



Corporate Relations Department  
 Bombay Stock Exchange Limited  
 Rotunda Building, 1<sup>st</sup> Floor,  
 New Trading Ring, Dalal Street,  
 Mumbai 400 001  
**Kind Attn.: DCS-CRD**

April 13, 2015  
 Sc- 15022

Dear Sirs,

**Re: Compliance with Clause 49 of the Listing Agreement**

Pursuant to revised clause 49 of the Listing Agreement, we hereby submit the corporate governance compliance status as on March 31, 2015:

Sr No.	Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II</b>	<b>Board of Directors</b>	49(II)		
A	Composition of Board	49(II A)	Yes	-
B	Independent Directors	49(II B)	Yes	Refer Note.1 Separate Meeting of Independent Director was held in March 2015.  Details of familiarization Programme for directors have been disclosed on Company's Website.
C	Non-executive Directors' compensation and disclosures	49(II C)	Yes	-
D	Other provisions as to Board and Committees	49(II D)	Yes	-
E	Code of Conduct	49(II E)	Yes	Refer Note. 1
F	Whistle Blower Policy	49(II F)	Yes	Refer Note. 1
<b>III</b>	<b>Audit Committee</b>	49(III)		
A	Qualified & Independent Audit	49(III A)	Yes	-

**TATA MOTORS LIMITED**

Bombay House 24 Homi Mody Street Mumbai 400 001  
 Tel 91 22 6665 8282 Fax 91 22 6665 7799

www.tatamotors.com

CIN - L28920MH1046PLC004520





	Committee			
B	Meeting of Audit Committee	49(III B)	Yes	-
C	Powers of Audit Committee	49(III C)	Yes	-
D	Role of Audit Committee	49(III D)	Yes	-
E	Review of Information by Audit Committee	49(III E)	Yes	-
IV	<b>Nomination and Remuneration Committee</b>	49(IV)	Yes	Refer Note.1
V	<b>Subsidiary Companies</b>	49(V)	Yes	Refer Note.1
VI	<b>Risk Management</b>	49(VI)	Yes	-
VII	<b>Related Party Transactions</b>	49(VII)	Yes	-
VIII	<b>Disclosures</b>	49(VIII)		
A	Related party transactions	49(VIII A)	Yes	Policy for dealing with Related Party Transaction has been uploaded on website.  Refer Note .1
B	Disclosure of Accounting Treatment	49(VIII B)	Yes	Refer Note.1
C	Remuneration of Directors	49(VIII C)	Yes	Refer Note.1
D	Management	49(VIII D)	Yes	Refer Note.1
E	Shareholders	49(VIII E)	Yes	-
F	Proceeds from public issues, rights, issues, preferential issues, etc	49(VIII F)	Yes	-
IX	<b>CEO/CFO Certification</b>	49(IX)	Yes	-
X	<b>Report on Corporate Governance</b>	49(X)	Yes	Refer Note.1
XI	<b>Compliance</b>	49(XI)	Yes	Refer Note.1

**Note-1: The Annual Report disclosure requirement shall be complied in the Annual Report for FY2014-15.**

Kindly make a note of the same.

Yours faithfully,  
Tata Motors Limited

*H K Sethna*

H K Sethna  
Company Secretary

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