83	3570193	0.17	2160273847	100.00	4143064	2164416911
	Total No of Ballots	1956	97.60	48	2.40	2004	100.00	111	2115
10	Appointment of Ms Falguni Nayar as an Independent Director								
	Total No of Shares on Voting	2156208280	99.81	4078831	0.19	2160287111	100.00	4134696	2164421807
	Total No of Ballots	1969	97.81	44	2.19	2013	100.00	108	2121
11	Payment of Remuneration to the Cost Auditors for the Financial Year ending March, 2015								
	Total No of Shares on Voting	2159930889	99.98	362986	0.02	2160293875	300	4138231	2164432106
	Total No of Ballots	1965	97.86	43	2.14	2008	100.00	110	2118
12	Invitation and Acceptance of Fixed Deposit from the Members of Public								
	Total No of Shares on Voting	1679895315	77.81	478973096	22.19	2158868411	100.00	4239707	2163108118
	Total No of Ballots	1603	79.87	404	20.13	2007	100.00	115	2122

