



Bombay Stock Exchange Limited
First Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort, Mumbai 400 001
**Kind Attn : Mr Khushro A. Bulsara,
GM & Head - Listing Compliance &
Legal Regulatory**

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra-Kurla Complex
Bandra (East), Mumbai 400 051
**Kind Attn: Mr Avinash Kharkar,
Asst. Vice President**

November 15, 2017
Sc- 15280

Dear Sirs,

Re: Summary of Proceedings and Voting Results of the National Company Law Tribunal Convened Meeting ("Meeting") of the Equity Shareholders of the Company held on November 15, 2017

With reference to our letter Sc. No. 15245 dated October 13, 2017, we hereby inform you that Meeting of the Equity Shareholders of the Company pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ("the Meeting") was held on 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 to approve the Scheme of Merger and Arrangement between TML Drivelines Limited and Tata Motors Limited and their respective Shareholders.

Enclosed please find the following disclosures:

- i. Summary of the proceedings of the Meeting as required under Regulation 30, Part A of Schedule III of SEBI LODR Regulations is annexed as **Annexure A**.
- ii. Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations), the voting results, in prescribed format, with respect to the businesses transacted at the Meeting along with the Scrutinizer's Report is annexed herewith as **Annexure B and Annexure C respectively**.

This is for the information of the exchange and the members.

Yours faithfully,
Tata Motors Limited



H K Sethna
Company Secretary

Z:\New Folders\2017-18\Tata Motors\Stock Exchanges\SEBI LODR\Intimations post NCLT Meeting\Letter-BSE-NSE-NCLT-Proceedings-Covering letter.doc

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 L28920MH1945PLC004520



Annexure A

Summary of proceedings of the NCLT Convened Meeting

National Company Law Tribunal (NCLT) Convened Meeting ("the Meeting") of the Equity Shareholders of the Company was held on 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.

Mr Natarajan Chandrasekaran informed that the Meeting is convened pursuant to the Order of the NCLT, Mumbai Bench dated June 28, 2017 modified by Orders dated August 23, 2017 and September 15, 2017 ("Orders") in the matter of the Scheme of Merger and Arrangement between TML Drivelines Limited and Tata Motors Limited and their respective Shareholders ("Scheme"). He further informed that vide the said Orders, NCLT has appointed him as the Chairman to preside over the Meeting.

The requisite quorum being present, the Chairman called the meeting to order. All the Directors except for Dr Raghunath Mashelkar, Mr Nasser Munjee and Mr Vinesh Jairath attended the Meeting.

The Notice of the Meeting, the Explanatory Statement under Sections 230(3), 232(2) and 102 of the Companies Act, 2013 read with rules framed thereunder and the Scheme of Merger and Arrangement between TML Drivelines Limited and Tata Motors Limited were dispatched to all the Shareholders. With the permission of the Members, the Notice convening the Meeting were taken as read. Thereafter, the Chairman provided brief background and rationale of the Scheme.

The following resolution set out in the Notice convening the Meeting was put up to the shareholders for voting:

Item No.	Details of the Resolution	Resolution required
1	Approval of the Scheme of Merger and Arrangement between TML Drivelines Limited and Tata Motors Limited and their respective Shareholders.	Requisite Majority*

**majority of persons representing three-fourths in value*

The Chairman informed the Members that as required under the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided its shareholders the facility to cast their vote through postal ballot and remote electronic voting system administered by the National Securities Depository Limited. He further mentioned that the facility for electronic ballot had been provided at the Meeting venue. The Chairman requested the Members, who were present at the Meeting but had not cast their votes by remote e-voting, could cast their vote at the Meeting.

The Chairman informed that Mr P N Parikh of M/s Parikh & Associates, Practising Company Secretaries (Membership No. FCS 327) was the Scrutinizer appointed by the Board to conduct the postal ballot process, remote e-voting and electronic voting at the Meeting in an independent and fair manner.

The Chairman then invited the Members to speak at the Meeting on the resolution proposed at the Meeting. The Chairman responded to all the queries raised by Members.



The Chairman thanked the Members for attending and participating in the Meeting and requested the Members to continue voting. The Chairman authorized the Company Secretary to oversee and complete the voting process. He informed the Members that the voting results will be made available on the websites of the Company and the National Securities and Depositories Limited within 48 hours of the conclusion of the Meeting.

The Scrutinizer's Report was received on November 15, 2017 and as set out therein the resolution for approval of the Scheme was passed with the requisite majority.

Yours faithfully,
Tata Motors Limited

A handwritten signature in blue ink, appearing to read 'H K Sethna'.

Handwritten initials in blue ink, possibly 'HS'.

H K Sethna
Company Secretary

Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 (including any statutory modification(s) thereof for the time being in force), and other applicable provisions of the Memorandum and Articles of Association of the Company, and subject to the approval of the Mumbai Bench of the Hon’ble National Company Law Tribunal, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Mumbai Bench of the Hon’ble National Company Law Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Merger and Arrangement between TML Drivelines Limited (“Transferor Company”) and Tata Motors Limited (“Transferee Company” or “Applicant Company” or “the Company”) and their respective Shareholders (“Scheme”) placed before this Meeting and initialled by the Chairman of the Meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon’ble National Company Law Tribunal, Mumbai Bench while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”



(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
Ordinary Shares	6,638	2,36,89,40,852	--
'A' Ordinary Shares*	1,832	2,87,61,312	--
Total	8,470	2,39,77,02,164	99.98

(ii) Voted **against** the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	192	5,47,818	--
'A' Ordinary Shares*	36	573	--
Total	228	5,48,391	0.02

(iii) **Invalid** votes:

	Number of members voted	Number of invalid votes cast by them
Ordinary Shares	361	1,82,843
'A' Ordinary Shares*	83	4,407
Total	444	1,87,250

*Each 'A' Ordinary shareholder is entitled to one vote for every ten 'A' Ordinary shares held and fractions, if any, in the votes cast by the said shareholder have been ignored.

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

111,11th Floor, Sai Dwar CHS Ltd

Sab TV Lane, Opp. Laxmi Indl. Estate,

Off Link Road, Above Shabari Restaurant,

Andheri West, Mumbai - 400053




H. S. Langathur



Place: Mumbai

Dated: November 15, 2017